

April 18, 2023

**Subject:** Notice Convening the 2023 Annual General Meeting of Shareholders (Reschedule) through Electronic Meeting.

**To:** Shareholders,  
E for L Aim Public Company Limited

**Enclosures:**

1. Copy of Minutes of the 2022 Annual General Meeting of Shareholders;
2. Profile and work experience of Directors who will retire by rotation and be proposed for consideration to be re-election;
3. Proxy Form, Process of Registration, Required Documents, Proxy and Voting together with details of the Independent Directors;
4. Articles of Association of the Company Pertaining to the Shareholder Meeting;
5. Map of the meeting venue of broadcast via E-Meeting;
6. Requisition Form for the Annual Registration Statement / Annual Report for the year ended 31 December 2022 (Form 56-1 One Report) in Hard Copy;
7. Procedure to attend the 2023 Annual General Meeting of Shareholders via Electronic Meeting;
8. Registration form.

According to E for L Aim Public Company Limited ("the Company") scheduled the 2023 Annual General Meeting of Shareholders ("the 2023 AGM") to be held on Tuesday, April 18, 2023 at 10:00 a.m. via E-Meeting, which will be broadcasted electronically from the meeting room on the 6th floor of Building No. 160, Ngamwongwan Road, Bang Khen, Mueang Nonthaburi, Nonthaburi, the Company waited for one hour for the designated time to pass. The shareholders and proxies were present at the meeting as follows:

Shareholder (in person)	1 Person	Number of Shares:	24,800,005 shares
Proxies	58 Persons	Number of Shares:	944,280,711 shares
Shareholders Online	18 Persons	Number of Shares:	169,091,081 shares
Proxy Online	1 Person	Number of Shares:	100 shares

In total, there were 78 shareholders representing 1,138,171,897 shares or 28.4695% of the total shares of 3,997,864,980 shares attending the meeting, which was less than one-third of the subscribed shares as required by Section 103 of the Public Limited Company Act B.E. 2535, and Clause 38 of the Company's Articles of Association. Consequently, the meeting did not constitute a quorum, resulting in the inability to convene the 2023 AGM on Tuesday, April 18, 2023.

The board of directors held a meeting no. 4/2023 has passed a resolution to approve to reschedule the 2023 AGM to Monday, May 8, 2023 at 14:00 p.m. by the electronic meeting. The E-Meeting will be broadcast electronically from the meeting room on the 6th floor of Building No. 160, Ngamwongwan Road, Bang Khen, Mueang Nonthaburi, Nonthaburi to consider the following agendas:

**Agenda 1: To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders.**

**Facts and Rationale** : The Company convened the 2022 Annual General Meeting of Shareholders (“AGM”) on Friday, April 8, 2022, by considering the matters of which the Company has submitted the minutes to The Stock Exchange of Thailand and posted on the Company’s website ([www.eforl-aim.com](http://www.eforl-aim.com)) to disclose to shareholders and investors and no one revised it. The Company requests the 2022 Annual General Meeting of Shareholders (“AGM”) to consider and certify the minute of the 2023 AGM and the copy is attached together with this invitation letter (Enclosure 1).

**Opinion of the Board**: The Board of Directors considers to propose the Minutes of the 2022 AGM hold on Friday, April 8, 2022 and completely recorded and deems appropriate to the 2023 Annual General Meeting of Shareholder to certify the said minutes.

**Resolution**: The resolution for this agenda requires the majority of votes of shareholders who attend the meeting and cast their votes.

**Agenda 2 To acknowledge the Annual Registration Statement / Annual Report for the year ended 31 December 2022 (Form 56-1 One Report) and the Company’s 2022 operating results.**

**Facts and Rationale**: The Company prepared the Annual Registration Statement / Annual Report for the year ended 31 December 2022 (Form 56-1 One Report) and the Company’s 2022 operating results of which Board of Directors has considered and opinioned that they are correct and completeness (in form of QR Code) presented in the registration form (Enclosure 8) and attached with this invitation letter.

**Opinion of the Board**: The Board of Directors deems appropriate to propose the Annual Registration Statement / Annual Report for the year ended 31 December 2022 (Form 56-1 One Report) and the operating results for the year 2022 to the 2023 Annual General Meeting of Shareholder to acknowledge.

**Resolution**: This agenda is for acknowledgement and does not require casting of votes.

**Agenda 3** To consider and approve the statement of financial position and statement of profit or loss and other comprehensive income for the year ended 31 December 2022, audited by certified auditor and Auditor's report.

**Facts and Rationale:** The statement of financial position and statement of profit or loss and other comprehensive income for the year ended 31 December 2022 presented in Form 56-1 One Report (QR Code format in registration form) submitted to the shareholders together with the Invitation letter (Enclosure 8). The financial statements for the year ended 31 December 2022 has been audited by Mr. Somkid Taitragul, certified auditor No. 2785 of Grant Thornton Company Limited, deemed to be correct and complete in accordance with the generally accepted accounting standard. The 2023 Annual General Meeting of Shareholders is requested to approve the financial statement ending on 31 December 2022 as outlined in Form 56-1 One Report.

Financial Highlighted	2022	2021	Increase/ (Decrease)	%
<b>Consolidated accounts (Baht'000)</b>				
Current assets	1,026,101	1,181,486	(155,385)	-13%
Non - Current assets	518,009	495,702	22,307	5%
<b>Total assets</b>	<b>1,544,110</b>	<b>1,677,188</b>	<b>(133,078)</b>	<b>-8%</b>
Current liabilities	681,552	753,050	(71,498)	-9%
Non - Current Liabilities	356,143	531,252	(175,109)	-33%
<b>Total liabilities</b>	<b>1,037,695</b>	<b>1,284,302</b>	<b>(246,607)</b>	<b>-19%</b>
Paid up capital	2,998,399	2,998,399	0	0%
Equity attributable to the Company's shareholders	506,415	392,886	113,529	29%
<b>Revenues from sales and services</b>	<b>1,492,481</b>	<b>2,165,329</b>	<b>(672,848)</b>	<b>-31%</b>
<b>Cost of sales and services</b>	<b>(996,747)</b>	<b>(1,438,205)</b>	<b>441,458</b>	<b>-31%</b>
Gross profit	495,734	727,124	(231,390)	-32%
Profit (loss) before finance costs and income tax	85,232	826,840	(741,608)	-90%
<b>Profit (Loss) for the year</b>	<b>53,037</b>	<b>777,685</b>	<b>(724,648)</b>	<b>-93%</b>
<b>Profit (Loss) for the year attributable to equity holder of the Company</b>	<b>53,037</b>	<b>812,030</b>	<b>(758,993)</b>	<b>-93%</b>
Profit (Loss) (Baht per share)	0.0133	0.2202	0	-94%

**Opinion of the Board:** The Board of Directors deems it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider adopting the financial statement for the

year ended 31 December 2022, audited by the certified auditor which has been considered by the executive boards and the audit committee and approved by the Board of Directors.

**Resolution:** This agenda requires the majority votes of shareholders present and eligible to vote to pass the resolutions.

**Agenda 4 To consider and approve the omission of annual dividend payment for the operation of 2022 and the suspension of profit allocation for legal reserve.**

**Facts and Rationale:** The Company has a policy to pay out the dividend not less than 40% of net profit after tax and legal reserve (separate financial statements).

According to the consolidated F/S and separate F/S of financial position as at 31 December 2022, the Company still has an accumulated loss (deficits) of Baht 2,095 million and Baht 2,109 million, respectively. Thus, the Company is unable to pay dividend resulting from the operating result of the year 2022. As outlined in Form 56-1 One Report, which the Company has prepared in QR Code presented in the registered form of which the Company submitted such information to the shareholders together with the Invitation letter (Enclosure 8).

**Opinion of the Board:** The Board of Directors deems it appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve the non-distribution of dividend and the non-allocation of net profit as legal reserve due to consolidated F/S and separate F/S of financial position as at 31 December 2022, the Company still has an accumulated loss (deficits) of Baht 2,095 million and Baht 2,109 million, respectively.

**Resolution:** This agenda requires the majority votes of shareholders present and eligible to vote to pass the resolutions.

**Agenda 5 To consider and approve the re-election of director who will retire by rotation.**

**Facts and Rationale:** Pursuant to Article 18 of the Articles of Association, in every annual general meeting of shareholder, one-third of all Directors shall retire by selecting those who have served longest in office. However, those Directors can be re-elected. This year, 3 Directors shall retire are:

- |                              |   |
|------------------------------|---|
| 1. Mr. Preecha Nuntnarumit   | Director and Chairman of the Executive Committee.   |
| 2. Mr. Jackrit Lohajaroensub | Director and Member of the Executive Committee.   |
| 3. Mr. Pipat Yingseree       | Independent Director; Member of the Audit committee; Chairman of Nomination and Remuneration Committees and Member of the Risk Management Subcommittee. |

Above 3 directors are current director positions who are nominated by the Company's procedures, complied with the related regulation and suitable with the Company's business.

The Nomination and Remuneration Committee (excluding one director who will retire seems to be the interest person) considered qualification; knowledge and experience, under the nomination policy which has deemed Mr. Preecha Nuntnarumit, Mr. Jackrit Lohajaroensub and Mr. Pipat Yingseree who have to be retired by rotation to re-elect to be directors because their qualifications are able to comply to the related regulation and suitable with the Company's business..

The Company has posted on its website on November 1, 2022 inviting the shareholders to nominate persons they deemed appropriate to be Directors, as well as to propose any agenda. However, no nomination person or proposal of agenda was received by the Company.

**Opinion of the Board:** The Board of Directors (excluding 3 of retired directors by rotation) considered and approved with the proposal of the Nomination and Remuneration Committee that the 3 persons who shall retire from directorship are those with the knowledge, capability, experience, and expertise which are beneficial to the Company's operation and continuing with directors duty.

In addition the Board of Directors considered that Mr. Pipat Yingseree, who are nominated as an independent director, having the qualification complied with the related regulation of independent directors. He has a qualification to be the independent director and be able to provide the independent opinion with fully qualification of related regulation. The details of the persons nominated as directors appear in the Curriculum Vitae attached in Enclosure 2.

The Board of Directors deems it appropriate to propose to the 2023 Annual General Meeting of shareholders to approve the re-election of three Directors to for another term.

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|------------------------------|---|
| 1. Mr. Preecha Nuntnarumit   | Director and Chairman of the Executive Committee.   |
| 2. Mr. Jackrit Lohajaroensub | Director and Member of the Executive Committee.   |
| 3. Mr. Pipat Yingseree       | Independent Director; Member of the Audit committee;<br>Chairman of Nomination and Remuneration Committees and<br>Member of the Risk Management Subcommittee. |

**Resolution:** This agenda requires the majority votes of shareholders present and eligible to vote to pass the resolutions.

**Agenda 6 To consider and approve the Directors' remuneration for the year 2023.**

**Facts and Rationale:** Pursuant to Article 34 of the Articles of Association, the Directors are entitled to receive remuneration from the Company in the form of gratuity, meeting attendance fee, allowance, bonus or benefits in other forms, which may be fixed or determined by a set of criteria on a case-by-case basis, or to be effective until amended. The Company has authorised the Nomination and Remuneration Committee to propose the remuneration which are determined with the rate comparable to that of the same industry and sufficient to constitute an incentive for quality Directors to remain with the Company. The Nomination and Remuneration Committee considered and proposed the remuneration for the year of 2023 as follows:

Comparison of 2021 and 2022 Director remuneration										
Type Baht/month person	2021					2022 (Proposed year)				
	Board of Directors	Audit Committee	Risk Management Subcommittee	Executive Committee	Nomination and Remuneration Committee*	Board of Directors	Audit Committee	Risk Management Subcommittee	Executive Committee	Nomination and Remuneration Committee*
Chairman	50,000	30,000	20,000	15,000	20,000	50,000	30,000	20,000	15,000	20,000
Director	28,000	25,000	15,000	10,000	15,000	28,000	25,000	15,000	10,000	15,000
	Not exceeding Baht 5,000,000					Not exceeding Baht 5,000,000				

\* Nomination and Remuneration Committee and Executive Committee remuneration is considered remuneration for each meeting attendance.

The Nomination and Remuneration Committee deems to propose to the 2022 Annual General Meeting of Shareholder to consider and assign Board of Directors to have the authority to consider the remuneration to allocate to remuneration to directors and other sub-committees within the remuneration amount approved by the shareholders.

**Opinion of the Board** The Board of Directors deems it appropriate to determine the remuneration for the year 2023 at the amount not exceeding Baht 5,000,000 and propose to the 2023 Annual General Meeting of Shareholders to authorise the Board of Directors to consider and allocate the remuneration to other sub-committees within the amount approved by the shareholder.

**Resolution:** This agenda requires an approval vote from the shareholder meeting by consent of at least two-thirds of shareholders present and eligible to vote to pass the resolutions.

**Agenda 7 To consider and approve the appointment of auditor and auditor fees for the year 2023.**

**Facts and Rationale:** Pursuant to Section 120 of Public Limited Companies Act B.E. 2535 (1992) (as amended) which prescribes that at an annual general meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed. The audit committee has proposed the appointment of auditors for the year 2023 to the Board of Directors for further proposal to the shareholders' meeting. The names of the auditors are as follows:

1. Mr. Somckid Tiatragul, CPA No. 2785 who has done audit work for the company for 3 years; or
2. Ms. Kanyanat Sriratchatchaval, CPA No. 6549 who has done audit work for the company for - years; or
3. Ms. Saranya Aharamahaphanit, CPA No. 9919 who has done audit work for the company for - years; or
4. Ms. Laksamee Deetrakulwattanapol, CPA No. 9056 who has done audit work for the company for - years; or
5. Ms. Kesanee Srathongphool, CPA No. 9262 who has done audit work for the company for - years;

of Grant Thornton Co., Ltd. as the Company's auditors for the fiscal year 2023 and the interim period of 3 quarters. In the event that none of these auditors is available, Grant Thornton shall delegate another representative to review and audit financial statement of the Company. The auditors mentioned above have no relationship and/or interest with the Company, its subsidiaries, executive, major shareholder, or any person related to such persons, and thus is able to conduct an independent audit and offer independent opinion in the Company's Financial Statement. For the auditor's remuneration for the annual audit and quarterly review of the consolidated and separated financial statements for the year 2023 is Baht 2,500,000 as same as the fee in 2022 not including non – audit fee (2022: Baht 2,500,000).

**The Board of Directors' Opinion:** The Audit Committee and the Board of Directors deems it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider appointing the following auditors and determine the audit fees for the year 2022:

1. Mr. Somckid Tiatragul, CPA No. 2785 who has done audit work for the company for 3 years; or
2. Ms. Kanyanat Sriratchatchaval, CPA No. 6549 who has done audit work for the company for - years; or

3. Ms. Saranya Aharamahaphanit, CPA No. 9919 who has done audit work for the company for - years; or
4. Ms. Laksamee Deetrakulwattanapol, CPA No. 9056 who has done audit work for the company for - years; or
5. Ms. Kesanee Srathongphool, CPA No. 9262 who has done audit work for the company for - years;

of Grant Thornton Co., Ltd. as the Company's auditors for the fiscal year 2023 and the auditor's remuneration for the annual audit for the year 2023 is Baht 2,500,000 not including non-audit fee. The Company will appoint the same auditor to be the auditor of the subsidiary.

**Resolution** This agenda requires the majority votes of shareholders present and eligible to vote to pass the resolutions.

**Agenda 8 To consider and approve other issues (if any)**

In this regard, the Company arranged to specify the Record Date for the right to attend the 2023 Annual General Meeting of Shareholders (Record date) on March 10, 2023.

All the shareholders are hereby invited to attend the 2023 Annual General Meeting of Shareholders on Monday, May 8, 2023 at 14.00 p.m. The registration will be started to verify to attend the meeting on 12.00 a.m. via Application IR PLUS AGM

**For the shareholders who wish to attend the 2023 Annual General Meeting of Shareholders in person through E-Meeting** must verify identity by preparing in the registration form with the supporting documents to verify themselves (Enclosure 8) which enable to process immediately from the date of receiving the invitation letter. Please read the procedure to attend the 2023 Annual General Meeting of Shareholder via E-Meeting with the Enclosure 7.

If the shareholder is unable to attend the 2023 Annual General Meeting of Shareholders though E-Meeting, the shareholders can appoint proxy or authorise the independent director to attend the meeting through E-Meeting and vote on behalf of shareholders.

1. In the case for the shareholders who wish to appoint proxy to attend the meeting through E-Meeting, please prepare/fill the registration form (Enclosure 8) and proxy with the supporting documents (Enclosure 3), the shareholders or proxy must verify themselves via E-Meeting which can proceed after receiving the invitation letter.

2. In the case of the shareholders authorise the independent director to attend and vote on his/her behalf, please prepare/fill the registration form (Enclosure 8) and fill in the proxy form (Enclosure 3), the shareholders must verify themselves via E-Meeting and authorise the



independent director to attend and vote on his/her behalf or send to “The Company Secretary Department” E for L Aim Public Company Limited, No. 160, Ngamwongwan Road, BangKhen, Mueang Nonthaburi, Nonthaburi. within Friday, May 5, 2023.

In both case, the shareholders or proxy can process immediately from the date of receiving the invitation letter. Please read the procedure to attend the 2023 Annual General Meeting of Shareholder via E-Meeting with the Enclosure 7.

The Company invites the shareholders to submit the questions relating to the agenda in advance through 2 channels:

1. Post                      The Company Secretary Department  
   E for L Aim Public Company Limited, No. 160, Ngamwongwan Road,  
   BangKhen, Mueang Nonthaburi, Nonthaburi, Bangkok 10700
2. Email                      [IR@eforl-aim.com](mailto:IR@eforl-aim.com)

Your sincerely,

A handwritten signature in blue ink, appearing to read "Tachanaphol Kanjanakul".

(Mr. Tachanaphol Kanjanakul)

Chairman of the Board of Directors

By the resolution of Board of Directors

E for L Aim Public Company Limited