

Stark Corporation Public Company Limited

Invitation to the Extraordinary General Meeting of Shareholders No. 2/2019

Monday, October 21, 2019 at 9.00 hours

At the Meeting Room, InterContinental Hotel Bangkok

973 Ploenchit Road, Lumpini, Pathumwan, Bangkok

October 4, 2019

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2019

Attention: Shareholders

- Enclosures
1. A copy of the Minutes of the 2019 Annual General Meeting of Shareholders
 2. Draft Amended Articles of Association of Stark Corporation Public Company Limited
 3. Profiles of Independent Directors for Proxy Appointment
 4. Procedure for Registration, Documents and Evidence Required for Attending the Meeting
 5. Articles of Association in respect of the Shareholders' Meeting
 6. Map of the Meeting Venue
 7. Proxy Form

On August 28, 2019, the Board of Directors' Meeting of Stark Corporation Public Company Limited (the "Company") resolved to call the Extraordinary General Meeting of Shareholders No. 2/2019 to be held on Monday, October 21, 2019 at 9:00 hours at the Meeting Room, InterContinental Hotel Bangkok, 973, Ploenchit Road, Lumpini, Pathumwan, Bangkok, to consider such matters in accordance with the following agenda:

Agenda Item 1 **To consider approving the Minutes of the 2019 Annual General Meeting of Shareholders**

Facts and Reasons The Company has prepared the Minutes of the 2019 Annual General Meeting of Shareholders, which was held on Tuesday, April 30, 2019, and submitted such Minutes of the Meeting to the Stock Exchange of Thailand 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 Minutes of the 2019 Annual General Meeting of Shareholders, which was held on Tuesday, April 30, 2019, 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 reduction of the Company's registered capital by THB 333,612,099 from the existing registered capital of THB 24,626,422,010 to be THB 24,292,809,911 by cancelling 333,333,334 authorized but unissued ordinary shares with a par value of THB 1.00 per share, which were issued to accommodate the newly issued ordinary shares for the private placement (PP), and 278,765 unsubscribed newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company by way of right offering and the allocation to the subscriber who over-subscribed (Oversubscription)

Facts and Reasons The Board of Directors' Meeting No. 3/2019, which was held on August 28, 2019 and the Board of Directors' Meeting No. 4/2019, which was held on September 30, 2019 have resolved to propose the Shareholders' Meeting to consider approving the reduction of the Company's registered capital by THB 333,612,099 from the existing registered capital of THB 24,626,422,010 to be THB 24,292,809,911 by cancelling 333,333,334 authorized but unissued ordinary shares with a par value of THB 1.00 per share, which were issued to accommodate the newly issued ordinary shares for the private placement (PP) and cancelling 278,765 unsubscribed newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company by way of right offering and the allocation to the subscriber who over-subscribed (Oversubscription) during September 23 – 27, 2019.

The reduction of the Company's capital by cancelling the outstanding shares shall not affect the paid-up registered capital and the number of shares of the Company.

Opinion of the Board The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the reduction of the Company's registered capital as per the above details.

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 3 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

Facts and Reasons To be in line with the reduction of the Company's registered capital in agenda item 2 above, the Company is required to amend its Memorandum of Association pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended). The Board of Directors' Meeting No. 3/2019, which was held on August 28, 2019, has resolved to propose the Shareholders' Meeting to consider approving the amendment of

Clause 4 of the Memorandum of Association to be in line with the reduction of the registered capital to read as follows:

“Clause 4. Registered Capital : THB 24,292,809,911 (Twenty-Four Billion Two Hundred Ninety-Two Million Eight Hundred and Nine Thousand Nine Hundred and Eleven Baht)

Divided into : 24,292,809,911 shares (Twenty-Four Billion Two Hundred Ninety-Two Million Eight Hundred and Nine Thousand Nine Hundred and Eleven shares)

Par Value per Share : THB 1 (One Baht)

Classified into :

Ordinary Shares : 24,292,809,911 shares (Twenty-Four Billion Two Hundred Ninety-Two Million Eight Hundred and Nine Thousand Nine Hundred and Eleven shares)

Preferred Shares : -None- -“

Opinion of the Board

The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the registered capital as per the above details.

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 approving the reduction of the Company's registered capital by THB 9,960,052,064 from THB 24,292,809,911 to be THB 14,332,757,847 and from the paid-up registered capital of THB 23,812,809,911 to be THB 14,049,557,847 by changing the par value of shares from THB 1.00 per share to be THB 0.59 per share to compensate for the Company's accumulated loss in order to maintain the existing number of 23,812,809,911 shares

Facts and Reasons

The Board of Directors' Meeting No. 3/2019, which was held on August 28, 2019 and the Board of Directors' Meeting No. 4/2019, which was held on September 30, 2019, have resolved to propose the Shareholders' Meeting to consider approving the reduction of the Company's registered capital by THB 9,960,052,064 from the existing registered capital of THB 24,292,809,911 to be THB 14,332,757,847 and from the paid-up registered capital of THB 23,812,809,911 to be THB 14,049,557,847 by changing the par value of shares from THB 1.00 per share to be THB 0.59 per share to compensate for the Company's accumulated loss.

Such capital reduction shall in no way affect the number of the Company's shares, and as such, the number of shares remains unchanged at 23,812,809,911 shares, as per the following details:

	<u>Before</u>	<u>Change</u>	<u>After</u>
Registered Capital			
- Number of Shares	24,292,809,911	-	24,292,809,911
- Par Value (THB)	1.00	(0.41)	0.59
- Value (THB)	24,292,809,911	(9,960,052,064)	14,332,757,847
Paid-up Registered Capital			
- Number of Shares	23,812,809,911	-	23,812,809,911
- Par Value (THB)	1.00	(0.41)	0.59
- Value (THB)	23,812,809,911	(9,763,252,064)	14,049,557,847

Upon the Extraordinary General Meeting of Shareholder No. 2/2019, which was held on October 21, 2019, the Company shall written notify the creditors of the resolution for the reduction of the registered capital. The Company expects the registration of the reduction of the Company's registered capital with Ministry of Commerce to be completed in 2019.

Opinion of The Board The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the reduction of the Company's registered capital by changing the par value of shares from THB 1.00 per share to be THB 0.59 per share to compensate for the Company's accumulated loss, at the current number of shares equal to 23,812,809,911 shares as per the above details.

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 5 **To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital**

Facts and Reasons To be in line with the reduction of the Company's registered capital in agenda item 4 above, the Company is required to amend its Memorandum of Association pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended). The Board of Directors' Meeting No. 3/2019, which was held on August 28, 2019, has resolved to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to read as follows:

"Clause 4. Registered Capital : THB 14,332,757,847 (Fourteen Billion Three Hundred Thirty-Two Million Seven Hundred Fifty-Seven Thousand Eight Hundred and Forty-Seven Baht)

Divided into : 24,292,809,911 shares (Twenty-Four Billion Two Hundred Ninety-Two Million Eight Hundred and Nine Thousand Nine Hundred and Eleven shares)

Par Value per Share : THB 0.59 (Fifty-Nine Satang)

Classified into :

Ordinary Shares : 24,292,809,911 shares (Twenty-Four Billion Two Hundred Ninety-

Two Million Eight
Hundred and Nine
Thousand Nine
Hundred and Eleven
shares)

Preferred Shares : -None- -“

Opinion of the Board The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital as per the above details.

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 6 To consider approving the reduction of the number of the Company's directors from 12 to 9 directors

Facts and Reasons The Board of Directors' Meeting No. 3/2019, which was held on August 28, 2019, has resolved to propose the Shareholders' Meeting to consider approving the reduction of the number of directors from 12 to 9 directors. Given that the current seating of directors appointed by the shareholders is 12 directors. The reduction of the number of the Company's directors from 12 to 9 directors will cause the Company's management to be more convenient and efficient.

At present, the number of the company's directors is 8 directors. The Board of Directors is in the process of appointing one director.

Opinion of the Board The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the reduction of the number of directors from 12 to 9 directors in order for the Company's management to be more convenient and efficient.

Resolution The resolution for this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and entitled to vote.

Agenda Item 7 **To consider approving the amendment of the Company's Articles of Association**

Facts and Reasons The Board of Directors' Meeting No. 3/2019, which was held on August 28, 2019, has resolved to propose the Shareholders' Meeting to consider approving the amendment of the Company's Articles of Association in order to be in line with the Company's business operations and the addition of the Company's Article of Association to accommodate the meetings via electronic media pursuant to the Announcement of the National Council for Peace and Order No. 74/2014 Re: Electronic Conferencing, dated June 27, 2014 in order to facilitate the Company's business operations. Thus, the Chairman proposes the Meeting to consider approving the amendment and the addition of the Company's Articles of Associates, as per the details in Enclosure 2.

Opinion of the Board The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the amendment and the addition of the Company's Articles of Association as per the above details. In addition, The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider authorizing the Chief Executive Officer or the person authorized by the Chief Executive Officer to have the power to take any arrangements relating to the registration of such change of the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, including such power to amend and add any wordings or take any arrangements in compliance with the Registrar's instructions.

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 8 **To consider other matters (if any)**

Furthermore, the Company has published the invitation letter for the Shareholders' Meeting, together with supporting documents, on the Company's website at www.starkcorporation.com since October 4, 2019. The shareholders are hereby invited to attend the Extraordinary General Meeting of Shareholders No. 2/2019 on Monday, October 21, 2019 at 9.00 hours (registration starts at 8.00 hours) at the Meeting Room, InterContinental Hotel Bangkok, 973, Ploenchit Road, Lumpini, Pathumwan, Bangkok. Please refer to the map of the Meeting Venue in [Enclosure 6](#).

Should any shareholder be unable to attend the Meeting in person and wish to appoint a proxy to attend the Meeting and vote on his/her behalf, please fill out and sign either Proxy Form A or B, and in case of a foreign shareholder who has appointed his/her custodian, please use Proxy Form C per [Enclosure 7](#).

In order to protect the shareholders' rights and benefits in the event where any shareholders may be unable to attend the Meeting in person and wish to appoint the Company's independent directors as their proxies to attend the Meeting and vote on their behalf, the shareholders may appoint the Company's independent directors as their proxies per the list of names and profiles in [Enclosure 3](#), using Proxy Form B in [Enclosure 7](#), to appoint the Company's independent directors as proxies to attend the Meeting and vote on their behalf, and submit Proxy Form B, along with supporting documents, as per the details in [Enclosure 4](#), to Stark Corporation Public Company Limited, No. 518/5 Maneeya Center, 16th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, Telephone 02-680-5800. For the ease of document review, please provide the Company with such documents by October 17, 2019.

In this regard, the shareholders are requested to read the explanation on procedures for registration, grant of proxy, documents and evidence required to attend the Meeting per [Enclosure 4](#). The Company shall proceed with the Meeting in accordance with the Company's Articles of Association, Chapter 5 Shareholders' Meetings, as per the details in [Enclosure 5](#).

To ensure convenient and rapid registration to attend the Extraordinary General Meeting of Shareholders No. 2/2019 in an orderly manner, the shareholders and proxies may register at 8.00 hours on the Meeting Date at the Meeting Room, InterContinental Hotel Bangkok, 973, Ploechit Road, Lumpini, Pathumwan, Bangkok.

Furthermore, the Company has scheduled October 2, 2019 as the record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2019.

Very truly yours,



(Mr. Chanin Yensudchai)

Chairman

Minutes of the 2019 Annual General Meeting of Shareholders

Siam Inter Multimedia Public Company Limited

Tuesday, April 30, 2019 at 14.00 hours

Conference Room on 9th Floor, No. 459 Soi Ladprao 48, Samsennok Subdistrict, Huai Khwang District, Bangkok

Preliminary Proceedings: Mr. Prajaya Chaikam, Director and Managing Director, Sport & Multimedia Business, who was in charge of conducting the Meeting, welcomed the shareholders and their proxies to the 2019 Annual General Meeting of Shareholders, and introduced the Board of Directors, financial advisor and legal officer of the Company to the Meeting as follows:

Directors attending the Meeting:

- | | |
|------------------------------------|---|
| 1. Mr. Saritkul Jamsomboon | Chairman of the Board of Directors, <u>who presided over as Chairman of the Meeting</u> |
| 2. Mr. Vithoon Niruntrarai | Chief Executive Officer and President |
| 3. Mr. Kitti Cheenaket | Chairman of the Audit Committee and Independent Director |
| 4. Miss Anchaleeporn Teerasin | Deputy Chief Executive Officer |
| 5. Mrs. Thanyarat Sittanavithan | Managing Director, Accounting and Finance |
| 6. Mr. Prajaya Chaikam | Managing Director, Sport & Multimedia Business |
| 7. Mr. Kittiwat Niruntrarai | Managing Director, Book Business |
| 8. Mr. Virat Teekaputisakul | Deputy Managing Director, Cartoon Publishing |
| 9. Miss Phusanaporn Getmeteekaroon | Deputy Managing Director, Advertising Media |

Absent directors to attend to other business:

- | | |
|-------------------------------|---|
| 1. Mr. Dumrit Viriyakul | Audit Committee Member and Independent Director |
| 2. Mrs. Sangtip Yimlamai | Audit Committee Member and Independent Director |
| 3. Mr. Paitoon Chutimakornkul | Director |

Financial Advisor:

Mr. Thibodi Mangkali, Managing Director of Capital Plus Advisory Co., Ltd. and his team

Legal Officer of the Company:

Mr. Prapat Chaiyadej, who was in charge of the conduct of the 2019 Annual General Meeting of Shareholders to ensure transparency, and compliance with the laws and the Company's Articles of Association.

The Meeting Conductor informed the Meeting that there were a total of 41 shareholders and proxies present at the Meeting, comprising 26 shareholders in person and 15 proxies, totaling 128,661,431 shares or representing 39.807 percent of all 323,211,005 issued and paid-up shares, in accordance with Article 37 of the Articles of Association which reads that, at a Shareholders' Meeting, there shall be at least 25 shareholders and proxies or at least one half of

all shareholders, holding among them at least one-third of all issued shares, to constitute a quorum. Therefore, the quorum was constituted in this Meeting.

The Company allowed the shareholders to propose any agenda of the Ordinary General Meeting of Shareholders and nominate candidates for election as directors to the Board of Directors' Meeting for consideration, although no shareholders made any proposals to the Company.

To conduct the Meeting in an orderly fashion, all shareholders were advised of the regulations and procedures for this Meeting. The Chairman shall proceed with the Meeting to consider the agenda of the Meeting in such order as described in the Notice of the Meeting. For the purpose of considering each agenda item, the Meeting Conductor shall fully report the opinions of the Board to the Meeting, and thereafter, questions would then be addressed until there would be no further question, the Meeting would be requested to vote.

For the purpose of convenient and rapid vote counting, voting cards shall be used only in the case where shareholders would wish to vote against or abstain, and delivered to the Company's staff, and when the Meeting adjourned, the Company's staff would then collect all voting cards accordingly.

In voting, one share would be equal to one vote. The voting results would be concluded by deducting all votes with such votes against and abstention in order to count the votes for, and the voting results on each agenda item would then be announced to the Meeting.

The Chairman then proceeded with the Meeting in accordance with the following agenda:

Agenda Item 1 Consideration and approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on April 11, 2019

The Chairman proposed the Meeting to consider approving the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on April 11, 2019.

The Meeting Conductor informed the Meeting that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on April 11, 2019, accurately and completely recorded significant questions and opinions, and a copy of which was attached hereto as Enclosure 1, which was distributed to the shareholders together with the Notice of the Meeting, and therefore, the Ordinary General Meeting of Shareholders was requested to consider approving such Minutes.

The Meeting Conductor allowed the shareholders and proxies to ask questions.

Miss Siriporn Khattapong, Thai Investors Association's proxy, asked that on page 44 of the Minutes of the Meeting, agenda item 16, why the voting results omitted the abstention of 1,337,566 votes of Miss Natchanan Thongloi, as director and major shareholder of The Best Books Co., Ltd.

Mr. Thibodi Mangkali, Financial Advisor, explained that the Minutes of the Meeting in this agenda item indicated that Miss Natchanan Thongloi was an interested shareholder ineligible to vote on this agenda item, and as such, her 1,337,566 votes were deducted from all votes of the shareholders entitled to vote, let alone the fact that Miss Natchanan had not expressed her intention to abstain from voting either.

In the absence of any further questions, the Meeting Conductor requested the Meeting to vote on this matter.

RESOLVED: The Meeting resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on April 11, 2019, with the voting results as follows:

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	128,661,431	100
Against	0	0
Abstain	0	0
Invalid	0	0
	128,661,431	100

Remark: 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.

Agenda Item 2 **Consideration and acknowledgment of the Board of Directors' report on the Company's operational results for the year 2018**

The Chairman proposed the Meeting to consider acknowledging the Board of Directors' report on the Company's operational results for the year 2018.

The Meeting Conductor informed the Meeting that the Company concluded the operational results, and prepared such information regarding the Company's operations during 2018, as described in the Annual Report 2018, which had been distributed to the shareholders together with the Notice of the Meeting, for the Ordinary General Meeting of Shareholders to consider acknowledging the report on the Company's operational results for the year 2018.

The report on the Company's operational results for the year 2018 from the financial statements may be summarized as follows:

- The Company's total revenue amounted to THB 361.65 Million, representing a decrease from that of the year 2017 by THB 89.42 Million or 19.82 percent.
- The costs of sales and service amounted to THB 425.24 Million, representing an increase from that of the year 2017 by THB 65.82 Million or 18.31 percent.
- The selling and administrative expenses amounted to THB 104.25 Million, representing a decrease from that of the year 2017 by THB 21.30 Million or 16.97 percent.
- The Company's net loss amounted to THB 183.65 Million, representing an increase from that of the year 2017 by THB 104.90 Million or 133.20 percent.

The Meeting Conductor allowed the shareholders and proxies to ask questions.

No shareholders asked any questions. The Meeting Conductor informed the Meeting that this agenda item would not require any vote as it was a matter for acknowledgment.

Agenda Item 3 Consideration and approval of the statement of financial position and the statement of comprehensive income for the accounting period ended December 31, 2018

The Chairman proposed the Meeting to consider approving the statement of financial position and the statement of comprehensive income for the accounting period ended December 31, 2018.

The Meeting Conductor informed the Meeting that the Company prepared the statement of financial position as at December 31, 2018 and the statement of comprehensive income for the year ended December 31, 2018, which appeared in the Annual Report 2018, which would be proposed to the Ordinary General Meeting of Shareholders for consideration and approval, and the Company's financial statements had been reviewed by the Audit Committee and audited by the certified public accountant, the essence of which may be summarized as follows:

Total assets	THB 780.96	Million
Total liabilities	THB 681.23	Million
Shareholders' equity	THB 99.73	Million
Total revenues	THB 361.65	Million
Net loss	THB 183.65	Million
Loss per share	THB 0.57	per share

The Meeting Conductor allowed the shareholders and proxies to ask questions.

Miss Siriporn Khattapong, Thai Investors Association's proxy, asked that from the Company's financial statements, what kind of goods accounted for the value of inventories.

Mrs. Thanyarat Sittanavithan, Managing Director for Accounting and Finance, explained that such inventories referred to comic, Chinese novel and pocket books.

Miss Siriporn further asked about the backgrounds of allowance for value of inventories in the amount of THB 82 Million.

Mrs. Thanyarat explained that the allowance for inventory value referred to the allowance for diminution in inventory value in accordance with the accounting policy on providing such allowance for diminution in value based on the life cycle of products, and books were regarded as long-term products.

Miss Siriporn further asked about the backgrounds of estimated cost of returned books in the amount of THB 8.6 Million.

Mrs. Thanyarat explained that the estimated cost of returned books referred to the estimated cost of books expected to be returned in each particular period, and the estimated cost was close to actual number of returned books because the estimation was based on the average rate of returned books in previous months.

Miss Siriporn further asked whether the deferred copyrights would affect the transfer to the subsidiary.

Mrs. Thanyarat explained that the deferred copyrights were assets to be transferred to the subsidiary as well.

Miss Siriporn asked that given the Company's operating loss for several years, whether the share premium was utilized to compensate for the accumulated loss.

Mrs. Thanyarat explained that the Company previously utilized the share premium to compensate for the accumulated loss in 2017, but did not proceed with such utilization at the moment, because even if the share premium would have been utilized for such purpose, the accumulated loss would remain as the figures were higher.

Miss Siriporn further asked about the Company's business plan in 2019 to generate revenue in order to earn profits and pay dividends to the shareholders in the future.

Mr. Vithoon Niruntrarai, Chief Executive Officer and President, explained that the Company planned to restructure its business by way of capital increase to bring in new business, which would be expected to likely resolve the operating loss issue.

Miss Anchaleeporn Teerasin, Deputy Chief Executive Officer, added that the new incoming business would be large-scale business which would be expected to be more profitable and promising than the Company's current publishing business, and the shareholders should be satisfied with such changes and the Company's plan on this occasion.

In the absence of any further questions, the Meeting Conductor requested the Meeting to vote on this matter.

RESOLVED: The Meeting resolved to approve the statement of financial position and the statement of comprehensive income for the accounting period ended December 31, 2018, with the voting results as follows:

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	128,661,431	100
Against	0	0
Abstain	0	0
Invalid	0	0
	128,661,431	100

Remark: 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.

Agenda Item 4 Consideration and approval of suspension of declaration of dividend for the operational results for the year 2018

The Chairman proposed the Meeting to consider approving the suspension of declaration of dividend for the operational results for the year 2018.

The Meeting Conductor informed the Meeting that the Company had a policy to pay dividend at the rate not less than 50 percent of the net profit after corporate income tax and legal reserve each year, provided that the declaration of dividend shall take into account various factors relating to the operations and management. Based on the operational results for the year 2018, the Company had a net loss in the financial statements in the amount of THB

163,646,413.90; therefore, the Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider approving the suspension of declaration of dividend.

The Meeting Conductor allowed the shareholders and proxies to ask questions. No shareholders asked any further questions. The Meeting Conductor requested the Meeting to vote on this matter.

RESOLVED: The Meeting resolved to approve the suspension of declaration of dividend for the operational results for the year 2018, with the voting results as follows:

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	128,661,431	100
Against	0	0
Abstain	0	0
Invalid	0	0
	128,661,431	100

Remark: 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.

Agenda Item 5 **Consideration of election of directors in place of the directors due to retire by rotation**

The Chairman proposed the Meeting to consider electing directors in place of the directors due to retire by rotation.

The Meeting Conductor informed the Meeting that in order to comply with the Public Limited Companies Act and Article 17 of the Articles of Association, which provides that at every Annual General Meeting of Shareholders, at least one-third (1/3) of directors with the longest term of office shall retire, and the retiring directors shall be eligible for re-election.

For the year 2019, the Company had a total of 12 directors; therefore, four directors would retire by rotation as follows:

- | | |
|-----------------------------|--|
| 1. Mr. Saritkul Jamsomboon | Board Chairman and Executive Director |
| 2. Mr. Kitti Cheenaket | Chairman of the Audit Committee and Independent Director |
| 3. Mr. Dumrit Viriyakul | Audit Committee Member and Independent Director |
| 4. Mr. Kittiwat Niruntrarai | Executive Director |

The Board of Directors considered that all four directors were knowledgeable, capable and played key roles to management, and shared their opinions and advice beneficial to the Company's business operations, and therefore, it was deemed appropriate to re-elect them to return to the Board for another term. In this regard, all four directors abstained from voting at the Board of Directors' Meeting in the consideration of this item.

The Meeting Conductor allowed the shareholders and proxies to ask questions and share their opinions.

Miss Siriporn Khattapong, Thai Investors Association's proxy, asked that at present, the Company had a total of 12 directors, and 3 of whom were independent directors, although the Company's independent directors should have been 1/3 of all directors, namely 4 persons.

Mr. Thibodi Mangkai, Financial Advisor, explained that in the near future, the composition of the Board of Directors would be changed through the Company's business restructuring, and then, the number of independent directors would meet such requirement accordingly.

In the absence of any further questions, the Meeting Conductor requested the Meeting to vote on this matter.

The Meeting Conductor informed the Meeting that in this item, there would be two voting cards, i.e., the shareholders may elect the directors as a whole or on an individual basis.

The Meeting voted on this matter.

RESOLVED: The Meeting resolved to approve the re-election of such four directors to return to the Board for another term, with the voting results as follows:

1. Mr. Saritkul Jamsomboon Board Chairman and Executive Director

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	127,728,099	99.2746
Against	0	0
Abstain	933,332	0.7254
Invalid	0	0
	128,661,431	100

2. Mr. Kitti Cheenaket Chairman of the Audit Committee and Independent Director

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	127,728,099	99.9999
Against	106	0.0001
Abstain	0	0
Invalid	0	0
	128,661,431	100

3. Mr. Dumrit Viriyakul Audit Committee Member and Independent Director

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	127,728,099	99.9999
Against	106	0.0001
Abstain	0	0
Invalid	0	0
	128,661,431	100

4. Mr. Kittiwat Niruntrarai Executive Director

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	127,648,098	99.2124
Against	0	0
Abstain	1,013,333	0.7876
Invalid	0	0
	128,661,431	100

Remark: 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.

Agenda Item 6 Consideration and approval of remuneration for directors for the year 2019

The Chairman proposed the Shareholders' Meeting to consider fixing the remuneration for directors for the year 2019.

The Meeting Conductor informed the Meeting that the Board of Directors fixed the remuneration for directors for the year 2019 in the amount not exceeding THB 1,320,000, which was the same rate as that of the years 2018 and 2017, comprising:

- Meeting allowances (only non-executive directors);
- Other remuneration, namely, allowances, entertainment fees, transportation allowances, and others.

In this regard, the Executive Committee shall consider allocating the remuneration for directors as appropriate within the specified amount.

The Meeting Conductor allowed the shareholders and proxies to ask questions.

Miss Siriporn Khattapong, Thai Investors Association's proxy, asked that based on the information of payment of remuneration for directors in 2017 in the amount of THB 635,000 and in 2018 in the amount of THB 765,000, why the remuneration for directors for the year 2019 would seek approval for THB 1,320,000.

Mr. Vithoon Niruntrarai, Chief Executive Officer and President, explained that the proposed remuneration for directors was requested as a budget, although in the past, the Company never disbursed the remuneration for directors in excess of the approved budget, and the remuneration for directors in each year would vary. In this year, the Company thus sought approval for the same amount of budget as previously approved by the shareholders in the last few years, and the remuneration for directors would certainly be disbursed based on such remuneration as actually incurred.

In the absence of any further questions, the Meeting Conductor requested the Meeting to vote on this matter.

RESOLVED: The Meeting resolved to approve the remuneration for directors for the year 2019, with the voting results as follows:

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	128,661,431	100
Against	0	0
Abstain	0	0
Invalid	0	0
	128,661,431	100

Remark: 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.

Agenda Item 7 Consideration of appointment of the auditor and the audit fee for the year 2019

The Chairman proposed the Meeting to consider appointing the auditor and fix the audit fee for the year 2019.

The Meeting Conductor reported to the Meeting that the Audit Committee had proposed the Board of Directors' Meeting to consider selecting the auditor for the Company and its subsidiary for the year 2018, taking into account performance, independence of the auditor, audit fee, and deemed it appropriate to propose the Meeting to consider the appointment of the auditor as follows:

1) Siam Inter Multimedia Public Company Limited

Either of the following auditors shall conduct an audit and provide an opinion on the Company's financial statements, namely:

- Mr. Nantawat Sumraunhant CPA Registration No. 7731; and/or
- Mr. Chavala Tienpasertkij CPA Registration No. 4301; and/or
- Mr. Wonlop Vilaivaravit CPA Registration No. 6797; and/or
- Dr. Suwatchai Meakhaamnouychai CPA Registration No. 6638;

from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as the Company's auditor for the year 2019, with the audit fee fixed for the year 2019 in the amount of THB 2,500,000, which would increase from that of 2018 by THB 1,400,000. The audit fee for the year 2019 would comprise:

- The audit fee for quarterly financial statements (3 quarters) in the amount of THB 1,500,000;
- The audit fee for the annual financial statements in the amount of THB 1,000,000.

The audit fee was increased because in 2019, the Company planned to restructure its business, which would execute more transactions, and there would be more subsidiaries involved.

As for SMM Plus Co., Ltd., which was the Company's subsidiary, either of the following auditors shall conduct an audit and provide an opinion on the subsidiary's financial statements, namely:

- Mr. Chaityuth Angsuwithaya CPA Registration No. 3885; or
- Mrs. Natsarak Sarochanunjeen CPA Registration No. 4563; or
- Miss Daranee Somkamnerd CPA Registration No. 5007; or
- Miss Jarunee Nuammae CPA Registration No. 5596; or
- Miss Yaowaluck Somprasert CPA Registration No. 11902;

from A.M.T. & Associates, with the audit fee fixed for the year 2019 in the amount of THB 900,000. The audit fee for the year 2019 would comprise:

- The audit fee for two quarterly financial statements in the amount of THB 400,000;
- The audit fee for the annual financial statements in the amount of THB 500,000.

The auditors from A.M.T. & Associates were the auditors of Siam Inter Multimedia Public Company Limited for the accounting year of 2018.

The nominated auditors above had no relationship with and/or interest in the Company, management, major shareholders or their concerned persons, and were sufficiently independent to conduct the audit and offer an opinion on the Company's financial statements.

The Meeting Conductor allowed the shareholders and proxies to ask questions. No shareholders asked any further questions. The Meeting Conductor requested the Meeting to vote on this matter.

RESOLVED: The Meeting resolved to approve the appointment of the auditor and the audit fee for the year 2019, with the voting results as follows:

Shareholders' votes	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	128,661,431	100
Against	0	0
Abstain	0	0
Invalid	0	0
	128,661,431	100

Remark: 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.

Agenda Item 8 **Consideration of other matters**

The Chairman allowed the shareholders and proxies to ask questions and share their opinions.

Mr. Miss Siriporn Khattapong, Thai Investors Association's proxy, asked when the business restructure would start to bring in electrical wire and cable business.

Mr. Thibodi Mangkali, Financial Advisor, explained that at the moment, this was pending the approval from the Office of the Securities and Exchange Commission. The consideration and approval of the issuance of newly issued shares would take approximately 3 months. Given that the Company filed for such approval in March 2019, the consideration results should be available in June 2019.

Miss Siriporn further asked which company would obtain the proceeds from sale of shares in SMM Plus Co., Ltd., the Company's subsidiary.

Mr. Vithoon Niruntrarai, Chief Executive Officer and President, explained that Siam Inter Multimedia Public Company Limited owned SMM Plus Co., Ltd., and as such, the proceeds from sale of shares in SMM Plus Co., Ltd. would be vested in Siam Inter Multimedia Public Company Limited.

Miss Siriporn then asked if, after the sale of shares in SMM Plus Co., Ltd., the Company would be able to pay any return to the shareholders of Siam Inter.

Mr. Vithoon said that he could not answer this question as it would be up to the shareholders' further consideration.

Miss Anchaleeporn Teerasin, Deputy Chief Executive Officer, further added that the publishing business gradually continued to decline and the Company's ongoing business restructuring would be beneficial to the existing shareholders, and it was believed that the shareholders should likely be satisfied.

In the absence of any further questions from the shareholders, the Meeting Conductor concluded the quorum of the Meeting that on this date, there were a total of 41 shareholders and proxies present at the Meeting, comprising 26 shareholders in person and 15 proxies, totalling 128,661,431 shares or representing 39.807 percent of all 323,211,005 issued and paid-up shares.

The Meeting considered all the matters in accordance with the agenda, and the Meeting resolved to acknowledge and approve all such matters proposed by the Board of Directors according to the voting results for the respective items as announced to the Meeting. The Chairman of the Meeting was thus requested to adjourn the Meeting.

The Chairman of the Meeting stated that he would like to thank all shareholders for their time to attend the 2019 Annual General Meeting of Shareholders on this date, and that the Board of Directors did their best for the shareholders. As all the matters on the agenda of the Meeting were concluded, the Chairman thus adjourned the Meeting accordingly.

The Meeting adjourned at 15.00 hours.

-Signature-

(Mr. Saritkul Jamsomboon)

Chairman of the Meeting

Amendment to the Articles of Association

Article 10. Shares of the Company may be transferred without any restriction, except where such share transfer shall cause the Company's foreign shareholding to exceed forty-nine (49) percent of all issued shares of the Company.

Article 35. The Board of Directors may call a shareholders' meeting as an extraordinary meeting at any time as it deems fit or one (1) shareholder or more representing not less than ten (10) percent of all issued shares may request the Board of Directors in writing to call a shareholders' meeting as an extraordinary meeting at any time, provided that the matters and reasons to call such meeting must be clearly specified in the request, in which case, the Board of Directors shall convene a shareholders' meeting within forty-five (45) days from the date of receipt of such request from the shareholders.

Should the Board of Directors fail to convene a shareholders' meeting within such time as specified in paragraph one, all the shareholders who have made such request or the other shareholders representing the requisite number of shares may call such a meeting themselves within forty-five (45) days upon the lapse of such period under paragraph one, in which case, it shall be regarded as a shareholders' meeting convened by the Board of Directors, and as such, the Company shall be responsible for such costs essentially and reasonably incurred by the convening of such meeting and facilities thereof.

In any shareholders' meeting called under paragraph two, if the number of shareholders present at the meeting does not constitute a quorum as required by Article 37, the shareholders under paragraph two shall be jointly responsible to reimburse the Company for such costs incurred by the convening of such shareholders' meeting.

General meetings of the Company shall be held at the locality where the Company's head office is located or in nearby provinces or any other places as shall be designated by the Board of Directors and indicated in the meeting notices.

Addition to the Articles of Association

Meetings via Electronic Media

Article 42. Shareholders' meetings, the Board of Directors' meetings or meetings of any subcommittees of the Company may be conducted via electronic media, provided that such meeting shall meet the basic requirements as required by the Notification of the Ministry of Information and

Communication Technology, subject to compliance with the applicable laws, including but not limited to the Announcement of the National Council for Peace and Order No. 74/2014 dated June 27, 2014 Re: Electronic Conferencing, and the Notification of the Ministry of Information and Communication Technology Re: Security Standards for Electronic Conferencing B.E. 2557 (2014) (as amended and to be amended subsequently).

- Article 43. All meeting participants shall be present in the Kingdom at the time of such meeting, and at least one-third (1/3) of the quorum shall be present at the same place.
- Article 44. The person who conducts the meeting shall make arrangements for the meeting participants to verify their identity to attend the meeting via electronic media, and the directors present at the meeting who have successfully verified their identity to attend the meeting via electronic media shall be entitled to meeting allowances.
- Article 45. The meeting organizer shall utilize a conference control system in writing before holding such meeting, and arrange for a system controller to supervise and administer the conference control system from the beginning until the meeting is adjourned, who must be capable of managing the system to check the operation and resolve any problems for the meeting participants by way of remote access.
- Article 46. The notice of meeting and supporting documents may be delivered in accordance with the procedures, timeframe and published in a newspaper as required by law or the Articles of Association regarding such meetings, and may be sent by electronic mail instead. In this connection, the meeting organizer shall retain copies of meetings and supporting documents as evidence, which may be kept in electronic format.
- Article 47. All meeting participants shall be able to view such information being presented at the meeting via their communication equipment or devices throughout the meeting.
- Article 48. In case of necessity or emergency, the chairman of the meeting and/or the system controller shall be able to promptly disable the audio and/or visual signal of any participant's device within the system.
- Article 49. The meeting organizer shall prepare minutes of the meeting in writing and keep audio or both audio and visual records of the meeting participants throughout the meeting, which shall be stored in electronic media, and shall be deemed as part of the minutes of the meeting.

Profile of Independent Directors Nominated for Proxy Appointment

Name - Surname	Dr. Songpope Polachan
Date of Birth	01 February 1954
Address	596 Soi Lat Phrao 63, Saphansong, Wang Thonglang, Bangkok 10310
Starting Year of Directorship	9 July 2019
Year of Directorship	3 Months
Education Background	Doctoral Degree, University of London Major: Geology (Petroleum)
Director Training Course	Director Accreditation Program (DAP) Class 23 B.E. 2547 Finance for Non-Finance Director (FN) Class 9 B.E. 2547
Work Experience	<p>Stark Corporation Public Company Limited 2019 - Present Chairman of the Audit Committee, Independent Director, Director</p> <p>Phelps Dodge International (Thailand) Company Limited 2019 - Present Chairman of the Audit Committee, Independent Director, Director</p> <p>Right Tunnelling Co.,Ltd. 2015 - Present Chairman of the Board of Directors 2015 -2017 Chairman of the Audit Committee</p> <p>IRPC Public Company Limited 2013 - 2017 Director 2016 - 2017 Chairman of the Audit Committee 2015 - 2016 Audit Committee 2013 - 2016 Nomination and Remuneration Committee</p> <p>Ratchaburi Electricity Generating Holding Public Company Limited 2012 - 2015 Director</p>
Shareholding Percentage in Stark	No

Directorship or Management Position in other Entities	
• Other listed companies	No
• Other non-listed companies	Right Tunnelling Co.,Ltd. 2015 - Present Chairman of the Board of Directors
• Other entities with potential conflict of interest	No
Relationship of Independent Director	
• Family relationship with management or major shareholder of the Company or subsidiaries	No
• Relationship with the Company /subsidiary/associated company or legal entity with potential conflict of interest in the past two years	No
• Directors involving in management of employees, staff member, employee or advisor receiving a regular salary	No
• Professional service provider e.g. auditors or legal counsel	No
• Material business relationship preventing independent performance of duties/specify transaction size (if any)	No
Interest in Matters to be Considered	No
Attendance of Board of Directors' Meeting	5/5

Name - Surname	Mr. Kusol Sangkananta
Date of Birth	22 July 1960
Address	324 Soi Phatthanakan 50, Suan Luang, Suan Luang, Bangkok 10250
Starting Year of Directorship	9 July 2019
Year of Directorship	3 Months
Education Background	Master Degree, Sripatum University Major: Business Law Bachelor Degree, Chulalongkorn University Major: Law Thai Bar Association under the Royal Patronage
Director Training Course	How to Develop A Risk Management Plan (HRP) 20/2018 <u>Thai Institute of Directors</u> - Advanced Audit Committee Program (AACP) 1/2009 (2552) - Monitoring the Internal Audit Function (MIA) - Monitoring Fraud Risk Management (MFM) - Monitoring the Quality of Financial Reporting (MFR) - Monitoring the System of Internal Control and Risk Management (MIR) - Mandatory Accreditation Program (MAP) (2004) <u>KLSE TRAINING SDN.BHD. (MESDAQ SDN BHD)</u> <u>MALAYSIA</u> - Directors Certification Program (DCP) Class 26/2003 (2546)
Work Experience	Stark Corporation Public Company Limited 2019 - Present Chairman of Nomination and Remuneration Committee, Audit Committee, Independent Director, Director

	<p>Phelps Dodge International (Thailand) Company Limited 2019 - Present Audit Committee, Independent Director, Director</p> <p>Sripatum University 2014 - Present Assistant to the Rector for Legal Affairs, Assistant to the President for Academic Services (Acting)</p> <p>2011 - 2014 Assistant to the Rector for Legal Affairs, Assistant to the President for Academic Services (Acting), Dean of Faculty of Law</p> <p>2005 - 2011 Assistant to the Business Affairs and Rector for Legal Affairs</p> <p>Ministry of Justice 2005 Adviser to the Minister of Justice</p> <p>Datamat Public Company Limited 2002 - 2005 Executive Director, Secretary of the Board of Directors</p> <p>Pacific Assets Public Company Limited 1996 - 1999 Legal Adviser, Secretary of the Board of Directors</p> <p>Attorneys Corporation Limited 1989 - 2005 Managing Director</p>
Shareholding Percentage in Stark	No
Directorship or Management Position in other Entities	No
• Other listed companies	No
• Other non-listed companies	<p>Sripatum University 2014 - Present Assistant to the Rector for Legal Affairs, Assistant to the President for Academic Services (Acting)</p>
• Other entities with potential conflict of interest	No

Relationship of Independent Director	No
<ul style="list-style-type: none"> Family relationship with management or major shareholder of the Company or subsidiaries 	No
<ul style="list-style-type: none"> Relationship with the Company /subsidiary/associated company or legal entity with potential conflict of interest in the past two years 	No
<ul style="list-style-type: none"> Directors involving in management of employees, staff member, employee or advisor receiving a regular salary 	No
<ul style="list-style-type: none"> Professional service provider e.g. auditors or legal counsel 	No
<ul style="list-style-type: none"> Material business relationship preventing independent performance of duties/specify transaction size (if any) 	No
Interest in Matters to be Considered	No
Attendance of Board of Directors' Meeting	5/5

Name - Surname	M.L. Peputtchai Benyabadhana
Date of Birth	14 February 1965
Address	9 Soi Ramkhamhaeng 30, Hua Mak, Bang Kapi, Bangkok 10240
Starting Year of Directorship	9 July 2019
Year of Directorship	3 Months
Education Background	BEC General Diploma BEC National diploma, North Herts College (UK)
Director Training Course	Director Accreditation Program (DAP) Class 159/2019
Work Experience	<p>Stark Corporation Public Company Limited 2019 - Present Audit Committee, Independent Director, Nomination and Remuneration Committee, Director</p> <p>Phelps Dodge International (Thailand) Company Limited 2019 - Present Audit Committee, Independent Director, Director</p> <p>Mahanakorn Asset Management Co., Ltd. 2016 - Present Managing Director</p> <p>360 Company Limited 2015 - Present Managing Director</p> <p>Confratres Company Limited 2015 - Present Managing Director</p>
Shareholding Percentage in Stark	No
Directorship or Management Position in other Entities	No
• Other listed companies	No
• Other non-listed companies	<p>Mahanakorn Asset Management Co., Ltd. 2016 - Present Managing Director</p>

	360 Company Limited 2015 - Present Managing Director Confratres Company Limited 2015 - Present Managing Director
<ul style="list-style-type: none"> Other entities with potential conflict of interest 	No
Relationship of Independent Director	No
<ul style="list-style-type: none"> Family relationship with management or major shareholder of the Company or subsidiaries 	No
<ul style="list-style-type: none"> Relationship with the Company /subsidiary/associated company or legal entity with potential conflict of interest in the past two years 	No
<ul style="list-style-type: none"> Directors involving in management of employees, staff member, employee or advisor receiving a regular salary 	No
<ul style="list-style-type: none"> Professional service provider e.g. auditors or legal counsel 	No
<ul style="list-style-type: none"> Material business relationship preventing independent performance of duties/specify transaction size (if any) 	No
Interest in Matters to be Considered	No
Attendance of Board of Directors' Meeting	5/5

Definitions of Independent Directors

The Company's definition of independent director is stricter than the minimum requirements of the Stock Exchange of Thailand, which have been described in the SET Notification Re: Qualifications and Scope of Work of the Audit Committee (No. 1) B.E. 2542 (1999), whereby an independent director and/or member of the Audit Committee shall possess the following qualifications:

- (1) Holding shares not exceeding 1 percent of the paid-up capital of the Company, its subsidiary, associated company or related company, including shares held by any related persons of such independent director;
- (2) Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary, a major shareholder or a controller of the Company, its subsidiary, associated company or related company, unless such independent director has no longer been in such capacity for not less than 2 years;
- (3) Not being a person having any benefit or interest, directly or indirectly, in financial and administrative affairs of the Company, its subsidiary, associated company or related company, or a major shareholder of the Company, including such benefit or interest which may affect his/her performance of duties and independent opinions on the Company's operations;
- (4) Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, of management or major shareholder, controller or person to be nominated as management or controller of the Company, its subsidiary, associated company or related company;
- (5) Not having or having had any business relationship with the Company, its subsidiary, associated company or legal entity with potential conflict of interest in a manner which may prevent the exercise of his/her independent judgment, and not being or having been a major shareholder, non-independent director or management of the person having business relationship with the Company, its subsidiary, associated company or legal entity with potential conflict of interest, unless such independent director has no longer been in such capacity for not less than 2 years;
- (6) Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of a major shareholder of the Company;
- (7) Being capable of independently performing duties and offering an opinion or reporting his/her performance of duties assigned by the Board of Directors, without being subject to control of the

Company's management or major shareholder, including related person or close relative of such person, and in the interest of the Company, such independent director shall be ready to object any actions by other directors or management;

- (8) Not having any other characteristics preventing provision of independent opinion on the Company's operations

Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance

Stark Corporation Public Company Limited

The Company has prepared three proxy forms as set out by the Ministry of Commerce, as follows:

1. Form A is a general proxy form which is simple and not complicated;
2. Form B is a proxy form which clearly specifies the items for which a proxy is granted; and
3. Form C is a proxy form which is used for a custodian

In order to enable the shareholders who are unable to attend the Meeting in person to appoint their proxies to attend the Meeting on their behalf or to appoint the Company's independent directors as their proxies to vote, by selecting, completing and submitting only one proxy form to the Company prior to the Meeting.

Registration for Meeting Attendance

The Company will start the registration and review the validity of proxy forms at 1.00 hours before the Meeting, and will close the registration when the Meeting is called to order.

Documents Required for Registration

1. In case of a natural person
 - 1.1 If the shareholder attends the Meeting in person, please present any document issued by government agency which shows the shareholder's photo, and remains valid, e.g., ID card, driving license, or passport.
 - 1.2 If a proxy is appointed to attend the Meeting:
 - (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
 - (b) A photocopy of the shareholder's document issued by government agency, which contains such details per item 1.1 above, and signed by the grantor as a certified true copy; and

- (c) Such document issued by government agency to the proxy, which contains such details per item 1.1 above.

1.3 If a proxy is given to a custodian:

- (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
- (b) A photocopy of the shareholder' s document issued by government agency, which contains such details per item 1.1 above, and signed by the grantor as a certified true copy;
- (c) A power of attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
- (d) A document certifying that the proxy is licensed to operate the business as custodian.

2. In case of a juristic person:

2.1 If the shareholder's representative attends the Meeting in person:

- (a) Such representative' s document issued by government agency, which contains such details per item 1.1 above; and
- (b) A photocopy of the certificate of registration of juristic person of the shareholder, signed by its representative(s) as a certified true copy, evidencing that the representative who attends the Meeting is authorized to act on behalf of the juristic person, which is the shareholder.

2.2 If a proxy is appointed to attend the Meeting:

- (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
- (b) A photocopy of the certificate of registration of juristic person of the shareholder, signed by its representative(s) as a certified true copy, evidencing that the representative(s) signing the proxy form is/are authorized to act on behalf of the juristic person, which is the shareholder;

- (c) A photocopy of the document(s) issued by government agency of the representative(s) of the juristic person (director(s)), as grantor(s), and signed by its representative(s) as a certified true copy; and
- (d) Such document issued by government agency to the proxy, which contains such details per item 1.1 above.

2.3 If a proxy is given to a custodian:

- (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
- (b) A photocopy of the certificate of registration of juristic person of the shareholder, signed by its representative(s) as a certified true copy, evidencing that the representative(s) signing the proxy form is/are authorized to act on behalf of the juristic person, which is the shareholder;
- (c) A photocopy of the document(s) issued by government agency of the representative(s) of the juristic person (director(s)), as grantor(s), and signed by its representative(s) as a certified true copy;
- (d) A power of attorney executed by the corporate shareholder authorizing the custodian to sign the proxy form on its behalf; and
- (e) A document certifying that the proxy is licensed to operate the business as custodian.

Articles of Association Applicable to Shareholders' Meeting

Chapter 5

Meeting of Shareholders

Article 34.

The Board of Directors shall call an annual general meeting of shareholders to be held within four (4) months from the end of the Company's accounting year.

A meeting of shareholders other than the above-mentioned meeting shall be called an extraordinary general meeting.

Article 35.

The Board of Directors may call an extraordinary general meeting at any time as it deems fit, or when shareholders representing not less than one-fifth (1/5) of all issued shares or not less than twenty-five (25) shareholders representing in aggregate not less than one-tenth (1/10) of all issued shares, submit a written request for the Board of Directors to call a shareholders' meeting as an extraordinary general meeting, provided that the reasons for calling such meeting must be clearly specified in such request. In such case, the Board of Directors shall call a shareholders' meeting within one (1) month from the date of receipt of such request from the shareholders.

A general meeting of the Company shall be held at the locality where the Company's head office is situated or in a nearby province or any other place as designated by the Board of Directors and indicated in the notice of meeting.

Article 36.

In calling a meeting of shareholders, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the Meeting, together with reasonable details, which must be clearly indicated as matters for information, approval or consideration, as the case may be, along with the Board of Directors' opinions on such matters. Such notice shall be sent to the shareholders and the registrar at least seven

(7) days prior to the meeting date, and published in a newspaper for three (3) consecutive days for not less than three (3) days before the meeting date.

Article 37.

Every meeting of shareholders shall require the presence of not less than twenty-five (25) shareholders and their proxies (if any) or not less than one half (1/2) of all shareholders, whichever is lower, representing in aggregate not less than one-third (1/3) of all issued shares to constitute a quorum.

At any shareholders' meeting, upon a lapse of one (1) hour from the appointed time, if the number of shareholders present at the meeting is not sufficient to constitute a quorum as prescribed, and such meeting is called at the shareholders' request, it shall be cancelled. If it is not called at the shareholders' request, such meeting shall be re-convened by sending a notice of meeting to the shareholders at least seven (7) days before the meeting date. At such subsequent meeting, no quorum is required.

Article 38.

(1) At each shareholders' meeting, a shareholder may appoint another person of legal age as his/her proxy to attend and vote at the meeting on his/her behalf. Such proxy form must be dated and signed by the shareholder granting proxy and be in the form as designated by the registrar, and shall at least contain the following particulars:

1. The number of shares held by the proxy grantor;
2. The proxy holder's name; and
3. The meeting for which such proxy is granted to attend and vote.

(2) The proxy holder whose name appears in the proxy form shall furnish such instrument appointing proxy to the Chairman or the person designated by the Board of Directors.

(3) If a proxy holder is also another shareholder or not a shareholder of the Company, but is appointed as proxy by more than one (1) shareholders, such proxy holder shall be entitled to vote by the number of votes granted by the proxy grantor(s), in addition to his/her own votes as a shareholder

Article 39.

The Chairman of the Board of Directors shall preside over every shareholders' meeting. In the case where the Chairman of the Board of Directors is not present or is unable to perform his/her duty, a Vice-Chairman, if any, shall preside over the meeting. If there is no Vice-Chairman or he/she is unable to perform his/her duty either, the meeting shall appoint one (1) shareholder to preside over such meeting.

Article 40.

Resolutions of a shareholders' meeting shall require votes as follows:

- (1) 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.
- (2) In any of the following events, not less than three-fourths (3/4) of all votes of the shareholders present and entitled to vote is required, where one share is equal to one vote:
 - a. a sale or transfer of all or substantial parts of the business of the Company to a third party;
 - b. an acquisition or acceptance of transfer by the Company of business of other company or private company;
 - c. an execution, amendment or termination of any contract concerning lease of all or substantial parts of the Company's business, an assignment of a third party to manage the Company's business, or a merger of the Company's business with a third party for the purpose of profit and loss sharing;
 - d. an amendment of the Memorandum of Association or the Articles of Association of the Company;
 - e. an increase or decrease of the Company's capital or issuance of debentures; and
 - f. a merger or dissolution of the Company.

Article 41.

Matters to be conducted at an annual general meeting are as follows:

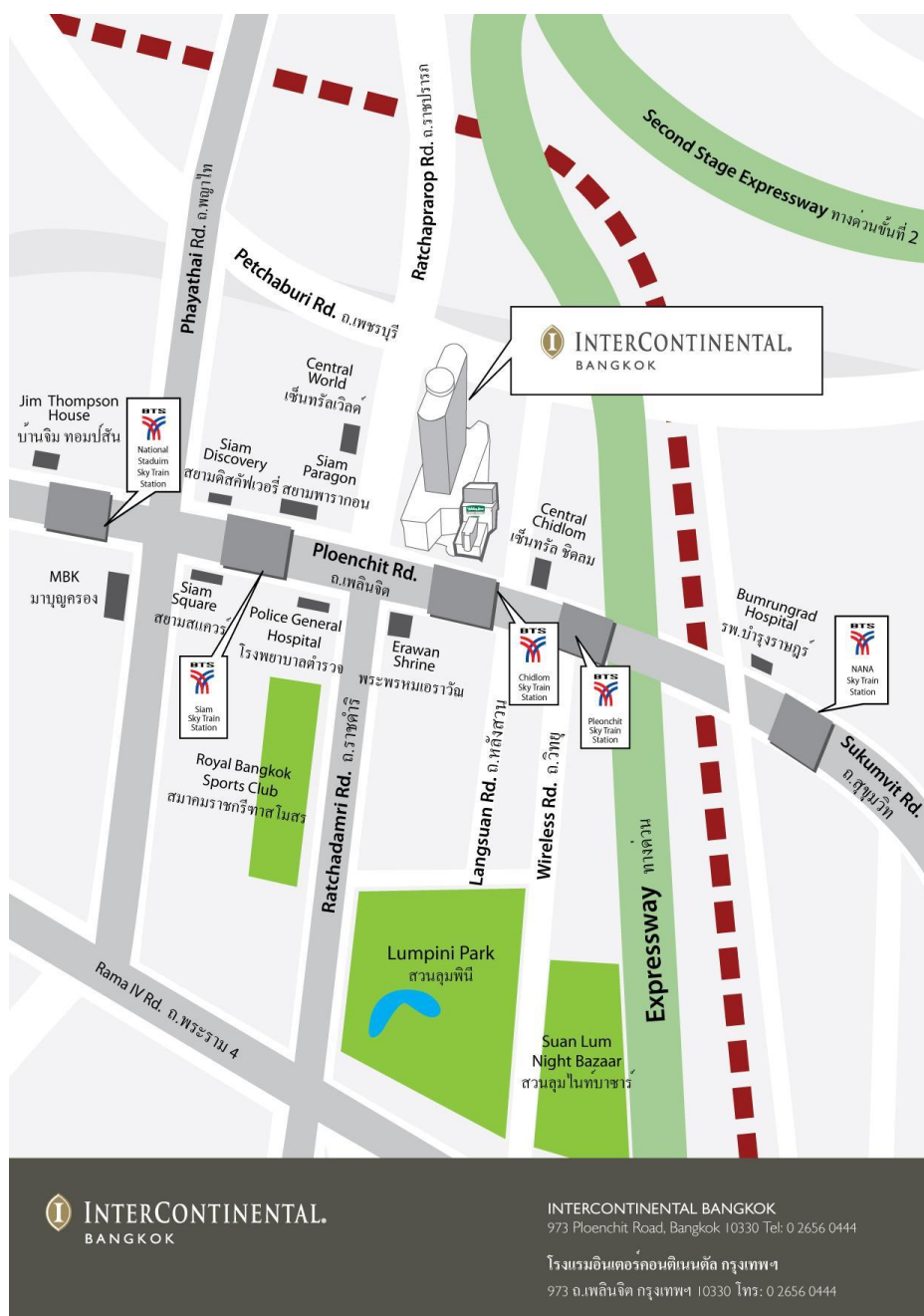
- (1) To consider the Board of Directors' report to the meeting on the Company's business over the previous year;
- (2) To consider and approve the balance sheet and profit and loss statements;
- (3) To consider an allocation of profit and approval of declaration of dividend;
- (4) To elect directors to replace those due to retire by rotation;
- (5) To appoint the auditor and determine the audit fee; (6) Other matters

Map of the Place of the Extraordinary General Meeting of Shareholders No. 2/2019

Stark Corporation Public Company Limited

At InterContinental Bangkok

No. 973 Ploenchit Road, Lumpini, Pathumwan Bangkok 10330



PROXY FORM A
(General and Simple Form)

Written at.....

Date.....

(1) I/We.....Nationality.....
residing at No.Road:Tambon/Sub-district.....
Amphoe/District Province:Postal Code.....

(2) As a shareholder of Stark Corporation Public Company Limited

Holding a total number of.....shares and a total of votesvotes, as follows:

Ordinary shares:share, the number of votesvotes

Preferred shares.....share, the number of votes..... votes

(3) Hereby appoint:

(1) Age.....years, residing at No.....
Road: Tambon/Sub-district..... Amphoe/District.....
Province:Postal Code..... or

(2) Age.....years, residing at No.....
Road: Tambon/Sub-district.....Amphoe/District.....
Province:Postal Code..... or

(3) Age.....years, residing at No.....
Road:Tambon/Sub-district..... Amphoe/District.....
Province:Postal Code.....

Only one of them as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 2/2019 of Stark Corporation Public Company Limited to be held on Monday, October 21, 2019 at 9.00 hours at meeting room, InterContinental Bangkok, No. 973, Ploenchit Road, Lumpini, Pathumwan Bangkok, or at any adjournment thereof to any other date, time and place.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Signed..... Proxy

(.....)

Signed.....Proxy

(.....)

Note:

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.

PROXY FORM B
(Specific Particulars)

Written at.....

Date.....

(1) I/We.....Nationality.....
residing at No.Road:Tambon/Sub-district.....
Amphoe/District Province:Postal Code.....

(2) As a shareholder of Stark Corporation Public Company Limited

Holding a total number of.....shares and a total of votesvotes, as follows:

Ordinary shares:share, the number of votesvotes

Preferred shares..... share, the number of votes..... votes

(3) Hereby appoint:

(1) Age.....yeas, residing at No.....
Road: Tambon/Sub-district..... Amphoe/District.....
Province:Postal Code..... or

(2) Age.....yeas, residing at No.....
Road: Tambon/Sub-district..... Amphoe/District.....
Province:Postal Code..... or

(3) Age.....yeas, residing at No.....
Road: Tambon/Sub-district..... Amphoe/District.....
Province:Postal Code.....

Only one of them as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 2/2019 of Stark Corporation Public Company Limited to be held on Monday, October 21, 2019 at 9.00 hours at meeting room, InterContinental Bangkok, No. 973, Ploenchit Road, Lumpini, Pathumwan Bangkok, or at any adjournment thereof to any other date, time and place.

(4) I/We hereby appoint my/our proxy to vote on my/our behalf at this Meeting as follows:

☐ Item 1 To consider approving the Minutes of the 2019 Annual General Meeting of Shareholders

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 2 To consider approving the reduction of the Company's registered capital by THB 333,612,099 from THB 24,626,422,010 to be THB 24,292,809,911 by cancelling 333,333,334 authorized but unissued ordinary shares with a par value of THB 1.00 per share, which were issued to accommodate the newly issued ordinary shares for private placement (PP) and 278,765 unsubscribed newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company by way of right offering and the allocation to the subscriber who over-subscribed (Oversubscription)

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For ☐ Against ☐ Abstain

☐ Item 3 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For ☐ Against ☐ Abstain

☐ Item 4 To consider approving the reduction of the Company's registered capital by THB 9,960,052,064 from THB 24,292,809,911 to be THB 14,332,757,847, and from the paid-up registered capital of THB 23,812,809,911 to be THB 14,049,557,847 by changing the par value of the shares from THB 1.00 per share to be THB 0.59 per share to compensate for the Company's accumulated loss in order to maintain the existing number of 23,812,809,911 shares

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For ☐ Against ☐ Abstain

☐ Item 5 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For ☐ Against ☐ Abstain

☐ Item 6 To consider approving the reduction of the number of the Company's directors from 12 to 9 directors

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 7 To consider approving the amendment of the Company's Articles of Association

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 8 To consider other matters (if any).

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

(5) In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

(6) In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems fit.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Signed..... Proxy

(.....)

Signed.....Proxy

(.....)

Note:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
2. The election of directors may be voted as a whole or on an individual basis.
3. In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form B as attached.

SUPPLEMENT TO PROXY FORM B

Grant of proxy as a shareholder of Stark Corporation Public Company Limited

The Extraordinary General Meeting of Shareholders No. 2/2019 of Stark Corporation Public Company Limited to be held on Monday, October 21, 2019 at 9.00 hours at meeting room, InterContinental Bangkok, No. 973, Ploenchit Road, Lumpini, Pathumwan Bangkok, or at any adjournment thereof to any other date, time and place.

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

PROXY FORM C

(For foreign investors appointing a custodian in Thailand to keep their shares in custody and care)

Written at.....

Date.....

(1) I/We.....Nationality.....

residing at No.Road:Tambon/Sub-district.....

Amphoe/District Province:Postal Code.....

as the custodian of.....

as a shareholder of Star Corporation Public Company Limited

Holding a total number of.....shares and a total of votesvotes, as follows:

Ordinary shares:share, the number of votesvotes

Preferred shares..... share, the number of votes..... votes

(2) Hereby appoint:

(1) Age.....yeas, residing at No.....

Road: Tambon/Sub-district..... Amphoe/District.....

Province:Postal Code..... or

(2) Age.....yeas, residing at No.....

Road: Tambon/Sub-district..... Amphoe/District.....

Province:Postal Code..... or

(3) Age.....yeas, residing at No.....

Road: Tambon/Sub-district..... Amphoe/District.....

Province:Postal Code.....

Only one of them as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 2/2019 of Stark Corporation Public Company Limited to be held on Monday, October 21, 2019 at 9.00 hours at meeting room, InterContinental Bangkok, No. 973, Ploenchit Road, Lumpini, Pathumwan Bangkok, or at any adjournment thereof to any other date, time and place.

(3) I/We hereby appoint my/our proxy to attend and vote on at this Meeting as follows:

- ☐ All shares held and entitled to vote;
- ☐ Partial shares, namely:
- ☐ Ordinary shares:shares, with the voting right of.....votes
- ☐ Preferred shares:shares, with the voting right of.....votes
- Total voting right:votes

(4) I/We hereby appoint my/our proxy to vote on my/our behalf at this Meeting as follows:

- ☐ Item 1 To consider approving the Minutes of the 2019 Annual General Meeting of Shareholders
- ☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ For ☐ Against ☐ Abstain
- ☐ Item 2 To consider approving the reduction of the Company's registered capital by THB 333,612,099 from THB 24,626,422,010 to be THB 24,292,809,911 by cancelling 333,333,334 authorized but unissued ordinary shares with a par value of THB 1.00 per share, which were issued to accommodate the newly issued ordinary shares for private placement (PP) and 278,765 unsubscribed newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company by way of right offering and the allocation to the subscriber who over-subscribed (Oversubscription)
- ☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ For ☐ Against ☐ Abstain
- ☐ Item 3 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital
- ☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ For ☐ Against ☐ Abstain

☐ Item 4 To consider approving the reduction of the Company's registered capital by THB 9,960,052,064 from THB 24,292,809,911 to be THB 14,332,757,847, and from the paid-up registered capital of THB 23,812,809,911 to be THB 14,049,557,847 by changing the par value of the shares from THB 1.00 per share to be THB 0.59 per share to compensate for the Company's accumulated loss in order to maintain the existing number of 23,812,809,911 shares

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 5 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 6 To consider approving the reduction of the number of the Company's directors from 12 to 9 directors

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 7 To consider approving the amendment of the Company's Articles of Association;

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item 8 To consider other matters (if any)

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

- (5) In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.
- (6) In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems fit.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Signed..... Proxy

(.....)

Signed.....Proxy

(.....)

Note:

1. This Proxy Form C is used only for a shareholder registered as a foreign investor who appoints a custodian in Thailand to keep his/her shares in custody and care.
2. Evidence required to be attached to the proxy form includes:
 - (1) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
 - (2) A letter of confirmation that the undersigned of the proxy form is licensed to operate the custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
4. The election of directors may be voted as a whole or on an individual basis.

5. In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form C as attached.

SUPPLEMENT TO PROXY FORM C

Grant of proxy as a shareholder of Stark Corporation Public Company Limited

The Extraordinary General Meeting of Shareholders No. 2/2019 of Stark Corporation Public Company Limited to be held on Monday, October 21, 2019 at 9.00 hours at meeting room, InterContinental Bangkok, No. 973, Ploenchit Road, Lumpini, Pathumwan Bangkok, or at any adjournment thereof to any other date, time and place.

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain

☐ Item Re:

☐ (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ For

☐ Against

☐ Abstain