

## **(Translation Copy)**

### **Criteria for Shareholder rights to propose the 2016 AGM agenda items**

In accordance with the principles of Good Corporate Governance relating to the right and equitable treatment of all shareholders. Thai Stanley Electric Public Company Limited provides the opportunity to shareholders to propose the 2017 AGM agenda items in advance. The Company has set up the criteria are as follows:

1. Qualification of Shareholders for propose agenda
  - 1.1 Being the company's shareholder
  - 1.2 The Company's shareholders who have held shares of not less than 5 percent (3,831,250 shares) of the company's issued shares, which can be either an individual shareholder or several shareholders.
  - 1.3 Must be the Shareholders who held those shares in Clauses 1.2 and the shares have been held at least 12 consecutive months from the date of holding such share to the date of proposing the agenda to the said meeting.
2. Criteria for consideration of agenda proposal, The Board of Directors do not consider to include the following matters on the agenda
  - 2.1 A proposal that proven in violates with laws, regulation rules and articles of the regulatory or involved agencies, government agencies or relate agencies or actions not in compliance with the articles of association, the resolution of shareholders' meeting and the good corporate
  - 2.2 A proposal that is likely to be beneficial for a particular persons or group of persons.
  - 2.3 A proposal founds beyond the objectives or authority of the Board of Director.
  - 2.4 A proposal that the information shareholders provided is incomplete or incorrect.
  - 2.5 A proposal proposed by shareholders who do not possess all qualification as stated in this criteria.
  - 2.6 A proposal that is not beneficial to the Company's business operation, or that the Board of Director, with reason explainable to the shareholders, considers unnecessary to be placed as an agenda.

3. Period and channels available for receiving the Agenda Proposal

3.1 The Company will inform shareholders on its website at <http://www.thaistanley.com> to propose agenda from January 20, 2017 to April 20, 2017. Then the proposed agenda will be presented to the Board of Directors for consideration in May 2017.

3.2 The Shareholders can submit the 2017 AGM agenda items Form together with the required documents and evidences as following:

( a ) Evidence of shareholdings, i.e. a certificate issued by securities company or any other evidence issued by the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd. (TSD);

( b ) Evidence of the shareholders' identity;

For individual shareholders: A certified true and correct photocopy of valid identification card, government officer identification card, driver license, passport, or alien identification card, of the shareholders.

For juristic shareholders: A photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true and correct by authorized person(s) of that juristic entity together with certified true and correct photocopy of valid identification card, government officer identification card, driver license, passport, or alien identification card, of authorized person(s) of that juristic entity

The shareholders may informally submit a Form, together with the required document and evidences by facsimile at 0-2581-5397 or via email address at [companysecretary@thaistanley.com](mailto:companysecretary@thaistanley.com) or [info@thaistanley.com](mailto:info@thaistanley.com) and posting the original by a registered mail to the

Company Secretary / Administration Division  
Thai Stanley Electric Public Company Limited  
29/3 Moo 1, Bangpoon-Rangsit, Banklang  
Muang, Pathumthani 12000

In this regard, the Company Secretary will initially review the proposal of the shareholders before proposing it to the Board of Directors. In case the information provided by shareholder is

incomplete or incorrect, the Company will notify the shareholders within 28 April, 2017. If the Shareholders fail to correct and submit the original to the Company within May 5, 2017, the Company will notify the shareholders of exclusion of the proposal.

4. Post-submission process of the Board of Directors:

- 4.1 The Board of Directors will consider the proposal of the shareholders and propose to the Board of Directors meeting in May 2017.
- 4.2 A proposal that the Board of Directors considers appropriate to be an agenda of the meeting will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.
- 4.3 A proposal that the Board of Directors considers inappropriate to be an agenda of the meeting will immediately be notified to the proposing shareholder(s) together with reason(s) through the Company's website at <http://www.thaistanley.com>