



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, 0-2977-9555 โทรสาร 0107536000765  
29/3 MOO 1 BANGPOON-RUNGSIT ROAD, BANKLANG, MUANG, PATHUMTHANEE 12000 THAILAND. FAX : 0-2581-5397

**Invitation of the Annual General Meeting of Shareholders No.1/2018**

6<sup>th</sup> June 2018

**Re:** Invitation of Annual General Meeting of Shareholders No.1/2018

**Attn:** The Shareholders

- Attached documents:**
1. Attachment to Agenda 1 : A copy of the minutes of the Annual General Meeting of Shareholders No.1/2017.
  2. Attachment to Agenda 2 and Agenda 3: Annual Report 2017 and The Financial Statements for fiscal year 2017 with Balance sheet and Statement of Income for the year ended 31 March 2018.
  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 2018.
  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.1/2018 on 6<sup>th</sup> July 2018 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.1/2017.**

Facts and Reasons : The copy of minute of the Annual General Meeting of Shareholders No.1/2017 held on 7<sup>th</sup> July 2017 sent to shareholders with The notice of The Annual General Meeting of Shareholders No.1/2018.

Opinion of the Board of Director: The Board has considered that the Minutes of the Annual General Meeting No.1/2017 held on 7<sup>th</sup> July 2017, 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.1/2018.

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 2018.**

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 2018 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 31st March 2018.

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 2017 – 31<sup>st</sup> March 2018.**

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 **7.00** 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 13<sup>th</sup>, 2018 .The dividend payment will be paid on July 26<sup>th</sup> , 2018.

As a result of dividend payment in 7.00 baht per share or amount 536,375,000 baht equal to 36.03% of Net profit as at 31st March 2018 (The company only) were 1,488,865,337 baht that consistently with company's dividend payment policy.

Data dividend payment compare with the last year as follows:

Details Dividend	2018 (The Company Only)	2017 (The Company Only)	2016 (The Company Only)
1. Net Profit (Baht)	1,488,865,337	1,121,764,016	1,172,513,325
2. Number of share	76,625,000	76,625,000	76,625,000
3. Dividend Per Share (Baht : Share)	7.00	5.00	5.00
- Non – BOI Business operation	7.00	5.00	5.00
- BOI Business operation		-	-
4. Total Dividend Payment (Baht)	536,375,000	383,125,000	383,125,000
5. Dividend ratio (%)	36.03	34.15	32.68

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.1/2018 4 directors who retired by rotation details as follows:

1.	Mr. Thanong	Lee-issaranukul	Director
2.	Mr. Suchart	Phisitvanich	Independent Director
3.	Mr. Tadao	Suzumura	Director
4.	Mr. Katsutoshi	Iino	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. Thanong	Lee-issaranukul	Director
2.	Mr. Suchart	Phisitvanich	Independent Director
3.	Mr. Tadao	Suzumura	Director
4.	Mr. Katsutoshi	Iino	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 2017 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 2018.**

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 2018 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 Not less than two-thirds of the total number 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 - 2017 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 Pricewaterhouse Coopers ABAS Limited to carry out the work.

And determine the auditor's remuneration for year 2018 for The financial Statement auditing shall be 2,160,000 baht and for reviewing compliance with conditions of BOI promotion certificate shall be 115,500 baht per certificate and for reviewing Vietnam Stanley Electric Co.,Ltd 's financial Statement shall be 200,000 baht.

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 2017. Their remuneration for the financial statement auditing shall be Baht 2,160,000.- per annum ,increasing 5.37% from the previous year from accounting transaction increasing and for reviewing compliance with conditions of BOI promotion certificate shall be 115,500 baht per certificate – that same as the previous year and for reviewing Vietnam Stanley Co.Ltd. 's financial statement shall be 200,000 baht – 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 2018 Annual General Meeting since January 24 , 2018 to April 24, 2018 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 4<sup>th</sup> June, 2018 .

This is to invite shareholders to attend the Annual General Meeting of Shareholders No.1/2018 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 092-246-9467) , 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. Krisada Visavateeranon 2. Mr.Chokechai Tanpoonsinthana 3. Mr.Picharn Sukparangsee** , 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 2017 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 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 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.1/2017  
Of  
Thai Stanley Electric Public Company Limited

Date of the Meeting :Friday, 7<sup>th</sup> July 2017 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, 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 Danwivat 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: 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:



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- 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.1/2016**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No.1/2016, held on 8<sup>th</sup> 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



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year 1% when considering the sales in January – March 2017 that is the 4<sup>th</sup> 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.

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 4<sup>th</sup> 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.



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**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 31<sup>st</sup> March 2017, 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 2017 (Million Baht)	31 March 2016 (Million Baht)	Change (%)
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

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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.

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	-	%



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

The Chairman proposed the Meeting to consider and approve the appropriation of profit for 1<sup>st</sup> April 2016 – 31<sup>st</sup> 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 17<sup>th</sup>, 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 18<sup>th</sup>, 2017. The dividend payment will be paid on July 27<sup>th</sup>, 2017.

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	-	%

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**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:

List of the re-appointed directors

- |                  |                 |                      |
|------------------|-----------------|----------------------|
| 1. Mr. Apichart  | Lee-issaranukul | Director             |
| 2. Mr. Krisada   | Visavateeranon  | Independent Director |
| 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	Approved		Objected		Abstained	
	Number (Votes)	%	Number (Votes)	%	Number (Votes)	%
1. 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.



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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

**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 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 2017. Set out below is a summary of their remuneration.

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	<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 (326,800.- per quarterly)	Baht	980,400 (326,180.-per quarterly)	Baht
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
To Audit for Vietnam Stanley Electric Co.,Ltd.	200,000	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 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 : [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 4.10 p.m.

Mr. Apichart Lee-issaranukul  
Chairman



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

**1. Mr.Thanong Lee-issaranukul**

**Type of appointment Position** Director

**Age** 58 Years

**Education Degree** Bachelor of Business Administration – Commercial ,  
Nanzan University, JAPAN.

**Training** Certificate Director Accreditation Program  
Thai Institute of Director (IOD)

**Working Experience**

1983 - Present Director Thai Stanley Electric PCL.  
1986 - Present Managing Director The Sittipol 1919 Co.,Ltd.  
1986 - Present Director Inoue Rubber (Thailand) PCL.  
1993 - Present Director Sopa-Kanok International Co.,Ltd.  
1995 - Present Executive Director Total Oil (Thailand) Co.,Ltd.  
1995 - Present Director Sungold Holding Co.,Ltd.  
1995 - Present Director Toei Inoac Co.,Ltd.  
1995 - Present Director IRC (Asia) Research Co.,Ltd.  
1996 - Present Vice Chairman Daido Sittipol Co.,o.,Ltd.  
1996 - Present Executive Director Seng Ngun Hong Co.,Ltd.  
1996 - Present Chairman Bike Clinic Co.,Ltd.  
1998 - Present Director The Studio Production Co.,Ltd.  
2001 - Present Chairman Smart Sport Promotion Co.,Ltd.  
2001 - Present Chairman Kanok-Sopa Foundation  
2003 - Present Director SK Rubber Co.,Ltd.  
2014 – Present Director Pacific Autopart (Thailand) Co.,Ltd.  
2015 - Present Director The Studio 888  
2015 - Present Director Sonic Design (Thailand) Co.,Ltd.  
2015 - Present Public Relations Subcommittee  
Organ Donation Center Thai Red Cross Society  
2017- Present Chairman M Vision PCL.



**Year as Director**

1983-Present or 35 Years

**Current position Director /**

**Management in other organization**

- Listed Company

2 company Inoue Rubber (Thailand) PCL. , M Vision PCL

- Non listed Company and incorporation  
or rival .

18 Companies The Sittipol 1919 Co.,Ltd. Sopa-Kanok International  
Co.,Ltd. , Total Oil (Thailand) Co.,Ltd. , Sungold Holding Co.,Ltd.

Toei Inoac Co.,Ltd. , IRC (Asia) Research Co.,Ltd.

Daido Sittipol Co.,o.,Ltd. , Seng Ngun Hong Co.,Ltd.

Bike Clinic Co.,Ltd. ,The Studio Production Co.,Ltd. , Smart Sport  
Promotion Co.,Ltd. , Kanok-Sopa Foundation , SK Rubber Co.,Ltd.

Pacific Auto Part (Thailand) , Sonic Design (Thailand) , Thai Red Cross  
Society ,

-Non listed Company and may cause  
conflict of interest

None

**Holding of company's ordinary share**

3,208,920 shares or 4.19%

**Attendance in meetings during  
Year 2017**

Board of Director Meeting 6 times from total meeting 7 times

**2. Mr.Suchart Phisitvanich**

**Type of appointment Position**

Independent Director

**Age**

72 Years

**Education Degree**

Master of Electrical Engineering Louisiana Tech University USA.  
Bachelor of Electrical Engineering Chulalongkorn University

**Training**

Certificate - Director Certification Program , Audit Committee Program ,  
Financial Statements for Director - Thai Institute of Director. (IOD)

**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  
Investment Advisor  
Office of the Board of Investment (BOI)  
2006-Present Executive Advisor for the Board Navanakorn PCL.  
2006-Present Director Investor Club Association  
2010-Present Independent Director and Audit Committee  
Thai Stanley Electric PCL.  
2011 – Present Monitoring and Evaluation Committee  
Ministry of Industry



**Year as Director**

1990 – Present or 8 Years

**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

None

**Holding of company's ordinary share**

None

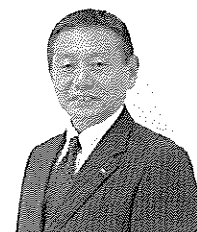
**Attendance in meetings during  
Year 2017**

Board meeting 7 times from total 7 times  
Audit Committee Meeting 9 times from total 9 times



#### 4. Mr.Katsutoshi Iino

Type of appointment Position	Director
Age	57 Years
Education Degree	Bachelor of Economy Industrial Management , Nihon University , Japan
Training	Not yet training Director Certificate Program from Thai Institute of Director Association (IOD)
Working Experience	1985 – 2005 Department Manager , Accounting Department Stanley Electric Co.,Ltd. 2008 - Present President Stanley Electric PAL Co.,Ltd. 2009 – Present Director and Chief Corporate Management Officer Stanley Electric Co.,Ltd. 2012 - Present President Stanley Electric Holding of America , 2012- Present President Stanley Electric Holding Europe Co.,Ltd. 2013 - Present President Stanley Electric Holding Asia-Pacific PTE, Ltd. 2013 - Present President Stanley Electric (China) Investment Co.,Ltd 2014 - Present Director Thai Stanley Electric PCL.
<u>Year as Director</u>	2014 – Present or 4 Years
<u>Current position Director / Management in other organization</u>	
- Listed Company	None
- Non listed Company and incorporation or rival .	6 companies Stanley Electric Holding of America , Stanley Electric Holding Europe Co.,Ltd. Stanley Electric Holding Asia-Pacific PTE , Ltd. , Stanley Electric (China) Investment Co., Stanley Electric Co.,Ltd.
-Non listed Company and may cause conflict of interest	None
Holding of company's ordinary share	None.
Attendance in meetings during Year 2017	Board meeting 3 times from total 7 times (By TV Conference 1 time)



### Definition of Independent Directors

Thai Stanley Electric Public Company Limited '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 per cent of the voting shares of accompany engaging in any business with similar nature to the company or subsidiary.

8. 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 2018

The Board recommends that the remuneration of the Board of Directors for the year 2018 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 2016 The company payment for Director Fee and meeting allowance amount 2,520,000 baht and payment for Audit Committee fee and meeting allowance amount 980,000 baht and total amount 3,500,000 baht , that consistently with the approved by Shareholders Meeting for year 2017 , details as follows:

Name	Position	Director Fee (Baht)		
		Director	Audit Committee	Total
Mr.Apichart Lee-issaranukul	Executive Chairman	215,000	-	215,000
Mr.Koichi Nagano	President	215,000	-	215,000
Mr.Thanong Lee-issaranukul	Director	210,000	-	210,000
Mr.Tadao Suzumura	Director	215,000	-	215,000
Mrs.Pimjai Lee-issaranukul	Director	210,000	-	210,000
Mrs.Pornthip Sethiwan	Director	205,000	-	205,000
Mr.Krisada Vissavateeranon	Independent Director and Audit Committee Chairman	215,000	405,000	620,000
Mr.Chokechai Tanpoonsinthana	Independent Director and Audit Committee	215,000	285,000	500,000
Mr.Suchart Phisitvanich	Independent Director and Audit Committee	215,000	285,000	500,000
Mr.Picharn Sukparangsee	Independent Director	210,000	5,000*	215,000
Mr.Katsutoshi Iino	Director	195,000	-	195,000
Mr.Toru Tanabe	Director	200,000	-	200,000
<b>Total</b>		<b>2,520,000</b>	<b>980,000</b>	<b>3,500,000</b>

Remark Company only has Audit Committee

\* Including meeting allowance with 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 - 2017 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 , 2019. As follows:

	<u>2019</u>		<u>2018</u>	
Annual Audit Fee the Year ending 31 March	1,125,600	Baht	1,069,600	Baht
Review of Quarterly Financial Statement 3 Quarterly	1,035,000 <u>(345,000.-per quarterly)</u>	Baht	980,400 <u>(326,180.-per quarterly)</u>	Baht
Total	<u>2,160,000</u>	Baht	<u>2,050,000</u>	Baht
Review of promotional privileges BOI ( per 1 certificate)	115,500	Baht	115,500	Baht
Review of Vietnam Stanley's Financial Statement	200,000	Baht	200,000	Baht

The audit fee in review the financial statement are increasing 5.37% from the previous year from accounting transaction increasing and reviewing compliance with conditions of BOI promotion certificate and review of Vietnam Stanley 's financial statement 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

#### The Auditor data in associates company

Lao Stanley Co.,Ltd. , not appointed outside auditor same as the Company by the 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 Attachment 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 name list 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 6 July 2018 , 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>	68 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 Independent Director and Audit Committee Chairman 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 19years
<b>Attendance in meetings during Year 2017</b>	Board meeting 7 times from total 7 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** 70 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	Independent 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 18 years  
**Attendance in meetings during Year 2017**  
 Board meeting 7 times from total 7 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

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



<b>Name</b>	<b>Mr. Picharn Sukparangsee</b>
<b>Position in the Company</b>	Independent Director
<b>Age</b>	57 Years
<b>Address</b>	50/183 Krisadanakorn 21 , Bangna-Trad Km.7, Bangkaew , Bangplee , Samutprakarn 10540
<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 – 2015 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 2017</b>	2010 - Present or 8 Year Board meetings 7 times from total 7 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 Bangkok Global Law Offices Limited in year 2017 amount 0.78 million baht
<b>Having cause conflict of interest in agendas to proposed in the meeting</b>	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
-----------------------

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 Vissawateeranon.....age ...68.....years,  
residing/located at No. ...59/295...Moo 3..., .....Road, Tambol/Kwaeng ...Klongkua.....,  
Amphur/Khet ...Pakkred....., Province ...Nonthaburi....., Postal Code .....11120.....

(3) ...Mr.Chokechai Tanpoonsinthana.....age .....70.....years,  
residing/located at No. ...1275-81..., Songwad .....Road, Tambol/Kwaeng ...Samphanthawong.....,  
Amphur/Khet ...Samphanthawong., Province ...Bangkok....., Postal Code .....10100.....

(4) ...Mr.Picharn Sukparangsri .....age ...57.....years,  
residing/located at No. ...50/183 Krisadanakorn 21, Bangna-Trad Km.7....Road, Tambol/Kwaeng Bangkaew  
Amphur/Khet .....Bangplee....., Province .....Bangkok ....., Postal Code .....10540.....

any one of them as my/our proxy to attend and vote on my/our behalf at the **Annual General Meeting of Shareholders No.1/2018 to be held on 6<sup>th</sup> July 2018 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.1/2017.
- ▮ (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 2018.
- (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 2017 – 31<sup>st</sup> March 2018.
- (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. Thanong Lee-issaranukul
- Approve                       Disapprove                       Abstain
- Name of Director Mr. Suchart Phisitvanich
- Approve                       Disapprove                       Abstain
- Name of Director Mr. Tadao Suzumura
- Approve                       Disapprove                       Abstain
- Name of Director Mr. Katsutoshi Iino
- Approve                       Disapprove                       Abstain

□ Agenda no. 6 re : To consider and approve to determine the directors' remuneration for the Year 2018.

□ (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..... Witness  
(.....)

Signed..... Witness  
(.....)

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.1/2018 to be held on 6<sup>th</sup> July 2018 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

**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 6<sup>th</sup> , 2018 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 5<sup>th</sup> , 2018.

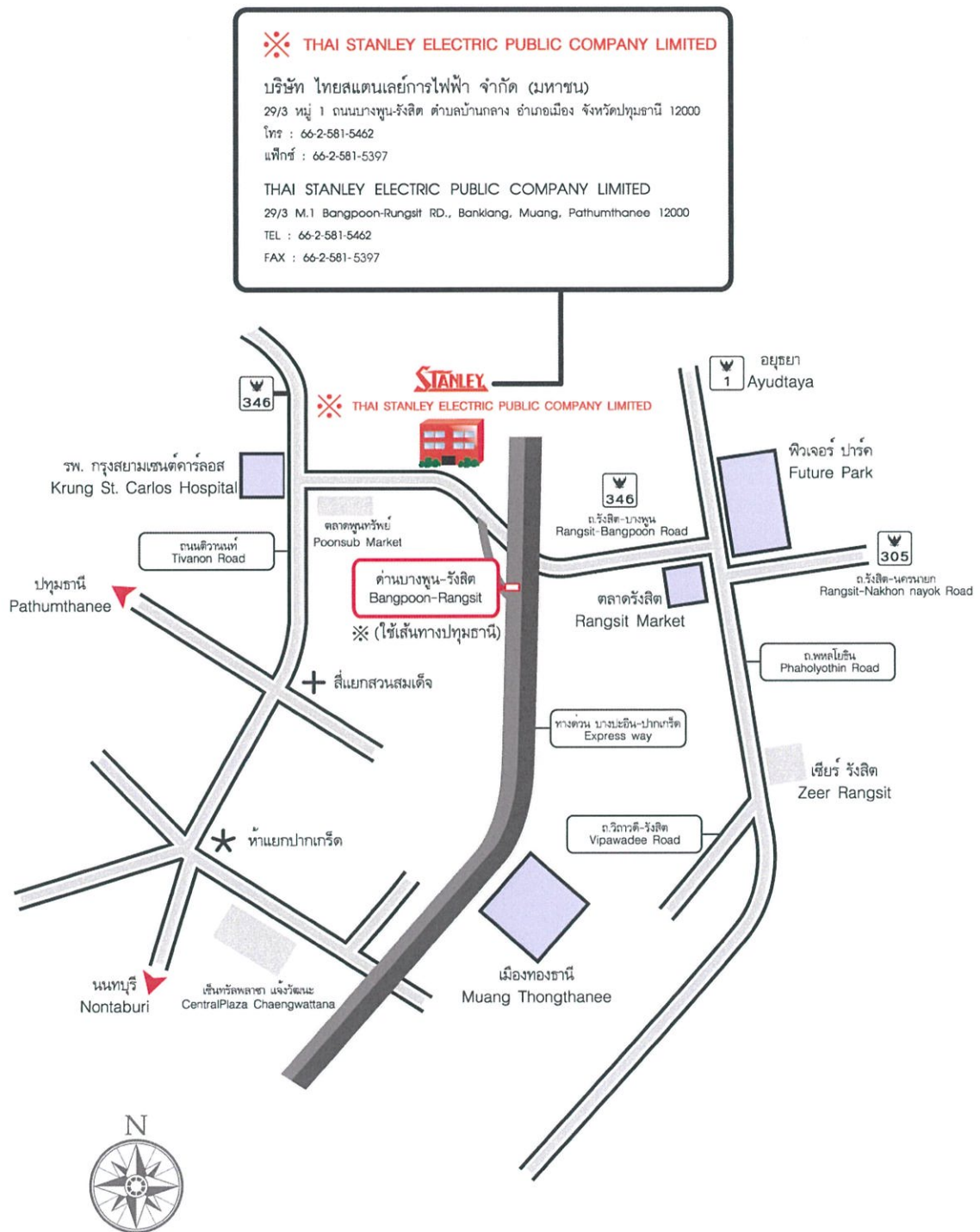
1. Name.....  
Telephone no.....  
Being a  
 Shareholder  
  
 Proxy from.....

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.

## Map of Thai Stanley Electric Public Company Limited







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. 092-246-9467

## Requirement Form for The Annual Report (Printed Form)

To The Shareholders

Thai Stanley Electric Public Company Limited would like to inform that the shareholders who intention to receive the Annual Report 2017 in printed Form , please fill the details in form below and send to

Investor Relations  
Thai Stanley Electric Public Company Limited  
29/3 Moo 1 Bangpoon – Rangsit Road  
Banklang , Muang , Pathumthani 12000  
Telephone No. 0-2581-5462 extension 1118 or 1164  
Fax No. 0-2581-5397 , 0-2581-4502  
e-mail [info@thaistanley.co.th](mailto:info@thaistanley.co.th)

We will send the Annual Report to you shortly.

Name.....  
Address.....  
.....  
.....  
.....  
.....  
Telephone No.....  
Fax No.....  
e-mail address.....