

Notice of the Annual General Meeting of Shareholders No.1/2010

1st June 2010

Re: Notice of Annual General Meeting of Shareholders No.1/2010

Attn: The Shareholders

- Attached documents:**
1. Attachment to Agenda 1 : A copy of the minutes of the Annual General Meeting of Shareholders No.1/2009.
 2. Attachment to Agenda 2 and Agenda 3: Annual Report 2009 and The Financial Statements for fiscal year 2009 with Balance sheet and Statement of Income for the year ended 31 March 2010.
 3. Attachment to Agenda 5 : Information on proposed directors in replacement of those retired by rotation.
 4. Attachment to Agenda 6 : Director fee for 2010.
 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. Proxy Form
 9. Details Independent Director
 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.1/2010 on 2nd July 2009 at 3.00 p.m., at Conference Hall 3rd Floor, 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.1/2009.

Facts and Reasons : The copy of minute of the Annual General Meeting of Shareholders No.1/2009 held on 3rd July 2009 sent to shareholders with The notice of The Annual General Meeting of Shareholders No.1/2010.

Opinion of the Board of Director: The Board has considered that the Minutes of the Annual General Meeting No.1/2009 held on 3rd July 2009, have correctly and recommends to certified.
(as detailed in Attachment 1)

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 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.1/2010.

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)

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 3 To consider and approve the audited balance sheet and profit and loss statement for the year ended 31st March 2010.

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 2010 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 2009.
(as detail in Financial Statement on page 20 to 55 of Annual Report 2009)

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 1st April 2009 – 31st March 2010.

Facts and Reasons The company has the dividend payment policy is not less than 30 per cent of the net profits.

Opinion of the Board of Director: The Board has considered and approved dividend payment and appropriation of profit to pay dividend at Baht 5.00 per share with take from Net Profit – Non BOI business operation Baht 4.80 per share and Net Profit – BOI business operation Baht 0.20 per share, the record date of the shareholders for the right to receive such dividend will be on July 12th, 2010 and will aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act. By the recording from closed share registration book on July 13th, 2010. The dividend payment will be paid on July 30th, 2010.

As a result of dividend payment in 5.00 baht per share or amount 383,125,000 baht equal to 42.81 percents of Net profit for fiscal year 2009 (The company only) were 894,839,337 baht that consistently with company's dividend payment policy.

Data dividend payment compare with the last year as follows:

| Details Dividend | 2010 (TheCompanyOnly) | 2009 (TheCompanyOnly) |
|--------------------------------------|--------------------------|--------------------------|
| 1. Net Profit (Baht) | 894,839,337 | 1,073,338,910 |
| 2. Number of share | 76,625,000 | 76,625,000 |
| 3. Dividend Per Share (Baht : Share) | 5.00 | 5.00 |
| - Non – BOI Business operation | 4.80 | 2.55 |
| - BOI Business operation | 0.20 | 2.45 |
| 4. Total Dividend Payment (Baht) | 383,125,000 | 383,125,000 |
| 5. Dividend ratio (%) | 42.81 | 35.69 |

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 5

To consider and approve the appointment 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.1/2009 6 directors who retired by rotation details as follows:

1. Mr. Masahiro Nakamura Director
2. Mr. Kiat Shinno Director
3. Mr. Koichi Nagano Director
4. Mrs. Pimjai Laochinda Director
5. Mrs. Pornthip Sethiwan Director

The consideration for appointment 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 3 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. Koichi Nagano Director
2. Mrs. Pimjai Laochinda Director
3. Mrs. Pornthip Sethiwan 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 2009 are attached as Attachment No.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 2010.

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.

Opinion of the Board of Directors: The Board recommends that the remuneration of the Board of Directors for the year 2010 in total amount 5,000,000 baht and payment conditions shall be determined by the Board of Director (increased 29.20% compared to the previous year that paid 3,870,000 baht , as detailed in Attachment 4)

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 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-performed. The audit committee recommend to appointment auditor details as follows :

1. Ms. Nangnoi Charoenthaveesub, Certified Public Accountant (Thailand) No.3044, who has initialed the Company's Financial Statement for 3 year since 2007 with good working record and/or :
2. Ms. Suwannee Bhuripanyo, Certified Public Accountant (Thailand) No.3371 not yet intialed the Company's Financial Statement and/or:
3. Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No.3977 not yet intialed the Company's Financial Statement

any one being authorized to conduct the audit and express the opinion on the annual financial statements of the Company and determine the auditor's remuneration for year 2010 for The financial Statement auditing shall be 1,819,000 baht and for BOI business 1 certificate shall be 115,500 baht total amount 1,934,500 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 Ms. Nangnoi Charoenthaveesub Certified Public Accountant (Thailand) No.3044, Ms. Suwannee Bhuripanyo, Certified Public Accountant (Thailand) No.3371 and Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No.3977 of Pricewaterhouse-Coopers ABAS Limited be appointed as the auditors for the year 2010. Their remuneration for the financial statement auditing shall be Baht 1,819,000.- per annum same rate as last year from business situation, and for BOI business 1 certificate shall be 115,500 baht - same rate as last year , total amount 1,934,500 baht.

(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.

Agenda 8 Others (if any)

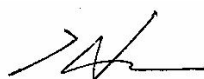
As the company invited the shareholders to proposed the agendas in advance for the 2010 Annual General Meeting since March 1 , 2010 to April 16, 2010 that there was no any proposal from the shareholders.

The shareholders who have the right to attend and vote must be the shareholders whose names are listed in the record date on 7th June, 2010 and aggregate rightful shareholders list under section 225, Securities and Stock Exchange Act. by the recording from close share registration book on June 8th, 2010.

This is to invite shareholders to attend the Annual General Meeting of Shareholders No.1/2010 on the date, at the time and place stated above. The commencement for registration to attend the meeting will be from 02.00 p.m. and for your convenience in transportation, the Company arrange mini-van in 2 pick up point at parking area of The Stock Exchange of Thailand and parking area of BTS Mo-Chit Station, the shareholder who would like to be 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 8 or download from company website 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. Hiroyuki Nakano
President

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. Mr. Kiat Shinno**, **2. Mr. Krisada Visavateeranon** and **3. Mr. Chokechai Tanpoonsinthana**, details of Independent Director as at Attachment No. 9 and you can send proxy form and document support before the meeting at Investor Relations Section, 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 2009 in printed form, please send requirement form of the Annual Report (Printed Form) details as at Attachment No.11 and contact to Investor Relations Section by telephone no. 0-2581-5462 extension 118 or 164 or fax no 0-2581-5397 or e-mail info@stanley.co.th, 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 Section, Thai Stanley Electric Public Company Limited 29/3 Moo 1 Bangpoon-Rangsit Road, Banklang, Muang, Pathumthani 12000 or Telephone No.0-2581-5462 extension 118 or 164, Fax No 0-2581-5397 or e-mail info@stanley.co.th