

Team Precision Public Company Limited
The Criteria of Shareholders rights for Agenda Proposal
in the Annual General Meeting of Shareholders and Director Nomination

1. Objective

In order to comply with the Good Corporate Governance Principles, the Company provides an opportunity for shareholders to propose an Agenda and Director Nominee in advance for the Annual General Meeting of Shareholders.

2. Criteria

2.1 Qualifications of Shareholders

The shareholders who wish to propose the agenda or director nominee need to possess qualifications according to the criteria as follows;

- (1) Being shareholder of the Company which can be either one shareholder or combined shareholders
- (2) Holding the minimum shares not less than 5 percent of the shares with voting rights of the Company

2.2 Period of time for agenda proposal and director nominee

In order to provide the Company's Board of Directors with sufficient time for consideration, therefore, the shareholders must propose agenda and director nominee from December 10, 2016 until January 23, 2017

2.3 Method of the Agenda proposal

The shareholder who possesses qualifications in accordance with Clause 2.1 can propose agenda of the Meeting or nominate candidates to be elected as Directors in advance by complete the Form as follows;

- Agenda Proposal Form for AGM
- Director Nomination Form

To attach completely the full relevant documents with shareholder's signature, submit to the Company within January 24, 2017 to the following address:

Mrs. Suratn Petchmune
Company Secretary
Team Precision Public Company Limited
152/8 Moo 3, Tanyaburi-Lumlookka Rd., Rangsit
Tanyaburi, Pathumthani 12110

May send the proposal unofficially via facsimile at 02-5771705 or Email address : ir@teampcba.com before sending the original proposal to the Company.

2.4 Proposal of the Agenda

2.4.1 The following matter that will not be placed on the Agenda

- (1) The matter that violates to the law, rules, regulations of government agencies or other governing agencies or not complied with the objective, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company.
- (2) The matter that is beneficial for specific person or group of persons.
- (3) The matter that is the power and authority of the Board of Directors unless it causes the significant damage to shareholders as a whole.
- (4) The matter that the Company has already implemented.
- (5) The matter that is beyond the Company's authority to produce the purposed result.
- (6) The matter that is regular business operation and the proposer's reference does not indicate any irregularity.
- (7) The matter was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10 percent of the total number of the voting right of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting.

(8) The matter that the shareholders provided the incomplete or incorrect information, or those who are unable to contact.

(9) The matter that the shareholders are not fully qualified according to Clause 2.1 or matter that is not proposed in a specific period.

2.4.2 **Qualifications and Prohibited Characteristics of Directors**

The candidates who have been nominated as a director must possess qualifications with no prohibited characteristics according to the criteria as follows;

(1) Having correct qualifications and no prohibited characteristics of director according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company

(2) Being independent and ability to perform director's duties with care and loyalty. Nominees can devote time to a fully dedicated and attend the Board of Directors' meeting regularly.

(3) Having knowledge capabilities that are critical to Company's business. Having vision, broad business perspective and systematic decision making.

(4) Having good human relation, moral, effective communications skills and an appropriate personality.

3 **Consideration Procedures**

(1) In case a group of shareholders who possess qualifications in accordance with Clause 2.1 wishes to propose agenda, each shareholder can complete Form A and affix their names as evidence then gather each of those Form A, the evidence of shares held, and support documents (if any) together into one set

(2) In case one or more than one shareholders who possess qualifications in accordance with Clause 2.1 propose more than one agenda, the shareholders can fill Form A completely (one Form A per one Agenda) and affix their names as evidence

(3) In case one or more than one shareholders who possess qualifications in accordance with Clause 2.1 to nominate director by completing Form B and Form C and affixing their names as evidence.

The evidence of shares held, support documents (if any) must be gathered into one set

- (4) In case one or more than one shareholders who possess qualifications in accordance with Clause 2.1 nominate more than one director, the shareholder /shareholders can fill Form B and Form C for each nominated director and affix their names as evidence and attach the supporting documents of those director nominees

The Company Secretary will initially review the proposal for the Board of Directors as follows:

- The proposal that has been approved by the Board of Directors will be included in the agenda of the AGM notice.
- The name of nominee director who has been approved by the Board of Directors will be included in the agenda of the AGM notice.

The proposals declined by the Board will be notified as the mater for information in the Company's website or other appropriate channels with reasons of such disapproved proposal.
