



บริษัท ไทยสแตนลีย์อิเล็กทริก จำกัด (มหาชน)
THAI STANLEY ELECTRIC PUBLIC COMPANY LIMITED

29/3 หมู่ 1 ถนนบางพูน-รังสิต ตำบลบ้านกลาง อำเภอเมือง จังหวัดปทุมธานี 12000 ประเทศไทย TEL : 0-2581-5462 ทะเบียนเลขที่
29/3 MOO 1 BANGPOON-RUNGSIT ROAD, BANKLANG, MUANG, PATHUMTHANEE 12000 THAILAND. FAX : 0-2581-5397 0107536000765

(Translation)

Ref. IR14001

January 8, 2014

Subject : To right of Shareholders to propose the 2014 AGM agenda items

To : President
The Stock Exchange of Thailand

Thai Stanley Electric Public Company Limited has recognized and emphasized on the importance of rights and the equitable treatment of all shareholders in accordance with the Company's good corporate governance policy.

Thai Stanley Electric Public Company Limited hereby announces that the right of Shareholders to propose the 2014 AGM agenda items. Furthermore, the Company will be announced the criteria for Shareholders to propose agenda on the Company's website at <http://www.thaistanley.com> from January 10, 2014 to April 10, 2014.

Please be informed accordingly.

Yours faithfully,

x 

(Mr. Apichart Lee-issaranukul)

Executive Chairman

(Translation Copy)

Criteria for Shareholder rights to propose the 2014 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 2014 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 10, 2014 to April 10, 2014. Then the proposed agenda will be presented to the Board of Directors for consideration in May 2014.

3.2 The Shareholders can submit the 2014 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 or 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 21 April, 2014. If the Shareholders fail to correct and submit the original to the Company within April 30, 2014, 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 2014.
- 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>

(Translation Copy)

Agenda Proposal to the 2014 AGM Form

(1) General information: Name-Surname (Mr./Mrs./Miss) Company.....

(In case shareholders are juristic person, please specified contact person name)

Current Address.....

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Telephone no..... Facsimile no.....

Mobile phone no..... E-Mail.....

(In case of a non-Thai national, must be specified aboard address)

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(2) Number of Share Holding.....Shares

(3) Proposed Agenda Subject.....

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Supporting information for consideration as follows:

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I certify that the above mentioned information, evidence of shareholding and additional supporting document(s) are all correct and give consent to disclosed and hereby affix my signature as evidence thereof

Signature.....

(.....)

Date

Remarks :

1. The Shareholder must enclose the evidence of shareholding, i.e. 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), and evidence of the shareholders' identity; For individual shareholders shall be enclosed a certified true and correct photocopy of valid identification card, government officer identification card, driver license, or passport, or alien identification card of the shareholders. For juristic shareholders shall be enclosed 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

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

In case shareholders change their title, name, or surname, a certified true and correct photocopy of evidence of change shall be enclosed.

2. The shareholders may informally submit a Form by facsimile at 0-2581-5397 or via email address at companysecretary@thaistanley.com or info@thaistanley.com and posting the original by registered mail to the Company Secretary / Administration Division at Thai Stanley Electric Public Company Limited 29/3 Moo1, Bangpoon-Rangsit, Banklang, Muang, Pathumthani 12000 within April 30, 2014 for consideration of the Board of Directors based on the Company's criteria

3. AGM Form shall be prepared as follows:

Each Form shall be used for each separate agenda

For Agenda Proposal proposed by a group of shareholders, all named shareholders shall fill in details and sign in the Form.

4. A shareholder who provides incomplete or incorrect information, or unable to be contacted or unqualified shall not be entitled to propose the Agenda.