

Minutes of the Annual General Meeting of Shareholders Year 2024
of
Teera-Mongkol Industry Public Company Limited

Held on 26th April 2024 at 10:00 A.M.

At Park Village RAMA II Hotel at 1/1 Rama II Soi 56, Samae Dam, Bang Khun Thian, Bangkok, Thailand

This Annual General Meeting of Shareholders for year 2024 (“**AGM2024**” or “the **Meeting**”) of Teera-Mongkol Industry Public Company Limited (“the **Company**”) was held on 26th April 2024 at 10.00 a.m., Dr.Thanu Kulachol, the Chairperson of the Board of Directors, as the Chairperson of the Meeting (the “**Chairperson**”).

Ms.Julaiwan Duangkota, the Corporate 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. Aphichart Charnkiatkong | Member of the Audit Committee and Independent Director |
| 5. Mr. Theerachai Prasitrattanaporn | Director, Chief Executive Officer and Managing Director |
| 6. Mr. Theerayut Prasitrattanaporn | Director and Deputy Managing Director |
| 7. Mr. Teeraphong Prasitrattanaporn | Director, Deputy Managing Director and Chief Financial Officer |
| 8. Dr. Theerasak Prasitrattanaporn | Director and Deputy Managing Director |

Relevant persons who attended the Meeting were as follows:

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|---------------------------------|---|
| 1. Ms. Julaiwan Duangkota | Corporate Secretary |
| 2. Ms. Chamaporn Rodloituk | Auditor, AST Master Company Limited |
| 3. Mr. Udom Trirat-Assava | Auditor, AST Master Company Limited |
| 4. Ms. Pornthip 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. Nattakom Loawatanapongsa | Financial Advisor, Asset Pro Management Limited |
| 8. Quidlab Company Limited | Examiner of Vote Counting |

Dr.Thanu Kulachol, the Chairperson, stated to the Meeting at the Annual General Meeting of Shareholders for year 2024 of the Company, there were 2,697 shareholders who had the right to attend the

Meeting at the registration book closing date of 8th March 2024, counting 671,440,890 shares, which at the beginning, there were 110 shareholders attending the Meeting in person and by proxy, representing a total of 292,022,018 shares or 43.49% 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 Meeting began, there were 4 additional shareholders attend the Meeting, counting shares of 87,375,094 shares, therefore, total 114 shareholders attending the Meeting in person and by proxy, representing a total of 379,397,112 shares or 56.50% of the total shares eligible to attend the quorum of the Meeting. There were 8 of 8 directors attending the Meeting, representing 100% of the board of directors of the Company.

The Chairperson assigned Ms.Julaiwan Duangkota, Corporate Secretary, to explain to the Meeting of the voting methods for each agenda.

Ms.Julaiwan informed the Meeting as follows:

1. The Company must record photographs and video of the Meeting for using in reporting and publicizing of the Meeting through electronic and printing media.

2. The Company placed importance on personal data of shareholders and/or proxies and to comply with the Personal Data Protection Act B.E.2562, the Company would like to inform the Meeting that the Company need to store the personal data of shareholders and proxies, includes name, surname, age, address, telephone number, ID card number, e-mail, shareholder registration number, number of shares, and nationality, including record photographs and video of the Meeting, for the purpose and process of preparing the minutes of the Meeting. The Company may store personal data of shareholders and proxies throughout the period as required by law and/or as necessary related. The Company may be necessary to disclose the personal data of the data owner, such as law enforcement agencies, electronic media and printing media. However, the data owner have the right to request access to and obtain a copy of their personal data, right to object collect information for use or disclose information and right to request correction of information, right to request data deletion, right to request suspension of data use, right to transfer data to another person and right to complain under the criteria set by the Company and according to the relevant law.

3. The vote counting in Agenda 1 through Agenda 9 must pass a resolution of the Meeting with a majority vote of the shareholders attending the Meeting and casting their votes. "Abstain" and "invalid ballots" will not be counted as the basis for counting votes. However, Agenda 2 is an agenda for the report of 2023, the Company's operational result; thus, there is no vote being made. Agenda 7 to approve the directors' remuneration for the year 2024, the resolution must be approved by a vote of not less than two-thirds (2/3) of the shareholders who attend the meeting; in counting the votes, the "Abstain" and "invalid ballots" will be counted as the basis counting votes. Agenda 9 to approve the amendment of Articles of Association of the Company, Clause 11; Share Repurchasing of the Company for the Concurrence with the Ministerial Regulation of the Ministry of Commerce, which the resolution must be approved by a vote of not less than three-fourth (3/4) of the shareholders attending the Meeting and having the right to vote, in counting the votes, "Abstain" and "invalid ballots" will be counted as the basis counting votes.

4. The voting methods for each agenda item, the Company will use the voting method by using the ballot. Shareholders will receive ballot papers given by the Company. For the convenience in counting votes

in each resolution, the staff will collect the ballot only in the part of "Disapprove" and "Abstain" only, by having shareholders raise their hands for the staff to collect such ballots, and the votes received will be deducted from the number of shares attending the Meeting in each agenda. The shareholders who do not showing to the staff to collect their ballots shall be considered to vote "Approve" for such agenda, except in the case that shareholders have already voted in the proxy form, which the Company had record such votes as specified in the proxy. The method of voting and collecting the ballot will be done the same in all agenda items.

If during the Meeting, there are additional shareholders attending the Meeting, the Company will count the number of shareholders and the number of new shares every time. The shareholders who later attended the Meeting will have the right to vote only since the agenda that has not yet been voted onward.

The voting result of each agenda shall be clarified to the Meeting as the shares voted "Approve", "Disapprove", "Abstain".

After the details of the voting method for the agenda have been clarified, Dr.Thanu Kulachol, 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 2023 that was held on 28th April 2023

The Chairperson proposed the Meeting to certify the minutes of the 2023 Annual Shareholder Meeting held on 28th April 2023, 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 AGM2023 held on 28th April 2023 was recorded correctly according to the fact. It was reasonable to approve such minutes by the Shareholders' Meeting.

The Chairperson inquired whether any shareholders have any question, or doubt, or additional advice.

When no shareholder had made any questions, or doubts, or additional advice, the Chairperson requested the Meeting to consider approving the minutes of the AGM2023 held on 28th April 2023, which must pass a resolution of the Meeting with a majority vote of the shareholders who attend the Meeting and cast their votes.

In this agenda, there were 4 additional shareholders attending the Meeting, counting shares of 87,375,094 therefore, there were total 114 shareholders and proxies attended the Meeting in person and by proxy, totaling 379,397,112 shares.

Resolution: The Meeting considered and passed a resolution certifying the minutes of the AGM2023 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: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

Agenda 2: To acknowledge the Company’s operational result in the fiscal year from 1st January 2023 to 31st December 2023.

The Chairperson proposed the Meeting to acknowledge the overall operational results of the Company in the fiscal year from 1st January 2023 to 31st December 2023, that the Company has sent to shareholders in QR Code format together with this Meeting invitation. (Details in Attachment 3). The Chairperson, then, assigned to Mr.Theerachai Prasitratannaporn, Chief Executive Officer and Managing Director, to clarify to the Meeting.

Mr.Theerachai clarified to the Meeting that there has already been the delivery of the 2023 report of the Company’s operational result and would depict the overview of the Company’s operating results in the past year 2023 to the shareholders, the result of the Company’s operation that in the past year 2023 for the business of lighting product were at THB 484.04 million, and the business of renewable energy power plant business was at THB 98.06 million, after combined with other incomes, resulting in the Company’s total income being THB 587.53 million. Although the main income still came from the lighting product which was 82.39% of the Company’s business while the renewable energy power plant was 16.69%, resulting the Company’s operating result had grown more than result in year 2022 was in the business of renewable energy power plant. In addition, the Company’s income, also, came from both domestic and international. The income from international decreased due it the effect of the internal economic of USA, however, the overall picture in Thailand still be good. There was income from domestic operation at THB 581.76 million or 99.02% of total income.

Mr.Theerachai further explained to the Meeting; from comparing the income according to the group of customers, it shows that income from the government sector in year 2022 was THB 68 million, but in year 2023 was THB 109.18 million. While the main income of the Company which was from private sector decreased from THB 498.79 million in year 2022, for year 2023, there was decrease in income to THB 472.92 million. Referred to the proportion of income of year 2023, the main income of the Company was from the private sector which was 80.49%, while income from government sector was 18.58%.

The Chairperson further informed the Meeting that; since the Company operate business of renewable energy power plant, thus, it could reduce the risk of business operation and improve the Company's operating result.

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 2023 to 31st December 2023, details appear in the Company's Annual Report of the year 2023.

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.

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 2023 to 31st December 2023, as notified by the Chairperson.

Agenda 3: To consider and approve the financial position statement, profit and loss statement, and the audit report for the year ended 31st December 2023.

The Chairperson proposed the Meeting to consider approving the financial position statement, profit and loss statement, and acknowledge of the audit report for the year ended 31st December 2023 as appeared in the 2023 Annual Report, which had been considered by the Audit Committee, Board of Directors, and has been audited by the external auditor (Details in Attachment 3), and the opinion of the auditor expressed an unqualified, 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 opinioned that the financial position statement, profit and loss statement for the year ended 31st December 2023 are correct in all material respects in accordance with the financial reporting standards and accounting standards. It is appropriate to propose the Meeting to consider approving the financial statements and acknowledge the auditor's report for the fiscal year ended 31st December 2023 as appeared in the 2023 Annual Report.

The Chairperson inquired whether any shareholders have any questions, or doubts, or have additional advice.

When no shareholder had any questions, any further doubts, or suggestions, The Chairperson of the meeting asked the Meeting to approve the financial statements and acknowledge the audit report for the year ended 31st December 2023, which must pass a resolution of the Meeting with a majority vote of the shareholders who attend the Meeting and cast their votes.

Resolution: The Meeting has considered and approved the financial statements and acknowledge the audit report for the year ended 31st December 2023 as proposed with the majority votes of the shareholders who attend the Meeting and cast their votes as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

Agenda 4: To consider and approve to allocate the annual net profit for the year 2023 as a legal reserve.

The Chairperson, then, assigned to Mr.Theerachai Prasittrattanaporn, Chief Executive Officer and Managing Director, to clarify to the Meeting.

Mr.Theerachai 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 5 (Five) percent of the annual net profit, deducted by the accumulated loss brought forward (if any) until this reserve is not less than 10 (Ten) percent of the registered capital.", and resolutions of the Board of Directors proposed to allocate net profit as reserve fund by law in the amount of 2,794,728 Baht which is not less than 5% 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 2023, equal to 15,532,790 Baht, representing 6.17% of the registered capital. Therefore, the allocation of net profit must be approved by 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 2,794,728 Baht, as a result, the Company had reserve fund as of 31st December 2023, equal to 15,532,790 Baht, representing 6.17% of the registered capital.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice.

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 2,794,728 Baht, as a result, the Company had reserve fund as of 31st December 2023, equal to 15,532,790 Baht, representing 6.17% of the registered capital., with the approval of the majority votes of the shareholders who attended the Meeting and cast their votes.

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 2,794,728 Baht, as a result, the Company had reserve fund as of 31st December 2023, equal to 15,532,790 Baht, representing 6.17% of the registered capital, with the majority of votes of the shareholders who attended the Meeting and cast their votes as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

Agenda 5: To consider and approve the dividend payment for the year 2023.

The Chairperson, then, assigned to Mr.Theerachai Prasittrattanaporn, Chief Executive Officer and Managing Director, to clarify to the Meeting.

Mr.Theerachai 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 proposed 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 further explained to the Meeting; although in year 2023, the Company did not have much profit, the Company understood the shareholders' expectations for returns, the Company, therefore, considered paying dividend to shareholders according to appropriate criteria and rates.

Opinion of the Board of Directors: Board of Directors considered that year 2023 had net profit of 55,894,567 Baht and had an opinion that It is appropriate for the shareholders' Meeting to approve the cash dividend payment for the year 2023 at the rate of 0.03 Baht per share or an amount not exceeding 20,143,226.70 Baht, compared with the dividend from the net profit of year 2022, which was a dividend of 0.015 Baht per share, an increase of 0.015 Baht per share or 100%. The dividend payout ratio of 37.93% of the annual net profit after deducting the reserves as required by law, considered the separate financial statements, this dividend payment was less than 40% of net profit according to policy. Board of Directors had the opinion that the Company need to maintain a portion of cash flow sufficiently to be used as working capital for business operation and/or investment to support further business opportunities during year 2024.

The Company will determine the list of shareholders who are entitled to receive dividends (Record Date) on 8th March 2024 and determine the cash dividend payment on 8th May 2024.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice.

When there was no shareholder in doubt, additional questions, or suggestions, the Chairperson asked the Meeting to approve the cash dividend payment for the year 2023 from net profit at the rate of 0.03 Baht per share or an amount not exceeding 20,143,226.70 Baht, with the approval of the majority votes of the shareholders who attended the Meeting and cast their votes.

Resolution: The Meeting considered and resolved to approve the cash dividend payment for the year 2023 with the majority of votes of the shareholders who attended the Meeting and cast their votes as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100.0%
Disapproved	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

Agenda 6: To consider and approve the re-election of directors in replacement of the directors whose terms will expire by rotation for the year 2024.

Before start this agenda, the Chairperson had invited Mr.Theerachai Prasitrattanaporn, Dr.Boonyada Chongsithiphol, and Dr.Theerasak Praitratanaporn, who have to retire by this agenda, to temporarily leave the Meeting, for the independently consider and vote on this agenda.

The Chairperson 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 year 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:

1. Mr. Theerachai Prasitrattanaporn Director, Chief Executive Officer, and Managing Director
2. Dr. Boonyada Chongsithiphol Chairperson of Audit Committee and Independent Director
3. Dr. Theerasak Prasitratanaporn Director and Deputy Managing Director

The Board of Directors has considered and opinioned that the directors who vacate office upon the mentioned term are Mr.Theerachai Prasitrattanaporn, Dr.Boonyada Chongsithiphol, and Dr.Theerasak

Prasitratanaporn, 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 Mr.Theerachai Prasitrattanaporn, Dr.Boonyada Chongsithiphol, and Dr.Theerasak Prasitratanaporn, to return to be the Company's directors for another term. (Details in Attachment 4)

The Chairperson inquired whether any shareholders had any questions, or doubts, or had additional advice.

When no shareholder had any questions, any further questions, or suggestions, the Chairperson asked the Meeting to consider. This agenda must pass a resolution of the Meeting with a majority vote of the shareholders who attend the Meeting and cast their vote. 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. Mr.Theerachai Prasitrattanaporn: Director, Chief Executive Officer, and Managing Director

Resolution: The Meeting considered and resolved to approve the appointment of Mr.Theerachai Prasitrattanaporn, acting as a director of the Company for another term, with the majority votes of the shareholders who attend the Meeting and cast their vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

6.2. Dr.Boonyada Chongsithiphol: Chairperson of Audit Committee and Independent Director

Resolution: The Meeting considered and resolved to approve the appointment of Dr.Boonyada Chongsithiphol, acting as the 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 cast their vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,391,012	Votes	Equivalent to	100.00%
Disapproved	100	Votes	Equivalent to	<0.01%
Total Vote	379,397,112	Votes	Equivalent to	100.00%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

6.3. Dr.Theerasak Prasitratanaorn: Director and Deputy Managing Director

Resolution: The Meeting considered and resolved to approve the appointment of Dr.Theerasak Prasitratanaorn, acting as a director of the Company for another term, with the majority votes of the shareholders who attend the Meeting and cast their vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

The Chairperson invited Mr.Theerachai Prasitratanaorn, Dr.Boonyada Chongsithiphol, and Dr.Theerasak Praitratanaorn returned to the Meeting to continue consider the next agenda. The Chairperson had also expressed congratulations greeting to those 3 re-elected directors, who gained the trust from shareholders to appoint to serve another term of directorship.

Agenda 7: To consider and approve the remunerations of the Company's directors for the year 2024.

The Chairperson informed the Meeting; According to the Act of Public Company, Section 90 and the Article of Association of the Company Clause 11, the Board of Directors are eligible to obtain the Company's remuneration by consideration and approval of the annual general meeting. In accordance with the Article of Association, the Board of Directors proposed the determination of the directors' remuneration for the year 2024, which the rate had never changed, the details of information for consideration attached with the Meeting invitation letter (Attachment 5).

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 2024, which consists of a combination of meeting allowances and bonuses, totaling not exceeding Baht 3,000,000 which is equal to the year 2023. 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/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	-	

Remark:

1. For the meeting having no agenda for approving a financial statements, 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 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 for year 2024 as proposed.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson requested the Meeting to vote to approve the directors' remuneration for the year 2024, stating that in this agenda; the resolution must be passed by a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting.

Resolution: The Meeting considered and resolved to approve the directors' remuneration for the year 2024 with the vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Abstained	0	Vote	Equivalent to	0%
Invalid Ballots	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%

Agenda 8: To consider and approve the appointment of the auditor and audit fee of the year 2024.

The Chairperson, then, assigned to Dr.Boonyada Chongsithiphol, Chairperson of the Audit Committee and Independent Director, to clarify to the Meeting.

Dr.Boonyada explained to the Meeting that the Audit Committee considered it appropriate to appoint an auditor from AST Master Company Limited for another fiscal year (for a total of 15 years, 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 auditors 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
Mrs. Pornthip Lertthanongsak	7633	or
Ms. Sunanta Kamsuk	8207	or
Ms. Chamaporn Rodloituk	9211	

The audit fee for the year 2024 and the audit fee for the quarterly financial statements are set in an amount not exceeding 850,000 Baht, once combined with the audit fee for entire group of companies, the amount was not exceeding 1,680,000 Baht. – which equal to year 2023. Teera-Mongkol Industry Public Company Limited, the parent company and its 5 affiliates would be under service of the same auditors, thus, the audit fees for the entire group of companies are following details:

Teera-Mongkol Industry Public Company Limited Group	Baht
Teera-Mongkol Industry Public Company Limited	850,000
Teera-Mongkol Green Energy Company Limited	50,000
Teera-Mongkol Energy Company Limited	50,000
Green Saving Energy Thailand Company Limited	200,000
Green Earth Energy Company Limited	480,000
Global Utility Supply Company Limited	50,000
Grand Total	1,680,000

Dr.Boonyada stated to the Meeting that; The annual audit fee of Teera-Mongkol Industry Public Company Limited for the year 2024 is 850,000 Baht, consisting of 520,000 Baht. - audit fee, 330,000 Baht. - financial statement review fee, (the auditor's fee for year 2024 for the parent company is equal to the previous year.)

The Chairperson further explained to the Meeting that the Company gave importance to transparency, the auditor was an important part in implementing such policy. AST Master Company Limited had good performed this duty.

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 31 December 2024 at the audit fee of 850,000 Baht, together with all subsidiaries audit fee total remuneration of 1,680,000 Baht.

The Chairperson inquired whether any shareholders have any questions, or concerns, or additional advice.

When there were no shareholders in doubt, or questions, or additional suggestions. The Chairperson requested the Meeting to pass a resolution approving the appointment of auditors and

determining the audit fee for the year 2024, which must pass a resolution of the Meeting with a majority vote of the shareholders who attend the Meeting and cast their vote.

Resolution: The Meeting considered and passed a resolution approving the appointment of the auditor and determining the audit fee for the year 2024 with the majority of votes. The shareholders who attended the Meeting and cast their votes as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,012	Votes	Equivalent to	100.00%
Disapproved	100	Votes	Equivalent to	<0.01%
Total Vote	379,397,112	Votes	Equivalent to	100.00%
Abstained	0	Vote		
Invalid Ballots	0	Vote		

Agenda 9: To consider to amend the Articles of Association of the Company Clause 11 Share Repurchasing of the Company for the Concurrence with Ministry Regulation of the Ministry of Commerce.

The Chairperson informed the Meeting that the quorum of 2/2024 Board of Directors' Meeting, on 21st February 2024 had re-considered Clause 11 of Articles of Association of the Company to be concurrent with the regulations of Ministry on the establishment of rules and procedures for the repurchase of shares, the sale of repurchased shares and the write-off the Company's repurchased shares (Rev. 2) 2022, Section 6/1, which stipulates;

"The company's share repurchases in each project must be approved by the shareholders' meeting, except a case where the repurchase of such shares does not exceed ten percent of the total shares sold. The company may specify in the company's regulations the authority of the board of directors to approve the repurchase of such shares.

In the case where the number of shares repurchased by the company exceeds ten percent of the total shares sold, the company shall repurchase shares within one year from the date of receiving approval from the shareholders' meeting.

The provisions in paragraph one shall apply mutatis mutandis to the amendment of cancellation of the company's share repurchase."

Since Clause 11 of the Articles of Association of the Company has stated; in buying back the Company's shares, the Company must receive approval from the shareholders' meeting, except for the purchase of such shares in an amount not exceeding ten (10) percent of the paid-up capital. It shall be the authority of the Company's Board of Directors to approve the repurchase of such shares.

From Clause 11 of the Company's Article of Association, as mentioned above, the unit for share repurchase is specified differed from the Ministry of Commerce regulations, which specify "ten percent of the total sold shares" while the Company's Article of Association specify "ten (10) percent of the paid-up capital". The Board of Directors' meeting, therefore, had considered amending the Company's Article of Association,

in Clause 11, regarding the repurchase of the Company's shares to be consistent with the regulation of the Ministry of Commerce, to be as follows;

"Clause 11: in buying back the Company's shares, the Company must receive approval from the shareholders' meeting, except for the purchase of such shares in an amount not exceeding ten (10) percent of the total sold shares, it shall be the authority of the Company's Board of Directors to approve the repurchase of such shares."

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 amendment of Clause 11 of the Company's Article of Association, regarding the repurchase of the Company's shares to be in accordance with the regulations of the Ministry of Commerce as detailed above.

The Chairperson inquired whether any shareholders have any questions, or doubts, or additional advice.

When there was no shareholder in doubt, additional questions, or suggestions, the Chairperson asked the Meeting to the amendment of Clause 11 of the Company's Article of Association, regarding the repurchase of the Company's shares to be in accordance with the regulations of the Ministry of Commerce, stating that in this agenda; the resolution must be passed by a vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the Meeting and have the right to vote.

Resolution: The Meeting considered and resolved to approve the amendment of Clause 11 of the Company's Article of Association, regarding the repurchase of the Company's shares to be in accordance with the regulations of the Ministry of Commerce with the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the Meeting and have the right to vote as follows:

Number of shareholders and proxies who cast their votes in this agenda: 114 Persons, with a total of 379,397,112 voting right.

Approved	379,397,112	Votes	Equivalent to	100%
Disapproved	0	Vote	Equivalent to	0%
Abstained	0	Vote	Equivalent to	0%
Invalid Ballots	0	Vote	Equivalent to	0%
Total Vote	379,397,112	Votes	Equivalent to	100%

Agenda 10: To consider any other matters (if any).

The Chairperson informed the Meeting that this agenda was to answer questions and take the shareholders' comments. The Chairperson 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.

Mr.Theerachai informed the Meeting that the Company had issued stock warrant no.2 (TMI-W2), and currently, there were no shareholder exercise the rights. The next exercise period, which will be the

expiration date of the TMI-W2, will be on 30th December 2024. In case that all stock warrants had exercised, the Company will receive funding approximately of 335 million Baht for invest and use of proceed as stated the objectives. Therefore, the shareholders are informed and the warrant-holders are invited to exercise such right.

Mr.Theerachai also stated to the Meeting that the term of the TMI-debenture will be valid until the middle of the next year (June 2025). The Company had used such debenture according to its objectives. The Company had always paid quarterly interest on the debentures as promised. There was certainly fund schedule to repay the said debentures, and its likely not to affect the redemption, therefore, this was explained to show confidence to the shareholders.

Besides, Mr.Theerachai informed about submitting questions in advance for the Meeting, the notice of AGM2024 had been clarified the termination of question submission on 16th April 2024, and there was no any shareholder submitted question to the Company within the period. However, shareholders who submitted questions after the period, the Company would provide answers to them directly.

The Chairperson further informed the Meeting that; there is risk to invest in debentures, but, for the Company, the shareholders could be confident since the interest rate of 7.25% per annum is a high rate. In the event of investing in debentures, the shareholders must consider the fundamentals of the business, directors, and operating results prior to invest.

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 shareholders' meeting to comply with the policy of transparency and in accordance with the principles of good governance.

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 10:45 a.m.



(Thanu Kulachol, Ph.D.)

Chairperson of the Board / Chairperson of the Meeting



(Ms.Julaiwan Duangkota)

Corporate Secretary / Rapporteur