



Annual General Meeting of Shareholders for the year 2025

Electronic media only (E-AGM)

Thursday, 24 April 2025

at 10:30 a.m.

Registration Period

The registration system will be ready for register since 8 April 2025 till 24 April 2025 at 09:00 am.

Proxy

Please submit all documentary to the Company within 17 April 2024;

1. Mailing : The office of Board
2S Metal Public Company Limited
No. 1788 Singha Complex (Rejus) Flr.30, New Petchburi Rd.,
Bangkapi, Huoykwang, Bangkok 10310
Tel +662 0883618
2. E-mail address : pornnica@2smetal.com
3. e-Proxy Voting of TSD for convenience to attend the Meeting and Voting

Question / Comment

Please be invited to send the questions or comments related the agendas in advance via

Email : ir@2smetal.com or pornnica@2smetal.com

Please fine the manual of Registration (attachment 7) and register to attend the E-Meeting in advance for avoid the error processing of application

Ref: S2_BoD004/2025

March 20th, 2025

Subject Invitation of Annual General Meeting of Shareholders for the year 2025

To Shareholders of 2S Metal Public company Limited

Attachments

1. The copy of the Minutes of the Annual General Meeting of Shareholders for the year 2024
2. Annual Report for the year 2024 (form 56-1 One Report 2024), The QR Code channel for download information)
3. Profile of directors who retired by rotation and proposed to be reelected.
4. Information on Auditor's profile for year 2025 and audit fee.
5. Proxy form B. (proxy A or C type can be downloaded on the Company's website https://www.ss.co.th/general_meeting_th/)
6. Preliminary information of Independent Directors who represent to be a proxy and Definition of Independent Directors.
7. Registration method to the E-Meeting, voting and appointment of proxies.
8. Company's Articles of Association, Shareholders' Meeting.
9. Privacy Notice under the Personal Data Protection Act B.E. 2562 (2019)

The Board of Directors' Meeting of 2S Metal Public company Limited has resolved that the Annual General Meeting of Shareholders 2025 will be held on Thursday, 24 April 2025 at 10.30 via Electronic media only (E-AGM), according to the Emergency Decree on Electronic Meeting.

Once the Company had invited shareholders to propose agendas for the AGM 2025 on website during 15 December 2024 – 31 January 2025, which there's no any shareholder had proposed the agenda. Hence, the agenda for consideration are following:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of shareholders of year 2024

Fact and reason The Annual General Meeting of Shareholders of 2024 had been held on April 23rd, 2024. The Company has prepared the Minutes of the meeting and disclosed through SET's system for the shareholder to review within 14 days from the date of the meeting and published on the Company's website also. A copy of the minutes is attached in (attachment 1)

Opinion of the Board of Directors The minutes of Meeting was properly and accurately recorded. Therefore, it is proposed that the shareholders certify such minutes.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2024.

Fact and reason the Company's operation and performance for the year 2024, the details are shown in the Annual Report of 2024 (form 56-1 One Report 2024). The shareholders can download information by scan QR Code on the Notice of the Meeting (attachment 2).

Opinion of the Board of Directors : the meeting shall acknowledge the Company's operating results for the fiscal year 2024.

Vote required This agenda is for acknowledgement; therefore, the votes are not be required.

Agenda 3 Consider and approve the Company's financial statement 2024, for the fiscal year ended 31 December 2024

Fact and reason : In compliance with the Public Companies Limited Act, the Company must prepare financial statements, the statement of comprehensive income at the ending December 31st 2024 to the Shareholders' Meeting approve of each fiscal year. The financial statement was audited by Ms. Luxamee Deetrakulwatanaphol, CPA no. 9056 from Grant Thornton Co.,Ltd. and reviewed by the Audit Committee. A summary of the significant financial status and operating results is shown in the table below:

(หน่วย : ล้านบาท)

Year 2024	Consolidated Financial	Separate Financial
Total Asset	2,085.45	2,022.67
Total Liabilities	154.32	192.04
Shareholders' Equity	1,931.13	1,830.63
Total Revenue	7,447.05	7,314.93
Net profit of the Company's shareholder	23.58	13.13
Unappropriated Retained Earnings	1,187.26	1,059.49
Profit per share (Baht)	0.04	0.02

Opinion of the Board of Directors : The Meeting should approve the audited balance sheet and profit and loss statement for the fiscal year ended 31 December 2024 which was audited by the auditor from Grant Thornton Co., Ltd. and reviewed by the Audit Committee. Details are appeared in the 3rd section "Financial Statement" of One Report 2024 (Attachment 2)

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 4 To consider and approve the dividend payment of year 2024.

Fact and reason : The Company has a policy to pay dividend at the rate of at least 40% of net profit after corporate income tax of the Company's Financial Statements and after statutory reserve and other reserve as specified by the Company. Such dividend payment may change subject to the Company's financial position, operating performance, investment plan, and other factors considered necessity and appropriate in the future and as deemed proper by its Board of Directors and/or the Shareholders' meeting.

Opinion of the Board of Directors : As the operation result of 2024, the Company's separate net profit was Bt. 13.13 million. However, the Board of Directors Meeting No. 4/2024 resolved to pay an interim dividend from the Company's performance in the first half of 2023 (January 1st,- June 30th, 2024) at the rate of Baht 0.07 per share, equivalent to approximately Baht 38.50 million. The interim dividend was paid on September 12th, 2024.

Anyhow, Board of Director has considered on the Unappropriated Retained Earnings is more Bt. 1,000 million, in addition the cashflow sufficiently for debt and no plan for big investment. Therefore, the Meeting shall consider and approve the dividend payment of year 2024 from the Company's Unappropriated Retained Earnings and net profit at 0.11 Baht/share, representing a dividend payout ratio of 460.78% from the Company's separate financial statement of 2024. Once the interim dividend was paid in September 2024, the remaining dividend will be paid at 0.04 Baht/share which equivalent to approximately Baht 22.00 million

The above dividend payment will be paid from net profit and the unappropriated retained earnings of Non BOI business, which accounts for the corporate income tax of 20% of net profit. The dividend will be paid the withholding tax, which individual shareholders received a tax credit in calculating tax under Section 40 bis.

The Record Date determining the shareholders who are entitled to receive dividend will be on March 10th, 2025. The dividend will be paid on May 15th, 2025.

Information for comparison with the dividend distribution in previous years.

Separate Financial	Y2023	Y2022	Y2021
Net Profit	163.60	-94.67	712.07
Number of shares entitled to dividends (Million Shares)	550	550	550
Basic profit per share (Baht/share)	0.30	-0.17	1.29
Dividend payable per share (Baht/share)	0.22	0.20	0.57
Total dividend payable (million Baht)	121.00	110.00	285.00
Dividend payout (%)	73.96	n/a	40.02

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 5 To consider the election directors in replacement of those who are retired by expiration of term

Fact and reason According to the Company's regulation No.18, it is stated that "At every annual general shareholder meeting, one third of the directors must leave the Board. If the number of directors is not divisible by three, then the number of retired directors will be the closest number of one third".

The directors who due to retire by the expiration of term at this year are:

- | | |
|------------------------------|---|
| a) Mr. Surapon Satimanont | Vice Chairman, chairman of Audit Committee and Independent Director |
| b) Miss Boonsri Panyapiamsak | Director, Chief Financial Officer |
| c) Mr. Preeda Wonsathitporn | Director |

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from 15 December 2024 to 31 January 2025. However, no shareholder proposes any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee dated on 20 February 2025 has considered the qualification of the directors and Independent directors as per the nomination procedure by competence, experience and other qualifications required by laws. Accordingly, the 3 retired directors by rotation are proficient, suitable for the position and the independent director nominee suitable to comment freely and perform in accordance with the relevant guidelines. Consequently, the Board of Directors propose the shareholders meeting to re-elect the above retired directors to be the Company's director for another term.

Opinion of the Board of Directors: Agreed to the resolution of the Nomination and Remuneration committee to propose the shareholder meeting to re-elect the above retired directors to be the Company's director for another term. (Detail information of the directors as shown in the Attachment 3).

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 6 To consider and approve director's remuneration for the year 2025

Fact and reason According to the Company's regulations No.34, the Company's directors are eligible to receive remuneration in the form of reward, meeting allowance, bonus, or benefit in other forms as specified by the Meeting.

Regarding to the meeting of the Nomination and Remuneration committee has considered the remunerate base on comparable to the same industry with the same size. Addition, the company has expended the established subsidiaries which the directors also more responsibilities. Consequently, the Board of Directors shall propose the shareholders meeting to approve the remunerate for the company's director of year 2025 same rate of previous year in the total amount not exceeding Baht 4.0 million (excluded Executive directors)

a) Remuneration in cash consisted by Base salary and attendance fees as below table;

	Chairman	Chairman of Audit Committee /Nomination and Remuneration	Director
Salary	50,000	30,000	30,000
Attendance fees (Baht / times)	15,000	20,000	15,000

b) Other Remuneration Directors and Officers Liability Insurance by the limit of liability Bt.100 million

Furthermore, details of payment was shown in One Report 2023, section "Corporate Governance Performance"

Opinion of the Board of Directors: Agreed to the resolution of the Nomination and Remuneration committee to propose the shareholder meeting to consider and approve the directors' remuneration for the year 2025 (excluded the Executive directors) at the same rate of previous year with total amount not exceeding Baht 4.00 million, consisted of the base salary, the attendance fees and bonus as the detail above. The AGM authorized the Board of Directors has the authority to determine the remuneration rates or bonuses to directors as appropriate, but shall not exceed Baht 4.00 million per year.

Vote required This agenda must be passed by a vote of not less than two-thirds of the total votes of the shareholder of the shareholder who attend the meeting and cast their votes.

Agenda 7 To consider the appointment of auditor and determination of the audit fee for year 2025

Fact and reason Audit Committee's consideration by thinking of the reliability, sufficient amount of resources. Also auditor has known of the Steel industry, addition the audit fee has reasonable. Therefore, the Annual General Meeting of shareholder to consider and approve appoint auditors from BDO Audit Co., Ltd. to be the Company's Auditor for year 2025 as following names;

- | | |
|-----------------------------|---|
| * Mr. Teerasak Chuasrisakul | Certified Public Auditor No. 6624 and/or |
| * Mr. Kraisaeng Thiranulak | Certified Public Auditor No. 5428 and/or |
| * Mr. Narin Churamongkol | Certified Public Auditor No. 8593 and/or |
| * Ms. Supachanya Thongpan | Certified Public Auditor No. 10505 and/or |
| * Miss Amornjid Baolorpet | Certified Public Auditor No. 10853 |

The above Auditors have no relationship or no conflict of interest with the Company, the Subsidiary, associated companies, executives, major shareholders, or persons who are related to those people.

And the audit fee for 2025 is set at Bt. 1,800,000 (excluded certify BOI and other expenses such as traveling expense, accommodation or allowance, etc.) The details of preliminary information are shown in Attachment 4.

Opinion of the Board of Directors: the Meeting should appoint above auditors namely from BDO Audit Co., Ltd. to be the Company's auditors for the year 2025 with the Audit fee for amount 1,800,000 Baht per year.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 8 Other Business (if any)

Addition information

1. The Record Date for the right of attendance the Meeting on 10 March, 2025.
2. The Company arrange Annual Report (form 56-1, One Report 2024) in just Electronic only. And avoid to send the Annual Report in paper as the Sustainability Management Policy such meant to reduce function of Global Warming.
3. The E-AGM meeting has provide by OJ International Co.,Ltd.

Best Regards,



(Dr. Kanchit Singсуwan)
Chairman

More informations;

Office of the Board of Directors
2 S Metal Public Company Limited
No. 1788 Singha Complex Building floor 30th, New Petchburi rd.,
Bang Ka-ki, Huaykwan district, BKK 10310
Tel 02-0883618
Email address : ir@2smetal.com หรือ pornnica@2smetal.com

The Minutes of the Annual General Meeting of Shareholders 2024 2S Metal Public Company Limited

Date time and Place

The Meeting was held on 23rd April, 2024 at 10.30 a.m. via Electronic means (E-AGM). Broadcast location was the meeting room at the 4th floor, Q-House Lumpini, No. 1 South Sathorn Road, Tungmahamek, Sathorn, Bangkok. The Meeting was provided by Digital Access Platform Co., Ltd. (DAP) which has certified by Electronic Transactions Development Agency (ETDA).

There were 10 directors who attended the Meeting, representing 100% of the total number of directors.

Company's Directors present:

- | | |
|---------------------------------|---|
| 1. Dr. Kunchit Singsuwan | Chairman and Audit Committee |
| 2. Mr. Sombat Leeswadtrakul | Director / Chief Executive Office and Nomination and Remuneration Committee |
| 3. Mr. Surapon Satimanont | Vice Chairman / Chairman of Audit Committee |
| 4. Gen. Phairat Phoubon | Director and Chief Nomination and Remuneration Committee |
| 5. Mr. Sangrung Nitipawachon | Director / Executive Director and Managing Director |
| 6. Mrs. Chintana Techamontrikul | Director and Audit Committee/ Nomination and Remuneration Committee |
| 7. Mr. Worwit Chailimpamontri | Director / Nomination and Remuneration Committee |
| 8. Mr. Preeda Wongsathitporn | Director |
| 9. Mr. Tanatat Chawaldit | Director |
| 10. Ms. Bunsri Panyapiamsak | Director / Executive Director and CFO |

Another Attendance

1. Ms. Luxsamee Deetrakulwatanaphon Auditor, Grant Thornton Co., Ltd.
2. Mr. Pakorn Onkeaw Vice MD of Accounting

Preliminary Proceedings

After introduced Director and another attendance, Mr. Pakorn Onkeaw (speaker) informed the meeting procedures and voting method on application of the Meeting

1. The Meeting would be conducted in accordance to the list of agendas as provided in the Notice of the Meeting. Directors shall clarify to the Meeting on the details of each agenda.
2. Voting Methods
 - In casting a vote, one share is entitled to one vote.
 - At the end of the report in each agenda the Chairman would invite the Meeting to vote, the voting time was countdown for 1 minute. If shareholders do not take any action, the system will record a vote as 'approved' for that agenda.
 - As of shareholders who had given proxy to the Independent Director to vote on their behalf in accordance to their intention of voting in each agenda, the Company had recorded votes earlier in the system.
 - Proxies must vote as of specific in the proxy, in case proxies vote different of specific the vote that compliance will be "Voided"

3. Right to express opinion, Chairmen would invite the Meeting to comment or question on the issues related to such agenda as appropriate. Attendee may push the live notification button (which shown the right top of application), then type in a question box and wait notification from the administrator to prepare for turning on camera and microphone. Name and surname is required before raise the question or comments in the Meeting.

If there is other comment and question not falling under the agenda, he/she should raise it under the other matters agenda 8 'Other business (if any)'.

Requesting microphone to speak out, please type the request to chat box. Staff will provide camera and microphone for question or comments.

Commencement the Meeting

Dr. Kunchit Singsowan, the Chairman of the Meeting, welcomed shareholders and informed that its time 10.35 am. there were shareholders attended 13 persons, representing 210,433,358 shares and proxies attended 24 persons, representing 128,902,786 shares. Totaling of both is 37 persons, represented 339,336,144 shares or 61.70% of the total paid-up capital. Thus, a quorum of the Meeting was constituted in accordance with the Company's Articles of Association Section 38 for open the Meeting.

The Company had invited shareholders to propose agendas for the Annual General Meeting of Shareholders for the year 2024 and to nominate candidates to be elected as the Company's Board of Directors in advance as details on the Company's website during December 15th 2023 – January 31st 2024. In this regard, no shareholder had proposed the agenda, nominated candidate or submitted the question during that period. The Meeting would run agendas as following.

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for year 2023

The Chairman informed the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2023 dated on 19th April 2023 which has been submitted through the system of the Stock Exchange of Thailand for shareholders to consider within 14 days from the date of the meeting including being published on the Company's website as details on Attachment 1 which had been sent to all shareholders with the notice of this meeting.

Chairman invited the meeting whether there were any questions or suggestions relevant. One there's no any question, Chairman invited the meeting to vote.

Resolution: The meeting unanimously certified the Minutes of the Annual General Meeting of Shareholders 2023 dated on 19th April 2023 with the following votes.

Approved	339,473,204	votes	equivalent to	100	percent
Disapproved	-	votes	equivalent to	0	percent
Abstained	-	votes	equivalent to	0	percent
Voided card	-	votes	equivalent to	0	percent

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2023.

The Chairman proposed the meeting to consider and acknowledge the Company's Operation both performance and sustainability activates, which appeared in the Annual Report 2023 (56-1 One report). Shareholders can download from the QR Code on the invitation letter form (Attachment 2) by assigning Mr. Sangrung, managing director to report to the meeting about the Company's operating results for the year 2023 as follows;

Revenue form Sales : Year 2023, there was Bt. 6,775.34 million increased by 0.1% when compare to the previous year as the quantity of Sales increased by 17.3% while the average of Selling price decreased by 13.9%

Revenue Structure consists of 2 main lines: The formed steel was Bt. 3,925 million or 60% and trading steel was Bt. 2,707 million or 40%.

Comparing the transportation vs quantity of Sales; year 2023 the transportation cost was increased 13.73 while the quantity of sales increase 17.31%

❖ Financial ratios for the year 2021 – 2023 are as follows;

Financial Ratios	2021	2022	2023
Gross margin (%)	17.62	1.60	6.25
Net profit margin (%)	11.26	-1.82	2.34
Return On Assets (%)	39.74	-5.19	7.16
Return On Equity (%)	36.54	-5.69	7.94
Earning per Share (Baht)	1.34	-0.23	0.29
Average Collection Period (day)	17.88	18.82	17.96
Average Inventory Period (day)	34.00	26.00	22.00
Liquidity Ratio (time)	12.74	6.88	11.45
Debt to Equity ratio (time)	0.08	0.13	0.08
EBITDA (ล้านบาท)	975.41	72.61	221.38

Other operation the Company has continue on ESG and Good governance operating are follows;

* Reviewed the Risk management policy, set up the risk management committee for monitoring, analysis and find up the method to control on specified risks such as Strategic risk, Financial risk and Operating risk.

* Caring the Environment, The Company further invested to Solar Cell project 2 on the roof top of both Had-Yai plant and Korat plant with capacity 1.5 MW. The total with project 1 would be 3.5 MW capacity.

* Fraud and Anti-corruption operations, The Company places an importance on regular inspections, monitoring and instructing all units to strictly comply with the policy.

As there were no other opinions from the shareholders, Chairman announced resolution to the meeting.

Resolution: The Meeting acknowledged the report on the Company's operating for the fiscal year 2023 as reported by Managing Director. This agenda is an acknowledgment agenda, there is no voting.

Agenda 3 Consider and approve the Company's financial statement 2023, for the fiscal year ended 31 December 2023

Chairman informed the Meeting that in Compliance with the Public Companies Limited the Company must prepare financial statements for the Year Ended 31 December 2023 to the Company Shareholders to consider and approve.

The financial statement was audited by Miss Luxsamee Deetrakulwattanapol Certified Public Accountant No. 9056 from Grant Thornton Co.,Ltd. and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting. Then assigned Mr. Pakorn Onkeaw, Deputy Managing Director of Accounting presented the Meeting as summarized followings.

Statements of Financial Position	Y 2022	Y 2023	Increased (Decreased)	
			M. Baht	%
Total assets	2,286.02	2,180.28	(105.74)	4.63%
Total Liabilities	270.59	168.18	(102.41)	37.85%
Net Shareholders' Equity	2,015.43	2,012.10	(3.33)	0.17%
Debt to Equity (Times)	0.13	0.08		
Book Value	3.66	3.66		

The company has total assets of Bt. 2,180.28 million, decrease of 4.63% when compared to the end of 2022. The assets are divided into current assets Bt. 1,534.44 million or 70.38% of total assets.

Inventory was Bt. 809.68 million which increased 24.18% Cause of the steel price situation in 2023, the steel price decreased during this year. As a result, the cost of goods was higher than the net realizable value at the end of 2023, an increase of Bt.4.76 million with an average sales period of approximately 22 days.

Trade accounts receivable of Bt. 338.79 million or 15.54% of total assets and the provision for doubtful accounts has decreased when compared to previous year.

As for non-current assets, the Company invested to the Land, Building, Warehouse machine and Solar cell equipment. Anyhow, when adjusting the depreciation of building and equipment – also goodwill decreased. Hence, the non-current assets were Bt.645.84 million which slightly decreased from previous year. Therefore, the return on assets in 2023 was 7.61%, increased from the year 2022 with -5.19% return on assets.

LIABILITIES AND SHAREHOLDERS' Equity	Y 2022	Y 2023	Increased (Decreased)	
			M. Baht	%
Total Current Liabilities	235.31	134.03	(105.28)	43.04%
Short-term loans from financial institutions	150.00	-	(150.00)	n/a
Trade and other accounts payable	46.04	78.52	32.48	70.56%
Accrued income tax	-	6.88	6.88	n/a

LIABILITIES AND SHAREHOLDERS' Equity	Y 2022	Y 2023	Increased (Decreased)	
			M. Baht	%
Total Non-Current Liabilities	35.28	34.15	(1.13)	3.20%
Employee benefits obligation	19.09	18.24	(0.85)	4.45%
Current portion of liabilities under finance lease agreements	2.87	5.95	3.08	107.32%
Deferred tax liabilities - net	13.31	9.96	(3.35)	25.16%
Total Liabilities	270.59	168.18	(102.41)	37.85%

At the end of 2023, the company had total liabilities of 168.18 million Baht, comprising of current liabilities of 134.03 million Baht and non-current liabilities of 37.85 million baht. The total liabilities was decreased by Bt. 102.41 million or 37.85% when compared at the end of 2022 which was mainly due to repayment of loans from financial institutions.

LIABILITIES AND SHAREHOLDERS' Equity	Y 2022	Y 2023	Increased (Decreased)	
			M. Baht	%
Net Shareholders' Equity	2,015.43	2,012.11	(3.33)	0.32%
Appropriated for Legal reserve	550	550	-	-
Retained Earnings	1,327.46	1,323.18	(4.28)	0.32%
Other	140.37	141.56	1.19	-
Non-controlling interests in subsidiaries	(2.40)	(2.64)	(0.23)	66.67%
Book Value	3.66	3.66		

At the end of 2023, the company had equity of Bt. 2,012.11 million, or approximately 92.29% of total assets. When considering return on equity, it was found that, in 2023, the rate was 7.94%, cause of the Company's net profit and the factors mentioned above.

Statements of Comprehensive income	Y 2022	Y 2023	Increased (Decreased)	
			M. Baht	%
Total Revenue	6,709.00	6,775.35	66.35	0.99%
Cost of goods sold	6,601.39	6,351.66	249.73	3.78%
Gross profit	107.58	423.68	316.10	293.83%

In 2023, the Company had total Cost of Sales of Bt.6,351.66 million, or 93.75% of Sales revenue. Result of the steel price situation was falling which the price of raw materials and inventory to be lower than the selling price in the market at that time.

The cost of goods sold can be divided into cost of sales incurred from steel processing, accounted for approximately 55-60%, most of which was the cost of raw materials which include Galvanized steel, which fluctuate in line with global steel prices and other costs of sales such as transportation costs for raw materials, direct labor costs, production costs, etc. While The cost of sales from the business of procuring steel products for distribution accounts for about 35.-40% of the total cost of sales. Increases or decreases occurred were the result of the vary in the value of steel products that the company sells.

The company had a gross profit of Bt. 423.68 million, representing a gross profit margin of 6.25% from total sales, increase from the year 2022, due to the efficiency of cost of raw material and inventory management which enable to make price spread.

Operating Expense	Y 2022	Y 2023	Increased (Decreased)	
			M. Baht	%
Selling Expense	147.14	163.07	15.93	10.83%
Administrative Expense	107.36	111.10	3.74	3.48%
Loss from exchange rate	20.23	12.10	-8.13	40.20%
Loss on impairment from goodwill	-	15.09	15.09	100.00%
Finance Costs	0.58	0.26	0.32	54.40%
Profit (Loss) before income tax	(123.70)	166.09	289.79	234.27%
Income tax expense	0.63	(6.28)	6.91	-1098.09%
Profit (Loss) for the year	(123.07)	159.81	282.88	229.86%

Main costs of sales are related to transportation, fuel, and promotional expenses. The company's costs of sales amounted to Bt.163.06 million or 10.62% increasing, due to the quantity of sales while the transport cost per ton decreased to 508.7 Baht from 524.7 Baht of year 2022.

The administrative expenses amounted to Bt.111.10 million increased Bt. 3.74 million which consisted of employees' salary, directors' remuneration, bonuses and employees' benefits also including the provision for doubtful accounts amount of Bt. 4.0 million.

The Loss on foreign exchange amounted to Bt. 12.10 million, decreased by Bt8.13 million from 2022, which was caused by the currency exchange of a subsidiary in Lao PDR to pay debts and pay for goods to the company.

Impairment of Investments in subsidiaries in the amount of Bt. 15.09 million.

Interest Expenses was 0.26 million decreased of 55.17% from year 2022, due to the repayment of loans from financial institutions and loaning from financial institutions to use as working capital for the business during the period.

As there were no other opinions from the shareholders, the Chairman asked the meeting to vote. This agenda uses the majority votes of the shareholders and proxies who attend the meeting and have the right to vote.

Resolution: The Meeting approved the financial statements for the year ended December 31st, 2023 by the unanimous votes as follows;

Approved	339,473,204	votes	equivalent to	100	percent
Disapproved	-	votes	equivalent to	0	percent
Abstained	-	votes	equivalent to	0	percent
Voided card	-	votes	equivalent to	0	percent

Agenda 4 To consider and approve the dividend payment of 2023.

Mr. Sombat Leeswadtrakul, CEO who was assigned to inform the Meeting that

The Company has a policy to pay dividend at the rate of at least 40% of net profit after corporate income tax of the Company's Financial Statements and after statutory reserve and other reserve as specified by the Company. Such dividend payment may change subject to the Company's financial position, operating performance, investment plan, and other factors considered necessity and appropriate in the future and as deemed proper by its Board of Directors and/or the Shareholders' meeting.

As the company's operating result and financial status of year 2023, the Company's separate net profit was Bt. 163.60 million. Also, the legal reserve was completed according to the legal. Hence, the Board of Directors wish to propose the shareholders meeting to consider and approve the dividend payment of year 2023 at Bt. 0.22 per share with an amount not exceeding Baht 121.00 million, representing a dividend payout ratio of 73.96% from the Company's separate

financial statement of the year 2023. The dividend is paid from the Company's operation of Non BOI business, which accounts for the corporate income tax of 20 percent of net profit.

However, the Board of Directors Meeting No. 3/2023 held on August 8th, 2023 resolved to pay an interim dividend from the Company's performance in the first half of 2023 (January 1st,- June 30th, 2023) at the rate of Baht 0.10 per share, equivalent to approximately Baht 55.00 million. The interim dividend was paid on September 7th, 2023. Thus, the remaining dividend to be paid in this regard at Baht 0.12 per share or totally in the amount of approximately Baht 66.00 million. In this regards, the total dividend will be deducted withholding tax at the rate specified by law. The cash dividend will be paid the withholding tax, which individual shareholders received a tax credit in calculating tax under Section 40 bis.

by

- By specifying the list of shareholders entitled to receive dividends (Record Date) on March 8, 2024
- and the dividend payment is scheduled on May 21, 2024

As there were no other opinions from the shareholders, the Chairman asked the meeting to vote. This agenda uses the majority votes of the shareholders and proxies who attend the meeting and have the right to vote.

Resolution: The meeting unanimously approved the allocation of profits and dividend payment for the year 2023 as proposed with the following votes

Approved	339,473,204	votes	equivalent to	100	percent
Disapproved	-	votes	equivalent to	0	percent
Abstained	-	votes	equivalent to	0	percent
Voided card	-	votes	equivalent to	0	percent

Agenda 5 To consider the election of directors in replacement of those who are due to retire by expiration of term

The Chairman informed to the Meeting, According to the Company's regulation No. 18, it is stated that "At every annual general shareholder meeting, one third of the directors must leave the Board. If the number of directors is not divisible by three, then the number of retired directors will be the closest number of one third".

The directors who due to retire by the expiration of term at this year are:

- | | |
|--------------------------------|--|
| a. Mr. Sombat Leeswadtrakul | Director and Chief Executive Officer |
| b. Mr. Sangrung Nitipawachon | Director and Managing Director |
| c. Gen. Phairat Phoubon | Director, Chairman of Nomination and Compensation Committee and Independent Director |
| d. Mr. Worawit Chailimpamontri | Director, Nomination and Compensation Committee and Independent Director |

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from 15 December, 2023 to 31 January, 2024. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee no. 1/2024 dated on 23 February 2024 has considered the qualification of the directors and Independent directors as per the nomination procedure by competence, experience and other qualifications required by laws. Accordingly, the 4 retired directors by rotation are proficient, suitable for the position and the independent director nominee suitable to comment freely and perform in accordance with the relevant guidelines. Consequently, the Board of Directors propose the

shareholders meeting to re-elect the above retired directors to be the Company's director for another term.

As there were no other opinions from the shareholders, The Chairman asked the meeting to vote. This agenda uses the majority votes of the shareholders and proxies who attend the meeting and have the right to vote.

Resolution: The meeting resolved to approve the re-appointment of the 4 directors who retired by rotation for another term with the votes excluding the votes of the stakeholders as follows:

Mr. Sombat Leeswadtrakul		<u>(Holds 136,452,654 shares)</u>			
Approved	203,020,550	votes	equivalent to	100.0000	percent
Disapproved	-	votes	equivalent to	0.000	percent
Abstained	-	votes	equivalent to	0.000	percent
Voided card	-	votes	equivalent to	0.000	percent
Mr. Sangrung Nitipawachon		<u>(Holds 32,019,995 shares)</u>			
Approved	307,316,149	votes	equivalent to	100.0000	percent
Disapproved	-	votes	equivalent to	0.000	percent
Abstained	-	votes	equivalent to	0.000	percent
Voided card	-	votes	equivalent to	0.000	percent
Gen. Phairat Phoubon					
Approved	339,440,204	votes	equivalent to	99.9903	percent
Disapproved	-	votes	equivalent to	0.000	percent
Abstained	33,000	votes	equivalent to	0.0097	percent
Voided card	-	votes	equivalent to	0.000	percent
Mr. Worawit Chailimpamontri					
Approved	339,473,204	votes	equivalent to	100.0000	percent
Disapproved	-	votes	equivalent to	0.000	percent
Abstained	-	votes	equivalent to	0.000	percent
Voided card	-	votes	equivalent to	0.000	percent

Agenda 6 To consider and approve director's remuneration for the year 2024

Gen. Phairat Phoubon, Chairman of Remuneration and Nomination committee, who was assigned to inform the meeting that

According to the Company's regulations No.34, the Company's directors are eligible to receive remuneration in the form of reward, meeting allowance, bonus, or benefit in other forms as specified by the Meeting.

Regarding to the meeting of the Nomination and Remuneration committee has considered the remunerate base on comparable to the same industry with the same size. Addition, the company has expended the established subsidiaries which the directors also more responsibilities. Consequently, the Board of Directors shall propose the shareholders meeting to approve the remunerate for the company's director of year 2024 same rate of 2023 in the total amount not exceeding Baht 4.0 Million (excluded Executive directors)

a) Remuneration in cash consisted by Base salary and attendance fees as below table;

	Chairman	Chairman of Audit Committee /Nomination and Remuneration	Director
Salary	50,000	30,000	30,000
Attendance fees	15,000	20,000	15,000

b) Other Remuneration Directors and Officers Liability Insurance by the limit of liability Bt.100 million with annual premium of Bt.145,000.

In this regard, shareholders can view the details of the directors' remuneration actually paid in 2023, which are disclosed in One Report enclosure "Corporate Governance Performance"

Afterward, the Chairman asked the meeting an opportunity to ask questions There was no further question, the chairman then asked the meeting to vote. The resolution of this agenda shall be 2/3 of the votes of the shareholders and proxies attending the meeting and having the right to vote.

Resolution: The meeting approved the director's remuneration for the year 2024 as proposed by the majority voted as follows votes:

Approved	339,473,204	votes	equivalent to	100.00	percent
Disapproved	-	votes	equivalent to	0.00	percent
Abstained	-	votes	equivalent to	0.00	percent
Voided card	-	votes	equivalent to	0.00	percent

Agenda 7 To consider the appointment of auditor and determination of the audit fee for year 2024

Mrs. Chintana Techamontrikul, Audit committee who was assigned to clarify to the Meeting

The selection of auditors and the determination of audit fees have been approved by the Audit Committee. by considering both the potential of the auditor's office, the qualifications of the auditor and the method of verification including the reasonableness of the audit fee

The meeting of the Audit Committee and the Board of Directors have been jointly considered It is of the view that the auditor from Grant Thornton Company Limited is fully qualified. and is widely accepted, therefore, it is appropriate to propose to the shareholders' meeting Appoint an auditor from Grant Thornton Company Limited to be the Company's auditor and its subsidiaries for the year 2024, with the list of certified auditors as follows:

- Miss Kesanee Srathongpool Certified Public Accountant No. 9262 and/or
- Miss Luxsamee Deetrakulwattanapol Certified Public Accountant No. 9056 and/or
- Miss Saranya Akharamahaphanit Certified Public Accountant No. 9919 and/or
- Mr. Paisan Boonsirisukapong Certified Public Accountant No. 5216

The above Auditor has no relationship or interest in the Company, subsidiaries, executives, major shareholders or any person related to such person in any way

The auditor's remuneration for the year 2024 is 2,020,000 Baht (before BOI audit), excluding other audit expenses such as transportation expenses. Allowances, accommodation expenses, etc., must be paid according to the actual amount (if any). Details appear in Enclosure 4.

As there were no other opinions from the shareholders, the Chairman asked the meeting to vote. This agenda uses the majority votes of the shareholders and proxies who attend the meeting and have the right to vote.

Resolution: the Meeting approved the appointment of the above auditors from Grant Thornton Co.,Ltd. to be the Company's auditors for the year 2024 with the remuneration for amount 2,020,000 Baht per year with the following scores:

Approved	339,473,204	votes	equivalent to	100.00	percent
Disapproved	-	votes	equivalent to	0.00	percent
Abstained	-	votes	equivalent to	0.00	percent
Voided card	-	votes	equivalent to	0.00	percent

Agenda 8 Other business, (if nay).

The Chairman informed the meeting that the meeting has considered various matters in accordance with the agenda as specified in the Notice of Meeting 2024. thus, invited shareholders to comment or questions if any. There was no further question.

Afterward, the Chairman closed the 2024 Annual General Meeting of Shareholders and thank all shareholders and proxies who attended this meeting.

The meeting was adjourned at 11.48 p.m.

Signature	-Dr. Kanchit Singsuwan- (Dr. Kanchit Singsuwan)	Chairman of the Meeting
Signature	-Ms. Pornnica Lertithibaht- (Ms. Pornnica Lertithibaht)	Recorder

**รายงานประจำปี 2567 (แบบ 56-1 One Report 2024)
Annual Report 2024**



or

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=2S&date=250424>

QR Code for downloading the Annual Report and Notice of AGM full pack

Resume of the Retired Directors being proposed for re-election

1. Name *Mr. Surapon Satimanont*

Vice Chairman / Chairman of Audit Committee/
Independent Director



Age 64 years **National** Thai

Education Background

- MBA, Webster University, USA
- Master of Laws (LL.M.), Howard University School of Law, USA
- Master of Laws (LL.M.), Southern Methodist University, USA
- Director Certification Program (DCP) 40/2004 from Thai Institute of Directors
- Anti - Corruption for Executive , July 2014 from Thai Institute of Directors
- Thailand Sustainable Banking 2018, Bank of Thailand

Experience

1. Listed companies

2002 - present Director and Audit Committee, Ratchthani Leasing Public Co., Ltd.

2. Non-Listed companies

2018 – present Chairman, S & Manont Limited.

2015 – 2024 Director and Audit Committee, Sumitomo Mitsui Trust (Thailand) Bank PLC.

2023 – 2024 Chairman, Audit Committee, Hybrid Energy Co., Ltd.

2021 – 2024 Chairman of Audit Committee, N.D.S. 34 Co., Ltd

2006 – 2022 Chairman of Audit Committee, Baan Rock Garden Public Co., Ltd.

2018 – 2021 Director and Audit Committee, JSSR group Company Limited.

Tenure of Directorship

17 years (Since 15 November 2007)

Shareholding (as of 10 March 2025)

- 0 - (Accounted for -% of the total paid up capital)

Number of Attendance the Meeting for the year 2024

Shareholder Meeting	1 of 1 times
The Board of Directors' Meeting	6 of 6 times
Audit Committee	4 of 4 times
Nomination and Remuneration Meeting	- of - times
Independent Meeting	1 of 1 times

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party	- none -
--	----------

Legal Disputes	- none -
----------------	----------

Relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years	- none -
--	----------

* To be a part in the management and/or being an employee, staff

member, advisor who receives a regular salary.	- none -
* To be professional services provider, e.g., auditor, legal advisor	- none -
* business relationship (such as 1) buys/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.)	- none -
Relationship among management, Major Shareholders of company and its subsidiaries	- none -
Extra benefit besides Director's remuneration	- none -

Nomination Criteria and Procedure

The Board of Directors has agreed with the proposal made by the Nomination and Remuneration Committee that Mr. Suraphon Satimanont has considered the qualification of the independent director and without any prohibited characteristics under the Public Limited Companies Act. Also, suitable to comment freely and perform in accordance with the relevant guideline. Thus, the shareholders Meeting should re-elect retired director to be the Company's director for another term.

Resume of the Retired Directors being proposed for re-election

Name *Miss Boonsri Panyapiamsak*

Director / Chief Financial Officer

Age 62 years **National** Thai

Education Background

- High vocational Certificate, Technological and Vocational College, Southern Technical Campus
- Director Accreditation Program (DAP) 75/2008 from Thai Institute of Directors
- Federation of Accounting Professions
- - TFSR Program
- - "Insight of financial reporting standard according to accounting principles compared with the principles of business taxation" Class 2nd
- - Corruption news stories on standard accounting of the Listed Company 1/2021,
- Irregular items in the Financial Statement and case study 2022.
- Understanding the point of TFRS for NPAEs, Federation of Accounting professions



Working Experience in 5 years past:

1. Other Listed Companies -None-
2. Non-Listed Companies
 - 2011 - present Director and Executive committee, Neastern Steel Co., Ltd.
 - 2015 - present Director, Grand Steel Pipe Co., Ltd.

Tenure of Directorship 17 years (Since 15 November 2007)

Shareholding 15,417,277 shares (Accounted for 3.08% of the total paid capital)
up (as of 10 March 2025)

Number of Attendance the Meeting for the year 2024

Shareholder Meeting	1 of 1 times
The Board of Directors' Meeting	5 of 6 times
Audit Committee	- of - times

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party	- none -
Legal Disputes	- none -
Relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years	- none -
* To be a part in the management and/or being an employee, staff member, advisor who receives a regular salary.	- Yes -

* To be professional services provider, e.g., auditor, legal advisor	- none -
* business relationship (such as 1) buys/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.)	- none -
Relationship among management, Major Shareholders of company and its subsidiaries	- none -
Extra benefit besides Director's remuneration	- none -

Nomination Criteria and Procedure

The Board of Directors has agreed with the proposal made by the Nomination and Remuneration Committee that Miss Boonsri Panyapiamsak has considered the qualification of director and without any prohibited characteristics under the Public Limited Companies Act. Also, suitable to comment freely and perform in accordance with the relevant guideline. Thus, the shareholders Meeting should re-elect retired director to be the Company's director for another term.

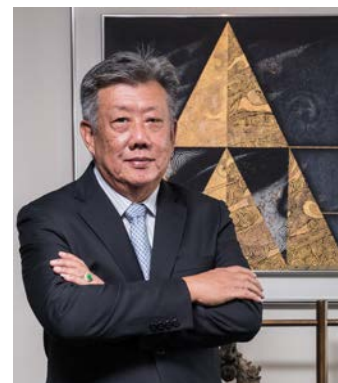
Resume of the Retired Directors being proposed for re-election

Name *Mr. Preeda Wongsathitporn*
Director

Age 71 years **National** Thai

Education Background

- Wattana Colledge
- Director Accreditation Program (DAP) 92/2011 from Thai Institute of Directors



Working Experience in 5 years past:

1. Other Listed Companies -None-
2. Non-Listed Companies
 - 2006 - present Authorized Director, Tor. Vibul Sin Woods Co., Ltd.
 - 2006 - present Authorized Director, Thanapol Laminate Co., Ltd.
 - 2006 - present Authorized Director, Chaivasith Parawood (2002) Co., Ltd
 - 2008 – present Director, Neastern Steel Co., Ltd.
 - 2015 - present Director, Grand Steel Pipe Co.,Ltd.

Tenure of Directorship 13 years (Since 10 August 2011)

Shareholding 24,636,881 shares (Accounted for 4.48% of the total paid up (as of 10 March 2025) capital)

Number of Attendance the Meeting for the year 2024

Shareholder Meeting	1 of 1 times
The Board of Directors' Meeting	6 of 6 times
Audit Committee	- of - times

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party	- none -
Legal Disputes	- none -
Relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years	- none -
* To be a part in the management and/or being an employee, staff member, advisor who receives a regular salary.	- none -
* To be professional services provider, e.g., auditor, legal advisor	- none -
* business relationship (such as 1) buys/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.)	- none -

Relationship among management, Major Shareholders of company and its subsidiaries	- none -
Extra benefit besides Director's remuneration	- none -

Nomination Criteria and Procedure

The Board of Directors has agreed with the proposal made by the Nomination and Remuneration Committee that Miss Boonsri Panyapiamsak has considered the qualification of director and without any prohibited characteristics under the Public Limited Companies Act. Also, suitable to comment freely and perform in accordance with the relevant guideline. Thus, the shareholders Meeting should re-elect retired director to be the Company's director for another term.

Preliminary information of the Company's Auditor

Board of Director's Opinion

For 2025, there is a new Auditor offer service BDO Audit Co., Ltd. Audit Committee's considered by thinking of the reliability, sufficient amount of resources. Also auditor has known of the Steel industry, addition the audit fee has reasonable. Therefore, the Annual General Meeting of shareholder to consider and approve appoint auditors from BDO Audit Co., Ltd. to be the Company's Auditor for year 2025 as following names;

- | | |
|------------------------------|---|
| 1. Mr. Teerasak Chuasrisakul | Certified Public Auditor No. 6624 and/or
(Audited Company's financial statement year 2015) |
| * Mr. Kraisaeng Thiranulak | Certified Public Auditor No. 5428 and/or
(Never Audited Company's financial statement) |
| * Mr. Narin Churamongkol | Certified Public Auditor No. 8593 and/or
(Never Audited Company's financial statement) |
| * Ms. Supachanya Thongpan | Certified Public Auditor No. 10505 and/or
(Never Audited Company's financial statement) |
| * Miss Amornjid Baolorpet | Certified Public Auditor No. 10853
(Never Audited Company's financial statement) |

The above Auditors have no relationship or no conflict of interest with the Company, the Subsidiary, associated companies, executives, major shareholders, or persons who are related to those people.

And the audit fee for 2025 is set at Bt. 1,800,000 (excluded certify BOI and other expenses such as traveling expense, accommodation or allowance, etc.)

Comparison of the Audit remuneration

Description	Year 2025 (being propose)	Year 2024
Reviewed and Audited for the Company	1,800,000	2,020,000
Quarter reviewed and annual audit subsidiary*	450,000	570,000
Non-Audit fee**	Not due yet	205,570.3
รวม	2,250,000	2,590,000

* The above auditor are auditor of the Subsidiary (1) Neaster Steel Co.,Ltd. (2) Mega Trans and Logis Co., Ltd (3) Grand Steel Pipe Co., Ltd. (Lao PDR) as can be prepared the financial statements on time.

** Certify Boi and other expenses

Duty Stamp
20 Baht

Proxy (form B)

Written at.....

Date.....Month.....Year

(1) I / WeNationalityResiding at
Road.....Tambol.....District.....Province.....
Postal Code.....

(2) Being a shareholder of **2S Metal Public Company Limited**

Holding the total amount of shares and have the rights to vote equal tovotes as follows:

Ordinary share shares and have the rights to vote equal tovotes

(3) Hereby appoint ☐ 1. Name Age.....ปี

Residing at..... Road.....Tambol.....

District.....Province..... Postal Code..... or

☐ 2. Pol, Gen. Phairat Phoubon, Independent Director Age 68 years
Residing at 55/19 Klang Muang The Paris Villedge, Kumpeangpeth Rd., Lad-yao,,
Jatujak District, Bangkok 10900

หรือ ☐ 3. Mr. Worawit Chailimpamontri, Independent Director Age 55 years
Residing at 308/20-21 Phaya-nak Rd., si-yake mahanak, Dusit District, Bangkok
10300

Please check the
only box – you
wish to appoint.

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2025 on 24 April, 2025 at 10.30 a.m. via Electronic media only (E-AGM) with the following agenda.

(4) I hereby appoint a proxy to vote for me in the meeting as follows.

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2024

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

☐ (b) To grant my/our proxy to vote at my/our intention as follows;

☐ Agree

☐ Disagree

☐ Abstain

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2024

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

☐ (b) To grant my/our proxy to vote at my/our intention as follows;

☐ Agree

☐ Disagree

☐ Abstain

Agenda 3 To consider and approve the Company's financial statement 2024, for the fiscal year ended 31 December 2024

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To grant my/our proxy to vote at my/our intention as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

Agenda 4 To consider and approve the dividend payment of year 2024

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To grant my/our proxy to vote at my/our intention as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

Agenda 5 To consider the election directors in replacement of those who are retired by expiration of term

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To grant my/our proxy to vote at my/our intention as follows;
- ☐ The appointment of all directors
- ☐ Agree ☐ Disagree ☐ Abstain
- ☐ The appointment of certain directors as follows:
- 1. Mr. Surapon Satimanont**
- ☐ Agree ☐ Disagree ☐ Abstain
- 2. Miss Boonsri Panyapiamsak**
- ☐ Agree ☐ Disagree ☐ Abstain
- 3. Mr. Preeda Wongsatitporn**
- ☐ Agree ☐ Disagree ☐ Abstain

Agenda 6 To consider and approve director's remuneration for year 2025

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To grant my/our proxy to vote at my/our intention as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

Agenda 7 To consider the appointment of auditor and determination of the audit fee of 2025

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To grant my/our proxy to vote at my/our intention as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

Agenda 8 Other business, (if nay).

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To grant my/our proxy to vote at my/our intention as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

- (5) A proxy's vote in any agenda which does not follow those specified in proxy form, it shall consider that vote is incorrect as well as it does not vote on my/our behalf as a shareholder
- (6) If I/we do not specify my/our purpose to vote for any agenda or specify or in cast the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I/We had specified in the proxy form, it shall be deemed as such acts had been done by me/us in all respects.

Signed.....Grantor Signed.....Proxy
(.....)

Signed..... Witness Signed..... Witness
(.....)

Remark

1. A shareholder shall appoint only on proxy to attend and vote at the meeting. The number of shares held by a shareholder cannot divide into several portions to more than one proxy in order to divide the votes.
2. In case there are any other than agenda set off, it is applicable to add in the Attachment to Proxy Form.
3. Shareholder can use the proxy form A or C instead of form B which can download from the Company's website www.ss.co.th
4. In case that the proxy is unable to attend the meeting, The Company reserve the right to ignore count vote that the proxy have right to vote.
5. Once shareholder wish to appoint Independent Director to attend and vote, the proxy and attachment (certified ID copy) shall be sent to the Company **before April 17th, 2025**. At address below;

The Office of Board of Director

No.1788 Singha Complex (Regus) Flr.30, New Petchburi Rd., Bang kapi, Huaykwang, BKK 10310

Tel: (66) 2 0883618 / Email address: pornnica@2smetal.com

Preliminary information of Independent Directors who represent to be a proxy

1. **Name** Pol, Gen. Phairat Phoubon **Age** 68 ปี
- Address** 55/19 Klang Muang The Paris Villedge, Kumpeangpeth Rd,
Lad-yao,, Jatujak District, Bangkok 10900
- Position** Chairman of Nominated and Compensation Committee
- Shareholding** (10 March 2025) -None-
- Interest in the Agenda considered** Agenda 6



- 2 **Name** Mr. Worawit Chailimpamontri **Age** 55 ปี
- Address** 308/20-21 Phaya-nak Rd., si-yake mahanak, Dusit,
Bangkok 10300
- Position** Nominated and Compensation Committee
- Shareholding** (10 March 2025) -None-
- Interest in the Agenda considered** Agenda 6



Defination of the Independent Directors

1. Holding shares no more than 1% of registered and paid-in capital of the Company and related companies, including shares held by related persons of the committee members;
2. Having neither conflict of interest with the Company and related companies nor gain/lost in terms of financial or business management either in the past or at the present, as well as not being a member of independent committee in such nature as,
 - An executive director, an employee, a staff, an advisor who receives salary, or an authorized person of the Company.
 - A professional such as auditor, law consultant, financial consultant, or asset appraiser
 - Any related person that has business relationship with the Company such as buy/sell product and service, buy/sell assets, give/receive financial support
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company and its Subsidiary;
4. Having no business relationship with the Company, the Subsidiary, or juristic person who may have conflicts of interest, in the manner which may interfere with his/her independent judgment, and in a manner that prevents the committee member from presenting the opinion freely about the Company's operation;
5. Not being a member of the audit committee or any committee in other public companies such have type of business same the Company.

Procedures and Conditions for Registration of Attendance of the Shareholders Meeting

1. Registration period of Self-Identification for the right to attend the Meeting

Shareholder or Proxies shall be invited to register and submit relevant documents since 8 April 2025, the registration will be closed at 9:00 hours on 24 April 2025. (Shareholders or proxies shall register in advance, to avoid any mistakes)

2. Registration method

Scan QR code for register and get the user for join the Meeting or link URL below

<https://2s.thekoble.com/agm/emeeting/index/1>



Choose the "type of Registration"

E-AGM Request ระบบแสดงความประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท 2 เอส เมทิล จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้น ประจำปี 2568
วันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 10.30 น.

ประเภทการลงทะเบียน E-Meeting

มาด้วยตนเอง
For shareholders attending the Meeting in person (Self-Attending)

มาด้วยตนเอง และรับมอบฉันทะมาด้วย
For shareholders attending the Meeting in person (Self-Attending) and bringing a proxy

มอบฉันทะให้กรรมการอิสระ
For shareholders granting a proxy to an Independent Director

มอบฉันทะให้บุคคลทั่วไป
A Person granted a proxy from a shareholder

ตรวจสอบสถานะคำขอ
(Checking E-Request's status)

หากมีคำถามเพิ่มเติมสำหรับการใช้งานระบบ กรุณาติดต่อ หมายเลขดังนี้ ในวันจันทร์-ศุกร์ เวลา 08.30-17.30 น.
Hot line : 02-079-1811
สำรอง : 065-238-4800 หรือ 097-237-0094

3. Registration Documents

3.1 Attendance by themselves

- A shareholder must show an original identification card or an original government official identification card, driving license or an original passport (in case the foreigner shareholder).

3.2 Attendance by proxy

Natural person

- (a) A Completed proxy form with signature of the shareholder, If there is any material amendment or correction to the proxy form, a shareholder must countersign such amendment or correction. The proxy form must be affixed with a stamp duty of Baht 20.
- (b) Both of the Shareholder and proxies must show the certified copy of identification card or an original government official identification card, driving license or an original passport (in case the foreigner shareholder).

Juristic Person

- (a) A proxy form must be signed by an authorized person of the juristic person whose name is shown in the Affidavit of that juristic person, issued by the Department of Business Development, The Ministry of Commerce, or by the relevant government authority, and bear a date within a 3 months period prior to the date of the shareholders' meeting. The proxy form should be sealed of the juristic person (if any).

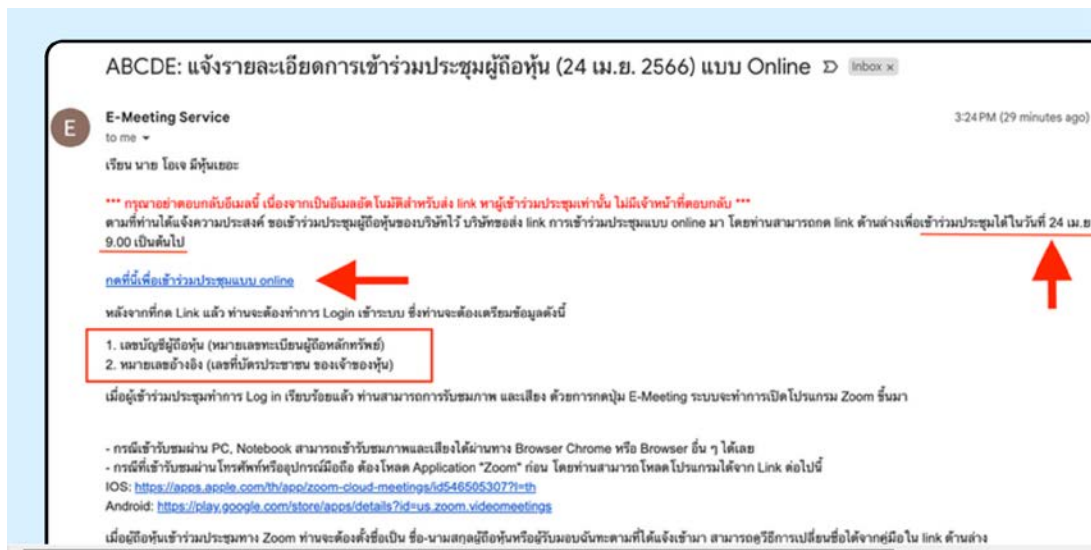
- (b) If the shareholder is a foreign juristic person, an Affidavit of that juristic person, issued by the relevant government authority of the country where the juristic person is registered and located. The Affidavit is required to be certified by a notary public or another

3.3 Appointment of Independent Director

- (a) A Completed proxy form with signature of the shareholder, If there is any material amendment or correction to the proxy form, a shareholder must countersign such amendment or correction.
- (b) Both of the Shareholder and proxies must show the certified copy of identification card or an original government official identification card, driving license or an original passport (in case the foreigner shareholder).

4. Step of joining the E-Meeting

After completed registration as cause 2 and 3, the Company would send link of join the Meeting via shareholder's email.



Joining E-Meeting needs Zoom application, hence shareholder should install application before join the Meeting

iOS



<https://itunes.apple.com/th/app/zoomcloud-meetings/id546505307>

Android



<https://play.google.com/store/apps/details?id=us.zoom.videomeetings>

Manual of E-Meeting



Company's Article of Association concerning the agenda of Shareholders' Meeting

Clause 35 The place of the Meeting shall be held at the head office or province in which the head office of the company is located or in any other area specified by the Board of Directors.

Clause 36 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting within four (4) months of the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.

The Board of Directors may call an extraordinary general meeting of shareholders any time as it considers expedient to do so. One or more than one shareholder holding shares amounting to not less than ten (10) percent of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request is received from the shareholders.

If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in clause 38, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting."

Clause 37 In summoning for a Meeting of Shareholders, by physical or electronically media, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the Meeting, and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days before the meeting. Besides, the notice of the meeting shall also be announced via electronic media in accordance with the public company law and relevant laws.

Clause 38 At the shareholders' meeting, there shall be not less than twenty five shareholders and the shareholders' proxies (if any) or not less than half of the total number of shareholders and in either case holding altogether not less than one-third of the total issued shares attending the meeting to constitute a quorum. In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum as mentioned above, if that shareholders' meetings summoned upon the request of shareholders, it shall be cancelled. If the meeting had not been summoned upon the request of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to shareholders not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum will be necessary.

Clause 39 A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The appointment of proxy may be performed by electronic media instead provided that the method shall be safe and reliable to be proven that the proxy is performed by such shareholders, and in accordance with the rules prescribed by the registrar. The proxy instrument must contain at least the following particulars:

- a) The amount of shares held by the shareholder,
- b) Name of the proxy holder and
- c) The time of the meeting where the proxy is given to attend the meeting and vote.

Clause 40 The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting. If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice of the meeting shall also be advertised in a newspaper, or may announce via electronic media in accordance with the public company law and relevant laws.

Clause 42 In voting in a shareholder meeting, one share is entitled to one vote. The place of the Meeting shall be held at the head office or province in which the head office of the company is located or in any other area specified by the Board of Directors. Article 4 3 In ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast the votes. In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend and have the right to vote:

- a) The sale or transfer of the whole or a material part of the Company's business to others;
- b) The purchase or acceptance of transfer to the company of business of another entity or private company;
- c) The execution, amendment or termination of a contract in relation to the leasing of the whole or a material part of the company's business, assignment to other person to manage the company's business or consolidation of the business with other persons for the purpose of sharing profit and loss;
- d) The amendment of Memorandum or Articles of Association;
- e) The increase or decrease in the company's capital or the issuance of debentures;
- f) The amalgamation or dissolution of the company.

Privacy Notice for the Shareholders' Meeting

2S Metal Public Company Limited (" the Company") places importance on personal data of shareholders and/or proxies ("you"). The Company thus issued the Personal Data Protection Notice for shareholders, investors, and prospects to duly inform about the details pertaining to the collection, use, and disclosure of personal data of shareholders, investors, and prospects who are deemed data subjects in accordance with the Personal Data Protection Act, as announced on the Company's website (see more details https://www.ss.co.th/about_th/corporate-governance_th/policies). The Company would like to inform you, a data subject, the details relating to the AGM as follows:

- 1. Personal data :** The Company needs to collect the following personal information for the purpose of arranging attendance at the meeting. General Personal Data: Name, Age, Address, Telephone number, Identity card number, Bank account details, E-mail address, Fax number, Shareholder's registration number, photographs, and video recording.
- 2. Objective :** Legal Basis, and Data Processing: The Company will process all personal data in accordance with the objectives and legal basis as follows:
 - 2.1 Legal basis
 - The company will collect and use your data specified in items 1.1 above for the purpose of calling, arranging and conducting the meeting, including identity verification, sending any related documents, and carrying out any action pursuant to the meeting, including identity verification, sending any related documents, and carrying out any action pursuant to the meeting resolutions and/or to comply with the related laws or orders issued by the relevant authorities under the Public Limited Companies Act, B.E. 2535 (1992).
 - 2.2 Legitimated interest
 - The Company will collect and use your data specified in item 1.1 above for the purpose of preparing the meeting minutes, and keep evidence of your meeting attendance and any other activity involving the Company' s legitimate interests and other persons to the extent that it is within your reasonable expectation.
 - The company will take photographs of the meeting and record it on video for the purpose of media reporting and broadcasting the meeting by electronic means. You may appear in the photographs or video recording but details of your identity will not be revealed. If you wish the Company to refrain from disclosing any photographs or any part of the video recording in which you appear, you should notify the Company that you have not given your consent.
- 3. Sources of Personal Data :** The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd., which is the Company's register.
- 4. Personal Data Storage :** The company expects to keep your personal data for a period of 10 years, except for photographs and the video recording, which will only be kept for six months from the date of meeting. After these periods elapse, the Company will either destroy or anonymize your data.
- 5. Rights of Data Owners :** As a data owner, you have the right to receive a copy of your personal data, the right to have your data erased and the right to withhold consent for your data to be used for any other purpose than the abovementioned meeting. If you would like to exercise any of these rights, please contact the Company at email: lr@2smetal.com or by post to the Legal department at the address shown in the invitation letter for this meeting. The Company will consider your request and contact you as soon as reasonably possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint at the Personal Data Protection Commission.