

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

Stamp Duty Baht 20
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Made at .....

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

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

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

(3) I/We wish to appoint

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

(2) .....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 my/our proxy to attend and vote on my/our behalf at 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, 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.1/2014.

(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                       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 2015.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. 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                       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. Katsumi Sumiya

Approve                       Disapprove                       Abstain

Name of Director Mr. Suchart Phisitvanich

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 2015.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

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

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

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

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

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

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

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

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Remarks

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

Attachment to Proxy Form B.

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

For the **Annual General Meeting of Shareholders No.1/2015 to be held on 3<sup>rd</sup> July 2015 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.

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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       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