

29/3 หมู่ 1 กนนบางพุน-รังสิต ตำบลบ้านกลาง อำเภอเมือง จังหวัดปฏุมธานี 12000 ประเทศไทย TEL: 0-2581-5462,0-2977-9555 ทะเบียนเลขที่

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### Minutes of the Annual General Meeting of Shareholders No.1/2017 Of Thai Stanley Electric Public Company Limited

Date of the Meeting Venue of the Meeting

:Friday, 7th July 2017 at 3.00 p.m.

:3rd Floor Conference Room of Thai Stanley Electric Public Company Limited

29/3 Moo1, Bangpoon-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 74 shareholders, present in persons and proxies representing 63,179,893 shares as of 82.45 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 Srifuengfung, 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. Tadao Suzumura Director

4. Mr. Krisada Visavateeranon Independent Director and Chairman Audit Committee

5.Mr. Katsutoshi Iino 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. Picharn Sukparangsee Independent Director

- The Management

Executive General Manager Research & Development Center Mr. Koji Kobayashi Executive General Manager Marketing Division Mr. Hideki Matsui Executive General Manager Die & Mold Division Mr. Etsuya Kawashima 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. Monnira Danwiwat The interpreter Ms. Winita Pongchaiyong

The interpreter
The representative of Local Organization:

Banklang Municipality Ms. Dussadee Nopkam

The employee representation of the company: Welfare

Committee Chairman Mr. Prasong Preechanukul

The employee representation has been elected by employee:

into voting form which the company gave to person or by proxy to vote at the meeting room.

Welfare Committee Mr. Chatchawan Tapiantong

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



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- 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.1/2016

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No.1/2016, held on 8th July 2016 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. 1/2016 be certified by the following voting:

Approved	63,179,893	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 2016, Thailand economic growth rate of the GDP was 3.2%, reflecting an upward shift of the national economy after the alleviation of the prolonged political crisis in the country in year 2014 where GDP growth rates of 0.7% and 2.8% in year 2015. And the country's GDP was forecasted to increase by 3.2% in 2017.

In year 2016, Car total sales were 1.96 million units, decreased from year 2015 by 2%, divided into domestic sales 0.77 million units, decreased 4% and the export sale 1.19 million units, decreased from the previous year 1% when considering the sales in January – March 2017 that is the 4th quarterly of company were 0.494 million units increased 1%, divided to domestic sale were 0.21 million unit increased 15% this was considered a sign of economic recovery for Thailand and export sales were 0.28 million units decreased 8% resulted from various fluctuations in the global market, particularly the Middle East, considered one of our monitored target markets.



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The total car production in 2016 were 1.94 million units, increased from year 2015 by 2%. To considered by quarterly that same as the sales and trend of car production is decreasing, the production in January – March 2017 were 0.49 million units decreased 4%.

For motorcycles market could obviously reflect the country's economic situation as a vast majority of consumers were low-income earners. In year 2016 sales were 1.74 million units increased from year 2015 by 6%, sale by quarterly was rise sequentially and sales in January – March 2017 were 0.46 million units increased 2%. Production for domestic sale and export in year 2016 was 1.82 million units; increased 1% by quarterly that sequential increase. Production for January-March 2017 were 0.52 million units, increased 12%.

The company operational results: In the year 2016 has sold 11,025 million baht, increased 3%, with net profit 1,271 million baht, decreased 2.5%. Quarterly revenue was increased sequentially and highest in the 4th quarterly.

Structure of the company's sales for Auto Bulb is 627.77 million baht or 5.69% decreased 2.21%, Lamp has sold 9,865.91 million baht or 89.49% increased 6.44%. Die & Mold and R&D Center sold 531.12 million baht or 4.82% decreased 30.23% totals sales 11,024.80 million baht, increased 3.30%.

In the year 2016 the company has an investment total of 945.35 million baht, increased from year 2015 by 24.53%. Investment in the land of 20.66 million baht increased 400%, building 2.20 million baht, decreased 94.57%, machine, equipment and tool 574.48 million baht, increased 200%, Mold and Jig 338.77 million baht, decreased 34.09%, others 9.24 million baht, increased 3.93%.

Employment as of March 31, 2017: Male 1,556 persons decreased by 80 persons, Female 1,313 persons decreased by 79 persons, Japanese 28 persons increased by 1 persons, total is 2,897 persons decreased by 158 persons.

The achievement awards in 2016 as follows:

Award from Customer as follow

- The 2016 Quality Award from Honda Access Asia & Oceania Co., Ltd
- The 2016 Best Supplier Award from Siam Kubota Corporation Co., Ltd.

Award form Government as follow

- The Best Performance Company of Safety, Occupational Health and Workplace Environment Award from Ministry of Labor for the 13 years in a row, in July 2016.
- An outstanding Establishment for Labor Relation and Welfare Award 2016 from Ministry of Labor for the 10 year in a row , in September 2016

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:

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 2017.

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 31st March 2017, which was sent to the shareholders together with the Notice and show the importance data by video presentation as follow:



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	31 March 2017	31 March 2016	Change
(The Financial statement	(Million Baht)	(Million Baht)	(%)
in which the Equity method is applied)			
Current Assets	7,738.07	7,059.50	9.61
Total Assets	15,185.83	14,407.27	5.40
Current Liabilities	1,548.24	1,643.23	(5.78)
Total Liabilities	1,844.35	1,899.33	(2.89)
Total Shareholders' equity	13,341.48	12,507.95	6.66
Total Liabilities and shareholders' equity	15,185.83	14,407.27	5.40
Sales	11,024.80	10,672.22	3.30
Cost of sales	9,087.20	8,929.41	1.77
Gross margin	1,937.60	1,742.81	11.18
Selling and administrative expenses	799.01	774.85	3.12
Share of profit from investment in associates	255.72	217.35	17.65
Gain on sale of long-term investment	-	261.91	(100)
Profit before income tax	1,580.28	1,622.61	(2.61)
Net profit for the year	1,270.77	1,303.44	(2.51)

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

Mr. Unapol Kaensupkrirk (Shareholder)

As the Loans to employee (referring to the Notes to Financial Statements No. 10) that opening balance at 35 million baht, and addition during the year 2016 at 55 million baht and return receiving during the year of 20 million baht so closing balance to 70 million baht in total, I would like to ask whether the company has limited such amount or not. Please clarify if such amount will be considered part of the employees' annual welfares or it will be accumulated on a monthly or yearly basis.

The approval of a 1.90-percent interest is considered a good yield upon the company's investment projects.



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Mr. Apichart Lee-issaranukul (Executive Chairman)

Due to the sluggish economy, the company has determined to offer such allowance to all employees for the second consecutive year. This type of welfare aims to help employees to survive during the period where there is no overtime work required. Additionally, to prevent our employees from being trapped into illegal personal loans, the company has announced its low-interest loan campaign exclusively for its employees. Secured by an approximate budget of 50 million baht each year, an employee with good loan payment records will be allowed to make a new loan request when necessary.

Mr. Nakhon Pornprasert (Proxy)

As the company is dealing with cash-equivalent transactions of nearly 5 billion baht and this is used as a key reason for the company's production expansion, please clarify the targeted production capacity and the current production capacity rate. Also, it will be good for the company to announce the business expansion plans as well as the required investment budget.

Mr. Koichi Nagano (President)

Let me give you a clearer picture of the Thai automotive industry. Apparently, the sales volume is shifting upward despite the slothfulness of exports. As the LED lamp is heavily in demand, we have planned to purchase new machineries to support our increasing production of LED lamps during 2019 – 2020. We have also expected to advance our production capacity completely within the next two years. Meanwhile, we will keep you informed about the progress of implementation accordingly.

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

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	63,178,993	votes,	equivalent to	99.9986	%
Objected	900	votes,	equivalent to	0.0014	%
Abstained	•	votes,	equivalent to	-	%

Agenda 4 To consider and approve dividend payment and appropriation of the profit for 1st April 2016 – 31st March 2017.

The Chairman proposed the Meeting to consider and approve the appropriation of profit for 1st April 2016 – 31st March 2017 in order to distribute dividends to shareholders at the value of Baht 5.00 per share, with take from Net Profit – Non BOI business operation amounting to Baht 383,125,000 (Baht Three hundred and eighty three million one hundred and twenty- five thousand baht only). The record date of the shareholders for the right to receive such dividend will be on July 17th, 2017 and will aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act. By the recording from closed share registration book on July 18th, 2017. The dividend payment will be paid on July 27th, 2017.



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Details Dividend	2017 (The Company Only)	2016 (The Company Only)	2015 (The Company Only)
1. Net Profit (Baht)	1,121,764,016	1,172,513,325	1,065,017,520
2. Number of share	76,625,000	76,625,000	76,625,000
3. Dividend Per Share (Baht: Share)	5.00	5.00	4.80
- Non - BOI Business operation	5.00	5.00	4.80
- BOI Business operation	-	-	•
4. Total Dividend Payment (Baht)	383,125,000	383,125,000	367,800,000
5. Dividend ratio (%)	34.15	32.68	34.53

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

Ms. Siriporn Khatthapong

(Proxy)

I would like to know about the source of this year's dividend. Is it from

the annual net profit or the accumulated profit?

Mr. Apichart Lee-issaranukul

(Executive Chairman)

The dividend is paid from the annual net profit as of 2016. The company has recognized the importance of financial investigation conducted by any relevant government agency. We have therefore determined to pay dividend collected from the annual net profit to our

shareholders on a yearly basis.

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

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	63,179,893	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. Apichart	Lee-issaranukul	Director
2.	Mr. Krisada	Visavateeranon	Independent Director
3.	Mr. Chokechai	Tanpoonsinthana	Independent Director
4.	Mr. Toru	Tanabe	Director

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



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#### List of the re-appointed directors

Mr. Apichart

Lee-issaranukul

Director

Mr. Krisada

Visavateeranon

Independent Director

FAX: 0-2581-5397

3. Mr. Chokechai

Tanpoonsinthana

Independent Director

4. Mr. Toru

Tanabe

Director

The Chairman invited shareholders to ask questions or voice their observations.

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.

Name / Type	Approv	ved	Objected		Abstaine	Abstained		
	Number (Votes)	%	Number (Votes)	%	Number (Votes)	%		
Mr.Apichart Lee-issaranukul     Director	62,996,693	99.71	183,200	0.29				
2.Mr.Krisada Visavateeranon Independent Director	63,050,591	99.80	129,302	0.20	-	-		
3.Mr.Chokechai Tanpoonsinthana Independent Director	63,059,191	99.81	120,702	0.19	-			
4.Mr.Toru Tanabe Director	63,088,593	99.86	91,300	0.14	-	•		

Before entering agenda 6, the participant asked the following questions.

Ms. Rattana Tansakul

(Proxy from Thai Investors Association)

According to the internationally accepted standard of a 9-year term for the Independent Director to remain effective in the position, will the company come up with any plan to revise the effective term of the Independent Director?

Mr. Apichart Lee-issaranukul (Chairman of the Board)

Recently, the company has not indicated any certain effective term for the Independent Director. However, for the re-appointment of an Independent Director, the company will emphasize mainly on a person's knowledge, ability, and independence. Our previous Independent Directors were genuinely skillful, independent, and able to create value-added quality for the company on a consistent basis.

No other question being raised, the chairman return to Agenda 6 as follow



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### Agenda 6 To approve to determine the directors' remuneration for year 2017.

The Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2017 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	63,179,893	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. Waraporn 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 Limitedis 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 2017. Set out below is a summary of their remuneration.

	<u>2018</u>		<u>2017</u>	
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
	(326,800 per quarterly)	_	(326,180per quarterly)	
Total	2,050,000	_ Baht	2,050,000	Baht
Review of promotional privileges				
BOI ( per 1 certificate)	115,500	Baht	115,500	Baht
To Audit for Vietnam Stanley Electric Co.,Ltd.	200,000	Baht		



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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 which may arise in connection with the work 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

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

The Meeting duly considered and resolved that the appointment of the auditors for 2017 and the determination of their remuneration be approved by the following voting:

Approved	63,069,193	votes,	equivalent to	99.82	%
Objected	13,500	votes,	equivalent to	0.02	%
Abstained	97,200	votes,	equivalent to	0.16	%

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

As the company invited the shareholders to proposed the agendas in advance for the 2016 Annual General Meeting since January 20, 2017 to April 20, 2017 that there was no any proposal from the shareholders.

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 1/2017

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: <a href="mailto:info@thaistanley.com">info@thaistanley.com</a>, Website: <a href="www.thaistanley.com">www.thaistanley.com</a> and please to return voting form and evaluation form to staff at register desk.

Closed at 4.10 p.m.

Mr. Apichart Lee-issaranukul Chairman

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