

March 31, 2016

Subject: Invitation Letter for the Annual General Meeting of Shareholders 2016

Attn: Shareholders of Teera-Mongkol Industry Public Company Limited

Enclosure

- 1) Evidence showing the right to attend the shareholders' meeting
- 2) Copy of Minutes of Annual General Meeting of the Shareholders 2015, dated April 24, 2015
(For consideration in the agenda 1 to approve to the Minutes of Shareholders' Meeting 2015)
- 3) Annual report ended on December 31, 2015 (CD)
- 4) Profile of Directors proposed as Directors for the company
(For consideration and approval in the agenda 4 to appoint the directors whose terms are expired)
- 5) Determination for the Directors' remuneration
(For consideration and approval in the agenda 5 to approve the remunerations of the company's directors for the year 2016)
- 6) Resume of the Independent Directors for shareholders' consideration in appointing them as proxy and the definition of Independent Directors
- 7) The regulations of the company regarding the shareholder's meeting
- 8) Proxy forms
- 9) Conditions, criteria, and procedures to attend the meeting
- 10) Map of meeting venue

Teera - Mongkol Industry Public Company Limited has a resolution for the Board of Directors' meeting No. 2/2016, which was held on Friday, February 19, 2016 to grant for the Annual General Meeting of the Shareholders 2016 on Friday, April 22, 2016, at 10.00 Hrs., at Park Village Rama 2 1/1-1/3 Soi Rama 2 Soi 56, Samaedum, Bangkhunthian, Bangkok, in order to consider various matters according to the agenda as follows:

Agenda 1 To consider and approve of the minute of the Annual General Meeting of the Shareholders 2015, held on April 24, 2015

Facts and reasons: the Annual General Meeting of the Shareholders 2015 was held on April 24, 2015 with the copies of Minutes attached herewith. (Details in attachment no. 2)

Board of Directors' opinions: The Board of Directors considered and concluded that such Minutes of the Annual General Meeting of the Shareholders 2015 held on April 24, 2015 had been recorded correctly according to the fact, it was reasonable to approve such minutes by the Shareholders' Meeting.

Agenda 2 To consider and acknowledge the company's results of operation for the year 2015

Facts and reasons: The report of results of operation of the company for the accounting period from January 1, 2015 to December 31, 2015 delivered to the shareholders with this invitation for this meeting. (Details in attachment no. 3)

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should acknowledge the results of operation of the company for the accounting period from January 1, 2015 to December 31, 2015, the details appearing in the company's 2015 annual report.

Agenda 3 To consider and approve the financial statement for the year ending December 31, 2015

Facts and reasons: The balance sheet, profit & loss sheet and the auditor's report of the company for the accounting period ended December 31, 2015 was approved by the Board of Directors, Audit Committees, and Auditors. (Details in attachment no. 3)

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should approve to the balance sheet and the profit & loss sheet with the auditor's report of the company for the accounting period ended December 31, 2015 as appearing in the 2015 annual report.

Agenda 4 To consider and approve the re-election of directors whose terms are expired

Facts and reasons: According to the regulations of the company Article 19, determined that "in the Annual General Meeting of Shareholders every time, the directors shall be vacated from the positions one third (1/3) of the directors at that time, if the amount of directors cannot divide to vacate for three parts, then the retirement shall be made at the nearest amount with one third (1/3). The directors who retire from office may be re-selected to hold the position again. The directors who shall be retired from the position for the first year and the second year after the company registration must draw the lots, while for next year; the directors who hold the position longest have to be retired from the position".

This year, the 2 directors who shall be retired by the term are comprised of:

1. Mr. Teeraphong Prasitratnanaporn Committee
2. Mr. Theerasak Prasitratnanaporn Committee

Anyhow, the committee considered with the opinion that the directors who retired from office by their term are learned persons with abilities, so it was approved to propose their names to the shareholders' meeting to consider and to re-elect to return to their office as another term (In agenda 5 of meeting, the chairman would invite 2 directors to be retired by their terms for this time to be out from the meeting, so that the meeting would exercise the right to consider and to appoint the directors to hold their office for next agendum.)

Board of Directors' opinions: The Board of Directors approved by such proposal and viewed as proper to the shareholders' meeting to approve and to appoint the 2 retired directors to return to their office as another term with their brief profiles. (Details in attachment no. 4)

Agenda 5 To consider and approve the remunerations of the company's directors for the year 2016

Facts and reasons: The Board of Directors proposed to determine the directors' remuneration. (The details of information for consideration appearing in the details of attachment no. 5)

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should approve the directors' remuneration of the company as proposed.

Agenda 6 To consider and approve the appointment of the auditors and to determine their remunerations for the year 2016

Facts and reasons: The Board of Directors considered and approved to appoint Ms. Nongram Laoha-areedilok, the Certified Public Account No. 4334 of AST Master Co., Ltd., as the auditor for the company for another 1 year (Totally for 7 years) since the performance was done well for the past 6 years, as well as being the auditors approved from the Office of Securities and Stock Exchange Commission. Such auditor has no relationship or interest with the company/major shareholders/executives/subsidiaries company or related persons at all. The auditing fee for 2016 is determined at Baht 550,000, and the auditing of performance in accordance with BOI conditions was Baht 30,000 (Totally Baht 580,000, same amount as the year 2015). Moreover, Mr. Pradit Rodloytook, the Certified Public Account No. 218 of AST Master Co., Ltd., is a reserved auditor.

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should appoint Ms. Nongram Laoha-areedilok, the Certified Public Account No. 4334 of AST Master Co., Ltd. to audit and to certify the financial statement for the year ended on December 31, 2016 with the total remuneration of amount Baht 580,000 (Five hundred eighty thousand baht only) with Mr. Pradit Rodloytook, the Certified Public Account No. 218 of AST Master Co., Ltd. being a reserved auditor.

Agenda 7 To consider and approve appropriation of the profit and dividend payment for the year 2015

Facts and reasons: According to the Act of Public Company, section 116 and the regulation of the company article 46 determined that "the company must allocate a part of annual net profit as a legal reserve with no less than five percent (5) of annual net profit deducting with total accumulated loss brought forward (if any) until such legal reserve shall be no less than ten percent (10) of registered capital". In addition, the company has a policy to pay the dividend for each year with no less than 40% of balance net profit after deducting various reserved fund for all types as determined in the regulations of the company and by the law. If there are no other necessary reasons and such dividend payment has no effects to the normal business operation of the company significantly, and by the Board of Director's resolution to approve to pay the dividend correctly to propose for approval from the shareholders' meeting; except such dividend payment during the term that the Board of Directors has power to approve to pay prior to the report for the shareholders' to acknowledge in the next meeting.

Board of Directors' opinions: the Board of Directors considered with the opinions that on December 31, 2015, the company have the legal reserve by the law at Baht 30,866.52, and the shareholders' meeting should approve to allocate annual net profit in 2015 and the dividend payment as follows:

1. To allocate as legal reserve of the amount of Baht 30,866.52; which was the rate of 5 percent of annual net profit in 2015.
2. To pay the dividend for the results of operation in 2015 to the shareholders at the rate of Baht 0.015 per share (While in 2014, the dividend was from the unappropriated retained earnings by way of stock dividend and cash. The payment of stock dividend in the proportion of 6 existing ordinary shares to 1 stock dividend, totally Baht 0.041666666480 per share. The dividend was also paid by cash in the proportion of Baht 0.004629629634 per share.), for the common stocks of the amount of 671,440,890 shares, or the amount of Baht 10,071,613.35, from the net profit after tax of amount Baht 617,331; which was equal to 1,631.48% of net profit or 1,717.35% of net profit after deducting legal reserve and the dividend from the unappropriated retained earnings; which was comply with the policy of dividend payment determined by the company.

The company shall determine the shareholders' name list with the right to receive the dividend on March 8, 2016. The name list shall be collected by section 225 of Act of Security and Stock Exchange B.E. 2535 (and by the additional revision), by closing registration book on March 9, 2016 and to determine to pay such dividend on May 19, 2016.

Agenda 8 To consider and approve the registered capital decrease of the company for the shares that have not been paid and not being issued and reserved for a conversion of any securities

Facts and reasons: The Board of Directors proposed to consider the registered capital decrease of the company for the shares that have not been paid and not being issued and reserved for conversion of any securities. As a result, the company's registered capital will decrease from Baht 168,070,047.75 (672,280,191 ordinary shares at par value of Baht 0.25 per share) to be Baht 167,860,222.50 (671,440,890 ordinary shares at par value of Baht 0.25 per share) by decreasing registered capital of Baht 209,825.25 (839,301 ordinary shares at par value of Baht 0.25 per share)

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should approve the registered capital decrease of the company as proposed.

Agenda 9 To consider the amendment clause 4 of the company's Memorandum of Association in accordance with the registered capital decrease

Facts and reasons: The Board of Directors proposed to consider the amendment clause 4 of the company's Memorandum of Association in accordance with the capital decrease as follows:

“Clause 4	Registered Capital	167,860,222.50	Baht
	Divided to	671,440,890	Shares
	Par value per share	0.25	Baht
	Catagorized into		
	Common shares	671,440,890	Shares
	Preferred shares	-None-	

Provided that the person designated by the Board of Directors or Managing Director to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to amend and revise wording or taking action as may be necessary in order to be complied with the instruction of the registrar.

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should approve the amendment clause 4 of the company's Memorandum of Association in accordance with the registered capital decrease.

Agenda 10 To consider and approve the amendment of the company objectives in accordance with the current situation

Facts and reasons: The Board of Directors proposed to consider the amendment of the company objectives in accordance with the current situation in order to be able to cover all the business operations that related with the main business by proposing additional 26 objectives.

Moreover, the Board of Director proposed to terminate the previous 2 objectives as to avoid the overlapping of the new objectives. The details are as follow:

Canceled Objectives

Article	Description
44	To manufacture, sell and provide services related to information technology which includes computer technology, computer software, computer hardware, databases, data collection and utilization in the timely manner in order to boost the effectiveness in terms of manufacture, service provision, management and operations;
46	To import to be sold software, computer machines, parts and accessories, and all types of electronics devices;

Additional Objectives

Article	Description
1	To develop, design, manufacture, repair, assemble, run marketing operations, buy and sell, and distribute electronics devices, computer hardware, computer software, database, computer programs and all the related accessories and equipment, as well as equipment related to the processing of electronics data, computer processing and micro processing systems; and to supply software, computer machines and programs; to provide consultancy related to management and techniques that concern computer systems and network systems; to provide services by using computers and providing assistances for the design of data processing systems and management of structure systems used with computer machines for preparing, collecting, processing and transmitting all types of data;
2	To give advice, proceed, attend, support, assist, help and facilitate in the matters of sciences and

	technologies for developing, testing, studying, running projects, analyzing, inspecting, surveying and examining in all methods that are related to computers, electronics processing devices, software, machines, all types of programs, tools, parts, accessories, compositions and elements of all the aforementioned products;
3	To trade, manufacture, made to order and mold products, containers, furniture, appliances, fixtures, kitchen appliances, office appliances and parts that are made from plastic, melamine, metal and all types of related materials;
4	To manufacture, process, stamp, cut and slice all types of metal products, to manufacture machines, and to run all the continuous steps in a production process such as to heat, to paint, to re-paint, to join and to die-cast;
5	To run an energy business which includes to buy, sell, survey, develop, accumulate, supply, work on, process, make plans, build, inspect, analyze, design, install, manufacture, procure, deliver, maintain, improve, save, spare, bid for, become a construction contractor, fix, import, export and have other operations related to electricity and natural energy sources such as water, wind, natural heat, sunlight, minerals or fuels such as oil, coal, chemicals from coal, gas and nuclear energy for electricity generation; and to do other works that support the aforementioned businesses;
6	To run a business and to provide consultancy for the construction of all types of power plants such as heat plants, solar cell plants, water plants, nuclear plants and all other types of power plants, the systems to generate and distribute electricity, electricity generators, electricity lines and all equipment of such power plants;
7	To manufacture, buy, sell, import and export ethyl alcohol, ethanol, liquid Carbon dioxide, dry ice, liquid fertilizers, fermented fertilizers, organic fertilizers, ethanol derivatives and all the related materials, and to generate and sell electricity from agricultural activities and from the production of ethanol; run a petroleum business and other businesses that are related to or consequential to the aforementioned business; or to facilitate and support petroleum businesses which include to survey, develop, generate, extract, distill, supply, process, mix, fill, collect, contain, import and export to ports or petroleum storage sites; to buy, sell and trade petroleum and products from petroleum, as well as petrochemical and petrochemical products electricity, water, steam and products from other related businesses;
8	To run biodiesel factories in the types of methyl esters from lipid acid and glycerol;
9	To bid to sell or lease telecommunication devices, electric devices and medical equipment to the government, governmental agencies, state enterprises, private sectors and juristic persons;
10	To sell, manufacture, assemble and repair all equipment used in industries, agriculture, sciences and medicine, electronics tools and instruments, telecommunication devices, machines and engines, and to import and export the aforementioned products;
11	To be a consulting engineer, survey, design, analyze, research on, run projects and supervise engineering works in all branches, telephone works, civil works, electric works, sanitary works,

	engines and other works, and to study on the engineering feasibility and to study and format the organization management;
12	To attain concessions from governmental agencies and state enterprises in order to run a business concerning logistics, telecommunication, telephone systems, satellite communication, information communication and other telecommunication systems;
13	To run a cable TV business and to install, repair, maintain and sell parts and accessories, and to be an agent to import the aforementioned products;
14	To install and provide services related to automatic telecommunication radio systems, mobile phone systems in the beehive type through different radio frequencies including high frequencies radio and satellite radio for transmitting audio and visual media, and telecommunication radio in other systems, as well as accessories and parts of the aforementioned telecommunication radio systems;
15	To provide services related to radio broadcast or television broadcast through air or line or electric media;
16	To provide services to attain permission, and to retain all types of telecommunication devices for use throughout Thailand to all governmental agencies that are related to all types of telecommunication that are permitted, especially pagers of all systems and radios, televisions, telegraphs, teletypes, facsimiles and satellite communications;
17	To provide services to all businesses that are permitted, authorized or asked for collaborations by governmental agencies, state enterprises or private sectors; and to rent or participate in businesses and to attain the right to provide services, to receive permission or to be hired to do works that are related to radio, television, and telecommunication equipment or devices, or all types of mass communication;
18	To trade radio receivers – transmitters and parts, radio receivers - transmitters with different transmission lines, antennas of all types and batteries of all types;
19	To trade radar devices, teletype devices, communication devices or satellite telecommunication devices, and parts and accessories of all the aforementioned products; and to trade, supply, make, and install traffic lights, controlling systems for light signals for land, water and air traffics, as well as parts and accessories of all the aforementioned devices;
20	To run a factory to fix, assemble and manufacture broadcast radios, communication radios and all types of telecommunication devices;
21	To construct, operate and maintain express ways, rail systems, trains, electric trains, or vehicle systems that use other types of energy and transportation systems, and other business that are related to express ways, rail systems, trains, electric trains, or vehicle systems that use other types of energy and transportation systems;
22	To run a business to transport and transfer goods and passengers with express ways, rail systems, trains, electric trains or vehicle systems that use other types of energy, by land, water, air and underground, inside and outside the country, which include to buy, sell, survey, develop, supply,

	process by order, plan, build, inspect, analyze, design, manufacture, procure, deliver, retain, bid for, become a construction contractor, repair, import, export and run all operations that are related to transport and transfer of goods and passengers, or to do other works that support the aforementioned activities, and to bring goods out of the ports in accordance with the customs protocol, and to manage all types of freights;
23	To buy, procure,, import, receive, rent or hire-purchase, own, possess, improve, manage in other ways, or lease equipment, machines, materials, vehicles, instruments, tools, parts, compositions and other goods and materials, as well as benefits from assets that are necessary or related to the business operations of the company;
24	To manufacture, assemble, install, sell, repair and maintain vehicles, trains, electric trains, high-speed trains or vehicle systems that use other types of energy, as well as parts and accessories of the aforementioned products;
25	To run a business related to highway systems, train systems and electric train systems, as well as related equipment and supportive systems, and to attain benefits from the aforementioned systems; and
26	To import, assemble, manufacture, supply, buy, rent, hire-purchase or attain through leasing or any other mean trains, passenger compartments, wheels, train rails, communication devices, computer machines, light signal systems, electric devices, highway equipment, engines, equipment, tools, instruments, compositions and parts, materials and construction materials that are used for achieving the objectives of the company.

Provided that the person designated by the Board of Directors or Managing Director to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to amend and revise wording or taking action as may be necessary in order to be complied with the instruction of the registrar.

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should approve the amendment of the company objectives in accordance with the current situation

Agenda 11 To consider the amendment clause 3 of the company's Memorandum of Association in accordance with the amendment of company objectives

Facts and reasons: The Board of Directors proposed to consider the amendment clause 3 of the company's Memorandum of Association in accordance with the amendment of company objectives as follows:

“Clause 3 the company objectives are shown of 72 clauses referring to Form Bor Mor Jor. 002 (Objectives of Teera-Mongkol Industry Public Company Limited) as attached”

Provided that the person designated by the Board of Directors or Managing Director to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized

to amend and revise wording or taking action as may be necessary in order to be complied with the instruction of the registrar.

Board of Directors' opinions: The Board of Directors considered with the opinions that the shareholders' meeting should approve the amendment clause 3 of the company's Memorandum of Association in accordance with the amendment of company objectives as follows.

Agenda 12 To consider other matters (if any)

The company has determined the shareholders' name list with the right to attend the Annual General Meeting of Shareholders 2016 on March 8, 2016 (Record Date) and has collected the name list as per section 225 of Act of Security and Stock Exchange B.E. 2535 by closing registration book on March 9, 2016.

All shareholders please be invited to attend the meeting on the day, time and location altogether and in order for the registration to attend the meeting conveniently, rapidly, the company will provide the registration for the attendants from 09.00 hrs. In addition, for the convenience for all shareholders' and their proxy holders to register much faster, it is requested to all shareholders and/or their proxy holders to take the proxy form (Details in attachment no. 8) and the evidence of right to attend the meeting to present for the registration on the meeting day (Details in attachment no. 1).

Anyhow, if any shareholder is unable to attend the meeting by himself, such shareholder could empower to other person or the independent directors acting as the proxy holder to attend the meeting instead by filling and signing in the proxy form with the evidence of right to attend the shareholder's meeting. Such related documents should be delivered to the staff of the company before the meeting.

Sincerely yours,



(Mr. Theerachai Prasittrattanaporn)

Chairman of the Board of Directors assigned by the Board of Directors