



Ref. STARK 008/2022

May 23, 2022

Subject: Acquisition of Assets and Schedule for the Extraordinary General Meeting of Shareholders No. 1/2022
(Amendment No.1)

Attention: President

The Stock Exchange of Thailand

Enclosure 1. Information Memorandum of Stark Corporation Public Company Limited Re: Acquisition of Assets
Relating to Investment in LEONI Kabel GmbH (in Germany) and LEONIsche Holding Inc
(in the United States)

Stark Corporation Public Company Limited (the "**Company**") hereby informs to the Stock Exchange of Thailand ("**SET**") as follows:

1. The Board of Directors' Meeting No. 4/2022 held on May 23, 2022 agreed to acquire shares in LEONI Kabel GmbH ("**LEONI Kabel**"), a limited liability company registered under the laws of Germany and LEONIsche Holding Inc ("**LEONIsche**"), a Delaware corporation registered under the laws of Delaware (collectively, the "**Target Companies**"), in the proportion of 100 percent of all ordinary shares of the Target Companies, and certain intercompany financing receivables owed by certain Target Companies and/or its subsidiaries, by the Company, its subsidiary, and/or a new subsidiary of the Company to be established, with the total purchase value of not higher than EUR 560 million (or approximately not higher than THB 20,588.90 million¹), including the execution of the Sale and Purchase Agreement, other arrangements, contracts and documents relating to such investment, and the establishment of a new subsidiary to enter into this transaction (if any) (the "**Proposed Transaction**"). The Board of Directors, then, resolved to approve the disclosure of the resolution of Board of Directors' meeting and the Proposed Transaction to the SET and to approve the call for an Extraordinary General Meeting of Shareholders to approve the aforementioned transaction.

LEONI Kabel is a subsidiary of LEONI AG ("**LEONI**"), and LEONIsche is a subsidiary of LEONI Bordnetz-Systeme GmbH, which is also a subsidiary of the LEONI (together with LEONI, the "**Sellers**"). The Sellers are engaged through their business group Automotive Cable Business solutions in the supply of a

¹ At the exchange rate publicized by the Bank of Thailand as of May 20, 2022 at THB 36.7659 per EUR

comprehensive product range across standard and high voltage cables, data and sensor applications as well as e-mobility charging solutions for automotive applications (the "**Automotive Cable Business**"). The Automotive Cable Business is conducted by certain subsidiaries of LEONI which are or will be directly and indirectly held by the Sellers under an ongoing restructuring process, pursuant to the Proposed Transaction. Such restructuring process will be completed prior to the closing of the Proposed Transaction.

The intercompany financing receivables owed by certain Target Companies and/or their subsidiaries include the right to financing receivables between the Sellers and their subsidiaries before the Proposed Transaction is completed. The Sellers must transfer such right to make financial claims to the Company once the Proposed Transaction is completed, whereby the value of such financial claims shall be in accordance with the amount specified under the sale and purchase agreement of the Target Companies with the Sellers (the "**Sale and Purchase Agreement**").

Such Proposed Transaction is regarded as a transaction on acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (the "**Notifications on Acquisition or Disposal of Assets**"). The maximum calculated size of such transaction is equal to 1477 percent. Upon consideration of the size of the transaction based on the Net Profit from Operation per the Company's financial statements for the three-month period ended March 31, 2022 reviewed by the Company's auditor, this is regarded as type 4 transaction or a backdoor listing transaction on the SET, as specified in the Notifications on Acquisition or Disposal of Assets. In this regard, the Company has acquired certain assets over the past six months whereby the calculated size of such transaction(s) is equal to 0.223 percent, thus causing the maximum value of the transaction calculated based on the Net Tangible Asset to be equal to 1477.223 percent. Therefore, the Company is required:

- (1) To prepare and submit a disclosure of information memorandum on the Company's transaction to the SET immediately, which must at least contain the information as required in List (1) attached to the Notifications on Acquisition or Disposal of Assets;
- (2) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Acquisition or Disposal of Assets and submit the

independent financial advisor's report to the shareholders for consideration, together with the invitation letter for the Shareholders' Meeting. In this regard, the Company shall appoint a financial advisor approved by the Office of the Securities and Exchange Commission (the "SEC Office"), as its independent financial advisor to provide its opinions to the shareholders on the Proposed Transaction and shall disclose the appointment to the SET accordingly;

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

However, the Proposed Transaction falls under all four exemptions for relisting under Clause 24 of the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004), namely (1) the Target Companies' businesses are similar to the Company's business; (2) the Company has no policy to make any major change in the main businesses of the Company; (3) the company group is duly qualified for listing with the SET, whereby Deloitte GmbH Wirtschaftsprüfungsgesellschaft, which is the Target Companies' auditor, is able to prepare and facilitate the preparation of the consolidated financial statements; (4) there will be no material change in the composition of the Board of Directors of the Company and the power to control the Company or in the controlling shareholders of the Company. The details of the Proposed Transaction, which constitutes a transaction on acquisition of assets of a listed company, are described in the Information Memorandum of Stark Corporation Public Company Limited Re: Acquisition of Assets Relating to Investment in LEONI Kabel GmbH (in Germany) and LEONische Holding Inc (in the United States) (Enclosure 1).



The Company anticipates to complete the Proposed Transaction by November 30, 2022.

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

- (1) The Company shall have been granted the clearance under the foreign investment control law and merger clearances by the relevant authorities under the applicable laws;
- (2) The Sellers shall have obtained the consent from the relevant lenders; and
- (3) The Sellers **and the Target Companies** shall have executed the guarantor release and borrower resignation agreement with the relevant persons. **That is, before the Proposed Transaction is completed, the Sellers will have to arrange for the Target Companies to repay the debt to the creditor(s) under the existing loan agreement(s) and enter into a guarantor release and borrower resignation agreement to release the Sellers from being a guarantor and release the Target Companies from being a borrower under such existing loan agreement(s). After the completion of Proposed Transaction, the Company has no obligation to be a borrower or a guarantor under the loan agreement(s). In the event that the Company needs to enter into loan agreement(s) in the future, the Company will perform its action in accordance with the relevant rules.**

In this connection, the Board of Directors' Meeting deemed it appropriate to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Chairman or the Chief Executive Officer or the person authorized by the Board of Directors, the Chairman or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the Proposed Transaction, including to execute the Sale and Purchase Agreement, other arrangements, contracts and documents relating to such Proposed Transaction, which constitutes a transaction on acquisition of assets, and to set out rules, conditions and other details necessary for and in connection with the Proposed Transaction as necessary and appropriate under the applicable laws.

2. It was resolved to authorize the Chairman or the person authorized by the Board of Director or the Chairman to have the authority to consider approving the appointment a financial advisor on the list approved by the SEC Office, as its independent financial advisor to provide its opinions on the Proposed Transaction, which is regarded as a transaction on acquisition of assets and shall disclose the appointment to the SET accordingly.

3. It was resolved to grant approval to schedule the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on October 12, 2022 at 14.00 hours via electronic devices only by broadcasting live at the meeting room at the head office of the Company No. 518/5 Maneeya Center Building, 16th Floor, Ploenchit Road, Lumpini Sub-District, Pathumwan District, Bangkok and the record date to determine the list of shareholders entitled to attend the Meeting to be September 12, 2022, as per the following agenda:

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

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

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

5. It was resolved to authorize the Chairman or the person authorized by the Board of Director or the Chairman to have the authority to consider approving any amendment or change of the record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022, including any amendment and/or addition of the agenda of the Extraordinary General Meeting of Shareholders No. 1/2022, and any amendment or change of the date, time and place for the Extraordinary General Meeting of Shareholders No. 1/2022 in the event where the Company encounters any problems on documentations and information, which cause the delivery of such documents and information to the shareholders within the time as required by law and the relevant rules and regulations, to be delayed or to be essentially revised or changed in respect of such date and time as appropriate.



Please be informed accordingly.

Sincerely yours,

-Mr. Chanin Yensudchai-

(Mr. Chanin Yensudchai)

Chairman

Information Memorandum of Stark Corporation Public Company Limited Re: Acquisition of Assets Relating to Investment in LEONI Kabel GmbH (in Germany) and LEONIsche Holding Inc (in the United States)

The Board of Directors' Meeting of Stark Corporation Public Company Limited (the "Company") No. 4/2022, which was held on May 23, 2022 at 12.00 hours, resolved to grant approval to propose the Shareholders' Meeting to consider approving the acquisition of shares in LEONI Kabel GmbH ("LEONI Kabel"), a limited liability company registered under the laws of Germany and LEONIsche Holding Inc ("LEONIsche"), a Delaware corporation registered under the laws of Delaware (collectively, the "Target Companies"), in the proportion of 100 percent of all ordinary shares of the Target Companies, and certain intercompany financing receivables owed by certain Target Companies and/or their subsidiaries, by the Company, its subsidiary, and/or a new subsidiary of the Company to be established, with the total purchase price of not higher than EUR 560 million (or approximately not higher than THB 20,588.90 million¹), including the execution of the Sale and Purchase Agreement, other arrangements, contracts and documents relating to such investment **including the establishment of the Company's subsidiary to enter into this transaction (if any)** (the "Proposed Transaction").

LEONI Kabel is a subsidiary of LEONI AG ("LEONI"), and LEONIsche is a subsidiary of LEONI Bordnetz-Systeme GmbH, which is also a subsidiary of the LEONI (together with LEONI, the "Sellers"). The Sellers are engaged through their business group automotive cable solutions in the supply of a comprehensive product range across standard and high voltage cables, data and sensor applications as well as e-mobility charging solutions for automotive applications (the "Automotive Cable Business"). The Automotive Cable Business is conducted by certain subsidiaries of LEONI which are or will be directly and indirectly held by the Sellers under an ongoing restructuring process, pursuant to the Proposed Transaction. Such restructuring process will be completed prior to the closing of the Proposed Transaction.

The intercompany financing receivables owed by certain Target Companies and/or their subsidiaries include the right to financing receivables between the Sellers and their subsidiaries before the Proposed Transaction is completed. The Sellers must transfer such right to make financial claims to the Company once the Proposed Transaction is completed, whereby the value of such financial claims shall be in accordance with the amount specified under the sale and purchase agreement of the Target Companies with the Sellers (the "Sale and Purchase Agreement").

Such Proposed Transaction is regarded as a transaction on acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (the "Notifications on Acquisition or Disposal of Assets"). The maximum calculated size of such transaction is equal to 1477 percent. Upon consideration of the size of the transaction

¹ At the exchange rate publicized by the Bank of Thailand as of 20 May 2022 at THB 36.7659 per EUR

based on the Net Tangible Asset Operation per the Company's financial statements for the three-month period ended March 31, 2022 reviewed by the Company's auditor, this is regarded as type 4 transaction or a backdoor listing transaction on the SET, as specified in the Notifications on Acquisition or Disposal of Assets. In this regard, the Company has acquired certain assets over the past six months whereby the calculated size of such transaction(s) is equal to 0.223 percent, thus causing the maximum value of the transaction calculated based on the Net Tangible Asset to be equal to 1477.223 percent. Therefore, the Company is required:

- (1) To prepare and submit a disclosure of information memorandum on the Company's transaction to the SET immediately, which must at least contain the information as required in List (1) attached to the Notifications on Acquisition or Disposal of Assets;
- (2) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Acquisition or Disposal of Assets and submit the independent financial advisor's report to the shareholders for consideration, together with the invitation letter for the Shareholders' Meeting. In this regard, the Company shall appoint a financial advisor approved by the Office of the Securities and Exchange Commission (the "SEC Office"), as its independent financial advisor to provide its opinions to the shareholders on the Proposed Transaction and shall disclose the appointment to the SET accordingly;
- (3) To convene a Shareholders' Meeting of the Company to approve the execution of the Proposed Transaction, by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, with not less than three-fourths of all votes of the shareholders present at the Meeting and having the right to vote, excluding such votes of the interested shareholders, where the names and number of shares of the shareholders ineligible to vote must also be specified in the invitation letter for the Meeting; and
- (4) To apply for an approval for the execution of the Proposed Transaction with the SET by filing the application for relisting with the SET under the Regulations of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

However, the Proposed Transaction falls under all four exemptions for relisting under Clause 24 of the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004), namely:

- (1) The Target Companies' businesses are similar to the Company's business;
- (2) The Company has no policy to make any major change in the main businesses of the Company;

- (3) The company group is duly qualified for listing with the SET, whereby Deloitte GmbH Wirtschaftsprüfungsgesellschaft, which is the Target Companies' auditor, is able to prepare and facilitate the preparation of the consolidated financial statements; and
- (4) There will be no material change in the composition of the Board of Directors of the Company and the power to control the Company or in the controlling shareholders of the Company.

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

- (1) The Company shall have been granted the clearance under the foreign investment control law and merger clearances by the relevant authorities under the applicable laws;
- (2) The Sellers shall have obtained the consent from the relevant lenders; and
- (3) The Sellers **and the Target Companies** shall have executed the guarantor release and borrower resignation agreement with the relevant persons. **That is, before the Proposed Transaction is completed, the Sellers will have to arrange for the Target Companies to repay the debt to the creditor(s) under the existing loan agreement(s) and enter into a guarantor release and borrower resignation agreement to release the Sellers from being a guarantor and release the Target Companies from being a borrower under such existing loan agreement(s). After the completion of Proposed Transaction, the Company has no obligation to be a borrower or a guarantor under the loan agreement(s). In the event that the Company needs to enter into loan agreement(s) in the future, the Company will perform its action in accordance with the relevant rules.**

The Company hereby informs the details of the acquisition of assets relating the execution of such Proposed Transaction, as follows:

1. Transaction Date

The Company anticipates to complete the Proposed Transaction by November 30, 2022.

2. Concerned Parties

Purchaser

The Company, its subsidiary, and/or a new subsidiary of the Company to be established.

The Sellers

No.	List of Shareholders	LEONI Kabel		LEONIsche	
		Shares	%	Shares	%
1	LEONI AG	1	100	-	-
2	LEONI Bordnetz-Systeme GmbH	-	-	2,000	100
Total		1	100.00	2,000	100.00

The Sellers have no relationship with the directors, management or the major shareholder of the Company and they are not connected persons of the Company.

3. General Description, Type and Size of the Transaction

3.1 General Description of the Transaction

The acquisition of shares in LEONI Kabel GmbH, a limited liability company registered under the laws of Germany and a Delaware corporation registered under the laws of Delaware in the proportion of 100 percent of all ordinary shares of both LEONI Kabel and LEONIsche, and certain intercompany financing receivables owed by certain Target Companies and/or their subsidiaries, by the Company, its subsidiary, and/or a new subsidiary of the Company to be established, with the total share purchase price of not higher than EUR 560 million (or approximately not higher than THB 20,588.90 million²).

3.2 Calculation of the Size of the Transaction on Acquisition of Assets

Such Proposed Transaction is regarded as a transaction on acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (the “**Notifications on Acquisition or Disposal of Assets**”). The maximum calculated size of such transaction is equal to 1477 percent. Upon consideration of the size of the transaction based on the Net Tangible Assets per the Company’s financial statements for the three-month period ended March 31, 2022 reviewed by the Company’s auditor, this is regarded as type 4 transaction or a backdoor listing transaction on the SET, as specified in the Notifications on Acquisition or Disposal of Assets. In this regard, the Company has acquired certain assets over the past six months whereby the calculated size of such transaction(s) is

² At the exchange rate publicized by the Bank of Thailand as of 20 May 2022 at THB 36.7659 per EUR

equal to 0.223 percent, thus causing the maximum value of the transaction calculated based on the Net Tangible Assets to be equal to 1477.223 percent.

Table of Calculation of the Size of the Transaction on Acquisition of Assets

Basis of Calculation	Calculation	Value (THB million)	Transaction Size (Percent)
1.) Value of the net tangible assets (NTA)	<u>NTA of Target Companies x Shareholding</u> NTA of the Company	<u>13,235.7 x 100</u> 896.1	1477.0%
2.) Net operating profits	<u>Net operating profits of Target Companies x Shareholding</u> Net operating profits of the Company	<u>2,086.5 x 100</u> 2,914.8	71.6
3.) Total value of consideration	<u>Value of transaction paid or received x 100</u> Total assets of the Company	<u>20,588.9 x 100</u> 41,171.7	50.0%
4.) Value of shares issued for the payment of assets	<u>Securities issued by the Company for the payment of assets x 100</u> Paid-up shares of the Company	No shares were issued for the payment of assets	

However, the Proposed Transaction falls under all four exemptions for relisting under Clause 24 of the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004):

(1) The acquired business is in a similar line of business or complements each other with the business of the Company

The Company and the Target Companies operates similar businesses in relation to manufacturing and distributing of electric wires and cables, in which Company and the Target Companies are in a similar line of business and complement each other, whereby the Company is a holding company in which the core subsidiary is Phelps Dodge International (Thailand) Company Limited (“PDITL”). PDITL operates manufacturing and distributing of electric wires and cables for both domestic and international customers. The Target Companies position themselves as a leading provider for automotive standard cables and charging technology for both domestic and international customers, **and generate revenue from manufacturing electric wires and cable in the same way as the Company, but with a focus on cables for cars (automotive cable) and car charging. The Target Companies also use similar raw materials, technology and manufacturing processes to those of the Company.** The overall business of the Company and the Target Companies is highly complementary with no overlapping business but similar technology

and production know-how. Furthermore, as the Company and the Target Companies are producing electric wires and cables with similar technology and processes, the Company would be able to negotiate with suppliers of raw materials for better conditions and prices. This will give the Company significant advantages in product costs, sales price and profitability, thus, strengthening PDITL international market position, core business and competitive advantages to penetrate new end-markets while capturing automotive and electric vehicle (“EV”) market growth trends by expanding the target market to automakers and assemblers. Furthermore, the Company will be able to expand the product market among its current customers in the Target Companies' respective countries more efficiently as they will have local teams in such countries, and certain products may be co-produced so that they may be delivered to customers in markets closer to the production site.

(2) The Company has no policy to make significant changes in its core business

The Company has no policy to significantly change its core business, which is manufacturing and distributing electric wires and cables. After the Proposed Transaction, the Company is mainly focused on the business operation in customer base enhancement, additional distribution channels, and domestic and international market expansion to ensure sustainable growth of the Company.

(3) The Company and its subsidiary resulting from the acquisition of assets have suitable qualifications for listing on the SET

The SET requires a listed company to maintain its listing status throughout the period of its listing, with the following details:

Key Qualifications	The Company (after the Proposed Transaction)
<p>1. Directors, management and controlling parties must have the following qualifications:</p> <ul style="list-style-type: none"> - Having required qualifications and not having any prohibited characteristics or any characteristic indicating the lack of suitability to be trusted to manage a public company limited, in line with the SEC Act or the SEC regulations. - Not being a person who violates any regulations, rules, notifications, orders, Board’s resolutions, or listing agreement 	<p>Directors, management and controlling parties of the Company have the qualifications according to both qualification criteria.</p>

Key Qualifications	The Company (after the Proposed Transaction)
<p>made with SET as well as circulars to which the adherence is required by SET, where such violation may materially adversely affect the rights and benefits or the decision of shareholders and investors, or the change in price of securities.</p>	
<p>2. One-third of directors of a listed company shall be independent directors and having independent directors and audit committee with at least 3 persons in total.</p>	<p>As of May 5, 2022, the Board of Directors of the Company consists of 9 directors in total and 3 of which are independent directors and audit committee of the Company.</p>
<p>3. Having an auditor which is approved by the SEC.</p>	<p>The resolution of the 2022 Shareholder Meeting appointed the 2022 auditor as Pricewaterhousecoopers ABAS Ltd. which is approved by the SEC. After the Proposed Transaction, the consolidated financial statement of the Company will include the performance of the Target Companies as a subsidiary. Now, the auditor of the Target Companies is Deloitte GmbH Wirtschaftsprüfungsgesellschaft. Therefore, the Company is confident in accounting system and accounting preparation per the SET regulation Re: financial statement timeline.</p>
<p>4. Having an internal control system in place as required by the relevant Notification of Capital Market Advisory Board.</p>	<p>The internal control system of the Company complies with the relevant Notifications of Capital Market Advisory Board. In this regard, the Company has appointed external advisors to conduct due diligence and review the status of the Target Company in various sectors, including relevant internal control systems in each segment of work. The Target Companies and its subsidiaries are subsidiaries of LEONI, a German-listed company, which already has internal control</p>

Key Qualifications	The Company (after the Proposed Transaction)
	<p>in place, in accordance with the standards set by relevant legal requirements in the country.</p> <p>The Company will take any additional necessary action to ensure that the internal control system of the Target Companies also complies with the requirements of the relevant Notification of Capital Market Advisory Board.</p>
<p>5. A listed company and its subsidiary shall have no conflict of interests (including conflict of interest with director, management and controlling parties) as specified in the Notification of Capital Market Advisory Board.</p>	<p>Currently, the Company and its related persons has no conflict of interests with the Target Companies and its related persons.</p> <p>However, if there will be transaction which is considered as a related party transaction and/or connected transaction in the future, the Company will strictly comply with the policy re: related party transaction and/or connected transaction based on arm-length basis and relevant regulations of the SEC and the SET.</p>
<p>6. The number of Minority Ordinary Shareholders shall be not less than 150 and such shareholders shall hold shares in aggregate not less than 15 percent of the paid-up capital of the Listed Company.</p>	<p>As of April 4, 2022, which is the latest record date, the Company has 9,613 minority shareholders and has the proportion of minority shareholders of around 28.84 percent of the total paid-up capital.</p>
<p>7. Shall have a providing provident fund in line with the law governing provident funds.</p>	<p>The Company already established the provident fund for its employees, as well as its subsidiaries' employees, in accordance with the Provident Fund Act B.E. 2530 (as amended), which is mainly under the management of Tisco Asset Management Company Limited.</p>

In addition, the Company still has other qualifications which comply with the rules for applying to become a listing company on the SET such as the Company still being a public limited company which incorporated under Thai laws, has the net profits from operations of not less than aggregate THB 50 million over the past two or three years and the net profits of the latest year from operations of not less than THB 30 million. Additionally, the Company has cumulative net profits in the most recent accounting period; is in a stable and healthy financial condition and have sufficient working capital in relevant industries; and has the total shareholder equity of not less than THB 300 million, etc. According to the provided information above, it appears that the Company still has the suitable qualifications for listing on the SET.

- (4) There will be no material change in the composition of the board of directors of the Company or in the power to control the Company or in the controlling shareholders of the Company.

After the Proposed Transaction, apart from the change of directors due to their rotation, there will be no material change in the composition of the Board of Directors of the Company. The shareholders and the managements of the Target Companies will not be appointed as directors and/or managements of the Company. In addition, the Company will consider changing the legal representatives and the managements of the Target Companies after the Proposed Transaction in which the Company will appoint, in majority, personnel from the Company, to be legal representatives and management team of the Target Companies. However, the Company will also consider appointing some existing managements to ensure the smooth transition and to enhance business operation based on the maximum benefits of the shareholders.

In addition, the Company has considered the waiver of relisting application process with following details

Waiver Criteria	Rationales
1. Similar and supportive businesses to the Company's business	The Target Companies operates manufacturing and distributing of electric wire and cable which is similar and complementary to the Company's business.
2. The Company has no policy to significantly change the core business of the Company	The Company continuously operates the core business (manufacturing and distributing of electric wire and cable).
3. The Target Companies is qualified to be a publicly-listed company	The Target Companies has appointed Deloitte GmbH Wirtschaftsprüfungsgesellschaft as auditor. Therefore, the Company is confident in accounting system and financial statement

	preparation per the timeline of a publicly-listed company of the Target Companies.
4. No significant changes in Directors and Controlling persons of the Company	The Company has no significant changes in Directors and Controlling persons of the Company.

4. Details of the Acquired Assets

4.1. General Information of the Target Companies

LEONI Kabel

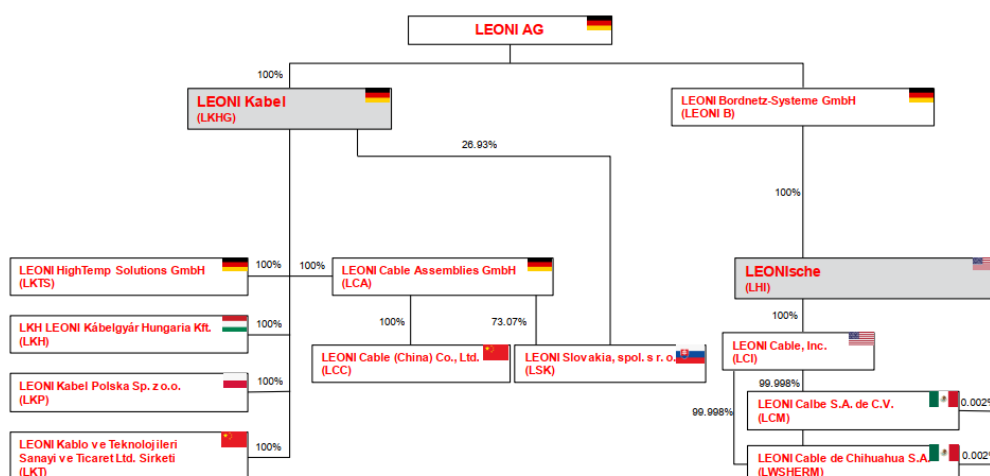
Company Name	LEONI Kabel GmbH
Type of Business	a) the development, manufacture and distribution of connection systems, in particular cables, for the transmission of electrical power and signals; b) the holding and management of interests in industrial and trading companies in Germany and abroad; and c) the provision of services for these companies.
Address	An der Lände 3, 91154 Roth, Germany
Company Registration No.	HRB 24181
Date of Incorporation	29 April 1999
Registered Capital	EUR 5,200,000

LEONISCHE

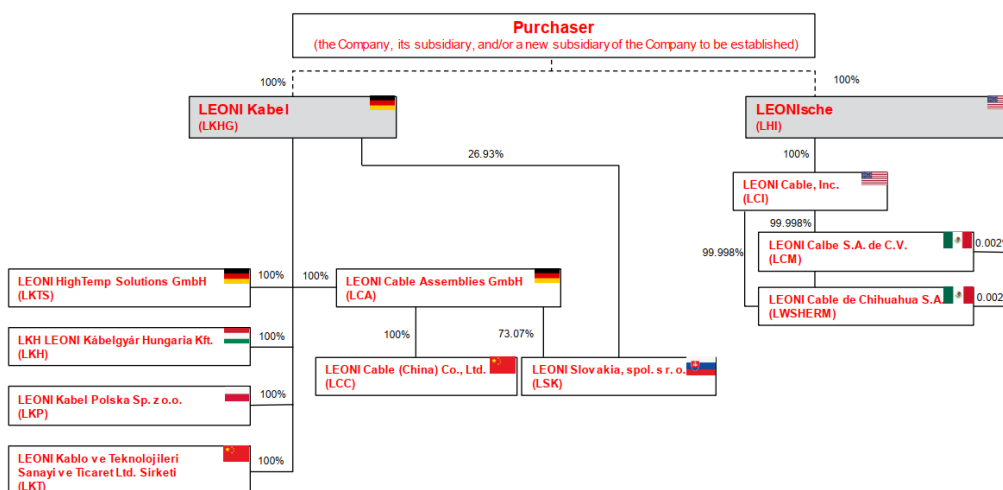
Company Name	LEONISCHE HOLDING INC
Type of Business	A holding company for LEONI's Automotive Cable Business in the Americas
Address	251 Little Falls Drive, Wilmington, Delaware
Company Registration No.	no. 2579883
Date of Incorporation	10 January 1996
Registered Capital	USD 20

4.2. Shareholding Structure of the Target Companies and their subsidiaries

Before entering into the Proposed Transaction



After completion of the Proposed Transaction



4.3. List of Shareholders

No.	List of Shareholders	LEONI Kabel		LEONISche	
		Shares	%	Shares	%
1.	LEONI AG	1	100	-	-
2.	LEONI Bordnetz-Systeme GmbH	-	-	2,000	100
Total		1.00	100.00	2,000.00	100.00

LEONI AG currently has Pierer Industrie AG as a major shareholder, which holds 20 percent of its total voting rights. Pierer Industrie AG is Europe's leading automotive business group,

which is solely owned by Pierer Konzerngesellschaft mbH, which in turn has only one shareholder, Mr. Stefan Pierer.

4.4. List of Authorized Directors (Legal Representatives)

LEONI Kabel: Managing directors (*Geschäftsführer*): (1) Markus Thoma; (2) Jürgen Kniffki; (3) Jerry Cummins; (4) Andreas Pirner; registered representatives (*Prokuristen*): (1) Rainer Hertzke; (2) Björn Nedved; (3) Richard Paglia

LEONIsche: Jeremy Tibbett, William Livengood

However, the Company will consider changing the legal representatives and the managements of the Target Companies after the Proposed Transaction in which the Company will appoint, in majority, personnel from the Company to be legal representatives and management team of the Target Companies. However, the Company will also consider appointing some existing directors and managements to ensure the smooth transition and to enhance business operation based on the maximum benefits of the shareholders.

4.5. Business Operations

LEONI Kabel was established in 1996 in Nuremburg, Germany. Provide in the business of manufacturing and selling electrical cables and electrical cables for automotive and EV solutions which are distributed both in Germany and various countries abroad. LEONIsche was established in 1996 as a holding company for LEONI's Automotive Cable Business in the Americas.

Products

LEONI Kabel is a manufacturer and distributor of electrical cables and cables, with the main products such as standard & HV cables, data & sensor applications and e-mobility charging solutions for automotive applications, etc. LEONIsche is a holding company of LEONI's Automotive Cable Business in the Americas region.

Target Customers

The target customers of LEONI Kabel are global automotive suppliers such as component makers, technology suppliers, and data communication solution providers who supply most global OEMs, including EV manufacturers in Germany and other countries. LEONIsche is a

holding company; therefore, there is no products for sale while LEONIsche's subsidiaries have the same target customers as those of LEONI Kabel, which are customers in the United States.

Production Procurement

Source of Key Materials

Important raw materials for the production of electrical wires and cables are copper and metal semi-finished goods, and plastic beads, etc., which LEONI Kabel procures such raw materials through various suppliers.

- 4.6. Key Proforma Consolidated Financial Information of the Target Companies (LEONI Kabel and LEONIsche) which was prepared by the management of the Target Companies under Accounting Standard re: consolidated financial statements preparation:³

	2019A		2020A		2021A		Q1 2022 (LTM)	
	EUR million	THB million	EUR million	THB million	EUR million	THB million	EUR million	THB million
Total assets	692	25,456	658	24,182	737	27,110	837	30,761
Tangible assets	330	12,137	315	11,594	330	12,117	335	12,320
Total liabilities	497	18,282	461	16,949	451	16,582	467	17,175
Total equities	195	7,173	197	7,232	286	10,528	370	13,586
Total revenues	1,099	40,415	933	34,320	1,311	48,203	1,355	49,831
Gross profit	136	5,009	101	3,716	174	6,380	166	6,100
Net profit	38	1,389	12	445	63	2,327	57	2,090

The Company is in the process of preparing the additional substantial financial information and the revenue structure. The Company will disclose such information and send to the Company's shareholders together with the notice of the shareholders' meeting thereafter.

5. Total Value of Consideration and Basis of Calculation of the Value of Consideration

The company adheres to the principle of careful consideration on a conservative basis in which upon completion of the conditions for execution of the Proposed Transaction, the Company shall make cash

³ At the exchange rate publicized by the Bank of Thailand as of 20 May 2022 at THB 36.7659 per EUR

payment in consideration to the Sellers in the amount of not higher than EUR 560 million (or approximately not higher than THB 20,588.90 million³). Such price is based on the analysis in comparison to comparable companies in multiples such as EV/EBITDA, analysis in comparison to comparable precedent transactions and analysis of projected cash flows from the business of the Target Companies' group to be acquired (discounted cash flows: DCF), as well as analysis and from ongoing negotiations between the Sellers and the Company.

In addition, the total consideration is based on the negotiation based on financial status, overall performance, key financial figures of the Target Companies, and its growth opportunities in the future.

6. Value of the Acquired Assets

The Company shall pay the Proposed Transaction with cash in total of not higher than EUR 560 million (or approximately not higher than THB 20,588.90 million⁴) subject to the conditions precedent specified in the relevant agreement being fulfilled or waived in accordance with the terms and conditions of such agreement. The Company expects to complete the Proposed Transaction by November 30, 2022. The total consideration is based on the negotiation based on financial status, overall performance, key financial figures of the Target Companies, and its growth opportunities in the future.

7. Expected Benefits to the Company from the Proposed Transaction

The Company foresees the opportunities for the growth of the wire and cable businesses both domestically and internationally. Driven by the automotive and EV market growth trends, electrical wires and cable are considered one of the crucial materials that are significantly needed now and in the future.

The Company expects that the Proposed Transaction will benefit the Company as follows:

- (1) Highly complementary product portfolio of the Target provides business opportunities to expand into related automotive and EV wire and cable businesses which are highly demanded globally, and to become a leading wire and cable manufacturer in the region and globally.
- (2) Market knowledge, customer relationships and R&D capabilities sharing of the Target enhances the Company's product performance, market penetration and customer reach.
- (3) Financial benefits from the Target Companies to improve the Company's financial status, which have strong historical performance, including improvement in performance and an increase in earnings per share (EPS accretive) which will be driven by EV market growth trends.

8. Source of Funds and Method of Payment of the Consideration

The source of fund regarding this Transaction is mainly from loan of financial institutions. The Company will take the necessary actions to maintain significant financial proportions of the Company, such as D/E ratio, as well as other related actions to enable the Company to comply with the requirements of financial institutions, loan agreements, as well as other financial instruments issued by the Company. Most of the financial institutions group that provide loan to the Company for entering into this transaction are the financial institutions group which currently provide loan to the Company, while the other financial institutions group are those who provide services, other than loan, to the Company. The company has already consulted with all financial institutions regarding the transaction as well as conditions and various requirements. For this particular transaction, there is no additional requirement related to the dividend payment of the Company. The source of fund may also partly be derived from internal cash flows of the Company, which in the first quarter of 2022, the Company had negative operating cash flow due to the increase in raw materials used in production to support the increase in backlog. The Company expects the operating cash flow to improve in the remaining portion of the year. However, if the Company's internal cash flow is not sufficient, the Company may then consider increasing its capital. With the capital increase, the Company will consider for the maximum benefit of the shareholders, which leads to EPS accretive.

9. Conditions for Execution of the Transaction

The Company shall seek an approval from the Shareholders' meeting to execute the Proposed Transaction by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders.

In addition, the Company has considered that the Proposed Transaction is exempted from filing the application for relisting under the under the Regulations of the SET Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities, as detailed in paragraph 3.2 above.

10. Opinion of the Board of Directors on the Execution of the Transaction

The Board of Directors had resolved to approve the Proposed Transaction. In addition, the transaction is rational which also positively create benefits to the Company and the shareholders of the Company due mainly from the business enhancement of wire and cable business of the Company in terms of product diversification, capacity, market expansion, opportunities to capture automotive and EV market growth trends and becoming a leading wire and cable player in the region and globally. In

addition, the Transaction will also create additional value to the Company and shareholders, including additional revenues and returns which will enhance financial status and operating cashflow of the Company in long term, including improvement in performance and an increase in earnings per share (EPS accretive) which will be driven by EV market growth trends.

Moreover, the Board of Directors has considered the total consideration of not higher than EUR 560 million (or approximately not higher than THB 20,588.90 million⁴) based on conservative basis with consideration of historical performance, and financial status of the Target Companies.

In addition, the Proposed Transaction will enhance and support the existing business in which the existing business is necessary for the growth of the country and region.

11. Opinion of the Audit Committee and/or Directors Different from the Opinion of the Board of Directors

-None-

⁴ At the exchange rate publicized by the Bank of Thailand as of 20 May 2022 at THB 36.7659 per EUR