

Invitation to the Annual General Meeting of Shareholders

No. 1/2012

April 25, 2012

Team Precision Public Company Limited

Attachment Invitation to the Annual General Meeting of Shareholders

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RE: Invitation to attend the Annual General Meeting of Shareholders No.1/2012
 To: Shareholders of Team Precision Public Company Limited

According to the resolution of Team Precision Public Company Limited's Board of Director 1/2012 as of 21st February, 2012, The company will hold the Annual General Meeting of Shareholders (hereinafter called " Meeting ") on April 25 , 2012 at 10.00 A.M. in the meeting room of Team Precision Public Company Limited, resided at 152/8 Moo 3, Tanyaburi-Lamlookka Road, Tambol Rangsit, Amphur Tanyaburi, Patumthani. The meeting agendas are as follows:

Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders No.1/2011

Reference:

Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2011, see attachment 1

Board's Opinion:

It is suitable for the Meeting to approve the minutes of the Annual General Meeting of Shareholders No.1/2011 held on April 20, 2011 (see attachment 1)

Agenda 2: To acknowledge the Company's operating result for the year 2011

Reference:

The Company's operating result in year 2011, (see attachment 7)

Board's Opinion

It is suitable for the Meeting to acknowledge the Company's operating result for the year 2011

Agenda 3: To consider and approve the Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2011

Reference:

The Consolidated Financial Statements of Team Precision Public Company Limited and its subsidiaries as of December 31, 2011 were certified by the auditor and were considered by the Audit Committee as attachment 7, the conclusions are:

ITEM	BAHT
• Total Assets	1,261 Million
• Total Liabilities	429 Million
• Total Revenues	2,078 Million
• Profit for the year	46 Million
• Earnings (loss) per Share	0.08 /share

Board's Opinion:

It is suitable for the Meeting to approve the Statements of Financial Position and Statements of Comprehensive Income for fiscal year ended December 31, 2011 as provided in the Annual Report 2011 (see attachment 7)

Agenda 4 To consider and approve the cash and stock dividend payments of the year 2011**Reference:**

Article 39 of the Company's Articles of Association states that "The Company shall appropriate the annual net profit in the amount of not less than 5% of the annual net profit deducted by the loss carried forward (if applicable), as a reserved fund until the reserved fund reaches the amount not less than 10% of the registered capital of the Company". Furthermore, the Company dividend payment policy is at the rate "not less than 40% of the Company's net profit remained after taxation, if there are no necessary matters. And in accordance with the Public Company Limited Act B.E 2535 and Article 47 of the Company's Article of Association states that the Board of Directors of the Company are empowered to approve the interim dividend payment if Company have the reasonable profit and report to the Annual General Meeting of Shareholders for acknowledgement in the next meeting.

The comparison of dividend payment with last year is as follows:

Details of paying dividend	2011	2010
1. Dividend policy	Not less than 40% of net profit	
2. Net loss (Baht)	45,509,562	106,274,730
3. No. of share (share)	566,279,715	566,279,715
4. Dividend rate per share (Baht: share)		
4.1 Cash dividend	0.080	0.15
4.2 Stock dividend	0.125	-
Total	<u>0.205</u>	<u>0.15</u>
5. Total dividend payment		-
5.1 Cash dividend payment	45,302,377.20	84,941,957.25
5.2 Stock dividend payment	70,784.965.00	-
Total	<u>116,087,342.20</u>	<u>84,941,957.25</u>
6. Proportion of dividend payment (%) of net profit	255.1%	79.9%

In case that, the meeting approved a resolution to pay cash dividend at the above proposed rate higher than the rate at 40%, so that it would be applied to the change of the condition for exercise price and exercise ratio of warrant to common share for directors and employees under the Company's ESOP 2/2007 according to the principles already approved by the Ordinary General Shareholders' Meeting. The Company will further announce the resolution later after the shareholders' meeting.

Board's opinion:

It is suitable for the Meeting to approve the appropriate of legal reserve in the amount of 2,340,000 Baht and allocation of dividend payment for year 2011 in the amount of 566,279,715 shares at totaling 0.205 Baht per share. These dividends will be paid by Company 's ordinary shares ,not exceeding 70,784,965 shares at the par value Baht 1/share, totaling 70,784,965 baht with the ratio of eight (8) current shares per one (1) ordinary share (stock dividend share) or shall be converted for dividend rate at 0.125 baht per share. Any remainder shares after allotment shall be received in cash instead. Then by Cash dividend at the rate of 0.08 baht per share, totaling 45,302,377.20 Baht .Both of dividends are allocated from the profit of the Board of Investment 's promoted business (corporate tax exception) and the dividend payment date is on May 15,2012.

Agenda 5: To consider and approve the capital reduction by eliminating the registered ordinary shares of the Company

Reference:

According to the Minute of AGM No.1/2008 dated 3 April 2008, ref. agenda 7.2 Approved to increase of Company's registered capital amount 8,119,057 Baht for Rights adjusting of the warrants to purchase ordinary shares to directors and employees of the Company (ESOP) No.1/2549 & 2/2550.

Currently ESOP Right No 1/2549 had expired exercise dated 20 June , 2011 with following details

Esop	Exercised (units)	Warrant balance (units)	Exercise Price (Baht per unit)	Allocation balance (shares)	Shares amount (Baht)
1/2549	5,000,000	3,066,066	2.00873	6,038,375	6,038,375

Board's opinion:

It is suitable for the Meeting to approve the capital reduction from 580,000,000 to 573,961,625 baht by eliminating the registered ordinary shares remaining from the allocation of ordinary shares for supporting the warrants to purchase the Company's ordinary shares to directors and employees of the Company (ESOP) No.1/2549 at exercise date 20 June 2011 in totaling of 6,038,375 shares with par value at Baht 1/share.

Agenda 6: To consider and approve the amendment of the Memorandum of Association (item No.4) to correspond with the registered capital reduction

Reference:

According to the amendment of Memorandum of Association (Item No.4) correspond with the registered capital reduction.

Board's opinion:

It is suitable for the Meeting to approve the amendment of the Memorandum of Association (Item No.4) to correspond with the registered capital reduction and in line with Agenda No.5

Agenda 7: To consider and approve the increase of the Company's registered capital by issuing the ordinary shares totaling 70,784,965 shares

Reference:

In Agenda No.4 Company would arrange the increase of the Company's registered capital by issuing the ordinary shares totaling 70,784,965 shares with par value at Baht 1/share for supporting stock dividend.

Board's opinion:

It is suitable for the Meeting to approve the increase of the Company's registered capital from 573,961,625 to 644,746,590 baht by issuing the ordinary shares totaling 70,784,965 shares with par value at Baht 1/share to support stock dividend and in line with Agenda No.4.

Agenda 8: To consider the amendment of Memorandum of Association (item No.4)

Reference:

In Agenda No.7 Company would arrange the amendment of Memorandum of Association (Item No.4) to correspond with the registered capital increasing

Board's opinion:

It is suitable for the Meeting to approve the amendment of Memorandum of Association (Item No.4) to correspond with the registered capital increasing and in line with Agenda No.7

Agenda 9: To consider the allotment of new ordinary shares totaling 70,784,965 shares with par value at Baht 1/share

Reference:

According to increase of the Company's registered capital as Agenda No.7 by the allotment of new ordinary shares totaling 70,784,965 shares with par value at Baht 1/share

Board's opinion:

It is suitable for the Meeting to approve the allotment of new ordinary shares totaling 70,784,965 shares with par value at Baht 1/share for supporting stock dividend.

Agenda 10: To consider the appointment of Directors to replace those retiring by rotation

Reference:

Article 17 of the Company's Articles of Association provides that "at every Annual General Meeting, one-third of the directors shall retire. If the number of the directors is not a multiple of three, the number closest to one-third shall retire from office. The directors retiring from office in the first and second years after registration of the company shall be selected to be retired by drawing lots.

For the third and subsequent years, the directors who have been in the post the longest shall retire. The director who vacates the office may be re-elected."

In this meeting, 2 retired Directors are:

1. Dr. Pirom Chamsai Independent Director
2. Mr. Chakkaphant Manutsathit Director

The brief profile of Director's history is in attachment No. 3 and the definition of Independent Directors is in attachment No. 2

Nomination and Remuneration Committee considered and agreed that those retired directors are capable persons and without any prohibited character so that they agreed to nominate them to the shareholders' meeting to consider re-electing them to be directors for another term.

Board's Opinion:

It is suitable for the Meeting to approve the re-elected Dr.Pirom Chamsai and Mr. Chakkaphant Manutsathit to be the Directors of the Company.

Agenda 11 To consider and determine the Company Committees' remuneration for year 2012**Reference:**

The Nomination and Remuneration Committees have considered carefully for the appropriated remuneration for Directors by comparing with others in the same industry and also considering to the business expansion and profit growth of the Company. The determined Directors' remuneration will be as following:

Directors' remuneration	2012 (the proposed year)	2011
1.Directors' annual remuneration (Baht)	2,730,000	2,730,000
2.Directors'compensation (Baht)	230,000	550,000

Board's Opinion:

It is suitable for the meeting to approve both annual remuneration for 7 directors not exceeding to 2,730,000 Baht and director's compensation not exceeding to 230,000 Baht for year 2012.

Agenda 12 To consider the appointment of the auditors and determine the audit fee**Reference:**

Team Precision Public Company Limited has retained Dr. Virach and Associates Office to be the Company's auditor for several year. And the auditor has no relationship and conflict of interest with the Company, executives, major shareholders or other person related with those persons and not the auditor of the subsidiaries.

The Audit Committees have considered selecting the auditor and its audit fee. Considered that Dr. Virach and Associates Office is a reliable, good performance and has enough employees with knowledge, competence and offers the reasonable fees. As a result, the Audit Committee propose Board of Directors to approve Dr. Virach and Associates Office to be Company ' auditor for year 2012 and to determine the audit fees as follows:

Audit fee	2012 (Baht)	2011(Baht)
1. Audit fee	805,000	805,000
2. Other services (BOI's requirements)	30,000	30,000

Board's Opinion:

The Board of Directors approved the Audit Committee's consideration that Dr. Virach and Associates office is qualified to be the Company's auditor and will propose shareholders to consider person(s) is to be an auditor and also to approve the audit fee as follows:

1.) To appoint the following names:

			No. of year auditing
1. Dr. Virach	Aphimeteetamrong	CPA Registration No. 1378	5 years
2. Mr. Chaiyakorn	Aunpitipongsa	CPA Registration No. 3196	7 years
3. Mr. Apirak	Atianuwat	CPA Registration No. 5202	0 years

To be the Company's auditor for year 2012, it should be noted that any one of the three above mentioned will have the authority to audit and express opinion to Company's financial statement.

2.) To Approve audit fee for year 2012 not exceeding to Baht 805,000 and Baht 30,000 per license for other fee according to the Board of Investment's requirements.

Agenda 13 To consider any other matters (if any)

In this regard, Thursday, 8th day of March, 2012, is set to be a closing day(Record Date) to legitimate shareholders to participate AGM and to make list of shareholders according to Section 225 of Securities and Exchange Act by closing the shareholders' book of registration Friday, 9th day of March, 2012 with suspending the transaction of all shares transferring as well.

Remark: The above Company rights have the uncertainty until getting the approval from shareholders.

The Company would like to invite all Shareholders to attend the meeting at the date, time and venue as above mentioned. Any shareholders would like to appoint proxy for attending and voting on your behalves, please complete the proxy form (as attached hereto) and enclose 20 Baht stamp duty and present to the Chairman of the Meeting prior to the meeting's time.

Meanwhile, the Company will provide minibus service to facilitate our shareholders to participate the shareholders' meeting on 25 April 2012 at the office of SET. Minibus will depart from SET's office at 8.00 a.m. Shareholders who would like to use this service, please contact Khun Rattana Wongkrajang at telephone no. 02 577-2350 Ext 1601 or send us your name together with your contact number through E-mail : ir@teampcba.com or fax number 02-577-1705 within 10 April 2012.

Yours Sincerely,

(Mr. Chakkaphant Manutsathit)
Chairman of the Board of Directors

Minutes of the Annual General Meeting of Shareholders No.1/2011
Team Precision Public Company Limited

Time and Venue

The meeting was held on April 20, 2011 at Team Precision Public Company Limited, resided at 152/8 Moo3, Tambol Rangsit, Amphur Tanyaburi, Patumthani.

Meeting start at 10.00 A.M.

Mr. Chakkaphant Manutsathit, Chairman of the Board of Directors, presided over the meeting as the Chairman . He welcomed shareholders and informed that there were the total issued shares of 566,279,715 by 962 shareholders and there were 32 shareholders attending the meeting both by themselves and by proxies whose shares were calculated as 448,495,748 shares or equal to 79.2% which is more than one-third of the number of total issued shares, thus constituting a quorum in accordance with the Company's Article of Association. Then he opened the meeting.

Chairman introduced Board of Directors and guests attending the meeting as follows:

Board of Directors:

- | | |
|---|--|
| 1. Asso.Prof. Paiboon Sareewiwatthana,Ph.D. | Independent Director, Audit Committee, and Chairman of Risk Management Committee |
| 2. Dr. Pirom Chamsai | Independent Director, Audit Committee, and Chairman of Remuneration Committee |
| 3. Mr. Chai Jroongtanapibarn | Independent Director, and Chairman of Audit Committee |
| 4. Mrs. Suratr Petchmune | Director and Company Secretary |
| 5. Mrs. Wasara Chotithammarat | Director and Chief Financial Officer |
| 6. Mrs. Malipa Manutsathit | Director and Chief Information Officer |
| 7. Mr. Chakkaphant Manutsathit | Chairman of the Board of Directors and Chief Executive Officer |

Guests attending:

- | | |
|--------------------------------|--|
| 1. Mr. Sumate Kongmai | Auditor representative from Dr. Virach & Associates office |
| 2. Mr. Methee Pinyochotiwongse | Legal consultant representative from Somtham and Methee Law Office |

The Chairman asked Mrs. Suratr Petchmune to explain how to vote and count the vote of the participants or proxies as following:

1. Every shareholder had one vote per one share
2. Any shareholders who have the conflict of interest from any resolution will not be allowed to vote, except the voting for Director's election.
3. The voting of any decision or any approval in the meeting had to receive the agreeing majority votes of shareholders attending the meeting and having right to vote
4. In each agenda if there is no disagreement or abstention from shareholder, it shall be considered as agreed or approved. If there is any disapproval or abstention, shareholders shall be asked to fill in distributed voting cards. These scores will be deducted from the total voting score of approval.

For shareholders who have proxy to attend and vote on their behalves, we already recorded for votes in the computer.

Agenda 1: To consider and approve the Minutes of the Ordinary Meeting of Shareholder No.1/2010

The Chairman proposed the Meeting to approve the Minutes of the Ordinary Meeting of Shareholders No.1/2010 held on 8 April 2010. The copy report was provided as attachment together with the meeting invitation letter.

Resolution: The Meeting resolved the approval of the Minutes of the Ordinary Meeting of Shareholders No.1/2010 held on 8 April 2010.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 2: To acknowledge the Company's performance for the year 2010

The Chairman informed shareholders about the Company's performance, sales growth, sales proportion, gross profit margin, net profit to sales for the past 8 years and investment plan. In addition, the Company has received the award for the year 2010 in Zero Accident and in Excellent Safety, Health and Environment in workplace (Country level) from the Department of Labor Protection and Welfare.

Resolution: The Meeting acknowledged the Company's performance and awards in year 2010.

Agenda 3: To consider and approve the Balance Sheet and the Profit and Loss Statement for the year ended 31 December 2010

The Chairman asked Mrs. Wasara Chotithammarat (Director & Chief Financial Officer) to inform this agenda to the meeting.

Mrs. Wasara Chotithammarat reported to the Meeting the significant financial figures in the Balance Sheet and Statement of Income for the year ended 31 December 2010.

The Chairman proposed the Meeting to approve Balance Sheet and Statement of Income for the year ended 31 December 2010 and referred to the auditor's report with unqualified opinion.

Resolution: The Meeting resolved the approval of Balance Sheet and Statement of Income for the year ended December 2010 and acknowledged the auditor's report.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 4: To consider and approve earning appropriation and approved dividend Payment for the year 2010.

The Chairman asked Mrs. Suratn Petchmune (Director & Company Secretary) to inform this agenda to the meeting.

Mrs. Suratn Petchmune informed the meeting that the Company dividend payment policy is at the rate "not less than 40% of the Company's net profit remained after taxation.

The Chairman proposed the Meeting to approve the net profit allocation to the statutory reserve amounting to Baht 5,237,500 and to dividend payment for the total 566,279,715 shares at the rate of Baht 0.15 or totaling to Baht 84,941,957.25 which was tax exemption under the BOI privileges. The payment date has been set to be on 18 May 2011.

Resolution: The meeting resolved the approval of statutory reserve and dividend payment.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 5: To consider the appointment of Directors to replace those retiring by rotation

The Chairman asked Mrs. Suratn Petchmune (Director & Company Secretary) to inform this agenda to the meeting.

Mrs. Suratn Petchmune informed the meeting that at every Annual General Meeting, one-third of the directors shall retire. If the number of the directors is not a multiple of three, the number closest to one-third shall retire from office.

1. Mr. Chai Jroongtanapibarn

The Chairman proposed the meeting according to board's opinion to consider Mr. Chai Jroongtanapibarn who have to be retired in this time to be re-elected as the Director.

Resolution: The Meeting resolved the approval of re-elected of Mr. Chai Jroongtanapibarn as the Director.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

2. Mrs. Wasara Chotithammarat

The Chairman proposed the meeting according to board's opinion to consider Mrs. Wasara Chotithammarat who have to be retired in this time to be re-elected as the Director.

Resolution : The Meeting resolved the approval of re-elected of Mrs. Wasara Chotithammarat as the Director.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

3. Mrs. Suratn Petchmunee

The Chairman proposed the meeting according to board's opinion to Mrs. Suratn Petchmunee who have to be retired in this time to be re-elected as the Director.

Resolution : The Meeting resolved the approval of re-elected of Mrs. Suratn Petchmunee as the Director.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 6: To consider the Director's remuneration for the year 2011

The Chairman proposed the meeting that the Annual remuneration for Directors for the year of 2011 by comparing with that of the year 2010. The Board of Directors agreed to propose the Meeting for the annual remuneration for Directors for the year 2011 not exceeding to Baht 2,730,000 which will be equal to previous year. And the compensation for the year 2011 will be Baht 550,000.

Resolution: The Meeting resolved the approval of the Annual remuneration for Directors in the year 2011 is not exceeding to 2,730,000 Baht per annum. And the compensation for the year 2011 is Baht 550,000.

The votes are as follows

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 7: To consider the appointment of the auditors and determine the audit fee

The Chairman asked Mrs. Suratn Petchmune (Director & Company Secretary) to inform this agenda to the meeting.

Mrs. Suratn Petchmune explained the Article of Association no. 57 “the auditor” that the annual general meeting of the shareholders could reappoint the auditor. Furthermore, in the Article of Association no. 58 “the annual audit fee shall be approved by the Meeting of shareholders. The Company has been served by Dr. Virach and Associates since 1999 to date. They have no any relationship and any interests in the Company, management or major shareholders and they are reliable audit firm. Therefore the nomination for the Meeting to re-appoint the auditors from the firm would be made.

The Chairman proposed the meeting to appoint Dr.Virach Apimeteetamrong CPA Registration No. 1378 and/or Mr.Chaiyakorn Unpitipongsa CPA Registration No. 3196 and/or Mr.Apirak Ati-Anuwat CPA Registration No. 5202 from Virach and Associates Office to be the Company’s auditor for the year 2011.

Resolution: The meeting resolved the approval to nominate the above mentioned Auditor as proposed.

The votes are as follows

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Then Chairman proposed at the meeting that annual audit fee for the year 2011 will be not exceeding to 805,000 Baht and 30,000 Baht per license for other fees for compliance auditing according to the Board of Investment’s requirements

Resolution: The meeting resolved the approval to fix the audit fee as proposed.

The votes are as follows:

Agreement	448,495,748	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 8: Other issues

-None-

Chairman took this opportunity to allow shareholders to ask, comment and propose any issues which their questions are as follows:

Question1: What is the effect of the recent Japanese tsunami to the Company?

The Chairman answered that The Company has checked and found that this tsunami incident has affected to the overall electronic industry, especially to the customers need parts produced from Sendai or Fukushima. How serious the effects will be depended on the specialty of those parts. Parts substitution is considered to solve the problem. The effect to the Company for the next few months is none due to our material purchase in advance. However, the Company will follow up and estimate whether there are any long term effects.

Question 2: From the Company’s Balance Sheet of the year 2010, the Company has long term loan of Baht 9,100,000 which was increased from previous year and affected to cost of funds. Has the Company any policy to reduce this risk?

Mrs. Wasara Chotithammarat answered that, from the financial statements, there were two parts of long term loan. Long term loan due within one year was Baht 29 million and long term loan – net was Baht 88 million or total long term was Baht 117 million. The purpose of long term loan was for the new fixed assets which were new machineries. The loan agreement and related interest rate has been made with a Bank. The Company is a good customer so that the Bank gave us a special interest rate. From the analysis of our financial statements, long term loan will be related to the changes in fixed assets.

Question 3: Parent company and its subsidiaries have receivable and payable in foreign currencies. And the volatility of foreign currency affects to the operating result of the Company. How would the Company reduce this foreign currency risk?

Mrs. Wasara Chotithammarat answered that the Company has business transactions in both receipt and payment in foreign currency. So the Company has a policy to manage the risk from receipt and payment in foreign currency by applying the Forward contract as a protection of the volatility of foreign currency.

Question 4: What is the expectation to the operating results of the first quarter of the year 2011 compared with that of the first quarter of the year 2010, and the operating results of the year 2011?

The Chairman answered that the operating result of the first quarter of the year 2011 would be more likely to be better than that of the year 2010. Overall of the year 2011 would be fair subjected to the situation of economy, market, industry and natural disaster which there are a lot of uncertainties. However, the Company has to be prepared and ready to adjust to any circumstances.

Question 5: Would it be possible if shareholders want to visit the factory today?

The Chairman answered that it would be OK and welcomed. There will be staffs to lead the visit after the meeting.

After no any further questions, the Chairman then thanked to all shareholders and closed the Annual General Meeting of Shareholder No 1/2011

The meeting was adjourned at 11.20 A.M.

Yours Sincerely

(Mr.Chakkaphant Manutsathit)
Chairman of the Meeting

Definition of Independent Directors

Independent Director refers to Director who is independent from major shareholders, executive and related persons and could have duty for protect shareholders 'benefit equally.

Independent Directors' Qualifications

(1) holding shares not exceeding one per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;

(2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the applicant;

(3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company;

(4) neither having nor used to have a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person.

(5) neither being nor used to be an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person.

(6) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services.

(7) not being a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder;

(8) not undertaking any business in the same nature and in competition to the business of the applicant or its subsidiary company.

(9) not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operations.

After being appointed as independent director with the qualifications under (1) to (9) of the first paragraph, the independent director may be assigned by the board of directors to take part in the business decision of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

This definition is more stringent than the definition of an Independent Director as set forth by Capital Market Supervisory Board

Profile of the Independent Director who appointed by Proxy for Shareholders

Type of Director – Proposed for appointment : Independent director
 Name – Surname Mr.Chai Jroongtanapibarn
 Position Independent Director/
 Chairman of the Audit Committee
 Age 58 years
 Starting date of position 2000 – Present (Independent Director)
 Number of year in the title a 3 year term (Chairman of the Audit committee)
 Percent of share holding 0.23%
 Education Master Degree of Accounting, Thammasat University
 Bachelor Degree of Accounting, Chulalongkorn
 University
 Training Director Course DCP 29/2003
 ACP 4/2005
 Working Experiences 2002 – Present Independent Director/
 Chairman of the Audit Committee,
 Major Cineplex Group Pcl.
 2000 – Present Independent Director/
 Chairman of the Audit Committee,
 Team Precision Pcl.

Meeting attendance

- The Board of Directors	7/7	Times
- The Audit Committee	5/5	Times
- The Nomination and Remuneration Committee	1/1	Time
- The Risk Management Committee	1/1	Time
- The AGM Y2011	1/1	Time

Prohibitions No criminal record of an offence against property
 No record of any conflict of interest with the Company during the year

Management positions and/or directorships in other listed companies	-Yes -
Management positions and/or directorships in other non-listed companies (excl. subsidiaries)	- None -
Management positions and/or directorships in other companies that may cause a conflict of interest	- None -
Blood relationship or legal registration	- None -

Profile of the Independent Director who appointed by Proxy for Shareholders
Support to consider the appointment of directors to replace those retiring by rotation



Name – Surname	Dr. Pirom Chamsai
Position	Independent Director/ Audit Committee
Age	57 years
Starting date of position	2000 – Present (Independent Director)
Number of year in the title	a 3 year term (Audit committee)
Percent of share holding	0.30%
Education	Doctor of Engineering (Geotechnique) Ecole Centrale des Arts & Manufactures (French Government Scholarship)
Training Director Course	DAP 2005, ACP 2005, DCP 2007, RCC 2007
Working Experiences	2007 – Present -Adviser Consulting & Management 49 Limited. -Lecturer, Faculty of Fine Arts, Bangkok University -Lecturer, Faculty of Management Technology Sukothai thammathirat University 2000 – Present Independent Director/ Audit Committee, Team Precision Pcl.

Meeting attendance

- The Board of Directors	7/7	Times
- The Audit Committee	5/5	Times
- The Nomination and Remuneration Committee	1/1	Time
- The Risk Management Committee	1/1	Time
- The AGM Y2011	1/1	Time

Prohibitions No criminal record of an offence against property
 No record of any conflict of interest with the Company during the year

Management positions and/or directorships in other listed companies	- None -
Management positions and/or directorships in other non-listed companies (excl. subsidiaries)	- None -
Management positions and/or directorships in other companies that may cause a conflict of interest	- None -
Blood relationship or legal registration	- None -

Profile of the Independent Director who appointed by Proxy for Shareholders

Name – Surname	Asso.Prof.Paiboon Sareewiwatthana,Ph.D.
Position	Independent Director/ Audit Committee
Age	58 years
Starting date of position	2000 – Present (Independent Director)
Number of year in the title	a 3 year term (Audit committee)
Percent of share holding	None
Education	Ph.D.(Finance) University of Mississippi, USA.
Training Director Course	DCP 2001
Working Experiences	2005 – Present Arbitrator, - Securities and Exchange Commission 2004 – Present Independent Director/ Chairman of the Audit Committee, Kim Eng Securities (Thailand) Pcl. 2000 – Present Independent Director/ Audit Committee, Team Precision Pcl.

**Meeting attendance**

- The Board of Directors	6/7	Times
- The Audit Committee	4/5	Times
- The Nomination and Remuneration Committee	1/1	Time
- The Risk Management Committee	1/1	Time
- The AGM Y2011	1/1	Time

Prohibitions No criminal record of an offence against property
 No record of any conflict of interest with the Company during the year

Management positions and/or directorships in other listed companies	-Yes -
Management positions and/or directorships in other non-listed companies (excl. subsidiaries)	- None -
Management positions and/or directorships in other companies that may cause a conflict of interest	- None -
Blood relationship or legal registration	- None -

Support to consider the appointment of directors to replace those retiring by rotation**Profile of the Director**

Name – Surname	Mr.Chakkaphant Manutsathit
Position	Chairman of the Board of Director Chief Executive Officer
Age	58 years
Starting date of position	1996 – Present
Percent of share holding	17.86 %
Education	Master of Business Administration University of Queensland Australia
Training Director Course	DCP 2003, DAP 2003 RCP 2007, RCC 2007
Working Experiences (5 years Retrospect)	2010 – Present Chairman of the Director Chief Executive Officer Team Precision Pcl. 2009 Chairman of the Board of Director 2001 – 2008 Chairman of the Board of Director /Chief Executive Officer Team Precision Pcl.

**Meeting attendance**

- The Board of Directors	7/7	Times
- The Nomination and Remuneration Committee	1/1	Time
- The Risk Management Committee	1/1	Time
- The AGM Y2011	1/1	Time

Prohibitions No criminal record of an offence against property
 No record of any conflict of interest with the Company during the year

Management positions and/or directorships in other listed companies	- None -
Management positions and/or directorships in other non-listed companies (excl. subsidiaries)	- Yes(2)
Management positions and/or directorships in other companies that may cause a conflict of interest	- None -
Blood relationship or legal registration	- Yes -

Guidelines for Proxy Appointment, Registration, and Identification Documents Required to Attend and Vote in the Annual General Meeting of Shareholders

Appointment of Proxy

The Company has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details, to any shareholders unable to attend the Meeting themselves, in order to appoint other persons or any of the Company's directors, as proposed, to act as their proxy. There are some details on directors proposed by the Company to be appointed as proxies by shareholders, as shown in the attachment. Shareholders may specify more than one proxy for greater flexibility, in case any of the appointed proxies are themselves unable to attend the Meeting in person, so other proxies can attend the Meeting for them. Shareholders are unable to split their votes among different proxies in the Meeting. In the voting procedure in each motion, shareholders can vote only for approval, disapproval or abstention

Registration to attend the Meeting

Registration for participating in the Annual General Meeting will begin 1 hour before the Meeting's scheduled start, or from 9.00 hours onwards, at Team Precision Public Company Limited's room per the attached map

Document Verifying eligibility to attend the Meeting

For Individual Shareholders

1. In case of attendance in person:

- The notice of shareholders' meeting
- A document bearing the shareholder's photograph, issued by a government agency, which has not yet expired, such as National ID card, government Official ID, or passport, including proof of change in name or surname (if any)

2. In case of appointment of a proxy :

- The Proxy Form, attached to the Notice of the Meeting, completely filled in and signed by the grantor and the proxy.
- Certified true and correct copies of the identification document issued by a government agency, as specified in item 1, of the grantor
- The proxy's identification document issued by a government agency, as specified in item 1

For Juristic Shareholders, registered in Thailand

1. In case of attendance in person by the authorized representative:

- The notice of shareholders' meeting
- The identification document of the representative issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1
- Certified true and correct copy of Affidavit or Certificate of Incorporation of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder

2. In case of appointment of a proxy :

- The Proxy Form, attached to the Notice of the Meeting, completely filled in and signed by the Juristic person's representative as grantor and signed by the proxy.
- Certified true and correct copy of Affidavit or Certificate of Incorporation by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person shareholder
- The proxy's identification document issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1
- Certified true and correct copy of the representative's identification document issued by a government agency

For Non-Thai Shareholders and Juristic Person Incorporated under Foreign law .

They should prepare documents similar to the cases of a natural person or juristic person, but the identification documents must be as below (as the case may be)

- Certified true and correct copy of passport of the shareholder or representative of a juristic person or proxy (as the case may be)
- Certified true and correct copy of Affidavit or Certificate of Incorporation of such juristic person, issued by either the government authority of the country where such juristic person is situated, signed by a representative of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, authorized signatory, conditions or limitations of authorized signatories, and the location of the head office
- Any documents without a master copy in the English language must be attached with an English translation, to be certified true by the shareholder or representative of the juristic person

For Foreign Shareholders Appointing a Custodian in Thailand

- Documents similar to the case of a juristic person
- Power of Attorney granted by the shareholder to authorize the custodian to sign the Proxy Form on his/her behalf
- Certification Letter of the custodian who signs the Proxy Form, which shows that the custodian is permitted to engage in the business of custodian

Voting Procedure

1. One share shall be counted one vote and the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman shall be entitled to a casting vote distinguishing from that he has in the capacity of shareholder
2. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily. However, there is no prohibition for the voting for election or removal of directors
3. Shareholders attending the Meeting in person can cast votes as they wish on the ballots handed to them at the time of registration. The proxy appointed by the shareholder can also cast votes as directed by the grantor specified in the Proxy Form, and deliver to the staff to be recorded together with the votes that the shareholders have in advance given proxy to the directors proposed by the Company
4. The Chairman will inform the Meeting of a voting results in each agenda. The votes as counted will include all votes per directions of all shareholders that appointed proxies. Each agenda will use the latest number of shares under possession of shareholders present in the Meeting

Team Precision Public Company Limited's Regulations
Shareholders' Meeting

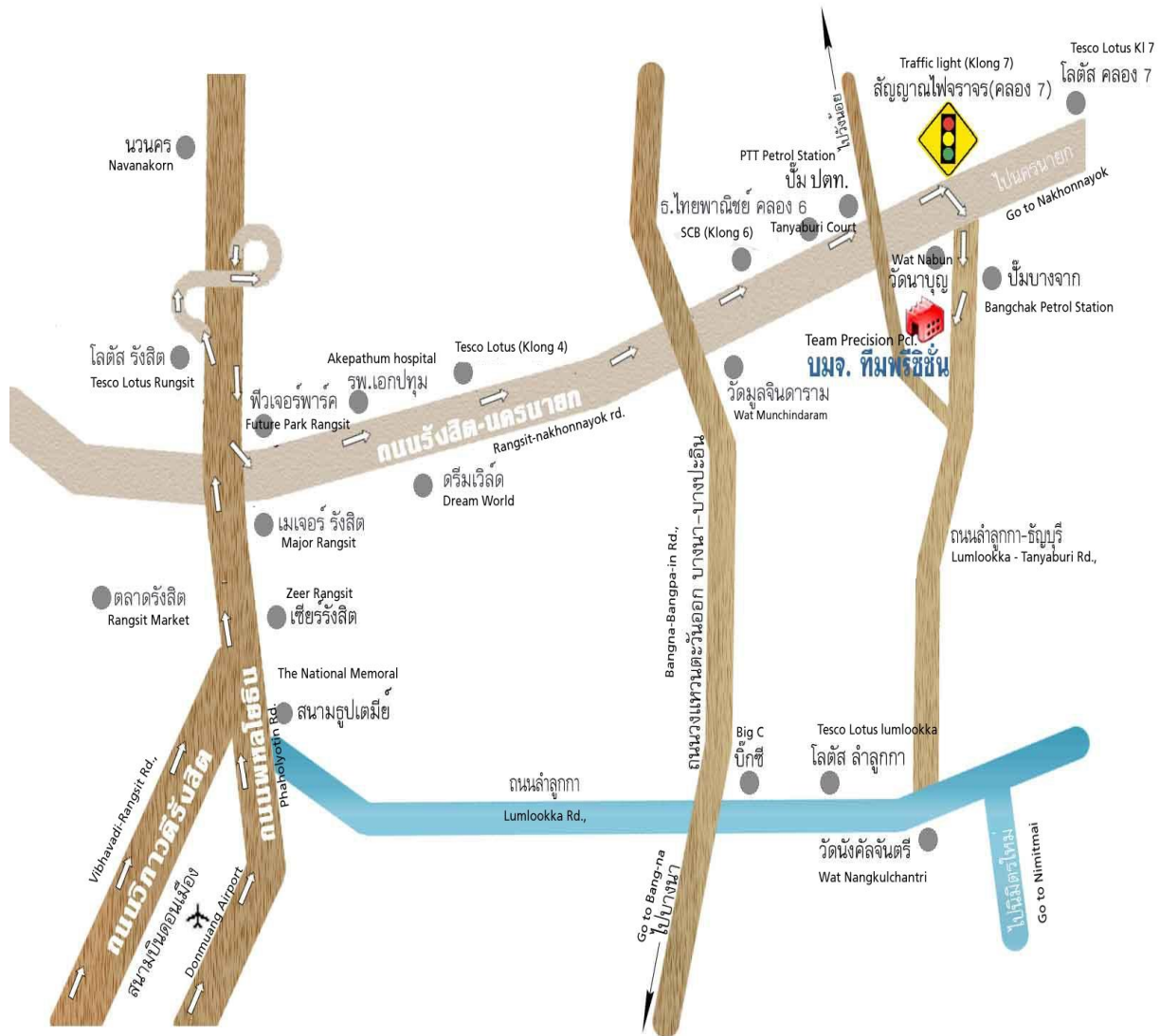
- No. 32 The venue of the shareholders' meeting shall be held either at the Company's head office, in any nearby province or other locations as the Board of Directors may consider.
- No. 33 The Company must hold a shareholders' meeting at least once a year, referred to as "Annual General Shareholders' Meeting". Such Annual General Shareholders' Meeting must be held within four (4) months of the fiscal year-end. Other shareholder meetings are to be referred to as "extraordinary shareholders' meeting." An extraordinary shareholders' meeting can be called by shareholders whose combined shareholding is no less than 20% of all outstanding shares or a group of shareholders of at least 25 persons with a combined shareholding of no less than 10% of total outstanding shares. A letter requesting for an extraordinary shareholders' meeting must be submitted to the Company clearly stating the purpose for such meeting. The Company's Board of Directors are obliged to convene such meeting within one (1) month's time from the date of receiving such letter from shareholders.
- No. 34 The notice of letter of invitation for a shareholders' meeting must clearly state the venue, date, time and issues to be deliberated and applicable information regarding such issues must be sent to shareholders. Each issue must be clearly identified as an issue "just for information," for "approval" or for "consideration" along with the Board's view on such issues. Such documents must be provided to shareholders and the registrar via postal mail seven (7) days prior to the set shareholders' meeting. The announcement of such shareholder meeting must also be placed in a leading newspaper for 3 consecutive days at least 3 days prior to the meeting.
- No. 35 Attendance of shareholders and proxy holders at each shareholder meeting shall be no less than 25 persons or no less than half of the total number of shareholders and must have an aggregate of at least one third of total outstanding voting shares to qualify as constituting a quorum.
In the event that there is insufficient number of shareholders or votes being represented one hour past the designated shareholder meeting time, if such meeting was called by shareholders, the meeting can be cancelled. However, in the case that such meeting was convened by the Company, the meeting shall be rescheduled and a notice of a letter of invitation is to reach shareholders 7 days prior to the rescheduled meeting date.
- No. 36 Shareholders may appoint a proxy to vote on their behalf. A letter of proxy with the shareholder's signature must be prepared in compliance with the registrar's guidelines. The proxy must be given to either the Chairman of the Board or a designee of the Chairman at the venue of the shareholders' meeting prior to the commencement of such meeting consisting at least of the following items:
a. The number of shares held by the proxy
b. Name of the person receiving the proxy (grantee)
c. Specify the specific meeting for which the grantee is to attend
- No. 37 The shareholders' meeting will consider and vote on issues submitted for shareholder approval in sequence except for a resolution to change the sequence of such issues with a vote of no less than two thirds of all shareholders attending the meeting. Upon obtaining resolutions for issues proposed for shareholder approval, the combined shareholding of one third of the total outstanding shares can put forth additional issues for the shareholders' meeting for consideration. In case that the issues put forth for consideration and/or additional issues raised requires additional time to determine resolution, the shareholders' meeting should determine the venue, date, time for the shareholders' meeting to reconvene. Shareholders must receive the necessary documents relating to the pending issue(s) for resolution 7 days prior to the set meeting date. The Company must also make announcements of the date for the shareholders' meeting to reconvene in a newspaper at least 3 days prior to the meeting.
- No. 38 The Chairman of the Board is the Chairman of the shareholders' meeting but should the Chairman be absent or is unable to fulfill his/her responsibilities, the Vice Chairman is designated to be the next Chairman of the shareholders' meeting. However, should the Vice Chairman also not be available or is unable to fulfill his/her responsibilities, shareholders can vote on any shareholder present at the shareholders' meeting to be the Chairman of the meeting.
- No. 39 Each shareholder has 1 voting right per share held.
In case that a shareholder has conflicts of interest on a particular issue being voted upon, the shareholder does not have the right to vote on that particular issue except in the case of voting for an appointment of a board member.
- No. 40 For any issue voted upon at the shareholders' meeting, unless specified otherwise, the actions below must receive a vote of no less than three quarters of the number of votes with voting rights present at the shareholders' meeting.

- a. The sale of, in whole or in part, the Company's key businesses to a third party
- b. The purchase or the transfer of other public Company's businesses or non-listed businesses into the Company
- c. Contracting, amending or nullifying contracts related to the leasing of Company's key businesses in whole or in part, the enabling of a third party to manage the Company's operations or the entering of a joint venture
- d. Making amendments to the Company's Memorandum or Articles of Association
- e. Merger, acquisition or the dissolution of the Company

Remark : If Shareholders would like to have the 2011 Annual Report (Book),
Please contact us at Tel. 02-577-2350 Ext.1601

Team Precision Pcl's Map

Annual General Meeting of Shareholders on Wednesday, 25 April 2012, at 10.00 am. In the Meeting Room Team Precision Pcl. 152/8 Moo.3, Tanyaburi - Lumlookka Rd., Rangsit, Tanyaburi, Pathumthani. Telephone 02-577-2350



1. From Donmuang Airport or The National Memorial go to Rangsit-Nakhonnayok Rd., by u-turn at Tesco Lotus Rangsit.
2. Turn left to Rangsit-Nakhonnayok Rd., (From Future Park Rangsit to Team Precision about 14 Km.)
3. From SCB (Klong 6) keep right street isle and turn right at traffic light (Klong 7).
4. The way from Traffic light - Team Precision about 800 Metre. TMB-ATM install at front of Company.
Please contact Tel. 02-577-2350