

**Form of Proxy, Form C.**

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

**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) We .....  
located at No. ...., .....Road, Tambol/Kwaeng .....  
Amphur/Khet ....., Province ....., Postal Code .....  
in our capacity as the custodian for.....

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,

(2) We wish to appoint

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

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

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

any one of them as our proxy to attend and vote on our behalf at the **Annual General Meeting of Shareholders No.1/2015 to be held on 3rd July 2015 at 3.00 p.m., at conference room, 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.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

The voting right in all the voting shares held by us is granted to the proxy.

The voting right in part of the voting shares held by us is granted to the proxy 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,

Total: .....votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- Agenda no. 1 re : To certify the Minutes of the Annual General Meeting of Shareholders No.1/2014.
- (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 with .....votes  Disapprove with .....votes  Abstain with .....votes
- 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
- 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 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
- Agenda no. 4 re : To consider and approve dividend payment and appropriation of the profit for 1<sup>st</sup> April 2014 – 31<sup>st</sup> March 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
- 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
- Appointment of any director(s)
- Name of Director Mr. Thanong Lee-issaranukul
- Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
- Name of Director Mr. Katsumi Sumiya
- Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
- Name of Director Mr. Suchart Phisitvanich
- Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
- Name of Director Mr. Katsutoshi Iino
- Approve with .....votes  Disapprove with .....votes  Abstain with .....votes

Agenda no. 6 re : To consider and approve to determine the directors' remuneration for the Year 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 with .....votes  Disapprove with .....votes  Abstain with .....votes

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 with .....votes  Disapprove with .....votes  Abstain with .....votes

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 with .....votes  Disapprove with .....votes  Abstain with .....votes

(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. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business.
3. 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.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

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

For the **Annual General Meeting of Shareholders No.1/2015 to be held on 3<sup>rd</sup> July 2015 at 3.00 p.m., at conference room, Thai Stanley Electric Public Company Limited, 29/3 Moo 1 Bangpooon-Rungsit Road, Banklang, Muang, Pathumthanee 12000** or such other date, time and place as may be adjourned.

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- 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
  - 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
  - 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
  - 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
  - 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
    - Appointment of any director(s)
      - Name of Director .....
      - Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
      - Name of Director .....
      - Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
      - Name of Director .....
      - Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
      - Name of Director .....
      - Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
      - Name of Director .....
      - Approve with .....votes  Disapprove with .....votes  Abstain with .....votes
      - Name of Director .....
  - 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 with .....votes  Disapprove with .....votes  Abstain with .....votes
  - 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 with .....votes  Disapprove with .....votes  Abstain with .....votes