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December 9, 2020

Information Memorandum of E for L Aim Public Company Limited
Re: 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. 15/2020 held on December 9, 2020 (“the Board Meeting”) passed a resolution to propose to the Extraordinary General Meeting of shareholders No. 1/2021 (“EGM”) which is scheduled to be held on February 9, 2021 to consider and approve an increase of the registered capital from Baht 2,416,502,157.225 to Baht 2,998,398,708.975, by issuing 7,758,620,690 newly issued ordinary shares at a par value of Baht 0.075 each, the allocation to the specific investors (Private Placement) has offered as follows:

No.	Name	No. of Shares	%	Offered price Baht	Total amount Baht
1	Mrs. Pimphen Deephanphong	5,747,126,437	74.07	0.0348	200,000,000
2	Mr. Rerkchai Foostrateepsiri	1,436,781,609	18.52	0.0348	50,000,000
3	Mrs. Pinpinut Yannakornthanapunt	574,712,644	7.41	0.0348	20,000,000
	Total	7,758,620,690	100.00		270,000,000

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. Information of the private placement investor

1. Mrs. Pimphen Deephanphong

Nationality:	Thai
Address:	621 Phaholyothin 35 Khwang Latyao Khet Chatuchak Bangkok
Occupation:	Businessman
Experiences:	Director of Waranz Design Group Co., Ltd. Director of Duets Design Co., Ltd. Director of The Garuda Power Co., Ltd. Director of The Garuda Healthcare Co., Ltd.
Relationship with the Company:	None

2. Mr. Rerkchai Fooprateepsiri

Nationality: Thai
Address : 550/43 Soi Happyland Center 1 Khlong Chan Bangkok Bangkok
Occupation: Management
Experience: Acting as chancellor of Rajamangala University of Technology
Tawan-ok.
Relationship with the Company: None

3. Mrs. Pinpinut Yannakornthanapunt

Nationality: Thai
Address: 37/1 Soi Ladprao 30, Chankasem, Chatuchak, Bangkok 10900
Occupation: Businessman
Experiences: Director of Total Package Accounting And Advisory Co., Ltd.
Director of Sarutaya Co., Ltd.
Director of Wongthep Co., Ltd.
Relationship with the Company: None

The investors are not a connected person of the Company as announced by the Stock Exchange of Thailand. Subject: Disclose the information and the operations of the listed companies in the connected transaction and as announced of the Capital Market Supervisory Board No. TorJor. 28/2551 subject; regarding an approval and permitting issuance of new shares (and with amendments). For this offering new increase share capital to private placement is under the specified price, voted by the shareholders, as announced of the Capital Market Supervisory Board No. TorJor. 72/2558 Subject: offering new shares of the company to private placement. The Company is required to seek an approval from the Shareholder Meeting and must be get the approval to offer the increase newly share capital to private placement from the Securities and Exchange Commission in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 before offering.

2. Relationship between the applicants and the business, executives, persons with power of control, or major shareholders of the business, and material agreements between them

- None -

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

The prices offered for private placement is Baht 0.0348 per share which is the agreed price between the Company and the investor which is not lower than 90% of market price using weighted average price of the Company's shares traded on the Stock Exchange during 15 consecutive business 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. 1/2021, which the market price equaled to 0.0366 Baht (The price is the weight average price from 11 November – 8 December 2020, even though the stock during the date between 17-20 November 2020 had been suspended for 4 days due to the delay of submitting the financial statements as the Company calculated back to 11 November 2020 to get 15 of business working days).

The Company considered appropriateness of the price to private placement from its financial status, market price, and a negotiation with the private placement investor which is not lower than 90% of market price or equal to Baht 0.0330 per share. Therefore, it is not deemed the offering price lower than the market price in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558.

4. Allotment of shares

The Company will offer up newly issued shares to the private placement, at Baht 0.0348 each, which the board meeting has already determined the offering price which is not lower than 90% of 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 with the notification of the Capital Market Supervisory Board relating to the private placement.

5. Condition of the offering

The Company shall lock-up its allotted shares for 12 months from the date which the capital increase shares are traded on the Stock Exchange. The Company will consider the offering price of the newly issued ordinary shares compare to the market price of the Company's shares, which is calculated from the weighted average price of the Company's shares traded on the Stock Exchange for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the offering date and such offering price of the newly issued ordinary shares to the investors is lower than 90 percent of the weight average price of the market price, the Company is obliged to prohibit the investors from selling the newly issued ordinary shares within 1 year from the commencement date that the newly issued ordinary shares has been sold in the Stock Exchange (Silent Period) according to the Notification of the Stock Exchange of Thailand, Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) dated 11 May 2015 (as amended) ("Prohibiting the Sales of Shares Rules"). However, if the calculation of the offering

price of the newly issued ordinary shares per the Prohibiting the Sales of Shares Rules resulting as it is not the selling share in the lower price, the 3 investors agrees to proceed with the Prohibiting the Sales of Shares Rules (Silent Period).

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

- The Company needs to seek funding to increase liquidity and working capital for medical device business due to credit facility of the Company is limited by the policy of the financial institution.
- The Company expected to utilize the funding of Baht 270 million
- The Company plan to utilizing proceeds received from the capital increase for increase liquidity and working capital within the third quarter of 2021.

7. Risks in the operation

The current competition of the medical device business 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. As the new investor, who plans to subscribe newly issued ordinary shares this time, has knowledge and expertise in information technology of which the Company has the plan to innovation medical business and application (Smart Hospital/Tele Medicine) that the hospital market is booming in this business trend. Therefore, the Company believes that the investor will support the Company to achieve its goals.

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

To have sufficient funding to purchase products from overseas and to serve the strengthen the Company's financial status for demand of medical devices under Covid-19 situations. In addition, some investor has its business related with the Company and some investor has knowledge and capability which may share knowledge to develop the Company's product which will increase the Company's potential for its future expansion.

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

- 9.1. Improve the Company's financial status and the Company's creditability to suppliers and shareholders.
- 9.2. The Company shall have sufficient funding to get the credit facility from the financial institutions and partners which will be able to serve customer requirement. These will generate more revenue resulting in getting the better operating performance.

10. 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 12/6/2020	No. of shares before PP	%	Name	No. of shares after PP	%
1	Mr. Wichai Thongtang	6,366,682,716	19.76%	Mr. Wichai Thongtang	6,366,682,716	15.93%
2	OCBC SECURITIES PRIVATE LIMITED	4,882,487,110	15.15%	Mrs. Pimphen Deephanphong	5,747,126,437	14.38%
3	Dr. Chakrit Suksakit	2,933,301,200	9.10%	OCBC SECURITIES PRIVATE LIMITED	4,882,487,110	12.21%
4	Mr. Suphachai Watnasuvisuth	1,075,283,733	3.34%	Dr. Chakrit Suksakit	2,933,301,200	7.34%
5	Mr. Koson Vorarittinapa	1,025,000,000	3.18%	Mr. Rerkchai Fooprateepsiri	1,436,781,609	3.59%
6	Mr. Kriengkrai Tirawanichkun	800,000,000	2.48%	Mr. Suphachai Watnasuvisuth	1,075,283,733	2.69%
7	Mrs. Tassanee Wongmaneeroj	729,362,587	2.26%	Mr. Koson Vorarittinapa	1,025,000,000	2.56%
8	Mr. Chakrapong Lohajaroensub	626,500,000	1.94%	Mr. Kriengkrai Tirawanichkun	800,000,000	2.00%
9	Mr. Chalit Satitthong	543,136,600	1.69%	Mrs. Tassanee Wongmaneeroj	729,362,587	1.82%
10	Mr. Nuttapol Jurangkool	396,284,800	1.23%	Mr. Chakrapong Lohajaroensub	626,500,000	1.57%
11	Others	12,841,990,017	39.86%	Others	14,356,124,061	35.91%
	Total	32,220,028,763	100.00%	Total	39,978,649,453	100.00%

11. 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.

11.1. Price Dilution

$$\begin{aligned}
 &= \frac{(\text{market price prior to the offering}^* - \text{market price after the offering})}{(\text{market price prior to the offering})} \\
 &= \frac{(0.0366 - 0.0348)}{0.0366} \\
 &= 4.95 \text{ percent}
 \end{aligned}$$

*Market price prior to the offering = weighted average price of the Company's ordinary shares traded in the Stock Exchange of Thailand for 15 consecutive business days prior to the Board of Directors Meeting No. 15/2020 held on 9 December 2020 by using the weighted average price during 11 November – 8 December 2020 (even though the stock during the date between 17-20 November 2020 had been suspended for 4 days

due to the delay of submitting the financial statements as the Company calculated back to 11 November 2020 to get 15 of business working days)

11.2. Control Dilution

$$\begin{aligned} &= \frac{\text{No. of shares offered PP}}{(\text{No. of paid up shares} + \text{No. of shares offered PP})} \\ &= \frac{7,758,620,690}{(32,220,028,763 + 7,758,620,690)} \\ &= 19.41 \text{ percent} \end{aligned}$$

11.3. Earning Dilution

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

12. Opinion of the Board of Directors

The Board of Directors No. 15/2020 held on 9 December 2020, with 7 out of 7 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;

12.1. Reasons and necessities for the capital increase

As the Company has lacked working capital and to be limited the credit facility from the policy of the financial institution, the Board of Directors have an opinion that the Company is necessary to increase registered capital and allotting to private placement as a new investor, Mr. Rerkchai Fooprateepsiri, has knowledges in information technology which shall share experiences to develop the products of the Company to be in line with the business plan of the innovation business. For Mrs. Pimphen Deephanphong and Mrs. Pinpinut Yannakornthanapunt are investors who have an intention to assist the Company to have the strengthen in financial position. In addition, three investors are not a connected person to the Company. This allotment of the increase newly share capital is to enhance liquidity to order medical device and equipment for sale and seek out the investor to support the Company. With current outbreak of the corona virus 2019 (COVID-19), the Company received a lot of orders but lack of credit facility.

The Board of Directors agreed that the private placement will be beneficial to the Company as follows;

1. A chance to revive the financial position of the Company

By issuing capital increase shares, the Company shall have adequate capital for utilize the working capital in medical device business. The Company will be able to increase its competition capability and be able to revive financial position of the Company.

2. Create strategic partnerships

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. It also supports know how to develop software product of medical device business. 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.

The Board of Directors also had an opinion that the capital increase is necessary and should issuance new shares through private placement because **the Company raised fund last time through the right offering (RO) and extend the period to 3 times, but it was not successful.**

12.2. 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 which is for working capital of medical device business which is the current business and has a customer base. **The Company currently has orders product from customers waiting for deliver (backlog) approximate Baht 600 million. The Company needs to utilize the proceeds of Baht 270 million to purchase products to sale to customers as committed by the third quarter of 2021.**

12.3. Reasonableness of the capital increase and proceeds utilization plan

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.

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

The Board of Directors opinioned that the offered price of Baht 0.0348 per share is reasonable which is determined based on the negotiation with the investor. The Board of Directors also considered to the best interest of the Company and determine the price by considering the best price under the capital market situation which is not lower than 90% of weighted average price of the Company's shares traded on the Stock Exchange

during 15 consecutive business days prior to the date of which the Board of Directors' meeting passed a resolution.

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

The Company considered that the investor has potential to support the medical device business of the Company due to experience of being the director of medical device business. 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 charged from the late deliver product resulting to lack of credibility and reflect to negative impact to minor shareholders in the future.

12.6. 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 Baht 0.0348 per share that is not lower 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.

13. 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.

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

-None-

15. Shareholders' right to demand compensation in case the Board of Directors fails to comply with the Fiduciary Duty

In case of the Board of Directors does not perform their duty honestly with integrity and preserve the benefits of the Company in relation to such capital increase, in the case of any damage occurring to the Company, the Company has the right to claim for compensation from such director(s). In case the Company did not make such claim, the shareholder(s) holding an aggregate number of shares not less than 5 percent of the total number of issued shares may give a notice requesting the Company to make such claim. If the company failed to comply with the request, such shareholder(s) may file a lawsuit against such director on behalf of the Company for damages, according to Section 85 of the Securities and Exchanges Act B.E. 2535 (1992). In addition, in case the

director(s) does not perform their duty causes any director or his/her related persons to obtain undue benefits; the shareholder(s) holding an aggregate number of shares not less than 5 percent of the total number of issued shares may give a notice requesting the Company to file a lawsuit to claim for such benefits from such director(s) and return benefits to the Company. If the company does not act as requested by the shareholders within 1 month from the date of notification, such shareholder(s) may file a lawsuit to claim for such benefits from such director on behalf of the Company, according to Section 89/18 of the Securities and Exchanges Act B.E. 2535 (and amended).

Please be informed accordingly.

Sincerely yours,

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(Mr. Preecha Nuntnarumit)

Chief Executive Officer