

**Invitation to the Annual General Meeting of Shareholders**

**No. 1/2016**

**April 21, 2016**

**Team Precision Public Company Limited**

## Attachment Invitation to the Annual General Meeting of Shareholders

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March 30, 2016

RE: Invitation to attend the Annual General Meeting of Shareholders No.1/2016

To: Shareholders of Team Precision Public Company Limited

According to the resolution of Team Precision Public Company Limited's Board of Director 1/2016 as of February 16 , 2016, The company will hold the Annual General Meeting of Shareholders (hereinafter called“ Meeting ") on April 21 , 2016 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.1/2015**

**Fact and Rationale:**

Enclosed herewith a Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2015, 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](http://www.teampcba.com).

**Board's Opinion:**

It is suitable for the Meeting to approve the minutes of the Annual General Meeting of Shareholders No.1/2015 held on April 23, 2015 ( 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 2015**

**Fact and Rationale:**

The Company's operating result in year 2015, ( see attachment 7 )

**Board's Opinion**

It is suitable for the Meeting to acknowledge 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**

**Fact and Rationale:**

The Financial Statement of the Team Precision Public Company Limited and its subsidiaries as of December 31, 2015 were certified by the auditor and were considered by the Audit Committee as attachment 7, the conclusions are:

ITEM	BAHT
• Total Assets	973 Million
• Total Liabilities	264 Million
• Total Revenues	1,295 Million
• Net Loss	(110) Million
• Loss per Share	(0.172) /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, 2015 as provided in the Annual Report 2015 ( 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 2015**

**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:

<b>Details of paying dividend</b>	<b>2015 (Propose )</b>	<b>2014</b>
1. Dividend policy	Not less than 40% of net profit	
2. Net Profit ( Baht)	(109,735,605)	59,949,111
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	No dividend	0.05
4.2 Dividend rate are paid in Share	-	-
<b>Total</b>		<b><u>0.05</u></b>
5. Total dividend payment (Baht)		
5.1 Dividend payment are paid in Cash	-None-	31,853,169.25
5.2 Dividend payment are paid in Shares	-None-	-
<b>Total</b>		<b><u>31,853,169.25</u></b>
6. Proportion of dividend payment (% of net profit)	-None-	53.13 %

**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 2015 due to the loss of the operating result of total amount 110 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. Mrs. Malipa Manutsathit Director
2. Mr. Monkhol Kittipoomvong Independent 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 Mrs. Malipa Manutsathit and Mr. Monkhol Kittipoomvong 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 2016**

**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:

<b>Directors' remuneration</b>	<b>2016 ( the proposed year)</b>	<b>2015 (Net paid)</b>
1. Annual Directors' remuneration (Baht)	2,400,000	**2,343,452
2. Directors' compensation (Baht)	-None-	330,000

Directors' remuneration of each director are show in the annual report.

\*\*The net paid of Director in Year 2015 was less than approval budget due to the appointment of new directors and resignation during the year.

**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 2016.

**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 2016 and to determine the audit fees as follows:

<b>Audit fee</b>	<b>2016</b>	<b>2015</b>
1. Audit fee ( Baht) (Excluding out of pocket expenses)	870,000	870,000
2. Other services (Baht) - Privileges of corporate income tax exemption repor (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:

1.) To Appoint the following names (From Dr.Virach and Associates Office Co., Ltd)

			No. of year auditing
1. Dr. Virach	Aphimeteetamrong	CPA Registration No. 1378	9 years
2. Mr. Chaiyakorn	Aunpitipongsa	CPA Registration No. 3196	11 years
3. Mr. Apirak	Atianuwat	CPA Registration No. 5202	- year
4. Mr. Preecha	Suan	CPA Registration No. 6718	- year

To be the Company's auditor for year 2016 ,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 2016 not exceeding to Baht 870,000 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 10, 2016, 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 11, 2016 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 21,2016 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](mailto:ir@teampcba.com) or fax number 02-577-1705 within April 8, 2016.

Yours Sincerely,

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

**Minutes of the Annual General Meeting of Shareholders No.1/2015**  
**Team Precision Public Company Limited**

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**Time and Venue**

The meeting was held on April 23, 2015 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 3,153 shareholders and there were 44 shareholders attending the meeting both by themselves and by proxies whose shares were calculated as 475,735,070 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.

(During the meeting, there were more shareholders coming for registration. Therefore, there were totaling 46 shareholders attending the meeting both by themselves and by proxies whose shares were calculated as 478,250,070 shares or equal to 75.07 %)

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:**

- |                          |                                                             |
|--------------------------|-------------------------------------------------------------|
| 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 Petchmunee ,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 2015. 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, 2014 until January 24, 2015, but the results show that no one shareholder proposed for the Annual General Meeting of Shareholders for the year 2015.

**Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders No.1/2014**

The Chairman proposed the Meeting to approve the Minutes of the Annual General Meeting of Shareholders No.1/2014 held on April 25,2014. 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 /2014 held on April 25, 2014.

The votes are as follows:

Agreement	475,735,070	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

**Agenda 2: To acknowledge the Company's operating result for the year 2014**

The Chairman informed shareholders about the Company's business, sales growth, proportion of sales and customer (categorized by product and region) and net profit margin comparing with last year. In year 2014 the Company had total revenue from sales of 1,738 million baht which is 21% increased from the previous year. This mainly was come from USA and Asia zone. For the core product was industrial category, in addition, the medical device and telecommunication category sales as well increased in the year 2014.

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 2014.

**Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2014**

The Chairman reported to the Meeting the Financial Statement of the Team Precision Public Company Limited and its subsidiaries as of December 31, 2014 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 2014 comparing last year 2013.

Mr. Veera Chaimanowong, shareholder said word of thanks to company for van arrangement and asked as below:

**Question:** Why did the revenue and gross margin increase from the previous year?

**Answer:** The Company had expanded to industrial and medical device market . we had new customers from those products in 2014 year which made more sales. In the mean time , our improvement in efficient production , cost and expense reduction contributed to the better earning.

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, 2014 and acknowledged the Auditors' Report.

The votes are as follows:

Agreement	475,735,070	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

**Agenda 4: To consider and approve the dividend payment of the year 2014**

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 appropriate of legal reserve in the amount of 2,860,000 baht and allocation of dividend payment at totaling 0.05 baht per share with grand totaling amount 31,853,169.25 baht . This dividend amount equals 53.13 % of net profit in this year. It is allocated from the profit of the Board of Investment's promoted business (corporate tax exception) and will be paid to shareholders on May 13, 2015.

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 appropriate of legal reserve and dividend payment for year 2014 as the above proposal .

The votes are as follows:

Agreement	475,735,070	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. Mr.Chakkaphant Manutsathit Director and Chief Executive Officer
2. Mr.Pirom Chamsai, Ph.D Independent Director, Audit Committee, and Chairman of Nomination and Remuneration Committee

5.1 The Nomination and Remuneration Committee had considered the capabilities and qualifications, knowledge, skills, experience working and agreed for re-electing Mr. Chakkaphant Manutsathit to be the Company 's director for another term. His 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 Mr. Chakkaphant Manutsathit as the Director.

The votes are as follows:

Agreement	478,250,070	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. Pirom Chamsai, Ph.D to be the Company 's director for another term. His vita had been presented in the meeting.

Mr. Direk Pipatpatama, represented by Thai Investors Association suggested in the meeting as below:

**Question:** May I give the suggestion to the listed companies to consider the Agenda regarding the independent directors should not exceed 3 Agenda and 3 years per Agenda and should rotate his duties as independent directors and truly representative of the shareholders.

**Answer:** The Company was featured on the Independent Director. In nominating independent directors, it will consider candidates with the ability to provide benefits in terms of ideas and perspectives to the company which not depend on the duration. However, we appreciate for the recommendations and will reconsider this one.

**Resolution** : The Meeting resolved the approval of re-elected of Mr. Pirom Chamsai, Ph.D as the Director.

The votes are as follows:

Agreement	478,249,652	equivalent to	100%
Disagreement	418	equivalent to	0%
Abstention	-	equivalent to	0%

**Agenda 6 :** To consider and approve Directors' remuneration for year 2015

The Chairman informed to the meeting that the Nomination and Remuneration Committee proposed 2015 Annual remuneration for board of Directors is not exceeding to 2,400,000 baht and compensation to directors is not exceeding to 330,000 baht for year 2015.

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 Director's compensation for Directors as proposed.

The votes are as follows:

Agreement	478,250,070	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 2015 . 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 2015 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

Mr. Veera Chaimanowong, shareholder asked as below :

**Question:** Why the audit fee was increased ?

**Answer:** Mr.Chai Jaroongtanapibarn, Chairman of Audit Committee clarified that the audit fee was not increased during past three years and also the cost of living has increased then it is necessary to increase the audit fee in year 2015.

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 2015 as proposed.

The votes are as follows:

Agreement	478,250,070	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%

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

**Question in the meeting**

Mr. Direk Pipatpatama, represented by Thai Investors Association asked in the meeting as below:

**Question** : The management overview for year 2015, will it be alike last year?

**Answer** : In overall, the economy of Europe remained steady. In the US, slightly better than the year before. If do not have any unexpected event such as natural disasters, severe European financial institutions then economic outlook of the overall global market should improve

**Question** : The capacity utilization in the company remain to support any new order ?

**Answer** : The Company was investment in new machine last year and consume production capacity of the Company about 70% which the remaining capacity can support the new order coming.

Mr. Veera Chaimanowong, shareholder asked that:

**Question** : How the machine capacity of the second quarter compared to the previous years ?

**Answer** : It would be equal with last year.

Mr. Direk Pipatpatama, represented by Thai Investors Association asked that:

**Question** : How the Company's policy about Anti-corruption ?

**Answer** : The Company is focused on the Anti-corruption and Anti-Bribery Policy . In addition to the signing of a Private Sector Collective Action Coalition Against Corruption in Thailand year 2013. This year the Company plans to join the Thailand Chamber of Commerce also. The Anti-corruption and Anti-Bribery Policy is what we focus on both internal and external, including contacting various government agencies. If we help to build awareness to the employees then we all can contribute to a better society.

Ms.Maneerat Todsapornwichai, shareholder asked that:

**Question** : The trend in European markets now is not pretty well. Is the company planning to expand market into USA and Asia.?

**Answer** : Several years ago, sales proportion in US market has been increased and will expand more this year. Company is still trying to diversify risk to various regions, including diversify goods in various product groups. For policies of the European market, we have many customers that selling their products around the world, not exclusive in the Europe zone.

Mr. Veera Chaimanowong, shareholder asked that:

**Question** : Last year the company has invested machine at the value of 130 million baht, but technology is changing very fast. Therefore, the investment in each time has to remove the old equipment away or replaced by new equipment base on new technology.

**Answer :** Basically, Company can use the machine up to 10 years. Electronics industry that seems to change fast is a matter of appearance or Software but their technology for the production does not change quickly and requires a fairly long time before changing throughout the supply chain.

Mr.Piya Pongpiyatakoonrat ,shareholder asked that:

**Question :** When TEAM expect to keep up to the same level of SVI and KCE ? Is there any new model coming and do they from the same customers or not ?

**Answer :** TEAM is in the same business with SVI and we consider SVI as our business associates (Partner) which is not a competitor. We both are looking for the market that we fit for and chance to enter into the market is up to the opportunity of each company.

**Question :** What will the AEC impact on the company?

**Answer :** The AEC make up ground in the overall market. If customers want to open the AEC market, it is an opportunity to use the company as a production base for export. At the same time man movement in the AEC themselves will allow to be more independent

**Question :** Which year that the negative earnings of the Company has turned to be positive numbers?

**Answer :** Since we were in Stock Exchange Market. The Company ever had a net loss in the year 2009 but after that the company's profit is always be positive but there may be some positive numbers in more or less.

Mr. Veera Chaimanowong, shareholder asked that:

**Question :** Since year 2008, the Company's turnover do not recover yet, what events cause the Company to lose customers.

**Answer** One reason is because customers are took over by the big company and trade policy has been changed to manufacture in customer facilities.

Mr. Veera Chaimanowong, shareholder has said words of encouragement to the Chairman, directors and employees to take the company to greater prosperity

After no any further questions, the Chairman then thanked to all shareholders and closed the Annual General Meeting of Shareholder No 1/2015

The meeting was adjourned at 11.35 A.M.

Yours Sincerely

- Signature-

( 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



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

Name – Surname	Mr.Chai Jroongtanapibarn
Position	Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration committee/Risk Management Committee
Age	62 years
Starting date of position	2000 – Present (Independent Director),16 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. 2004 – Present 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 Y2015)**

- The Board of Directors	8/8	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	2/2	Times
- The Risk Management Committee	2/2	Times
- The AGM Y2015	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 or Legal Consultant) -None-
  
- (C) Having business relationship [such as (A) buy/ sell goods, raw materials, or (B) giving financial support such as borrowing or lending etc.,] -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	61 years	
Starting date of position	2000 – Present (Independent Director) ,16 yrs	
Number of year in the title	a 3 year term (Audit committee)	
Percent of share holding	The number of 190,000 shares or 0.03%	
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	2013 – 2013 Managing Director Thai Film Industry Pcl. 2007 – Present- Adviser Consulting & Management 49 Limited. 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 Y2015)**

- The Board of Directors	8/8	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	2/2	Times
- The Risk Management Committee	2/2	Times
- The AGM Y2015	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) -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-

**Support Agenda 5 :To consider the appointment of Independent directors to replace those retiring by rotation**



**Profile :\_Appoint to be independent director**

Name – Surname	Mr. Monkhol Kittipoomvong
Position	Independent Director/ Audit Committee/ Nomination and Remuneration committee /Chairman of Risk Management Committee
Age	63 years
Starting date of position	April 23,2015 – Present (Independent Director) 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	2001 – Present ,Krungsri Securities Public Company Limited

**Meeting attendance (during Y2015)**

- The Board of Directors	6/8	Times
- The Audit Committee	3/4	Times
- The Nomination and Remuneration Committee	0/2	Times
- The Risk Management Committee	2/2	Times
- The AGM Y2015	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-

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

**Profile: Appoint to be director**

Name – Surname	Mrs. Malipa Manutsathit
Position	Authorized Director/Chief Information Officer
Age	61 years
Starting date of Director position	1996 – Present , 20Yrs.
Percent of share holding	The number of 12,000,000 shares or 1.88%
Education	Master of Commerce (Management information System, University of New South Wales, Australia
Training Director Course	DAP 2003, DCP 2007, ACP 2007
Working Experiences (5 years Retrospect)	2002-Present Director Energy Innovation Co., Ltd. 2001–Present Authorized Director and Chief Information Officer Team Precision Pcl.



**Meeting attendance(during Y2015)**

- The Board of Directors	7/8	Times
- The Nomination Committee	2/2	Times
- The Risk Management Committee	1/2	Times
- The AGM Y2015	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) - Yes-  
Energy Innovation Co., Ltd.

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

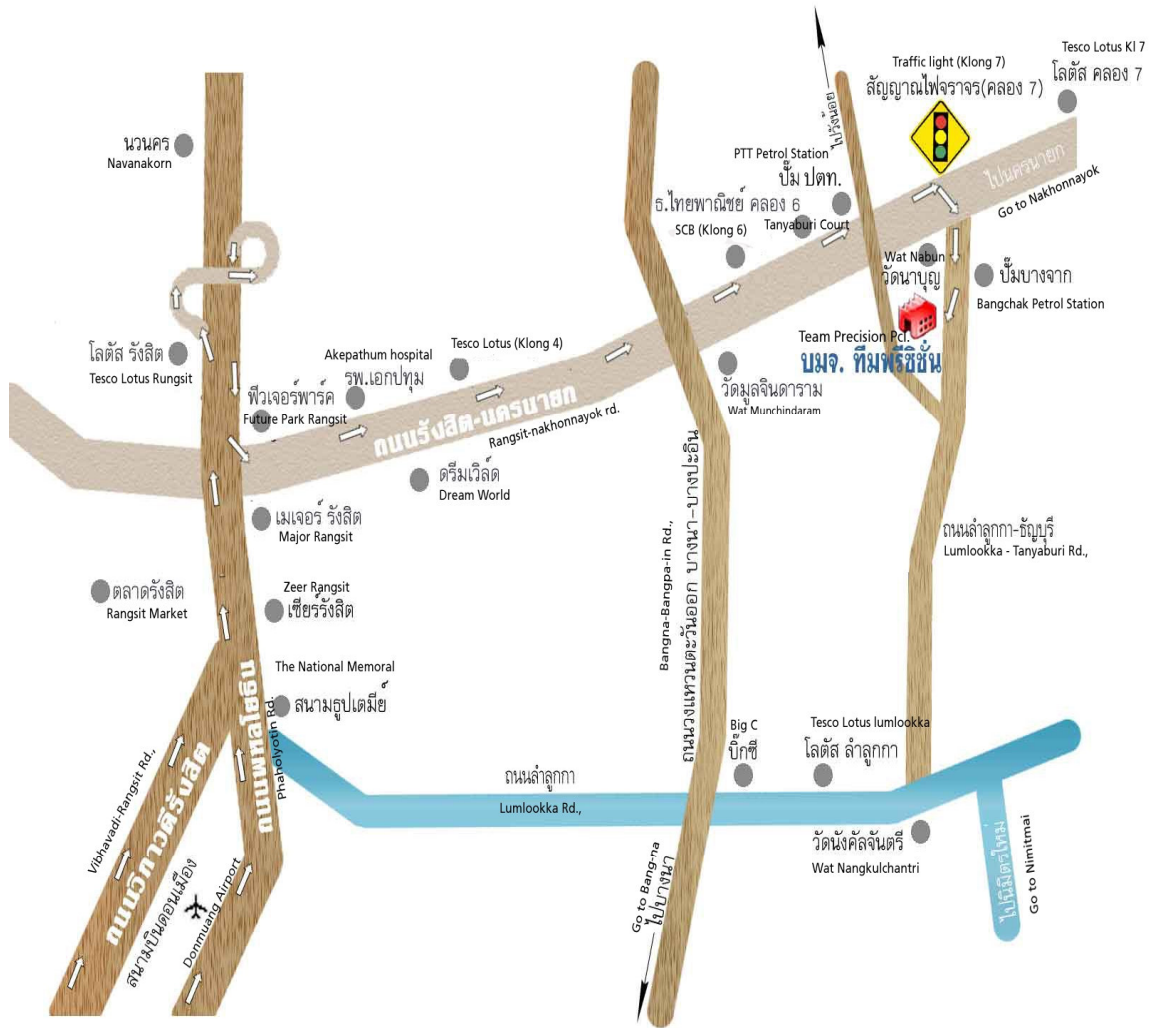
No. 40 For any issue voted upon at the shareholders' meeting, unless specified otherwise, the actions below must receive a vote of no less than three quarters of the number of votes with voting rights present at the shareholders' meeting.

- 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 2015 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 21, 2016 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