

(F 53-4)

**Capital Increase Reporting Form**  
**E for L Aim Public Company Limited.**

**28 February 2017**

E for L Aim Public Company Limited (“the Company”) hereby report the resolutions of the Board of Directors Meeting No. 3/2017 on 28 February 2017, at 1.30 pm. in respect of a capital increase and share allotment as follow:

**1. Capital decrease and Increase**

1.1 Capital decrease

The Board of Directors’ meeting has resolved to decrease the Company’s registered capital from the previous registered capital of Baht 1,035,001,518.75 to be the new registered capital of Baht 1,034,307,107.25 by cancelling 9,258,820 unissued shares, at par value of Baht 0.075 per share

1.2 Capital increase

The Board of Directors’ meeting has resolved to increase the registered capital of the Company by 563,122,758.30 from Baht 1,034,307,107.25 to Baht 1,597,429,865.55 by means of the issuance of 7,508,303,444 ordinary shares with a par value of Baht 0.075 per share. The details of capital increase are as follows;

Type of Capital Increase	Type of Share	Number of shares (shares)	Par value (Baht / share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	7,508,303,444	0.075	563,122,758.30
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

**2. Allotment of new shares**

The Board of Directors’ meeting passed a resolution approving the allotment of 7,508,303,444 shares with par value of Baht 0.075 per share, totaling Baht 563,122,758.30. The details are as follows;

2.1 Details of Allotment

<b>Allotted to</b>	<b>Number shares</b>	<b>Ratio (Old : New)</b>	<b>Price / share</b>	<b>Date and time of subscription and share payment</b>	<b>Remark</b>
1. To support the exercise of the warrants to buy the ordinary shares of the Company No. 3 (“EFORL-W3”)	Not exceeding 1,379,076,143	10 existing shares to 1 warrant	Exercise price Baht 0.60	-	Please see <a href="#">attachment 2</a>
2. New ordinary share from capital increase (Right Offering: RO)	Not exceeding 4,596,920,476	At a ratio of 3 existing shares to 1 newly issued share	Baht 0.14	8, 9, 11, 12 and 15 May 2017 (In total 5 business days)	-
3. To support the exercise of the warrants to buy the ordinary shares of the Company No. 4 (“EFORL-W4”)	Not exceeding 1,532,306,825	At the ratio of 3 newly issued share to 1 unit of Warrant	Exercise price of Baht 0.50	-	Please see <a href="#">attachment 3</a>

2.2 Action to be taken by the company when there are fractions of shares

The allotment of the newly issued ordinary shares to the existing shareholders on a pro rata basis, including the oversubscription of newly issued ordinary shares, if there are fractions of share after the calculation, such fractions shall be disregarded.

2.3 Remaining shares not allotted

-None-

**3. Schedule for shareholders meeting to approve the capital increase and the allotment of shares**

Annual General Shareholder Meeting for the year 2017 of the Company will be held on Friday, 7 April 2017 at 10.00 a.m. at Krungthon Ballroom, The Royal River Hotel, 219 Soi Charansanitwong 66/1 Charansanitwong Rd., Bangplad, Bangkok and the Company arranged to specify the names of shareholders who will be entitled to attend the Annual General Shareholder Meeting for the year 2017 (Record date) on 15 March 2017 and to

gather the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the shareholder register and suspension of share transfer on 16 March 2017.

**4. Approval of the capital increase/share allotment by relevant government agency and related conditions (if any)**

4.1 Resolved by the shareholders' Annual General Shareholder Meeting for the year 2017 to decrease, and increase registered capital as well as other related materials.

4.2 The Company shall register the decrease/increase of registered capital to Department of Business Development, the Ministry of Commerce.

4.3 The Company shall request an approval for the newly issued ordinary shares, EFORL-W3, EFORL-W4 and ordinary shares reserved to support the exercise of EFORL-W3 and EFORL-W4 to be listed on the Stock Exchange of Thailand.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

5.1 To repay Baht 500 Million loans to reduce high finance cost.

5.2 Remaining from repay loans were Baht 143 Million for working capital management

**6. Benefits which the Company will receive from the capital increase/allotment**

Funds from this capital increase will strengthen the Company's financial position resulting in propriety of the Company financial structure. In addition it is enable to increase capability of the Company business channel and reduce financing cost.

**7. Benefits which shareholders will receive from the capital increase / allotment.**

7.1 Strong and stable financial structure of the Company

7.2 The Company has developed and expanded its business to create a better performance, positively impact on the firm value and the Company's shares value, including the benefits in terms of dividends in the future if the Company has profit.

7.3 According to dividend policy to the shareholders, the shareholders who subscribe for newly issued ordinary shares will be entitled to receive dividends from operations the same as the shareholders of the Company when the shareholders of newly issued ordinary shares have been registered as the shareholders of the Company.

**8. Other details necessary for shareholders to approve the capital increase / share allotment.**

-None-

**9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares as attachment:**

Procedure	Date/Month/Year
Board of Directors' Meeting No. 3/2017	28 February 2017
Record Date for (1) attending the AGM for the year 2017, (2) specifying the names of the shareholders entitled to receive EFORL-W3 and (3) being entitled to subscribe the newly issued ordinary shares from Right Offering	15 March 2017
Collecting names of (1) entitled shareholders under Section 225 for attending the AGM for the year 2017, (2) shareholders under Section 225 entitled to receive the Warrants Series 3 (EFORL-W3) and (3) entitled shareholders under Section 225 for being entitled to subscribe the Right Offering	16 March 2017
Annual General Shareholders Meetings for the year 2017	7 April 2017
Registration of capital decrease/ increase with the Ministry of Commerce	Within 14 days from the day of shareholders' meeting resolves
The date of subscription and payment for newly issued ordinary shares	8, 9, 11, 12 and 15 May 2017

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Yours faithfully,

-Signed-

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Chief Executive Officer