

Minutes of the Extraordinary General Meeting of Shareholders No. 3/2019

Stark Corporation Public Company Limited

At Pinnacle 1-2, 4<sup>th</sup> Floor, InterContinental Hotel Bangkok  
973 Ploenchit Road, Lumpini, Pathumwan, Bangkok

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**Date, Time and Place**

Monday, November 29, 2019, at 9:00 hours at Pinnacle 1-2, 4<sup>th</sup> Floor, InterContinental Hotel Bangkok, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

**Quorum**

At 9.00 hours, there were 43 shareholders attending the Meeting in person and 16 shareholders attending by proxy, totaling 59 shareholders, representing a total of 23,493,114,893 shares out of all issued and paid-up shares of Stark Corporation Public Company Limited (the “Company”) of 23,812,809,911 shares or equivalent to 98.6575 percent of the total issued shares of the Company. The quorum was thus constituted.

**Directors attending the Meeting**

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|---------------------------------|---|
| 1. Mr. Chanin Yensudchai        | Chairman of the Board of Directors  |
| 2. Mr. Nirouth Jeakvathanyoo    | Director and Chief Executive Officer  |
| 3. Mr. Kusol Sangkananta        | Independent Director, member of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 4. M.L. Peputtchai Benyabadhana | Independent Director, member of Audit Committee and member of Nomination and Remuneration Committee   |
| 5. Mr. Chinawat Assavapokee     | Director and Nomination and Remuneration Committee  |
| 6. Mr. Sathar Chantrasettalead  | Director, Chief Financial Officer and Company Secretary   |

**Directors who were unable to attend the Meeting**

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|--------------------------------|--|
| 1. Mr. Songpope Polachan       | Independent Director and Chairman of Audit Committee |
| 2. Mr. Vonnarat Tangkaravakoon | Director   |

**Advisors attending the Meeting**

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|-----------------------------|--|
| 1. Mr. Pipat Kittiakrastien | Independent Financial Advisor, Welcap Advisory |
| 2. Mr. Bodin Rittiboonchai  | Independent Financial Advisor, Welcap Advisory |
| 3. Mr. Kom Vachiravarakarn  | Legal Advisor, Kudun and Partners Limited      |

### Preliminary Proceedings

Miss Sangpen Chanruang who acted as the Meeting Conductor ( the “ **Meeting Conductor**” ), welcomed and thanked the shareholders and participants for attending the Extraordinary General Meeting of Shareholders No. 3/2019, and informed the Meeting of the Company’s preliminary information that at present, the Company’s registered capital amounted to THB 24,292,809,911, its paid-up capital amounted to THB 23,812,809,911, divided into 23,812,809,911 authorized and paid-up ordinary shares, with a par value of THB 1 per share. The persons entitled to attend the Extraordinary General Meeting of Shareholders No. 3/2019 refer to those whose names are listed in the shareholders’ register as of the record date to determine the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 3/2019 pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), namely on November 4, 2019.

Before proceeding with the Meeting, the Meeting Conductor informed the Meeting of the rules and procedures for voting and counting of the shareholders’ votes on each agenda item, as follows:

1. Votes shall be cast in the ballot cards provided by the staff at the time of registration before the Meeting. For the purpose of casting votes at the Meeting, each shareholder or proxy shall have the votes equivalent to the number of shares held or granted to the proxy, whereby one share shall be equal to one vote, in accordance with the Company’s Articles of Association.
2. The shareholders present in person and by proxy in the form as prescribed by law shall vote in accordance with the following procedures:
  - Prior to voting on each agenda item, each shareholder or proxy is requested to sign his/her name on the ballot cards for the purpose to ensure the transparency in voting.
  - For the purpose of casting votes on all agenda items, each shareholder or proxy is requested to mark either for approval, disapproval, or abstention only in the respective agenda items in the ballot cards. Those who vote to disapprove or abstain from voting shall be requested to raise their hand, and the staff shall collect only such ballot cards that vote disapproval or abstention. Therefore, those whose ballot cards are not collected shall be regarded as votes for approval.
  - For the purpose of vote counting, the Company shall deduct the votes disapproval or abstention from the total votes of the shareholders attending the Meeting, and as such, the remaining votes shall be regarded as votes for approval for a particular agenda.

- For those who vote for approval on each agenda item, they shall be requested to keep the ballot cards and return the same to the Company's staff after the Meeting adjourned. The voting at this Meeting shall be conducted openly, not by the method of a secret ballot, but all the ballot cards of all participants in the Meeting shall be collected for transparency purpose in counting votes.
- Any votes cast in the following manner shall be considered as invalid (invalid cards):
  - 1) A ballot card which is marked more than one box;
  - 2) A ballot card which casts a vote expressing conflict of intent;
  - 3) A ballot card which is crossed out with no signature affixed;
  - 4) A ballot card which a vote exceeding the number of voting right to which the shareholder is entitled; and
  - 5) A ballot card which casts in redundant on any agenda item which has been voted.

Should any shareholder wish to correct his/her vote on the voting ballot, please cross out the existing vote on the voting ballot and affix his/her signature thereto.

3. If the shareholders grant proxies in Form B and Form C to assign another person to attend the Meeting or grant proxies to any directors or independent directors to vote on his/her behalf and require proxies to vote in accordance with the shareholders' intention or the grantors' intention, the Company shall count the votes in accordance with the shareholder's intention or grantors' intention.

Any foreign shareholders who appoint custodians in Thailand to take custody and the management of the shares, and, therefore, is entitled to cast separate votes for approval, disapproval or abstention simultaneously on each agenda item based on the number of shares held by them.

4. Subject to Article 40 of the Company's Articles of Association, "In a normal case, a majority vote of the shareholders present and vote at the meeting is required, where one share is equal to one vote. In case of a tie, the chairman of the meeting shall have a casting vote." Therefore, a majority of votes of the shareholders for any particular agenda item shall be counted from only the votes "for approval" by the shareholders who present at the Meeting and casting their

votes, whereas the votes “for disapproval” shall be regarded as disapproval of such agenda item, and the votes of the shareholders who “abstain from voting” shall not be included as the basis of the vote counting.

For the acquisition of the entire business and connected transaction the Company shall require not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote. Therefore, the votes of not less than three-fourths of the shareholders for any particular agenda item shall be counted from only the votes “for approval” by the shareholders present at the Meeting and entitled to vote, whereas the votes “for disapproval” by the shareholders shall be regarded as disapproval of such agenda item, and the votes of the shareholders who “abstain from voting” and “invalid cards” shall be included as the basis of the vote counting.

5. Any shareholders wishing to leave the Meeting before the Meeting is adjourned or who is not present in the Meeting in any agenda item may exercise his/her rights by submitting the ballot cards in advance on the remaining agenda items to the Company’s staff before leaving the meeting room.
6. The total number of votes of the shareholders cast on each agenda item may vary given the fact that there will be the shareholders and proxies gradually entering the Meeting, and those who arrive late in any agenda items would be provided with only the ballot cards on the pending and remaining agenda items, and as such, the number of persons attending the Meeting in each agenda items may vary and be different.
7. The vote counting of the Company would be witnessed by the representative, namely, Miss Nadthanij Sutthent, the legal advisor from Kudun and Partners Limited.
8. Before passing a resolution on each agenda item, the Chairman shall allow the participants attending the Meeting to raise questions related to such agenda items as appropriate. Any shareholder or proxy wishing to raise questions or share his/her opinions shall be requested to state his/her names and surnames to the Meeting before raising any questions or expressing his/her opinions.

Any questions or opinions that are irrelevant to the agenda item being considered, the shareholder should raise questions or share his/her opinions in the last agenda item for other matters at the end of the Meeting. Shareholders shall be requested to be precise when sharing opinions or asking questions and refrained from asking questions or sharing opinions on

redundant issues in order to allow other shareholders to exercise their rights and so that the Meeting would be conducted timely.

Thereafter, Mr. Chanin Yensudchai, the Chairman of the Meeting (the “Chairman”) proceeded in accordance with the following agenda items:

**Agenda Item 1** To consider approving the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019

The Chairman informed the Meeting that the Company had prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019, held on Monday, October 21, 2019, and submitted such Minutes of the Meeting to the Stock Exchange of Thailand (“SET”) and the Department of Business Development, Ministry of Commerce, as required by law, as per the details in Enclosure 1, which had been distributed to all shareholders together with the invitation letter for this Meeting.

In this regard, the Chairman informed that the Board of Directors considered and found the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019, held on Monday, October 21, 2019, duly and completely recorded the significant questions and opinions, and thus deemed it appropriate to propose the Shareholders’ Meeting to consider approving such Minutes of the Meeting.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. No shareholders asked any questions or shared any opinions, the Meeting was thus requested to vote on this agenda item.

**Resolved:** After due consideration, the Meeting resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019, held on Monday, October 21, 2019, as proposed in all respects, with the voting results as follows:

Shareholders’ votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	23,493,115,967	100.00
Disapproved	0	0
Abstained	0	0
Invalid	0	0
	<b>23,493,115,967</b>	<b>100.00</b>

Remarks

1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes.
2. In this agenda item, there were more shareholders registering to attend the Meeting in addition to those at the beginning of the Meeting by 12 shareholders, representing 1,074 shares, and as such, the total number of shareholders present in this agenda item amounted to 71 shareholders, representing a total of 23,493,115,967 shares.

Agenda Item 2

To consider approving the acquisition and acceptance of the entire business transfer between the Company and Pinwheel 2 Co., Ltd. and the execution of the Entire Business Transfer Agreement, other agreements and documents relating to the acquisition and acceptance of the entire business transfer, which constitute a transaction on acquisition of assets and a connected transaction and to maintain the remaining long term loan with the related companies

The Chairman requested the legal advisor to explain to the Meeting about this agenda. The legal advisor informed the Shareholders' Meeting that the Board of Directors' Meeting of the Company No. 5/2019, which was held on September 30, 2019, has resolved to propose the Shareholders' Meeting to consider approving the Company to acquire and accept the entire business transfer of Pinwheel 2 Company Limited ("**Pinwheel 2**"), which refers to all assets, liabilities, rights, obligations and responsibilities of Pinwheel 2, currently available and to be available in the future, as of the date of the entire business transfer, including 109,998 ordinary shares with a par value of THB 1,000 per share in Adisorn Songkhla Company Limited ("**Adisorn**"), which is a subsidiary whose shares are held by Pinwheel 2 or representing 99.99 percent of Adisorn's issued and paid-up shares, totaling of THB 1,550,000,000 (One Billion Five Hundred Fifty Million Baht) and execute an entire business transfer agreement, other agreements and documents relating to the acquisition and acceptance of the entire business transfer (the "**Entire Business Transfer Transaction**").

On October 4, 2019, the Company and Pinwheel 2 have agreed on the repayment of outstanding long-term loan of Adisorn and its related companies. The shareholders of Pinwheel 2 agreed to require its related companies to repay outstanding long-term loan to Adisorn in the amount of no less than THB 500,000,000 (Five Hundred Million Baht) (the amount of long-term loan for its related business is approximately THB 1,059,000,000 (One Billion Fifty-Nine Million Baht) as of December 31, 2018) prior to the acceptance under the entire business transfer of Pinwheel 2. In addition, Pinwheel 2 requires its related companies to repay all outstanding long-term loan to Adisorn by the Second Quarter of 2020.

In relation to the acquisition and acceptance of a private company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended), such public limited company is required to obtain approval from the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

In addition, the entire business transfer is regarded as a transaction on acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "**Notifications on Acquisition or Disposition of Assets**"). Upon consideration of the size of the transaction based on net operating profits method (Net Profit) per the Independent Auditor's Assurance Report on the Compilation of Pro Forma Consolidated Financial Information Included in the Prospectus ended June 30, 2019, this transaction is regarded as a transaction on acquisition of assets in type 2, with the value equal to 45.25 percent (which is equal to 15 percent or higher, but lower than 50 percent) calculated based on net operating profits method (Net Profit) (although the Company has no acquisition of assets over the past six months which has not yet been approved by the Shareholders' Meeting). Therefore, the Company is required to prepare and submit a report and disclosure of information memorandum on the execution of such transaction to the SET and convene a Shareholders' Meeting to seek approval for the execution of the transaction.

Therefore, the Company must comply with the Notifications on Acquisition or Disposition of Assets, including the preparation of a report and disclosure of information memorandum on the Company's transaction to the SET immediately, which must at least contain the information as required in List (1) attached to the Notifications on Acquisition or Disposition of Assets. In addition, the Company must disclose the information memorandum where such information memorandum must contain at least the information as specified in List (2) 1, 2, 3, 5(3), 7 and 8 attached to the Notifications on Acquisition or Disposition of Assets. The Entire Business Transfer Transaction is a significant transaction and is a transaction on acquisition of assets and a connected transaction. The Company therefore proposed to the Shareholders' Meeting for approval with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote. In this regards, the connected person and/or the interested shareholder have no rights to vote in the meeting. In addition, the Company has appointed Welcap Advisory Company Limited, which is a financial advisor approved by the Office of the Securities and Exchange Commission (the "**SEC Office**"), as its independent financial advisor to provide its opinions to the shareholders on the Entire Business Transfer Transaction.

Furthermore, the Entire Business Transfer Transaction is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended) (the "**Notifications on Connected Transactions**") as it is executed with a connected person of the Company's controller and major shareholder, namely Mr. Vonnarat Tangkaravakoon, the director and shareholder of Pinwheel 2. In addition, Mr. Sathar Chantrasettalead is the director of Adisorn. In this regard, the size of the transaction is equal to 83.08 percent of the net tangible assets (NTA) of the Company per the Independent Auditor's Assurance Report on the Compilation of Pro Forma Consolidated Financial Information Included in the Prospectus ended June 30, 2019. Therefore, the Company is required to comply with the Notifications on Connected Transactions, including the following matters:

- (1) To prepare and submit a report and disclosure of information memorandum on the Company's transaction to the SET;

- (2) To convene a Shareholders' Meeting of the Company by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, in order to obtain approval from the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote. In this connection, the connected person and/or the interested shareholder have no rights to vote in the meeting; and
- (3) To appoint an independent financial advisor to carry out the relevant functions, including to provide its opinions as required by the Notifications on Connected Transactions. In this regard, the Company has appointed Welcap Advisory Company Limited, which is a financial advisor approved by the SEC Office, as its independent financial advisor to provide its opinions on the Entire Business Transfer Transaction to the Company's shareholders.

Nonetheless, the Company did not execute any other connected transactions with Pinwheel 2 or Pinwheel 2's related persons over the past six months which have not yet been approved by the Shareholders' Meeting.

The details of the Entire Business Transfer Transaction, which constitutes a transaction on acquisition of assets and a connected transaction of a listed company, are appeared in the Information Memorandum of Stark Corporation Public Company Limited Re: Acquisition of Assets and Connected Transaction on Acquisition and Acceptance of Entire Business Transfer Transaction (List 1 and List 2) (**Enclosure 2**).

In addition, the opinions of the independent financial advisor on the Entire Business Transfer Transaction, which constitutes a transaction on acquisition of assets and a connected transaction, are set out in the Report of the Independent Financial Advisor's Opinion (**Enclosure 3**)

However, the Entire Business Transfer Transaction shall proceed only after the conditions precedent as specified in the entire business transfer agreement between the Company and Pinwheel 2 (the "**Entire Business Transfer Agreement**"), including other arrangements, contracts and documents relating to such transaction, shall have been fulfilled. The significant conditions precedent may be summarized below:

- (1) The Company shall have acknowledged the results of the legal and financial due diligence of Adisorn without any material and adverse impact on the Entire Business Transfer Transaction;

- (2) The Shareholders' Meeting of the Company shall have resolved to approve the Entire Business Transfer Transaction, including approval on various matters necessary for and/or in connection with such transaction;
- (3) As of the date of the entire business transfer, there shall be no event or action happening or caused to happen or reasonably believed to likely happen, which may give rise to material and adverse impact in Adisorn or jeopardize the execution of the Entire Business Transfer Transaction;
- (4) The Board of Directors' Meeting and the Shareholders' Meeting of Pinwheel 2 shall have resolved to approve the transfer of its entire business to the Company, including the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the execution of the Entire Business Transfer Transaction; and
- (5) The related companies to repay outstanding long-term loan to Adisorn in the amount of no less than THB 500,000,000 (Five Hundred Million Baht).

The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the acquisition and the acceptance of the entire business transfer between the Company and Pinwheel 2 and approving the Company to enter into the Entire Business Transfer Agreement, other arrangements, and other documents in relation to the acquisition and acceptance of the entire business transfer of Pinwheel 2 which is also considered as acquisition of assets and connected transaction in the total amount of THB 1,550,000,000. In addition, the Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Chairman or the Chief Executive Officer or the person authorized by the Chairman or the Chief Executive Office to take any arrangements in connection with or necessary for the execution of the Entire Business Transfer Transaction, including to negotiate, enter into, sign and amend the Entire Business Transfer Agreement, other arrangements, and other documents in relation to the acquisition and acceptance of the entire business transfer of Pinwheel 2, and to set out rules, conditions and other details necessary for and in connection with the Entire Business Transfer Transaction as necessary and appropriate under the applicable laws per the above details.

In addition, the Independent Financial Advisor ("IFA") informed the rationale and the valuation of the Entire Business Transfer Transaction to the meeting. The IFA informed the meeting that a transaction on acquisition of assets and a connected transaction is the entire business

transfer of Pinwheel 2, including 109,998 ordinary shares with a par value of THB 1,000 per share in Adisorn, which is a subsidiary whose shares are held by Pinwheel 2 or representing 99.99 percent of Adisorn's issued and paid-up shares, totaling of THB 1,550,000,000, as informed earlier to the meeting by the legal advisor.

In the regards, the IFA clarified the meeting the advantages and disadvantages of entering into the transactions with a connected party compared with a third party as follows:

**1. Advantages of entering into the Entire Business Transfer**

**1.1 New Business Opportunities with Good Historical Performance**

Since Adisorn has been operating in the human resources business (Manpower Supply) especially the human resources supply to petroleum exploration and production companies operated in gulf of Thailand, more than 80 percent of the revenue of Adisorn has been generated from the human resources business while the other has been generated from the supplying of equipment for petroleum exploration and production business, and the lease of warehouse to the client of Adisorn, which are businesses that different from the current business of the Company, namely the manufacturing of the electric wires and cables of Phelps Dodge International (Thailand) Limited which is the subsidiary of the Company.

**1.2 Industry Growth on Human Resources including Business Expansion**

Kelly Services, Inc., a human resources management company in Unites States of America, estimated that the revenue of human resources supply company is expected to increase. In addition, International Monetary Fund (IMF) and World Bank estimated increasing prices of crude oil. Thus, the Entire Business Transfer Transaction would help the Company expanding the corporate business into the human resource services for variety industries.

**1.3 Appropriate Transaction Value**

The IFA informed the meeting that the estimated value of the Entire Business Transfer Transaction by the discounted cash flow approach is in a range of THB 1,637,510,000 – 1,931,250,000. Thus, the Entire Business Transfer Transaction value of THB 1,550,000,000 is deemed appropriate since the consideration of the Entire Business Transfer Transaction is lower than the estimated value appraised by the IFA by the discounted cash flow approach. In this regards, the IFA has conducted

the financial projections of Adisorn during July 2019 to December 2030 since the warehouse and land rental agreement of Adisorn and subsidiaries of Adisorn will be expired in 2030.

1.4 Diversification of Business Risk

The human resources business which is the new business of the Company could be diversification of business risk. As Adisorn's strong experience on personnel in the petroleum industry for over 30 years and consistently goods performance, the Company would increase the capability and sustainability in a long term.

**2. Disadvantages of Entering into the Entire Business Transfer Transaction**

2.1 High Financial Cost Burden

The Company would require to borrow loans from the financial institutions for entering into the Entire Business Transfer Transaction, which may cause the Company to have additional debt burden e.g. interest. In this regard, the Company has an expectation that the financial institution would approve the loan in full amount, thus, the Company shall not require to utilize the money from the capital increase for the payment of the consideration of the purchase and acceptance of the entire business transfer to Pinwheel 2.

2.2 Underperformance of Adisorn's Operating Performance

The human resources business is the new business of the Company. While Adisorn has been performing well and growing constantly for the past 10 years, the performance of Adisorn is not as expected and it may have an impact on the Company's operating performance.

**3. Advantages of Entering into the Entire Business Transfer Transaction with Connected Person**

3.1 Time Efficiency on Negotiation and Procedure

The Company and Pinwheel 2, the major shareholder of Adisorn, have identical major shareholders, directors with controlling power, and co-executive by Mr. Vonnarat Tangkaravakoon, and another co-director by Mr. Sathar Chantrasettalead. Therefore, it would facilitate faster negotiation process than the negotiation process with a third party.

3.2 Business/Industry Experience Personnel

Having co-director with controlled power and co-executive between the Company and Adisorn, the management are well-known on corporate culture and procedure including the business and industry experience.

3.3 Cost Efficiency and Business Expansion

Perceived Adisorn as the unique conglomerate corporate operate human resource, rental business, and petroleum. The Company may need to invest higher capital and time resource to develop such businesses and achieve performance as Adisorn.

**4. Disadvantages of Entering into the Entire Business Transfer Transaction with Connected Person**

4.1 Conflict of Interest

Since the Company and Pinwheel 2 have identical shareholder. Thus, the Company may not be fully negotiated on the conditions compared with non-related parties.

4.2 Repayment plan from Team A Holding Co., Ltd. to Adisorn

Adisorn provided long-term loans to Team A Holding Co., Ltd. ("TAH") (a related company which Mr. Vonnarat Tangkaravakoon holds 99.99% of the shares) for THB 1,059,000,000 with accrued interest of THB 191,650,000 (as of December 31, 2018). Therefore, the negotiation for TAH repayment plan may not fully effectively when compare with non-related parties.

4.3 Business Opportunity Cost on THB 200,000,000 Cash Deposit

Given the Company and Pinwheel 2 sharing the same ultimate shareholder under Mr. Vonnarat Tangkaravakoon, it would consider as the business opportunity loss on the THB 200,000,000 cash deposit for this transaction. Nonetheless, IFA views that THB 200,000,000 cash deposit paid by the Company is the standard commercial term required for the assets sale and purchase transaction.

5. Risk for Entering into the Entire Business Transfer Transaction.

5.1 Business risk due to the change of concessionaire from Chevron Thailand Exploration and Production, Ltd. (“Chevron”) to PTT Exploration and Production Public Company Limited (“PTTEP”)

There is a risk in business of Adisorn due to the change of the concessionaire for petroleum exploration and production in Gulf of Thailand from Chevron, a major customer of Adisorn, to PTTEP which also has the subsidiary. “PTTEP Service” to operate in a similar business to Adisorn.

However, according to the director of Adisorn, the new concessionaire still need to use the service because human resource development is time-consuming. In addition, PTTEP is a government agency and its operations may not be flexible compared to the private company. In this regard, Adisorn plans to expand business by establishing new subsidiaries for the business risk management,

5.2 Business Competition Risk

Most of the competitors of Adisorn are branch companies from foreign countries which carry out the human resources business as well as Adisorn, however, the revenue of those companies is less than the revenue of Adisorn.

5.3 Risk from the Loan to TAH for THB 1,059,000,000 with accrued interest of THB 191,650,000 (as of December 31, 2018).

According to the negotiation with the major shareholder of TAH, TAH will repay outstanding long-term loan to Adisorn in the amount of no less than THB 500,000,000 as required by the condition precedent of the Entire Business Transfer Agreement. In addition, TAH shall repay all outstanding long-term loan to Adisorn by the Second Quarter of 2020. Thus, risk from the loan to TAH is acceptable. Nonetheless, Adisorn shall proceed a legal action against TAH if TAH fails to repay the outstanding loan and interest to Adisorn.

5.4 Financial Loan Source Risk

According to the latest discussion with the financial institution, the Company expects that the financial institution would approve the full loan amount for the Company.

5.5 Contract Liabilities Risk

The IFA opines that no concern issues because contract liabilities are general risk under the agreement between the buyer and seller. Thus, the Entire Business Transfer Transaction is deemed appropriate.

6. Valuation of Adisorn

The summary on the valuation of Adisorn is as follows:

Valuation Method	Adisorn – Corporate Value (Pinwheel 2 Shareholder's Equity – 99.99%) (THB Million)
1. Book Value Approach	863.93
2. Adjusted Book Value Approach	1,003.62
3. Price to Book Value Approach	517.20 - 867.01
4. Price to Earnings per Share Ratio Approach	2,182.70
5. Discounted Cash Flow Approach	1,637.51-1,931.25

Therefore, the IFA opines that the Entire Business Transfer Transaction between the Company and Pinwheel 2 is reasonable.

Through the valuation of Adisorn and ADS Logistic Co., Ltd., the IFA is of opinion that the price that the Company proposed to buy and accept the entire business transfer with a value of THB 1,550,000,000 is appropriate because the proposed price is lower than the business value, which is analyzed by the IFA by the discounted cash flow approach under the price range between THB 1,637,510,000 – 1,931,250,000.

In this connection, IFA is of the opinion that the acquisition and acceptance of the entire business of Pinwheel 2 is reasonable with the appropriate price. Thus, the shareholder should approve the Company entering into the Entire Business Transfer Transaction with the

connected transaction and the loan transaction for Adisorn with connected party by June 30, 2020.

The Chairman then allowed the Meeting to share their opinions and ask questions about this agenda item. The shareholders asked various questions, the essence of which may be summarized as follows:

1. Mr. Thitipong Sophonudomporn, a shareholder presents in person, asked the following questions:

1.1 Source of funds for execution of the transaction on acquisition and entire business transfer of Pinwheel 2, including interest rate of the source of funds

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that the source of funds for acquisition and entire business transfer of Pinwheel 2 would be derived from the Company's working capital and loans from financial institutions, pending the negotiation, and the Company expected that the lending rate of interest would be lower than the normal interest rate.

Moreover, the Chairman also added that the lending rate of interest, or the so-called M- rate, which would range approximately 5 - 5.25%.

1.2 Internal rate of return (IRR) on acquisition and entire business transfer of Pinwheel 2

The IFA explained that the internal rate of return ( IRR) would be approximately 12.21 percent relative to the consideration for such acquisition and entire business transfer of Pinwheel 2 in the amount of THB 1,550,000,000.

1.3 Did the operating projections by the IFA included the risk factors after the change of the concessionaire from Chevron, as the key customer of Adisorn, to PTTEP, and would such change affect Adisorn's operations?

Mr. Wirot Pongloke, Chief Executive Officer (CEO) of Adisorn, explained that despite such change of the concessionaire from Chevron to PTTEP, this would involve such change from the Concession Contract to the Production Sharing Contract (PSC) by which the government would own the petroleum

products. Therefore, PTTEP would hold bidding, in which case, it would be a good opportunity for Adisorn to bid for the provision of services to PTTEP.

During 2017 – 2018, the operating results of the petroleum industry declined, but later in 2019, the operating results tended to improve due to the clarity of petroleum industrial investment plan and Thailand's demand for petroleum gas for electricity production. Moreover, Adisorn expected to create more employment since the number of customers would be increasing and Adisorn's land and warehouse lessees would also continue to grow.

In addition, the IFA explained that the IFA prepared Adisorn's financial projections based on its current number of employees, without taking into account the increasing number of manpower, and determined the discount rate at 20 percent without any terminal growth rate on the conservative assumption; therefore, such financial projections should cover various risks.

1.4 Business competitors and market share of Adisorn

The Chairman explained that Adisorn's competitors included subsidiaries of PTTEP, including foreign companies with headquarters in England and Singapore. However, Thai companies had an advantage in terms of manpower, both non-skilled labor and semi-skilled labor relative to foreign companies. Moreover, Adisorn's financial statements showed its business growth over the past 10 years, and despite the declining revenues in petroleum business sector during 2017-2018, Adisorn's revenues continued to grow, meaning that foreign companies' market share was rather less in manpower recruitment business.

2. Mr. Anu Wongsarakit, a shareholder presents in person, asked the following questions:

2.1 Did the Meeting on this date have a quorum?

The Legal Advisor explained that the Meeting on this date had a quorum, and Mr. Vonnarat Tangkaravakoon and Stark Investment Corporation Limited would not be entitled to vote on this agenda item.

- 2.2 How would the Company's debt to equity ratio (D/E Ratio) and the acceptance of the entire business transfer of Adisorn affect the Company's financial statements?

The Chairman explained that the debt to equity ratio (D/E Ratio) was around 0.7%. However, the acquisition and entire business transfer of Adisorn would not have any negative impact on the Company's liabilities.

- 2.3 In case of unsuccessful acquisition and business transfer of Pinwheel 2, did the Company have any security against the non-compliance with the agreement for acquisition and business transfer of Pinwheel 2, and in case of the related companies' default on repayment of the outstanding long-term loans to Adisorn, how would it affect the Company's financial statements?

The Chairman explained to the Meeting that Adisorn had land and warehouses for such companies engaged in petroleum business to take on lease for storage of their petroleum equipment, and moreover, Adisorn's revenue-generating assets automatically served as collateral.

3. Mr. Teerapong Werapanchai, a shareholder presents in person, asked the following questions:

- 3.1 In 2018, Adisorn's revenues increased by approximately THB 400,000,000 or 47%, what was the cause of such increase?

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that during 2017-2019, Adisorn's revenues increased from petroleum business.

Furthermore, Mr. Wirot Pongloke, Chief Executive Officer (CEO) of Adisorn, explained that Adisorn's revenues increased from the growing number of works and increased market share.

- 3.2 Net profit trend of Adisorn

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that despite the fact that Adisorn's revenues continued to grow. However, the expense of Adisorn increases due to the number of its employees was also increased and Adisorn also invested in other petroleum-related business, as a result, Adisorn's

costs were also on the rise. However, Adisorn's net profit trend seemed promising.

3.3 Would Adisorn's revenues be likely to increase?

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that Adisorn's revenues were likely to increase. However, given Adisorn's investment in new business, there were costs incurred by such investment, and as such, its overall financial statements seemed to decline.

4. Mr. Sakchai Sakulrimontri, a shareholder presents in person, asked the following questions:

4.1 What were the costs of leasing in the amount of approximately THB 22,000,000, and would they be increased?

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that Adisorn engaged in the real property lease business, and as such, should the number of lessee increase, Adisorn would be likely to invest more.

4.2 Would the accounting standards to be effective in 2020 affect the business?

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that Adisorn's financial statements were audited by Deloitte Touche Tohmatsu Jaiyos Co., Ltd. and would not be affected by the accounting standards to be effective in 2020.

4.3 How would the Company record the consideration for acquisition and entire business transfer from Pinwheel 2 in its book of accounts?

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that the Company planned to record such consideration for acquisition and entire business transfer in the consolidated financial statements ended December 31, 2019 according to the accounting standards.

4.4 The revenue ration after the completion of the Entire Business Transfer Transaction

The Chairman explained that the Company's core business was to manufacture electric wires and cables, whereas Adisorn's manpower

recruitment business accounted for approximately 10 percent of the Company's total revenues.

4.5 Liquidity for debt serviceability of the Company and debts in the form of interest

Mr. Sathar Chantrasettalead, Chief Financial Officer, explained that the Company's debts referred to the letter of credit (L/C), although the Company had sufficient liquidity for debt serviceability.

The Chairman asked the Meeting if any shareholders would like to ask further questions or share any opinions. In the absence of any further question or opinion, the Meeting was thus requested to vote on this agenda item.

**Resolved**

The Meeting resolved to approve the acquisition and acceptance of the entire business transfer between the Company and Pinwheel 2 Co., Ltd. and the execution of the Entire Business Transfer Agreement, other agreements and documents relating to the acquisition and acceptance of the entire business transfer, which constitute a transaction on acquisition of assets and a connected transaction and to maintain the remaining long term loan with the related companies, as proposed in all respects, with the voting results as follows:

Shareholders' votes	Number (votes)	Percentage of shareholders attending the Meeting and being eligible to vote
Approved	1,995,304,377	100.00
Disapproved	0	0.00
Abstained	0	0.00
Invalid	0	0.00
	<b>1,995,304,377</b>	<b>100.00</b>

**Remarks**

1. The resolution on this agenda item must be adopted by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote. The connected person and/or the interested shareholder have no rights to vote in the meeting. There was a connected person and/or an interested shareholder who is not entitled to vote in this agenda item i.e. Mr. Vonnarat Tangkaravakoon and Stark Investment Corporation Limited, holding 21,500,000,00 shares of the Company.

2. In this agenda item, there were more shareholders registering to attend the Meeting in addition to those at the beginning of the Meeting by 58 shareholders, representing 2,188,410 shares, and as such, the total number of shareholders present in this agenda item amounted to 129 shareholders, representing a total of 23,495,304,377 shares.

**Agenda Item 3** To consider other matters (if any).

There were no further matters to be considered at the Meeting. The Chairman then allowed the shareholders to ask questions and share their opinions on any other matters as follows:

1. Mr. Thitipong Sophonudomporn, a shareholder presents in person, asked about the Company's investment plan and direction in the future.

The Chairman explained that the Company's core business is the manufacturing of electric wires and cables, which was regarded as a form of logistic business. Due to its holding company status, the Company was in a position to clearly view the operating results of the respective businesses, and extend its operations to other diverse businesses, e.g., logistics, provided however that the Company would need appropriate measures for risk management in respect of its business expansion in the future.

2. Miss Karnjana Kamhangrot, a shareholder presents in person, asked about the Company's dividend payment.

The Chairman explained to the Meeting that the previous Extraordinary General Meeting resolved to reduce the Company's registered and paid-up capital in order to enable the Company to possibly declare dividends in the future. Nonetheless, the dividend payment depends on the Company's operating performance.

The Chairman asked the Meeting if any shareholders would like to ask further questions or share any opinions. In the absence of any further question or opinion, the Chairman thus thanked the shareholders for attending the Meeting and adjourned the Meeting at 10.44 hours.

Signed: *-Mr. Chanin Yensudchai-*

(Mr. Chanin Yensudchai)

Chairman of the Meeting