

Information on proposed directors in replacement of those retired by rotation

1. Mr.Koichi Nagano

Type of appointment Position Director

Age 53 years

Education Degree Bachelor of The Faculty of Engineering ,
Hosei University , JAPAN



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

Working Experience 2000 – 2004 Team Manager , Design Department , Motorcycle Division
Stanley Electric Co.,Ltd.
2004 – 2009 Department Manager , Design Department,
Motorcycle Division Stanley Electric Co.,Ltd.
2009 – Present Director Thai Stanley Electric PCL.
2010 – Present Director Sirivit – Stanley Co.,Ltd.
2010 – Present Vice President Vietnam Stanley Electric Co.,Ltd.
2011 – Present Director Stanley Thailand Foundation

Year as Director 2009 – present or 4 years

Current position Director / Management in other organization

- Listed Company None

- Non listed Company and incorporation or rival

3 company as 1. Sirivit Stanley Co.,Ltd.
2. Vietnam Stanley Electric Co.,Ltd. ,
3. 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 2012 Board meeting 5 times from total 5 times

2. Mrs.Pimjai Laochinda

Type of appointment Position Director

Age 52 years

Education Degree Master of Business Administration operation Management,
Drexel University,USA.
Bachelor of Engineering Chulalongkorn University



Training Certificate Directors Certification program Thai Institute of Director (IOD)
Capital Market Academy Leadership Capital Market (CMA)

Working Experience

1983 - Present	Director	Thai Stanley Electric PCL.
2007 - Present	President	Inoue Rubber (Thailand) PCL
1986 - 2007	Executive Vice President and Managing Director	Inoue Rubber (Thailand) PCL
1993 - Present	Director	Sopa-Kanok international Co.,Ltd.
1995 - Present	Chairman	Toei - Inoac Co.,Ltd.
1995 - Present	Director	IRC Asia Research Co.,Ltd.
1995 - Present	Director	Sungold Holding Co.,Ltd.
2001 - Present	Director	Kinno Hoshi Engineering Co.,Ltd.
2003 - Present	Director	S.K. Rubber Co.,Ltd.
2006 - Present	Director	Dido Sittipol Co.,Ltd.
2010 - Present	Global Advisory Board Member	Babson College , Ma, U.S.A
2010 - Present	Executive Board as External Advisory Expert	Faculty of Engineering Chulalongkorn University

Year as Director 1983 – present or 30 years

Current position Director / Management in other organization

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

- Non listed Company and incorporation or rival

- 7 companies
- 1.Sopa-Kanok international Co.,Ltd.
 - 2.Toei - Inoac Co.,Ltd.
 - 3.IRC Asia Research Co.,Ltd.
 - 4.Sungold Holding Co.,Ltd.
 - 5.Kinno Hoshi Engineering Co.,Ltd.
 - 6.S.K. Rubber Co.,Ltd.
 - 7.Dido Sittipol Co.,Ltd.

- Non listed Company and may cause conflict of interest None

%Holding of company's ordinary share 2.82%

Attendance in meetings during Year 2012 Board meeting 5 times from total 5 times

3. Mrs.Pornthip Sethiwan

Type of appointment Position Director

Age 46 years

Education Degree Bachelor of Commerce and Accountancy, Commerce major Chulalongkorn University.

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

Working Experience 1990 - Present Director Thai Stanley Electric PCL.
1985 - Present Director Seng Ngun Hong Co.,Ltd.
1990 - Present Executive Director The Sittipol 1919 Co.,Ltd.
1990 - Present Director Pacific Industries (Thailand) Co.,Ltd.
1991 - Present Director Inoue Rubber (Thailand) PCL.
1993 - Present Director Sopa-Kanok International Co.,Ltd.
1993 - Present Director Bike Clinic Co.,Ltd.
1996 - Present Director Daido Sittipol Co.,Ltd.
2003 - Present Director SK Rubber Co.,Ltd.
2006 - Present Director IRC Asia Research Co.,Ltd.

Year as Director 1990 – present or 23 years

Current position Director / Management in other organization

- Listed Company 1 company as Inoue Rubber (Thailand) PCL.
- Non listed Company and incorporation or rival .
 - 8 companies as 1.Seng Ngun Hong Co.,Ltd.
 - 2.The Sittipol 1919 Co.,Ltd.
 - 3.Pacific Industries (Thailand) Co.,Ltd.
 - 4.Sopa-Kanok International Co.,Ltd.
 - 5.Bike Clinic Co.,Ltd.
 - 6.Daido Sittipol Co.,Ltd.
 - 7.SK Rubber Co.,Ltd.
 - 8.IRC Asia Research Co.,Ltd.
- Non listed Company and may cause conflict of interest None

%Holding of company's ordinary share 2.82%

Attendance in meetings during Year 2012 Board meeting 5 times from total 5 times



4. Mr.Picharn Sukparangsee



Type of appointment Position Independent Director

Age 52 years

Education Degree Master of Faculty of Law University of Warwick , ENGLAND
Master of Faculty of Law University of London , ENGLAND
Bachelor of Faculty of Law Thammasat University

Training Certificate Director Certification Program
Thai Institute of Director (IOD)

Working Experience 1987 – 2005 Associate / Partner International Legal Counselors Thailand
2005 – Present Director Siam City Law Offices Limited
2010 – Present Independent Director Thai Stanley Electric PCL.

Year as Director 2010 - Present or 3 Year

Attendance in meetings during Year 2012 Board meeting 5 times from total 5 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 None
- Non listed Company and incorporation or rival 1 company as Siam City Law Offices Limited
- Non listed Company and may cause conflict of interest 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)
Be 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 PCL paid for legal consultant service to Siam City Law Offices Limited in year 2012 amount 0.64 million baht

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 debt of the applicant, provided that the amount of the debt 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 shareholder 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.

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