

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

**No. 1/2020**

**April 27, 2020**

**Team Precision Public Company Limited**

## Attachment Invitation to the Annual General Meeting of Shareholders

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March 26, 2020

RE: Invitation to attend the Annual General Meeting of Shareholders No.1/2020  
To: Shareholders of Team Precision Public Company Limited

According to the resolution of Team Precision Public Company Limited 's Board of Director 1/2020 as of February 24 , 2020, The company will hold the Annual General Meeting of Shareholders (hereinafter called“ Meeting “) on April 27, 2020 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.1/2019**

**Fact and Rationale:**

Enclosed herewith a Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2019, (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.1/2018 held on April 26, 2019 ( 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 2019**

**Fact and Rationale:**

The Company's operating result in year 2019, ( see attachment 8 )

**Board's Opinion**

It is suitable for the Meeting to acknowledge the Company's operating result for the year 2019

**Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2019**

**Fact and Rationale:**

The Financial Statement of the Team Precision Public Company Limited and its subsidiaries as of December 31, 2019 were certified by the auditor and were considered by the Audit Committee as attachment 8, the conclusions are:

ITEM	BAHT
• Total Assets	1,479Million
• Total Liabilities	688 Million
• Total Revenues	2,192 Million
• Net Profit	7.6 Million
• Earnings per Share	0.012 /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, 2019 as provided in the Annual Report 2019 ( see attachment 8 )

**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 profit allocation for legal reserve and the omission of dividend payment for the year 2019**

**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 payment with the last time is as follows:

Details of paying dividend	2019 (Propose )	2018
1. Dividend policy	Not less than 40% of net profit	
2. Net Profit ( Baht)	7,598,170	14,661,822
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 <b>Total</b>	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 <b>Total</b>	-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 profit allocation for legal reserve and the omission of dividend payment for the year 2019

**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 are provided in attachment 3

The Company had invited shareholders to propose nominees to be considered for the election to directors in advance with regard to the criteria to exercise their rights from December 9, 2019 to January 22, 2020. However, none of the shareholders proposed any name of director.

Nomination and Remuneration Committee considered and agreed that those retired directors are the persons having appropriate qualification, knowledge, capability and 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:**

The proposed candidates were carefully considered by the Board of Directors that they are fully qualified as directors according to the Public Limited Company Act and the regulation of the Security and Exchange Commission (SEC), including the appropriate qualification for Company's business. No shareholder proposed candidates for appointment as the Company's Directors. The Board of Directors had considered that the proposed independent director has independently given comments in accordance with related regulations, therefore it is suitable for the Meeting to approve the re-elected Mr. Chai Jroongtanapibarn and Mrs. Suratn Petchmune to be the Directors of the Company. The brief profile of the Directors' histories are provided and support Agenda 5 (see attachment 3)

Furthermore, Mr. Chai Jroongtanapibarn, Independent Director has served on the Board for 20 years. Board of Directors has considered the opinion of the Nomination and Remuneration Committee and believes that he has the qualification to be Company's Independent Director. The qualification is in accordance with the definition of Company's Independent Director (see attachment 2) and comply the minimum requirement of the office of the Securities and Exchange and the Stock Exchange of Thailand. He has knowledge, competency and various experiences in accounting, finance and administration related to the company business. Moreover, throughout the period of his tenure as Independent Director, Mr. Chai Jroongtanapibarn, has given suggestions that benefit the company over the years. In order to avoid losing such director who has the knowledge and ability. Board of directors found it appropriate to propose to the Annual General Meeting of Shareholders to elect Mr. Chai Jroongtanapibarn, Independent Director to serve the role for another term.

**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 proposes the shareholder to vote by individual person.

**Agenda 6 To consider and approve Directors' remuneration for year 2020**

**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>2020 ( the proposed year)</b>	<b>2019</b>
1. Annual Directors' remuneration (Baht)	2,730,000	2,730,000
2. Directors' compensation (Baht)	-None-	-None-

Remuneration of the sub-committee: -None-

**Board's Opinion:**

It is suitable for the meeting to approve the remuneration not exceeding to 2,730,000 Baht and not pay compensation to directors for year 2020.

**Voting:** In accordance with the Public Company Limited Act B.E.2535 and its 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. However, the Company's Board of Director has committed to complete the financial statement on the required due date for other subsidiaries.

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 2019 and to determine the audit fees as follows:

Audit fee	2020	2019
1. Audit fee ( Baht) ***	1,125,000	1,125,000
2. Other services (Baht) - Privileges of corporate income tax exemption report (per license)	30,000	30,000

\*\*\* Excluding out of pocket expenses

**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	8 Yrs (Y2006-Y2009 4Yrs), (Y2014-Y2017 4 Yrs)
2. Mr. Chaiyakorn Aunpitipongsa	3196	10 Yrs (Y2000-Y2005 6Yrs), (Y2010-Y2013 4 Yrs)
3. Mr. Apirak Atianuwat	5202	2 year (Y2018 – Y2019)
4. Mr. Preecha Suan	6718	- year

1) To appoint the above name list of Dr.Virach and Associates Office Co., Ltd to be the Company's auditor for year 2020 ,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 2020 not exceeding to Baht 1,125,000 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, the shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders shall be recorded on Monday March 9, 2020.

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 van service to facilitate our shareholders to participate the shareholders' meeting on April 27,2020 at the office of SET at Ratchadaphisek Road, Dindaeng, Bangkok. Van will depart from SET's office at 8.00 a.m.

However, Shareholders who would like to use this service, please contact Mrs. 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) within April 20, 2020.

Yours Sincerely,

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

**Minutes of the Annual General Meeting of Shareholders No.1/2019**  
**Team Precision Public Company Limited**

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**Time and Venue**

The Meeting was held on April 26, 2019 at Team Precision Public Company Limited, resided at 152/8 Moo 3, Tambol Rangsit, Amphur Tanyaburi, Pathumthani.

**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 2,317 shareholders and there were 28 shareholders attending the Meeting both by themselves (16 persons) whose shares were 167,100,771 shares and by proxies (12 persons) whose shares were 317,941,155 calculated as 485,041,926 shares or equal to 76.14 % 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,<br>Chairman of Nomination and Remuneration<br>Committee and Risk Management Committee |
| 2. Mr. Monkhol Kittipoomvong | Independent Director, Audit Committee,<br>Nomination and Remuneration Committee and<br>Chairman of Risk Management Committee |
| 3. Mr. Chai Jroongtanapibarn | Independent Director, Chairman of Audit<br>Committee, Nomination and Remuneration<br>Committee and Risk Management Committee |
| 4. Mrs. Suratn Petchmune     | Director, Company Secretary, Compensation &<br>Benefits Director and Finance Director (acting)                               |
| 5. Mrs. Malipa Manutsathit   | Director, Nomination and Remuneration<br>Committee, Risk Management Committee and<br>Chief Information Officer               |
| 6. Mr. Supchak Manutsathit   | Director, Assist Chief Executive Officer   |

7. Mr. Chakkaphant Manutsathit

Chairman of the Board of Directors, Nomination and Remuneration Committee, Risk Management Committee and Chief Executive Officer

The Company's Board of Directors consists of 7 directors, representing 100% of the total number of directors.

**Guests attending for monitoring of voting and witness:**

Mr. Apilak Atianuwat

Auditor representative from Dr. Virach & Associates Co., Ltd

Mr. Teeravuth Laonapakul

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.
5. The Chairman will report to the Meeting for the voting results on each agenda. The results that count is the voting results that include the votes of the shareholders attending the Meeting and the proxies. Then each agenda will use the number of shares of the latest Meeting participants.

The Company will investigate the voting cards again for the summary of the resolutions of the Annual General Meeting of Shareholders 2018 which will be submitted to the Stock Exchange of Thailand. For which voting card that cannot be expressed clearly by a shareholder with no sign on it will be count as invalid ballot.

The Chairman informed the results of the shareholders' proposal for the agenda and director nominee in advance for the Annual General Meeting of shareholders for the year 2018. The Company has published guidelines to its shareholders via the Stock Exchange of Thailand and Company's website: <http://www.teampcba.com>. The shareholders have the rights to propose starting from December 13, 2018 until January 28, 2019, but there was no one proposed for the Annual General Meeting of Shareholders for the year 2019.

**Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders No.1/2018**

The Chairman proposed the Meeting to approve the Minutes of the Annual General Meeting of Shareholders No.1/2018 held on April 27, 2018. 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 /2018 held on April 27, 2018.

The votes are as follows:

Agreement	485,041,926	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	equivalent to	0%

**Agenda 2: To acknowledge the Company's operating result for the year 2018**

The Chairman informed the Meeting about the sales of the year 2018 when compared to the previous year by regional and product group. Sales for the year 2018 of 1,919 million Baht, up 56% from the previous year of 1,231 million Baht. The Company had a net profit of the year 2018 by 14.7 million Baht or 0.8 % of sales compared to the net profit of 3.5 million Baht or 0.3% of sales for the year 2017. The Company received Bronze Award for the Anti -Drug Project in Workplace at Prachinburi factory. The Company set up a new company under co-operation with Electronic Manufacturing Services "EMS" in USA in March 2018. The Company had invested in machineries and equipment by 36 million Baht and Solar Roof Project by 14 million Baht which can save the use of electric energy.

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 2018.

**Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2018**

The Chairman reported to the Meeting the Financial Statement of the Team Precision Public Company Limited and its subsidiaries as of December 31, 2018 was certified by the auditor. Furthermore he reported the significant financial figures in the Statements of Financial Position, key financial ratios for the year ended 31 December 2018 by comparing last year and investment in assets.

**Resolution:** The Meeting resolved the approval of Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2017 and acknowledged the Auditors' Report.

The votes are as follows:

Agreement	488,640,826	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	equivalent to	0%

Remark: There were additional shareholders participate in this agenda

**Agenda 4: To consider and approve the profit allocation for legal reserve and the omission of dividend payment for the year 2018**

The Chairman reported to the Meeting that Board of director proposed the Meeting to approve the omission of dividend payment for the year 2018 due to Company have net profit only 14.7 million Baht and loss in cumulative retain earning.

**Meeting Questions**

Mr. Suriya Sata, the shareholder, summarized the inquiries as followed:

**Question** Could the Company make a profit and pay dividend to shareholders in the year 2019? How much the percentage of increased income in the year 2019?

**Answer** The overall income projection on the year 2019 would reasonably increase from the year 2018. If the Company completely fulfilled orders and had well profit, we would be able to pay dividend to shareholders.

**Question** Was the gross margin rate in quarter 1/2019 equal to quarter 4/2018.?

**Answer** It was a similar rate.

**Question** Regarding the share of loss from investment in USA associate worth 14 million Baht was due to the delay in production and consignment, the associate was in the process of production improvement to fulfill the order. So when would it be improved?

**Answer** The main purpose of investment in this associate in USA was the expected demand for sales order from USA customer and these orders would plan to produce in Thailand to make more increased income. For such issues, the Company needed to improve production as soon as possible even it still under our expectation. We planned to solve within the year 2019 by sending our Thai staff to improve its production. There might still be some losses and the improvement might take some time.

**Question** Regarding the overdue of account receivable within 3 months by 200-300 million Baht which the Company had received in the approximated amount of 100 million Baht. Therefore, when would the remaining outstanding account receivable be collected and would it be bad debt?

**Answer** Most of the overdue within 3 months came from our sales of raw material to the Associate in USA. Its capable operation was not efficient and needed the Company to support the improvement. However, there was no bad debt.

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 2018.

The votes are as follows:

Agreement	488,898,626	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	equivalent to	0%

Remark: There were additional shareholders participate in this agenda

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

The Chairman assigned Mrs. Suratr Petchmune, Director and Company Secretary to inform this matter, she reported to the Meeting 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

5.1 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 and the reason for re-electing 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. Monkhol Kittipoomvong as the Director.

The votes are as follows:

Agreement	488,898,626	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	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 Mrs. Malipa Manutsathit to be the Company's director for another term. Her vita had been presented in the Meeting by Mrs.Suratr Petchmune.

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

The votes are as follows:

Agreement	488,898,626	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	equivalent to	0%

**Agenda 6: To consider and approve Directors' remuneration for year 2019**

The Chairman informed the Meeting that to inform the Meeting that the Nomination and Remuneration Committee proposed 2019 Annual remuneration for board of Directors is not exceeding to 2,730,000 Baht (see the comparison remuneration in a meeting invitation letter) and not pay compensation to directors for year 2019.

**Meeting Questions**

Mr. Piyapong Piyatrakulrat, the shareholder, summarized the inquiries as followed:

**Question** How was the Company policy for director's payment of compensation?

**Answer** The Chairman of Audit Committee answered that the director remuneration consisting of 2 parts as follows:

- 1) Director fee was similar to payroll which was a fixed amount since the beginning of payment
- 2) Director compensation would be paid according to the Company performance, considering both profit and dividend. Most of them were a similar proportion in every year. For this 2018 year, the shareholder would not receive the dividend, therefore, all directors would also not receive the compensation.

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 2019 Annual remuneration and not paid compensation to Board of Directors as proposed.

The votes are as follows:

Agreement	488,898,626	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	equivalent to	0%

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

The Chairman assigned Mrs. Suratn Petchmune, Director and Company Secretary to inform this matter. She informed 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 2018. In the event that the 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 2019 will be not exceeding to 1,125,000 Baht and 30,000 Baht per license for other fees according to the Board of Investment's requirements for privileges of corporate income tax exemption.

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 2019 as proposed.

The votes are as follows:

Agreement	488,898,626	equivalent to	100%
Disagreement	-	equivalent to	0%
Abstention	-	equivalent to	0%
Invalid Ballot	-	equivalent to	0%

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

**Meeting Questions**

Mr. Suriya Sata, the shareholder, summarized the inquiries as followed:

**Question** Was there any impact on Baht value?

**Answer** The sales of the products and the purchase of the raw materials was mainly in US Dollar which would be managed the exchange rate risks by Natural Hedge. It might have some impact, but not much.

**Question** Did the Company book the whole increased expenses regarding the new labor announcement for Employee Benefits in accordance with Thai Accounting Standards (TAS) 19 in the year 2019?

**Answer** The Company would book the whole numbers from the change of employee benefits according to TAS 19 along with the auditor's opinion in the year 2019. The change might decrease profits.

Mr. Somkiat Tangwongpimuk, the representative of the Thai Investors Association, summarized the inquiries as followed:

**Question** Regarding the Company participated in the Thai private sector anti-corruption policy since 2013. Whether the Company had Coalition Against Corruption (CAC) certificate?

**Answer** Not yet. Although the Company had not been formally certified yet, the Company had always been cooperating.

**Question** Whether the Company wants to be certified in the future?

**Answer** The Chairman of the Audit Committee clarified that the Company had always been considering. As the certification had a rather long process and the Company also had some obstacles needed to amend. The Company currently in the process of improvement which would take approximately 1-2 years.

After no any further questions, the Chairman then thanked to all shareholders and closed the Annual General Meeting of Shareholder No 1/2019

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

**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	65 years
Starting date of position	2000 – Present (Independent Director) ,20 yrs
Number of year in the title	a 3 year term (Audit committee)
Percent of shareholding	The number of 1,090,000 shares or 0.17%
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 Chairman of The Executive Board of Directors Consulting And Management 49 Limited. 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 Y2019)**

- The Board of Directors	6/6	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	2/2	Times
- The Risk Management Committee	4/4	Times
- The AGM Y2019	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 (1)-

**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-

This independent director is not involved in any potential conflict of interest in all issues of consideration and different from other directors.

**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	67 years
Starting date of position	April 23,2015 – Present (Independent Director) 4 years 8 months
Number of year in the title	a 3 year term (Audit committee)
Percent of shareholding	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	2019 – Present Specialist attached to the Senate Standing Committee on Economic, Money and Fiscal (Effective 16 December 2019) 2018 – Present Independent Director Asia Green Energy Pcl. 2015 – Present Independent Director/ Audit Committee/ Nomination and Remuneration Committee /Chairman of Risk Management Committee Team Precision Pcl. 2007 – 2012 Managing Director Krungsri Securities Pcl. 2000 – 2007 Senior Executive Vice President Krungsri Securities Pcl 1988 – 2000 Executive Vice President, Head of Institutional Sales Department KGI Securities (Thailand) Pcl.



**Meeting attendance (during Y2019)**

- The Board of Directors	6/6	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	2/2	Times
- The Risk Management Committee	4/4	Times
- The AGM Y2019	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 (4)-

**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-

This independent director is not involved in any potential conflict of interest in all issues of consideration and different from other directors.



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

Name – Surname	Mr.Chai Jroongtanapibarn
Position	Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration Committee/Risk Management Committee
Age	66 years
Starting date of position	2000 – Present (Independent Director) ,20yrs
Number of year in the title	a 3 year term (Chairman of the Audit committee)
Percent of shareholding	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	2018 – Present Chairman/Independent Director Veranda Resort Pcl 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 Y2019)**

- The Board of Directors	6/6	Times
- The Audit Committee	4/4	Times
- The Nomination and Remuneration Committee	2/2	Times
- The Risk Management Committee	4/4	Times
- The AGM Y2019	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 of lending etc.,] -None-

This independent director is involved in the appointment of Directors to replace those retiring by rotation.



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

**Profile: Appoint to be director**

Type of Director	Director
<b>Profile of Director</b>	
Name – Surname	Mrs. Suratn Petchmune
Position	Director/ Company Secretary Compensation & Benefit Director Finance Director (Acting)
Age	59 years
Starting date of position	1996 – Present (22 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 Graduate Diploma (Taxation) The University of the Thai Chamber of Commerce 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.
<b>Meeting attendance (during Y2019)</b>	
- The Board of Directors	6/6 Times
- The AGM Y2019	1/1 Time
<b>Prohibitions</b>	No criminal record of an offence against property No record of any conflict of interest with the Company during the year
<b>Management positions and/or directorships</b>	-None-
<ul style="list-style-type: none"> <li>• other listed companies</li> <li>• other non-listed companies (excl. subsidiaries)</li> </ul>	Yes (1)
<b>Management positions and/or directorships in order companies that may cause a conflict of interest</b>	-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**

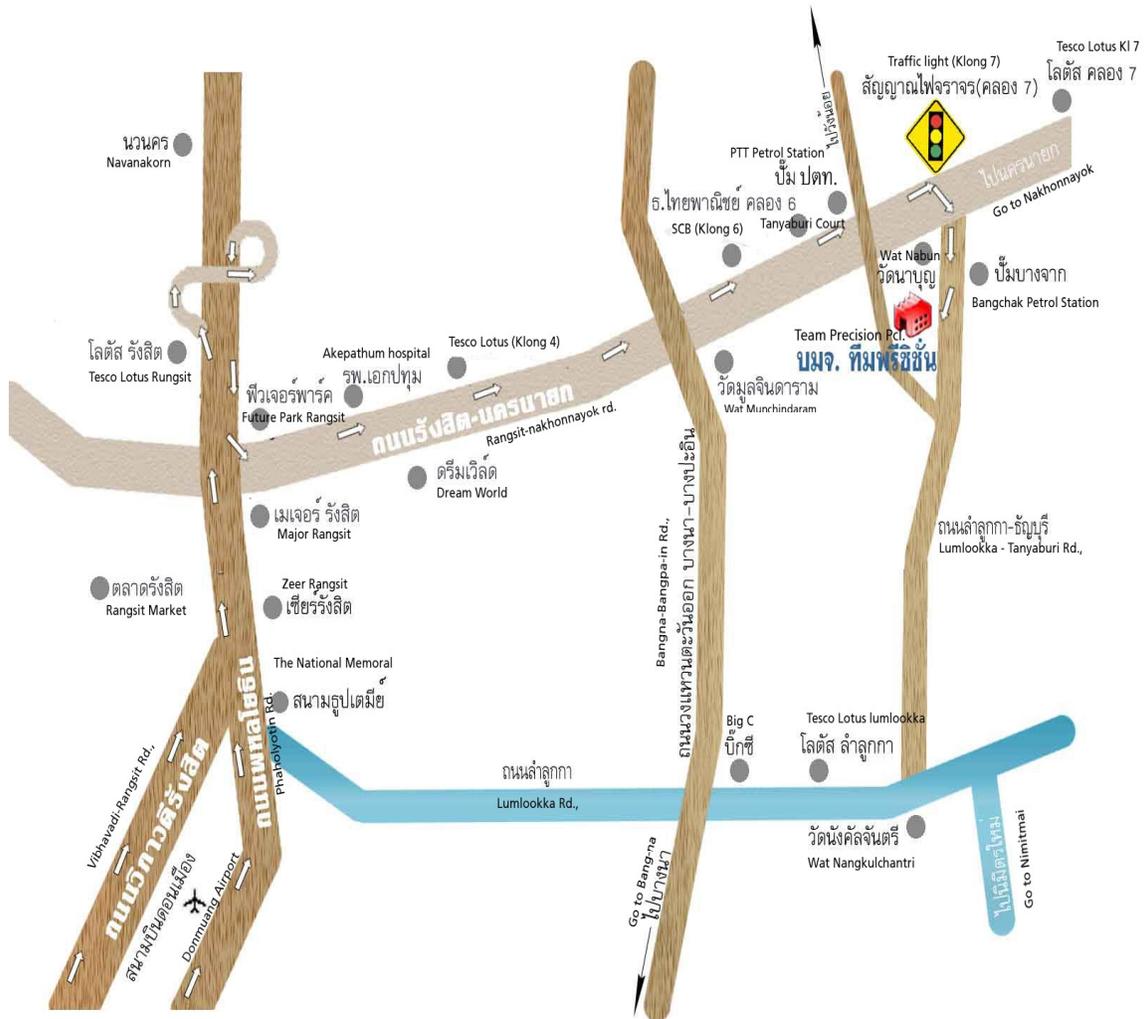
- No. 32 The venue of the shareholders' meeting shall be held either at the Company's head office, in any nearby province or other locations as the Board of Directors may consider.
- No. 33 The Company must hold a shareholders' meeting at least once a year, referred to as "Annual General Shareholders' 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 2019 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 Friday, April 27, 2020 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

**Proxy (Form B)**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) We \_\_\_\_\_ Nationality \_\_\_\_\_  
Address \_\_\_\_\_ Road \_\_\_\_\_  
Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
Postal Code \_\_\_\_\_

(2) Being a shareholder of Team Precision Public Company Limited  
Holding the total amount of \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_  
votes as follows:

- Ordinary Share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes  
 Preferred Share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

(3) Hereby appoint

1. Name \_\_\_\_\_ age \_\_\_\_\_  
year \_\_\_\_\_  
address \_\_\_\_\_

2. Mr. Monkhol Kittipoomvong, Independent Director Age 67 years 310 Lakeside villa 1,  
Moo 15 Bangna-Trad 5.5, Bangkaew, Samutprakran 10540 ( Attachment No.3 )

The proxy independent directors are not involved in any potential conflict of interest in all issues of consideration and different from other directors.

3. Mr. Pirom Chamsai, Ph.D., Independent Director Age 65 years 88/67 Soi Phahon yothin 7,  
Sam Sen Nai, Phayathai, Bangkok who has the conflicts of interest in Agenda No.5 due to the  
appointment of Director. ( Attachment No. 3 )

The proxy independent directors are not involved in any potential conflict of interest in all issues of consideration and different from other directors.

As my sole proxy to attend and vote on my behalf at the Annual General Meeting of  
Shareholders No.1/2020 on April 27,2020 at 10.00 a.m. at Meeting Room ,Team Precision Public  
Company Limited 152/8 Moo 3, Tanyaburi-Lumlookka Rd, Rangsit, Tanyaburi, Pathumthanee.

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

Agenda No. 1 To consider and approve the Minutes of the Annual General Meeting of  
Shareholders No. 1/2019.

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve  Disapprove  Abstain

Agenda No. 2 To acknowledge the Company's operating result for the year 2019.  
Remark: Due to this agenda is for acknowledgement, there will be no vote.

Agenda No. 3 To consider and approve the Statements of Financial Position and Statements  
of Comprehensive Income for the year ended December 31, 2019

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve  Disapprove  Abstain

Agenda No. 4 To consider and approve profit allocation for legal reserve and the omission of dividend payment for the year 2019

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve       Disapprove       Abstain

Agenda No. 5 To consider the appointment of Directors to replace those retiring by rotation

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

To elect directors as a whole

Approve       Disapprove       Abstain

To elect each director individually

1. Mr.Chai Jroongtanapibarn

Approve       Disapprove       Abstain

2. Mrs. Suratn Petchmunee

Approve       Disapprove       Abstain

Agenda No.6 To consider and approve the Directors' remuneration for year 2020

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve       Disapprove       Abstain

Agenda No.7 To consider the appointment of the auditors and determine the audit fee

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve       Disapprove       Abstain

Agenda No.8 To consider any other matters (if any)

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve       Disapprove       Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy  
( )

Remark

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
2. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of Team Precision Public Company Limited

For the Annual General Meeting of Shareholders No.1/ 2020 on April 27, 2020 at 10.00 a.m. at Meeting Room Team Precision Public Company Limited 152/8 Moo 3, Tanyaburi-Lumlookka Rd, Rangsit, Tanyaburi, Pathumthanee or at any adjournment thereof.

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re: \_\_\_\_\_

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re: To consider the appointment of Directors to replace those retiring by rotation (continue)

- Director Name.....
  - Approve       Disapprove       Abstain
- Director Name.....
  - Approve       Disapprove       Abstain
- Director Name.....
  - Approve       Disapprove       Abstain