



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

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

**Invitation of the Annual General Meeting of Shareholders No.1/2016**

6<sup>th</sup> June 2016

**Re:** Invitation of Annual General Meeting of Shareholders No.1/2016

**Attn:** The Shareholders

- Attached documents:**
1. Attachment to Agenda 1 : A copy of the minutes of the Annual General Meeting of Shareholders No.1/2015.
  2. Attachment to Agenda 2 and Agenda 3: Annual Report 2015 and The Financial Statements for fiscal year 2015 with Balance sheet and Statement of Income for the year ended 31 March 2016.
  3. Attachment to Agenda 5 : Information on proposed directors in replacement of those retired by rotation and Definition of Independent Director.
  4. Attachment to Agenda 6 : Director fee for 2016.
  5. Attachment to Agenda 7 : Auditors fee
  6. Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting
  7. Company's Articles of Association concerning the Shareholders Meeting
  8. Details Independent Director
  9. Proxy Form B
  10. Participant Form and Map of the Meeting Location and Map of Mini-Van Parking Service
  11. Requirement Form for the Annual Report (Printed Form)

The Board of Directors of Thai Stanley Electric Public Company Limited has resolved to convene the **Annual General Meeting of Shareholders No.1/2016 on 8<sup>th</sup> July 2016 at 3.00 p.m., at Conference Hall, Thai Stanley Electric Public Company Limited, 29/3 Moo1 Bangpoon-Rungsit Road, Banklang, Muang, Pathumthani** in order to consider the agenda as follows;

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2015.**

Facts and Reasons : The copy of minute of the Annual General Meeting of Shareholders No.1/2015 held on 3<sup>rd</sup> July 2015 sent to shareholders with The notice of The Annual General Meeting of Shareholders No.1/2016.

Opinion of the Board of Director: The Board has considered that the Minutes of the Annual General Meeting No.1/2015 held on 3<sup>rd</sup> July 2015, have correctly and recommends to certified.  
(as detailed in Attachment 1)

**Agenda 2 To acknowledge the report on the Company's operating results in respect of the previous year**

Facts and Reasons : The Company's operating result and annual report sent to shareholders with The notice of The Annual General Meeting of Shareholder No.1/2016.

Opinion of the Board of Director: The Board has considered and acknowledged the report on the Company's operating results in respect of the previous year.  
(as detailed in Attachment 2)



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**Agenda 3 To consider and approve the audited balance sheet and profit and loss statement for the year ended 31<sup>st</sup> March 2016.**

Facts and Reasons : In compliance with Public Limited Companies Act, the company shall prepare a balance sheet and profit and loss statement at the end of the fiscal year 31 March 2016 which were audited by auditor of PricewaterhouseCoopers ABAS and reviewed by audit committee.

Opinion of the Board of Director: The Board has considered and approved the audited balance sheet and profit and loss statement for the year ended 31<sup>st</sup> March 2016.

Voting Required This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 4 To consider and approve dividend payment and appropriation of the profit for 1<sup>st</sup> April 2015 – 31<sup>st</sup> March 2016.**

Facts and Reasons The company has the dividend payment policy is not less than 30 per cent of the net profits (The company only).

Opinion of the Board of Director: The Board has considered and approved dividend payment and appropriation of profit to pay dividend at Baht 5.00 per share with take from Net Profit – Non BOI business operation , the record date of the shareholders for the right to receive such dividend will be on July 14<sup>th</sup>, 2016 and will aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act. By the recording from closed share registration book on July 15<sup>th</sup>, 2016. The dividend payment will be paid on July 29<sup>th</sup>, 2016.

As a result of dividend payment in 5.00 baht per share or amount 383,125,000 baht equal to 32.68% of Net profit as at 31<sup>st</sup> March 2016 (The company only) were 1,172,513,325 baht that consistently with company's dividend payment policy.

Data dividend payment compare with the last year as follows:

Details Dividend	2016 (The Company Only)	2015 (The Company Only)	2014 (The Company Only)
1. Net Profit (Baht)	1,172,513,325	1,065,017,520	1,414,392,933
2. Number of share	76,625,000	76,625,000	76,625,000
3. Dividend Per Share (Baht : Share)	5.00	4.80	6.00
- Non – BOI Business operation	5.00	4.80	6.00
- BOI Business operation	-	-	-
4. Total Dividend Payment (Baht)	383,125,000	367,800,000	459,750,000
5. Dividend ratio (%)	32.68	34.53	32.51

Voting Required This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.



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**Agenda 5 To consider and approve the election of directors replacing those retired by rotation.**

Facts and Reasons In compliance with The company's Articles no 16 : At every annual general meeting, one-third (1/3) of the directors must retire from office and a retiring director is eligible for re-election ,at the Annual General Meeting of Shareholders No.1/2016 4 directors who retired by rotation details as follows:

- |                  |                 |                      |
|------------------|-----------------|----------------------|
| 1. Mr. Koichi    | Nagano          | Director             |
| 2. Mrs. Pimjai   | Lee-issaranukul | Director             |
| 3. Mrs. Pornthip | Sethiwan        | Director             |
| 4. Mr. Picharn   | Sukparangsee    | Independent Director |

The consideration for election directors replacing directors who retired by rotation not approve by nomination committee because of not yet setting but the board of director considered the qualification due to their knowledge and capability will benefit to the company.

Opinion of the Board of Director: The Board has considered and approved the re-appointment of 4 Directors who would retire by rotation that considered from capability , experience and having well performed their duties as directors. Details of name and type of director as follows:

- |                  |                 |                      |
|------------------|-----------------|----------------------|
| 1. Mr. Koichi    | Nagano          | Director             |
| 2. Mrs. Pimjai   | Lee-issaranukul | Director             |
| 3. Mrs. Pornthip | Sethiwan        | Director             |
| 4. Mr. Picharn   | Sukparangsee    | Independent Director |

And details of biographies , education degree , working experience , number of shares held in the company , position in other business , current position director and attendance in meetings during Year 2015 are attached as Attachment No.3

And because of to appointment independent director that the company specify the qualification of independent director to be on a level of the Capital Market Supervisory Board's definitions No. TorChor. 14/2552 No.16 , which the company disclosure details of the 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 , as detailed in Attachment 3

Voting Required This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes and one by one voting.

**Agenda 6 To consider and approve to determine the directors' remuneration for year 2016.**

Facts and Reasons In compliance with The company's Articles No 15 : The directors' remuneration and consideration shall be fixed by the shareholders' meeting ,and No.37 : A resolution of any shareholders' meeting shall be passed by a majority votes of all the shareholders attending the meeting and having the right to vote.

The principles of directors' remuneration , the company 's remuneration for director not yet determine from Remuneration Committee because not yet setting but the board of director circumspectly consideration by compared with the listed company in The Stock Exchange of Thailand in nearness size or in the same industry and proposal to the Annual General Meeting of Shareholders to approve.



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Opinion of the Board of Directors: The Board recommends that the remuneration of the Board of Directors for the year 2016 in total amount 5,000,000 baht and payment conditions shall be determined by the Board of Director ( same as the previous year , as detailed in Attachment 4)

Voting Required This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 7**

**To consider and approve the appointment of auditors and their remuneration.**

Facts and Reasons In compliance with The company's Articles No 39 : The auditor shall be appointed by the general shareholders' meeting. The retiring auditor is eligible for re-election. And No.40 The auditor's remuneration shall be fixed by the shareholders' meeting.

The Audit Committee considered qualification auditors from PricewaterhouseCoopers ABAS Limited, that due to their standard working and expert in auditing and well - perform. The audit committee recommend to appointment auditor details as follows :

1. Miss Varaporn Vorathitikul, Certified Public Accountant (Thailand) No.4474 was initialed the Company's Financial Statement in fiscal year 2014 - 2015 and/or:
2. Mrs. Unakorn Phruithithada, Certified Public Accountant (Thailand) No.3257, was initialed the company's Financial Statement in fiscal year 2012 – 2013 and/or :
3. Mr. Prasit Yuengsrikul , Certified Public Accountant (Thailand) No.4174 not yet initialed the Company's Financial Statement and /or:
4. Mr.Vichien Khingmontri , Certified Public Accountant (Thailand) No.3977 not yet initialed the Company's Financial Statement

any one being authorized to conduct the audit and express and opinion on the annual financial statements of the Company. In the absence of the above-name auditors, PricewaterhouseCoopers ABAS Limited is authorized to identify one other Certified Public Accountant with PricewaterhouseCoopers ABAS Limited to carry out the work.

And determine the auditor's remuneration for year 2016 for The financial Statement auditing shall be 2,050,000 baht and for reviewing compliance with conditions of BOI promotion certificate shall be 115,500 baht per certificate .

The above audit firm and auditors are not related or conflict of interest with Company / Management / Major Shareholder or their related persons which independent in conduct of its auditing functions.

Opinion of the Board of Directors: The Board has considered from Audit Committee recommended and approved that Miss Varaporn Vorathitikul, Certified Public Accountant (Thailand) No.4474 and / or Mrs. Unakorn Phruithithada Certified Public Accountant (Thailand) No.3257, and/ or Mr. Prasit Yuengsrikul , Certified Public Accountant (Thailand) No.4174 and /or Mr.Vichien Khingmontri , Certified Public Accountant (Thailand) No.3977 of Pricewaterhouse-Coopers ABAS Limited be appointed as the auditors for the year 2015. Their remuneration for the financial statement auditing shall be Baht 2,050,000.- per annum , and for reviewing compliance with conditions of BOI promotion certificate shall be 115,500 baht per certificate – that same as the previous year . (as detailed in Attachment 5)

Voting Required This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.



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**Agenda 8 Others (if any)**

As the company invited the shareholders to proposed the agendas in advance for the 2016 Annual General Meeting since January 8 , 2016 to April 8, 2016 that there was no any proposal from the shareholders.

The shareholders who have the right to attend and vote must be the shareholders whose names are listed in the record date on 13<sup>th</sup> June, 2016 and aggregate rightful shareholders list under section 225, Securities and Stock Exchange Act.by the recording from close share registration book on June 14<sup>th</sup>,2016.

This is to invite shareholders to attend the Annual General Meeting of Shareholders No.1/2016 on the date, at the time and place stated above. The commencement for register to attend the meeting will be from 02.00 p.m.and for your convenience in transportation, the Company arrange mini-van in a pick up point at in front of MRT - Chatuchak Park Station (Contact Mobile Phone number 081-812-3108) , the shareholder who would like to involved please fill in participant form details as at Attachment 10.

Any shareholder who cannot attend the meeting and wishes to appoint a proxy to attend and vote on his behalf, please complete the attached proxy form as detailed in Attachment 9 or download from company website [www.thaistanley.com](http://www.thaistanley.com) / Investor Relation and please submit to the Company officer for registration or send to Investor Relations Section before the meeting for 1 day and the Company will facilitate in affixing the duty stamp for this meeting .

Yours faithfully,  
Thai Stanley Electric Public Company Limited

Mr. Apichart Lee-issaranukul  
Executive Chairman

Remarks :

1. In case of the Shareholders would like to proxy to Independent Director , the Company would like to information Independent Director who not having any special interest in the Agenda election directors as **1. Mr.Krisada Visavateeranon 2. Mr.Chokechai Tanpoonsinthana 3.Mr.Suchart Phisitvanich** , details of Independent Director as at Attachment No. 8 and you can send proxy form and document support before the meeting at Investor Relations , Thai Stanley Electric Public Company Limited , 29/3 Moo 1 Bangpoon – Rangsit Road Banklang , Muang Pathumthani 12000
2. In case of the Shareholders who intention to receive the Annual Report 2015 in printed form, please send requirement form of the Annual Report (Printed Form) details as at Attachment No.11 and contact to Investor Relations by telephone no. 0-2581-5462 extension 1118 or 1164 or fax no 0-2581-5397 , 0-2581-4502 or e-mail [info@thaistanley.com](mailto:info@thaistanley.com) , one shareholder will receive the Annual Report only 1 set.
3. In case of the Shareholder have any questions about this meeting , you can send your question before the meeting at Investor Relations , Thai Stanley Electric Public Company Limited 29/3 Moo 1 Bangpoon-Rangsit Road , Banklang , Muang , Pathumthani 12000 or Telephone No.0-2581-5462 extension 1118 or 1164 , Fax No 0-2581-5397 , 0-2581-4502 or e-mail [info@thaistanley.com](mailto:info@thaistanley.com)

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Minutes of the Annual General Meeting of Shareholders No.1/2015  
Of  
Thai Stanley Electric Public Company Limited

Date of the Meeting :Friday, 3<sup>rd</sup> July 2015 at 3.00 p.m.  
Venue of the Meeting :3<sup>rd</sup> Floor Conference Room of Thai Stanley Electric Public Company Limited  
29/3 Moo1, Bangpooon-Rangsit Road, Bangklang, Muang, Muang, Pathumthani

Mr. Apichart Lee-issaranukul was the Chairman of the meeting, welcome to shareholder .The chairman announced that as there were 64 shareholders, present in persons and proxies representing 62,587,497 shares as of 81.68 percentage of total issued shares. (The company has a total of 76,625,000 issued shares) which was more than one-third of the total of the Company's issued and outstanding shares, a quorum was thus constituted. The Chairman opened the meeting and Mrs.Sudjai Srfuengfung , Company Secretary act as secretary of the meeting , introduced Directors , Executives and the attendees as the following.

- Director attended the meeting 9 persons from 12 persons.

1. Mr. Apichart	Lee-issaranukul	Director and Executive Chairman
2. Mr. Koichi	Nagano	Director and President
3. Mr. Katsumi	Sumiya	Director
4. Mr. Krisada	Visavateeranon	Independent Director and Chairman Audit Committee
5. Mr. Thanong	Lee-issaranukul	Director
6. Mr. Chokechai	Tanpoonsinthana	Independent Director and Audit Committee
7. Mr. Suchart	Phisitvanitch	Independent Director and Audit Committee
8. Mrs. Pimjai	Lee-issaranukul	Director
9. Mr. Picham	Sukparangsee	Independent Director

- The Management

Executive General Manager Die & Mold Division	Mr. Nobuhiro Takahashi
Executive General Manager Research & Development Center	Mr. Koji Kobayashi
Executive General Manager Marketing Division	Mr. Hideki Matsui
Chief of Office of Internal Audit	Mrs. Nongyao Apirum

- Concerned Persons

Auditor from PricewaterhouseCoopers ABAS Limited	Ms. Varaporn Vorathitikul
The Company's legal advisor, from Bangkok Global Law Office Limited , who would act as an intermediary to investigate the vote counting in case of any inconsistency	Ms. Rattawan Putthaprasartporn
The interpreter	Ms. Winita Pongchaiyong
The representative of Local Organization : Mayor of Banklang Municipality	Mr. Sayan Nopkhum
The employee representation of the company: Welfare Committee Vice Chairman	Mr. Padet Charoenpoldee
The employee representation has been elected by employee: Welfare Committee	Mr. Pornchai Hosuk

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To ensure that the Meeting would proceed smoothly, the Secretary explained the voting procedures for the Meeting to consider and vote on each matter under the agenda as follows:

- The number of votes for which each shareholder was eligible would be equal to the number of shares held by himself or herself. If the shareholder present in person or by proxy wished to vote approved or disapproved or abstain into voting form which the company gave to person or by proxy to vote at the meeting room.

- If Shareholder present in person or by proxy wished to vote disapprove or abstain from voting, he or she must raise the hand and mark voting form which the company's official distributed at the registration desk. After marking the voting card to the company's official for vote counting. The number of the votes disapprove and abstain would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in favor of the relevant matter.

For the appointment of directors, shareholder voted one by one for one director with the best practice of Annual General Meeting.

If any shareholder had an interest in any matter which the Meeting was going to consider, thereby making him or her not entitled to vote on that matter, the number of votes for which that interested shareholder was eligible would automatically be deducted from the total of the votes cast by the Meeting.

- Before the Meeting voted at the end of the consideration of each matter under the agenda, the shareholder would be given a free opportunity to raise question or express opinions relevant to that matter in an appropriate manner. In doing so, the shareholder should show the hand and introduce himself or herself to the Meeting first by starting name and surname each time.

Furthermore, during the meeting, if shareholders or proxies to add any agenda, the registration will record the vote count in such an agenda.

Then, the Chairman declared the Meeting duly be convened to consider the following 8 agendas.

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2014**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No.1/2014, held on 4<sup>th</sup> July 2014 which was sent to the shareholders together with the Notice.

No other question being raised, the chairman, then, requested the Meeting to consider.

The Meeting duly considered and resolved that the Minutes of the Annual General Meeting of Shareholders No. 1/2014 be certified by the following voting:

Approved	62,587,497	votes,	equivalent to	100	%
Objected	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%

**Agenda 2 To acknowledge the report on the Company's operating results in respect of the previous year.**

The Chairman proposed the Company's operating results of the previous year as presented on annual report as delivered to the shareholders with the Notice of the annual general meeting of shareholders. And this agenda is acknowledge, shareholders did not to vote and report the data for additional by presentation of graph compare as the following:

In the year 2014, Thailand economic growth rate of 0.7%.that decreased from year 2013 that affected from economic and politic situation. In the year 2015 forecasting GDP at 3.5% but the number still changed time on time.

In year 2014 , Car total sales were 2.01 million units, decreased 18%, divided into domestic sales 0.88 million units, decreased 34% and the export sale 1.13 million units , same as last year when considering the quarter 1- 4 will see sequential decrease in every quarterly, Sales in January – March 2015 were 0.53 million units increased 2% divided to domestic sale were 0.20 million unit decreased 12% and export sales were 0.33 million units

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increased 13% and the total car production in 2014 were 1.88 million units, decreased 23%. To considered by quarterly that same as the sales and trend of car production is decreasing , the production in January – March 2015 were 0.52 million units increased 1%.

For motorcycles, In year 2014 sales of 1.70 million units decreased 15% , sale by quarterly was down sequentially and sales in January – March 2015 were 0.48 million units increased 11%. Motorcycle production for domestic sale and export was 1.84 million units; decreased 17%. Production for January-March 2015 were 0.54 million units, increased 10%.

The company operational results: In the year 2014 has sold 9,524 million baht, decreased 7%, with net profit 1,158 million baht, decreased 22% . Quarterly revenue was down sequentially.

Structure of the company's sales for auto bulb is 675.01 million baht or 7.09% increased 3.26%, Lamp has sold 8,389.58 million baht or 88.09% decreased 6.97%. Die & Mold and R&D Center sales are 459.24 million baht or 4.82% decreased 23.01% totals 9,523.83 million baht, decreased 7.25%.

In the year 2014 the company has an investment total of 955.45 million baht, decreased 3.00%. Investment in the land of 18.15 million baht decreased 70.82%, building 117.17 million baht, decreased 15.01%, machine and tool 493.71 million baht, decreased 11.49%, Mold and Jig 323.35 million baht, increased 50.80%, others 3.06 million baht , decreased 76.00%. The Company partially pending investment due to the economic conditions and local political uncertainty; The Company is cautiously observing the various conditions and is prepared to continue its investments.

Employment as of March 31, 2015: Male 1,648 persons decreased by 18 persons, Female 1,508 persons decreased by 116 persons, Japanese 25 persons decreased by 7 persons, total is 3,181 persons decreased by 127 persons. There have been no layoffs but a certain number of Fixed-Time employees with fixed contracts of hire have resigned because The Company does not issue overtime pay.

The achievement awards in 2014 as follows:

- The Best Performance Company of Safety, Occupational Health and Workplace Environment Award from Ministry of Labor for the 11 years in a row, in July 2014.
- An outstanding Establishment for Labor Relation and Welfare Award 2014 from Ministry of Labor for the 9 year in a row , in September 2014
- Delivery Award from Thai Honda Manufacturing Co.,Ltd.
- Delivery Award from Toyota Motor Asia Part Co.,Ltd.

The Chairman informed an agenda for acknowledgement and invited shareholders to ask questions or voice their observation. Shareholders raised some issues which were summarized as follows:

Mr. Chatchai Khunngam  
(Shareholder)

1. Asked about progress of Eco Car 2.
2. The liquidity of company 's share is very low, it should have market maker or consider to split par.
3. Proposed to review gift cancellation.

Mr. Apichart Leeissarakul  
(Executive Chairman)

1. The Eco Car 2 Project has just begun to apply for investment promotion of automotive manufacturers. Currently, only one manufacturer - Mazda has started the operation. Other manufacturers are still waiting to see political situations. The Company thinks this matter will become clearer in one year.
2. The Company's low liquidity is due to the economy and automotive industry that slow down. The investment of the shareholders would like to see more clarity in all industries. The Company asks shareholders to be patient in their investments, the situation will become much clearer in due time.



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3. The Company has canceled the gift but thinks that gift giving is not a big deal. This year, the gift is valuable and useful: the purple bag is to celebrate Princess Sirinthon Anniversary and the food set consists of community products from Makham Temple in Pathum Thani contained in a recycle and disposable container.

Mr. Boonprasit Rojanapruek  
(Proxy)

1. From page 140 of the Annual Report, the Company has agreed to inter into agreement on New Cost Management System with Stanley Electrics (Japan). At present, how expenses have been reduced and how does it difference from previous system?
2. From page 84 of the Annual Report, the Company has a plan to increase other motor product lines in response to the market needs. What are these products?
3. Asked for further clarification on technical assistance agreement with Electro Polymers (PVT) Pakistan and Unitech Machines Limited India.
4. From page 53 of the Annual Report, why the dividend payment from Asian Stanley International is missing?

Mr. Koichi Nagano  
(President)

1. New Cost Management System will first determine the cost standard for each product and we will look for the actual cost and compare it with the standard one. This system will help to identify the cost difference, which will lead for cost improvement. We have used this system on many products since last year and are able to effectively improve production costs and the system is original by Stanley.

Mr. Apichart Lee-issaranukul  
(Executive Chairman)

2. The Company has continued to develop product lines. We have developed from lamps with regular light bulbs to LED lamps which are currently mass produced and distributed to many automotive manufacturers. As for accessories, we have developed Raybrig, which is a decorative lamp with high efficiency.
3. The technical assistance agreement with Electro Polymer and Unitech Machine is to provide support of production technology in accordance with production methods of Stanley Electrics (Japan). The Company will receive a royalty in percentage as agreed.
4. There was no dividend payment from Asian Stanley International (ASI) which is a joint venture company manufacturing electric products. For the last 2-3 years, ASI has invested in factory construction and purchased many machines. Large sum of money was used and it was decided to cancel the dividend payment. The present situation has gotten better and we expect to pay dividend payment starting from next year.

Mr. Nara Sriphet  
(Shareholder)

1. What is the Company's plan to handle the declining of sales volume estimate due to economic condition?
2. What are the reasons for the 7% decrease in sales volume while and 22% decrease in net profit?
3. Why has the number of Japanese staff been decreased by 7?

Mr. Koichi Nagano  
(President)

1. Motor sales volume has been estimated to remain the same or drop from previous year due to decrease in order from manufacturing customers, especially domestic sale. The Company has set the production improvement activities or SNAP (Stanley New Approach for higher Productivity) which includes identifying and eliminating production waste and cost reduction in order to maintain profit level

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under condition of decreased sales volume. We also reduce fixed variable cost , company including of order raw materials cost.

2. The low performance due to in last year is due to change in sales volume and decrease in order from manufacturing customers. We have attempted to reduce costs and expenses but profit still dropped considerably. This year, we are trying to seek measures to reduce more costs.

Mr. Apichart Lee-issaranukul  
(Executive Chairman)

3. The Company thinks that it is good to the number of Japanese staff decreasing. The Japanese staff came here with to aim to assist in production and provide knowledge on production, design, and management technology. Their return to Japan means that both parties have achieved our goal. For our part, it means that we are able to manage the operation by ourselves. As for their part, it means that they have succeeded in providing the knowledge needed for operation.

No other question being raised, the chairman, then, requested the Meeting to consider.

The Meeting duly acknowledges the report on the Company is operating results in respect of the previous year.

**Agenda 3 To consider and approve the audited balance sheet and profit and loss statement for the year ended 31st March 2015.**

The Chairman proposed the Meeting to consider and approve the audited balance sheet and profit and loss statement of the company for the year ended 31<sup>st</sup> March 2015, which was sent to the shareholders together with the Notice and show the importance data by video presentation as follow:

(The Financial statement in which the Equity method is applied)	31 March 2015 (Million Baht)	31 March 2014 (Million Baht)	Change (%)
Current Assets	5,947.01	5,261.97	13.02
Total Assets	13,293.90	12,506.08	6.30
Current Liabilities	1,551.39	1,484.28	4.52
Total Liabilities	1,754.57	1,674.24	4.80
Total Shareholders' equity	11,539.33	10,831.84	6.53
Total Liabilities and shareholders' equity	13,293.90	12,506.08	6.30
Sales	9,523.83	10,268.62	(7.25)
Cost of sales	7,808.83	8,080.35	(3.36)
Gross margin	1,715.00	2,188.27	(21.63)
Selling and administrative expenses	727.66	830.96	(12.43)
Share of profit from investment in associates	168.53	130.55	29.10
Profit before income tax	1,445.13	1,847.02	(21.76)
Net profit for the year	1,157.65	1,487.51	(22.18)

The Chairman invited shareholders to ask questions or voice their observations. Shareholders raised some issues which were summarized as follows:

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No other question being raised, the chairman, then, requested the Meeting to consider.

Khun Siripom Kattapong  
(Proxy)

From Article 8 of page 50 of financial statements, why does account receivable with more than one year overdue increase 24 million baht from last year's 2.9 million baht?

Mr. Apichart Lee-issaranuku  
(Executive Chairman)

The account receivable with 24.85 million baht of one year overdue is a company from India that we have been in contact continually. This company has been affected by the economic in India but has been making repayments. The last repayment was in February 2015 and it is the responsibility of the management to handle this matter.

The Meeting duly considered and resolved that the report on Company's operating results in respect of the previous year be certified and the Directors' Report be approved by the following voting:

Approved	62,587,497	votes,	equivalent to	100	%
Objected	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%

**Agenda 4 To consider and approve dividend payment and appropriation of the profit for 1<sup>st</sup> April 2014 – 31<sup>st</sup> March 2015.**

The Chairman proposed the Meeting to consider and approve the appropriation of profit for 1<sup>st</sup> April 2014 – 31<sup>st</sup> March 2015 in order to distribute dividends to shareholders at the value of Baht 4.80 per share, with take from Net Profit – Non BOI business operation amounting to Baht 367,800,000 (Baht Three hundred and sixty seven million eight hundred thousand only). The record date of the shareholders for the right to receive such dividend will be on July 14<sup>th</sup>, 2015 and will aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act. By the recording from closed share registration book on July 15<sup>th</sup>, 2015. The dividend payment will be paid on July 29<sup>th</sup>, 2015.

Details Dividend	2015 (The Company Only)	2014 (The Company Only)	2013 (The Company Only)
1.Net Profit (Baht)	1,065,017,520	1,414,392,933	1,533,948,284
2.Number of share	76,625,000	76,625,000	76,625,000
3.Dividend Per Share (Baht : Share)	4.80	6.00	6.75
-Non-BOI Business operation	4.80	6.00	6.75
- BOI Business operation	-	-	-
4.Total Dividend Payment (Baht)	367,800,000	459,750,000	517,218,750
5.Dividend ratio (%)	34.53	32.51	33.72

The Chairman invited shareholders to ask questions or voice their observations. Shareholders raised some issues which were summarized as follows:

No other question being raised, the chairman, then, requested the Meeting to consider.

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The Meeting duly considered and resolved that the report on Company's operating results in respect of the previous year be certified and the Directors' Report be approved by the following voting :

Approved	62,587,497	votes,	equivalent to	100	%
Objected	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%

**Agenda 5 The consider and approve the election of directors replacing those retired by rotation.**

The President reported the Meeting on This year, there are 4 directors whose retiring by rotation as follows:

1. Mr. Thanong Lee-issaranukul Director
2. Mr. Katsumi Sumiya Director
3. Mr. Suchart Phisitvanich Independent Director
4. Mr. Katsutoshi Iino Director

The President proposed the Meeting to consider and approve the re-appointment of the 4 directors retiring by rotation as follows:

List of the re-appointed directors1.

1. Mr. Thanong Lee-issaranukul Director
2. Mr. Katsumi Sumiya Director
3. Mr. Suchart Phisitvanich Independent Director
4. Mr. Katsutoshi Iino Director

No other question being raised, the chairman, then, requested the Meeting to consider one by one. The Meeting duly considered and resolved the re-appointment of retiring directors,

Mr. Thanong Lee-issaranukul, Director be approved by the following voting:

Approved	60,760,107	votes,	equivalent to	97.08	%
Objected	1,827,390	votes,	equivalent to	2.92	%
Abstained	-	votes,	equivalent to	-	%

The Meeting duly considered and resolved the re-appointment of retiring directors, Mr. Katsumi Sumiya, Director be approved by the following voting:

Approved	60,636,073	votes,	equivalent to	96.88	%
Objected	1,951,424	votes,	equivalent to	3.12	%
Abstained	-	votes,	equivalent to	-	%

The Meeting duly considered and resolved the re-appointment of retiring directors, Mr. Suchart Phisitvanich, Independent Director be approved by the following voting:

Approved	62,587,497	votes,	equivalent to	100	%
Objected	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%

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The Meeting duly considered and resolved the re-appointment of retiring directors,

Approved	60,887,207	votes,	equivalent to	97.28	%
Objected	1,700,290	votes,	equivalent to	2.72	%
Abstained	-	votes,	equivalent to	-	%

**Agenda 6 To approve to determine the directors' remuneration for year 2015.**

The Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2015 in total amount 5,000,000 baht same as the previous year and payment conditions shall be determined by the Board of Director and Detail as follow;

1. Director Fee
2. Audit Committee Fee and Sub committee
3. Meeting allowance (only those present at the meeting)

No other question being raised, the chairman, then, requested the Meeting to consider.

The Meeting duly considered and resolved that the remuneration fee for directors be approved by the following voting:

Approved	62,587,497	votes,	equivalent to	100	%
Objected	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%

**Agenda 7 To consider and approve the appointment of auditor and their remuneration.**

The Chairman proposed the Meeting to consider and approve the appointment of Ms. Warapom Worathitikul, Certified Public Accountant (Thailand) No.4474 and / or Mrs. Unakorn Phuithithada Certified Public Accountant (Thailand) No.3257, and / or Mr. Prasit Yuengsrikul Certified Public Accountant (Thailand) No.4174 and / or Mr.Vichien Khingmontri Certified Public Accountant (Thailand) No.3977 of PriceWaterhouseCoopers ABAS Limited being authorized to conduct the audit and express an opinion on the annual financial statement of the company .In the absence of the above named auditor , PricewaterhouseCoopers ABAS Limited is authorized to identify one other Certified Public Accountant with PricewaterhouseCooper ABAS Limited to carry out the work and the auditors offered the remuneration for the financial statement auditing for the year 2015. Set out below is a summary of their remuneration.

	<u>2014</u>	<u>2015</u>
Annual audit fee the year ending March 31,	1,069,600.-Baht	1,069,600.- Baht
Review of quarterly financial statements 3 Quarterly	<u>980,400.-Baht</u>	<u>980,400.- Baht</u>
Total	<u>2,050,000.-Baht</u>	<u>2,050,000.- Baht</u>
Review of compliance with condition of BOI promotion per certificate	115,500.-Baht	115,500.- Baht

No other question being raised, the chairman, then, requested the Meeting to consider.

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The Meeting duly considered and resolved that the appointment of the auditors for 2015 and the determination of their remuneration be approved by the following voting:

Approved	62,587,497	votes,	equivalent to	100	%
Objected	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%

**Agenda 8 Other matters for consideration (If any)**

As the company invited the shareholders to proposed the agendas in advance for the 2015 Annual General Meeting since January 15 , 2015 to April 16, 2015 that there was no any proposal from the shareholders.

The Chairman inquired shareholders to consider other matters and no matters to consider so he invited shareholders to ask questions or voice their observations. Shareholders raised some issues which were summarized as follows.

Khun Siripom Kattapong  
(Proxy)

1. What is the operation plan for 2015?

Mr. Koichi Nagano  
(Present)

The Company will follow the sales volume plan and carry out SNAP (Stanley New Approach for higher Productivity) to improve production costs. We expect a better performance than last year.

Khun Nara Sriphet  
(Shareholder)

1. Suggested to change wording from Notice of Shareholders' Meeting to Invitation of Shareholders' Meeting.
2. If motor manufacturers move to Indonesia, how does this affect the Company? How the current purchase orders affect the Company now and in the future?
3. What does the Company plan to do with the purchased land?
4. What are new products? Is the Company producing for other companies such as agriculture motor manufacturers?

Mr. Apichart Lee-issaranuku  
(Executive Chairman)

1. The Company will consult with legal consultant on this matter.
2. The motor manufacturers do not move their production bases to Indonesia but only expand their production into Indonesian markets. From a neutral viewpoint, it is a risk diversification because the manufacturers cannot rely on only one production base after the last mega flood.
3. The Company will comply with the Master Plan and will make fullest use of the purchased land.
4. New products such as Suzuki 's Eco car's lamps. We also produce lamps for manufacturers of agriculture motors such as Siam Kubota and Yanmar SP.



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- Khun Somyot Saksrikunakom  
(Proxy holder of Association of  
Thai Investors Promotion)
1. Praised the Company for its involvement in community activities.  
Suggested to move the meeting's room due to 3<sup>rd</sup> floor that is not convenient for elderly shareholders.
  2. Does the Company plan to apply for certification of Collective Action Coalition on Anti-Corruption?
- Mr. Apichart Lee-issaranuku  
(Executive Chairman )
1. The Company is committed to participate in social activities to support local communities.
  2. We have a plan and are taking steps to apply for certification of Collective Action Coalition on Anti-Corruption. The Company considers anti-corruption to be ethics of the executives and employees and relevant parties.
- Khun Siripom Kattapong  
(Proxy)
- The property at Navanakorn Industrial Estate , used as stock during flooding was sold and purchased the land near the Company to use as stock? How does the production and stock being in the same location affect the Company?
- Mr. Apichart Lee-issaranukul  
(Executive Chairman)
- The Company sold such property because it was no uses and located very far away. In the past, the factory was used to produce front grilles and delivery supplier next to our factory to plating . When the product was out of production, it was decided to sell the factory. The newly purchased land is intended to provide support for future business expansion. It was purchased at appropriate price and is not to be used as stock. The Company has a policy to produce as needed by customers to minimize stock.

There is no further business proposed for consideration, the Chairman expressed thanks to all shareholders present at the Meeting and closing the Annual General Meeting 1/2015

The Secretary of Meeting inform that for more information, please do not hesitate to contact to Investor Relations, Tel. 0-2581-5462 ext.1164, E-mail : [info@thaistanley.com](mailto:info@thaistanley.com), Website : [www.thaistanley.com](http://www.thaistanley.com) and please to return voting form and evaluation form to staff at register desk.

Closed at 4.30 p.m.

Mr. Apichart Lee-issaranukul  
Chairman

**Information on proposed directors in replacement of those retired by rotation**

**1.1 Mr.Koichi Nagano**

<b>Type of appointment Position</b>	Director
<b>Age</b>	56 years
<b>Education Degree</b>	Bachelor , The Faculty of Engineering Hosei University ,Japan
<b>Training</b>	Not yet training Director Certificate Program from Thai Institute of Director Association (IOD)
<b>Working Experience</b>	2000–2004 Team Manager Design Department Motorcycle Division Stanley Electric Co.,Ltd. 2004–2009 Department Manager Design Department Motorcycle Division Stanley Electric Co.,Ltd 2009–Present Director. Thai Stanley Electric PCL. 2013-Present President Thai Stanley Electric PCL. 2010-Present Director Sirivit – Stanley Co.,Ltd. 2011-Present Deputy Chairman Stanley Thailand Foundation 2013-Present Director Top Hightech Co.,Ltd 2013-Present Director Top PT Indonesia Stanley Electric 2013-Present Honorary Chairman Lao Stanley Co.,Ltd.
<b>Year as Director</b>	2009 – present or 7 years
<b>Current position Director / Management in other organization</b>	
- Listed Company	None
- Non listed Company and incorporation or rival .	5 Company 1. Sirivit – Stanley Co.,Ltd. 2.. Top Hightech Co.,Ltd 3. Top PT Indonesia Stanley Electric 4. Lao Stanley Co.,Ltd. 5. Stanley Thailand Foundation
- Non listed Company and may cause conflict of interest	None
<b>Holding of company’s ordinary share</b>	1,000 shares or 0.001 % of the total number of votes
<b>Attendance in meetings during Year 2015</b>	Board meeting 5 times from total 5 times





**1.2 Mrs.Pimjai Laochinda**  
**Type of appointment Position**

Director

**Age**

49 years

**Education Degree**

Bachelor of Engineering Chulalongkorn University Master of Business Administration operation Management, Drexel University,USA.

**Training**

Training Director Certificate Program course 37/2001 from Thai Institute of Director Association (IOD)

**Working Experience**

Capital Market Academy Leadership Capital Market (CMA)  
1983-Present Director Thai Stanley Electric PCL.  
2013-Present Chairman Inoue Rubber (Thailand) PCL  
2007-2013 President Inoue Rubber (Thailand) PCL  
1986-2007 Executive Vice President and Managing Director Inoue Rubber (Thailand) PCL  
1993-Present Director Sopa-Kanok international Co.,Ltd.  
1995-Present Chairman Toei - Inoac Co.,Ltd.  
1995-Present Director IRC Asia Reseach Co.,Ltd.  
1995-Present Director Sungold Holding Co.,Ltd.  
2001-Present Director Kinno Hoshi Engineering Co.,Ltd.  
2003- Present Director S.K. Rubber Co.,Ltd.  
2006- Present Director Dido Sittipol Co.,Ltd.  
2010- Present Global Advisory Board Member Babson College , Ma, U.S.A  
2010- Present Executive Board as External Advisory Expert Faculty of Engineering Chulalongkorn University  
1983 – present or 33 years

**Year as Director**

**Current position Director / Management in other organization**

- Listed Company 1 company President - Inoue Rubber (Thailand) Public Co.,Ltd  
- Non listed Company and 6 companies Sopa-Kanok International Co.,Ltd., Toei Inoac Co.,Ltd., incorporation or reval . IRC Asia Reseach Co.,Ltd. , Sungold Holding Co.,Ltd., Kinno Hoshi Engineering Co.,Ltd. Daido Sittipol Co.,Ltd. S.K. Rubber Co.,Ltd.

- Non listed Company and may cause conflict of interest None

**Holding of company's ordinary share** 2,175,670 shares or 2.84 % of the total number of votes

**Attendance in meetings during Year 2015** Board meeting 4 times from total 5 times



**1.3 Mrs.Pornthip Sethiwan**  
**Type of appointment Position**

Director

**Age**

49 Yars

**Education Degree**

Bachelor of Commerce and Accountancy, Commerce major  
Chulalongkorn University.

**Training**

Director Accreditation Program  
Thai Institute of Director Association (IOD)

**Working Experience**

1980 - Present Director Thai Stanley Electric PCL.  
1985 - Present Director Seng Ngun Hong Co.,Ltd.  
1990 - Present Executive Director The Sittipol 1919 Co.,Ltd.  
1990 - Present Director Pacific Industries (Thailand) Co.,Ltd.  
1991 - Present Director Inoue Rubber (Thailand) PCL.  
1993 - Present Director Sopa-Kanok International Co.,Ltd.  
1993 - Present Director Bike Clinic Co.,Ltd.  
1996 - Present Director Daido Sittipol Co.,Ltd.  
2003 - Present Director SK Rubber Co.,Ltd.  
2006 - Present Director IRC Asia Research Co.,Ltd.

**Year as Director**

1990 – present or 26 years

**Current position Director /  
Management in other organization**

- Listed Company 1 company , Inoue Rubber (Thailand) PCL.
- Non listed Company and incorporation or rival . 5 companies Seng Ngun Hong Co.,Ltd., The Sittipol 1919 Co.,Ltd.,Pacific Industries (Thailand) Co.,Ltd., Sopa-Kanok International Co.,Ltd. , Daido Sittipol Co.,Ltd. Bike Clinic Co.,Ltd. Daido Sittipol Co.,Ltd. , SK Rubber Co.,Ltd. IRC Asia Research Co.,Ltd.
- Non listed Company and may cause conflict of interest None

**Holding of company's ordinary share  
Attendance in meetings during  
Year 2015**

2,162,670 shares or 2.82 % of the total number of votes  
Board meeting 4 times from total 5 times



#### 1.4 Mr. Picharn Sukparangsee



<b>Position in the Company</b>	Independent Director
<b>Age</b>	55 Years
<b>Education Degree</b>	Master Degree Faculty of Law University of Warwick , England Master Degree Faculty of Law University of London , England Bachelor Faculty of Law , Thammasat University
<b>Training</b>	Directors Certification Program Thai Institute of Director Association
<b>Working Experience</b>	1987 - 2005 Associate / Partner International Legal Counselors Thailand 2005 - Present Director Siam City Law Offices Limited 2010 – Present Independent Director Thai Stanley Electric Public Company Limited 2015 - Present Managing Director Bangkok Global Law offices Limited
<b>Current Positions Director Attendance in meetings during Year 2015</b>	2010 - Present or 6 Year Board meetings 5 times from total 5 times
<b>Holding of company's ordinary share</b>	None
<b>Criminal offense record during the past 10 years</b>	None
<b>Current position Director / Management in other organization</b>	
- Listed Company	None
- Non listed Company and incorporation or rival .	None
- Non listed Company and may cause conflict of interest during the past 2 years	None
<b>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</b>	
- Being as a director and participate in business, or being an officer , employee or consultant who receive regular salary.	None
- Being a professional service provider (such as Auditor or Legal Consultant)	Have , Legal Consultant
- Having business relationship (buy/sell raw material / goods / service or giving financial support or borrowing or lending – specify size of item)	Have , Thai Stanley Electric Public Company Limited paid Legal consultant fee to Siam City Law Offices Limited in year 2015 amount 0.44 million baht
<b>Having cause conflict of interest in agendas to proposed in the meeting</b>	None

## **Definition of Independent Director**

The Company's setting definition of Independent Directors to be on a level of the Capital Market Supervisory Board's definitions No. TorChor. 14/2552 No.16 details as follows:

1. Hold not more than 1% of the voting shares in the company, its subsidiaries, associates, or related companies, major shareholder or person with controlling power over the company, whilst the number of shares held by any related person of such an independent director must also be counted.

2. Have not been or are not involved in the management, employees, wage earners, advisors on the payroll of the company, its subsidiaries, associates, or equivalent companies, major shareholder or person with controlling power over the company except when such qualifications have ended for more than two years, provided that such restriction or prohibition shall not apply to an independent director who has been a government authority, which is the major shareholder of the company or the person having controlling power over the company.

3. Are not related by blood or registration as parents, spouses, siblings, or children, spouses of any of the children to members of the management, major shareholders, those exercising control, or those about to be nominated as members of the management or those exercising control over the company or subsidiaries.

4. Do not have and have not any business relationship with the company, subsidiaries, associated companies, major shareholders or those exercising control over the company in the manner in which independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the company subsidiaries, associated companies, major shareholders or those exercising control over the company unless such an independent director has not been a person referred to above for at least two years.

Business referred to in the first paragraph above shall meant to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any other manner similar thereto that could result to an obligation required to be performed by the applicant or the party thereto in an amount of three percent or more of the net tangible asset value of the applicant or twenty million baht or more, whichever is lesser. In light of this, the method for calculating the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of dept of the applicant, provided that the amount of the dept incurred during the past one year prior to the date on which such a business relationship with such a business relationships with such person exists;

5. Is not and has not been an auditor of the company, subsidiary, associated company, major shareholder or those with controlling power over the company and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the auditor of the company, subsidiary, associated company, major shareholder or those with controlling power over the company unless such an independent director has not been a person referred to above for at least two years.

6. Is not and has not been a professional advisor, including legal or financial advisor who obtains fee more than 2 million baht a year from the company, subsidiary, associated company, major shareholder or those with controlling power over the company and is not and have not been a substantial shareholder of, a person having controlling power over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.

7. Is not a director appointed as a representative of a director of the company, a representative of a major share holder of the company, or a representative of a shareholder of the company which is a related person of the major shareholder of the company.

8. Does not engage in any business with similar nature as that of the company and is competitive with the business of the company, subsidiary or is not a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of a company engaging in any business with similar nature to the company or subsidiary.

9. Does not have any characteristics which will inept the ability to provide independent comment or opinion on the operation of the company.

### Directors' remuneration for year 2016

The Board recommends that the remuneration of the Board of Directors for the year 2016 consideration by compared with the listed company in The Stock Exchange of Thailand in nearness size or in the same industry in total amount 5,000,000 baht ( same as the previous year ) and payment conditions shall be determined by the Board of Director.

Details of Director's remuneration as follows:

1. Director Fee
2. Audit Committee Fee
3. Meeting allowance (only those present at the meeting)

In 2015 The company payment for Director Fee and meeting allowance amount 2,415,000 baht and payment for Audit Committee fee and meeting allowance amount 975,000 baht and total amount 3,390,000 baht , that consistently with the approved by Shareholders Meeting for year 2015 , details as follows:

Name	Type of Position	Type of Remuneration (Baht)		
		Director Fee	Audit Committee Fee	Total
1.Mr. Apichart Leeissarakul	Chairman	205,000		205,000
2.Mr.Koichi Nagano	President	205,000		205,000
3.Mr.Thanong Leeissaranukul	Director	200,000		200,000
4.Mrs.Pimjai Leeissaranukul	Director	200,000		200,000
5. Mr.Katsumi Sumiya	Director	205,000		205,000
6. Mrs.Pornthip Sethiwan	Director	200,000		200,000
7. Mr.Krisada Visavateeranon	Independent Director and Chairman Audit Committee	205,000	405,000	610,000
8. Mr.Chockchai Tanpoonsinthana	Independent Director and Audit Committee	205,000	285,000	490,000
9. Mr.Suchart Phisitvanich	Independent Director and Audit Committee	205,000	285,000	490,000
10. Mr.Picharn Sukparangsee	Independent Director	205,000		205,000
11. Mr.Katsutoshi Iino	Director	190,000		190,000
12. Mr.Toru Tanabe	Director	190,000		190,000
Total		2,415,000	975,000	3,390,000

Remark 1. Company only has Audit Committee

### **Details Auditors remuneration**

The Audit Committee considered qualification auditors from PricewaterhouseCoopers ABAS Limited, that due to their standard working and expert in auditing and well-performed. The audit committee recommend to appointment auditor details as follows :

1. Miss. Varaporn Vorathitikul, Certified Public Accountant (Thailand) No.4474 was initialed the Company's Financial Statement in fiscal year 2014 - 2015 and/or:
2. Mrs. Unakorn Phruithithada, Certified Public Accountant (Thailand) No.3257, was initialed the company's Financial Statement in fiscal year 2012 – 2013 and/or :
3. Mr. Prasit Yuengsrikul , Certified Public Accountant (Thailand) No.4174 not yet initialed the Company's Financial Statement
4. Mr. Vichien Khingmontri , Certified Public Accountant (Thailand) No.3977 not yet initialed the Company's Financial Statement

be appointed as the Company's auditors, any one being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditor, PricewaterhouseCoopers ABAS Limited is authorized to identify one other Certified Public Accountant with PricewaterhouseCoopers ABAS Limited to carry out the work and the auditor offered the auditor fee for end of 31<sup>st</sup> March , 2017. As follows:

	<b><u>2017</u></b>		<b><u>2016</u></b>	
Annual Audit Fee the Year ending 31 March	1,069,600	Baht	1,069,600	Baht
Review of Quarterly Financial Statement 3 Quarterly	980,400	Baht	980,400	Baht
	<u>(326,800.- per quarterly)</u>		<u>(326,180.-per quarterly)</u>	
Total	<u>2,050,000</u>	Baht	<u>2,050,000</u>	Baht
Review of promotional privileges BOI ( per 1 certificate)	115,500	Baht	115,500	Baht

The audit fee in review the financial statement and reviewing compliance with conditions of BOI promotion certificate rate same as the previous year .

Out of pocket expenses for transportation , printing and communication cost will be reimbursed on an actual incurred basis.

The proposed auditors and PricewaterhouseCoopers ABAS Limited has no relationship or conflict of interest with the Company, the Management of the Company, Major Shareholders or Related Persons of the said persons.

#### **The Auditor data in associates company**

Lao Stanley Co.,Ltd. , not appointed outside auditor same as the Company because of the government of Lao P.D.R. will assigned to officers of The Tax Department to reviewed and audited the financial statements of company whose registration in Lao P.D.R by themselves. The Board of director assigned the management whose be a director in Lao Stanley to reviewed the financial statement.

Vietnam Stanley Electric Co.,Ltd. , appointed auditor from PricewaterhouseCoopers (Vietnam) Limited since their establishment in 1996, that the same group with the Company's auditor.

## **Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting**

The policy of the Board of the Stock Exchange of Thailand, dated 19<sup>th</sup> February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting, which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case-by-case basis, at the Company's sole discretion.

### **1. Natural person**

#### **1.1 *Thai nationality***

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

#### **1.2 *Non-Thai nationality***

- (a) passport of the shareholder; or
- (b) in case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

### **2. Juristic person**

#### **2.1 *Juristic person registered in Thailand***

- (a) corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce; and
- (b) identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

#### **2.2 *Juristic person registered outside of Thailand***

- (a) corporate affidavit; and
- (b) identification card or passport (in case of foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

### **Proxy**

The Company send proxy form that according to Regulation of the Department of Business Development , Ministry of Commerce , there are 1 form as follows:

#### **1. Form B : Specific Proxy Form**

The shareholders not be able to attend the Meeting may appoint a person as your Proxy as follows :

1. Complete only one of above Proxy Form
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the  
name with detail of person to be your proxy , details of Independent Director who not related in Agenda Director at Attachement No.8

3. Duty Stamp 20 baht , for your convenience the Company will facilitate in affixing the duty stamp when registration to attend the Meeting.

4. In case of many shareholder appointment one person to attend the Meeting , the proxy can send a copy of namelist of shareholders to recheck number of share holding before the Meeting 1 day by fax to Investor Relations , Fax No. 0-2581-5397, 0-2581-4502.

5. The commencement for registration to attend the Meeting will be from 02.00 p.m. of date 8 July 2016 , the Shareholders or the Proxy holders authorized can registration with document support at above time.

### Voting

1. A voting by one share will count as one vote, for approval , disapproval or abstention. The allocation of voting can allowed.

2. In general case : majority vote of the meeting of the total number of votes of shareholders , in case of tie of votes , the Chairman of the meeting shall have a deciding vote.

3. In other case : which the laws or the Company' s Articles of Association provided otherwise : the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman of the meeting shall inform the Meeting before voting each Agenda.

4. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the meeting , except for voting on election of the Directors.

5. The voting cards would be distributed to the shareholders present in person and the proxy holders authorised to vote on the shareholder's behalf at the Meeting only

-The number of votes for which each shareholder was eligible would be equal to the number of shares held by himself or herself.

- If the shareholder present in person or by proxy wished to vote against or to abstain from voting, he or she must show the hand and mark a voting card which the Company's official distributed at the registration desk. After marking the voting card, the shareholder must submit the voting card to the Company's official for vote counting.

The number of the votes against and abstentions would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in favor of the relevant matter. If the voting majority to approval and accordance with the Company's Article of Association in item voting , the Meeting would be considered as having resolved or unanimously resolved to approve that matter.

- If any shareholder had an interest in any matter which the Meeting was going to consider, thereby making him or her not entitled to vote on that matter, the number of votes for which that interested shareholder was eligible would automatically be deducted from the total of the votes cast by the Meeting.

- In Agenda appointment Director , the voting shall voting in one by one voting that to consistent with the good practice for the Annual General Shareholders Meeting.



- Translation -

**Company's Articles of Association concerning the Shareholders Meeting**

- 31) The general shareholders' meeting of the Company shall be held in the area where the registered office of the Company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.
- 32) A shareholders' meeting shall be held at least once in every twelve months. This meeting shall be called "General or Ordinary Meeting". The general meeting shall be held within four months from the end of accounting period of the Company.

Any other shareholders' meeting shall be called "Extraordinary Meeting".

The Board of Directors may summon an extraordinary meeting whenever they think fit or the shareholders holding not less than one-fifth of total shares sold or shareholders of at least twenty five persons, holding not less than one-tenth of total shares sold, request in writing to the Board of Directors the summoning of an extraordinary meeting. The requisition must clearly specify the object for which the meeting is required to be summoned. The Board of Directors shall hold the meeting within 1 month from the date of receiving such request.

- 33) In summoning a shareholders' meeting, the Board of Directors shall prepare the notice of summoning of a meeting indicating the place, date, time, agenda, comments of the Board of Directors, and matters to be proposed to the meeting together with appropriate details by clearly specifying that such matter is for acknowledgement, for approval, or for consideration and send the notice with the Board of Directors' opinion on such matters to the shareholders and the Registrar not less than 7 days prior to the meeting date.

Such notice must also be published in a newspaper for 3 consecutive days at least 3 days prior to the meeting date.

- 34) In a shareholders' meeting, there must be at least 25 shareholders or one-half of the total shareholders holding not less than one-third of the total shares sold presented in persons or by proxies (if any) attending the meeting in order to constitute a quorum.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

- 35) In any shareholders' meeting, any shareholder is entitled to appoint a proxy (sui juris person) to represent him at the meeting and having the right to vote.

The instrument appointing a proxy shall be made in writing, having a signature of the proxy in accordance with forms prescribed by the Public Company's Registrar, and at least, shall have the following particulars:

- (a) the amount of shares held by such shareholders;
- (b) the name of the proxy;
- (c) the meeting which the proxy is appointed to attend and vote.

- 36) In the shareholders' meeting, the Chairman of the Board of Directors shall be the Chairman of the meeting. In the event the Chairman is absent or is unable to discharge his duties, the meeting shall elect a Chairman from any one of the shareholders present in the meeting.

37) In every shareholders' meeting, all shareholders shall have one vote for each share they hold.

A shareholder who has, in a resolution, a special interest may not vote on such resolution, except for the appointment of Directors.

A resolution of any shareholders' meeting shall be passed by a majority votes of all the shareholders attending the meeting and having the right to vote, except in the following cases, a resolution of not less than three-fourth of the votes of the shareholders attending the meeting and having the right to vote is required;

- (a) selling or transferring the Company's business whether in whole or in substantial part to any other persons;
- (b) purchasing or accepting the transfer of the business of any other public or private company;
- (c) entering into, amending or terminating any agreement, in whole or in substantial part, concerning the lease of the business of the Company; assigning any person to manage the Company's business, or merging the Company' business with other persons for the purpose of profit and loss sharing.

38) The businesses to be transacted at the general meeting shall be as follows:

- (1) To consider and approve the previous minutes of the general meeting;
- (2) To consider the report of the Board of Directors regarding the Company's businesses in the previous year;
- (3) To consider and approve a financial statement;
- (4) To consider the appropriation of profit;
- (5) To elect the Directors replacing those who must be retired by rotation;
- (6) To appoint an auditor;
- (7) To consult any business to be proceeded;
- (8) Other business.

#### **Qualification , Procedures of election and retire of directors**

- 13) The Company shall have a Board of Directors comprised of at least 5 persons as elected by the shareholders' meeting. A Director needs not to be a shareholder of the Company. The Board of Directors shall elect a Director to be Chairman, and may elect Vice Chairman, Managing Director and any other positions as they see fit. At least half of the Directors shall be residents in the Kingdom.
- 14) The shareholders' meeting shall appoint the Directors in accordance with the following criteria and procedures:
  - (1) Each shareholder shall have one vote for each share;
  - (2) Each shareholder shall exercise all votes applicable under (1) for the appointment of one or more Directors, provided that the votes of any shareholder shall not be divisible;
  - (3) Persons who obtain the highest vote and the next highest votes (in descending order) shall be appointed as Directors in order to fill the number of positions of Directors required to be appointed at that time. In the case where more than one person obtains equal votes, and the number of Directors with such votes exceeds the remaining number of Directors positions to be appointed, the Chairman shall have a casting vote in respect of those with equal votes.
- 16) At every annual general meeting, one-third (1/3) of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

The Directors retiring on the first and second years following the registration of the Company shall be drawn by lots. In the subsequent years, the Director who holds office for the longest period shall retire.


A retiring Director is eligible for re-election.

- 20) The shareholder's meeting may resolve to remove any Director from the office before the expiration of his period of office by having votes of not less than three-fourth of the number of shareholders attending the meeting and having the rights to vote and holding not less one half of the shares held by all the shareholders attending the meeting and having the right to vote.

#### **Remuneration**

- 15) The Directors' remuneration and consideration shall be fixed by the shareholders' meeting.

**Details Independent Director who not having any special interest in the Agenda election directors as**

<b>Name</b>	<b>Mr.Krisada Visavateeranon</b>	
<b>Type of appointment Position</b>	Independent Director and Chairman Audit Committee	
<b>Age</b>	66 years	
<b>Address</b>	59/295 Moo3 Klongkua Pakkred Nonthaburi 11120	
<b>Education Degree</b>	Master of Engineering Kyoto University, Japan. Bachelor of Engineering Kyoto University , Japan.	
<b>Training</b>	Directors Certification program , Audit Committee Program Thai Institute of Director Association	
<b>Working Experience</b>	1975 - 2007 Associate Professor Chulalongkorn University 1997 - 2014 Executive Director Technology Promotion Association ( Thailand-Japan) 1999 - Present Director Thai Stanley Electric Public Company Limited 2007 - 2014 Chancellor Thai-Nichi Institute of Technology 2009 – Present Audit Committee Textile Prestige Public Company Limited 2012 – Present Director Wazeda Education (Thailand) Co.,Ltd.	
<b>Year as Director</b>	1999 – present or 17 years	
<b>Attendance in meetings during Year 2015</b>	Board meeting 5 times from total 5 times Audit Committee meeting 9 times from total 9 times	
<b>Holding of company's ordinary share</b>	None	
<b>Criminal offense record during the past 10 years</b>	None	
<b>Current position Director / Management in other organization</b>		
- Listed Company	Textile Prestige PCL.	
- Non listed Company and incorporation or rival .	None	
- Non listed Company and may cause conflict of interest during the past 2 years	None	
<b>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</b>		
-Being as a director and participate in business, or being an officer , employee or consultant who receive regular salary.	None	
-Being a professional service provider (such as Auditor or Legal Consultant)	None	
-Having business relationship (buy/sell raw material / goods / service or giving financial support or borrowing or lending – specify size of item)	None	
<b>Having cause conflict of interest in agendas to proposed in the meeting</b>	None	

**Name** Mr.Chokechai Tanpoonsinthana  
**Type of appointment Position** Independent Director and Audit Committee Member  
**Age** 67 years  
**Address** 1275-81 Songwad Road , Sampanthawong , Sampanthawong , Bangkok 10100

**Education Degree** Master of Business Administration (Quantitative Analysis & Finance) University of Wisconsin (Madison Campus) , U.S.A.  
 Master of Civil Engineering University of Wisconsin at Madison, U.S.A.  
 Bachelor of Civil Engineering (Structure) Chulalongkorn University

**Training** Directors Certification program class 3/2000, Monitoring Fraud Risk Management 1/2009 , Audit Committee Program 28/2009 , Monitoring the Internal Audit Function 6/2009  
 Monitoring the system of Internal Control and Risk Management 7/2009  
 Monitoring the Quality of Financial Reporting 12/2010  
 Thai Institute of Director Association

**Working Experience**

2000 - Present	Director and Audit Committee Thai Stanley Electric Public Company Limited.
2003 - Present	Independent Director and Audit Committee Chairman Advance Information Technology Public Company Limited
2013 – Present	Independent Director and Audit Committee Witcorp Product Company Limited

**Year as Director** 2000 – present or 16 years  
**Attendance in meetings during Year 2015**  
 Board meeting 5 times from total 5 times  
 Audit Committee meeting 9 times from total 9 times  
**Holding of company’s ordinary share** None  
**Criminal offense record during the past 10 years** None  
**Current position Director / Management in other organization**

- Listed Company	Advance Information Technology PCL.
- Non listed Company and incorporation or rival .	None
- Non listed Company and may cause conflict of interest during the past 2 years	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**

-Being as a director and participate in business, or being an officer , employee or consultant who receive regular salary.	None
-Being a professional service provider (such as Auditor or Legal Consultant)	None
-Having business relationship (buy/sell raw material / goods / service or giving financial support or borrowing or lending – specify size of item)	None
<b>Having cause conflict of interest in agendas to proposed in the meeting</b>	None
<b>Having cause conflict of interest in agendas to proposed in the meeting</b>	None



**Name** Mr. Suchart Phisitvanich  
**Type of appointment Position** Independent Director and Audit Committee  
**Age** 70 Years  
**Address** 198/15 Vibavadee Rangsit Soi 22 , Chatujak , Bangkok 10900

**Education Degree** Master Degree Electrical Engineering  
Louisiana Tech University , U.S.A.  
Bachelor Degree Electrical Engineering  
Chulalongkorn University

**Training** Directors Certification Program  
Thai Institute of Director Association

**Working Experience** 1968 - 1970 Electrical Engineer  
Electricity Generating Authority of Thailand.  
1972 – 2006 Engineer in Project Monitor Division  
Director of BOI unit for industrial linkage Division  
Director of Electronic and Electrical Division  
Director of Textiles and other Light Industry Division  
Assistant Secretary General of BOI  
Senior Executive Investment Advisor  
2006 - Present Executive Advisor for the Board  
Nava Nakorn Public Company Limited  
2006 – Present Quality Manager  
Total Solution Management Service Co.,Ltd.  
2010 – Present Independent Director  
Thai Stanley Electric Public Company Limited

**Year as Director** 2010 - Present or 6 Year  
**Attendance in meetings during Year 2015** Board meetings 5 times from total 5 times  
Audit Committee 9 times from total 9 times  
**Holding of company's ordinary share** None  
**Criminal offense record during the past 10 years** None  
**Current position Director / Management in other organization**

- Listed Company None
- Non listed Company and incorporation or rival . None
- Non listed Company and may cause conflict of interest during the past 2 years 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**

- Being as a director and participate in business, or being an officer , employee or consultant who receive regular salary. None
- Being a professional service provider (such as Auditor or Legal Consultant)
- Having business relationship (buy/sell raw material / goods / service or giving financial support or borrowing or lending – specify size of item) None

**Having cause conflict of interest in agendas to proposed in the meeting** None



**Form of Proxy, Form B.**  
**(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)**  
**Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E.2550(2007)**

Stamp Duty Baht 20
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Made at .....

Date..... Month..... Year .....

(1) I/We .....nationality.....  
 residing/located at No. ...., .....Road, Tambol/Kwaeng .....  
 Amphur/Khet ....., Province ....., Postal Code .....

(2) being a shareholder of **Thai Stanley Electric Public Company Limited**,  
 holding ..... shares in total which are entitled to cast..... votes as follows:  
     ordinary shares: ..... shares in total which are entitled to cast .....votes; and  
     preferred shares: ..... shares in total which are entitled to cast .....votes,

(3) I/We wish to appoint

(1) .....age .....years,  
 residing/located at No. ...., .....Road, Tambol/Kwaeng .....  
 Amphur/Khet ....., Province ....., Postal Code ....., or

(2) ...Mr.Krisada Visavateeranon .....age .....66.....years,  
 residing/located at No. ...59/295...Moo 3....., .....Road, Tambol/Kwaeng .....Klongkua .....  
 Amphur/Khet .....Pakkret....., Province ...Nonthaburi....., Postal Code .....11120....., or

(3) ...Mr.Chokechai Tanpoonsinthana.....age .....68.....years,  
 residing/located at No. ...1275 – 81 , .....Songwad.....Road, Tambol/Kwaeng .....Sampanthawong .....  
 Amphur/Khet ...Sampanthawong....., Province ...Bangkok....., Postal Code .....10100.....

(4) ...Mr.Suchart Phisitvanich.....age .....70.....years,  
 residing/located at No. ...198/5 , .....Wipavadi Soi 21.....Road, Tambol/Kwaeng .....Chatuchak.....  
 Amphur/Khet ...Chatuchak....., Province ...Bangkok....., Postal Code .....10900.....

any one of them as my/our proxy to attend and vote on my/our behalf at the **Annual General Meeting of Shareholders No.1/2016 to be held on 8<sup>th</sup> July 2016 at 3.00 p.m., at conference room, 3rd Floor**, Thai Stanley Electric Public Company Limited, 29/3 Moo 1 Bangpoon-Rungsit Road, Banklang, Muang, Pathumthanee 12000 or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no. 1 re : To certify the Minutes of the Annual General Meeting of Shareholders No.1/2015.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                       Disapprove                       Abstain

- Agenda no. 2 re : To acknowledge the report on the Company's operating results in respect of the previous year.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 3 re : To consider and approve the audited balance sheet and profit and loss statement for the year ended 31<sup>st</sup> March 2016.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 4 re : To consider and approve dividend payment and appropriation of the profit for 1<sup>st</sup> April 2015 – 31<sup>st</sup> March 2016.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 5 re : To consider and approve the election of directors replacing those retired by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of the entire board
- Approve                       Disapprove                       Abstain
- Appointment of any director(s)
- Name of Director Mr. Koichi Nagano
- Approve                       Disapprove                       Abstain
- Name of Director Mrs. Pimjai Lee-issaranukul
- Approve                       Disapprove                       Abstain
- Name of Director Mrs. Pornthip Sethiwan
- Approve                       Disapprove                       Abstain
- Name of Director Mr. Picharn Sukparangsee
- Approve                       Disapprove                       Abstain



Agenda no. 6 re : To consider and approve to determine the directors' remuneration for the Year 2016.

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

Agenda no. 7 re : To consider and approve the appointment of auditors and their remuneration.

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

Agenda no. 8 re : Other Topics ( if any )

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

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor                      Signed..... Grantee  
 (.....)

Signed..... Grantee                      Signed..... Grantee  
 (.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

## Attachment to Proxy Form B.

A proxy is granted by a shareholder of **Thai Stanley Electric Public Company Limited.**

For the **Annual General Meeting of Shareholders No.1/2016 to be held on 8<sup>th</sup> July 2016 at 3.00 p.m., at conference room, 3rd Floor, Thai Stanley Electric Public Company Limited, 29/3 Moo 1 Bangpoon-Rungsit Road, Banklang, Muang, Pathumthanee 12000** or such other date, time and place as may be adjourned.

- 
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve             Disapprove             Abstain
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve             Disapprove             Abstain
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve             Disapprove             Abstain
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve             Disapprove             Abstain
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of the entire board
- Approve             Disapprove             Abstain
- Appointment of any director(s)
- Name of Director .....
- Approve             Disapprove             Abstain
- Name of Director .....
- Approve             Disapprove             Abstain
- Name of Director .....
- Approve             Disapprove             Abstain
- Name of Director .....
- Approve             Disapprove             Abstain
- Name of Director .....
- Approve             Disapprove             Abstain
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve             Disapprove             Abstain
- Agenda no. .... re : .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve             Disapprove             Abstain





**Service Point No.2 MRT- Chatuchak Park Station**

★ Infront of MRT Exit No.2 that match with BTS Exit No.3

Leave Time 1.30 p.m.

Thai Stanley Staff 2 Persons will support with sign



Contact Mobile Phone no. 081 - 812-3108

**Participant Form for The Annual Shareholder Meeting by company micro bus service.**

To The Shareholders

Thai Stanley Electric Public Company Limited focuses on facilitating the shareholder's meeting to provide the convenience by supported micro bus service to shareholder . The shareholder who would like to attend the shareholder annual meeting on date July 8<sup>th</sup> , 2016 time 3.00 p.m. at 3<sup>rd</sup> Conference room , Head office ,Thai Stanley Electric Public Company Limited , please fill the details in this form and send to Investor Relations at Fax no. 0-2581-5397 , 0-2581-4502 or e-mail : [info@thaistanley.com](mailto:info@thaistanley.com) within July 7<sup>th</sup> , 2016

1. Name.....  
Telephone no.....  
Being a  
 Shareholder  
  
 Proxy from.....

2. Would like to attend the meeting by micro bus service point at

MRT – Chatuchak Park Station as time 1.30 p.m.

- Remark
1. We reserve the right to attend the meeting and use of micro bus service only shareholder or proxy
  2. Please bring this form to show the company staff at the micro bus service point.