

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

**1. Mr.Hiroyuki Nakano**

**Type of appointment Position**

Director

**Age**

62 years

**Education Degree**

Bachelor the Faculty of Economics  
Meiji University, Japan



**Training**

Not yet training Director Certificate Program from  
Thai Institute of Director Association (IOD)

**Working Experience**

1969 - 2003	Manager	Sale Department 3 Stanley Electric Co.,Ltd.
2003 - Present	President	Thai Stanley Electric PCL.
2003 - Present	Director	Top Hightech (Thailand) Co.,Ltd.
2004 - Present	Director	P.T. Indonesia Stanley Electirc
2004 - Present	Director	Sum Hitechs Co.,Ltd.
2004 - Present	Director	Sirivit - Stanley Co.,Ltd.
2004 - Present	Director	Lao Stanley Co.,Ltd.
2005 - Present	Chairman	Stanley Thailand Foundation

**Year as Director**

2003 – present or 9 years

**Current position Director /  
Management in other organization**

- Listed Company

None

- Non listed Company and  
incorporation or reval .

6 companies

1. Top Hitech (Thailand) Co.,Ltd. ,
2. PT Indonesia Stanley Electric ,
3. Sum Hitechs Co.,Ltd. ,
4. Sirivit Stanley Co.,Ltd.
5. Lao Stanley Co.,Ltd. ,
6. Stanley Thailand Foundation

- Non listed Company and may  
cause conflict of interest

None

**%Holding of company's ordinary  
share**

0.00 %

**Attendance in meetings during  
Year 2011**

Board meeting 5 times from total 5 times

**2. Mr.Thanong Leeissanukul**  
**Type of appointment Position**

Director

**Age**

52 years

**Education Degree**

Bachelor of Business Administration – Commercial  
Nanzan University, Japan.



**Training**

Not yet training Director Certificate Program from  
Thai Institute of Director Association (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 Executive 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.

**Year as Director**

1983 – present or 29 years

**Current position Director /  
Management in other organization**

- Listed Company

1 company Inoue Rubber (Thailand) Public Co.,Ltd

- Non listed Company and  
incorporation or reval .

13 companies 1.The Sittipol 1919 Co.,Ltd. 2.Sopa-Kanok International  
Co.,Ltd 3. Total Oil (Thailand) Co.,Ltd.4. Sungold Holding Co.,Ltd 5.Toei  
Inoac Co.,Ltd. 6.IRC(Asia) Research Co.,Ltd.  
7.Daido Sittipol Co.,Ltd. 8.Seng Ngun Hong Co.,Ltd.  
9.Bike Clinic Co.,Ltd. , 10.The Studio Promotion Co.,Ltd. ,  
11.Smart Sport Promotion Co.,Ltd 12.SK Rubber Co.,Ltd., 13.Kanok-  
Sopa Foundation

- Non listed Company and may  
cause conflict of interest

None

**% Holding of company's ordinary  
share**

4.19 %

**Attendance in meetings during Year  
2011**

Board meeting 5 times from total 5 times

**3. Mr.Katsumi Kondo**

**Type of appointment Position**

Director

**Age**

60 Years

**Education Degree**

Bachelor Faculty of Laws, Komazawa University , Japan

**Training**

Not yet training Director Certificate Program from  
Thai Institute of Director Association (IOD)

**Working Experience**

2000 - Present Director Il Stanley Co., Inc.  
2002 - Present Auditor Stanley Electric Hungary KFT  
2003 - Present Director Stanley Electric GmbH  
2006 - Present Director Thai Stanley Electric PCL.  
2006 - Present Vice President Tianjin Stanley Electric Co., Ltd.  
2008 - Present Director Stanley Electric Holding Asia-Pacific Pte.Ltd.  
2008 - Present Director Suzhou Stanley Electric Co.,Ltd.  
2008 - Present Director Shenzhen Stanley Electric Co.,Ltd.  
2008 - Present Director Guangzhou Stanley Electric Co.,Ltd.  
2009 - Present Director Chongqing Hua-yu Stanley Lighting Co.,Ltd.  
2009 - Present Director Asian Stanley International Co.,Ltd.  
2009 - Present Director Stanley Electric Engineering India PVT. Ltd.  
2009 - Present Director Stanley Electric U.S.Co.,Inc  
2009 - Present Director Stanley Electric (U.K) Co.,Ltd.  
2009 - Present Director P.T.Indonesia Stanley Electric  
2009 - Present Director Vietnam Stanley Electric Co.,Ltd.  
2009 - Present Director Hella Stanley Holding Pty Ltd.  
2010 - Present Director Stanley Electric do Brasil Ltda  
2010 - Present Director Honda Sun Co.,Ltd.  
2010 - Present Advisor SL Lighting Corporation  
2011- Present Senior Managing Director Stanley Electric Co.,Ltd.  
2011 - Present Director Stanley Electric Sales of America , Inc.  
2011 - Present Director Stanley -Idess S.A.S (SID)  
2011 - Present Director Stanley Electric (Asia Pacific) Ltd.  
2011 - Present Director Stanley Electric Korea Co.,Ltd.  
2011 - Present Director Stanley Electric Sales of India PVT, LTD.  
2011 - Present Director Shanghai Stanley Electric Co.,Ltd.  
2011 - Present President Stanley Electric (China) Investment Co.,Ltd.  
2012 - Present Director Wuhan Stanley Electric Co.,Ltd.

**Year as Director**

2006 – present or 6 years

**Current position Director /  
Management in other organization**

- Listed Company

None

- Non listed Company and  
incorporation or reval .

28 companies 1.II Stanley Co.,Inc 2. Stanley Electric Hungary Kft.  
3. Stanley Electric GmbH 4. Tianjin Stanley Electric Co.,Ltd.  
5. Stanley Electric Holding Asia-Pacific Pte.Ltd.



Mr.Katsumi Kondo

(Continue)

- 6.Suzhou Stanley Electric Co.,Ltd.
7. Shenzhen Stanley Electric Co.,Ltd.
- 8.Guangzhou Stanley Electric Co.,Ltd.
9. Chongqing Hua-yu Stanley Lighting Co.,Ltd.
- 10.Asian Stanley International
- 11.Stanley Electric Engineering India PVT. Ltd.
- 12.Stanley Electric U.S.Co.,Inc 13.Stanley Electric (U.K) Co.,Ltd.
- 14.. P.T.Indonesia Stanley Electric 15.Vietnam Stanley Electric Co.,Ltd.
- 16.Hella Stanley Holding Pty Ltd.
- 17.Stanley Electric do Brasil Ltda 18.Honda Sun Co.,Ltd.
- 19.SL Lighting Corporation 20. Stanley Electric Co.,Ltd.
- 21.Stanley Electric Sales of America , Inc.
- 22.Stanley –Idess S.A.S (SID) 23.Stanley Electric (Asia Pacific) Ltd.
- 24.Stanley Electric Korea Co.,Ltd.
- 25.Stanley Electric Sales of India PVT, LTD.
- 26.Shanghai Stanley Electric Co.,Ltd.
- 27.Stanley Electric (China) Investment Co.,Ltd.
- 28.Wuhan 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 2011**

Board meeting 3 times from total 5 times  
( By TV conference because of worked at Japan)

**4. Mr.Suchart Phisitvanich**



<b>Type of appointment Position</b>	Independent Director
<b>Age</b>	65 Years
<b>Education Degree</b>	Master Degree Electrical Engineering Louisiana Tech University U.S.A. Bachelor Degree Electrical Engineering Chulalongkorn University
<b>Training</b>	Directors Certification Program Thai Institute of Director Association
<b>Working Experience</b>	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 Senior Executive Investment Advisor Office of the Board of Investment (BOI) 2006 –Present Executive Advisor for the Board Navanakorn PCL. 2006 – Present Quality Manager Total Solution Management Service Co.,Ltd. 2010 -Present Independent Director and Audit Committee Thai Stanley Electric PCL. 2010 - Present or 2 Year
<b>Year as Director</b>	2010 - Present or 2 Year
<b>Attendance in meetings during Year 2011</b>	Board meetings 5 times from total 5 times Audit Committee 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 reval .	1 company Total Solution Management Service Co.,Ltd.
- 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

## **Definition of Independent Director**

The Company'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 percent of the voting shares of accompany engaging in any business with similar nature to the company or subsidiary.

9. Does not have any characteristics which will inept the ability to provide independent comment or opinion on the operation of the company.