

(F 53-4)

Capital Increase Report Form
Stark Corporation Public Company Limited
August 28, 2019

We, Stark Corporation Company Limited (the "Company"), hereby report on the resolutions of the Board of Directors' Meetings No. 3/2019 from 18.00 hours to 20.00 hours with reference to the resolutions of the Board of Directors' Meetings No. 3/2019 of Siam Inter Multimedia Public Company Limited (Old name), regarding the capital increase and new share allocation, as follows:

1. Capital Increase

The Extraordinary General Meeting of Shareholders No. 1/2019 has resolved to grant the Capital Increase by Issuance and Allocation of Shares for Right Offering to the Company's Existing Shareholders ("Rights Offering") of not exceeding 1,323,211,005 newly issued ordinary shares at the par value of THB 1 per share.

The Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer have been authorized to consider determining the offering price of the newly issued ordinary shares by taking into account the market circumstances at that time and in the best interest of the Company, and to consider setting out rules, conditions and other details necessary for and in connection with the issuance and allocation of the newly issued ordinary shares as necessary and appropriate, subject to the applicable laws, including but not limited to, the record date to determine the list of shareholders entitled to subscribe for the newly issued ordinary shares, the date of offering of the newly issued ordinary shares and share payment procedures, etc.

The BOD of the Company has resolved to approve the offering price of the newly issued ordinary shares, setting out rules, conditions and other details of the issuance and allocation of shares for Right Offering of not exceeding 1,323,211,005 newly issued ordinary shares at the par value of THB 1.00 per share as follows:

Capital Increase	Type of Shares	Amount of Share (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary Shares	1,323,211,005	1	1,323,211,005
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allocation of New Shares
 - 2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
1. Rights Offering	1,323,211,005	17.0 : 1.0 (Please see remark 1)	1.0	September 23 – 27, 2019 from 9.00 hours to 15.30 hours. (Please see remark 2)	-
Total	24,303,211,005				

Remarks:

1. The Company has been informed that Mr. Vonnarat Tangkaravakoon (“Mr. Vonnarat”) and Stark Investment Corporation Limited which is considered as a person under Section 258 and Concert party of Mr. Vonnarat (collectively “Mr. Vonnarat Group”) shall waive its rights to subscribe for the newly issued ordinary shares of Right Offering in full of 21,500,000 shares; therefore, the offering ratio shall be 1.3 existing shares to 1.0 new share.
2. The Company will inform details and processes of the subscription later.

2.1.1 The Company’s arrangements with any fraction of shares

Any fraction of shares shall be disregarded and all authorized but unissued shares shall be cancelled.

3. Schedule for the Shareholders’ Meeting for Approval of the Capital increase and New Share Allocation

The Extraordinary General Meeting of Shareholders No. 1/2019 held on April 11, 2019 has resolved of the issuance and allocation of shares for Right Offering of not exceeding 1,323,211,005 newly issued ordinary shares at the par value of THB 1 per share. The EGM had been held at Wassana room Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham Rama 9 Road, Bangkapi, Huai Kwang, Bangkok, whereby:

- The record date to determine the list of shareholders entitled to attend the Shareholders’ Meeting shall be March 8, 2019.

4. **Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval (if any)**

The Company shall register its registered capital increase and change of its paid-up registered capital as well as the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

5. **Purpose of Capital Increase**

The Company will use the proceeds from the issuance and allocation of the newly issued ordinary shares by way of right offering to repay loans of TAH2 and/or PDITL to financial institutions, and to use as the source of funds for the Company's business operations in the past, and/or as its working capital for the Company's current business operations and/or for its business expansion in the future, namely, the business of manufacturing and distribution of electrical wires and cables.

Plan for Use of Proceeds	Portion
1. Repayment of loans to financial institutions	Approximately 70% of the newly issued and allocated ordinary shares by the way of rights offering and shall not exceed loans outstanding at that time
2. Working capital for other activities of the Company and/or source of funds for the Company's business operations and/or its business expansion in the future	Approximately 30% of the newly issued and allocated ordinary shares by the way of rights offering or the balance after allocated to repay the loans

The above plan for use of proceeds is subject to change, depending on the Company's operating results, cash flows, business plan, investment plan, requirements and other justifications as the Board of Directors may deem fit, primarily taking into account the interests of the Company and its shareholders.

6. **Expected Benefits to the Company from the Capital Increase/New Share Allocation**

The issuance and allocation of the newly issued ordinary shares for rights offering to the Company's existing shareholders are intended to repay the debts of TAH2 and/or PDITL to financial institutions, and to use as the source of funds for the Company's business operations, and/or as its working capital for the Company's current business operations and/or for its business expansion in the future, namely, the business of manufacturing and distribution of electrical wires and cables. This will help the Company to improve its business capability, cash flow, liquidity and debt-to-equity ratio, which is in the best interests of the Company and all shareholders.

7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

7.1 Dividend Policy

The Company has a policy to pay dividends to the shareholders at the rate not lower than 50 percent of net profits after corporate income tax and legal reserve in each year, provided that the declaration of dividends shall take into account various factors regarding its operations and management, e.g., financial position and stability, liquidity, business expansion plan or investment plan, and such declaration of dividends shall be subject to approval from the Shareholders' Meeting as appropriate, and approval from the Board of Directors.

7.2 Subscribers for new shares on this occasion shall be entitled to dividends from the operational results

After the parties which have been allocated with the newly issued ordinary shares on this occasion have been duly registered as the Company's shareholders, such parties shall be entitled to dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

- None -

9. Certificate of the Board of Directors

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

10. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation

No.	Procedures	Date
1	The Board of Directors' Meeting No. 3/2019 (Siam Inter Multimedia Public Company Limited (Old name)) Regarding the approval of the allocation of newly issued ordinary shares by way of Right Offering and Public Offering.	February 22, 2019
2	The Extraordinary General Meeting of Shareholders no. 1/2019	April 11, 2019

No.	Procedures	Date
	(The offering of newly issued shares on Right Offering and Public Offering)	
3	The Board of Directors' Meeting No. 3/2019 (Stark Corporation Company Limited) To determine the Excluding Right: XR date of the Rights Offering and other details	August 28, 2019
4	XR date	September 10, 2019
5	Record date (RD)	September 11, 2019
6	Subscription period for the newly-issued ordinary shares of Right offering	September 23 – 27, 2019
7	Registration of capital increase and amendment to the Ministry of Commerce	September 30, 2019

Remark: above schedule is subjected to change due to the Company, regulations and related parties such as SEC and SET.