

- Information Memorandum -

Characteristics, Conditions, and Key Details of the Warrants to Purchase Ordinary Shares of  
East Coast Furnitech Public Company Limited (the “Company”) No. 2 (“ECF-W2”) (the “Warrants”)

Number of Warrants 194,929,773 units  
Numbers of Ordinary Shares Allocated to Accommodate the Exercise of Warrants 194,929,773 shares

Warrant Allocation The Company will allocate the Warrants to the existing shareholders of the Company, whose name appears on the date for determining the list of the shareholders who entitled to receive the Warrants (Record Date), which is scheduled on 10 October 2017, and the book closing date for gathering the name of shareholders, according to Securities and Exchange Act Section 225 (including any amendment thereto), which is scheduled on 11 October 2017 at the ratio of 4 existing ordinary shares to 1 unit of the Warrant (the “Warrant Holders”). (In case that there is any fraction thereof, such fraction shall be disregarded).

Major Warrant Holders on 20 October 2017

NO.	Name			No. of shares	Percentage
1	Suksawad Family			103,350,550	53.02%
1.1	Mr.	Chalee	Suksawad	29,996,550	15.39%
1.2	Mr.	Arak	Suksawad	29,996,550	15.39%
1.3	Miss	Tippawan	Suksawad	29,996,550	15.39%
1.4	Mr.	Wanlop	Suksawad	11,885,950	6.10%
1.5	Mrs.	Varaporn	Suksawad	997,900	0.51%
1.6	Mr.	Thumrong	Suksawad	475,000	0.24%
1.7	M.L.	Panyiwaha	Suksawad	1,000	0.00%
1.8	Master	Nopparuj	Suksawad	150	0.00%
1.9	Miss	Varitsara	Suksawad	150	0.00%
1.1	Master	Peerawoot	Suksawad	150	0.00%
1.11	Miss	Supitchaya	Suksawad	150	0.00%
1.12	Master	Wattana	Suksawad	150	0.00%
1.13	Mrs.	Suphak	Suksawad	150	0.00%
1.14	Mr.	Sittichoke	Shinnurat	150	0.00%

NO.	Name			No. of shares	Percentage
2	Panit Family			6,471,450	3.32%
2.1	Mrs.	Pikul	Panit	6,250,000	3.21%
2.2	Miss	Prapatsorn	Panit	218,475	0.11%
2.3	Miss	Nuchanart	Panit	2,975	0.00%
3	Nunthathiro Family			4,240,775	2.18%
3.1	Mr.	Thavin	Nunthathiro	2,100,000	1.08%
3.2	Mrs.	Umporn	Nunthathiro	2,010,750	1.03%
3.3	Mr.	Theera	Nunthathiro	130,025	0.07%
4	Mrs.	Vassana	Virayathornpun	3,562,500	1.83%
5	Miss	Tatsanee	Wongjirat	2,853,625	1.46%
6	Chanruengvanit Family			1,827,374	0.94%
6.1	Mr.	Sathorn	Chanruengvanit	1,242,209	0.64%
6.2	Miss	Maiyarut	Chanruengvanit	558,374	0.29%
6.3	Mr.	Chayathorn	Chanruengvanit	26,791	0.01%
7	Mr.	Kanuengnit	Jinda	1,537,500	0.79%
8	Mr.	Varutthakrit	Phornjamsai	1,237,625	0.63%
9	Mr.	Nuttaphon	Songhuncharnchai	1,186,750	0.61%
10	Thepphusawattana Family			1,102,325.00	0.57%
10.1	Mr.	Sakchai	Thepphusawattana	1,021,250	0.52%
10.2	Miss	Wimol	Thepphusawattana	47,500	0.02%
10.3	Mr.	Chaowarit	Thepphusawattana	15,000	0.01%
10.4	Miss	Wilawan	Thepphusawattana	15,000	0.01%
10.5	Mr.	Saksit	Thepphusawattana	3,575	0.00%
11	Other Warrant Holders			67,559,299	34.66%
<b>Total Warrants</b>				<b>194,929,773</b>	<b>100.00%</b>

**Note** : This is a grouping by surname only and this does not indicate that person(s) in the group have acted together or directed the votes to be in the same way with each other within the group.

#### Exercise of Warrant rights

##### 1. Exercise date

The Warrant Holders can exercise the right for the first time on 25 November 2017 from the issuance date of the Warrants and can exercise the rights under the Warrants for the other five times until

the expiration date of the Warrants. Each exercise date will be on 25 February 2018, 25 May 2018, 25 August 2018, and 25 November 2018, and the last exercise date will be on the expiration date of the Warrants, which is on 20 February 2019.

In the event that any exercise date does not fall on a business day of the Company, such date shall be moved to the business day prior to such exercise date. The Company will not extend the term of the Warrants and there is no requirement demanding the Warrant Holders to exercise their rights prior to the exercise date.

## **2. Exercise of right**

For the exercise of right to purchase the Company's ordinary shares, the Warrant Holders may exercise their rights to purchase the ordinary shares either in whole or in part. For any remaining Warrants which have not been exercised as at the last exercise date, it shall be deemed by the Company that the Warrant Holders of such Warrants do not wish to exercise their rights under those Warrants and that such Warrants shall cease to be in effect without any exercise.

## **3. Notification Period for the Exercise of Right**

3.1) The Warrant Holders who wish to exercise their rights under the Warrants to purchase ordinary shares of the Company must submit the intention to purchase ordinary shares of the Company from 9.00 a.m. – 3.30 p.m. of each business day within five business days prior to each exercise date throughout the exercise period (the "**Notification Period**"). In the event that the exercise date falls on the Company's holiday, the exercise date shall be moved to the last business day prior to the exercise date. Except for the exercise of rights under the Warrants on the last exercise date, the intention to purchase ordinary shares of the Company must be submitted at least 15 days prior to the last exercise date (the "**Last Notification Period**"). In the event that the exercise date falls on the Company's holiday, the exercise date shall be moved to the last business day prior to the exercise date.

3.2) Noted that the Company will provide information regarding the exercise of the right, the exercise period, and the Notification Period, at least five business days prior to each Notification Period

via the SET Portal System. As for the last exercise, the Company will send the registered mail to the Warrant Holders, whose names are appeared in the Warrant Register Book on the last book closing date, within 21 days prior to the last day of the last exercise period. In addition, the Company will close the warrant register book (“Warrant Register Book”) to suspend the transfer of Warrants 21 days prior to the last exercise date. In this regard, the Stock Exchange of Thailand (the “SET”) will post the SP sign (suspended) three business days in advance prior to the closing date of the Warrant Register Book. In the case that the first day of the closing of the Warrant Register Book falls on the holiday of the SET, it shall be moved to the business day of the SET before such date. In the event that the last exercise date falls on a holiday, it will be moved to the business day before such last exercise date. The Warrants trading will be suspended from the first day on which the SET posts the SP sign (suspended) until the last exercise date.

Adjustment of the exercise price and the exercise ratio

The Company shall have to proceed to adjust the exercise price and the exercise ratio, throughout the maturity period of the Warrants, in order to maintain the benefits of the Warrant Holders.

(a) When the Company adjusts the Par Value of the ordinary shares, as a result of a combine or split in value of the previously issued-shares

The Company shall adjust the exercise price, as a result of a combine or split in value of the previously issued shares. Such adjustment will be in effect immediately, starting from the date of the adjustment of the par value of the Company’s ordinary shares. The adjustment of the exercise price is for Warrant Holders to be able to obtain the equivalent number of shares as calculated based on the same formula as of the Company’s ordinary shares that will be issued after such adjustments as if there had been no change in the Company’s par value.

1. Exercise price can be adjusted using the following formula

$$Price1 = Price0 \times \frac{[Par1]}{[Par0]}$$

2. Exercise ratio can be adjusted using the following formula

$$Ratio1 = Ratio0 \times \frac{[Par0]}{[Par1]}$$

Where **Price0** is the exercise price before the adjustment

**Price1** is the new exercise price after the adjustment

**Ratio0** is the exercise ratio before the adjustment

**Ratio1** is the new exercise ratio after the adjustment

**Par0** is the par value of the ordinary shares before the adjustment

**Par1** is the new par value of the ordinary shares after the adjustment

- (b) When the Company offers new allotment of ordinary shares to the existing shareholders and/or public and/ or specific individuals (Private Placement), and the average price of the newly issued ordinary share is lower than 90 percent of “the market price of the Company’s ordinary shares”

The adjustment in the exercise price and exercise ratio will take effect immediately, starting from the first day that the purchasers of the ordinary shares do not have the rights to subscribe for newly issued ordinary shares. (The first day that the SET posts the “XR” sign) In the case that, it is an offer to the existing shareholders (Rights Offering) and/or to the general public on the first day of the offering and/ or to specific individuals (Private Placement), the average price of the newly issued ordinary share will be calculated from the total proceeds that the Company should have received from such shares offering divided by the number of newly issued shares offered.

“The average price per newly issued ordinary shares” shall be calculated from the total proceeds received by the Company deriving from the securities offering, plus the proceeds obtained from the rights to purchase ordinary shares if all the rights are exercised, divided by the number of newly issued shares to accommodate those rights.

“The market price of Company’s ordinary shares” is determined to be in equivalent to “The weighted average market price per share of the Company’s ordinary share”, meaning that, “The weighted average market price per share of the Company’s ordinary share” is the total trading value of the Company’s ordinary shares divided by the number of Company’s ordinary shares that were traded in the SET during the duration of 7

consecutive business days prior to the date used for the calculation. (The day on which the stock market is opened for the stock trading)

In case that “The market price of Company’s ordinary shares” cannot be obtained because there were no trading of the Company’s ordinary shares during the above mentioned period, the Company shall determine the fair price to be used in the calculation instead.

“The date that is used for the calculation” means the first date that the subscriber of the ordinary shares is not entitled to the right to subscribe for the newly issued ordinary shares (the first day that the SET posts the “XR” sign) in the case of a rights issue, and/or the first date of the offering of the newly issued ordinary shares to the public and/or the Private Placement, as the case may be.

If there is more than one offering prices for the newly-issued ordinary shares, under the condition that these securities must be subscribed for at the same time, all offering prices and the total number of offering shares shall be used for calculation. However, if the offering does not require that the securities be subscribed for at the same time, only the number of offering shares and the offering price where “the average price of the newly-issued ordinary shares reserved to accommodate the rights” that is lower than 90 percent of the market price of the ordinary shares shall be used in the adjustment calculation. The definition of the “market price of the ordinary shares” shall be the same.

But in the case of such offering does not require subscribing the shares at the same time, only the offering price that is lower than 90 percent of the “market price of the Company’s ordinary shares” will be used to calculate the price adjustment.

1. Exercise price can be adjusted using the following formula

$$Price1 = Price0 \times \frac{[(A \times MP) + BX]}{[MP(A + B)]}$$

2. Exercise ratio will be adjusted using the following formula

$$Ratio1 = Ratio0 \times \frac{[MP(A + B)]}{[(A \times MP) + BX]}$$

Where **Price0** is the exercise price before the adjustment

**Price1** is the new exercise prices after the adjustment

*Ratio0* is the exercise ratio before the adjustment

*Ratio1* is the new exercise ratio after the adjustment

*MP* is “the market price of the Company’s ordinary shares”

*A* is the number of fully-paid ordinary shares as of the date prior to the book closing date, for shares subscription, for the offering to the existing shareholders. In case of general public offering and/or Private Placement, it is the date prior to the first date of the shares offering.

*B* is the number of newly issued ordinary shares offered to the existing shareholders and/or general public and/or specific individuals (Private Placement).

*BX* is total proceeds, after deducting all expenses (if any), obtained from the offering of newly issued ordinary shares to the existing shareholders and/or general public and/or specific individuals (Private Placement).

- (c) When the Company offers any newly issued securities, which can be converted to the Company’s ordinary shares or can exercise the right to purchase ordinary shares, to the existing shareholders and/or to general public and/or to Private Placement (Convertible Debenture or Warrants), where the average price per share of the newly issued ordinary shares to accommodate those rights is less than 90 percent of “The market price of the Company’s ordinary shares”

The adjustment in exercise price and exercise ratio will be in effect immediately, starting from the first day that the purchasers of the ordinary shares do not have the rights to subscribe for any newly issued securities, which provide the holders the rights to convert or exchange for ordinary shares. (The first day that the SET posts the “XW” sign) In case that it is an offer to the existing shareholders (Rights

Offering) and/or the first day of the general public offering of any securities that provide the holders the rights to convert or exchange for ordinary shares and/ or specific individuals (Private Placement).

“The average price per newly issued ordinary shares” shall be calculated from the total proceeds received by the Company deriving from the securities offering, plus the proceeds obtained from the rights to purchase ordinary shares less the expenses incurred from the offering (if any), divided by the total number of newly-issued ordinary shares to accommodate those rights.

“The market price of the Company’s ordinary share” and the par value which are comparable to be used, and the meanings are the same as previously stated in (b).

“The date used in the calculation” is the first day that the purchasers of the ordinary shares do not obtain the rights to subscribe to any newly issued securities (The first day that the SET posts the “XW” sign), which provide the holders the rights to convert to or exchange for ordinary shares, offering to the existing shareholders (Rights Offering) and/ or the first day of the general public offering and/ or specific individuals (Private Placement) of the newly issued securities, which provide the rights to the holders to convert to or exchange for ordinary shares.

If there is more than one offering prices for the newly-issued convertible securities, under the condition that these securities must be subscribed for at the same time, all offering prices and the total number of offering shares shall be used for calculation. However, if the offering does not require that the securities be subscribed for at the same time, only the number of offering shares and the offering price where “the average price of the newly-issued ordinary shares reserved to accommodate the rights” that is lower than 90 (ninety) percent of” the market price of the ordinary shares” shall be used in the adjustment calculation.

1. Exercise price can be adjusted using the following formula

$$\text{Price1} = \text{Price0} \times \frac{[(A \times MP) + BX]}{[MP(A + B)]}$$

2. Exercise ratio can be adjusted using the following formula



$$Ratio1 = Ratio0 \times \frac{[MP(A + B)]}{[(A \times MP) + BX]}$$

Where **Price0** is exercise price before the adjustment

**Price1** is the new exercise price after the adjustment

**Ratio0** is the exercise ratio before the adjustment

**Ratio1** is the new exercise ratio after the adjustment

**MP** is the market price of the Company's common shares

**A** is the number of fully-paid ordinary shares as of the date prior to the book closing date, for the subscription of newly issued securities that can be converted to or exchanged for ordinary shares, as for the case of the offering to the existing shareholders. In case of public offering and/or Private Placement, it is the date prior to the first day of the offering of newly issued securities that can be converted to or exchanged for ordinary shares.

**B** is the number of newly issued ordinary shares, to accommodate the exercises of right of any securities that can be converted to or exchanged for ordinary shares, that are offered to the existing shareholders and/or general public offering and/or specific individuals (Private Placement).

**BX** is the sum of the total proceeds, after deducting of all expenses (if any), obtained from the offering of any newly issued securities ,that can be converted to or exchanged for ordinary shares, to the existing shareholders and/or general public offering and/or specific individuals (Private Placement), including the proceeds obtained from the exercises of the right to purchase ordinary shares.

(d) When the Company pays out dividend in full or in part in a form of ordinary shares to the Company's shareholders

The adjustment in exercise price and the exercise ratio will be in effect immediately, starting from the first day the purchaser of ordinary shares do not have the rights to obtain stock dividend (The first day that the SET posts the “XD” sign)

1. Exercise price can be adjusted using the following formula

$$\mathbf{Price1} = \mathbf{Price0} \times \frac{[A]}{[A + B]}$$

2. Exercise ratio can be adjusted using the following formula

$$\mathbf{Ratio1} = \mathbf{Ratio0} \times \frac{[A + B]}{[A]}$$

Where **Price0** is the exercise price before the adjustment  
**Price1** is the new exercise price after the adjustment  
**Ratio0** is the exercise ratio before the adjustment  
**Ratio1** is the new exercise ratio after the adjustment  
**A** is the number of fully-paid ordinary shares as of the date prior to the book closing date for dividend  
**B** is the number of newly issued ordinary shares in form of stock dividend

- (e) When the Company makes dividend payment with the amount in exceeding 80 percent of Company’s net income after tax in any financial periods during the maturity period of the Warrants.

The percentage of the dividend payout to the shareholders is calculated from the actual dividend actually paid within each financial year divided by the net operating income after tax as shown in the financial statements of that financial year (which have been audited by the auditor of the Company). The adjustment in exercise price and the exercise ratio will be in effect immediately, starting from the first day the purchaser of the ordinary shares do not have the rights to obtain the stock dividend. (The first day that the SET posts the “XD” sign)

1. Exercise price can be adjusted using the following formula

$$\mathbf{Price1} = \mathbf{Price0} \times \frac{[MP - (D - R)]}{[MP]}$$

2. Exercise ratio can be adjusted using the following formula

$$\mathbf{Ratio1} = \mathbf{Ratio0} \times \frac{[MP]}{[MP - (D - R)]}$$

Where **Price0** is the exercise price before the adjustment

<i>Price1</i>	is	the new exercise price after the adjustment
<i>Ratio0</i>	is	the exercise ration before the adjustment
<i>Ratio1</i>	is	the new exercise ratio after the adjustment
<i>MP</i>	is	“the market price of the Company’s common shares”
<i>D</i>	is	the dividend per share, actually paid to the shareholders
<i>R</i>	is	the dividend per share, that will be paid out in the ratio of 80 percent. This can be calculated from the net income after tax divided by the number of shares that are eligible to receive the dividend.

“The market price of the Company’s ordinary share” and the par value which are comparable to be used, and the meanings are the same as previously stated in (b).

“The date used for the calculation” is the first day that the purchasers of the ordinary shares do not obtain the rights to receive the stock dividend.

- (f) In case of that any event may impair any benefits of the Warrant Holders or warrant substitute holders (the “**Warrant Substitute Holders**”) to be received from the exercise of the Warrants and such events are not mentioned in (a) to (e), the Company shall consider to adjust the exercise right and/or the exercise ratio at the fair rate, that will not cause the Warrant Holders or the Warrant Substitute Holders to receive less benefits than before. In this regard, any decision made by the Company together with the financial advisor shall be considered final, and the Company is then required to inform the Office of Securities and Exchange Commission (the “**SEC Office**”), SET, and securities depository regarding all the details of the adjustment immediately or before the date of such circumstance that has led to the adjustment of rights.

The calculations of changes of exercise price and exercise ratio according to (a) to (f) are independent from each other, and the adjustments will be calculated on the timing orders of the occurrences

in comparison with “the market price of the Company’s ordinary shares”. For the case of those circumstances that occur at the same time, the calculations for changes shall be in the following orders; from (a), (e), (d), (b), (c), and (f). For each time of the calculation of the adjustments, the form of the exercise price shall be maintained with 4 decimal digits, and the exercise ratio with 4 decimal digits.

“The market price of the Company’s ordinary share” and the par value which are comparable to be used, and the meanings are the same as previously stated in (b).

In the calculation of any changes in the exercise price and exercise ratio according to (a) to (f), will not cause changes to increase the exercise price and/or decrease the exercise ratio except for the case of combining par value of shares. In a case that the number of ordinary shares to be exercised at each exercise of Warrants (4 decimal digits of new exercise ratio after the adjustment) is calculated to be in fraction of share, the fraction will be disregarded without any indemnification. And in case that in the calculation of the exercise price after the adjustment (4 decimal digits) multiplied by number of shares intended to exercise at that exercise period, indicated in the exercise notification, came out in fraction of Baht, the fraction of Baht will be disregarded.

In case that the now adjusted exercise price is lower than the par value, the new adjusted exercise price can use except that regulation does not allow the company to issue new shares at price lower than par value, use par value as the new adjusted exercise price. The Company reserves the right to adjust the exercise price equal to the par value of common stock only. For the exercise price, use the exercise ratio calculated under Clause (a) to (f) as before.

The status of Warrants or the warrant substitutes (the “**Warrant Substitutes**”) during the date that the Warrant Holders or Warrant Substitute holders have submitted their intentions to exercise their rights, and the date before the Ministry of Commerce approves the additional paid-in capital, shall be the same as that of the Warrants and the Warrant Substitutes who have not been submitted the intentions to exercise. Such status will be ended on the day that the Ministry of

Commerce approves the additional paid-in capital as the result of the exercises of right according to the Warrants and the Warrant Substitutes.

In the case that, the Company adjusts the exercise price and/or exercise ratio while the Company has not yet registered the ordinary shares that intended for the exercises of right of the Warrants or the Warrant Substitutes with the Ministry of Commerce, the Warrant Holders or Warrant Substitute holders who have already exercised their rights will obtain the back dated of the adjustments of right. In this regard, the Company shall promptly issue additional number of ordinary shares to the Warrant Holders or Warrant Substitute holders who are eligible to obtain those rights. As the result of the price adjustment, the additional ordinary shares that the Warrant Holders or Warrant Substitute holders should receive may be later than the ordinary shares that have been received earlier. But in any case, it should not be more than 45 days from the date of the rights adjustment.

The Company may consider the adjustment of the exercise price along with the issuance of new Warrants instead of adjustment of the exercise ratio. In case that the Company is obliged to issue additional accommodated shares, it shall be deemed that the Company has been granted permission in issuing such additional accommodated shares upon submission to the SEC Office of the resolution of the shareholders' meeting approving the issuance of additional accommodated shares sufficient for such adjustment of the exercise price before the adjustment.

Ordinary shares that were issued as a result of the exercise rights of the Warrants or the Warrant Substitutes will have the same rights and benefits as of those of the previous issued and paid up ordinary shares, once the Ministry of Commerce has approved the additional paid-in capital.

Adjustment in exercise price or exercise ratio according to the conditions (a) to (f), the Company shall inform the details regarding the method used in the calculation and the reasons of such adjustment to the SEC Office, and for the Warrant Holders and the SET via the SET

Portal System immediately or before the adjustment comes into effect. In such a case, the Company shall not request the Warrant Holders to return the Warrants, just only the existing Warrant Holders will receive full rights regarding the adjustments of the exercise price and exercise ratio.

The Company shall not extend the term of Warrants and shall not adjust the exercise price and the exercise ratio, except the adjustment of right under the right adjustment conditions specified in this Section.

Prohibition Period for the Sale of Shares

-None-

Other Material Issues

-None-

Financial Advisor

-None-

Prepared By

East Coast Furnitech Public Company Limited

Warrant Issuer

East Coast Furnitech Public Company Limited

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(Mr. Arak Suksawad)

Authorized Director

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(Miss Tippawan Suksawad)

Authorized Director