



**Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021  
E for L Aim Public Company Limited**

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**Date, Time and Venue of the Meeting**

The Meeting was arranged on Monday, 19 July 2021 at 10.00 a.m., through the electronic media under the Emergency Decree on Teleconferences through Electronic Devices B.E. 2563 (2020) via Application IR PLUS AGM collecting the information of all attendees for supporting evidence i.e., username, date and time to attend and leave the meeting together with photo and voice memo and result of their votes. The meeting shall be conducted by regulation and law of related regulation offices; Ministry of Commerce, The Stock Exchange of Thailand, The Securities and Exchange Commission and the information security related to under the Emergency Decree on Teleconferences through Electronic Devices B.E. 2563 (2020) of which the meeting has broadcast via an electronic means from the meeting room 6<sup>th</sup> floor, the Building No. 160, Ngamwongwan Road, Bang Khen, Mueang Nonthaburi, Nonthaburi.

**Directors and Executives Attending the Meeting**

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|--|---|
| 1. Mr. Witoon Simachokedee                                     | Chairman of the Board                                 |
| 2. Mr. Preecha Nuntnarumit                                     | Director, Chief Executive Officer, Managing Director  |
| 3. Mr. Jackrit Lohajaroensub                                   | Director  |
| 4. Ms. Watcharaporn Suwinchai                                  | Director  |
| 5. Mr. Rujapong Prabhasanobol                                  | Independent Director, Chairman of the Audit Committee |
| 6. Mr. Jitkasem Sangsingkeo                                    | Independent Director, Member of the Audit Committee   |
| 7. Mr. Pipat Yingseree   | Independent Director, Member of the Audit Committee   |
| 8. Mr. Apirak Kanchanakongkha                                  | Acting Chief Finance Officer                          |
| Equal to 100% of the total number of directors (Seven persons) |   |

**Directors and Executives Not Attending the Meeting**

- None -

**Others Attending the Meeting**

- |                           |   |
|---------------------------|---|
| 1. Mr. Tanavudh Tulyathan | Financial Advisor, Ploenchit Capital Limited. |
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### **Before the Meeting Started:**

Miss Chonticha Pumpreuk delivered a welcome speech to shareholders to the Extraordinary General Meeting of Shareholders No. 2/2021 of E for L Aim Public Company Limited through electronic media and clarified the information to the meetings as follows:

As a consequence of the COVID-19 pandemic situation, the Company is concerned about all shareholders' health and safety. Therefore, the Company held the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media through Application IR PLUS AGM. For the convenience, the Meeting shall consider the matters in order of the agenda stated in the Invitation Letter. The information in each agenda shall be presented and the shareholders are given the opportunity to firstly interrogate prior to vote on such agenda. The vote casting and counting procedures are explained to shareholders, as follows:

- 1) Shareholders may cast their votes of approval, disapproval or abstention via the Application IR PLUS AGM by pressing the button to agree, disagree and abstain and press confirm.
- 2) When the Chairman of the Meeting notified shareholders to pass the resolution in each session, the system will allow to cast their votes in the specific period in each session. Shareholders may cast their votes of approval, disapproval or abstention and press confirm.
- 3) The Company would count only votes of disapproval and abstention of shareholders, then, the number of such votes of disapproval and abstention shall be deducted from the total number of votes of shareholders. Then, the remaining votes shall be regarded as votes of approval in such sessions
- 4) For shareholders do not cast their votes within the specific period for voting, the Company will deem as approval due to the online electronic vote application resulting in no voided ballot.
- 5) Shareholders are enable to change their votes until closing the voting period in the system for counting the total votes. If the time out, shareholders are unable to change the votes on such agenda.
- 6) For the shareholder who authorizes other person to attend the meeting in lieu of him/her and votes in the Proxy, the Company shall record such vote as specified by the shareholder in Proxy.
- 7) Every shareholder has one vote per one share.
- 8) This meeting has set out each agenda to propose for the shareholder to approve with various resolution as follows:
  - For agenda 1, the resolutions must be passed with the majority votes of shareholders attending the Meeting and having the voting rights;
  - For agenda 2 must be passed with at least three-fourths of the total votes of shareholders attending the Meeting and having the voting rights;
  - For agenda 3 of the Meeting was fixed for notification and requiring no passing of resolutions.

In case shareholder or proxy wishing to make inquiries or to express opinions in such agenda, he/she can click questions and type his/her inquires or opinion via Application IR Plus AGM all the times until closing the session.

- 9) In case any shareholder wishing to make inquiries or to express opinions not related to such agenda, he/she may express opinions in agenda 4 “Consideration of Other Matters”.
- 10) In case, shareholders additionally attended during the meeting, shareholders or proxies may exercise their voting rights only in such agenda that they attended, and resolutions thereof have not yet been passed. The Company shall report the number of shareholders and voting shares to the Chairman of the Meeting before the passing of resolutions.

There were shareholders and Proxies attending the meeting as follows:

Shareholders	2 Persons	Number of Shares:	620,371,799 shares
Proxies	20 Persons	Number of Shares:	3,373,954,762 shares
Shareholders Online	25 Persons	Number of Shares:	6,030,520,042 shares
Proxies Online	2 Persons	Number of Shares:	6,366,683,716 shares

Total there were 49 shareholders and representing attending the meeting 16,391,530,319 shares or 42.3531% of the total paid up capital (38,702,097,728 shares).

#### **The Meeting Started:**

Mr. Witoon Simachokedee, the Chairman of the Meeting, addressed to the Meeting that the shareholders and proxy attending the meeting, constituting the quorum; therefore, the Chairman of the Meeting addressed to start the Meeting as per the following agenda:

#### **Agenda 1 Consider adopting minutes of the 2021 Annual General Meeting of Shareholders.**

**The Chairman of the Meeting** proposed the matter to the Meeting to consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders convened on 30 April 2021, the Company has submitted the minutes to the Stock Exchange of Thailand and posted on the Company’s website within the time prescribed by the law, which were delivered to all shareholders together with the Invitation for Shareholders’ Meeting, Details as set out into Enclosure 1.

**The Chairman of the Meeting** provided all shareholders with opportunities to make inquiries. It was apparent that no any inquiries and other opinions. The Chairman of the Meeting proposed the meeting to consider adopting the Minutes of the 2021 Annual General Meeting of Shareholders.

**Resolution** The Meeting passed its resolution to adopt the Minutes of the 2021 Annual General Meeting of Shareholders, as proposed by the Chairman of the Meeting with the votes as follows:

	Approval	Disapproval	Abstain	Voided Ballot(s)
Share	16,311,530,319	-	80,000,000	-
Percentage	99.5119	-	0.4881	-

## Agenda 2

**To consider and approve the amendment the Company's Objectives and the Memorandum of Association in Article 3 to in line with the amended Objectives of the Company.**

**The Chairman of the Meeting** To cover and along with the existing and upcoming business activities of the Company, the Company has to amend the Objective of the Company from 50 clauses to 54 clauses as follows:

“51. To engage in business activities of selling, leasing, renting out, hire-purchasing the medical devices, diagnosis devices, tools and equipment in operation room, scientific instruments for human and animals.

52. To engage in business activities of import, export, selling, production, and co-production of the medical devices, tools and equipment in operation room, laboratory instruments, diagnose chemical, chemical in operation room

53. To engage in business activities of sell and exchange in electronic commerce in line with the Company’s objectives.

54. To engage in business activities of renting, sublet office building, office space, warehouses and office equipment”

And to amend the Memorandum of Associations of the Company, Article 3 as follows:

**From** Article 3 of the objectives of the Company has 50 clauses detailed as the attachment (Bor Mor Jor 002).

**To** Article 3 of the objectives of the Company has 54 clauses detailed as the attachment (Bor Mor Jor 002).

And propose the meeting to delegate the power to the Board of Directors of the Company and/or authorised directors and/or persons entrusted by the Board of Directors of the Company and/or authorized directors to be empowered to do all acts and things as deemed necessary and appropriate with regard to the amendment any wording in the objectives including wording in the documents, minutes of the shareholders, the memorandum of association and/or any application and or any acting to in line with the order of the registrar to amend the objectives of the Company to the Department of Business development, the Ministry of Commerce.

**The Chairman of the Meeting** proposed the meeting to consider and casts their votes.

**Miss Chonticha Pumpreuk (Master of Ceremony)** reported that, in this Agenda, the number of shareholders attending the Meeting has increased by 5 persons totaling of 4,565,500 shares resulting in the total shareholders to 54 people representing 16,396,095,819 shares provided all shareholders with opportunities to make inquiries. It was apparent that no any inquiries and other opinions.

#### **Resolution**

The Meeting passed its resolution to approved the amendment the Company's Objectives and the Memorandum of Association in Article 3 to in line with the amended Objectives of the Company from 50 clauses to 54 clauses as follows:

“51. To engage in business activities of selling, leasing, renting out, hire-purchasing the medical devices, diagnosis devices, tools and equipment in operation room, scientific instruments for human and animals.

52. To engage in business activities of import, export, selling, production, and co-production of the medical devices, tools and equipment in operation room, laboratory instruments, diagnose chemical, chemical in operation room

53. To engage in business activities of sell and exchange in electronic commerce in line with the Company's objectives.

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And propose the meeting to delegate the power to the Board of Directors of the Company and/or authorised directors and/or persons entrusted by the Board of Directors of the Company and/or authorized directors to be empowered to do all acts and things as deemed necessary and appropriate with regard to the amendment any wording in the objectives including wording in the documents, minutes of the shareholders, the memorandum of association and/or any application and or any acting to in line with the order of the registrar to amend the objectives of the Company to the Department of Business development, the Ministry of Commerce, with the votes as follows:

	Approval	Disapproval	Abstain	Voided Ballot(s)
Share	16,316,095,819	-	80,000,000	-
Percentage	99.5121	-	0.4879	-

### Agenda 3

To acknowledge the disposed all shares of WCI Holding PCL held by the Company.

**The Chairman of the Meeting** Assign Mr. Preecha Nuntnarumit, Chief Executive Officer, presented the detail to the meeting.

**Mr. Preecha Nuntnarumit** clarified the disposal of all shares in WCI Holding Public Company Limited (“WCIH”), the subsidiary in the number of 101,849,993 shares, equivalent to 56 percent of total WCIH shares at the price of Baht 0.01 per share, or in a total of Baht 1,018,499.93 to Khun Tussanee Khonkan who is not connected person per the announcement of SEC. Therefore, after the completion of this transaction, WCIH will no longer be the Company’s subsidiary. The selling prices is calculated by considering with the book value approach which is Baht (9.26) per share which is lower than the agreed price of Baht 0.01 per share. The Company entered into the sell and purchase agreement and received the payment of share of Baht 1,018,499.93 on 14 June 2021.

This transaction is deemed as the disposal of assets which the highest transaction size is 0.06 percent of the total assets, and the transaction size is less than 15 percent and not the related party transaction, the Company, is not required to disclose the information memorandum to the SET.

The reason of this transaction came from the negative performance of WCIH and its subsidiary for last several until now and no any opportunity to improve which reflect the negative impact to the Company image. The disposal investment of this shares is the solution to solve the problems.

The Board of Director considers that the disposal shares of WCIH will reflect the positive impact to the Company’s shareholders summarised as follows:

1. Mitigating the negative impact of performance loss of WCIH and its subsidiary in the consolidated financial statements. As the operations of the Wuttisak Group have fallen short of expectations resulting in WCIH has continue loss until now and many subsidiaries of WCIH currently stopped their business.
2. The Company is able to focus in the medical device business which it is the strength of the Company and comply with the demand of the current market situation. This will be expected to improve the Company performance.

**Mr. Preecha Nuntnarumit** provided all shareholders with opportunities to make inquiries. It was apparent that no any inquiries and other opinions.

**Miss Chonticha Pumpreuk (Master of Ceremony)** reported that, in this Agenda, the number of shareholders attending the Meeting has increased by 2 persons totaling of 5,695,100 shares resulting in the total shareholders to 56 people representing 16,401,790,919 shares

**Resolution** The Meeting acknowledge the disposed all shares of WCI Holding PCL held by the Company

**Agenda 4** **To consider and approve other issues (if any)**

**The Chairman of the Meeting** all agendas have been considered by all share shareholders and if the shareholders would like to make inquiries or to express opinions, please click questions and type their inquires or opinion via Application IR Plus AGM.

**The Chairman of the Meeting** the Company records photo and video in the meeting today for information to shareholders. If shareholder is interested, he/she is able to access the Company website [www.eforl-aim.com](http://www.eforl-aim.com).

**The Chairman of the Meeting** addressed to thanks all shareholders for their devotion of time to attend the Meeting and addressed to close the Meeting.

The Meeting was concluded at 10.30 a.m.

(Signed) *Witoon Simachokedee* Chairman of the Meeting

Mr. Witoon Simachokedee

Chairman of the Board of Directors