

## **(Translation Copy)**

### **Criteria for Shareholder rights to propose the agenda items and Director Nomination for 2019 Annual General Meeting of Shareholders**

#### **1. Objective**

In accordance with the principles of Good Corporate Governance relating to the right and equitable treatment of all shareholders. Thai Stanley Electric Public Company Limited provides the opportunity to shareholders to propose the agenda items and nominate persons to be considered for the election as the company director in advance of the Annual General Meeting of Shareholders for the year 2019. The Company has set up the criteria are as follows:

#### **2. Qualification of Shareholders for propose agenda**

2.1 Being the company's shareholder

2.2 The Company's shareholders who have held shares of not less than 5 percent (3,831,250 shares) of the total voting right of the company shares, which can be either an individual shareholder or several shareholders.

2.3 Must be the Shareholders who held those shares in Clauses 2.2 and the shares have been held at least 12 consecutive months from the date of holding such share to the date of proposing the agenda to the said meeting.

#### **3. Proposal of the Agenda**

Criteria for consideration of agenda proposal, The Board of Directors do not consider to include the following matters on the agenda

3.1 A proposal that proven in violates with laws, regulation rules and articles of the regulatory or involved agencies, government agencies or relate agencies or actions not in compliance with the articles of association, the resolution of shareholders' meeting and the good corporate governance or beyond the control of the Company.

3.2 A proposal that is likely to be beneficial for a particular persons or group of persons.

3.3 A proposal founds beyond the objectives or authority of the Board of Director , but it cause the material effect to the shareholders in general.

3.4 A proposal that the information shareholders provided is incomplete or incorrect or is unable to contact or do not follow the Criteria required by the Company.

3.5 A proposal proposed by shareholders who do not possess all qualification as stated in this criteria.

3.6 A proposal that deal with the matter in the ordinary cause of business of the Company and the information referred to by the shareholders does not indicate any irregularity.

3.7 A proposal that deal with the matter which the Company has already done.

3.8 A proposal that the shareholders proposed in the shareholders' meeting during the past 12 months and was voted in favor by less than 10% of total voting rights of the Company and the facts of the said matter have not been changed in a material manner.

3.9 A proposal that is beyond the control of the Company.

#### **4. The Nomination of the Director**

The candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics :,

4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Acts , the Securities and Exchange Act , and the Good Corporate Governance of the Company.

4.2 Having knowledge and skill in the areas significantly beneficial to the Company

4.3 Should not serve as directors of more than 4 other listed companies.

#### **5. Period and channels available for receiving the Agenda Proposal and Director Nomination**

5.1 The Company will inform shareholders on its website at <http://www.thaistanley.com> to propose agenda from January 22, 2019 to April 22, 2019. Then the proposed agenda will be presented to the Board of Directors for consideration in May 2019.

5.2 The Shareholders who do possess all qualification as in this criteria can submit the 2019 Form for agenda proposal and Form for director nomination with the required documents and evidences as following:

( a ) Evidence of shareholdings, i.e. a certificate issued by securities company or any other evidence issued by the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd. (TSD);

( b ) Evidence of the shareholders' identity;

For individual shareholders: A certified true and correct photocopy of valid identification card, government officer identification card, driver license, passport, or alien identification card, of the shareholders.

For juristic shareholders: A photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true and correct by authorized person(s) of that juristic entity together with certified true and correct photocopy of valid identification card, government officer identification card, driver license, passport, or alien identification card, of authorized person(s) of that juristic entity

If many shareholders have unified to propose the agenda and propose the director nomination , each of them must complete the Agenda Proposal Form and sign their names as evidence and consolidate all the forms into one set.

For propose the person to being the director candidate must submitted the evidence of the candidate's consent including document supported as educational at background and work experience and other documents beneficial for the Board's consideration (if any)

The shareholders may informally submit a Form, together with the required document and evidences by facsimile at 0-2581-5397 or via email address at [companysecretary@thaistanley.com](mailto:companysecretary@thaistanley.com) and posting the original by a registered mail to the

Company Secretary / Administration Division  
Thai Stanley Electric Public Company Limited  
29/3 Moo 1, Bangpoon-Rangsit, Banklang  
Muang, Pathumthani 12000

In this regard, the Company Secretary will initially review the proposal of the shareholders before proposing it to the Board of Directors. In case the information provided by shareholder is incomplete or incorrect, the Company will notify the shareholders within 27 April, 2019. If the Shareholders fail to correct and submit the original to the Company within May 3, 2019, the Company will notify the shareholders of exclusion of the proposal.

**6. Post-submission process of the Board of Directors:**

6.1 The Board of Directors will consider the proposal of the shareholders in May 2019.

6.2 The proposal that the Board of Directors considers appropriate to be an agenda of the meeting will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.

6.3 The candidate agree by the Board of Director will be included in the Notice of Invitation to the meeting and identified as proposed by the shareholder.

6.4 A proposal that the Board of Directors considers inappropriate to be an agenda of the meeting will immediately be notified to the proposing shareholder(s) together with reason(s) through the Company's website at <http://www.thaistanley.com>