

March 27, 2017

Subject: Invitation Letter for the Annual General Meeting of Shareholders 2017

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 Extraordinary General Meeting of Shareholders No. 1/2016, dated June 24, 2016  
(For consideration in the agenda 1 to approve the Minutes of Extraordinary General Meeting of Shareholders No. 1/2016)
- 3) Annual report ended on December 31, 2016 (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 2017)
- 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. 2/2017, which was held on Monday, February 20, 2017 to grant for the Annual General Meeting of Shareholders 2017 on Friday, April 28, 2017, at 10.00 Hrs., Central Place Hotel: 1242/488 Ekkachai Road, Mahachai, Muang, Samut Sakhon province, in order to consider various matters according to the agenda as follows:

**Agenda 1 To consider and approve of the minute of the Extraordinary General Meeting of Shareholders No. 1/2016, held on June 27, 2016**

**Facts and reasons:** the Extraordinary General Meeting of Shareholders No. 1/2016 was held on June 27, 2016 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 Extraordinary General Meeting of Shareholders No. 1/2016 held on June 27, 2016 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 2016**

**Facts and reasons:** The report of results of operation of the company for the accounting period from January 1, 2016 to December 31, 2016 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, 2016 to December 31, 2016, the details appearing in the company's 2016 annual report.

**Agenda 3 To consider and approve the financial statement for the year ending December 31, 2016**

**Facts and reasons:** The balance sheet, profit & loss sheet and the auditor's report of the company for the accounting period ended December 31, 2016, appearing in the company's 2016 annual report, 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, 2016 as appearing in the 2016 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 the longest have to be retired from the position".

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

1. Pol. Lt. Gen. Amarin Niemskul                      Audit Committee and Independent Director
2. Mr. Theerayut Prasitrattapanorn                  Director

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 4 of the 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 2017**

**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 2017**

**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 8 years that the company has employed AST Master Co., Ltd. as its auditor.) since her performance was done well for the past 2 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 2017 is determined at Baht 600,000, and the auditing of performance in accordance with BOI conditions was Baht 30,000 (Totally Baht 630,000, increasing from the year 2016 which was Baht 580,000). 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, 2017 with the total remuneration of amount Baht 630,000 (Six hundred thirty 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 2016**

**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 net profit balance 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 authorize 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, 2016, the company have the legal reserve by the law at Baht 234,177.59, and the shareholders' meeting should approve to allocate annual net profit in 2016 and the dividend payment as follows:

1. To allocate as legal reserve of the amount of Baht 234,177.59; which was the rate of 5 percent of annual net profit in 2016.
2. To pay the dividend for the results of operation in 2016 to the shareholders at the rate of Baht 0.006 per share (While in 2015, the dividend was at Baht 0.015), for the common stocks of the amount of 671,440,890 shares, or the amount of Baht 4,028,645.34, from the net profit after tax of amount Baht 4,683,552; which was equal to 86.02% of net profit or 90.54% 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 7, 2017. 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 8, 2017 and to determine to pay such dividend on May 19, 2017.

**Agenda 8 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 2017 on March 7, 2017 (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 8, 2017.

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