

Stark Corporation Public Company Limited

Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

Friday, September 23, 2022 at 14.00 hours

Broadcast live via electronic devices at the meeting room at the head office

Stark Corporation Public Company Limited

No. 518/5 Maneeya Center Building, 16th Floor, Ploenchit Road

Lumpini Sub-District, Pathumwan District, Bangkok

September 8, 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

Attention: Shareholders

- Enclosures
1. A copy of the Minutes of the 2022 Annual General Meeting of Shareholders
 2. Information Memorandum of Stark Corporation Public Company Limited Re: Acquisition of Assets Relating to Investment in LEONI Kabel GmbH (in Germany) and LEONISCHE Holding Inc (in the United States)
 3. Report of the Independent Financial Advisor's Opinion on the Acquisition of Assets
 4. Capital Increase Report Form (F53-4)
 5. Information Memorandum regarding the allocation of newly issued ordinary shares to the specific investors (Private Placement) of Stark Corporation Public Company Limited
 6. Profile of Independent Directors Nominated for Proxy Appointment
 7. Articles of Association Applicable to Shareholders' Meeting
 8. List of documents that must be presented and delivered to the Company, procedures for vote counting, voting results report and the process of attending the meeting via electronic devices
 9. Registration to attend the Extraordinary General Meeting of Shareholders No. 1/2022 by using QR code or link
 10. Proxy Form

The Board of Directors' Meeting No. 4/2022 of Stark Corporation Public Company Limited (the "Company") held on May 23, 2022 and the Board of Directors' Meeting No. 5/2022 held on July 29, 2022, resolved to call the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on Friday, September 23, 2022 at 14:00 hours via electronic devices only by broadcasting live at the meeting room at the head office of the Company No. 518/5 Maneeya Center Building, 16th Floor, Ploenchit Road, Lumpini Sub-District, Pathumwan District, Bangkok. The Extraordinary General Meeting of Shareholders is subject to laws and regulations on the epidemic situation of COVID-19 virus. In addition, the Board of Directors' Meeting has determined the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on August 30, 2022. Should any shareholder be unable to personally attend the Shareholders' Meeting via electronic devices (E-EGM), the Company recommends that you authorize independent directors as your proxy to attend the Shareholders' Meeting in person. The Extraordinary General

Meeting of Shareholders No. 1/2022 shall consider the following agenda items:

As Agenda Item 2 to Agenda Item 4 are related to and conditional upon each other, therefore, should any of those agenda items not be approved by the Extraordinary General Meeting of Shareholders No. 1/2022, other agenda items which are related to and conditional upon the approved agenda items shall no longer be considered, and it shall be deemed that the other related agenda item that has been approved by the Meeting shall be cancelled.

Agenda Item 1 To consider approving the Minutes of the 2022 Annual General Meeting of Shareholders

Facts and Reasons The Company has prepared the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on April 29, 2022, 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 has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board The Board of Directors has considered and found that the 2022 Annual General Meeting of Shareholders which was held on April 29, 2022, duly recorded the resolutions of the Meeting, and thus deemed it appropriate to propose the Shareholders’ Meeting to consider approving such Minutes of the Meeting.

Resolution The resolution for this agenda item must be adopted with a majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda Item 2 To consider approving the acquisition of shares in LEONI Kabel GmbH and LEONische Holding Inc and certain intercompany financing receivables, including the execution of the Sale and Purchase Agreement, other arrangements, contracts and documents relating to such Proposed Transaction, which constitutes a transaction on acquisition of assets

Facts and Reasons The Board of Directors’ Meeting No. 4/2022 held on May 23, 2022 has resolved to propose the Extraordinary General Shareholders’ Meeting No. 1/2022 to consider approving the acquisition of shares in LEONI (“LEONI Kabel”) which is a private company incorporated under the laws of Germany and LEONische Holding Inc (“LEONische”) which is a company incorporated under the laws of the State of Delaware (collectively, the “Target Companies”), in the proportion of 100 percent of all ordinary shares of the Target Companies, and certain intercompany financing

receivables for the accrued payment receivable owed by certain Target Companies and/or their subsidiaries, Intercompany Financing Receivable, by the Company, its subsidiary, and/or a new subsidiary of the Company to be established, with the total purchase price of not higher than EUR 560 million (or approximately not higher than THB 20,572.89. million¹), including the execution of the Sale and Purchase Agreement, other arrangements, contracts and documents relating to such investment including the establishment of the Company's subsidiary to enter into this transaction (if any) (the “**Proposed Transaction**”).

Besides, as stated above, the total purchase price is in accordance with the Company's Final Offer to acquire the Target Companies, which calculated on a debt-and-cash free basis. Currently, the Company is in the negotiation regarding the consideration of liabilities, cash and related expense for calculating the price which the Company has to pay for entering into the Proposed Transaction in order to obtain the best price and the greatest benefit to the shareholders of the Company, whereby such price shall be calculated based on the accounts and financial information of the Target Companies as of October 31, 2022, prior to the Proposed Transaction's completion by November 30, 2022.

LEONI Kabel is a subsidiary of LEONI AG (“**LEONI**”), the company listed on the Frankfurt Stock Exchange, Germany, and LEONIsche is a subsidiary of LEONI Bordnetz-Systeme GmbH, which is also a subsidiary of the LEONI (together with LEONI, the “**Sellers**”). The Sellers are engaged through their various business groups including the automotive cable solutions in the supply of a comprehensive product range across standard and high voltage cables, data and sensor applications as well as e-mobility charging solutions for automotive applications (the “**Automotive Cable Business**”). The Automotive Cable Business is conducted by certain subsidiaries of LEONI which are or will be directly and indirectly held by the Sellers under an ongoing restructuring process, pursuant to the Proposed Transaction. Such restructuring process will be completed prior to the closing of the Proposed Transaction. In 2021, the Automotive Cable Business contributed for EUR 1.3 Billion which is approximately 25.5 percent of LEONI's overall revenues which is approximately EUR 5.1 Billion.

¹ At the exchange rate publicized by the Bank of Thailand as of August 11, 2022 at THB 36.7659 per EUR

Currently, the Seller is in the process of restructuring the business to allow the Target Companies to dispose the non-automotive cable business (Carve Out), which the process shall be completed prior to the completion of the Proposed Transaction, without any risk of a delayed overall timeline expected.

The intercompany financing receivables owed by certain Target Companies and/or their subsidiaries, which is around EUR 72.3 Million (or approximately THB 2,656.11 Million), include the right to financing for the accrued payment receivables between the Sellers and their subsidiaries before the Proposed Transaction is completed. The Sellers must transfer such right to make financial claims to the Company once the Proposed Transaction is completed (the “**Sale and Purchase Agreement**”).

The Proposed Transaction 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, 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 or Disposal of Assets B.E. 2547 (2004) (the “**Notifications on Acquisition or Disposal of Assets**”). The maximum calculated size of such transaction is equal to 951.97 percent. Upon consideration of the size of the transaction based on the Net Tangible Asset Operation per the Company’s financial statements for the six-month period ended June 30, 2022 reviewed by the Company’s auditor, this is regarded as type 4 transaction or a backdoor listing transaction on the SET, as specified in the Notifications on Acquisition or Disposal of Assets. In this regard, the Company has acquired certain assets over the past six months whereby the calculated size of such transaction(s) is equal to 0.22 percent, thus causing the maximum value of the transaction calculated based on the Net Tangible Asset to be equal to 952.19 percent. Therefore, the Company is required:

- (1) To prepare and submit a 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 Disposal of Assets;
- (2) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Acquisition or Disposal of Assets and submit the independent financial advisor’s report to the

shareholders for consideration, together with the invitation letter for the Shareholders' Meeting. In this regard, the Company has appointed Avantgarde Capital Company Limited as 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 Proposed Transaction and shall disclose the appointment to the SET accordingly;

For the opinion of the Independent Financial Advisor on the acquisition of assets has been attached herein (Enclosure 3)

- (3) To convene a Shareholders' Meeting of the Company to approve the execution of the Proposed Transaction, by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, with not less than three-fourths of all votes of the shareholders present at the Meeting and having the right to vote, excluding such votes of the interested shareholders, where the names and number of shares of the shareholders ineligible to vote must also be specified in the invitation letter for the Meeting; and
- (4) To apply for an approval for the execution of the Proposed Transaction with the SET by filing the application for relisting with the SET under the Regulations of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

However, the Proposed Transaction falls under all four exemptions for relisting under Clause 24 of 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 or Disposal of Assets B.E. 2547 (2004), namely:

- (1) The Target Companies' businesses are similar to the Company's business;
- (2) The Company has no policy to make any major change in the main businesses of the Company;
- (3) The company group is duly qualified for listing with the SET, whereby Deloitte GmbH Wirtschaftsprüfungsgesellschaft, which is the Target Companies' auditor, is able to prepare and facilitate the preparation of the consolidated financial statements; and

(4) There will be no material change in the composition of the Board of Directors of the Company and the power to control the Company or in the controlling shareholders of the Company.

The details of the Share Purchase Transaction, which constitutes a transaction on acquisition of assets of a listed company, are described in the Information Memorandum of Stark Corporation Public Company Limited Re: Acquisition of assets on investment in LEONO Kabel GmbH (in Germany) and LEONische Holding Inc (In the United States) (Enclosure 2)

The Sale and Purchase Agreement has common provisions which are customarily included in transactions, such as provisions regarding terms of payment, representations and warranties of the parties, termination. In addition, the Sale and Purchase Agreement specifies certain conditions precedent, which the Proposed Transaction shall proceed only after the Closing Conditions have been fulfilled. The significant Closing Conditions may be summarized as follows:

- (1) The Company shall have been granted the clearance by the Federal Ministry for Economic Affairs and Climate Action, Germany (which the Company has already been granted the clearance under the foreign investment control law) and shall have been granted the merger clearances by the relevant authorities in Mexico, United States, Poland, Turkiye, Bulgaria, Slovakia, Serbia and Vietnam. As of September 6, 2022, the Company has already been granted the merger clearances in United States, Poland, Slovakia and Serbia. The merger clearances in Mexico, Turkiye, Bulgaria and Vietnam are in the process of approving;
- (2) The Sellers shall dispose the non-automotive cable business from the business operation of the Target Companies (Carve Out), which the Seller is in the process of completing the Carve-out;
- (3) The Seller shall prepare the financial statement to amend the details of the profits and loss allocation between the Target Companies and/or their subsidiaries (PLTA Termination Accounts), which must be reviewed and approved by the Seller. The Seller is currently in the process of preparing such financial information;

- (4) The Seller shall have obtained the consent from the relevant lenders, which the Seller is in the process of negotiation to obtain the consent from the relevant lenders; and
- (5) The Sellers and the Target Companies shall have executed the guarantor release and borrower resignation agreement with the relevant persons. That is, before the Proposed Transaction is completed, the Sellers will have to arrange for the Target Companies to repay the debt to the creditor(s) under the existing loan agreement(s) and enter into a guarantor release and borrower resignation agreement to release the Sellers from being a guarantor and release the Target Companies from being a borrower under such existing loan agreement(s). After the completion of Proposed Transaction, the Company has no obligation to be a borrower or a guarantor under the loan agreement(s). In the event that the Company needs to enter into loan agreement(s) in the future, the Company will perform its action in accordance with the relevant rules, which the Seller, the Target Companies and the Purchaser are in the process of negotiation with the relevant lenders.

Moreover, the Company has obligations under the Sale and Purchase Agreement which must be approved by the shareholders of the Company prior to the Proposed Transaction is complete. Including in the case that the Company becomes in default or fails to perform any obligations under the Sale and Purchase Agreement within November 30, 2022, the Company have to pay the termination fee (break fee) in the amount of 3 percent of the purchase value (approximately not over EUR 16.8 million or not over THB 617.19 million²), including the actual damage costs and expenses incurred according to the agreement. In the event that there is a payment default, the default interest rate payment shall be 9 percent per annum.

Following to the acquisition, the Purchaser and/or the Target Companies shall enter into the Transitional Service Agreements for Information Technology service and other general services in order to allow the Purchaser to operate the ongoing business of the Target Companies. The Transitional Service Agreements contain contractual clauses, which are in accordance with the normal commercial transaction, such as the provisions of the service payment terms, testimonials of the

² At the exchange rate publicized by the Bank of Thailand as of August 11, 2022 at THB 36.7659 per EUR

contractual parties and termination of the contract, etc.

In this regard, the Board of directors has considered and deemed it appropriate to propose to the shareholders meeting to consider authorizing the Board of Directors, the Chairman, the Chief Executive Officer, or the persons appointed and authorized by the Board of Directors, the Chairman, the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the Proposed Transaction, including to execute other arrangements, contracts and documents relating to the Proposed Transaction, which constitutes a transaction on acquisition of assets, to set out rules, conditions and other details that is necessary for and in connection with the Proposed Transaction as necessary and appropriate under applicable laws.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the Extraordinary General Meeting No. 1/2022 to consider approving the acquisition of shares in the Target Companies in the proportion of 100 percent of all ordinary shares and certain intercompany financing receivables owed by certain Target Companies and/or their subsidiaries, by the Company, its subsidiary, and/or a new subsidiary of the Company to be established, with the total purchase price of not higher than EUR 560 million (or approximately not higher than THB 20,572.89 million), including to propose to the shareholders meeting to consider authorizing the Board of Directors, the Chairman, the Chief Executive Officer, or the persons appointed and authorized by the Board of Directors, the Chairman, the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the Proposed Transaction, including to execute other arrangements, contracts and documents relating to the Proposed Transaction, which constitutes a transaction on acquisition of assets, to set out rules, conditions and other details that is necessary for and in connection with the Proposed Transaction as necessary and appropriate under applicable laws, with the details as proposed.

Resolution

The resolution for 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.

According to the list of shareholders of the Company as of 30 August 2022 which is

the date to determine the list of shareholders entitled to attend the meeting (Record Date), there is no interested shareholder who has no right to vote in this agenda item.

Agenda Item 3

To consider and approve the increase of the registered capital of the Company and amendment to Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the registered capital of the Company

Facts and Reasons

The Board of Directors' Meeting No. 4/2022 held on May 23, 2022 has resolved to approve the Company in purchasing the shares in the Target Companies which the total value of the purchasing not higher than EUR 560 million (or approximately no higher than 20,572.89 million THB) where the source of funds regarding this Transaction is mainly from the loan of financial institutions. The Board of Directors' Meeting No. 5/2022 which was held on July 29, 2022 has resolved that the Company is in need of additional capital in order to provide the Company with funding sources to conduct the Transaction. In this regard, The Board of Directors' Meeting No. 5/2022 has resolved to propose the Extraordinary General Meeting of Shareholders' No. 1/2022 to consider approving the increase of the registered capital of the Company by THB 1,500,000,000 from the existing registered capital of THB 15,875,206,607 to THB 17,375,206,607 by issuing 1,500,000,000 newly issued ordinary shares with a par value of THB 1.00 per share to be offered to the specific investors (Private Placement) by assigning the Board of Directors to set the offering price according to the market price and approving the amendment of clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the increase of the registered capital of the Company, with the details as follows:

“Clause 4. Registered capital : THB 17,375,206,607 (Seventeen Billion Three Hundred Seventy Five Million Two Hundred Six Thousand Six Hundred Seven Baht)

divided into : 17,375,206,607 shares (Seventeen Billion Three Hundred

Seventy Five
Million Two
Hundred Six
Thousand Six
Hundred and
Seven shares)

Par value per share : THB 1.00 (one Baht)

Classified into

Ordinary shares : 17,375,206,607 shares (Seventeen Billion
Three Hundred
Seventy Five
Million Two
Hundred Six
Thousand Six
Hundred and
Seven shares)

Preferred shares : -None- (-)"

In this regard, the Board of Directors' Meeting has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider authorizing the Board of Directors, the Chairman, the Chief Executive Officer, or the persons appointed and assigned by the Board of Directors, the Chairman, the Chief Executive Officer to have the power to determine, specify, amend or change conditions and details relating to the capital increase. Including but not limited to the specification of the amount registered capital of the Company, the amount of the capital increase ordinary shares of the company, including to have the power to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to also have the power to take all necessary actions in accordance with the Registrar's order to complete the registration.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider approving the amendment of Clause 4. (Registered Capital) of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, and also deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider authorizing the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer to have the power to determine, specify, amend or change conditions and details relating to the capital increase, including but not limited to the specification of the amount registered capital of the Company, the amount of the newly issued ordinary shares of the company, including to have the power to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to also have the power to take all necessary actions in accordance with the Registrar's order to complete the registration with the details as proposed.

Resolution

The resolution for 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.

Agenda Item 4

To consider and approve the allocation of newly issued ordinary shares of the Company to the specific investors (Private Placement)

Facts and Reasons

Referring to the Agenda Item 3, the Board of Directors' Meeting No. 5/2022 which was held on July 29, 2022 has resolved to propose the Extraordinary General Meeting of Shareholders' No. 1/2022 to consider approving the newly issued ordinary shares by issuing the amount no more than 1,500,000,000 shares with a par value of THB 1.00 per share to be offered to the specific investors (Private Placement) by assigning the Board of Directors to set the offering price according to the market price.

The Company is in the process of (1) selecting investors with the characteristics, type and amount deemed to be the issuance and offering of newly issued ordinary shares to the specific investors (Private Placement) and (2) considering the selection of whom to be allocated the new ordinary shares to, which must be a potential investor who can actually invest in the Company who will not take part in the Company's operation or take a position as director or executive of the Company and not be a

connected person according to the Notification of the Capital Market Supervisory Board Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Operating Principles of Listed Companies in Connected Transactions. The Company will make an announcement to the SET prior to the share offering.

The offering price to the specific investors (Private Placement) will be determined by the Board of Directors or the person assigned by the Board of Directors, including the Chairman of the Board of Directors and the Chief Executive Officer, whereby the offering price will be at the market price and the most optimum price in accordance with the market situation during the offering period to the investors, which shall not be lower than the weighted average price of the shares on the Stock Exchange of the past seven but not more than fifteen consecutive business days, which the offering date shall not be later than three business days before the first date of offering period to investors. Such price is subject to discount of up to 10 percent of the said price, pursuant to the Notification of the Capital Market Supervisory Board re: approval for the listed companies to issue the newly-issued shares to the specific investors.

In the case of Private Placement offering at a price that is lower than 90 percent of the market price, before the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit investors from selling all such newly issued ordinary shares within one year from the date on the Company's newly issued ordinary shares start trading on SET. After six months, investors may sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares.

Shareholding percentage of investors in the Company following the issuance and offering of newly issued ordinary shares to the specific investors (Private Placement) must not cause the investors to have the obligation to make a mandatory tender offer required under the Notification of the Capital Market Supervisory Board re: Requirements, Conditions and Methods of Takeover including relevant rules and announcements or cause a breach of the foreign shareholding limit as provided under the Company's Articles of Association, which is currently at 49 percent of the total number of issued shares of the Company.

In this regard, the Board of Directors deemed it appropriate to propose to the

Extraordinary General Meeting of Shareholders to consider authorizing the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer to have the power to determine and/or amend other details that are necessary and related to the issuance and offering of the newly issued ordinary shares to be allocated to the specific investors (Private Placement) as appropriate and to the extent that they are not inconsistent with related notification, regulation or law, including determining and amending the subscription date and offering date, payment method (whether in cash or in kind), and amount of newly issued ordinary shares allocated as well as the conditions and related details, word or text correction in the minutes of the shareholders' meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing the application and supporting documents related to the allocation of newly issued ordinary share to the specific investors, including contacting and submitting an application and supporting documents to government agencies or agencies involved in the allocation of newly issued ordinary shares as well as listing the newly issued ordinary shares as listed securities on the SET, and taking any action as necessary and relevant for the successful allocation of newly issued ordinary shares to the specific investors, including appointing and assigning other appropriate persons to perform the above actions. Such action must be in accordance with the relevant laws and regulations regarding the issuance and offering of the newly issued ordinary shares.

Therefore, please refer to further details of the issuance, offering and allocation of the Company's newly issued ordinary shares in the Capital Increase Report Form (F 53-4) (Enclosure 4) and the Information Memorandum on Allocation of Newly Issued Ordinary Shares for Private Placement for Stark Corporation Public Company Limited (Enclosure 5)

Opinion of the Board

The Board of Directors has considered and deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider approving the newly issued ordinary shares by issuing the amount no more than 1,500,000,000 shares with a par value of THB 1.00 per share to be offered to the specific investors

(Private Placement) by assigning the Board of Directors to set the offering price according to the market price, and also deemed it appropriate to propose to consider authorizing the Board of Directors, Chairman of the Board or Chief Executive Officer, and/or persons appointed and assigned by the Board of Directors or Chairman of the Board or Chief Executive Officer to have the power to determine, specify, amend or change conditions and details of the newly issued ordinary shares to be offered to the specific investors (Private Placement) as deemed appropriate without contradicting to the notifications, regulations or related laws, with the details as proposed.

Resolution The resolution for this agenda item shall be adopted by not less than three-fourths of all votes of the shareholders attending the Meeting and having the right to vote.

Agenda Item 5 **To consider other matters (if any)**

Furthermore, the Company has published the invitation letter for the Extraordinary General Meeting of Shareholders, together with supporting documents, on the Company's website at www.starkcorporation.com since September 8, 2022.

Should any shareholder be unable to attend the Meeting in person via electronic media (E-EGM) and wish to appoint a proxy to attend the Meeting and vote on his/her behalf through the meeting in the form of electronic media (E-EGM), please fill out the information of the proxy. for the proxy to attend the Extraordinary General Meeting of Shareholders instead by using the QR Code or the link <https://stark.foqus.vc/registration/> Enclosure 9 within the date September 21, 2022.

In this regard, this is to protect the rights and interests of the shareholders in the event that shareholders cannot attend the meeting by themselves and intends to appoint independent directors of the Company to attend and vote on their behalf. Shareholders can authorize independent directors of the Company as the name and the record appear in Enclosure 6, using Proxy Form B with Enclosure 10 giving a proxy to an independent director of the Company to attend the meeting and vote on behalf of the shareholders and send Proxy Form B and supporting documents to Stark Corporation Public Company Limited, No. 518/5 Maneeya Center Building, 16th Floor, Ploenchit Road, Lumpini Sub-District, Pathumwan District, Bangkok. Telephone number 02-6805800 and to facilitate document verification, please send documents to the Company within September 21, 2022.

The Company is concerned for the shareholders with the situation of the new variants of the coronavirus (COVID-19) pandemic that has not yet returned to normal conditions, The Company will conduct the meeting by **electronic means (E-EGM)** Quidlab FoQus, which has received the electronic conference control system certification. According to the Information Security Standard of the Conference Control System Version 1.1 of the Electronic Transactions Development Agency. The company would like to inform you about the method of attending the meeting via electronic media (E-EGM) as follows:

1. **Shareholders who wish not to attend the meeting by themselves via electronic devices (E-EGM)**

Shareholders who are unable to attend the meetings via electronic devices (E-EGM) of the Company by themselves. The Company recommends that the shareholders give proxy to independent directors instead of attending the meeting in person. (Details of Proxy Form A-C are shown in the notice of the meeting) by sending documents to the Company at the address that appears on the envelope with the stamp and delivered to within September 21, 2022.

2. **Shareholder who wishes to attend or appoint a proxy via electronic devices (E-EGM)**

- Shareholder Please fill in the information for attending the Extraordinary General Meeting of Shareholders No. 1/2022 by scanning QR Code or <https://stark.foqus.vc/registration> (Enclosure 9) **within September 21, 2022**. Once the shareholders submit information in the system, the Company will send the username (Username) and password (Password), web link (Web link) and access manual for the E-EGM system to the e-mail that you have informed to the Company.
- Proxy Form A, B, and C. Please fill in the information for granting proxy the Extraordinary General Meeting of Shareholders No. 1/2022 by scanning QR Code or <https://stark.foqus.vc/registration/> (Enclosure 9) **within September 21, 2022**. Once the shareholders submit information in the system, the Company will send the username (Username) and password (Password), web link (Web link) and access manual for the E-EGM system to the e-mail that you have informed to the Company.

In case you face troubles in using the E-EGM system, please contact Quidlab at +66(0)-2-013-4322 or +66(0)-800-087-616 email: Info@quidlab.com

In case your username and password are lost or not received **by September 22, 2022**, please contact immediately at Quidlab at phone number above or at the Company secretary at Tel: +66(0)-2-680-5800 Email: info@starkcorporation.com



All shareholders are cordially invited to attend the Extraordinary General Meeting of Shareholders (E-EGM) according to the regulations and procedures set by the Company on **Friday, September 23, 2022 at 14.00 hours** by broadcasting live at the meeting room at the head office of Stark Corporation Public Company Limited.

Sincerely yours,

-Mr. Chanin Yensudchai-

(Mr. Chanin Yensudchai)

Chairman