



E for L Aim Public Company Limited
Notification of the Extraordinary General Meeting
of Shareholders No. 1/2022

On Wednesday, 9th February 2022 at 10.00 a.m.

Due to the COVID-19 pandemic,

The Company will hold the Extraordinary General Meeting
of Shareholders No. 1/2022 Electronically (E-Meeting)

The E-Meeting will be broadcast via an electronic means from the meeting room
6th floor, the Building No. 160, Ngamwongwan Road, Bang Khen,
Mueang Nonthaburi, Nonthaburi.

Registration via Application IR Plus AGM at 08.00 a.m.

January 7, 2022

- Subject:** Notice Convening the Extraordinary General Meeting of Shareholders No. 1/2022 through Electronic Meeting
- To:** Shareholders,
E for L Aim Public Company Limited
- Enclosures:**
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021
 2. Capital Increase Report Form (F53-4)
 3. The preliminary Details of the Warrants to purchase the ordinary shares of E for L Aim Public Company Limited Series # 5 (EFORL-W5) allotted to the existing shareholders of the Company on a pro rata basis
 4. Preliminary Details of the Warrants to purchase the ordinary shares of E for L Aim Public Company Limited Series # 6 (EFORL-W6) allotted to the warrant holders of EFORL-W5
 5. Proxy Form, Process of Registration, Required Documents, Proxy and Voting together with details of the Independent Directors
 6. Articles of Association of the Company Pertaining to the Shareholder Meeting
 7. Map of the meeting venue of broadcast via E-Meeting
 8. Procedure to attend the Extraordinary General Meeting of Shareholders No. 1/2022 through Electronic Meeting
 9. Registration form.

Due to the Covid-19 pandemic, the board of director meeting of E for L Aim PCL. has passed the resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2022 on Wednesday, February 9, 2022, at 10.00 am. via Electronic Meeting (E-Meeting). The E-Meeting has broadcast via an electronic means from the meeting room 6th floor, the Building No. 160, Ngamwongwan Road, BangKhen, Mueang Nonthaburi, Nonthaburi to consider the following agendas:

Agenda 1: To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

Facts and Rationale : The Company convened the Extraordinary General Meeting of Shareholders No. 2/2021 on July 19, 2021, by considering the matters of which

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the Company has submitted the minutes to The Stock Exchange of Thailand and posted on the Company's website (www.eforl-aim.com) to disclose to shareholders and investors and no one revised it. The Company requests the Meeting to consider and certify the Extraordinary General Meeting of Shareholders No. 2/2021 of which the Company has submitted the minutes to all shareholders together with this invitation letter (Enclosure 1).

Opinion of the Board: The Board of Directors considers to propose the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021 hold on July 19, 2021 which had been completely recorded and deems appropriate to the Extraordinary General Meeting of Shareholders No. 1/2022 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 consider and approve the change of the par value of the Company's shares by way of reverse stock split from Baht 0.075 to Baht 0.75 each and to amend Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the change of the par value of the Company by way of reverse stock split**

Facts and Rationale: To set the par value of the Company to comply with the minimum par value of SET regulation, the Company proposes to change the par value of the Company's shares from Baht 0.075 to Baht 0.75 per share by reversed stock split, resulting in the number of ordinary shares to decrease by 35,980,784,508 shares from 39,978,649,453 shares to 3,997,864,945 shares with the par value of Baht 0.75 per share. The changing of par value results in a decrease of number of shares to be held of each shareholder to be decrease in the ratio of 10 existing shares: 1 new share.

	Before the change in par value (Par value of Baht 0.075 per share)	After the change in par value (Par value of Baht 0.75 per share)
Registered capital	Baht 2,998,398,708.98	Baht 2,998,398,708.75
Number of registered shares	39,978,649,453 shares	3,997,864,945 shares

The calculation for changing the par value of the Company's shares from Baht 0.075 to Baht 0.75 per share resulting in some shareholders having fractions of existing shares that are not enough to convert into new shares. The original fraction of shares in such amount will be rounded off. In calculating the change in par value and rounding off existing shares, the Company will assign TSD, the Company's share registrar. The calculation is carried out in accordance with TSD's system in order to preserve the rights of certain shareholders affected by such rounding of existing shares. Shareholders may buy or sell fractional shares (odd lots) on the stock exchange. in order to have full shares for calculation before the date of the change in the par value of the Company's shares. However, for shareholders whose existing fractional shares are insufficient to convert into new shares which are discarded after the calculation, the Company is willing to pay cash to compensate for the discarded existing fractions at the price per share. equal to the weighted average closing price of the Company's shares listed on the Stock Exchange of Thailand for the past 7 consecutive business days prior to the date of the Extraordinary General Meeting of Shareholders No. 1/2565, whereby each affected shareholder can claim compensation for fractional shares at the Company's office at the 1st floor, the Building No. 160, Ngamwongwan Road, BangKhen, Mueang Nonthaburi, Nonthaburi within 1 month from the date of the change in the par value of the Company's shares come into force If any affected shareholder fails to receive such compensation within the specified period, the Company shall be deemed to have waived the right to receive the compensation.

In this regard, the authorized directors and/or the Chief Executive Officer and/or the person assigned by the authorized director and/or Chief Executive Officer have the authority to take any necessary and reasonable action concerning any change in the par value of the shares. This includes, but is not limited to, setting conditions and other details, notifying or requesting permission to any relevant authority in compliance with the law and/or relevant regulations. In addition to propose to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association as follows: "Registered capital of Baht 2,998,398,708.75, divided into 3,997,864,945 shares with a par value of Baht 0.75"

Opinion of the Board: Resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the change of the par value of the Company's shares by way of reverse stock split from Baht 0.075 to Baht 0.75

each and to amend Clause 4 of the Company's Memorandum of Association as follows: "Registered capital of Baht 2,998,398,708.75, divided into 3,997,864,945 shares with a par value of Baht 0.75". Including assigned the authorised director or the person assigned by the authorized director to register the amendment of the Company's Memorandum of Association to the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the registrar under the law.

Resolution: The resolution for this agenda requires a vote of not less than three-fourths of the shareholders who attend the meeting and entitled to vote.

Agenda 3: To consider and approve the issuance and offering of Warrants No. 5 (EFORL-W5) to existing shareholder on a pro rata basis

Facts and Rationale: The Company has a plan to increase share capital with the objective to utilise cash proceeds for working capital of the Company to repay debts and accommodate the expansion of the new business relating to the medical business to meet its strategic plan. The Company considers to issue and offer the Warrant series 5 (EFORL-W5) not exceeding 799,572,989 units (after the change of the par value by way of reverse stock split) for allocation to the Company's existing shareholders in proportion to their shareholding percentage (Right Offering) at the ratio of 5 existing ordinary shares to 1 unit of the Warrant EFORL-W5, at the offering price at Baht 0.40 with term of 1 year. The details are presented in Enclosure 2 and 3.

Opinion of the Board: Resolved to propose to the Extraordinary Meeting of Shareholders No. 1/2022 to consider and approve the issuance and offering of the Warrant series 5 (EFORL-W5) not exceeding 799,572,989 units (after the change of the par value by way of reverse stock split) for allocation to the Company's existing shareholders in proportion to their shareholding percentage (Right Offering) at the ratio of 5 existing ordinary shares to 1 unit of the Warrant EFORL-W5 (any fraction of EFORL-W5 remaining from the calculation at the allocation ratio, such fraction shall be discarded.), at the offering price at Baht 0.40 (Forty stang), with term of 1 year after the issued date of warrant and the exercise price of the Warrant EFORL-W5 equal to Baht 1 per share. For the subscription of EFORL-W5, the existing shareholders may indicate the intention to subscribe to the EFORL-W5 that exceeds their rights (Excess Rights) allocated per the ratio at the same offering

price, such shareholders will be allocated with the Excess Right of EFORL-W5 upon that there is remaining of the EFORL-W5 from the unexercised rights of the existing shareholders for those existing shareholders that indicated the intention to subscribe the Excess Right of EFORL-W5, according to shareholdings ratio of each existing shareholder that subscribed the Excess Right, until there is no remaining of EFORL-W5 allocation or no further EFORL-W5 subscription by any of the existing shareholders. The preliminary detail of warrant is attached in Enclosure 2 and 3.

The Record Date is set on 21 February 2022. The entitlement is still uncertain as it needs to be approved at the shareholders' meeting. In addition, to propose the meeting to consider to delegate the power of the Board of Directors of the Company and/or Chief Executive Officer and/or persons entrusted by the Board of Directors of the Company and/or Chief Executive Officer to be empowered to do all acts and things as deemed necessary and appropriate with regard to the issuance and offering of newly issued shares and Warrants as well as amending any details and condition as deemed necessary and/or related to an issuance and/or allotment of newly issued shares and Warrants under the condition of related laws with including but not limited to method of allotment of newly issued shares and Warrants, specification of subscription period and payment of newly issued shares and etc. and empowered to do all acts as deemed necessary and appropriate with regard to an issuance and allotment in order to complete the issuance and allotment of newly issued shares and Warrants with including but not limited to providing information, contacting, preparing, signing, delivering, submitting any documents, applications in relation to the issuance and offering to Securities Exchange Commission, Stock Exchange of Thailand, Thailand Securities Depository Company Limited, ministry of Commerce and other related authorities as well as request for approval for the newly issued ordinary shares and Warrants to be listed on the Stock Exchange of Thailand as well as entrust other person to be authorized and etc.

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

Agenda 4: To consider and approve the issuance and offering of Warrants No. 6 (EFORL-W6) to existing shareholder who intends to subscribe to purchase the Warrants EFORL-W5

Facts and Rationale: Consequently of the agenda 3, to motivate the existing shareholders to subscribe and pay for EFORL-W5, the Board resolved to propose to the meeting to consider and approve the issuance and offering of the Warrant series 6 (EFORL-W6) not exceeding 399,786,494 units for allocation to the Company's existing shareholders who intend to subscribe to purchase Warrant EFORL-W5 at the ratio of 2:1 (2 units of Warrant EFORL-W5 to 1 unit of the Warrant EFORL-W6) (any fraction of EFORL-W5 remaining from the calculation at the allocation ratio, such fraction shall be discarded), with term of 3 years after the issued date of warrant.

Opinion of the Board: Proposed to the Extraordinary Meeting of Shareholders to consider and approve the issuance and offering of the Warrant series 6 (EFORL-W6) not exceeding 399,786,494 units (after the change of the par value by way of reverse stock split) for allocation to the Company's existing shareholders who intend to subscribe to purchase Warrant EFORL-W5 at the ratio of 2:1 (2 units of Warrant EFORL-W5 to 1 unit of the Warrant EFORL-W6) (any fraction of EFORL-W5 remaining from the calculation at the allocation ratio, such fraction shall be discarded), at the offering price at Baht 0 (zero), with term of 3 years after the issued date of warrant and the exercise price of the Warrant EFORL-W6 equal to Baht 2.50 per share. The Record Date is set on 21 February 2022. The entitlement is still uncertain as it needs to be approved at the shareholders' meeting. The preliminary detail of warrant is attached in Enclosure 4. In addition to delegate the power the Board of Directors of the Company and/or Chief Executive Officer and/or persons entrusted by the Board of Directors of the Company and/or Chief Executive Officer to be empowered to do all acts and things as deemed necessary and appropriate with regard to the issuance and offering of newly issued shares and Warrants as well as amending any details and condition as deemed necessary and/or related to an issuance and/or allotment of newly issued shares and Warrants under the condition of related laws with including but not limited to method of allotment of newly issued shares and Warrants, specification of subscription period and payment of newly issued shares and etc. and empowered to do all acts as deemed necessary and appropriate with regard to an issuance and allotment in

order to complete the issuance and allotment of newly issued shares and Warrants with including but not limited to providing information, contacting, preparing, signing, delivering, submitting any documents, applications in relation to the issuance and offering to Securities Exchange Commission, Stock Exchange of Thailand, Thailand Securities Depository Company Limited, ministry of Commerce and other related authorities as well as request for approval for the newly issued ordinary shares and Warrants to be listed on the Stock Exchange of Thailand as well as entrust other person to be authorized and etc.

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

Agenda 5: To consider and approve the amendment of Clause 4. of Memorandum of Association to be in line with the capital increase

Facts and Rationale: As the Company has a plan to issue and offer EFORL-W5 and EFORL-W6 as agenda 3 and 4, respectively, the Company need to increase the Company's registered capital by Baht 899,519,612.25 with par value of Baht 0.75 from the previous registered capital of Baht 2,998,398,708.75 to be the new registered capital of Baht 3,897,918,321.00 by increasing the new capital into 1,199,359,483 ordinary shares at the par value of Baht 0.75 each (after changing par value by way of reverse stock split) to support the exercise of the warrants to buy the ordinary shares of the Company of EFORL-W5 and EFORL-W6 in the amount of 799,572,989 shares and 399,786,494, respectively. Details are presented in Enclosure 2.

In addition propose the Meeting to consider and amend Clause 4. of the Memorandum of Association of the Company in order to be in line with the capital increase by cancelling old message and adding new message as follows:

Clause 4 Registered capital	Baht 3,897,918,321.00 (Three Thousand Eight Hundred Ninety-Seven Million Nine Hundred Eighteen Thousand Three Hundred Twenty-One Baht)
Divided into	5,197,224,428 shares (Five Thousand One Hundred Ninety-Seven Million Two Hundred Twenty-Four Thousand Four Hundred Twenty-Eight shares)

Par value	Baht 0.75 (Seventy Five satang)
Categorized as	
Ordinary shares	5,197,224,428 shares (Five Thousand One Hundred Ninety-Seven Million Two Hundred Twenty-Four Thousand Four Hundred Twenty-Eight shares)
Preferred shares	-

Opinion of the Board: Proposed to the Extraordinary Meeting of Shareholders to consider and approve the increase of the Company's registered capital by Baht 899,519,612.25 with par value of Baht 0.75 from the previous registered capital of Baht 2,998,398,708.75 to be the new registered capital of Baht 3,897,918,321.00 by increasing the new capital into 1,199,359,483 ordinary shares at the par value of Baht 0.75 each (after changing par value by way of reverse stock split) to support the exercise of the warrants to buy the ordinary shares of the Company of EFORL-W5 and EFORL-W6 in the amount of 799,572,989 shares and 399,786,494, respectively. In addition propose the Meeting to consider and amend Clause 4. of the Memorandum of Association of the Company in order to be in line with the capital increase.

Resolution: The resolution for this agenda requires a vote of not less than three-fourths of the shareholders who attend the meeting and entitled to vote.

Agenda 5: To consider and approve the increase of the Company's registered capital to support the exercise of Warrant EFORL-W5 and Warrant EFORL-W6

Facts and Rationale: As the Company has a plan to issue and offer EFORL-W5 and EFORL-W6 which needs to increase the registered capital as agenda 3, 4 and 5, to comply with the law, the Company will consider to allocate share to accommodate the issuance and offering EFORL-W5 and EFORL-W6 **as follows:**

Allotted to	Number of shares	Ratio (Old : New)	Issuing Price (Baht/share)
1. To accommodate the exercise of the warrants to purchase ordinary shares of	Not exceeding 799,572,989	Ratio 5 ordinary shares: 1 unit of warrant	Warrant allocated to the existing shareholders at the

Allotted to	Number of shares	Ratio (Old : New)	Issuing Price (Baht/share)
the Company Series 5 (EFORL-W5) issued to the existing shareholders of the Company in proportion to their shareholding.			amount of Baht 0.40 per unit and (the exercise price is at Baht 1.00 per unit)
2. To accommodate the exercise of the warrants to purchase ordinary shares of the Company Series 6 (EFORL-W6)	Not exceeding 399,786,494	2 unit of warrant to purchase ordinary shares of the Company Series 5 (EFORL-W5): 1 unit of warrant	Warrant allocated to the warrant holders of EFORL-W5 at the amount of 0.00 Baht per unit and (the exercise price is at Baht 2.50 per unit)
Total	1,199,359,483		

Details are presented in Enclosure 2.

Opinion of the Board: Proposed to the Extraordinary Meeting of Shareholders to consider and approve the allotment of newly issued ordinary shares in the amount of not exceeding 1,199,359,483 shares at the par value of Baht 0.75 each to accommodate the issuance and offering EFORL-W5 and EFORL-W6. The Board of Director has other opinion as follows:

- The reason for the increase share capital:
The Board of Director has opinion that the Company needs to restructure the capital, debts, to reduce financial risk in D/E ratio of the Financial Institutions and enhance the Company's credibility to give the business opportunity to be grow up.
- The possible and rational of the plan to increase capital and the plan for utilizing proceeds received from the offering warrant.
The Board of Director has opinion that this plan is specified the purposes; therefore, in event, the Company receives funding in full of issuance and offering warrants and the warrant holders exercise their rights to purchase the newly issued ordinary shares, in the amount of approximately Baht 2,100 million within 3 years. The Company will be able to utilise the funding as specified plan of

which one of the Company's plan to solve the Caution Sign Posted ("C") to support the Company to do the business in the Mega Trend and sustainability.

- Benefits of the increase share capital to the business of the Company and financial performance:

The Board of Directors expected that the Company will get the positive impacts i.e. adequate working capital, reduce cost of debts, having funding for business expansion and getting credibility with customers and stakeholders in the financial and business stability.

Whereby, proposed the meeting to delegate of power the Board of Directors of the Company and/or Chief Executive Officer and/or persons entrusted by the Board of Directors of the Company and/or Chief Executive Officer to be empowered to do all acts and things as deemed necessary and appropriate with regard to the increase registered capital of the Company as well as amending any information in document, shareholders' minute meeting, Memorandum of Association and other request and/or to do all acts demanded by registrar office with regard to registration of increase of registered capital of the Company to Department of Business Development, the Ministry of Commerce and do all acts as deemed necessary and appropriate with regard to an issuance and allotment in order to complete the issuance and offering of newly issued shares and Warrants to be listed on the Stock Exchange of Thailand including but not limited to providing information, contacting, preparing, signing, delivering, submitting any documents, applications in relation to the issuance and offering to Securities Exchange Commission, Stock Exchange of Thailand, Thailand Securities Depository Company Limited, ministry of Commerce.

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

Agenda 7 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 Extraordinary General Meeting of Shareholders No. 1/2022 (Record date) on January 5, 2022.

All the shareholders are hereby invited to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on Wednesday 9, 2022 at 10.00 a.m. The registration will be started to verify to attend the meeting on 8.00 a.m. via **Application IR PLUS AGM.**



For the shareholders who wish to attend the Extraordinary General Meeting of Shareholders No. 1/2022 in person through E-Meeting **must verify identity** by preparing in the registration form with the supporting documents to verify themselves (Enclosure 9) which enable to process immediately **from the date of receiving the invitation letter**. Please read the procedure to attend the Extraordinary General Meeting of Shareholders No. 1/2022 via E-Meeting with Enclosure 8.

For the shareholders who wish to appoint proxy to attend the meeting through E-Meeting, please prepare/fill the registration form (Enclosure 9) and proxy with the supporting documents (Enclosure 5), by scan or take the photo and send email to : IR@eforl-aim.com and post the original documentation to “The Company Secretary Department” E for L Aim Public Company Limited, No. 160, Ngamwongwan Road, BangKhen, Mueang Nonthaburi, 11000. Then the shareholders or proxy must verify themselves via E-Meeting which can proceed **after receiving the invitation letter**. Please read the procedure to attend the Extraordinary General Meeting of Shareholders No. 1/2022 via E-Meeting with the Enclosure 8.

If the shareholder is unable to attend the Extraordinary General Meeting of Shareholders No. 1/2022 though E-Meeting, he/she may authorise the independent director to attend and vote on his/her behalf by fill in the proxy form (Enclosure 5) and send to “The Company Secretary Department” E for L Aim Public Company Limited, No. 160, Ngamwongwan Road, BangKhen, Mueang Nonthaburi, 11000 **within Wednesday. February 2022**.

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

1. Post Company Secretary Department
 E for L Aim Public Company Limited,
 No. 160, Ngamwongwan Road, BangKhen, Mueang Nonthaburi, 11000
2. Email IR@eforl-aim.com

Your sincerely,

Tachaphol Kanjanakul

Chairman of the Board of Directors
By the resolution of Board of Directors
E for L Aim Public Company Limited