

No. ECF2 072/2017

20 October 2017

Subject: Issuance and allocation of newly-issued ordinary shares to offer for sale to a specific investor (One Asset Management Limited) under the General Mandate basis No.2 [\(edit PDF\)](#)

Attention: President
The Stock Exchange of Thailand

Enclosures: 1. Report on the issuance and allocation of newly-issued shares under the General Mandate basis (F 53-4-1)
2. Information Memorandum on the Allocation of Newly-Issued Shares to Specific Investor

The Extraordinary General Meeting of Shareholders No.2/2017 of East Coast Furnitech Public Company Limited (the "**Company**"), convened on 2 October 2017, resolved to approve the allocation of newly-issued ordinary shares under the General Mandate basis by allocating a number of not exceeding 233,925,535 newly-issued ordinary shares at the par value of THB 0.25 per share, equivalent to a percentage of not exceeding 30 percent of the paid-up capital of the Company, to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering), and a number of not exceeding 77,975,178 newly-issued ordinary shares at the par value of THB 0.25 per share, equivalent to a percentage of not exceeding 10 percent of the paid-up capital of the Company, to a specific investor (Private Placement). The shareholders' meeting resolved to authorize the Board of Directors to consider and decide whether the newly-issued ordinary shares shall be offered for sale, in whole or in part, at one time or on several occasions, the offering price, and specify other conditions and details relating to the allocation of newly-issued ordinary shares under the General Mandate basis. Notwithstanding the foregoing, in any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Rights Offering) and to specific persons under the Private Placement basis under the General Mandate basis shall not exceed 233,925,535 shares or 30 percent of the paid-up registered capital of the Company as at the date the Board of Directors resolved to approve the capital increase under the General Mandate basis and of the Board of Directors Meeting No. 11/2017, convened on 3 October 2017, which resolved to approve the issuance and allocation of a number of not exceeding 40,000,000 newly-issued ordinary shares to offer for sale to a specific investor (Private Placement), i.e. Macquarie Bank Limited, at the par value of THB 0.25 per share, (which is not exceeding 10 percent of the paid-up capital of the Company as at the date on which the Board of Directors resolved to approve the capital increase under the General Mandate basis) The remaining number of shares from the allocation of newly-issued ordinary shares under the General Mandate basis to specific investors under the Private Placement basis is 37,975,178 shares.

The Company would like to inform you of the resolutions of the Board of Directors Meeting No. 12/2017, convened on 19 October 2017, which resolved to approve the issuance and allocation of a number of not exceeding 30,000,000 newly-issued ordinary shares to offer for sale to a specific investor (Private Placement) at the par value of THB 0.25 per share, (having considered that newly-issued ordinary shares allocated under the General Mandate basis to specific investors do not exceed 10 percent in aggregation of the paid-up capital of the Company as at the date on which the Board of Directors resolved to approve the capital increase under the General Mandate basis). In this regard, the allocation of newly-issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) has not yet to be resolved by the Board of Directors.

The details of the issuance and allocation of a number of not exceeding 30,000,000 newly-issued ordinary shares to offer for sale to a specific investor (Private Placement) at the par value of THB 0.25 per share are as follows:

1. the Board of Directors Meeting approved the issuance and allocation of newly-issued ordinary shares of not exceeding 30,000,000 newly-issued ordinary shares of the Company (having considered that newly-issued ordinary shares allocated under the General Mandate basis to specific investors do not exceed 10 percent in aggregation of the paid-up capital of the Company as at the date on which the Board of Directors resolved to approve the capital increase under the General Mandate basis), at the par value of THB 0.25 per share, in order to offer the shares for sale to a specific investor (Private Placement), i.e., One Asset Management Limited ("**ONEAM**") which is a specific investor, does not participate in the management of the Company, is not a connected person of the Company and does not operate a business of a similar or competitive nature to the Company. In this regard, ONEAM shall distribute such shares to mutual funds under the management of ONEAM. The Company shall be in compliance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors (Codified Version) (the "**Notification TorChor. 72/2558**"). In this regard, ONEAM is an institutional investor under the Notification of the Securities and Exchange Commission No. KorChor. 17/2551, Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (Codified Version), and is an institutional investor incorporated in Thailand. The Board of Directors of the Company has reviewed the disclosed financial statements of ONEAM, and formed the view that it has sufficient funds in subscribing the newly-issued shares to be offered for sale under the Private Placement basis, and is in a stable financial position. This capital increase will bring about the strengthened capital structure, an increase in the Company's financial liquidity to improve potential in generating revenue, and improving a financial position in the future, as well as to be used as working capital for accommodating its business operation of the Company and for expanding its core business and/or the business relevant to the core business and/or the investment in any businesses in the energy industry. In addition, such capital increase shall support the Company without incurring additional debt obligations as a result of borrowing, and to reduce its finance costs.

ONEAM shall exercise its subscription rights for the newly-issued shares of not exceeding 30,000,000 newly-issued ordinary shares in accordance with the resolution of the Board of Directors Meeting

resolved to approve this issuance and allocation of newly-issued ordinary shares to offer for sale to specific investor (Private Placement) under the General Mandate basis at this time at the offering price of 5.58 Baht per share, equivalent to 167,400,000 Baht in aggregation. Such offering price shall be a price of not less than 90 percent of the volume weighted average price of the Company's shares on the Stock Exchange of Thailand (the "SET") for the past seven consecutive business days prior to the date on which the offering price is determined for ONEAM. Such offering price shall not be lower than the market price which means the weighted average price of the Company's shares trading on the SET of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date on which the shares shall be offered to the investor under the criteria of the Notification TorChor. 72/2558. The date for determination of such offering price is 19 October 2017 (the volume weighted average price between 9 October 2017 and 18 October 2017) and the volume weighted average price is equivalent to THB 6.20, having details as follows.

No.	Date	Volume (shares)	Value (THB)
1	9 October 2017	6,441,400.00	41,213,445.00
2	10 October 2017	8,003,500.00	49,179,745.00
3	11 October 2017	12,207,200.00	71,220,430.00
4	12 October 2017	11,008,200.00	67,473,515.00
5	16 October 2017	6,633,200.00	41,727,290.00
6	17 October 2017	6,861,800.00	43,355,655.00
7	18 October 2017	9,722,100.00	63,272,930.00
Weighted average 7 business day price (THB/share)			6.20
90% of weighted average 7 business day price (THB/share)			5.58

The offering price of the newly-issued ordinary shares to ONEAM at THB 5.58 per share when compared to the 90% of weighted average 7 business day price at THB 6.20 per share is not considered as the offer for sales of newly-issued shares at the price lower than the market price 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). Therefore, such newly-issued shares allocated to ONEAM are not subject to a prescribed period of the prohibition of sale on the shares receiving from the offer for sale of shares to specific investors (Silent Period).

ONEAM shall only exercise its subscription rights for the newly-issued ordinary shares issued and allocated by the Company to offer for sale to a specific investor (Private Placement). In addition, the date for exercising of the subscription right to purchase the newly issued ordinary shares, for offering and for payment of the subscription of the newly-issued ordinary shares of ONEAM under which the Company issues and allocates

to a specific investor (Private Placement) has been scheduled to be 25 October 2017. In this case, any fraction of shares shall be rounded down and the unissued registered shares shall be cancelled.

2. the Board of Directors Meeting approved to authorize the Managing Director to undertake any act in connection with the issuance, offer for sale, allocation and subscription of the newly-issued ordinary shares to ONEAM under which the Company issues and allocates to a specific investor (Private Placement), including (1) to fix and/or change the subscription price under the framework for fixing the offering price specified by the Board of Directors above; proportion of share offering; allocation of shares, whether in whole or in part; payment of shares; and other conditions and details relating to the offer for sale, allocation and subscription of newly-issued ordinary shares; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the offer for sale, subscription, and allocation of such newly-issued ordinary shares, as well as to undertake any act in connection with the offer for sale, subscription, and allocation of the newly-issued ordinary shares; (3) to undertake any action in connection with the exercise of subscription rights for the newly-issued shares by ONEAM on each occasion, and manage data transmission and disclosure of related information to the SET; and (4) to sign application forms for permission and documentation necessary for and relevant to the offer for sale, allocation, subscription, and delivery of the newly-issued ordinary shares, as well as to deal with and file the applications for permission, documentation, and evidence with the relevant government authorities or related agencies, to list the newly-issued ordinary shares on the Market for Alternative Investment (mai), and to be authorized to perform any other necessary and appropriate action in connection with the offer for sale, allocation, subscription, and delivery of newly-issued ordinary shares to ONEAM under which the Company issues and allocates to a specific investor (Private Placement).

The details of the allocation of newly-issued ordinary shares are set out in the Report on the issuance and allocation of newly-issued shares by means of a general mandate (F 53-4-1) (Enclosure 1), and the Information Memorandum on the Allocation of Newly-Issued Shares to Specific Investor (Enclosure 2).

Please be informed accordingly.

Sincerely yours,

East Coast Furnitech Public Company Limited

-Signature-

(Mr. Arak Suksawad)

Managing Director

(F 53-4-1)

**Report on the issuance and allocation of newly-issued shares
under the General Mandate basis
East Coast Furnitech Public Company Limited
20 October 2017**

We, East Coast Furnitech Public Company Limited (the “**Company**”), hereby report the resolution passed by Board of Directors Meeting No. 12/2017 convened on 19 October 2017 from 09.30 hrs. to 10.30 hrs., in connection with the allocation of newly-issued shares under the General Mandate basis. The details of the allocation are as follows;

1. Number of shares allocated under the General Mandate basis prior to this allocation

- Board of Directors Meeting No. 11/2017 convened on 3 October 2017 passed a resolution to approve the issuance and allocation of newly-issued shares by means of general mandate No. 1, resulting in the newly-issued shares under the General Mandate remaining for the allocation.

The details on the resolution are summarized as follows:

Allocate to	Type of Securities	Number of Shares	Remark
Existing shareholders (Rights Offering)	Ordinary Shares	not exceeding 233,925,535	Not exceeding 30 percent of the paid-up capital of the Company
	Preference Share	-	-
Specific investors (Private Placement)	Ordinary Shares	not exceeding 37,975,178	Not exceeding 10 percent of the paid-up capital of the Company
	Preference Share	-	-

2. Issuance and allocation of newly-issued shares under the General Mandate basis (No. 2)

2.1 Details of the allocation

Allocate to	Type of Securities	Number of Shares	Ratio (old:new)	Offering Price (THB/share)	Subscription and Payment Period	Remark
Specific investors (Private Placement)	Ordinary Shares	Not exceeding 30,000,000	-	Please refer to Remark 2	Please refer to Remark 2	Please refer to Remarks 3 and 4

Allocate to	Type of Securities	Number of Shares	Ratio (old:new)	Offering Price (THB/share)	Subscription and Payment Period	Remark
(Please refer to Remark 1)	Preference Share	-	-	-	-	-

- Remarks:
- On 19 October 2017, the Board of Directors resolved to approve the issuance and allocation of not exceeding 30,000,000 newly-issued ordinary shares of the Company at the par value of Baht 0.25 (having considered that newly-issued ordinary shares allocated under the General Mandate basis to specific investors on all occasions do not exceed 10 percent in aggregation of the paid-up capital of the Company as at the date on which the Board of Directors resolved to approve the capital increase under the General Mandate basis) to One Asset Management Limited (“**ONEAM**”) which is a specific investor. ONEAM is an institutional investor incorporated in Thailand. The Board of Directors of the Company has reviewed the disclosed financial statements of ONEAM, and formed the view that ONEAM is in a stable financial status and has sufficient funds in subscribing the newly-issued shares to be offered for sale under the Private Placement basis. This capital increase will bring about the strengthened capital structure, an increase in the Company’s financial liquidity to improve potential in generating revenue, and improving a financial position in the future, as well as to be used as working capital for accommodating its business operation of the Company and for expanding its core business and/or the business relevant to the core business and/or the investment in any businesses in the energy industry. In addition, such capital increase shall support the Company without incurring additional debt obligations as a result of borrowing, and to reduce its finance costs. ONEAM does not participate in the management of the Company, is not a connected person of the Company and does not operate a business of a similar or competitive nature to the Company.
 - ONEAM shall exercise its subscription rights for the newly-issued ordinary shares in the number of not exceeding 30,000,000 shares, for which the Board of Directors’ Meeting of the Company resolved to issue and allocate for an offer for sale to a specific investor (Private Placement), at this time, at the offering price of 5.58 Baht per share, equivalent to 167,400,000 Baht in aggregation.

Such offering price shall be a price of not less than 90 percent of the volume weighted average price of the Company's shares on the Stock Exchange of Thailand (the "SET") for the past seven consecutive business days prior to 19 October 2017 which is the date on which the offering price is determined for ONEAM. Such offering price shall not be lower than the market price which means the weighted average price of the Company's shares trading on the stock exchange of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such offering price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the offering price shall not be earlier than three business days prior to the first subscription date on which the shares shall be offered to the investor under the criteria of the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors (Codified Version). The date for determination of such offering price is 19 October 2017 (the volume weighted average price between 9 October 2017 and 18 October 2017) and the volume weighted average price is equivalent to THB 6.20, having details as follows;

No.	Date	Volume (shares)	Value (THB)
1	9 October 2017	6,441,400.00	41,213,445.00
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90% of weighted average 7 business day price (THB/share)			5.58

The offering price of the newly-issued ordinary shares to ONEAM at THB 5.58 per share when compared to the 90% of weighted average 7 business day price at THB 6.20 per share is not considered as the offer for sales of newly-issued shares at the price lower than the market price 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). Therefore, such newly-issued shares allocated to ONEAM are not subject to a prescribed period of the prohibition

of sale on the shares receiving from the offer for sale of shares to specific investors (Silent Period).

3. The Board of Directors Meeting approved to authorize the Managing Director to undertake any act in connection with the issuance, offering for sale, allocation and subscription of the newly-issued ordinary shares to ONEAM under which the Company issues and allocates to a specific investor (Private Placement), including (1) to fix and/or change the subscription price under the framework for fixing the offering price specified by the Board of Directors above; proportion of share offering; allocation of shares, whether in whole or in part; payment of shares; and other conditions and details relating to the offer for sale, allocation and subscription of newly-issued ordinary shares; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the offer for sale, allocation, and subscription of such newly-issued ordinary shares, as well as to undertake any act in connection with the offer for sale, subscription, and allocation of the newly-issued ordinary shares; (3) to undertake any action in connection with the exercise of subscription rights for the newly-issued shares by ONEAM on each occasion, and manage data transmission and disclosure of related information to the SET; and (4) to sign application forms for permission and documentation necessary for and relevant to the offer for sale, allocation, subscription, and delivery of the newly-issued ordinary shares, as well as to deal with and file the applications for permission, documentation, and evidence with the relevant government authorities or related agencies, to list the newly-issued ordinary shares on the Market for Alternative Investment (mai), and to be authorized to perform any other necessary and appropriate action in connection with the offer for sale, allocation, subscription, and delivery of newly-issued ordinary shares in order to complete the process of issuing and allocating the newly-issued ordinary shares to ONEAM under which the Company issues and allocates to a specific investor (Private Placement).
4. The date for exercising of the subscription right to purchase the newly issued ordinary shares, for offering and for payment of the subscription of the newly-issued ordinary shares of ONEAM under which the Company issues and allocates to a specific investor (Private Placement) has been scheduled to be 25 October 2017.

2.2 Company procedure where there is a fraction of a share

Any fraction of shares shall be rounded down and the unissued registered shares shall be cancelled.

3. Number of shares under the General Mandate basis remaining for the next allocation

Allocate to	Type of Securities	Number of Shares	Percentage of Paid-up Capital	Remark
Existing shareholders	Ordinary Shares	not exceeding 233,925,535	-	Please refer to Remarks 1 and 2
	Preference Share	-	-	-
Specific investors	Ordinary Shares	not exceeding 7,975,178	-	Please refer to Remark 1 and 2
	Preference Share	-	-	-

- Remarks:
- In any case, the total newly-issued ordinary shares offered for sale to the existing shareholders (Rights Offering) and specific investors (private placement) under the General Mandate basis shall not exceed 233,925,535 shares or 30 percent of its paid-up registered capital on the date the Board of Directors approves the capital increase by a general mandate.
 - The expiration of the allocation of the newly-issued ordinary shares under the General Mandate basis, that is, within the date on which the Company shall organize the 2018 Annual General Meeting of the Shareholders of the Company, or on the date as required by law for the Company to organize the 2018 Annual General Meeting of the Shareholders of the Company, whichever is earlier.

4. Determination of rights to purchase newly-issued shares

- The date to close the share register to determine the rights to purchase newly-issued ordinary shares is scheduled to take place on
- The date to determine the names of the shareholders who are entitled to purchase newly-issued ordinary shares offered for sale to the existing shareholders is scheduled to take place on and the date to close the share register to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act is scheduled to take place on (the first business day following the Record Date).

5. Progress on the application to the relevant government agency for approval of the capital increase/the allocation of the newly-issued shares and conditions thereto (if any)

None.

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

The Company will use the total proceeds from the capital increase as its working capital to increase the Company's liquidity, and/or to be used as fund for and/or for expanding its core business and/or the business relevant to the core business and/or the investment in any businesses in the energy industry.

Currently, the Company is required to use the fund according to the Company's business plan, divided into three parts, as follows:

- (1) fund for expansion of production capacity in the business of the furniture manufacturing and distribution, which is the core business of the Company, by investing in semi-automatic machine for manufacturing process, and expanding customer base, and/or expanding the business relevant to the core business, which requires the capital investment from October 2017 to December 2018, in the amount of approximately THB 250 million;
- (2) fund for a solar power plant project in Myanmar where the investment has been made through 20% shareholding in Green Earth Power (Thailand) Company Limited, which requires the capital investment during 2018, in the amount of approximately THB 166 million;
- (3) fund for biomass power plant projects via a joint venture (Safe Energy Holdings Company Limited ("SAFE")), in which the subsidiary of the Company (ECF Power Co., Ltd.) holds shares in the amount proportionate to 33.37 percent, which requires the capital investment from October 2017 to December 2017, in the amount of approximately THB 15 million.

The fund required for these projects from October 2017 to April 2018 can be summarized as follows:

Unit : THB million

	Oct. 17	Nov. 17	Dec. 17	Jan. 18	Feb. 18	Mar. 18	Apr. 18
1. Expansion of the core business and the relevant business	50	0	-	50	50	50	50
2. Solar power plant in Myanmar Project	-	-	-	-	-	-	166
3. Biomass power plant project via SAFE	-	15	-	-	-	-	-

Remark: Currently, SAFE is studying the feasibility to invest in several biomass power plant projects. However, there is still no conclusion on this.

The Company will receive the proceeds totaling Baht 167.40 million from this capital increase with the purpose for the expansion of the core business and the relevant business on October 2017 Baht at the amount of 50 million including to be reserved fund for this November 2017 to April 2018.

The Company will use the proceeds from such capital increase to be in accordance with the plan to use the proceeds. Nevertheless, in the case that the Company receives insufficient proceeds from the capital increase in accordance with the plan to use the proceeds in a given month, the Company shall procure loans as an alternative source of finance. The Company expects to be able to secure loans for each month according to the necessity to use such source of finance. Besides, the Company has a source of the long-term reserved fund from the fundraising by issuing and offering the warrants to purchase ordinary shares of the Company No. 2 (ECF-W2) and No.3 (ECF-W3) to the existing shareholders of the Company in proportion to their respective shareholding in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2017 convened on 2 October 2017. This will be the source of fund which accommodates the use of the funding in accordance to the Company's business plan and also can be used to repay the loans.

7. Benefits which the Company will receive from the capital increase/the allocation of the newly-issued shares

The issuance and allocation of newly-issued ordinary shares to ONEAM under the General Mandate, will assist the Company to be able to raise funds within a short period, which will help increase the financial liquidity and working capital for operation and strengthen capital structure to accommodate the expansion of the core business and/or the business relevant to the core business and/or the investment in any businesses in the energy industry. This results in benefits in the growth of the Company in the long term. In addition, the Company will be able to mitigate risks from fluctuations in the financial market with a view to lessening its debt obligations as a result of borrowing and its finance costs.

8. Benefits which the shareholders will receive from the capital increase/the allocation of the newly-issued shares

8.1 Dividend payment policy

The Company has a policy to distribute dividends of not less than 40 percent of the net profits after the deduction of corporate income taxes and legal reserves as stated in the Articles of Association of the Company. However, such dividend payment may be subject to amendment, depending on overall operation and financial status of the Company, business plan, including factors related to management, necessity, and other suitability in the future.

8.2 Entitlement of subscribers to receive dividends from the business operation

The subscribers of the newly-issued ordinary shares issued and allocated to the specific investors (ONEAM) shall be entitled to receive dividends from the Company's business operation from the date on which their names appear in the share register book of the Company, which have been registered with the Ministry of Commerce.

9. Other details necessary for the shareholders to consider in support of their decision to approve the capital increase/the allocation of the newly-issued shares

None

10. **Schedule of the period for the offering for sale and the allocation of newly-issued ordinary shares by means of a general mandate**

No.	Procedures	Date/Month/Year
1	Board of Directors' Meeting No. 12/2017 in order to approve the allocation of newly-issued ordinary shares to the specific investor and existing shareholders under the General Mandate	19 October 2017
2	The subscription for the newly-issued shares of the specific investors	25 October 2017
3	The subscription payment of the specific investors	25 October 2017
4	The date of the registration for the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of subscription and payment of newly-issued ordinary shares on each occasion

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

Please be informed accordingly.

Sincerely yours,

Signed -Signature- Authorized Director
(Mr.Chalee Suksawad)

Signed -Signature- Authorized Director
(Mr.Arak Suksawad)

Information Memorandum on the Allocation of Newly-issued Shares to Specific Investor

East Coast Furnitech Public Company Limited

20 October 2017

The Board of Directors Meeting No. 12/2017 of East Coast Furnitech Public Company Limited (the “**Company**”), convened on 19 October 2017, resolved to approve the following important resolutions:

The Extraordinary General Meeting of Shareholders No. 2/2017 of the Company, convened on 2 October 2017, resolved to approve the allocation of newly-issued ordinary shares under the General Mandate basis by allocating a number of not exceeding 233,925,535 newly-issued ordinary shares at the par value of THB 0.25 per share, representing 30 percent of its paid-up registered capital to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) and a number of not exceeding 77,975,178 shares at the par value of THB 0.25 per share, representing 10 percent of its paid-up registered capital to a specific investor (Private Placement). The shareholders meeting resolved to authorize the Board of Directors to consider and decide whether the newly-issued ordinary shares shall be offered for sale, in whole or in part, at one time or on several occasions, to determine the offering price, and specify other conditions and details relating to the allocation of newly-issued ordinary shares under the General Mandate basis. Notwithstanding the foregoing, in any case, the total newly-issued ordinary shares offered for sale to the existing shareholders (Rights Offering) and specific investor (Private Placement) under the General Mandate basis shall not exceed 233,925,535 shares or 30 percent in aggregation of its paid-up registered capital on the date the Board of Directors resolved to approve the capital increase under the General Mandate basis.

The Board of Directors Meeting No. 12/2017, convened on 19 October 2017, resolved to approve the issuance and allocation of newly-issued shares under the General Mandate basis No. 2 for offering for sale to specific investor (Private Placement) as follows:

1. Description of the offering for sale of shares

The Company will issue and allocate a number of not exceeding 30,000,000 newly-issued ordinary shares (having considered that newly-issued ordinary shares allocated under the General Mandate basis to specific investors on all occasions do not exceed 10 percent in aggregation of its paid-up registered capital as at the date on which the Board of Directors resolved to approve the capital increase under the General Mandate basis) at the par value of THB 0.25 per share to offer for sale to a specific investor (Private Placement), i.e., One Asset Management Limited (“**ONEAM**”), which is a specific investor and an institutional investor under the Notification of the Securities and Exchange Commission No. KorChor. 17/2551, Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (Codified Version) (the “**Notification KorChor. 17/2551**”). In addition, ONEAM does not participate in the management of the Company, is not a connected

person of the Company and does not operate a business of a similar or competitive nature to the Company, the offer for sale shall be in compliance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors (Codified Version) (the “**Notification TorChor. 72/2558**”). ONEAM shall exercise its subscription rights for the newly-issued ordinary shares in the number of not exceeding 30,000,000 shares, for which the Board of Directors Meeting of the Company resolved to issue and allocate for an offer for sale to a specific investor (Private Placement), at this time, at the offering price of 5.58 Baht per share, equivalent to 167,400,000 Baht in aggregation. Such offering price shall be a price of not less than 90 percent of the volume weighted average price of the Company’s shares on the Stock Exchange of Thailand (the “**SET**”) for the past seven consecutive business days prior to the date on which the offering price is determined for ONEAM. Such offering price shall not be lower than the market price, which means the volume weighted average price of the Company’s shares on the SET of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date on which the shares shall be offered to the investor under the criteria of the Notification TorChor. 72/2558. The date for determination of such offering price is 19 October 2017 (the volume weighted average price between 9 October 2017 and 18 October 2017) and the volume weighted average price is equivalent to THB 6.20, having details as follows.

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90% of weighted average 7 business day price (THB/share)			5.58

The offering price of the newly-issued ordinary shares to ONEAM at THB 5.58 per share when compared to the 90% of weighted average 7 business day price at THB 6.20 per share is not considered as the offer for sales of newly-issued shares at the price lower than the market price 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). Therefore, such newly-issued shares allocated to ONEAM are not subject to a prescribed period of the prohibition of sale on the shares receiving from the offer for sale of shares to specific investors (Silent Period).

ONEAM shall only exercise its subscription rights for the newly-issued ordinary shares issued and allocated by the Company to offer for sale to a specific investor (Private Placement). In addition, the date for exercising of the subscription right to purchase the newly issued ordinary shares, for offering and for payment of the subscription of the newly-issued ordinary shares of ONEAM under which the Company issues and allocates to a specific investor (Private Placement) has been scheduled to be 25 October 2017. In this case, any fraction of shares shall be rounded down and the unissued registered shares shall be cancelled.

In the issuance, offering for sale, allocation, and subscription of the newly-issued shares, the Board of Directors authorizes Managing Director to undertake any act in connection with the issuance, offering for sale, allocation, and subscription of the newly-issued ordinary shares to ONEAM under which the Company issues and allocates to a specific investor (Private Placement), including (1) to fix and/or change the subscription price under the framework for fixing the offering price specified by the Board of Directors above; proportion of share offering; allocation of shares, whether in whole or in part; payment of shares; and other conditions and details relating to the offer for sale, allocation, and subscription of newly-issued ordinary shares; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the offer for sale, allocation, and subscription of such newly-issued ordinary shares, as well as to undertake any act in connection with the offer for sale, allocation, and subscription of such newly-issued ordinary shares; (3) to undertake any action in connection with the exercise of subscription rights for the newly-issued ordinary shares by ONEAM on each occasion, and manage data transmission and disclosure of related information to the SET; and (4) to sign application forms for permission and documentation necessary for and relevant to the offer for sale, allocation, subscription, and delivery of the newly-issued ordinary shares, as well as to deal with and file the applications for permission, documentation, and evidence with the relevant government authorities or related agencies, and to list the newly-issued ordinary shares on the Market for Alternative Investment (mai), and to be authorized to perform any other necessary and appropriate action in connection with the offer for sale, allocation, subscription, and delivery of newly-issued ordinary shares in order to complete the process of issuing and allocating the newly-issued ordinary shares to ONEAM under which the Company issues and allocates to a specific investor (Private Placement).

2. Objectives, reason, and necessity for the issuance and allocation of the newly-issued ordinary shares to the specific investor (Private Placement) including the plan to use the proceeds

The Company will use the total proceeds from the capital increase as its working capital to increase the Company's liquidity, and/or to be used as fund for and/or for expanding its core business and/or the business relevant to the core business and/or the investment in any businesses in the energy industry.

Currently, the Company is required to use the fund according to the Company's business plan, divided into three parts, as follows:

- (1) fund for expansion of production capacity in the business of the furniture manufacturing and distribution, which is the core business of the Company, by investing in semi-automatic machine for manufacturing process, and expanding customer base, and/or expanding the business relevant to the core business, which requires the capital investment from October 2017 to December 2018, in the amount of approximately THB 250 million;
- (2) fund for a solar power plant project in Myanmar where the investment has been made through 20% shareholding in Green Earth Power (Thailand) Company Limited, which requires the capital investment during 2018, in the amount of approximately THB 166 million;
- (3) fund for biomass power plant projects via a joint venture (Safe Energy Holdings Company Limited ("**SAFE**")), in which the subsidiary of the Company (ECF Power Co., Ltd.) holds shares in the amount proportionate to 33.37 percent, which requires the capital investment from October 2017 to December 2017, in the amount of approximately THB 15 million.

The fund required for these projects from October 2017 to April 2018 can be summarized as follows:

Unit : THB million

	Oct. 17	Nov. 17	Dec. 17	Jan. 18	Feb. 18	Mar. 18	Apr. 18
1. Expansion of the core business and the relevant business	50	0	-	50	50	50	50
2. Solar power plant in Myanmar Project	-	-	-	-	-	-	166
3. Biomass power plant project via SAFE	-	15	-	-	-	-	-

Remark: Currently, SAFE is studying the feasibility to invest in several biomass power plant projects. However, there is still no conclusion on this.

The Company will receive the proceeds totaling Baht 167.40 million from this capital increase with the purpose for the expansion of the core business and the relevant business on October 2017 Baht at the amount of 50 million including to be reserved fund for this November 2017 to April 2018.

The Company will use the proceeds from such capital increase to be in accordance with the plan to use the proceeds. Nevertheless, in the case that the Company receives insufficient proceeds from the capital increase in accordance with the plan to use the proceeds in a given month, the Company shall procure loans as an alternative source of finance. The Company expects to be able to secure loans for each month according to the necessity to use such source of finance. Besides, the Company has a source of the long-term reserved fund from the fundraising by issuing and offering the warrants to purchase ordinary shares of the Company No. 2 (ECF-W2) and No.3 (ECF-W3) to the existing shareholders of the Company in proportion to their respective shareholding in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2017 convened on 2 October 2017. This will be the source of fund which accommodates the use of the funding in accordance to the Company's business plan and also can be used to repay the loans.

3. Criteria, selection method, and information of the specific investor

The specific investor must be qualified in accordance with any of the following criteria and must not be a connection person of the Company under the Notification of Capital Market Supervisory Board TorChor 21/2551, Re: Rules on Connected Transactions (Codified Version) and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2546 (2003):

- (1) Being an institutional investor under the Notification KorChor. 17/2551,
- (2) Being a natural person or juristic person investor with a stable financial position and investment capability, as well as knowledge, experience or potential which are beneficial to or will enhance the operation of the Company.

Accordingly, the Company will allocate a number of not exceeding 30,000,000 newly-issued ordinary shares at the par value of THB 0.25 per share to ONEAM is an institutional investor under the Notification KorChor. 17/2551, and is an institutional investor incorporated in Thailand operating businesses i.e. securities underwriting: investment units, mutual fund management, private fund management, private fund management including securities brokerage: investment units, securities dealing: investment units and investment advisory services. The Board of Directors of the Company has reviewed the disclosed financial statements of ONEAM, and formed the view that ONEAM is in a stable financial status and has sufficient funds in subscribing the newly-issued shares to be offered for sale under the Private Placement basis.

This capital increase will bring about the strengthened capital structure, an increase in the Company's financial liquidity to improve potential in generating revenue, and improving a financial

position in the future, as well as to be used as working capital for accommodating its business operation of the Company and for expanding its core business and/or the business relevant to the core business and/or the investment in any businesses in the energy industry. In addition, such capital increase shall support the Company without incurring additional debt obligations as a result of borrowing, and to reduce its finance costs. ONEAM does not participate in the management of the Company, is not a connected person of the Company and does not operate a business of a similar or competitive nature to the Company.

4. Criteria and rationale for price setting

In the offering for sale of newly-issued ordinary shares to ONEAM, ONEAM shall exercise its subscription rights for the not exceeding 30,000,000 newly-issued ordinary shares issued and allocated by the Board of Directors Meeting to offer for sale to a specific investor (Private Placement) under the General Mandate basis at this time, at the offering price of 5.58 Baht per share, equivalent to 167,400,000 Baht in aggregation. Such offering price at the price of not less than 90 percent of the volume weighted average price of the Company's shares on the SET for the past seven consecutive business days prior to the date on which the offering price is determined for ONEAM. Such offering price shall not be lower than the market price, which means the weighted average price of the Company's shares trading on the SET of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date on which the shares shall be offered to the investor under the criteria of the Notification TorChor. 72/2558.

The date for determination of such offering price is 19 October 2017 (the volume weighted average price between 9 October 2017 and 18 October 2017) and the volume weighted average price is equivalent to THB 6.20 as detailed in Clause 1: Description of the offering for sale of shares of this Information Memorandum.

5. Opinions of the Board of Directors on the reasonableness of the capital increase and the sufficiency of financial sources

The Board of Directors has considered the conditions of the offering for sale and allocation of newly-issued ordinary shares to the specific investor and is of the view that the issuance and allocation of such newly-issued ordinary shares shall be the offering for the sale to ONEAM, which is an institutional investor under the Notification KorChor. 17/2551, and is an institutional investor incorporated in Thailand. With regard to the subscription price on each occasion for the exercise of subscription rights for the newly-issued ordinary shares, for which the Board of Directors Meeting

has considered the issuance and allocation to a specific investor (Private Placement) under the General Mandate basis, ONEAM shall exercise its subscription rights for the newly-issued ordinary shares at the price of not less than 90 percent of the volume weighted average price of the Company's shares on the SET for the past seven consecutive business days prior to 19 October 2017 on which the offering price is determined for ONEAM. Such offering price shall not be lower than the market price under the criteria of the Notification TorChor. 72/2558 and in line with the resolution of the Extraordinary General Meeting of Shareholders No. 2/2017, convened on 2 October 2017, approving the allocation of newly-issued shares under the General Mandate basis.

In addition, the Company currently has plan to expand the furniture manufacturing and distribution businesses, which is the core business of the Company and/or to expand the businesses in connection with the core business and/or to expand the custom base, including investing in energy businesses via ECF Power Company Limited, in which its 99.99% shares are held by the Company; namely, a solar power plant project in Myanmar where the investment has been made through 20% shareholding in Green Earth Power (Thailand) Company Limited, and investing in other biomass power plant projects in the future. This is currently in the process of conducting the feasibility studies of the several projects. Therefore, the Company will use the proceeds from this capital increase as source of fund for expanding the main business and/or the businesses in connection and/or investment in other energy businesses, including to be used as working capital to increase the Company's financial liquidity, in accordance with the business plan stated above.

After due consideration of the reasons, necessity, and benefits the Company will receive from the issuance and allocation of newly-issued ordinary shares to offer for sale to the specific investor above, the Board of Directors then resolved to approve the issuance and allocation of newly-issued ordinary shares to offer for sale to the specific investor, i.e., ONEAM, and is of the view that the allocation of ordinary shares to the specific investor, conditions, and offering price are reasonable and in the best interests of the shareholders.

6. Opinions of the Board of Directors on the plan to use the proceeds from the capital increase and the feasibility of the plan to use the proceeds

The Board of Directors is of the view that the Company will be able to use the total proceeds from the capital increase as its working capital to accommodate its current operation, and to be used as fund for the core business expansion, for example, the investment in the semi-automatic machine to add up in production process and/or businesses in connection with the Company's core business and/or the investment in energy businesses, such as, solar power plant projects in Myanmar and other biomass power plant projects in the future (as detailed in Clause 2: Objectives, reason, and necessity for the issuance and allocation of the newly-issued ordinary shares to the specific investor (Private Placement) including the plan to use the proceeds of this Information Memorandum). The

stated business plan, both the core business expansion and the investment in the energy businesses, for example, solar power plant projects in Myanmar and some other biomass power plant projects are projects that the Company has already been operating and invested at the moment. The Company also has an operation plan, and a clearer funding plan.

In the case that the Company receives the capital increase fund not enough in accordance with its funding source plan in any month, the Company would seek the source of fund from obtaining the loans to be used as a substitution. The Company believes that the Company will be able to find to borrowing funding source enough to serve the need for each moth. Furthermore, the Company also has a source of the long-term reserved fund from the fundraising by issuing and offering the warrants to purchase ordinary shares of the Company No. 2 (ECF-W2) and No.3 (ECF-W3) to the existing shareholders of the Company in proportion to their respective shareholding in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2017 convened on 2 October 2017. This will be the source of fund which accommodates the use of the funding in accordance to the Company's business plan and also can be used to repay the loans.

7. Opinions of the Board of Directors on the impact on its business operation, financial position, and operational results

After due consideration, the Board of Directors is of the view that the issuance and allocation of newly-issued ordinary shares to the specific investor the Company will be able to raise funds within a short period of time and to have sufficient working capital for increasing the financial liquidity and for the business operation, including strengthening the Company's capital base accommodated for the expansion of its core business and/or the business relevant to its core business and investments in the energy industry which shall benefit to the Company's growth in the long term.

8. Confirmation of the Board of Directors in making decisions and checking the information and investment potential of the investor

The Board of Directors hereby confirms that the Board of Directors has exercised prudence in making decision on and checking the information of ONEAM and is of the view that ONEAM is a reliable potential investor.

9. Dilution Effect

In the case that ONEAM exercises its subscription rights for 30,000,000 newly-issued ordinary shares, the dilution effects from the issuance and allocation of newly-issued ordinary shares to the specific investor on this occasion are:

9.1 Control Dilution

$$\begin{aligned}
&= \text{Number of newly-issued ordinary shares offered to the specific investor}/(\text{number} \\
&\quad \text{of newly-issued ordinary shares offered to the specific investor} + \text{number of} \\
&\quad \text{paid-up shares}) \\
&= 30,000,000 / (30,000,000 + 779,751,786) \\
&= 3.70 \%
\end{aligned}$$

9.2 Earnings per Share Dilution or EPS Dilution

$$\begin{aligned}
&= (\text{EPS before sale offering} - \text{EPS after sale offering}) / \text{EPS before sale offering} \\
\text{"EPS before sale offering"} &= \text{net profit of the Company of the latest 4 quarters/ the} \\
&\quad \text{quantity of the paid shares} \\
&= 57.01 \text{ million Baht} / 779.75 \text{ million shares} \\
&= 0.073 \text{ Baht per share} \\
\text{"EPS after sale offering"} &= \text{net profit of the Company of the latest 4 quarters/ (the} \\
&\quad \text{quantity of the paid shares} + \text{the quantity of the ordinary} \\
&\quad \text{increase capital share for the Private Placement)} \\
&= 57.01 \text{ million Baht} / (779.75 \text{ million shares} + 30.00 \\
&\quad \text{million shares)} \\
&= 0.070 \text{ Baht per share}
\end{aligned}$$

Therefore, the EPS Dilution is equal to

$$\begin{aligned}
&= (0.073 - 0.070)/0.073 \\
&= 3.70\%
\end{aligned}$$

9.3 Price Dilution

$$\begin{aligned}
&= (\text{market price before sale offering} - \text{market price after sale offering}) / \text{market} \\
&\quad \text{price before sale offering} \\
\text{"market price after sale offering"} &= (\text{market price} \times \text{quantity of the paid shares}) + (\text{sale} \\
&\quad \text{offering price of the newly issued ordinary} \\
&\quad \text{shares for the Private Placement} \times \text{quantity of} \\
&\quad \text{the newly-issued ordinary shares for the Private} \\
&\quad \text{Placement}) / (\text{quantity of the paid shares} + \\
&\quad \text{quantity of the newly-issued ordinary shares for} \\
&\quad \text{the Private Placement}) \\
&= \frac{(6.20 \times 779,751,786) + (5.58 \times 30,000,000)}{(779,751,768 + 30,000,000)} \\
&= 6.18 \text{ Baht}
\end{aligned}$$

Therefore, the Price Dilution is equal to

$$\begin{aligned}
&= (6.20 - 6.18)/6.20 \\
&= 0.37\%
\end{aligned}$$

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

Signed-Signature-.....
(Mr.Chalee Suksawad)
Authorized Director

Signed-Signature-.....
(Mr.Arak Suksawad)
Authorized Director