

Minutes of the Annual General Meeting of Shareholders 2023

of

Teera-Mongkol Industry Public Company Limited

Dated 28th April 2023 at 10.00 a.m.

The Annual General Meeting of Shareholders 2023 of Teera-Mongkol Industry Public Company Limited (“the **Company**”) was held on 28th April 2023 at 10.00 a.m. via an electronic method (E-AGM) pursuant to the Company’s Articles of Association, the Emergency Decree on Electronic Meeting, B.E. 2563 (2020), and other relevant laws and regulations. Dr.Thanu Kulachol, the Chairperson of the Board of Directors, as the Chairperson of the Meeting (the “**Chairperson**”).

Ms. Julaiwan Duangkota, the Company Secretary, acts as the meeting moderator, given an introduction to the Company's directors and relevant persons who attended the meeting as follows:

Company’s Directors, the Members of the Audit Committee/Independent Directors who attended the meeting were as follows:

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| 1. Dr. Thanu Kulachol | Chairperson of the Board of Directors and Independent Director |
| 2. Dr. Boonyada Chongsithiphol | Chairperson of the Audit Committee and Independent Director |
| 3. Mrs. Chollada Isarankura Na Ayudhya | Member of the Audit Committee and Independent Director |
| 4. Mr. Theerachai Prasitratthanaporn | Company Director, Chief Executive Officer and Managing Director |
| 5. Mr. Teeraphong Prasitratthanaporn | Company Director, Deputy Managing Director and Chief Financial Officer |
| 6. Mr. Theerayut Prasitratthanaporn | Company Director and Deputy Managing Director |
| 7. Dr. Theerasak Prasitratthanaporn | Company Director and Deputy Managing Director |

Company’s the Members of the Audit Committee/Independent Directors who attended the meeting via an electronic method

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| 1. Mr. Aphichart Chankiatkong | Member of the Audit Committee and Independent Director |
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Relevant persons who attended the meeting were as follows:

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| 1. Ms. Julaiwan Duangkota | Company Secretary |
| 2. Ms. Chamaporn Rodloituk | Auditor, AST Master Company Limited |
| 3. Mr. Udom Trirat-Assava | Auditor, AST Master Company Limited |
| 4. Ms. Porntip Sammachainan | Legal Adviser, Legal Solution Company Limited |
| 5. Ms. Nudchanat Aingchaum | Legal Adviser, Legal Solution Company Limited |
| 6. Mr. Suphol Kaploydee | Financial Advisor, Asset Pro Management Limited |
| 7. Mr. Mutichai Aroonruengaram | Financial Advisor, Asset Pro Management Limited |

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|--------------------------------|----------------------------------------------------------------|
| 8. Mr. Nattakom Lovatanapongsa | Financial Advisor, Asset Pro Management Limited |
| 9. OJ International Co., Ltd. | Examiner of Vote Counting and the Meeting System Administrator |

Dr. Thanu Kulachol, the Chairperson, stated to the meeting at the Annual General Meeting of Shareholders for year 2023 of the Company, there were 2,733 shareholders who were entitled to attend the meeting at the registration book closing date of 9th March, 2023, counting 671,440,890 shares, which at the beginning, there were 10 shareholders attending the meeting in person via zoom system, holding 357,407,656 shares, and by proxy delegating 57 shareholders, holding 29,176,495 shares, totaling 67 shareholders attending the meeting in person and by proxy via electronic method, representing a total of 386,584,151 shares or 57.58 percent of the total shares eligible to attend the quorum was thus constituted in accordance with the Public Companies Act 1992 and the Articles of Association of the Company. (After the opening of the Meeting, there were 10 shareholders attending the Meeting in person (via electronic method) and by proxy delegating 58 shareholders, totaling 68 shareholders attending the Meeting, representing a total of 386,586,451 shares or 57.58 percent of the total shares.). There were 8 of 8 directors attending the meeting, representing 100% of the board of directors of the company.

The Company Secretary explained the Meeting rules and procedures to the Meeting as follows:

1. The voting methods of each agenda shall be as follows: the vote counting in Agenda 1, Agenda 3 through Agenda 6, Agenda 8, and Agenda 11 must pass a resolution of the Meeting with a majority vote of shareholders attending the Meeting and casting their votes. However, Agenda 2 is an agenda for the report of 2022 the Company's operational result; thus, there is no vote being made, while Agenda 7 to approve the directors' remuneration for year 2023, the resolution must be passed by a vote of not less than two-thirds of the shareholders who attend the Meeting, and Agenda 9 to approve issue and allotment of the Warrant to Purchase Newly issued ordinary shares no. 2 (TMI-W2), and Agenda 10 to approve the increase of the Company's registered capital, the resolution must be passed by vote of not less than three-fourth of the shareholders who attend the Meeting and has the right to cast their votes.

2. In voting for each agenda, shareholders or proxies are requested to vote on the E-Voting window bar by selecting the voting button which appears on the screen for such agenda. The shareholders have approximately 1 minute to vote. Once shareholders or proxies click on voting, the system will pop-up bar for confirming the vote, the shareholders or proxies must confirm their votes by pressing "OK". In case, there shareholders or proxies would like to change the vote, they can choose a new vote until the agenda has been closed. In case the shareholders or proxies do not press the voting button, the Company will assume that the shareholders or proxies have a resolution to approve such proposed agenda.

3. In case of shareholders or proxies attending the Meeting via mobile devices or tablets, please use Chrome program for voting at the E-Voting menu. Once the vote has been completed, shareholders or proxies continue attending the Meeting through the E-Meeting method (Zoom program).

4. In the event, there are additional shareholders attending during the Meeting, the Company will count the number of shareholders and new shares each time. The shareholders who later attended the Meeting shall have the right to vote only on the agenda that has not yet been voted on.

5. In the event, shareholders or proxies wish to ask questions or express opinion, please press the button “Participant” at the bottom of the screen, press “Raise Hand” button, and unmute your microphone. In case, any shareholders or proxies are unable to ask questions or express opinions within 1 minute, they are requested to type their questions or comments through the Chat Box of the E-Meeting system, the administrator of the Meeting shall read your questions and/or comments to the Meeting instead.

6. If shareholders or proxies encounter problems logging into the Meeting and/or voting, please contact OJ International Co., Ltd., the Examiner of Vote Counting and the Meeting System Administrator, number 02-079-1811.

After the details of the voting method for the agenda have been clarified, the Chairperson, then started the meeting according to the following agendas;

Agenda 1: To consider and approve of the minutes of the Annual General Meeting of shareholders for the year 2022 that was held on 22nd April 2022.

The Chairperson proposed the meeting to certify the minutes of the 2022 Annual Shareholder Meeting held on 22nd April 2022, details in the copy of the minutes attached with the meeting invitation letter (Attachment 2). The Chairperson, then, stated to the meeting that, the ordinary general meeting of shareholders, the company has arranged to send a meeting invitation letter to all shareholders, and announced the notice of the meeting in the newspaper, as well as voting and recording of the minutes of the meeting in accordance with the Company's Articles of Association and related laws.

Opinion of the Board of Directors: Board of Directors considered and had an opinion that the minutes of the 2022 Annual Shareholder Meeting held on 22nd April, 2022 was recorded correctly and truthfully. It was, therefore, appropriate for the shareholders' meeting to approve the mentioned minutes.

The Chairperson inquired whether any shareholders have any question, or doubt, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

Ms. Julaiwan had informed the meeting to ask questions via the message box or press “Raise Hand” on the screen. Once the administrator calls the name and turn on microphone, the shareholders or proxies shall ask question. The shareholders or proxies must press unmute their microphone every time. In case, any shareholders or proxies are unable to ask questions or express opinions within 1 minute, they are requested to type their questions or comments through the Chat Box of the E-Meeting system, the administrator of the Meeting shall read your questions and/or comments to the Meeting instead.

When no shareholder had made any questions, or doubts, or additional advice, the Chairperson requested the meeting to consider approving the minutes of the 2022 Annual Shareholder Meeting held on 22nd April, 2022, which must pass a resolution of the meeting with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions. .

In this agenda, there were 68 shareholders and proxies attended the meeting in person and by proxy, totaling 386,586,451 shares or 57.58 percent of the total number of shares.

Resolution: The meeting considered and passed a resolution certifying the minutes of the 2022 Annual Shareholder Meeting as proposed with the majority votes of the shareholders who attended the meeting and voted as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	385,374,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	385,374,785	Votes	Equivalent to	100.00 %
Abstained	1,211,666	Votes		
Void Ballots	0	Vote		

Agenda 2: To acknowledge the Company's operational result in the fiscal year from 1st January 2022 to 31st December 2022.

The Chairperson proposed the meeting to acknowledge the overall operational results of the Company in the fiscal year from 1st January, 2022 to 31st December, 2022, that the company has sent to shareholders in QR Code format together with this meeting invitation. (Details in Attachment 3)

Mr. Theerachai Prasittrattanaporn, Chief Executive Officer and Managing Director, informed that the Company's operating result for the year 2022 had been submitted and clarified the overview of the Company's operating result that; the performance in the past year 2022 had grown from year 2021, profits had grown significantly with sales growth of 16-17 percent, profit of 30,209,000 Baht, return on equity grew from 2021 to 14.32 percent. Therefore, the overall management over the past year has improved.

Opinion of the Board of Directors: Board of Directors considered and had an opinion that the shareholders' meeting members should acknowledge the operational results for the fiscal year from 1st January, 2022 to 31st December, 2022, details appear in the Company's Annual Report of the year 2022.

The Chairperson informed the meeting that this agenda is an agenda for acknowledgment, and there was no vote, and inquired whether any shareholders have any questions or doubts, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When no shareholder had any questions, any further doubts, or suggestions, the Chairperson informed the meeting that this agenda was for acknowledgment. There was no vote.

Resolution: The meeting has acknowledged the Company's operational results in the fiscal year from 1st January, 2022 to 31st December, 2022, as notified by the Chairperson.

Agenda 3: To consider and approve the Company's balance sheet, income statement and auditor's report for the fiscal year period ended 31st December, 2022.

The Chairperson proposed the meeting to consider approving the balance sheet, income statement, and auditor's report for the accounting period ended 31st December, 2022 as appeared in the 2022 Annual Report, which had been considered by the Audit Committee, Board of Directors, and has been audited by the auditor (Details in Attachment 3) by the auditor's opinion for the financial statements for the year 2022, expressed opinion without any conditions as appears on page 199 of the 2022 Annual Report that the company has sent to shareholders in QR Code format together with this meeting invitation.

Opinion of the Board of Directors: Board of Directors considered and opined that the balance sheet and income statement for the fiscal year ended 31st December, 2022 are correct in all material respects in accordance with the financial reporting standards and accounting standards. It is appropriate to propose for the shareholders' meeting to consider approving the balance sheet, income statement, and auditor's report for the fiscal year ended 31st December 2022 as appeared in the 2022 Annual Report.

The Chairperson inquired whether any shareholders have any questions, or doubts, or have additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When no shareholder had any questions, any further doubts, or suggestions, The Chairperson of the meeting asked the meeting to approve the balance sheet, income statement, and auditor's report for the fiscal year ended 31st December, 2022, which must pass a resolution of the meeting with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions.

Resolution: The meeting has considered and approved the balance sheet, income statement, and auditor's report for the accounting period ended 31st December, 2022 as proposed with the majority votes of the shareholders who attend the meeting and vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

Agenda 4: To consider and approve not to allocate the annual net profit for the year 2021

The Chairperson informed the meeting that according to the Public Limited Companies Act 1992, Section 116 and Article 46 of the Company's Articles of Association, "The Company must allocate part of the annual net profit as reserve fund of not less than five (5) percent of the annual net profit, deducted by the accumulated loss brought forward

(if any) until this reserve is not less than ten (10) percent of the registered capital.”, and resolutions of the Board of Directors approved to allocate net profit as reserve fund by law in the amount of 1,529,471 Baht which is not less than 5 percent of the annual net profit. After deducting accumulated losses brought forward (if any), as a result, the Company had reserve fund as of 31st December 2022, equal to 12,738,062 Baht, representing 7.59 percent of the registered capital. Therefore, the allocation of net profit must be proposed for approval from the shareholders meeting.

Opinion of the Board of Directors: Board of Directors considered and had an opinion that it is appropriate for the shareholders' meeting to approve to allocate net profit as reserve fund by law in the amount of 1,529,471 Baht which is not less than 5 percent of the annual net profit. After deducting accumulated losses brought forward (if any), as a result, the Company had reserve fund as of 31st December 2022, equal to 12,738,062 Baht, representing 7.59 percent of the registered capital.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there was no shareholder in doubt, additional questions, or suggestions, the Chairperson asked the meeting to approve to allocate net profit as reserve fund by law in the amount of 1,529,471 Baht which is not less than 5 percent of the annual net profit. After deducting accumulated losses brought forward (if any), as a result, the Company had reserve fund as of 31st December 2022, equal to 12,738,062 Baht, representing 7.59 percent of the registered capital., with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions.

Resolution: The meeting considered and resolved to approve the appropriation of net profit as reserve fund by law of not less than 5 percent in the amount of 1,529,471 Baht, as a result, the Company had reserve fund as of 31st December 2022, equal to 12,738,062 Baht, representing 7.59 percent of the registered capital, with the majority of votes of the shareholders who attended the meeting and voted as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

Agenda 5: To consider and approve the dividend payment for the year 2022

The Chairperson informed the meeting that according to the Public Limited Companies Act 1992, Section 115 and Article 45 of the Company's Articles of Association, The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of the net profit after deducting all types of reserve funds as specified in the Company's

Articles of Association and by law if there is no other necessity. In addition, the dividend payment shall not significantly affect the Company's normal operation. The resolution of the Board of Directors approving the payment of dividends must be presented for approval from the shareholders' meeting unless it is an interim dividend payment which the Board of Directors has the power to approve payment before reporting to the shareholders' meeting for acknowledgment in the next meeting.

The Chairperson had additionally clarified to the Meeting on the performance of the Company for the year ended 31st December 2022, the Board of Directors was deemed appropriate for the Meeting to approve the dividend payment for the year 2022 from retained earnings at the rate of 0.015 Baht per share or an amount not exceeding 10,071,613.35 Baht. The Company will determine the list of shareholders who are entitled to receive dividends (Record Date) on 12th May 2023 and determine the cash dividend payment on 26th May 2023.

Opinion of the Board of Directors: Board of Directors considered and had an opinion that It is appropriate for the shareholders' meeting to approve the dividend payment for the year 2022 at 31st December 2022 and proposes a dividend payment for the year 2022 from retained earnings at the rate of 0.015 Baht per share or an amount not exceeding 10,071,613.35 Baht.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there was no shareholder in doubt, additional questions, or suggestions, the Chairperson asked the meeting to approve the dividend payment for the year 2022 from retained earnings at the rate of 0.015 Baht per share or an amount not exceeding 10,071,613.35 Baht, with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions.

Resolution: The meeting considered and resolved to approve the dividend payment for the year 2022 with the majority of votes of the shareholders who attended the meeting and voted as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons

Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

Agenda 6: To consider and appoint directors to replace those who are due to retire by rotation for the year 2023

The Chairperson assigned Mr. Theerachai Prasittrattanaporn presided over the Meeting instead of the Chairperson for 1 Agenda, then Dr. Thanu Kulachol, Mrs. Chollada Isarankura Na Ayudhya, and Mr. Theerayut Prasittrattanaporn, temporarily left the Meeting in order for the Meeting to independently consider and approve the appointment of directors to replace those who are due to retire by rotation.

Mr. Theerachai stated to the meeting that, according to Article 19 of the Company's Articles of Association, "In every Annual Shareholder Meeting, one-third (1/3) numbers of the Directors have to be retired at that time from the office. If the number of directors cannot be divided into three parts, make the number nearest to one-third (1/3), The Directors who vacate office may be elected to be reinstated. The Directors who have to retire in the first and second years after the registration of the company, have to draw by lots, for the following years, the directors who have been in office for the longest time will retire from the office."

This year, there are 3 directors who are due to retire by rotation, consisting of:

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| 1. Dr. Thanu Kulachol | Chairperson of the Board of Directors and Independent Director |
| 2. Mrs. Chollada Isarankura Na Ayudhya | Member of the Audit Committee and Independent Director |
| 3. Mr. Theerayut Prasitrattapanorn | Company Director and Deputy Managing Director |

The Board of Directors has considered and opinioned that the directors who vacate office upon the mentioned term are Dr. Thanu Kulachol, Mrs. Chollada Isarankura Na Ayudhya, and Mr. Theerayut Prasitrattapanorn, who are knowledgeable and capable, therefore, it is considered appropriate to propose the names to the shareholders' meeting to consider re-election for another term.

Opinion of the Board of Directors: Board of Directors considered and agreed for the shareholders' meeting to approve the appointment of the directors who retired by rotation, namely Dr. Thanu Kulachol, Mrs. Chollada Isarankura Na Ayudhya, and Mr. Theerayut Prasitrattapanorn, to return to be the Company's directors for another term. (Details in Attachment 4)

Mr. Theerachai then inquired whether any shareholders had any questions, or doubts, or had additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When no shareholder had any questions, any further questions, or suggestions, Mr. Theerachai asked the meeting to consider. This agenda must pass a resolution of the meeting with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions. The meeting therefore considered and passed a resolution approving the appointment of directors to replace those who retired by rotation, by voting separately as follows:

6.1. Dr. Thanu Kulachol: Chairperson of the Board of Directors and Independent Director

Resolution: The Meeting considered and resolved to approve the appointment of Dr. Thanu Kulachol acting as a Chairperson of the Board of Directors and Independent Director of the Company for another term, with the majority votes of the shareholders who attend the meeting and vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons

Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %

Abstained	11,666	Votes
Void Ballots	0	Vote

6.2. Mrs. Chollada Isarankura Na Ayudhya : Member of the Audit Committee and Independent Director

Resolution: The Meeting considered and resolved to approve the appointment of Mrs. Chollada Isarankura Na Ayudhya, acting as a Member of the Audit Committee and Independent Director of the Company for another term, with the majority votes of the shareholders who attend the meeting and vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons

Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

6.3. Mr. Theerayut Prasittrattanaporn: Company Director and Deputy Managing Director

Resolution: The Meeting considered and resolved to approve the appointment of Mr. Theerayut Prasittrattanaporn, acting as a Company Director and Deputy Managing Director of the Company for another term, with the majority votes of the shareholders who attend the meeting and vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons

Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

Agenda 7: To consider and approve the directors' remuneration for the year 2023.

The Chairperson informed the meeting that The Board of Directors has proposed the determination of the directors' remuneration for the year 2023, with detailed information for consideration. It appears in details in Attachment 5, which has been sent with the invitation to the meeting.

The Board of Directors, having considered the appropriateness of the Board of Directors' duty and responsibility by studying directors' remuneration of other listed companies in the Stock Exchange of Thailand which such remuneration has been surveyed by Thai Institute of Directors Association, therefore, considered and fixed the remuneration of the directors for the year 2023 totaling not exceeding Baht 3,000,000 which is equal to the year 2022. Therefore, the directors' remuneration consists of meeting allowances and annual remuneration, the details are as follows:

Position	Meeting allowance (Baht/time/person)	Annual remuneration (Baht/time/person)	Other compensation
Chairperson	20,000	750,000	-none-
Chairperson of the Audit Committee	20,000	400,000	
Independent Director	10,000	350,000	
Director	10,000	-	

Remarkable:

1. For the meeting having no agenda for approving a balance sheet, the Board of Directors proposed not to receive any meeting allowance; hence, directors shall receive meeting allowances 4 times per year.
2. Annual remuneration shall be paid only to directors who are not considered as an executive.
3. The director' remuneration shall be only monetary remuneration, no other compensation.

Opinion of the Board of Directors: Board of Directors considered and opinioned that the shareholders' meeting should approve the directors' remuneration as proposed.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson of the meeting requested the meeting to vote to approve the directors' remuneration for the year 2023, stating that in this agenda; the resolution must be passed by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

Resolution: The meeting considered and resolved to approve the directors' remuneration for the year 2023 with the votes of the shareholders attending the meeting as follows:

Approved	385,574,785	Votes	Equivalent to	99.997 %
Disapproved	0	Vote	Equivalent to	0.00 %
Abstained	11,666	Votes	Equivalent to	0.003 %
Total Votes	386,586,451	Votes	Equivalent to	100.000 %
Void Ballots	0	Vote		

Agenda 8: To consider the appointment of auditors and determine the remuneration for the year 2023.

The Chairperson explained to the meeting that the Audit Committee considered it appropriate to appoint an auditor from AST Master Company Limited for another 1 year (including 14 years that the Company has hired AST Master Company Limited as the auditor), because they have performed their duties very well all the time. And they are the auditor approved by the Securities and Exchange Commission. The auditors are independent, no relationship or interest with the Company/major shareholders/executives/subsidiary, or those related to such persons in any way. The list of auditors is as follows.

Auditor's Name	Certified Public Accountant No.	
Ms. Nongram Laoha-areedilok	4334	or
Mr. Pradit Rodloituk	218	or
Ms. Chamaporn Rodloituk	9211	or
Mrs. Pornthip Lertthanongsak	7633	

The audit fee for the year 2023 and the audit fee for the quarterly financial statements are set in an amount not exceeding Baht 1,680,000. – Which increased from year 2022 for Baht 260,000.- with the following details:

Teera-Mongkol Industry Public Company Limited Group	Baht
Teera-Mongkol Industry Public Company Limited	850,000.00
Teera-Mongkol Green Energy Company Limited	50,000.00
Teera-Mongkol Energy Company Limited	50,000.00
Green Saving Energy Thailand Company Limited	200,000.00
Green Earth Energy Company Limited	480,000.00
Global Utility Supply Company Limited	50,000.00
Grand Total	1,680,000.00

The Chairperson stated to the meeting that; since there are many companies and there are more accounting transactions, therefore, there must be calculated appropriately. The annual audit fee of Teera-Mongkol Industry Public Company Limited for the year 2023 is Baht 850,000, consisting of Baht 650,000.- audit fee, Baht 200,000.- financial statement review fee, (Totaling Baht 850,000.-, which the auditor's fee for year 2023 for the parent company increased from the previous year by Baht 110,000.-.)

Opinion of the Board of Directors: Board of Directors considered and had an opinion that the shareholders' meeting should approve the appointment of the auditors listed above from AST Master Company Limited to audit and certify the Company's financial statements for the fiscal year ending on 31 December, 2023 at the total remuneration of Baht 1,680,000.- (Baht One Million Six Hundred Eighty Thousand only).

The Chairperson inquired whether any shareholders have any questions, or concerns, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson of the meeting requested the meeting to pass a resolution approving the appointment of auditors and determining the audit fee for the year 2023, which must pass a resolution of the meeting with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions.

Resolution: The meeting considered and passed a resolution approving the appointment of the auditor and determining the audit fee for the year 2023 with the majority of votes. The shareholders who attended the meeting and voted as follows:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

Agenda 9: To consider and approve the issue and allotment of the Warrant to Purchase Newly issued ordinary shares no. 2 (TMI-W2) for the existing shareholders in form of Right Offering

The Chairperson invited Dr. Theerasak Prasitrattanaporn, Company Director and Deputy Managing Director, to explain the details of this agenda item to the Meeting.

Dr. Theerasak informed the Meeting that; the Board of Directors Meeting No. 2/2023, held on 22nd February 2023, considered the Company's business and viewed that in order for the Company to strengthen the Company's financial position for additional investments in the Company's existing businesses and other attractive businesses, as well as to create sustainable return to its shareholders in the long term, therefore, it appropriate to the Company to issue and allotment of the Warrant to Purchase the Newly Issued Ordinary Shares No. 2 (TMI-W2) in amount of not more than 335,720,445 units to the shareholders holds existing shares of the Company in proportion to their shareholding (Rights Offering), with preliminary details as follows:

Type of Securities:	the Warrants to Purchase the Newly Issued Ordinary Shares of Teera-Mongkol Industry Public Company Limited No. 2 (the " Warrants " or " TMI-W2 "), the "Transferable warrants, registered in the name of the holder.
Allocation Ratio:	Allocate to existing shareholders at the ratio of 2 existing ordinary shares to 1 unit of warrant. In case there are remainders from the allocation, the remainders will be rounded down. The record date to determine the shareholders who have the rights to receive warrant to purchase newly issued ordinary shares to be May 12, 2023. In case there are remainders from the allocation, the remainders will be disregarded (if any).
Offering Price:	0.00 Baht per unit (free-of-charge)
Number of Warrants Issued and Offered:	Not exceeding 335,720,445 units
Term of Warrants:	Not exceeding 1 year and 7 months from the issuance date of TMI-W2 Warrants (1 st June 2023 to 31 st December 2024)
Exercise Date:	2 times of exercising; - <u>First Exercise Date</u> 29 th March 2024

- Second/Last Exercise Date on the expiration date which is 30th December 2024 (due to 31st December 2024 is holiday) unless the Issuance Date has been changed. In case the exercise date is on a holiday, the exercise date will be postponed being the last business day prior to each exercise date.

Issuance Date: 1st June, 2023, except in the event that adjustments are required according to the terms and conditions governing the rights and obligations of the issuer and holders of the Warrant to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (“**TMI-W2 Terms and Conditions**”).

Exercise Ratio: 1 unit of warrant is entitled to purchase 1 ordinary share except the exercise ratio has been adjusted in the future as stated in the TMI-W2 Terms and Conditions.

Exercise Price: 1.00 Baht per share, except the exercise price has been adjusted in the future as stated in the TMI-W2 Terms and Conditions. In case that there are adjustments to the Exercise Price, the adjusted Exercise Price must not be lower than the par value, except as permitted by law.

Moreover, it was deemed appropriate to propose to the shareholders’ meeting to consider and authorize the Board of Directors, or the Managing Director and/or any person designated by the Board of Directors or the Managing Director to determine the terms, conditions and other detail necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants, including the conditions for rights adjustment, events for new shares issuance upon the ratio and price adjustment and rights and obligations of the TMI-W2 Warrants unitholders as necessary, appropriate and as required by law and regulations, including entering into, negotiating, agreeing, signing, and filing any agreements and/or documents, applications, waivers, and necessary evidence with the relevant government authorities or agencies, and undertaking any other action necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants which include the listing of the TMI-W2 Warrants and the newly issued ordinary shares derived from the exercise of the TMI-W2 Warrants on the Stock Market.

In this regard, the Company had determined the date for determining the names of shareholders entitled to receive the TMI-W2 Warrants (Record Date) on 12th May 2023.

Opinion of the Board of Directors: The Board of Directors has deemed it appropriate to propose to the Annual General Meeting of Shareholders Year 2023 to approve the issuance and allocation of the TMI-W2 Warrants in the number of not exceeding 335,720,445 units, to the existing shareholders of the Company on a pro rata basis (Rights Offering), at no cost and at an allocation ratio of 2 existing ordinary shares per 1 unit of the TMI-W2, and the delegation of authority to the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing director to consider, determine any details, and undertake any other actions necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants as per the above details.

The Chairperson inquired whether any shareholders have any questions, or concerns, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson of the meeting requested the meeting to pass a resolution approving the issue and allotment of the Warrant to Purchase Newly issued ordinary shares no. 2 (TMI-W2) for the existing shareholders in form of Right Offering, which this resolution must be passed by a vote and passed a resolution of not less than three-fourth of the total votes of the shareholders attending the meeting and has the right to cast their votes.

Resolution: The meeting considered and passed a resolution approving the issue and allotment of the Warrant to Purchase Newly issued ordinary shares no. 2 (TMI-W2) to the existing shareholders of the Company on a pro rata basis (Rights Offerings), at no cost and at an allocation ratio of 2 existing ordinary shares per 1 unit of TMI-W2 Warrant, and t the delegation of authority to the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing director to consider, determine any details, and undertake any other actions necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants as proposed in all respects, with the votes of the shareholders attending the meeting and has the right to cast their votes as follow:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	385,574,785	Votes	Equivalent to	99.997 %
Disapproved	0	Vote	Equivalent to	0.00 %
Abstained	11,666	Votes	Equivalent to	0.003 %
Total Votes	386,586,451	Votes	Equivalent to	100.000 %
Void Ballots	0	Vote		

Agenda 10: To consider and approve the increase of the Company’s registered capital to support the exercise of the Warrant to Purchase Newly issued ordinary shares no. 2 (TMI-W2) and to approve the amendment to Clause 4 of the Memorandum of Association of the Company

The Chairperson invited Dr. Theerasak Prasitrattanaporn, Company Director and Deputy Managing Director, to explain the details of this agenda item to the Meeting.

Dr. Theerasak informed the Meeting that; the Board of Directors Meeting No. 2/2023, held on 22nd February 2023, considered the Company’s business plan and viewed that the Company still need additional funds to have sufficient capital, therefore, resolved to approve to propose to the Annual General Meeting of Shareholders of the Company to consider and approve the increase of the Company’s registered capital by THB 83,930,111.25, from the existing registered capital of THB 167,860,222.50 to THB 251,790,333.75, by issuing 335,720,445 newly issued ordinary shares, with a par value of THB 0.25 per share, to accommodate the exercise of the TMI-W2 Warrants as 335,720,445 units and the amendment Clause 4. of the Company’s Memorandum of Association in accordance with the capital increase as follows:

“Clause 4 Registered Capital : Baht 251,790,333.75 (Two Hundred Fifty One Million Seven Hundred Ninety Thousand Three Hundred and Thirty Three Baht Seventy Five Satang).

Divided into	:	1,007,161,335 shares (One Billion Seven Million One Hundred Sixty One Thousand Three Hundred and Thirty Five Baht).
Par value per share	:	Baht 0.25 (Twenty Five Satang)
Categorized into		
Common Shares	:	1,007,161,335 (One Billion Seven Million One Hundred Sixty One Thousand Three Hundred and Thirty Five Baht).
Preferred shares	:	-None-

Moreover, it was deemed appropriate to propose to the shareholders' meeting to consider and approve to authorize the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing Director to have power to consider, determine, amend or change the details of capital increase, including but not limited to determining the amount of registered capital of the Company, number of newly issued ordinary shares of the Company, registration of amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, including having the power to take any action necessary to complete the registration process.

Opinion of the Board of Directors: The Board of Directors has deemed it appropriate to propose to the Annual General Meeting of Shareholders Year 2023 to approve the increase of the Company's registered capital by THB 83,930,111.25, from the existing registered capital of THB 167,860,222.50 to THB 251,790,333.75, by issuing 335,720,445 newly issued ordinary shares, with a par value of THB 0.25 per share, the amendment to Clause 4. Of the Memorandum of Association of the Company (Registered Capital) to be in line with the increase of registered capital as per above details, and the delegation of authority to the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing Director to have power to consider, determine, amend or change the details of capital increase, including but not limited to determining the amount of registered capital of the Company, number of newly issued ordinary shares of the Company, registration of amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, including having the power to take any action necessary to complete the registration process.

The Chairperson explained that; it deemed appropriated to the Company to increase capital to invest in the electric power business.

The Chairperson inquired whether any shareholders have any questions, or concerns, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson of the meeting requested the meeting to pass a resolution approving the increase of the Company's registered capital, and the amendment Clause 4. of the Company's Memorandum of Association in accordance with the capital increase. This resolution must be passed by a vote and passed a resolution not less than three-fourth of the total votes of the shareholders attending the meeting and has the right to cast their votes.

Resolution: The meeting considered and passed a resolution approving the increase of the Company's registered capital by THB 83,930,111.25, from the existing registered capital of THB 167,860,222.50 to THB

251,790,333.75, by issuing 335,720,445 newly issued ordinary shares, with a par value of THB 0.25 per share, and the amendment Clause 4. of the Company's Memorandum of Association, and the delegation of authority to the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing director to consider, determine any details, and undertake any other actions necessary for and relevant to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, and to have authority to amend or add any wordings in accordance with the Registrar's instructions, with the votes of the shareholders attending the meeting and has the right to cast their votes as follow:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	385,574,785	Votes	Equivalent to	99.997 %
Disapproved	0	Vote	Equivalent to	0.00 %
Abstained	11,666	Votes	Equivalent to	0.003 %
Total Votes	386,586,451	Votes	Equivalent to	100.000 %
Void Ballots	0	Vote		

Agenda 11: To consider and approve the allocation of the Company's newly issued ordinary shares totally 335,720,445 shares to accommodate the exercise of the Warrant to Purchase Newly issued ordinary shares no. 2 (TMI-W2)

The Chairperson invited Dr. Theerasak Prasitrattanaporn, Company Director and Deputy Managing Director, to explain the details of this agenda item to the Meeting.

Dr. Theerasak informed the Meeting that; As a result of the increase of the Company's registered capital by THB 83,930,111.25, from the existing registered capital of THB 167,860,222.50 to THB 251,790,333.75, by issuing 335,720,445 newly issued ordinary shares, with a par value of THB 0.25 per share (as per the details aforementioned in Agenda 10), the Board of Directors therefore deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of not exceeding 335,720,445 newly issued ordinary shares, with a par value of THB 0.25 per share, to accommodate the exercise of the TMI-W2 Warrants, and authorize the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing Director to determine the terms, conditions and other detail necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants, including the conditions for rights adjustment, events for new shares issuance upon the ratio and price adjustment and rights and obligations of the TMI-W2 Warrants unitholders as necessary, appropriate and as required by law and regulations, including entering into, negotiating, agreeing, signing, and filing any agreements and/or documents, applications, waivers, and necessary evidence with the relevant government authorities or agencies, relevant agreements and undertake any other action necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants which include the listing of the TMI-W2 Warrants and the newly issued ordinary shares derived from the exercise of the TMI-W2 Warrants on the Stock Market.

Opinion of the Board of Directors: The Board of Directors has deemed it appropriate to propose to the Annual General Meeting of Shareholders Year 2023 to approve the allocation of the Company's newly issued ordinary shares to accommodate the exercise of the TMI-W2 Warrants in the number of not exceeding 335,720,445 shares, with a par

value of THB 0.25 per share to the existing shareholders of the Company on a pro rata basis (Right Offering), and the delegation of authority to the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing Director to consider and determine any details necessary for and relevant to the allocation of the newly issued shares as per the above details

The Chairperson inquired whether any shareholders have any questions, or concerns, or additional advice, and assigned Ms. Julaiwan Duangkota, Company Secretary explain the process to ask the question and voting process.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson of the meeting requested the meeting to pass a resolution approving the allocation of the Company's newly issued ordinary shares to accommodate the exercise of the TMI-W2 Warrants in the number of not exceeding 335,720,445 shares. This resolution must be passed by a vote and passed a resolution of the meeting with the approval of the majority votes of the shareholders who attended the meeting and voted, without counting the votes of the abstentions.

Resolution: The meeting considered and passed a resolution approving the allocation of the Company's newly issued ordinary shares to accommodate the exercise of the TMI-W2 Warrants in the number of not exceeding 335,720,445 shares and the delegation of authority to the Board of Directors or the Managing Director and/or any person designated by the Board of Directors or the Managing Director to consider and determine any details necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants, including the conditions for rights adjustment, events for new shares issuance upon the ratio and price adjustment and rights and obligations of the TMI-W2 Warrants unitholders as necessary, appropriate and as required by law and regulations, including entering into, negotiating, agreeing, signing, and filing any agreements and/or documents, applications, waivers, and necessary for and relevant to the issuance and allocation of the TMI-W2 Warrants which include the listing of the TMI-W2 Warrants and the newly issued ordinary shares derived from the exercise of the TMI-W2 Warrants on the stock exchange, with the votes of the shareholders attending the meeting as follow:

Number of shareholders and proxies who cast their votes in this agenda: 68 Persons				
Approved	386,574,785	Votes	Equivalent to	100.00 %
Disapproved	0	Vote	Equivalent to	0.00 %
Total Votes	386,574,785	Votes	Equivalent to	100.00 %
Abstained	11,666	Votes		
Void Ballots	0	Vote		

Agenda 12: To consider any other matters (if any).

The Chairperson informed the meeting that this agenda was to answer questions and listen to the shareholders' proposals. The Chairperson of the meeting inquired that if any shareholder or proxy wishes to inquire, or would like the board of directors or the management to provide additional clarification on any issue, by asking to give attendee's name, or in the case of receiving a proxy in this regard, the name of the proxy grantor must also be informed in order to record accurately and completely in the minutes of the meeting.

There was not any shareholder had any further questions, concerns, or suggestions, the Chairperson, therefore, clarified to the Meeting that the shareholders were able to inquire about the Company and the Board of Directors at the Company's office, not necessarily only in the general meeting.

Resolution: The meeting did not propose any other matters for consideration.

When there are no more questions or inquiries, the chairperson of the meeting closed the meeting at 11.00 am.



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(Thanu Kulachol, Ph.D.)

Chairman of the Board / Chairperson of the Meeting



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(Ms. Julaiwan Duangkota)

Corporate Secretary / Rapporteur