

Invitation to the Annual General Meeting of Shareholders

No. 1/2017

April 20, 2017

Team Precision Public Company Limited

Attachment Invitation to the Annual General Meeting of Shareholders

		Page
Attachment 1.	Copy The minutes of the Annual General Meeting of Shareholders No.1/2016, 21 April 2016	8–14
Attachment 2.	Definition of Independent Director	15-16
Attachment 3.	Profile of the Directors to replace those retiring by rotation and Profile of the Independent Director who appointed by Proxy for Shareholders	17–22
Attachment 4.	Explanation of Proxy, Registration, Document Presentation for meeting and voting	23-24
Attachment 5.	Articles of Association related to the Shareholders' Meeting	25-26
Attachment 6.	Map of Meeting Location	27
Attachment 7.	Annual Report 2016 (CD-ROM) and Summary Financial Information	Attachment
Attachment 8.	Proxy Form B	Attachment

March 30, 2017

RE: Invitation to attend the Annual General Meeting of Shareholders No.1/2017
To: Shareholders of Team Precision Public Company Limited

According to the resolution of Team Precision Public Company Limited's Board of Director 1/2017 as of February 23 , 2017, The company will hold the Annual General Meeting of Shareholders (hereinafter called " Meeting ") on April 20 , 2017 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.1/2016

Fact and Rationale:

Enclosed herewith a Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2016, see attachment 1. This minute had been distributed to Stock Exchange of Thailand and Ministry of commerce in timely schedule including Company website at www.teampcba.com.

Board's Opinion:

It is suitable for the Meeting to approve the minutes of the Annual General Meeting of Shareholders No.1/2016 held on April 20, 2016 (see attachment 1)

Voting: The resolution requires majority votes of the shareholders present at the meeting and entitled to vote. (Reference: Company's Article of Association No.40)

Agenda 2: To acknowledge the Company's operating result for the year 2016

Fact and Rationale:

The Company's operating result in year 2016, (see attachment 7)

Board's Opinion

It is suitable for the Meeting to acknowledge the Company's operating result for the year 2016

Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2016

Fact and Rationale:

The Financial Statement of the Team Precision Public Company Limited and its subsidiaries as of December 31, 2016 were certified by the auditor and were considered by the Audit Committee as attachment 7, the conclusions are:

ITEM	BAHT
• Total Assets	1,010 Million
• Total Liabilities	310 Million
• Total Revenues	1,143 Million
• Net Loss	(9) Million
• Loss per Share	(0.014) /share

Board's Opinion:

It is suitable for the Meeting to approve the Statement of Financial Position and the Statement of Comprehensive Income for fiscal year ended December 31, 2016 as provided in the Annual Report 2016 (see attachment 7)

Voting: The resolution requires majority votes of the shareholders present at the meeting and entitled to vote. (Reference: Company's Article of Association No.40)

Agenda 4 **To consider and approve the exemption of profit allocation for legal reserve and the omission of dividend payment for the year 2016**

Fact and Rationale:

Article 49 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 payments with the last time are as follows:

Details of paying dividend	2017 (Propose)	2016
1. Dividend policy	Not less than 40% of net profit	
2. Net Profit (Baht)	(8,721,110)	(109,735,605)
3. No. of share (share)	637,063,385	637,063,385
4. Dividend per share (Baht: share) 4.1 Dividend rate are paid in Cash 4.2 Dividend rate are paid in Share Total	No dividend - -	No dividend - -
5. Total dividend payment (Baht) 5.1 Dividend payment are paid in Cash 5.2 Dividend payment are paid in Shares Total	-None- -None-	-None- -None-
6. Proportion of dividend payment (% of net profit)	-None-	-None-

Board's opinion:

It is suitable for the Meeting to approve the exemption of profit allocation for legal reserve and the omission of dividend payment for the year 2016 due to the loss of the operating result of total amount 9 million baht.

Voting: The resolution requires majority votes of the shareholders present at the meeting and entitled to vote. (Reference: Company's Article of Association No.40)

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

Fact and Rationale:

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. Mr. Chai Jroongtanapibarn Independent Director
2. Mrs. Suratn Petchmune Director

The brief profile of Director’s histories see attachment 3 and the definition of Independent Directors as set forth by capital market supervisory board requirement see attachment 2

Nomination and Remuneration Committee considered and agreed that those retired directors are the persons having appropriate qualification, knowledge , capability, experiences in relation to the Company’s business which are beneficial to the Company and without prohibition. Therefore, this committee deemed appropriate to propose 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 Mr. Chai Jroongtanapibarn and Mrs. Suratn Petchmunee to be the Directors of the Company.

Voting: In accordance with Article No.14 of Company’s Article of Association, the directors of the Company shall be appointed by the shareholders meeting pursuant to the following criteria and methods:

- 1) A shareholder shall have one vote per share.
- 2) At the election of directors, the shareholders meeting may vote for directors; either one candidate at a time or candidates but a shareholder must exercise his right according to number of votes specified under (1) and his votes may not be distributed howsoever to elect the candidate(s).
- 3) The candidate shall be ranked in order descending from the highest number of votes received to the lowest and shall be appointed as directors in that order until all of the directors’ positions or the directors to be elected are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman shall have a casting vote.

However, Company propose the shareholder to vote by individual person.

Agenda 6 To consider and approve Directors’ remuneration for year 2017

Fact and Rationale:

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	2017 (the proposed year)	2016 (Net paid)**
1. Annual Directors’ remuneration (Baht)	2,400,000	1,200,000
2. Directors’ compensation (Baht)	-None-	-None-

**The resolution of the General Meeting of Shareholders for the year 2016 approved the remuneration of directors amount 2,400,000 Baht. However, all directors voluntarily to obtain compensation reduce by half and Directors' remuneration of each director show in the annual report.

Board’s Opinion:

It is suitable for the meeting to approve the remuneration not exceeding to 2,400,000 Baht and not pay compensation to directors for year 2017.

Voting: In accordance with the Public Company Limited Act B.E.2535 and is amendment thereof, Section 90 provides that directors’ remuneration shall be determined by the resolution of the shareholders’ meeting consisting of affirmative votes at least two-thirds of all shares held by the shareholders attending the meeting and being entitled to vote.

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

Dr. Virach and Associates Office Co.,Ltd. is the Company's audit company.It has no relationship and conflict of interest with the Company, subsidiaries company, executives, major shareholders or other person related with those persons. Furthermore, it is not an audit company of our both subsidiaries due to the lack of its own subsidiary or affiliated audit company at both countries.

The Audit Committee has considered selecting the auditor their performance and its audit fee. Considered that Dr. Virach and Associates Office Co.,Ltd. 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 Co.,Ltd.'s auditors to be Company' auditor for year 2017 and to determine the audit fees as follows:

Audit fee	2017	2016
1. Audit fee (Baht) (Excluding out of pocket expenses)	915,000	870,000
2. Other services (Baht) - Privileges of corporate income tax exemption report (per license)	30,000	30,000

Board's Opinion:

The Board of Directors approved the Audit Committee's consideration and will propose the Meeting to consider person(s) is to be an auditor and also to approve the audit fee as follows:

Auditors Name	CPA Registration No.	No. of year auditing
1. Dr. Virach Aphimeteetamrong	1378	7Yrs (Y2006-Y2009 4Yrs), (Y2014-Y2016 3 Yrs)
2. Mr. Chaiyakorn Aunpitipongsa	3196	10Yrs (Y2000-Y2005 6Yrs), (Y2010-Y2013 4 Yrs)
3. Mr. Apirak Atianuwat	5202	- year
4. Mr. Preecha Suan	6718	- year

To be the Company's auditor for year 2017 ,it should be noted that any one of the four above mentioned will have the authority to audit and express opinion to Company's financial statements. In the event that above mentioned auditors are not available, Dr.Virach and Associates Office Co., Ltd. is authorized to identify any auditor of it who qualifies CPA to carry on the audit and express opinion to Company's financial statements.

2.) To Approve audit fee for year 2017 not exceeding to Baht 915,000 and Baht 30,000 per license for other services fee according to the Board of Investment's requirements for privileges of corporate income tax exemption.

Voting: The resolution requires majority votes of the shareholders present at the meeting and entitled to vote. (Reference: Company's Article of Association No.40)

Agenda 8 To consider any other matters (if any)

In this regard, Thursday of March 9, 2017, 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 of March 10, 2017 with suspending the transaction of all shares transferring as well.

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 duty stamp 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 April 20,2017 at the office of SET. Van 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 1603 or send us your name together with your contact number through E-mail : ir@teampcba.com or fax number 02-577-1705 within April 7, 2017.

Yours Sincerely,

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

Minutes of the Annual General Meeting of Shareholders No.1/2016
Team Precision Public Company Limited

Time and Venue

The meeting was held on April 21, 2016 at Team Precision Public Company Limited, resided at 152/8 Moo 3, 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 637,063,385 by 2,823 shareholders and there were 34 shareholders attending the meeting both by themselves and by proxies whose shares were calculated as 481,295,967 shares or equal to 74.68 % 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(Section 4,Article 35). Then he opened the meeting.

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

Board of Directors:

- | | |
|--------------------------------|--|
| 1. Mr. Pirom Chamsai, Ph.D . | Independent Director, Audit Committee, and Chairman of Nomination and Remuneration Committee |
| 2. Mr. Monkhol Kittipoomvong | Independent Director, Audit Committee, and Chairman of Risk Management Committee |
| 3. Mr. Chai Jroongtanapibarn | Independent Director and Chairman of Audit Committee |
| 4. Mr. Chakkaphant Manutsathit | Chairman of the Board of Directors and Chief Executive Officer |
| 5. Mrs. Suratn Petchmune | Director, Company Secretary and Compensation & Benefits Director |
| 6. Mrs. Malipa Manutsathit | Director and Chief Information Officer |

Guests attending for monitoring of voting :

- | | |
|--------------------------|---|
| Mr. Teeravuth Laonapakul | Auditor representative from Dr. Virach & Associates Co.,Ltd |
| Ms. Benjawan Kaewpluek | Auditor representative from Dr. Virach & Associates Co.Ltd. |

The Chairman asked Mrs. Suratn Petchmune ,Director and Company Secretary 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.

The Chairman informed shareholders about the results of the shareholders to propose the Annual General Meeting of shareholders for the year 2016. The Company has published guidelines to its shareholders. The procedure of granting shareholders to the stock exchange and publish on the Company 's web ; <http://www.teampcba.com>. The shareholders have the right to propose starting from December 25, 2015 until January 24, 2016, but the results show that no one shareholder proposed for the Annual General Meeting of Shareholders for the year 2016.

Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders No.1/2015

The Chairman proposed the Meeting to approve the Minutes of the Annual General Meeting of Shareholders No.1/2015 held on April 23,2015. The copy report was provided as attachment together with the meeting invitation letter.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor, the Chairman then announced for voting.

Resolution: The Meeting resolved the approval of the Minutes of the Annual General Meeting Shareholders No. 1 /2015 held on April 23, 2015.

The votes are as follows:

Agreement	481,295,967	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 2: To acknowledge the Company's operating result for the year 2015

The Chairman informed the Meeting about the sales of the 2015 year when compared to previous year by region and product group . Sales for the year 2015 of 1,285 million baht, down 26% from the previous year with three main causes. From the world market fluctuations, the Company had group increased sales by approximately 12%, and group decreased sales decreased approximately 19 %. From change of policy from customers ' parent company , Company 's sales decreased approximately 171 million baht. Due to customers were acquired and their policies changed by returning it to the own production in their group companies without problems from the Company's product quality. And from bankruptcy of one customer, Company 's sales decreased 145 million baht. With main reasons mentioned above , the Company 's sales decreased total 26% in the year.

In comparison between total sales by region in the years 2015 and year 2014 , sales in Europe decreased quite a lot because the customers went bankrupt and change from customers' policy . For the overall sales based on product category, industrial proportion still high compared to another group.

From sales decreased significantly caused the Company had a total loss of 109.73 million baht or 8.54% of sales compared to last year with a net profit of 60 million baht or 3% of sales. This loss caused by the provision for doubtful debts and loss in provision for diminution in inventories from bankruptcy customer with totaling amount of 78 million baht. And the fluctuations in world market that affect the reduced sales and made loss from operations totaling amount of 32 million baht.

Question in the meeting

Mr. Veera Chaimanowong, shareholder asked as below:

Question: In the past year, the Company had a loss of 109 million baht, mainly coming from the customer bankruptcy. The Company has reduced the value of goods and provision for doubtful debts. Is it a real loss or loss on the account? Can such debtor pay back or not ? And inventories must be destroyed or remove to take advantage ?

Answer: This bankruptcy customer would be unable to get the 15 million baht back. The Company had reserved due to the accounting policy for loss on diminution in value of inventories. If we sale of these products ,they will return to profit. The Company is trying to contact to a new company that acquired the bankruptcy company. Or we may sale as salvage value and It must be destroyed if we could not really sell those finished goods.

Question: In the past year, the Company unfortunately lost one customer. But actually during the past year, the Company had a new client whether or not.

Answer: Yes, we have some new customers. And it takes time to develop in each client.

Mr.Narongchai Simaraj shareholder asked as below:

Question: Inventories reduced by 160 million baht due to loss on diminution in value of inventories of 62 million baht. What did the remaining of 100 million baht come from ?

Answer: The remaining inventories decreased due to the sales decline. This is what Company need to manage reasonable inventories.

Question: Gross margin in the year 2015 and 2014 were approximately 8% and 11% ,respectively. I would like to know how many percentage of the capacity utilization in the year 2015 when compared to year 2014?

Answer: The average of capacity utilization over the year 2015 was around 50-60%, a variance is approximately 20% from the year 2014.

Question: Depreciation increased by 7 million baht from the previous year caused by what ?

Answer: The investment in new machinery took over 139 million baht in year 2014. Depreciation for machines in the year 2014 will not be calculated in full year but it will be calculated in full year in the year 2015 instead. As a result, depreciation expense in year 2015 increased from the previous year.

Question: Administrative expenses increased by 5 million baht from previous year. Is the doubtful debt a part of such expenses ?

Answer: Yes, it is.

Question: Trade receivables decreased 140 million baht caused by what ?

Answer: Trade receivables decreased due to decreased sales and debt collection from another receivables did not found problem . The figures shown in the trade receivables in statement of financial position was the net figures after the deduction of allowance for doubtful accounts.

Mr. Nathee Naktanasukarn , represented by Thai Investors Association asked as below :

Question : How many shareholders attending the meeting both by themselves and by proxies ?

Answer: There are 22 persons of shareholders who attend by themselves , representing the total shares 166,043,268 shares and 12 persons of proxy shareholders , representing 315,252,699 shares.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor. Therefore, the Meeting acknowledged the Company's operating result for the year 2015.

Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2015

The Chairman reported to the Meeting the Financial Statement of the Team Precision Public Company Limited and its subsidiaries as of December 31, 2015 was certified by the auditor. Furthermore he reported the significant financial figures in the Statements of Financial Position, Statements of Changes in Shareholders' Equity and key financial ratios for the year ended 31 December 2015 comparing last year 2014.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor, the Chairman then announced for voting.

Resolution: The Meeting resolved the approval of Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2015 and acknowledged the Auditors' Report.

The votes are as follows:

Agreement	481,295,967	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 4: To consider and approve the exemption of profit allocation for legal reserve and the omission of dividend payment for the year 2015

The Chairman assigned Mrs. Suratn Petchmune, Director and Company Secretary to inform this matter . She informed the meeting that the Company 's dividend policy is payment at the rate "not less than 40% of the Company's net profit remained after taxation. In this year ,Board of director proposed the

Meeting to approve the exemption of profit allocation for legal reserve and the omission of dividend payment for the year 2015 due to the loss of operating result.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor, the Chairman then announced for voting.

Resolution: The meeting resolved the approval for the exemption of profit allocation for legal reserve and the omission of dividend payment for the year 2015.

The votes are as follows:

Agreement	481,295,967	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 assigned Mrs. Suratn Petchmune to present to the Meeting. She informed that in accordance with Article 17 of the Company's Articles of Association provides that " at every Annual General Meeting ,one-third of the directors shall retire". The two Company's directors who will retire in this year are

1. Mrs. Malipa Manutsathit Director
2. Mr. Monkhol Kittipoomvong Independent Director

5.1 The Nomination and Remuneration Committee had considered the capabilities and qualifications, knowledge, skills, experience working and agreed for re-electing Mrs. Malipa Manutsathit to be the Company 's director for another term. Her vita had been presented in the meeting.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor ,the Chairman then announced for voting.

Resolution : The Meeting resolved the approval of re-elected of Mrs. Malipa Manutsathit as the Director.

The votes are as follows:

Agreement	481,295,967	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

5.2 The Nomination and Remuneration Committee had considered the capabilities and qualifications, knowledge, skills, experience working and agreed for re-electing Mr. Monkhol Kittipoomvong to be the Company 's director for another term. His vita had been presented in the meeting.

Resolution : The Meeting resolved the approval of re-elected of Mr. Monkhol Kittipoomvong as the Director.

The votes are as follows:

Agreement	481,295,967	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

Agenda 6: To consider and approve Directors' remuneration for year 2016

The Chairman informed to the meeting that the Nomination and Remuneration Committee proposed 2016 Annual remuneration for board of Directors is not exceeding to 2,400,000 baht which same as previous year and not pay compensation to directors for year 2016 due to the loss of operating result.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor, the Chairman then announced for voting.

Resolution: The Meeting resolved the approval of the 2015 Annual remuneration and not pay compensation to Board of Directors as proposed.

The votes are as follows:

Agreement	481,295,967	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 explained to the meeting that the Audit committee had considered and proposed to appoint Dr.Virach Apimeteetamrong CPA Registration No. 1378 or Mr.Chaiyakorn Unpitipongsa CPA Registration No. 3196 or Mr.Apirak Ati-Anuwat CPA Registration No. 5202 from Virach and Associates Office Co.,Ltd to be the Company's auditor for the year 2016 . In the event that the above mentioned auditors are not available, Virach and Associates Office Co.,Ltd is authorized to identify any auditor of it who qualifies CPA to carry on the audit and express opinion to the Company's financial statements. The annual audit fee for the year 2016 will be not exceeding to 870,000 Baht and 30,000 Baht per license for other fees for compliance auditing according to the Board of Investment's requirements

Question in the meeting

Mr. Nathee Naktanasukarn , represented by Thai Investors Association asked as below :

Question: The auditor should audit the Company for more than five years. According to the number of audit years show as 9 years and 11 years, respectively , I suggested that there should be a show for audit rotation .

Answer: Mr.Chai Jaroongtanapibarn, Chairman of Audit Committee clarified that normally, the audit office will make an offer 3 - 4 persons in a name list to the Company. Over the past Dr. Virach Aphimeteetamrong had signed in auditor's report for 5-year term in financial statements and had changed to Mr.Chaiyakorn Unpitipongsa to sign in another 5-years term , and then it changed back to Dr. Virach Aphimeteetamrong for another 5-years term. The figures in invitation letter were numbers of year service that Company has appointed with this audit office, which will be correct clearly in next time.

The Chairman then asked for any inquiries or comments from the meeting. There were no further comments from the floor, the Chairman then announced for voting.

Resolution: The meeting resolved the approval to nominate the above mentioned auditors and audit fee for the year 2016 as proposed.

The votes are as follows:

Agreement	481,295,549	equivalent to	99.99%
Disagreement	-	equivalent to	0%
Abstention	418	equivalent to	0.01%

Agenda 8: To consider any other matters (if any)

Question in the meeting

Mr. Nathee Naktanasukarn , represented by Thai Investors Association asked in the meeting as below:

Question : As the Company has announced the participation of a Private Sector Collective Action Coalition Against Corruption in Thailand on March 29, 2013. So when does the Company plan to obtain certification in this project. How is the progress ?

Answer : It is not in the plans of the Company during the past years. However, the Company has to regulate practice in internal Company in such matters.

Mr. Veera Chaimanowong, shareholder asked that:

Question : I would like to suggest that the Company should do its own products, marketing and distribute goods in the Thailand or neighborhood countries. Does the Company have an opportunity to change the business model and how is this year plan?

Answer : Regarding production of new products in our own. There are factors to consider in addition to the production, such as design, marketing approach which Company is not much expert. Even the changes and fluctuations in the world market continue to impact our some customers and Company. However, the Company try to penetrate through to new customers constantly, which requires time . With good quality and attention to serve a good service of the Company, Company believe that we would get something good.

After no any further questions, the Chairman then thanked to all shareholders and closed the Annual General Meeting of Shareholder No 1/2016

The meeting was adjourned at 11.30 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, unless having vacated from said tenure for not less than two years before appointment as an independent director. 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, unless having vacated from said tenure for not less than two years before appointment .

Business relationship as in first paragraph shall include the normal course of trading transaction for business undertaking, lease or grant of lease of immovable asset, transactions relating to asset or service, or grant or receipt of financial assistance through acceptance or grant of loans, guaranty, grant of asset as guaranty for loans, including other similar behavior, thus making the person applying for permission or a contract party liable to payment of debt to another party, from 3 percent of net tangible assets of the person applying for permission, or from Baht 20 million or over, whichever is lower. The calculation of debt burdens as referred to above shall comply with the valuation of connected transaction in compliance with the notification of the Capital Market Supervisory Board on the criteria of the connected transaction, with the respective differences having been considered (*mutatis mutandis*). However the consideration of the said debt burdens shall include the debt burden incurred within one year before having business relationship with the same 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, unless having vacated from the said tenure for not less than two years before appointment.

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, unless having vacated from the said tenure for not less than two years before appointment.

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, or not being a major partner of a partnership, or a director with involvement in management, a hired worker, an employee, an advisor with regular payroll, or owning shares more than one percent of all shares with voting right of other companies with similar business undertaking or significant competition with the business of the person applying for permission or subsidiary companies.

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 equal to the definition of an Independent Director as set forth by Capital Market Supervisory Board

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



Profile :

Name – Surname	Mr.Chai Jroongtanapibarn
Position	Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration Committee/Risk Management Committee
Age	63 years
Starting date of position	2000 – Present (Independent Director) ,17 yrs
Number of year in the title	a 3 year term (Chairman of the Audit committee)
Percent of share holding	The number of 1,497,062 shares or 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	2007 – Present Independent Director/ Audit Committee Siam Food Products Pcl. 2006 – Present Independent Director/ Audit Committee Oishi Group Pcl. 2005 – Present Chairman of the Board of Director Independent Director/ Chairman of the Audit Committee. Thai Metal Trade Pcl. 2003 – Present Independent Director Siam Future Development Pcl. 2002 – Present Independent Director/ Chairman of the Audit Committee. Major Cineplex Group Pcl. 2000 – Present Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration Committee/Risk Management Committee Team Precision Pcl. 1982 – 1997 Executive Director / Chief financial Officer Minor Group.

Meeting attendance (during Y2016)

- The Board of Directors	7/7	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	1/1	Times
- The Risk Management Committee	3/3	Times
- The AGM Y2016	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

- other listed companies - Yes -
 - –see info above-

- other non-listed companies (excl. subsidiaries) - None-

Management positions and/or directorships in other companies that may cause a conflict of interest

- None-

Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company during the past 2 years

- (A) Being as a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary. -None-

- (B) Being a professional service provider (such as Auditor of Legal Consultant) -None-

- (C) Having business relationship [such as (A) buy/ sell goods, raw materials, or (B) giving financial support such as borrowing of lending etc.,] -None-



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

Type of Director	Director
<u>Profile of Director</u>	
Name – Surname	Mrs. Suratr Petchmunee
Position	Director/ Company Secretary Compensation & Benefit Director Finance Director (Acting)
Age	56 years
Starting date of position	1996 – Present (21 Yrs. From company establishment)
Percent of share holding	The number of 4,238,789 shares or 0.67%
Education	Master Degree of Business Administration, University of Eastern Asia Bachelor of Business Administration (Accounting) Ramkhamhaeng University
Training Director Course	DAP 2003, DCP 2007, ACP 2007
Working Experiences	2012-Present Director/ Company Secretary/Compensation & Benefit Director/ Finance Director (Acting) Team Precision Pcl. 2009 – 2011 Director/ Company Secretary Team Precision Pcl. 2001 – 2008 Director/Director of Finance&Accounting Team Precision Pcl.
Meeting attendance (during 2016)	
- The Board of Directors	7/7 Times
- The AGM Y2016	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 -None-

- other listed companies
- other non-listed companies (excl. subsidiaries) -None-

Management positions and/or directorships in order companies that may cause a conflict of interest -None-

Profile of the Independent Director who appointed by Proxy for Shareholders

Profile :

Name – Surname	Mr. Pirom Chamsai, Ph.D	
Position	Independent Director/ Audit Committee/ Chairman of Nomination and Remuneration Committee/ Risk Management Committee	
Age	62 years	
Starting date of position	2000 – Present (Independent Director) ,17 yrs	
Number of year in the title	a 3 year term (Audit committee)	
Percent of share holding	The number of 590,000 shares or 0.09%	
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	2015 – Present- Independent Director Premier Technology Pcl. 2014 – Present - Chief Executive Officer Consulting and Management 49 Limited 2013– 2013 - Managing Director Thai Film Industry Pcl. 2007– Present – Lecturer, Faculty of Fine Arts, Bangkok University 2000 – Present -Independent Director/Audit Committee/ Chairman of Nomination and Remuneration Committee/ Risk Management Committee Team Precision Pcl.	

Meeting attendance (during Y2016)

- The Board of Directors	7/7	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	1/1	Times
- The Risk Management Committee	3/3	Times
- The AGM Y2016	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

- other listed companies - Yes-
- other non-listed companies (excl. subsidiaries) - Yes-

Management positions and/or directorships in other companies that may cause a conflict of interest - None-

Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company during the past 2 years

- (A) Being as a director and participate in day-to-day business,
or being an officer, employee or consultant who receives regular salary. -None-
- (B) Being a professional service provider (such as Auditor of Legal Consultant) -Yes-
Charter Civil Engineering Consulting & Management 49 Limited
(without conflict of interest)
- (C) Having business relationship [such as (A) buy/ sell goods, raw materials,
or (B) giving financial support such as borrowing of lending etc.,] -None-

Profile of the Independent Director who appointed by Proxy for Shareholders**Profile :**

Name – Surname	Mr. Monkhol Kittipoomvong
Position	Independent Director/ Audit Committee/ Nomination and Remuneration Committee /Chairman of Risk Management Committee
Age	64 years
Starting date of position	April 23,2015 – Present (Independent Director) 1 year 8 months
Number of year in the title	a 3 year term (Audit committee)
Percent of share holding	The number of 6,136,625 shares or 0.96%
Education	MBA Finance and Business Economics The University of Toledo, Ohio, United States
Training Director Course	DCP 2001
Working Experiences	2015 – Present Independent Director/ Audit Committee/ Nomination and Remuneration Committee /Chairman of Risk Management Committee Team Precision Pcl. 2001 – 2014 President Krungsri Securities Pcl.

**Meeting attendance (during Y2016)**

- The Board of Directors	7/7	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	1/1	Times
- The Risk Management Committee	3/3	Times
- The AGM Y2016	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

- other listed companies - None -
- other non-listed companies (excl. subsidiaries) - None -

Management positions and/or directorships in other companies that may cause a conflict of interest

- None -

Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company during the past 2 years

- (A) Being as a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary. -None-
- (B) Being a professional service provider (such as Auditor of Legal Consultant) -None-
Charter Civil Engineering Consulting & Management 49 Limited
(without conflict of interest)
- (C) Having business relationship [such as (A) buy/ sell goods, raw materials, or (B) giving financial support such as borrowing of lending etc.,] -None-

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

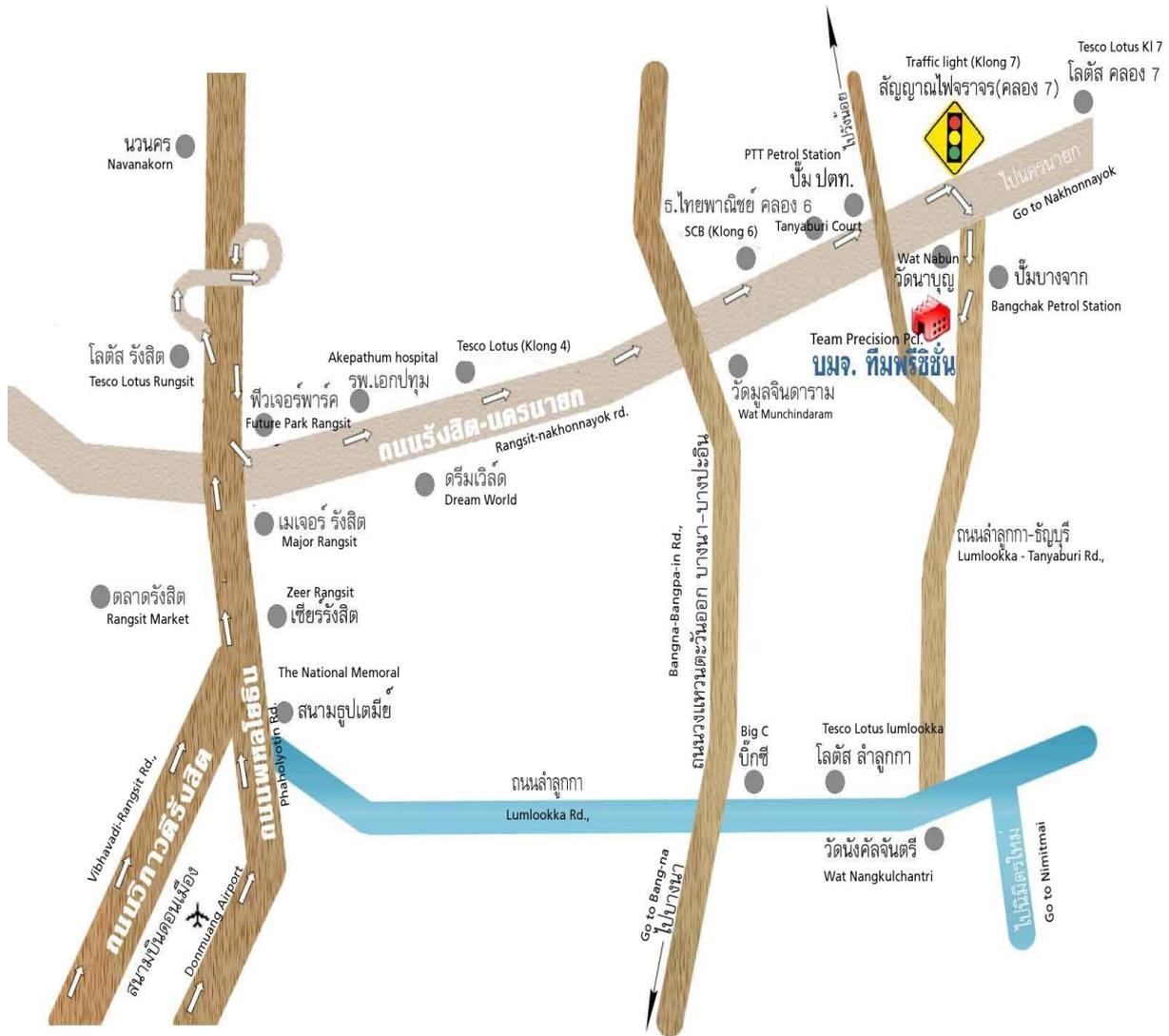
- No. 32 The venue of the shareholders' meeting shall be held either at the Company's head office, in any nearby province or other locations as the Board of Directors may consider.
- No. 33 The Company must hold a shareholders' meeting at least once a year, referred to as "Annual General Shareholders' 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 2016 Annual Report Book, Please contact Mrs. Rattana Wongkrajnag at Tel. 02-577-2350 Ext.1603 Email:rattana@teampcba.com

Team Precision Pcl's Map

Annual General Meeting of Shareholders on Thursday, April 20, 2017 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