

Ref. STARK001/2020

January 28, 2020

Subject: Guideline to increase free float proportion, bond issuance and the amendment of the agenda of the Extraordinary General Meeting of Shareholders No. 1/2020

Attn.: President

**The Stock Exchange of Thailand**

Stark Corporation Public Company Limited (the “**Company**”) hereby informs the significant resolution of the Board of Directors’ meeting No. 1/2020, which held on January 28, 2020, to the Stock Exchange of Thailand (“**SET**”) as follows:

1. Agree to the guideline to increase free float proportion as resolved in the Board of Directors’ meeting No. 3/2019, held on February 22, 2019, which disclosed on SET as follows:

- (1) The Company would offer the Rights Offering approximately 1,322 million shares by Q4/2019 and;
- (2) The Company would offer the Public Offering approximately 1,800 million shares within the first half of 2020 which consists of
  - The ordinary shares not exceeding 480 million shares and;
  - The existing shares of Mr. Vonnarat Tangkaravakoon totally 1,320 million shares

The Rights Offering had been done on September 30, 2019 which made the free float proportion at 9.7% of registered capital.

However, the Company is in the process of the investment in Think Phat Cables Joint Stock Company and Dovina Viet Non-Ferrous Metal and Plastic Joint Stock Company as resolved via the Board of Directors’ meeting No. 7/2019, held on December 25, 2019 in which the Company still negotiate with financial institute for the Company and shareholders’ beneficial.

Moreover, the Company considered the additional procedure to increase free float proportion by

- (3) Consulting with Mr. Vonnarat Tangkaravakoon, the existing shareholder, held the Company’ shares directly and indirectly at 21,500 million shares, equivalent to 90.3% of the registered capital in which 5,375 million shares of his had exempted the silent period on January 25, 2020. He will do his best effort to distribute those shares by focusing on finance investor on order to increase free float proportion as required by SET regulations.

Moreover, the Company determines to increase free float proportion as mentioned in (2) and (3) at least 15% in order to maintain listing status.

2. Agree to issue and offer bond not exceeding USD 150,000,000 for business agility as follows:

- (1) Approval on the issuance and offer bond as mentioned in Securities and Exchange Act B.E.2535 (including debenture, short-term debenture and short-term note) in fully amount or by project depended on its necessary, but not exceeding USD 150,000,000 with following conditions;
- Type of bonds: secured/unsecured bond, junior/senior bond, convertible/unconvertible bond
  - Status: mentioned/unmentioned agent
  - Currency: Baht or other currency equivalent to Baht with current exchange rate
  - Value: not exceeding USD 150,000,000. The maximum principle that the Company could offer shall be the principle of unredeemed bond
  - Offering method: offer to general investor, major investor and/or Thai and/or international financial institute as prescribe by SEC and/or SET and/or other regulations that applied during the period of bond.

For the type, amount, value, period, interest rate, price per unit, offering period, offering method, bond allocation, condition and other related information of bond will be under the Board of Directors or authorized person to proceed as appropriate.

- (2) Authorized the Board of Directors or directors or authorized person to proceed bond offering and consider the type, amount, value, period, interest rate, price per unit, offering period, offering method, bond allocation, condition and other related information of bond as appropriate, including, elect Financial Advisor, bond offering consultant, apply for Company's credit rating, authorized agents and bond registrar. The authorized person could sign with or without the Company's stamp, negotiate and submit information to SEC and Bank of Thailand. SET and ThaiBMA or any related organizations.
3. The Board of Directors meeting No. 1/2020 on January 28, 2020 resolved to approve the change of the agenda of the Extraordinary General Meeting of Shareholders No. 1/2020 as follows:

Agenda Item 1 To consider approving the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2019;

Agenda Item 2 To consider approving the acquisition of shares in Thinh Phat Cables Joint Stock Company and Dong Viet Non-Ferrous Metal And Plastic Joint Stock Company, incorporated under the laws of the Socialist Republic of Vietnam, including the execution of other arrangements, contracts and documents relating to such Share Purchase Agreement, which constitutes a transaction on acquisition of assets;



Agenda Item 3 To consider approving the issuance and offer the Company's bond not exceeding USD 150,000,000 with conditions as specified

Agenda Item 4 To consider other matters (if any).

Please be informed accordingly

Sincerely yours,

*-Mr. Sathar Chantrasettalead-*

(Mr. Sathar Chantrasettalead)

Director