

March 26, 2018

Subject: Invitation Letter for the Annual General Meeting of Shareholders 2018

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. 1/2017, dated April 28, 2017  
(For consideration in the agenda 1 to approve the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017)
- 3) Annual report ended on December 31, 2017 (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 2018)
- 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. 1/2018, which was held on Friday, February 20, 2017 to grant for the Annual General Meeting of Shareholders 2017 on Friday, April 27, 2018, at 10.00 Hrs., Park Village Rama 2 Hotel: 1/1-1/3 Park Village Rama 2, 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 Extraordinary General Meeting of Shareholders No. 1/2017, held on April 28, 2017**

**Facts and reasons:** the Extraordinary General Meeting of Shareholders No. 1/2017 was held on April 28, 2017 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. 1/2017 held on April 28, 2017 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 2017**

**Facts and reasons:** The report of results of operation of the company for the accounting period from January 1, 2017 to December 31, 2017 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, 2017 to December 31, 2017, 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, 2017**

**Facts and reasons:** The balance sheet, profit & loss sheet and the auditor's report of the company for the accounting period ended December 31, 2017, appearing in the company's 2017 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, 2017 as appearing in the 2017 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. Mr. Theerachai Prasittrattanaporn                      Director
2. Mr. Dheeruj Meedejprasert                              Audit Committee and Independent Director

Anyhow, the committee considered with the opinion that Mr. Theerachai Prasittrattanaporn, the director who retired from office by his term are learned persons with abilities, so it was approved to propose his name 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 the director to be retired by his term 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.) Nevertheless, the committee considered proposing Mrs.Chollada Isarankura Na Ayudhaya to shareholders' meeting to be elected as Audit Committee/Independent Director in place of Mr. Dheeruj Meedejprasert who will retire when his 9 years term completed in 2018.

**Board of Directors' opinions:** The Board of Directors agreed that the shareholders' meeting should approve Mr. Theerachai Prasittrattanaporn to return to the board of director for another term. Besides, they agreed to elect

Mrs.Chollada Isarankura Na Ayudhaya to replace Mr. Dheeruj Meedejprasert. The resume of both directors attached (attachment 4).

**Agenda 5 To consider and approve the remunerations of the company's directors for the year 2018**

**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 2018**

**Facts and reasons:** The Board of Directors considered and approved to appoint Ms. Nongram Laoha-areedilok, the Certified Public Account No. 4334 or Mr. Pradit Rodloytook, the Certified Public Account No. 218 of AST Master Co., Ltd., as the company auditor for another year (9 years in total) since her performance was done well for the past 3 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 2018 is determined at Baht 600,000, and the auditing of performance in accordance with BOI conditions was Baht 30,000 (Totally Baht 630,000, same with the year 2017).

**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 or Mr. Pradit Rodloytook, the Certified Public Account No. 218 of AST Master Co., Ltd. to audit and to certify the financial statement for the year ended on December 31, 2018 with the total remuneration of amount Baht 630,000 (Six hundred thirty thousand baht only).

**Agenda 7 To consider and approve the omission of the dividend payment for the operating result year ended December 31, 2017**

**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 the shareholders' meeting should approve the omission of dividend payment of the year 2017 due to the company operational loss in 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 2018 on March 03, 2018 (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 04, 2018.

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