



**THAI ENGER
HOLDING**
PUBLIC COMPANY LIMITED.

THAI ENGER HOLDING PUBLIC COMPANY LIMITED

Invitation to the Annual General Meeting of Shareholders for year 2024

Friday 5th April 2024 at 14.00 hour

**at The Meeting Room named Wissawa-piwat, 7th fl., The Council of
Engineers 1616/1 Lat Phrao Road, Wangthonglang, Bangkok 10310**

Registration starts 12.00 hour

TIGER 004/2024

05 March 2024

Subject : Invitation to the Annual General Meeting of Shareholders for year 2024

To : Shareholders of the Company
Thai Enger Holding Public Company Limited

Enclosed:

- (1) Copy of the Minutes of the Annual General Meeting of Shareholders for year 2023 on 7 April 2023
- (2) Annual report of 2023 (56-1 One Report) and financial statements in QR Code
- (3) Biography of directors to be elected as the Company's directors
- (4) The Auditor's company profile
- (5) Forms of Proxy B
- (6) Documents or Evidence Showing an identity of the shareholder or a presentative of the shareholder
- (7) Request Form for the 2023 Annual Report (56-1 One Report) in hard copy
- (8) Process for attending the Meeting
- (9) Company's Article of Association concerning the shareholders meeting and vote casting
- (10) The practice for 2024 AGM
- (11) Profile of independent directors and audit committee for proxy case
- (12) The definition of company's independent director
- (13) Privacy Notice for Shareholder, Proxy, and Attendee at the Shareholders' 2024 Annual General Meeting in accordance with the Personal Data Protection Act B.E. 2562 (2019)
- (14) Advance Inquiry Submission Form for the Shareholders' 2024 Annual General Meeting
- (15) Map of the Meeting place

As the Board of Directors of Thai Enger Holding Public Company Limited resolved to convene the Annual General Meeting of Shareholders for year 2024 on April 5th, 2024 at 14:00 hour at The Meeting Room named Wissawa-piwat, 7th fl., The Council of Engineers 1616/1 Lat Phrao Road, Wangthonglang, Bangkok 10310 to consider the following agendas.

Agenda 1 Chairman's Report

Resolution: This agenda shall not be determined by votes since it is only Chairman's Report.

Agenda 2 To consider approving the Minutes of the Annual General Meeting of Shareholders for year 2023 on 7th April 2023.

Fact and Reason : The Secretary to the Meeting prepared the minutes of the Annual General Meeting of Shareholders for year 2023 on 7th April 2023. The Board of Directors consider and has the opinion that it was correctly reflected the resolutions pass by the said Shareholders' Meeting. Therefore, the Board proposes this Shareholders Meeting to consider approving the minute of 2023AGM. The copy of the said minute has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.1.

Board's Opinion : It is deemed appropriate to propose the Meeting to approve the minutes of the said meeting

Resolution : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 3 To consider acknowledging the Company's annual report and the operational results for year 2023

Fact and Reason : The Company's operating results of 2023 is shown in the 2023 Annual Report (One Report 56-1) which has been distributed to the shareholders together with this Notice of the meeting according to the QR code in the invitation letter form in the section "Operational results during the previous year". The report shows the performance during the fiscal year 2023, which the Board has considered correct and adequate.

Board's Opinion: The Meeting should acknowledge the annual report and the operational results for year 2023.

Resolution : This agenda shall not be determined by votes since it is only report for shareholders' acknowledgement

Agenda 4 To consider approving the financial statements for the year ending 31 December 2023 audited and certified by the company's auditor.

Fact and Reason : The Company prepared the Statement of Financial position and Statement of Income for the year ended on December 31, 2023, which was duly audited. The Board and the Auditor Committee considered it was correct, complete and adequate in accordance with the general accounting principles, and therefore wish to propose it to this Shareholder Meeting for approval. The detail appears in 2023 Annual Report (One Report 56-1). which has been distributed to the shareholders together with this Notice of the meeting according to the QR code in the invitation letter form in the section "Company and Consolidated Financial Statements", "Report of the Board of Directors' Responsibility in the Financial Statements", "Report of the Audit Committee to Shareholders".

Description	2023 (Baht)	
	Consolidated financial statements	Separate financial statements
Total assets	964,018,226	619,695,196
Total liabilities	378,124,720	1,610,546
Total shareholders' equity	585,893,506	618,084,650
Total liabilities and shareholders' equity	964,018,226	619,695,196
Total revenues from operation	949,216,458	-
Net profits for the years	2,765,051	413,919
Net profits attributable to equity holders of the parent	3,912,551	413,919
Basic earnings per share (Baht per share)	0.009	0.001

Board's opinion : It is deemed appropriate to propose the Meeting to consider approving the financial statements for the year ending 31 December 2023 audited and certified by the company's auditor.

Resolution : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes

Agenda 5 To consider approving the allocation of legal reserve and no annual dividend payment for year 2023.

Fact and Reason : Section 116 of Public Company limited Act, stated that The company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the

registered capital, unless the articles of association of the company or other law provides for a greater amount of the reserve fund.

The statement of the Company's dividend payment policy is as follow :

"The Company will pay dividend at a rate approximate no less than 30% of the net profits of the consolidated accounts after provisioning all statutory reserves, provided that the rate of dividend payment will be subject to cash flows and investment plans of the Company and its subsidiaries, as well as regulatory restrictions and other requirements"

According to the Consolidated Financial Statement for the year ended on December 31, 2023, Net profit amount 2,765,051 Baht, there is required the allocation legal reserve in the amount of 200,000 Baht. In this year, the company's performance reported the remaining net profit 2,765,051 Baht to be used as working capital in operations with high level backlog. By taking into account the best interests of the shareholders, there is no dividend payment.

Board's opinion : It is deemed appropriate to propose the Meeting to consider approving the allocation of legal reserve and the omission of 2023 dividend payment .

Resolution : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 6 To consider approving no directors' remuneration in term of annual bonus for the year 2023

Fact and Reason : According to the Section 90 of the Public Limited Company Act B.E.2535, no company shall pay money or give any property to directors unless it is a payment of remuneration under the articles of the association of the company.

In addition thereto, clause 22 of the Articles of Association of the Company states that directors are eligible to remuneration, which may be paid in one or more or all forms of monthly cash payment, meeting allowance, per diem, bonus, welfare, securities of the Company or benefits of other nature, etc., provided that they shall be determined by a shareholder meeting. The shareholder meeting may either fix the amount of remuneration or consider fixing the amount of remuneration or consider fixing the remuneration form time to time or setting up the criteria for the remuneration or effecting the remuneration perpetually until it is changed.

Due to the omission of 2023 dividend payment, the board considered approving no directors' remuneration in term of annual bonus for the year 2023.

Board's opinion : It is deemed appropriate to propose the Shareholder Meeting to consider approving the omission of 2023 annual bonus to the Board of Director

Resolution : This agenda shall be approved by the vote of not less than two-third of total votes of shareholders attending the Meeting and casting their votes.

Agenda 7 To consider approving the appointment of the directors in replacement of those retired by rotation

Agenda 7.1 To consider and approve the reappointment of 2 directors who has retired according to his term, to return back to the position as the director for another term as follow ;

- | | | | |
|-----|------------------|---------------------------|-----------------|
| 1.) | Mr.Kitti | Dussadeeprutipphan | Director |
| 2.) | Mr.Jompon | Nunak | Director |

Fact and Reason : In accordance with clause of the Articles of Association, one-third of the total number of Directors shall be required to vacate their offices by rotation at every general meeting of shareholders. If the number of directors is not multiple of three, the number of directors closest to one-third vacate their offices. Directors who have to vacate their offices during the first and second year after the Company has been registered shall be decided by drawing of names. For the successive years, directors who have been in offices for the longest shall retire from their offices. A retiring director is eligible for reelection.

This year, there are two directors who shall retire by rotation, namely:

- | | | | |
|-----|-----------|--------------------|----------|
| 1.) | Mr.Kitti | Dussadeeprutipphan | Director |
| 2.) | Mr.Jompon | Nunak | Director |

The Board has considered qualifications of each nominated directors and independent directors in accordance with the Company's nomination procedures, appeared in the 2023 Annual Report (56-1 One report) according to the QR Code in the invitation letter form, the Section "Management Structure" of the annual report and proposed to the Shareholders' Meeting that: The retiring directors, namely Mr.Kitti Dussadeeprutipphan and Mr.Jompon Nunak, should be re-elected to hold the position for another term.

For the nomination of two mentioned persons, the Board considered and had the opinion that all two persons are knowledgeable and capable. The credentials and backgrounds of the proposed persons, including the definition of independent director have been sent to shareholders together with the notice to this meeting as per the enclosed No.3

The two persons have neither been punished, dismissed, or removed on the ground of dishonest performance, nor been imprisoned for an offense related to property committed with dishonest intent, nor engaged in the business or became a partner or shareholder in the business which has the same nature as, and is in competition with, the business of the Company.

Board's opinion : It is deemed appropriate to propose the Meeting to consider approving the appointment of the following directors

- | | | |
|---------------|-------------------|----------|
| 1.) Mr.Kitti | Dussadeeprutiphan | Director |
| 2.) Mr.Jompon | Nunak | Director |

Resolution : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 8 To consider approving directors' remuneration for the year 2024

Fact and Reason : According to the Section 90 of the Public Limited Company Act B.E.2535, no company shall pay money or give any property to directors unless it is a payment of remuneration under the articles of the association of the company.

In addition thereto, clause 22 of the Articles of Association of the Company states that directors are eligible to remuneration, which may be paid in one or more or all forms of monthly cash payment, meeting allowance, per diem, bonus, welfare, securities of the Company or benefits of other nature, etc., provided that they shall be determined by a shareholder meeting. The shareholder meeting may either fix the amount of remuneration or consider fixing the amount of remuneration or consider fixing the remuneration form time to time or setting up the criteria for the remuneration or effecting the remuneration perpetually until it is changed.

The Board considered that the directors' remuneration shall be determined from the Company's overall performance, the dividend payment to the shareholders, the duties and responsibilities of each committee. The remunerations of all committees of the Company for the year 2024 have been considered to compare to the practices among the company in various business. The directors' remuneration has been proposed at the same rate as those of the year 2023.

Thus, the meeting allowances of the board and other committees of the Company for the year 2024 are as follows:

Meeting Allowance	2024 (proposed)	2023
1.Meeting Allowance of the Board	Baht per meeting	Baht per meeting
- Chairman	17,325	17,325
- Director	11,550	11,550
2. Meeting Allowance of the Audit Committee	Baht per meeting	Baht per meeting
- Chairman	17,325	17,325
- Director	11,550	11,550
3. Meeting Allowance of the Risk Management Committee	Baht per meeting	Baht per meeting
- Chairman	17,325	17,325

Meeting Allowance	2024 (proposed)	2023
- Director	11,550	11,550

Board's opinion : It is deemed appropriate to propose the Meeting to consider approving the determination of the directors' remuneration for the year 2024

Resolution : This agenda shall be approved by the vote of not less than two-third of total votes of shareholders attending the Meeting and casting their votes

Agenda 9 To consider approving the appointment of the auditor and determination of the auditor's fee for the year 2024

Fact and Reason : In accordance with clause 41 of the Articles of Association, an annual general meeting shall appoint the Company's Auditor and to fix the remuneration.

The Board and the Audit Committee considered selected AST Master Co., Ltd. to be the Company's Auditor since AST Master has multiple networks, which has been recognized in Thailand and well-performed for the past years. The detail of the proposed matter appeared in the 2023 Annual Report (One Report 56-1) according QR Code in the invitation letter form, the Section "Report of the Audit Committee to Shareholders" of the annual report, which the auditor profile has been sent together with the notice of the Meeting as per the Enclosure No.4. The Board and the Audit Committee proposes this Shareholder Meeting to appoint the auditors from AST Master namely:

- 1.) Miss Nong-ram Laoha-areedilok Certified Public Account No. 4334 or
- 2.) Miss Pornthip Lertthanongsak Certified Public Account No. 7633 or
- 3.) Miss Sunanta Kamsuk Certified Public Account No. 8207 or
- 4.) Miss Chamaporn Rodloytuk Certified Public Account No. 9211

And fix the audit remuneration for the accounting year ended on December 31, 2024 at 2,418,000 Baht which is the same rate from the previous year.

Detail	2024 (proposed)	2023	change
Thai Enger Holding Plc.	634,000	634,000	0%
Thai Enger Co., Ltd.	1,264,000	1,264,000	0%
TEG Aluminium Co., Ltd.	150,000	150,000	0%
Con-Inno Co., Ltd.	100,000	100,000	0%
	2,148,000	2,148,000	(0%)

The auditor named above do not have neither relation with nor interest in the Company, its subsidiaries, management, major shareholders or other related persons, Therefore, all proposed auditors are independent to audit and express their opinion for the Financial Statement of the Company. The Board, therefore, propose this Shareholder Meeting for consideration and approval.

Board's opinion : It is deemed appropriate to propose the appointment of the auditors of AST Master Co., Ltd. as follows :

- 1.) Miss Nong-ram Laoha-areedilok Certified Public Account No. 4334 or
- 2.) Miss Pornthip Lertthanongsak Certified Public Account No. 7633 or
- 3.) Miss Sunanta Kamsuk Certified Public Account No. 8207 or
- 4.) Miss Chamaporn Rodloytuk Certified Public Account No. 9211

as the auditors of the company and the subsidiary companies of the year 2024 and determination of the auditor's fee for the year 2023 of not exceeding Baht2,148,000

Resolution : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes

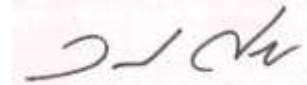
Agenda 10 To consider other topics (if any)

The company has scheduled the date to determine the name of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on 08 March 2024 (Record Date) and disseminate the invitation letter and relevant documents by posting on the Company's website at www.thaienger.com.

For the form 56-1 One Report for the year 2023, the Stock Exchange of Thailand (SET) by Thailand Securities Depository Co., Ltd., as a securities registrar, has developed a system to allow the listed companies in the SET to distribute the documents related to the Shareholders Meeting and the form 56-1 One Report for the year 2023 in the form of electronics via QR Code in order to facilitate the shareholders to access such information quickly and conveniently as per the Enclosure No.2. The shareholders may use any one of the proxy forms as appear in the Enclosure No. 5. or downloading via the Company's website (pre-casting the vote for each agenda is recommended). For your convenience, however, the Company would recommend the Proxy Form B., which provides more definite details of the authorization, and by which you may appoint any person or any one of the persons specified below to attend the meeting and vote on your behalf. The credentials and backgrounds of those persons appear in the Section "Board of Directors and Management" of the form 56-1 One Report for the Year 2023, which has been sent to the shareholders in the form of QR Code and "Information of the Company's Independent Directors who represent to be a proxy in the 2024 AGM, which has been sent to the shareholders together with the invitation letter of this meeting in the form of QR Code as per the Enclosure No.11. The shareholder may send the proxy form and identification documents via post (reply-paid service) to the Company Secretary Department. The name lists of 2 independent directors are as follows;

1. Mr.Pisit Saeng-xuto Independent Director / Chairman of the Board / Chairman of Audit Committee
2. Pol.Maj.Gen.Pitak Utaitham Independent Director / Audit Committee

By the resolution of the Board of Directors



(Mr.Jaturong Srikulruangroj)
Chief Executive Officer (CEO)