

- Translation -

April 9, 2018

Information Memorandum of E for L Aim Public Company Limited
Subject: Allocation of Newly Issued Ordinary Shares under a Private Placement

The meeting of the Board of Directors of E for L Aim Public Company Limited (“EFORL”, “The Company”) No. 8/2018 held on April 5, 2018 (“the Board Meeting”) passed a resolution to propose to the Extraordinary General Meeting of shareholders No. 1/2018 which is scheduled to be held on May 21, 2018 for:

- to consider and approve a decrease of the Company’s registered capital of Baht 228,062,767.05 from the existing registered capital of Baht 1,597,429,865.55 to Baht 1,369,367,098.50 by cancelling ordinary shares of 3,040,836,894 shares with par value of Baht 0.075
- to consider and approve an increase of the registered capital from Baht 1,369,367,098.50 to Baht 2,577,488,835.45, by issuing 16,108,289,826 newly issued ordinary shares at a par value of Baht 0.075 each, the allocation is for the Private Placement which has offered as follows;

No.	Name	No. of Shares	Offered price Baht	Total amount Baht
1	Mr. Wichai Thongtang	7,308,289,826	0.040	292,331,593.04
2	Dr. Charkrit Soucksakit	4,000,000,000	0.040	160,000,000.00
3	Mr. Kriengkrai Thiennukul	2,400,000,000	0.040	96,000,000.00
4	Mr. Chavalit Sethameteekul	1,600,000,000	0.040	64,000,000.00
5	Mr. Kriengkrai Tirawanichkun	800,000,000	0.040	32,000,000.00
	Total	16,108,289,826	0.040	644,331,593.04

The Company would like to inform the significant details regarding the allocation of the Company's newly issued ordinary shares under a private placement scheme are as follows;

1. Details of the Offering

The Offering Shares : 16,108,289,826 newly issued ordinary shares, at a par value of Bath 0.075 per share, representing 50 percent of paid-up shares (the “Offering Shares” or “PP Shares”) after the capital increase or 50 percent of total voting rights of the Company after the capital increase

The Company expects to complete the offering of newly issued ordinary shares through Private Placement within the 2nd Quarter of 2018 after the following conditions precedent are satisfied:

1. The Company receives the Shareholders' Meeting approval for the issuance and offering of ordinary shares through Private Placement with a resolution of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.
2. The Company receives an approval from the Securities and Exchange Commission (the "SEC") for the issuance and offering of ordinary shares through Private Placement.

Type of the investors : 5 Thai individual investors which each is not a connected person of the Company and has no relationship with the Company

The offering and allotment : The determination of details in the offering and allotment of the newly issued ordinary shares through Private Placement to these 5 individual investors, including the number of shares, prices, and related conditions, is based on negotiation of counterparties. The Company will offer for sale of the newly issued ordinary shares when the following conditions precedent are satisfied:

1. The Company receives the Shareholders' Meeting approval for the issuance and offering of ordinary shares through Private Placement with a resolution of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.
2. The Company receives an approval from the SEC for the issuance and offering of ordinary shares through Private Placement.

Price determination of market price : The price determination is made by using fixed approved by the shareholders at Baht 0.04 per share which is not less than 90 percent of the market price as specified by the Notification of the Capital Market Supervisory Board TorJor. 72/2558 Re: the Approval

for the Private Placement of Listed Companies (The price is the weight average price from 23 February 2018 – 4 April 2018, even though the stock during the date between 23 February 2018 – 4 April 2018 had been suspended for 13 days due to the delay of submitting the financial statements as the Company calculated back to 23 February 2018 to get 15 of business working days).

2. Information of the private placement investor

1.) Mr. Wichai Thongtang

Nationality	:	Thai
Address	:	418 Charoennakorn 14 Klongtonthai Bangkok
Occupation	:	Businessman
Current position	:	Chairman of Saithong Property Co., Ltd. Chairman of Grand Assets Plc. Chairman of Phyathai 1 Hospital Co., Ltd. Chairman of Phyathai 2 Hospital Co., Ltd. Chairman of Phyathai 3 Hospital Co., Ltd. Chairman of Sriracha Nakorn Hospital Plc. Chairman of Siam Medical Co., Ltd. Chairman of Thai Medical Center Plc. Chairman of Paolo Medic Co., Ltd.
Work experience	:	Chairman of Executive Committee of Grand Assets Plc. Chairman of Executive Committee of Sikarin Plc. Chairman of Executive Committee of Paolo Medic Co., Ltd. Chairman of Prasit Pattana Plc. Chairman of the advisory board of Paolo Medic Co., Ltd. Vice Chairman of Bangkok Dusit Medical Services Plc. (BGH) Chairman of Health Network Plc.
Relationship with the Company	:	None

2.) Dr. Charkrit Soucksakit

Nationality : Thai

Address : 1 Ladprao Klongchan Bangkok 10240

Occupation : Businessman

Current Position : Managing director and Chief Executive Officer of Vejthani Plc.

Work Experience : The Secretariat of the Prime Minister
An ad hoc committee of the Prime Minister to develop Thailand as a center for international health care
Advisor of Sub-Committee for Tourism and Sport Member of the House of Representative
Secretary of Tourism and Sports Committee of the House of Representatives

Relationship with the Company : None

3.) Mr. Kriengkrai Thiennukul

Nationality : Thai

Address : 383/1 Sripaya Bangrak Bangkok

Occupation : Businessman

Current Position : Vice President of the Federation of Thai Industry

Work Experience : Director of PTT Global Chemical Plc.
Chief Executive Officer of New Waitek Co., Ltd.
Director of Prestige Gift and Premium Co., Ltd.
Director of Prestige Direct Marketing Co., Ltd.
Director of Milkplus Co., Ltd.
Director Media Checker Co., Ltd.
Director Bangkok Binding Co., Ltd.

Relationship with the Company : None

4.) Mr. Chavalit Sethameteekul

Nationality : Thai

Address : 3611 Yotinpattana 11 Klongchan Bangkok

Occupation : Businessman

Current Position : Independent Director/ Audit Committee/ Nomination and Remuneration Committee/ Chairman of Risk Management Committee of Bangkok Dusit Medical Services Plc.
 Chief Executive Officer of Siracha Harbour Plc.
 Director of Hemaraj Land and Development Plc.

Work Experience : Director of General of Customs (Kingdom of Thailand)
 Deputy Permanent Secretary
 Chief of Inspector General, Ministry of Finance
 Deputy Director-General of the Excise Department
 Chairman of Thai Credit Guarantee Corporation
 Vice Chairman of Metropolitan Electricity Authority
 Vice President of Airports of Thailand Plc.
 Vice President of TOT plc.
 Director of Council of State
 Director of the Thai Bar Under the Royal Patronage

Relationship with the Company : None

5.) Mr. Kriengkrai Tirawanichkun

Nationality : Thai

Address : 466/267 Prompat Village1 Panyaindra Klongsamwa Bangkok 10520

Occupation : Businessman

Current position : Director, Bangkok Cytogenetics Center Co., Ltd.
 Director Biogenomed Co., Ltd.
 Managing Director, BCC MDX Co., Ltd.
 Director of L'amour Travel Co., Ltd.
 Managing Director, Bangkok Molecular Genetics Co., Ltd.
 Director of Serve Science Co., Ltd.
 Managing Director, Rapidy Co., Ltd.

Work Experience : Managing director, Gene Systems Co., Ltd.
 Managing Director, Biodesign Co., Ltd.

Relationship with the Company : None

All 5 Investors have no relationship according Securities and Exchange Act. Section 258 and this acquisition of common shares is the individual decision and the share purchasing agreement is separated. Moreover, these investors have no shareholder agreements between each other for holding the Company shares. Therefore, the investors are not considered acting in concert in order to acquire newly issued shares of the Company. Moreover, after the transaction, there is no individual investors has more than 25% of the voting right of the Company, therefore no investor is subject to mandatory tender offer.

3. Relationship with the Private Placement

No any relationship between the applicants and the Company, Director, and Major shareholders.

4. Determination of the private placement price and the market price

The prices offered for private placement is 0.04 Baht which the offering price is a market price calculated using weighted average price of the Company's shares traded on the Stock Exchange during 15 working days prior to the date of which the Board of Directors' meeting passed a resolution to propose the private placement offering to the Extraordinary General Meeting of shareholders No. 1/2018, which the market price equaled to 0.04 Baht (The price is the weight average price from 23 February 2018 – 4 April 2018, even though the stock during the date between 23 February 2018 – 4 April 2018 had been suspended for 13 days due to the delay of submitting the financial statements as the Company calculated back to 23 February 2018 to get 15 of business working days).

The Company considered appropriateness of the private placement price from its financial status, market price, and a negotiation with the private placement investor that is the market price. Thus, the offered price does not affect the existing shareholders (Price Dilution). However, the allocation of increased in shares from Private Placement has affected the Control Dilution and Earning Dilution. Nonetheless, the allocation of increased in shares from Private Placement timing is tight due to the current total shareholder equity is 131.42 Baht Million which if the number is less than 0, the company will face with the criteria of delisted from the Stock Exchange of Thailand from the reason of the Company had operating loss and impairment loss from 2016 – 2017, it presented the loss of (614.45) million Baht and (1,163.11) million Baht consecutively. This reflects the equity attributable to the Company's shareholders as at 31 December 2017 is 131.42 million Baht and the total shareholder's equity (including non-controlling interest) is (95.56) million Baht.

The price determination method for the newly issued ordinary shares

1	Book value method as of December 31, 2018	0.01 Baht/Share
2	Weighted average market price of the Company's shares, for the period of 7-15 Days before the Board Meeting (between 23 February – 4 April 2018) ^{1/}	0.040 - 0.040 Baht/Share
3	Private placement price offered to investor	0.04 Baht/Share

Note: 1/ The price is the weight average price from 23 February 2018 – 4 April 2018, even though the stock during the date between 23 February 2018 – 4 April 2018 had been suspended for 13 days due to the delay of submitting the financial statements as the Company calculated back to 23 February 2018 to get 15 of business working days

In addition the existing shareholders do not have the opportunity of retain their proportion of equity due to the Company has opinion that the allocation of increased in shares capital from Right Offering will affect the existing shareholders and the probability of increasing in the capital is low as the previous time of the allocation of increased in shares capital, only 50.41 percent of the existing shareholders use their right. Moreover, the offering price of private placement is the market price as the existing shareholders can buy the shares from the Stock Exchange of Thailand.

Furthermore, the Company has negotiated with the shareholders after the distribution of newly issued ordinary shares to these shareholders and the shareholders will share their knowledge, their skills and their existing business networks related business to the Company to support the Company in many areas, including medical device business and beauty business. Therefore, the investment from shareholders has the positive effect to the Company and the shareholders in the future.

5. Allotment of shares

The Company will offer up to 16,108,289,826 newly issued shares to the private placement, at par value of 0.04 Baht each, which the board meeting has determined the offering price already which is the market price. Thus, the Company is required to seek an approval from the Shareholders Meeting with the vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote. The Company is required to apply for approval from the Securities and Exchange Commission (“SEC”) in accordance to the notification of the Capital Market Supervisory Board relating to the private placement.

6. Condition of the offering

According to this newly issued ordinary share offering to the investors, the investors agree to not sell their newly acquired shares for 12 months voluntarily (Voluntary Lock-up) from the date, which the capital increase shares are traded on the Stock Exchange. Such condition was recorded in the Memorandum of Understanding between the investors and the Company.

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

The capital increase is to restructure the Company and all subsidiaries to be more systematic with the strategic support from the new investors who have prior knowledge and successful experience in the related businesses. Still, the aim is to establish the effectiveness and efficiency of existing business and related businesses, namely Medical device and Beauty with the plan as follows;

7.1. Medical device business

The Company shall introduce new products and expand its business from the distributing role to the producing role of some products which is expected to require 200 million Baht. The Company expects to use funding for this purpose by the third quarter in 2018 onward.

7.2. Beauty business

The Company plans to fully engage in the complete operation of this industry, including cosmetic surgery hospital, one-stop shop, shop relocation to respond to customer behaviors with new cosmetics and other products and franchising to cover more target customer which is expected to require 444 million Baht. The Company expects to use funding for this purpose by the third quarter in 2018 onward.

Nonetheless, the business plan according to clause 7.1 and clause 7.2 maybe change because the Company shall determine more detail of the plan with the new investors after the capital increase.

8. The adequacy of funding

The Company expects that this capital increase shall be adequate for the medical device business plan according to clause 7.1 and for the used of funding as a company's working capital. Moreover, this funding is a solution to the current shareholder's equity problem by preventing and reducing the risk exposure of being delisted from the Stock Exchange of Thailand from the reason that the Company had shareholder's equity below the criteria of maintaining being listed on the Stock Exchange of Thailand. Furthermore, the risk of being under consideration of placing C (Caution) in the case of having shareholders' equity below 50 per cent of the paid-up capital according to the rules, conditions and procedures for temporary suspension of listed securities trading B.E. 2555 (2012) [effective 16 May 2015].

As for the beauty business in clause 7.2, the Company might need to find more alternative funding in order to proceed the business which the Company shall decide the details of the plan with the newly joining investors after the capital increase.

9. Risks in the operation

- 9.1. **The risk of a highly competitive market for medical equipment:** In medical equipment business, the current competition is much higher in the last 2-3 years due to the increase in numbers of competitors in the market which could result in uncertain earnings. However, from this investor group who is going to purchase newly issued ordinary shares this time, nearly all people have prior experience in the related business. Therefore, the Company believes that the earning goals can be achievable.
- 9.2. **The risk of competition in beauty services business:** Due to strong competition in the beauty market and the customer behavior is changed to get the quick result, only treatment is not enough to response customer. This investor group who is going to purchase newly issued ordinary shares this time, nearly all people have prior experience in the related business. Therefore, the Company believes that the investment plan in cosmetic surgery hospital will be profitable according to the goals.

10. Benefits which the Company will receive from the capital increase and share allotment

The capital increase is to prepare and strengthen the Company's financial status so that the Company will have more financial flexibility in order to operate and cope with new investment. Moreover, the new investors who have prior knowledge and experience in related businesses will increase the Company's potential for its future expansion.

11. Benefits which shareholders will receive from the capital increase and share allotment

- 11.1. Improve the Company's financial status and the Company's creditability to suppliers and shareholders.
- 11.2. Reduce the risk of the equity attributable to the Company's shareholders is less than zero
- 11.3. The Company shall have more funding to develop and expand its businesses. The improvement in operating performance will lead to higher company's value, higher share price and getting dividend if the Company has net profit in the future.

12. Company structure

Shareholding structure prior to the offering of common shares in the placement.				Shareholding structure after to the offering of common shares in the placement.		
	Name at date 3/4/2018	No. of shares before PP	%	Name	No. of shares after PP	%
1	Mr. Suphachai Watnasuvisuth	1,175,283,733	7.30%	Mr. Wichai Thongtang	7,308,289,826	22.68%
2	Mr. Koson Vorarittinapa	1,033,333,333	6.41%	Dr. Charkrit Soucksakit	4,000,000,000	12.42%
3	Mrs. Tassanee Wongmaneeroj	794,362,587	4.93%	Mr. Kriengkrai Thiennukul	2,400,000,000	7.45%
4	Mr. Chakrapong Lohajaroensub	696,420,000	4.32%	Mr. Chavalit Sethameteekul	1,600,000,000	4.97%
5	Mr. Nuttapol Jurangkool	396,284,800	2.46%	Mr. Suphachai Watnasuvisuth	1,175,283,733	3.65%
6	Mr. Jackrit Lohajaroensub	357,371,800	2.22%	Mr. Koson Vorarittinapa	1,033,333,333	3.21%
7	Mr. Puttimet Vorarittinapa	271,910,666	1.69%	Mr. Kriengkrai Tirawanichkun	800,000,000	2.48%
8	Ms. Lucksiya Arlaiphon	265,555,800	1.65%	Mrs. Tassanee Wongmaneeroj	794,362,587	2.47%
9	Mr. Preecha Nuntharumit	247,999,999	1.54%	Mr. Chakrapong Lohajaroensub	696,420,000	2.16%
10	Mr. Seksan Chunothisawat	180,512,720	1.12%	Mr. Nuttapol Jurangkool	396,284,800	1.23%
11	Others	10,689,254,388	66.36%	Others	12,012,605,373	37.29%
	Total	16,108,289,826	100.00%	Total	32,216,579,652	100.00%

13. Potential impact of the issuance and allocation of shares offered

Potential impact of the issuance and allocation of shares offered to the specific investor under a private placement scheme affecting the existing shareholders such as price dilution, control dilution and earning per share dilution, as follows;

13.1. Price Dilution

$$= \frac{(\text{market price prior to the offering}^* - \text{market price after the offering})}{(\text{market price prior to the offering})}$$

$$= \frac{(0.40 - 0.40)}{0.40}$$

$$= 0.00 \text{ percent}$$

*Market price prior to the offering = weighted average price of the Company's ordinary shares traded in the Stock Exchange of Thailand for 7-15 consecutive business days prior to the Board of Directors Meeting No. 8/2018 held on 23 February – 4 April 2018 (even though the stock during the date between 23 February 2018 – 4 April 2018 had been suspended for 13 days due to the delay of sending the financial statements as the Company calculated back to 23 February 2018 to get 15 of business working days)

13.2. Control Dilution

$$\begin{aligned}
 &= \frac{\text{No. of shares offered PP}}{(\text{No. of paid up shares} + \text{No. of shares offered PP})} \\
 &= \frac{16,108,289,826}{(16,108,289,826 + 16,108,289,826)} \\
 &= 50.00 \text{ percent}
 \end{aligned}$$

13.3. Earning Dilution

The issuance and offering of shares will not cause and impact on earning because the Company reported net loss from its performance.

13.4. The value for shareholders of the offering shares

This capital increase is expected to create value to the Company' shareholders and the Company as follow;

- 13.4.1. Reduce financial problem from shareholders' equity value in order to prevent the company from being delisted from the Stock Exchange of Thailand which could result in the suspension of trading shares on the stock market.
- 13.4.2. The Company has more flexibility from new funding to operate the Company and to expand the business according to the plan.
- 13.4.3. The Company has new business partners who have potential and ability to support the sustainable growth of the Company.

Nonetheless, even if this issuance and allocation of shares offered affects the existing shareholders from control dilution, the earnings dilution is unaffected.

14. Opinion of the Board of Directors

The Board of Directors No. 8/2018 held on 5 April 2018, with 6 out of 6 directors attending the meeting which achieved a quorum in accordance to the Company's regulation. Among the directors attending the meeting, 3 out of 3 independent directors presented at the meeting. The Board of Directors had an opinion regarding the capital increase and offering of newly issued ordinary shares under the private placement scheme as follows;

14.1. Reasons and necessities for the capital increase

In 2016 – 2017, the Company had operating loss of (614.45) million Baht, (1,163.11) million Baht consecutively. This reflects the equity attributable to the Company's shareholders as at 31 December 2017 is 131.42 million Baht and the total shareholder's equity (including non-controlling interest) is (95.56) million Baht.

The Board of Directors had an opinion that the issuance and allocation of ordinary shares offered through private place is the method to raise enough funding and improve the Company's liquidity in short period. In addition the existing shareholders do not have the opportunity of retain their proportion of equity due to the Company has opinion that the allocation of increased in shares capital from Right Offering will affect the existing shareholders and the probability of increasing in the capital is low as the allocation of increased in shares capital in 2017, only 50.41 percent of the existing shareholders use their right.

Moreover, the Company has planned to expand the business in medical equipment which the Board of Directors considered that the plan will increase the revenue. However, this plan required more investment as a result the Company decided to do the allocation of increased in shares capital for new shareholders and the right for new shareholders to purchase new shares. The Board of Directors agreed that the private placement will be beneficial to the Company as follows;

1. A chance to revive the Company from its negative operating outcome

By issuing capital increase shares, the Company shall have adequate capital for restructuring the business and use for the working capital. Therefore, by expanding the business in medical equipment, the Company will be able to increase its competition capability and be able to revive from its consecutive operating loss.

2. Becoming a strategic partner

By offering capital increase shares to the new shareholders, the Company will gain a strategic partner who can support the Company's business operation with finance and business transactions which will strengthen the Company's customer base. Moreover, the partner also can introduce new business partners to the Company.

Therefore, with the investment from the new shareholders, the Company will be able to grow and bring benefits to its business and its shareholders. As for related transactions to be occurred in the future, such transactions will be considered and approved carefully by the Board of Directors and shareholders in compliance to the regulations regarding the related transaction of the Securities and Exchange Commission and the Stock Exchange of Thailand.

3. To maintain the Company's current main business

For the investment in capital increase shares, new shareholders do not have an intention to alter the Company's objective in business operation, its organization and management structure, or its dividend policy, and wish to maintain the Company's status as a listed company. Therefore, the Company will be able to continue its business operation without any effect on its management. Nonetheless, the Company has a memorandum of understanding with Mr. Wichai Thongtang by giving him the right to propose the Company's directors in the proportion of one-third of the total company's directors after the capital increase. For the rest four new shareholders, the Company does not give any proposing rights.

14.2. Feasibility of the plan to utilize proceeds from the offering for sale of shares

The Board of Directors considered that the utilization plan of the proceeds from capital increase will be able to invest in current medical equipment business; which is appropriate and possible. In addition the Company has a plan to launch new products and expand its business from the distributing role to the producing role of some products which is expected to require capital to invest 200 million Baht by the third quarter in 2018. The Company believes that new investors have knowledge to support the Company to proceed such plan.

For the beauty business, as the Company plans to fully engage in the complete operation of this industry which will be expected to require capital to invest 444 million Baht by the third quarter in 2018. The current beauty business of the group of the Company normally has doctors to operate the business. The Board of Director considered that new investors have fully knowledge in hospital management which is generally composed of beauty sections so they will support the business as planned.

14.3. Reasonableness of the capital increase, proceeds utilization plan, and projects to be implemented, and adequacy of the funding sources

The Board of Directors opinioned that the capital increase and the utilization plan of proceeds are reasonable and appropriate with the Company's demand for capital. The Company has carefully and appropriately studied possibilities and appropriateness regarding the projects' financial and investment plan.

14.4. Determination of the PP price and appropriateness of PP Price of newly issued ordinary share to Private Placement

The prices offered for private placement is 0.04 Baht which the offering price is a weighted average price of the Company's shares traded on the Stock Exchange during 7-15 working days prior to the date of which the Board of Directors' meeting passed a resolution to propose the private placement offering to the Extraordinary General Meeting of shareholders, which the market price equaled to 0.04 Baht. The determination of the offering is agreed based on the negotiation, which the Board of Directors has taken care of for the best interest of the

Company and viewed that such offering price is appropriate. By considering the limitation of the current economic conditions and the capital market situation which is highly fluctuated, the fund raising for the exact amount of funding in a short period may require higher discount from the market price.

14.5. Reasons and necessity for the private placement of newly issued ordinary shares

The Company considered that the group of investors has potential in supporting the expansion of medical business and beauty business and in strengthening the Company's businesses, such as cosmetic and supplementary.

However, in case that the issuance of capital increase shares is not approved by the shareholders' meeting, the Company will be unable to raise adequate amount of fund and might be unable to expand its business as planned, and consequently might have a lack of liquidity, equity attributable to the Company's shareholders and negative outcome for minor shareholders in the future because of the delisting criteria.

The Company has considered that the investors are the potential investors who can support the expansion of medical equipment because their experiences in the medical field. However, in case that the issuance of capital increase shares is not approved by the shareholders' meeting, the Company will be unable to raise adequate amount of fund and might be unable to expand its business as planned, and consequently might have a lack of liquidity, equity attributable to the Company's shareholders and negative outcome for minor shareholders in the future because of the delisting criteria.

14.6. Shareholders' right to object to private placement of newly issued ordinary shares

The offering of newly issued ordinary shares to investors will be proposed to the Shareholders Meeting with clearly specified offering price at 0.04 Baht per share that is higher than 90 percent of the market price. The Company is required to seek an approval from the Shareholders Meeting with the vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote.

14.7. Impact on the business operation, financial status and overall operation of the Company as a result of the capital increase and implementation of the proceeds utilization plan or the projects.

The proceeds from capital increase will raise the Company's potential in future expansion and support the current operation of the Company. It also raises the Company's financial status by solving the existing negative shareholders' equity in consolidated financial statement (non-controlling interest) at (95.56) million Baht (according to the Company's financial statement as at 31 December 2017 and the outcomes of 549 million Baht do not include the future profit or loss). Furthermore, the risk of maintaining Debt to Equity ratio shall be decrease and the Company's flexibility of financial situation shall be increase.

Moreover, the capital increase enhances the working capital of the Company for developed plan and performance to meet the target which will increase the chance for dividend payment in the future. Nonetheless, this dividend payment has to be in accordance with the Company's conditions, performance and economic conditions in the future. Furthermore, the new investors with fully relationship in medical business are also beneficial to the Company. .

15. Certification of the Board of Directors

In considering and examining the information of the new investors, the Board of Directors has conducted careful due diligence regarding the status of investors and found that each investor in the group is an investor with potential to invest and can invest in the Company in compliance to the Notification of the Securities and Exchange Commission Tor Jor. 73/2558.

16. Opinions of Audit Committee and/or Company Directors, which differ from the Board of Directors

-None-

17. Right to claim compensation if the Company's directors fail to perform their fiduciary duty

If the Company's directors fail to perform duties in good faith and with due care to preserve the interest of the Company on matters relating to the increase of capital, thereby causing damage to the Company, the Company may claim compensation from the directors. If the Company fails to make such claim, any shareholders holding shares in aggregate not less than 5 percent of the total number of shares sold may notify the Company to make such a claim. If the Company fails to take action as notified by the shareholders, the shareholders may enter a lawsuit in court to claim compensation on behalf of the Company according to section 85 of the Public Limited Companies Act B.E. 2535 (as amended). Furthermore, if that failure to perform the duties causes the directors or any related persons to obtain undue benefits, any shareholders holding shares in aggregate not less than 5 percent of the total number of shares sold may notify the Company to bring a lawsuit against the directors for disgorgement of the benefits to the Company. If the Company fails to take action as notified by the shareholders within 1 month from the date of receiving the notification, the shareholders may enter a lawsuit against the directors on behalf of the Company for their disgorgement of benefits according to section 89/18 of the Public Limited Companies Act B.E. 2535 (as amended).

Please be informed accordingly.

Sincerely yours,

(Mr. Teerawut Pangviroonrug)

Chief Executive Officer