

(F 53-4)

Capital increase report form
E for L Aim Public Company Limited
24 September 2019

E for L Aim Public Company Limited, hereby report on the resolution of board of directors meeting no. 14/2019, held on 24 September 2019 at 10.00 a.m., relating to a capital increase/share allotment as follows:

1. Capital increase:

The board meeting passed a resolution approving the increase of the company's registered capital from Baht 2,577,488,835.45 to Baht 3,181,554,810.30 by issuing 8,054,212,998 ordinary shares with a par value of Baht 0.075 each, totaling Baht 604,065,974.85. Details of the each type of capital increase are:-

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	8,054,212,998	0.075	604,065,974.85
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares:

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
Existing shareholders	Not exceeding 8,054,212,998	4 : 1	0.05	2, 3, 4, 6 and 9 December 2019 (In total 5 business days)	-

2.2 The Company's plan in case there is a fraction of shares remaining

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.

- 3. Schedule for a shareholders' meeting to approve the capital increase/allotment**

The Extraordinary General Meeting of Shareholders no. 1/2019 is scheduled to be held on 5 November 2019 at 9.30 a.m. at Krungthep Ballroom, The Royal City Hotel, 800 Boromratchonni Rd., Bangbamru, Bangphlat, Bangkok by specification the Record Date for the right to attend the meeting on 11 October 2019.
- 4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**
 - 4.1 Resolved by the Extraordinary General Meeting of Shareholders no. 1/2019 to increase registered capital as well as other related matters.
 - 4.2 The Company shall register the increase of registered capital to Department of Business Development, the Ministry of Commerce.
- 5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**
 - 5.1 To repay loan from financial institution approximately Baht 200 million.
 - 5.2 To invest in other business and utilise as working capital for its main business approximate Baht 202 million.
- 6. Benefits which the Company will receive from the capital increase/share allotment:**
 - 6.1 To have sufficient funds to facilitate its working capital
 - 6.2 To strengthen the Company's financial position
 - 6.3 To support financial structure of the Company for enable to increase capability for business expansion of the Company in the future.
- 7. Benefits which shareholders will receive from the capital increase/share allotment:**
 - 7.1 Dividend policy, 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.
 - 7.2 Strengthen and stable financial structure of the Company. The Company has also been trusted and had credibility by supplier.
 - 7.3 The Company has sufficient fund to develop and expand its business to improve a better performance resulting in the positive 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.

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

8.1 Effects on the shareholders from the Issuance of Right Offering Shares

8.1.1 Control Dilution

Since the Company issue right offering shares (Right Offering) proportionately to existing shareholders, it has no effect to the shareholding proportion. However, if the existing shareholders do not exercise their rights in this right offering, they will dilute 20.00 percent as follow by;

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares issued in this right offering}}{\text{Number of Paid up share + Issued RO shares}} \\ &= \frac{8,054,212,998}{32,216,851,992 + 8,054,212,998} \\ &= 20.00\% \end{aligned}$$

8.1.2 Price Dilution

In case this right offering is completed by both existing and new shareholders, the existing shareholders will dilute 0.00 percent as follow by;

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\ &= \frac{0.04 - 0.04}{0.04} \\ &= 0.00\% \end{aligned}$$

Market price is average of market price 7 days prior of the Board of Directors Meeting No. 14/2019, held on 24 September 2019 (during 13 – 23 September 2019)

$$\begin{aligned} \text{Market price after offering} &= \frac{(\text{Market price} \times \text{Number of Paid up share}) + (\text{Price of RO} \times \text{Share Number of RO})}{(\text{Number of Paid up share} + \text{Share number of issuant RO})} \\ &= \frac{(0.04 \times 32,216,851,992) + (0.05 \times 8,054,212,998)}{(32,216,851,992 + 8,054,212,998)} \\ &= 0.04 \text{ Baht per share} \end{aligned}$$

8.1.3 Earning per Share Dilution

None due to the Company has net loss for the period

8.2 Board of Director's opinion

The Board of Directors is of the view that the increase registered share capital and issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is appropriate and reasonable. This is because the issuance and offering for sale corresponds to the plan with regard to seeking sources of funds by repaying the financial institutions, investing in other businesses and utilising its working capital. This will support the Company will have the suitable financial structure to build the

credibility of the Company to all partners both of customers and vendors. It also enhances the capacity to compete and business expansion in long-term.

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors' Meeting No. 14/2019	24 September 2019
2	Record Date for the right to attend the Extraordinary General Meeting of Shareholders no. 1/2019	11 October 2019
3	The Extraordinary General Meeting of Shareholders no. 1/2019	5 November 2019
4	The registration of capital increase with the Ministry of Commerce	Within 14 days from the day of shareholders' meeting resolves
5	Record Date for the right to subscribe the newly issued ordinary shares from Right Offering	12 November 2019
6	The subscription period and payment for the newly issued ordinary shares	2, 3, 4, 6 and 9 December 2019 (totaling 5 business days)
7	The date to register the increase in the paid-up capital with the Ministry of Commerce	Within 14 days after the expiration of the subscription period

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

Signed *Preecha Nuntnarumit* Authorized director
(Mr. Preecha Nuntnarumit)

Position Director

Signed *Jackrit Lohajaroensub* Authorized director
(Mr. Jackrit Lohajaroensub)

Position Director