

**-Translation-**

**No. ECF2 059/2560**

August 17, 2017

Subject: Notification of the resolutions of the Board of Directors Meeting No. 10/2017 (Capital Reduction, the Issuance of Warrant No. 2 and No. 3, Capital Increase, the Allocation of Newly Issued Shares, and the Date of Extraordinary General Shareholder's Meeting No. 2/2017)

To: President  
The Stock Exchange of Thailand

- Enclosure: 1. Summary of Features of Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of East Coast Furnitech Public Company Limited No. 2 (ECF-W2) to be Allocated to the Company's Existing Shareholders according to the Proportion of their Shareholding (Rights Offering)
2. Summary of Features of Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of East Coast Furnitech Public Company Limited No. 3 (ECF-W3) to be Allocated to the Company's Existing Shareholders according to the Proportion of their Shareholding (Rights Offering)
3. Capital Increase Form (F53-4)

The Meeting of the Board of Directors of East Coast Furnitech Public Company Limited (the "Company") No. 10/2017 held on August 17, 2017 at 11.30 a.m. at Ramkhamhaeng 3 Room, 2<sup>nd</sup> Floor, SC Park Hotel, Pradit Manu Tham Road, Bangkok (the "Meeting") has resolved the significant resolutions as follows:

1. The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2017 to consider approving the reduction of the registered capital of the Company by Baht 64,411,770 from the existing registered capital of Baht 259,349,716.50 to the registered capital of Baht 194,937,946.50 by deducting 257,647,080 unissued shares with a par value of Baht 0.25 per share.

These deducted shares are the ordinary shares remained from the allocation for accommodating the issuance of the Warrants to purchase ordinary shares of the Company No. 1 to the existing shareholders ("ECF-W1") pursuant to the resolution of the Extraordinary General Meeting of the Shareholders No. 1/2014 held on 18 July 2017 and the allocation for offering to the existing shareholders (Right Offering) and to the specific persons under the Private Placement basis pursuant to the General Mandate, and for accommodating the adjustment of the right under

ECF-W1 pursuant to the resolution of the year 2017 Annual General Shareholder Meeting held on April 28, 2017.

- The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2017 to consider approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company as follows:

"Clause 4.	Registered Capital	:	194,937,946.50	Baht	(One hundred ninety-four million nine hundred thirty-seven thousand nine hundred forty-six and fifty Satang)
	Divided into	:	779,751,786	shares	(Seven hundred seventy-nine million seven hundred fifty-one thousand seven hundred eighty-six shares)
	Par value	:	0.25	Baht	(Twenty five Satang)
	Categorized into				
	Ordinary shares	:	779,751,786	shares	(Seven hundred seventy-nine million seven hundred fifty-one thousand seven hundred eighty-six shares)
	Preferred shares	:	-None-	shares	(None)"

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar.

- The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2017 to consider approving the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 2 ("ECF-W2") at the number of 194,937,946 units to the existing shareholders of the Company (as per the **Enclosure No. 1**) the ECF-W2 shall have summary details as follows:

Name	Warrants to purchase ordinary shares of East Coast Furnitech Public Company Limited No. 2 ("Warrant" or "ECF-W2")
Type	Specified the name of the holder and transferable
Number of Warrants	194,937,946 units
Offering Price	0.00 Baht
Exercise Ratio	1 unit of the Warrant shall be entitled to purchase 1 ordinary share

Exercise Price	3 Baht per share
Date of issuance	20 October 2017 or the date to be determined by the Board of Directors
Term of Warrants	1 year and 4 months
Allocation Method	Offered to existing shareholders of the Company, at the ratio of 4 ordinary shares for 1 unit of Warrant (In the event there are fractions from the calculation, the fractions will be disregarded.)
Exercise of the Warrants	<p>Warrant holders can exercise their rights to purchase the company's ordinary shares on 25 November 2017 as the first exercise date from the date of issuance. The Warrant holders can exercise their rights under the Warrants for the other five times until the maturity date of the Warrants. The exercise date will be on 25 February 2018 / 25 May 2018 / 25 August 2018 / 25 November 2018 and the last exercise date will be the maturity date of the Warrants i.e. 20 February 2019.</p> <p>In the event that the case where 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.</p>
Secondary Market	: The Company shall list the Warrants on the Market for Alternative Investment (mai).
Others	: The Company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered: <ul style="list-style-type: none"> <li>(1) to determine and amend any other necessary and appropriate conditions and details in connection with the issuance and offering of the Warrants, such as details of the offering etc.;</li> <li>2) to execute application forms, necessary supporting evidence documents relevant to the issuance of the Warrants, including to contact and to file such application forms, supporting evidence documents to the government agencies or the competent authorities concerning the Warrants issuance and the listing of the Warrants on the Market for Alternative Investment (mai); and</li> </ul>

- (3) to take any other actions which are deemed necessary and appropriate for the issuance and offering of the Warrants.

In addition, the Meeting has resolved to approve the record date for determining the right of shareholders who will be entitled to receive the Warrants to purchase the Company's newly issued ordinary shares No. 2 (ECF-W2) on Tuesday, October 10, 2017 and the gathering of the names of shareholders as stipulated in Section 225 of the Securities and Exchange Act B.E. 2535 (as amended), by closing the shareholder's registered book on Wednesday, October 11, 2017. In addition, the Meeting has resolved to approve the allocation date of the Warrants to purchase the Company's newly issued ordinary shares No. 2 (ECF-W2) on Friday, October 20, 2017. However, the allocation of the Warrants to purchase the Company's newly issued ordinary shares is uncertain due to the fact that it is subject to the approval from the Extraordinary General Meeting of Shareholders No. 2/2017.

4. The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2017 to consider approving the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 3 ("ECF-W3") at the number of 129,958,631 units to the existing shareholders of the Company (as per the **Enclosure No. 2**) the ECF-W2 shall have summary details as follows:

Name	Warrants to purchase ordinary shares of East Coast Furnitech Public Company Limited No. 3 ("Warrant" or "ECF-W3")
Type	Specified the name of the holder and transferable
Number of Warrants	129,958,631 units
Offering Price	0.00 Baht
Exercise Ratio	1 unit of the Warrant shall be entitled to purchase 1 ordinary share
Exercise Price	5 Baht per share
Date of issuance	20 October 2017 or the date to be determined by the Board of Directors
Term of Warrants	3 years and 4 months
Allocation Method	Offered to existing shareholders of the Company, at the ratio of 6 ordinary shares for 1 unit of Warrant (In the event there are fractions from the calculation, the fractions will be disregarded.)
Exercise of the Warrants	Warrant holders can exercise their rights to purchase the company's ordinary shares on 25 May 2019 as the first exercise date after the date of issuance. The Warrant holders can exercise their rights under the Warrants for the other

seven times until the maturity date of the Warrants. The exercise date will be on 25 August 2019 / 25 November 2019 / 25 February 2020 / 25 May 2020 / 25 August 2020 / 25 November 2020 and the last exercise date will be the maturity date of the Warrants i.e. 20 February 2021.

In the event that the case where 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.

Secondary Market : The Company shall list the Warrants on the Market for Alternative Investment (mai).

Others : The Company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered:

- (1) to determine and amend any other necessary and appropriate conditions and details in connection with the issuance and offering of the Warrants, such as details of the offering etc.;
- 2) to execute application forms, necessary supporting evidence documents relevant to the issuance of the Warrants, including to contact and to file such application forms, supporting evidence documents to the government agencies or the competent authorities concerning the Warrants issuance and the listing of the Warrants on the Market for Alternative Investment (mai); and
- (3) to take any other actions which are deemed necessary and appropriate for the issuance and offering of the Warrants.

In addition, the Meeting has resolved to approve the record date for determining the right of shareholders who will be entitled to receive the Warrants to purchase the Company's newly issued ordinary shares No. 3 (ECF-W3) on Tuesday, October 10, 2017 and the gathering of the names of shareholders as stipulated in Section 225 of the Securities and Exchange Act B.E. 2535 (as amended), by closing the shareholder's registered book on Wednesday, October 11, 2017. In addition, the Meeting has resolved to approve the allocation date of the Warrants to purchase the Company's newly issued ordinary shares No. 3 (ECF-W3) on Friday, October 20, 2017. However, the allocation of the Warrants to purchase the Company's newly issued ordinary

shares is uncertain due to the fact that it is subject to the approval from the Extraordinary General Meeting of Shareholders No. 2/2017.

5. The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2017 to consider approving the increase of the registered capital of the Company from the existing registered capital of Baht 194,937,946.50 to the registered capital of Baht 354,137,269.00 by issuing 636,797,290 newly issued ordinary shares with a par value of Baht 0.25 for accommodating the capital increase under the General Mandate basis and for accommodating the exercise of the rights under the ECF-W2 and the ECF-W3. The details are as shown in the **Enclosure No. 3**.
6. The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2017 to consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company as follows:

"Clause 4.	Registered Capital	:	354,137,269.00 Baht	(Seventy Million, Three Hundred Eighty-Two Thousand, Ninety-Seven Baht and seventy-five Satang)
	Divided into	:	1,416,549,076 shares	(One Billion, Four Hundred Eighty-One Million, Five Hundred Twenty-Eight Thousand, Three Hundred Ninety-One shares)
	Par value	:	0.25 Baht	(Twenty five Satang)
	Categorized into			
	Ordinary shares	:	1,416,549,076 shares	(One Billion, Four Hundred Eighty-One Million, Five Hundred Twenty-Eight Thousand, Three Hundred Ninety-One shares)
	Preferred shares	:	-None-	shares (None)"

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar.

7. The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the allocations of newly issued ordinary shares as follows:

- (1) the allocation of 233,925,535 newly issued ordinary shares with a par value of Baht 0.25 per share, equivalent to 30 percent of the paid-up capital of the Company to the existing shareholders (Right Offering) and the allocation of 77,975,178 newly issued ordinary shares, equivalent to 10 percent of the paid-up capital of the Company to the specific person under the Private Placement basis under the General Mandate basis.

The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Right 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 approving the increase of the registered capital under the General Mandate basis.

The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions 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 Connected Transactions B.E. 2546 (2003):

- (a) being institutional investors in accordance with the definition prescribed in 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; or
- (b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company's operation.

The subscription price of the newly issued ordinary shares to be allocated to the specific persons under the Private Placement basis under the General Mandate basis shall not be lower than 90 percent of the Market Price and shall not be deemed as the offering price lower than 90 percent of the Market Price pursuant to 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 Persons.

**"Market Price"** 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 the subscription price. The weighted average price used 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.

In addition, the Meeting has resolved to approve the authorization to the board of directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

- (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;
  - (2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
  - (3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the SET and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.
- (2) the allocation of 194,937,946 newly issued ordinary shares with a par value of Baht 0.25 per share to accommodate the exercise of the right under ECF-W2, allocated free of charge to the Company's existing shareholders. The allocation method would be at the ratio of 4 ordinary shares to 1 warrant. The exercise price of the Warrant is Baht 3 per share; and
  - (3) the allocation of 129,958,631 newly issued ordinary shares with a par value of Baht 0.25 per share to accommodate the exercise of the right under ECF-W3, allocated free of charge to the Company's existing shareholders. The allocation method would be at the ratio of 6 ordinary shares to 1 warrant. The exercise price of the Warrant is Baht 5 per share.
8. The Meeting has resolved to approve the record date for determining the right of shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2017 on Friday, September 1,



2017 and the gathering of the names of shareholders as stipulated in Section 225 of the Securities and Exchange Act B.E. 2535 (as amended), by closing the shareholder's registered book on Monday, September 4, 2017. In addition, The Meeting has resolved to approve to hold the Extraordinary General Meeting of Shareholders No. 2/2017 on Monday, October 2, 2017 at 14.00 hrs., at Srinakarin 1 Room, 9<sup>th</sup> Floor, The Grand Fourwings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkok, Bangkok. The meeting agenda items are as follows:

Agenda 1 The matters to be informed by the Chairman of the meeting for acknowledgement.

Agenda 2 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 on May 31, 2017.

Agenda 3 To consider approving the reduction of the registered capital of the Company from the existing registered capital of Baht 259,349,716.50 to the registered capital of Baht 194,937,946.50 by deducting unissued shares with a par value of Baht 0.25 per share.

Agenda 4 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company.

Agenda 5 To consider approving the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 2 (ECF-W2) at the number of 194,937,946 units to the existing shareholders according to the proportion of their shareholding.

Agenda 6 To consider approving the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 3 (ECF-W3) at the number of 129,958,631 units to the existing shareholders according to the proportion of their shareholding.

Agenda 7 To consider approving the increase of the registered capital of the Company from the existing registered capital of Baht 194,937,946.50 to Baht 354,137,269.00 by issuing 636,797,290 newly issued ordinary shares with a par value of Baht 0.25 for accommodating the capital increase under the General Mandate basis and the exercise of rights under the Warrants to purchase the Company's newly issued ordinary shares No. 2 (ECF-W2) and No. 3 (ECF-W3).

Agenda 8 To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company.

Agenda 9 To consider approving the allocation of newly issued ordinary shares.

Agenda 10 Any other matters (if any)

Please be informed accordingly.

Yours sincerely,  
East Coast Furnitech Public Company Limited

-Signature-  
(Mr. Arak Suksawad)  
Managing Director

**Summary of Features of Warrant Representing the Right to Purchase Newly Issued  
Ordinary Shares of East Coast Furnitech Public Company Limited (ECF-W2)  
to be allocated to the Company's existing shareholders according to the proportion of their  
shareholding (Rights Offering)**

Issuer	:	East Coast Furnitech Public Company Limited ("the Company" or "ECF")
Type of Securities	:	Warrant to purchase ordinary shares of East Coast Furnitech Public Company Limited No. 2, offered to the existing shareholders ("Warrant" or "ECF-W2")
Type of Warrant	:	Specified the name of the holder and transferable
Number of Warrant in issuance and offering	:	194,937,946 units
Offering Price per unit	:	Baht 0 (Zero Baht)
Numbers of Ordinary Shares Allocated to Accommodate the Exercise of Warrants	:	194,937,946 shares, at the par value of Baht 0.25 per share, representing to 25% of total shares from paid-up capital at the amount of 779,751,786 shares (as of the date of Board of Directors meeting has resolved to approve the issuance and allocation of the Warrants ECF-W2 i.e. 17 August 2017).
Exercise Ratio	:	1 unit of warrant has the right to purchase 1 new ordinary share. The exercise ratio is subject to change in accordance with the conditions for right adjustment.
Exercise Price	:	Baht 3 per share. The exercise price is subject to change in accordance with the conditions for right adjustment.
Date of Issuance	:	20 October 2017 and/or the date that shall be determined by the Board of Directors
Maturity Period of Warrant	:	1 year 4 months from the date of issuance Warrant
Allocation Method	:	The Company will allocate the Warrants in the amount of 194,937,946 units to the existing shareholders whose names are recorded in the share register book on 10 October 2017 which is the date to record the names of shareholders who are entitled to be receive the Warrant (Record Date), and 11 October 2017 is scheduled as the date to close the share register book for gathering the list of shareholders in compliance with Section 225 of the Securities and Exchange

Act B.E. 2535 (including any amendment thereto), at the ratio of 4 ordinary shares to 1 Warrant.

In the calculation of warrant allocation to the existing shareholders and there is any fraction share from the calculation based on the warrant allocation ratio set forth, such fraction shall be discarded.

In case there is any fraction derived from the calculation of warrant allocation based on the allocation ratio set forth, such fraction shall be discarded. If there are warrants remaining after the allocation, the Company will proceed to cancel the remaining warrants later.

Exercise Period : Warrant holders can exercise their rights to purchase the Company's ordinary shares on 25 November 2017 as the first exercise date from the date of issuance. The Warrant holders can exercise their rights under the Warrants for the other five times until the maturity date of the Warrants. The exercise date will be on 25 February 2018 / 25 May 2018 / 25 August 2018 / 25 November 2018 and the last exercise date will be on the maturity date of the Warrants i.e. 20 February 2019.

In the event that the case where 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.

Period for Notification of Intention to Exercise the Warrant : The Warrant holders who wish to exercise their right to purchase the ordinary shares of the Company shall notify their intention within the period of 5 business days prior to each of the exercise dates. Except for the last exercise date, Warrant holders must submit the intention to exercise their rights within the period of 15 days prior to the last exercise date.

Irrevocability of Notification of Intention to Exercise the Warrant : Once the notification of intention to exercise the Warrant is served, the Warrant holders shall no longer be able to revoke such intention.

Secondary Market for the Warrant : The company shall list the Warrant on the Market for Alternative Investment (mai)

**Remarks** : After the issue of the Warrants, the Company will file an application to list the Warrant on the mai. However, the Company cannot guarantee that the mai will approve the listing of the Warrant. If the mai does not approve the listing of the Warrant, investors will not be able to trade the Warrant on the mai.

Secondary Market for Ordinary Shares Derived from the Exercise of the Warrant : The company shall list the ordinary shares that are derived from the exercise of the Warrants on the Market for Alternative Investment (mai)

Warrants Registrar : Thailand Securities Depository Co., Ltd. or any person duly appointed by the Board of Directors will act as the Warrant registrar

Impacts to Shareholders : Due to the Company will allot the Warrant ECF-W2 together with the Warrant ECF-W3 so the dilution effect to the existing shareholders shall be considered based on the assumptions as follows:

Case 1: To issue and allocate of the Warrant ECF-W2 and ECF-W3 and the existing shareholders exercise their right entire the Warrant ECF-W2 and ECF-W3. This case has no dilution effect to the existing shareholders

Case 2: To issue and allocate of the Warrant ECF-W2 only and the Warrant ECF-W2 change to the any other investors who buy the ECF-W2 from the mai and such investors will fully exercise the Warrant ECF-W2

Case 3: To issue and allocate of the Warrant ECF-W3 only and the Warrant ECF-W3 change to the any other investors who buy the ECF-W3 from the mai and such investors will fully exercise the Warrant ECF-W3

Case 4: To issue and allocate of the Warrant ECF-W2 and ECF-W3 and the Warrant ECF-W2 and ECF-W3 change to the any other investors who buy the ECF-W2 and ECF-W3 from the mai and such investors will fully exercise the Warrant ECF-W2 and ECF-W3

#### 1. Control Dilution

After the issuance and allocation of the Warrant ECF-W2 and ECF-W3 and all of the existing shareholders are exercise their right entire the Warrant ECF-W2 and/or ECF-W3, the shareholding of the existing shareholders will be diluted.

The Control Dilution was calculated based on the following formula

$$\text{Control Dilution} = 1 - [Q_0 / (Q_0 + Q_n)]$$

$Q_0$  = 779,751,786 shares (Current paid-up capital before the date of exercise the Warrant ECF-W2 and/or ECF-W3)

$Q_n$  = Number of shares increase to support the exercise of the Warrant ECF-W2 and/or ECF-W3 as follows:

- Case 2 ( $Q_{w2}$ ) : 194,937,946 shares increased from the entire exercise of the Warrant ECF-W2
- Case 3 ( $Q_{w3}$ ) : 129,958,631 shares increased from the entire exercise of the Warrant ECF-W3
- Case 4 ( $Q_{w4}$ ) : 324,896,577 shares increased from the entire exercise of the Warrant ECF-W2 and ECF-W3

	Control Dilution
Case 1	No dilution effect
Case 2	The existing shareholders will be diluted by 20.00%
Case 3	The existing shareholders will be diluted by 14.29%
Case 4	The existing shareholders will be diluted by 29.41%

## 2. Price Dilution

After the issuance and allocation of the Warrant ECF-W2 and/or ECF-W3, the price dilution was calculated based on the following formula

$$\text{Price dilution} = (P_0 - P_n) / P_0$$

$P_0$  = Market Price was calculated from weighted average price 15 business days prior to the resolution of the Board of Director on 17 August 2017 which has approved to issue and allocate the Warrant. Market Price is equal to Baht 4.14

$P_n$  = The average price per share after the exercise of the Warrant ECF-W2 and/or ECF-W3 as follows:

- Case 1 and Case 4:  $[(P_0 Q_0) + (P_{w2} Q_{w2}) + (P_{w3} Q_{w3})] / (Q_0 + Q_{w2} + Q_{w3})$ , equivalent to Baht 4.04
- Case 2:  $[(P_0 Q_0) + (P_{w2} Q_{w2})] / (Q_0 + Q_{w2})$ , equivalent to Baht 3.91
- Case 3:  $[(P_0 Q_0) + (P_{w3} Q_{w3})] / (Q_0 + Q_{w3})$ , equivalent to Baht 4.26

$P_{w2}$  : Exercise price of the Warrant ECF-W2 which is Baht 3

$P_{W3}$  : Exercise price of the Warrant ECF-W3 which is Baht 5

	Price Dilution
Case 1 and Case 4	2.39%
Case 2	5.50%
Case 3	No dilution effect

### 3. Earnings Per Share Dilution : EPS Dilution

After the issuance and allocation of the Warrant ECF-W2 and/or ECF-W3, the earning per share dilution was calculated based on the following formula

$$\text{EPS Dilution} = (\text{EPS}_0 - \text{EPS}_n) / \text{EPS}_0$$

$\text{EPS}_0$  = Net profit of ECF as of the 4 latest quarter (equivalent to Baht 57.01 million) divided by  $Q_0$  (equivalent to Baht 0.07)

$\text{EPS}_n$  = Net profit of ECF as of the 4 latest quarter (equivalent to Baht 57.01 million) divided by

- Case 1 and Case 4:  $(Q_0+Q_{W2}+Q_{W3})$ , equivalent to Baht 0.05

- Case 2:  $(Q_0+Q_{W2})$ , equivalent to Baht 0.06

- Case 3:  $(Q_0+Q_{W3})$ , equivalent to Baht 0.06

$P_{W2}$  : Exercise price of the Warrant ECF-W2 which is Baht 3

$P_{W3}$  : Exercise price of the Warrant ECF-W3 which is Baht 5

	ESP Dilution
Case 1 and Case 4	29.41%
Case 2	20.00%
Case 3	14.29%

Reasons to Issue New Shares to Accommodate Changes in Exercise of Rights : Upon adjustment of the exercise price and the exercise ratio under the conditions of the rights adjustment as stated in the terms and conditions of warrant, which is an event as stated in item 11 (4) (b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares Warrants and Underlying Shares.

Adjustment of Rights : The Company will adjust the exercise price and ratio in order to maintain the benefits of the warrant holders upon the occurrences of any of the following

events:

- (1) 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.
- (2) 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”.
- (3) 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”.
- (4) When the Company pays out dividend in full or in part in a form of ordinary shares to the Company’s shareholders.
- (5) 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.
- (6) In case that, there are circumstances that having effect on the Warrant holders or the holders of Certificate of Warrant to loss their rights or benefits that they should obtain, and those circumstances are not described in (1) to (5)

In this regards, [the Board of Directors and/or the Company's authorized signatories and/or a person delegated by the Board of Directors or the Company's authorized signatories] shall be authorized to determine the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price.

Objectives of Issuance of Warrant and Expected Benefits the Company would : The Company will require significant funding in the future since it has planned to invest in the future projects. Therefore, the Company contemplates to issue the Warrant to enhance the liquidity and increase the working capital of the



gain from this Allocation of Newly Issued Shares	Company and to strengthen the capital base in preparation for future fund raising for the investment in these projects. The future projects will enhance higher revenue and better net profit margin which will result to a greater benefit for the company.
Expected Benefits the Shareholders would gain from the Capital Increase	<p>: Warrant holders will be entitles to receive dividends from the Company's business operations starting when the aforesaid persons have been registered as the shareholders of the company.</p> <p>The Company's policy is to declare dividend payments to the shareholders at a rate not less than 40 percent of its net profit after corporation tax, financial statement and legal reserves. The annual and interim dividend payments might be subject to change, depending on the Company's operations, financial position, future projects and overall economic conditions.</p>
Others	<p>: The Company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered</p> <ol style="list-style-type: none"> <li>(1) to determine and amend any other necessary and appropriate conditions and details in connection with the issuance and offering of the Warrants, such as details of the offering etc.;</li> <li>(2) to execute application forms, necessary supporting evidence documents relevant to the issuance of the Warrant, including to contact and to file such as application forms, supporting evidence documents to the government agencies or the competent authorities concerning the Warrant issuance and the listing of the Warrants on the Market for Alternative Investment (mai)., and</li> <li>(3) to take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrant.</li> </ol>
Details of Calculation of Supporting Shares	<p>: The Board of Directors meeting has resolved to approve the issuance and allocation of the Warrant ECF-W2 together with the Warrant ECF-W3. The numbers of ordinary shares allocated to accommodate the both of Warrant is 324,896,577 shares, representing to 41.67% of total shares from paid-up capital at the amount of 779,751,786 shares (as of the date of Board of Directors meeting has resolved to approve the issuance and allocation of the Warrants ECF-W2 and ECF-W3). The number of newly issued shares to support the</p>

exercise of the Warrant ECF-W2 and ECF-W3 shall not be more than 50% of total shares from paid-up capital in accordance with the Notification of the Capital Market Supervisory Board.

**Summary of Features of Warrant Representing the Right to Purchase Newly Issued  
Ordinary Shares of East Coast Furnitech Public Company Limited (ECF-W3)  
to be allocated to the Company's existing shareholders according to the proportion of their  
shareholding (Rights Offering)**

Issuer	:	East Coast Furnitech Public Company Limited ("the Company" or "ECF")
Type of Securities	:	Warrant to purchase ordinary shares of East Coast Furnitech Public Company Limited No. 3, offered to the existing shareholders ("Warrant" or "ECF-W3")
Type of Warrant	:	Specified the name of the holder and transferable
Number of Warrant in issuance and offering	:	129,958,631 units
Offering Price per unit	:	Baht 0 (Zero Baht)
Numbers of Ordinary Shares Allocated to Accommodate the Exercise of Warrants	:	129,958,631 shares, at the par value of Baht 0.25 per share, representing to 16.67% of total shares from paid-up capital at the amount of 779,751,786 shares (as of the date of Board of Directors meeting has resolved to approve the issuance and allocation of the Warrants ECF-W3 i.e. 17 August 2017).
Exercise Ratio	:	1 unit of warrant has the right to purchase 1 new ordinary share. The exercise ratio is subject to change in accordance with the conditions for right adjustment.
Exercise Price	:	Baht 5 per share. The exercise price is subject to change in accordance with the conditions for right adjustment.
Date of Issuance	:	20 October 2017 and/or the date that shall be determined by the Board of Directors
Maturity Period of Warrant	:	3 year 4 months from the date of issuance Warrant
Allocation Method	:	The Company will allocate the Warrants in the amount of 129,958,631 units to the existing shareholders whose names are recorded in the share register book on 10 October 2017 which is the date to record the names of shareholders who are entitled to be receive the Warrant (Record Date), and 11 October 2017 is scheduled as the date to close the share register book for gathering the list of shareholders in compliance with Section 225 of the Securities and Exchange

Act B.E. 2535 (including any amendment thereto), at the ratio of 6 ordinary shares to 1 Warrant.

In the calculation of warrant allocation to the existing shareholders and there is any fraction share from the calculation based on the warrant allocation ratio set forth, such fraction shall be discarded.

In case there is any fraction derived from the calculation of warrant allocation based on the allocation ratio set forth, such fraction shall be discarded. If there are warrants remaining after the allocation, the Company will proceed to cancel the remaining warrants later.

**Exercise Period** : Warrant holders can exercise their rights to purchase the Company's ordinary shares on 25 May 2019 as the first exercise date from the date of issuance. The Warrant holders can exercise their rights under the Warrants for the other seven times until the maturity date of the Warrants. The exercise date will be on 25 August 2019 / 25 November 2019 / 25 February 2020 / 25 May 2020 / 25 August 2020 / 25 November 2020 and the last exercise date will be on the maturity date of the Warrants i.e. 25 February 2021.

In the event that the case where 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.

**Period for Notification of Intention to Exercise the Warrant** : The Warrant holders who wish to exercise their right to purchase the ordinary shares of the Company shall notify their intention within the period of 5 business days prior to each of the exercise dates. Except for the last exercise date, Warrant holders must submit the intention to exercise their rights within the period of 15 days prior to the last exercise date.

**Irrevocability of Notification of Intention to Exercise the Warrant** : Once the notification of intention to exercise the Warrant is served, the Warrant holders shall no longer be able to revoke such intention.

**Secondary Market for the Warrant** : The company shall list the Warrant on the Market for Alternative Investment (mai)

**Remarks** : After the issue of the Warrants, the Company will file an application to

*list the Warrant on the mai. However, the Company cannot guarantee that the mai will approve the listing of the Warrant. If the mai does not approve the listing of the Warrant, investors will not be able to trade the Warrant on the mai.*

Secondary Market for Ordinary Shares Derived from the Exercise of the Warrant : The company shall list the ordinary shares that are derived from the exercise of the Warrants on the Market for Alternative Investment (mai)

Warrants Registrar : Thailand Securities Depository Co., Ltd. or any person duly appointed by the Board of Directors will act as the Warrant registrar

Impacts to Shareholders : Due to the Company will issued and allocate the Warrant ECF-W2 together with the Warrant ECF-W3 so the dilution effect to the existing shareholders shall be considered based on the assumptions as follows:

Case 1: To issue and allocate of the Warrant ECF-W2 and ECF-W3 and the existing shareholders exercise their right entire the Warrant ECF-W2 and ECF-W3. This case has no dilution effect to the existing shareholders

Case 2: To issue and allocate of the Warrant ECF-W2 only and the Warrant ECF-W2 change to the any other investors who buy the ECF-W2 from the mai and such investors will fully exercise the Warrant ECF-W2

Case 3: To issue and allocate of the Warrant ECF-W3 only and the Warrant ECF-W3 change to the any other investors who buy the ECF-W3 from the mai and such investors will fully exercise the Warrant ECF-W3

Case 4: To issue and allocate of the Warrant ECF-W2 and ECF-W3 and the Warrant ECF-W2 and ECF-W3 change to the any other investors who buy the ECF-W2 and ECF-W3 from the mai and such investors will fully exercise the Warrant ECF-W2 and ECF-W3

#### 4. Control Dilution

After the issuance and allocation of the Warrant ECF-W2 and ECF-W3 and all of the existing shareholders exercise their right entire the Warrant ECF-W2 and/or ECF-W3, the shareholding of the existing shareholders will be diluted.

The Control Dilution was calculated based on the following formula

$$\text{Control Dilution} = 1 - [Q_0 / (Q_0 + Q_n)]$$

$Q_0$  = 779,751,786 shares (Current paid-up capital before the date of exercise the Warrant ECF-W2 and/or ECF-W3)

$Q_n$  = Number of shares increase to support the exercise of the Warrant ECF-W2 and/or ECF-W3 as follows:

- Case 2 ( $Q_{w2}$ ) : 194,937,946 shares increased from the entire exercise of the Warrant ECF-W2
- Case 3 ( $Q_{w3}$ ) : 129,958,631 shares increased from the entire exercise of the Warrant ECF-W3
- Case 4 ( $Q_{w4}$ ) : 324,896,577 shares increased from the entire exercise of the Warrant ECF-W2 and ECF-W3

	Control Dilution
Case 1	No dilution effect
Case 2	The existing shareholders will be diluted by 20.00%
Case 3	The existing shareholders will be diluted by 14.29%
Case 4	The existing shareholders will be diluted by 29.41%

## 2. Price Dilution

After the issuance and allocation of the Warrant ECF-W2 and/or ECF-W3, the price dilution was calculated based on the following formula

$$\text{Price dilution} = (P_0 - P_n) / P_0$$

$P_0$  = Market Price was calculated from weighted average price 15 business days prior to the resolution of the Board of Director on 17 August 2017 which has approved to issue and allocate the Warrant. Market Price is equal to Baht 4.14

$P_n$  = The average price per share after the exercise of the Warrant ECF-W2 and/or ECF-W3 as follows:

- Case 1 and Case 4:  $[(P_0 Q_0) + (P_{W2} Q_{W2}) + (P_{W3} Q_{W3})] / (Q_0 + Q_{W2} + Q_{W3})$ , equivalent to Baht 4.04

- Case 2:  $[(P_0 Q_0) + (P_{W2} Q_{W2})] / (Q_0 + Q_{W2})$ , equivalent to Baht 3.91

- Case 3:  $[(P_0 Q_0) + (P_{W3} Q_{W3})] / (Q_0 + Q_{W3})$ , equivalent to Baht 4.26

$P_{W2}$  : Exercise price of the Warrant ECF-W2 which is Baht 3

$P_{W3}$  : Exercise price of the Warrant ECF-W3 which is Baht 5

	Price Dilution
Case 1 and Case 4	2.39%
Case 2	5.50%
Case 3	No dilution effect

### 3. Earnings Per Share Dilution : EPS Dilution

After the issuance and allocation of the Warrant ECF-W2 and/or ECF-W3, the earning per share dilution was calculated based on the following formula

$$\text{EPS Dilution} = (\text{EPS}_0 - \text{EPS}_n) / \text{EPS}_0$$

$\text{EPS}_0$  = Net profit of ECF as of the 4 latest quarter (equivalent to Baht 57.01 million) divided by  $Q_0$  (equivalent to Baht 0.07)

$\text{EPS}_n$  = Net profit of ECF as of the 4 latest quarter (equivalent to Baht 57.01 million) divided by

- Case 1 and Case 4:  $(Q_0 + Q_{W2} + Q_{W3})$ , equivalent to Baht 0.05

- Case 2:  $(Q_0 + Q_{W2})$ , equivalent to Baht 0.06

- Case 3:  $(Q_0 + Q_{W3})$ , equivalent to Baht 0.06

$P_{W2}$  : Exercise price of the Warrant ECF-W2 which is Baht 3

$P_{W3}$  : Exercise price of the Warrant ECF-W3 which is Baht 5

	ESP Dilution
Case 1 and Case 4	29.41%
Case 2	20.00%
Case 3	14.29%

Reasons to Issue New Shares to Accommodate Changes in Exercise of Rights : Upon adjustment of the exercise price and the exercise ratio under the conditions of the rights adjustment as stated in the terms and conditions of warrant, which is an event as stated in item 11 (4) (b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares Warrants and Underlying Shares.

Adjustment of Rights : The Company will adjust the exercise price and ratio in order to maintain the benefits of the warrant holders upon the occurrences of any of the following

events:

- (7) 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.
- (8) 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”.
- (9) 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”.
- (10) When the Company pays out dividend in full or in part in a form of ordinary shares to the Company’s shareholders.
- (11) 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.
- (12) In case that, there are circumstances that having effect on the Warrant holders or the holders of Certificate of Warrant to loss their rights or benefits that they should obtain, and those circumstances are not described in (1) to (5)

In this regards, [the Board of Directors and/or the Company's authorized signatories and/or a person delegated by the Board of Directors or the Company's authorized signatories] shall be authorized to determine the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price.

Objectives of Issuance of Warrant and Expected Benefits the Company would : The Company will require significant funding in the future since it has planned to invest in the future projects. Therefore, the Company contemplates to issue the Warrant to enhance the liquidity and increase the working capital of the



gain from this Allocation of Newly Issued Shares	Company and to strengthen the capital base in preparation for future fund raising for the investment in these projects. The future projects will enhance higher revenue and better net profit margin which will result to a greater benefit for the company.
Expected Benefits the Shareholders would gain from the Capital Increase	<p>: Warrant holders will be entitles to receive dividends from the Company's business operations starting when the aforesaid persons have been registered as the shareholders of the company.</p> <p>The Company's policy is to declare dividend payments to the shareholders at a rate not less than 40 percent of its net profit after corporation tax, financial statement and legal reserves. The annual and interim dividend payments might be subject to change, depending on the Company's operations, financial position, future projects and overall economic conditions.</p>
Others	<p>: The Company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered</p> <ol style="list-style-type: none"> <li>(1) to determine and amend any other necessary and appropriate conditions and details in connection with the issuance and offering of the Warrants, such as details of the offering etc.</li> <li>(2) to execute application forms, necessary supporting evidence documents relevant to the issuance of the Warrant, including to contact and to file such as application forms, supporting evidence documents to the government agencies or competent authorities concerning the Warrant issuance and the listing of the Warrants on the Market for Alternative Investment (mai)., and</li> <li>(3) to take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrant.</li> </ol>
Details of Calculation of Supporting Shares	<p>: The Board of Directors meeting has resolved to approve the issuance and allocation of the Warrant ECF-W2 together with the Warrant ECF-W3. The numbers of ordinary shares allocated to accommodate the both of Warrant is 324,896,577 shares, representing to 41.67% of total shares from paid-up capital at the amount of 779,751,786 shares (as of the date of Board of Directors meeting has resolved to approve the issuance and allocation of the Warrants</p>

ECF-W2 and ECF-W3). The number of newly issued shares to support the exercise of the Warrant ECF-W2 and ECF-W3 shall not be more than 50% of total shares from paid-up capital in accordance with the Notification of the Capital Market Supervisory Board.

(F 53-4)

**Capital Increase Report Form**  
**East Coast Furnitech Public Company Limited**  
**17 August 2017**

We, East Coast Furnitech Public Company Limited, (“ECF” or the “Company”) hereby reports the resolution of the Meeting of the Board of Directors No. 10/2017, held on 17 August 2017 from 11.30 to 13.00 hrs. in respect of a capital increase and share allotment as follows:

**1. Capital Decrease and Increase**

**1.1 Capital Decrease**

The Meeting of the Board of Directors has passed a resolution to approve the decrease of the Company’s registered capital amounting to Baht 64,411,770.00 from Baht 259,349,716.50 to Baht 194,937,946.50 by cancelling unissued ordinary shares of the Company amounting 257,647,080 shares with a par value of Baht 0.25 per share.

**1.2 Capital Increase**

The Meeting of the Board of Directors has passed a resolution to approve the increase of the Company’s registered capital from Baht 194,937,946.50 to Baht 370,382,097.75 by means of issuing 701,776,605 newly issued ordinary shares with a par value of Baht 0.25 per share, totaling Baht 175,444,151.25. The Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of share (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	324,896,577	0.25	81,224,144.25
	Preferred share	---	---	---
<input checked="" type="checkbox"/> General Mandate	Ordinary share	311,900,713	0.25	77,975,178.25
	Preferred share	---	---	---

**2. Allotment of new shares**

**2.1 if specifying the purpose of utilizing proceeds**

Allotted to	Number of share (shares)	Ratio (Old : New)	Sale Price (Baht/share)	Subscription and payment period	Remark
To accommodate the exercise of the rights under the Warrant to purchase ordinary shares of the Company No. 2 (“ <b>ECF-W2</b> ”) allocated to the existing Shareholders according to their proportion of shareholding as of the Book Closing Date on 11 October 2017 (Rights Offering)	194,937,946	The existing shareholders will be allocated with the warrant <u>at the ratio of 4 existing shares for 1 unit of Warrant.</u>	One unit of ECF-W2 is entitled to purchase one newly issued ordinary share at exercise price of Baht 3 per share.	Details shown in Enclosure No. 1	---
To accommodate the exercise of the rights under the Warrant to purchase ordinary shares of the Company No. 3 (“ <b>ECF-W3</b> ”) allocated to the existing Shareholders according to their proportion of shareholding	129,958,631	The existing shareholders will be allocated with the warrant <u>at the ratio of 6 existing shares for 1 unit of Warrant.</u>	One unit of ECF-W3 is entitled to purchase one newly issued ordinary share at exercise price of Baht 5 per share	Details shown in Enclosure No. 2	---

Allotted to	Number of share (shares)	Ratio (Old : New)	Sale Price (Baht/share)	Subscription and payment period	Remark
as of the Book Closing Date on 11 October 2017 (Rights Offering)					

#### 2.1.2 The Company's plan in case where there are fractions of shares remaining

In calculating the number of the Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio as set out shall be rounded down.

In the event of the allocation of the Warrants, if there is any fraction of the Warrants which is less than one unit from the calculation, the Company will discard those fractions. In this regard, after the calculation of the rights of the shareholders who shall receive the allocation of the Warrants, if there are any fractions remained from the entire allocation, the Company will cancel such fractions of the Warrants in order that the Warrants will be proportionately allocated to the shareholders.

In addition, in the case that there is any adjustment of the exercise ratio and exercise price upon any event as stated in the right adjustment condition and the result of such adjustment incurred any fractions of shares to be received under the Warrants, such fractions of shares shall be discarded as well.

#### 2.1.2 The number of shares remaining from the allotment

- None -

### 2.2 Allotment of new shares under the General Mandate

Allotted to	Type of Shares	Number of share (shares)	Percentage of paid-up capital	Remarks
1. Right Offering	Ordinary Shares	Not exceeding 233,925,535	Not exceeding 30 percent	Remarks Nos. 1 and 4
2. Private Placement	Ordinary Shares	Not exceeding 77,975,178	Not exceeding 10 percent	Remarks Nos. 2, 3 and 4

#### Remarks:

1. The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Right 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 approving the increase of the registered capital under the General Mandate basis.

2. The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E. 2546 (2003):

(a) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in the Notification Relating to Issuance and Offer for Sale of Securities; or

(b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company's operation.

3. The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall not be lower than 90 percent of the Market Price and shall not be deemed as the offering price lower than 90 percent of the Market Price pursuant to 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 Persons.

For this purpose, the "Market Price" 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 the 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.

4. The Board of Directors' Meeting has resolved to approve the authorization to the board of directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

(1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;

(2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and

(3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Stock Exchange of Thailand ("**SET**") and being

empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

### **3. Schedule for shareholders meeting to approve the capital increase/allotment**

The Extraordinary General Meeting of Shareholders No. 2/2017 is scheduled on 2 October 2017 at 14.00 hrs. at Srinakarin 1 Room, 9<sup>th</sup> Floor, The Grand Fourwings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkok, Bangkok.

The record date for determining the right of shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2017 will be on 1 September 2017 and to gather the names of shareholders as stipulated in Section 225 of the Securities and Exchange Act B.E. 2535 (as amended), by closing the shareholder's registered book on 4 September 2017.

### **4. Approval of the capital decrease and increase/share allotment by relevant governmental agency and conditions thereto**

The Company will apply for the registration of the capital decrease and increase of the paid-up capital with the Department of Business Development, the Ministry of Commerce.

The Company will apply for the approval from the SET to list such newly issued ordinary shares on the SET.

### **5. Objectives of the capital decrease and increase and the use of proceeds from the capital increase**

The Company will decrease its registered capital to cancel the unissued ordinary shares remained from the allocation for accommodation to the issuance of the Warrant to purchase ordinary shares of the Company No. 1 to the existing shareholders ("ECF-W1") according to the resolution of the Extra General Meeting of the Shareholders No. 1/2014 held on 18 July 2017, and to the allocation for offering to the existing shareholders (Right Offering) and to the specific persons under the Private Placement basis, pursuant to the General Mandate, and for accommodating the adjustment of the right under ECF-W1 pursuant to the resolution of the year 2017 Annual General Shareholder Meeting held on April 28, 2017.

The Company will increase its registered capital to utilize the money received from the offering of newly issued shares for the following objectives:

- to accommodate the exercise of rights under the ECF-W2 and the ECF-W3 allotted to the shareholders according to the proportion of their shareholding as of the Book Closing Date on 11 October 2017;
- to be used as a working capital and increase the liquidity of the Company; and
- to be used as the fund 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.

**6. Benefits to the Company related to the capital increase/share allotment.**

This capital increase will assist the Company in enhancing the Company's financial liquidity and being a working capital, as well as strengthening the Company's balance sheet for the expansion in its core business and/or the business relevant to its core business and investment in energy industry for a long term.

**7. Benefits which the shareholders will receive from the capital increase/share allotment:**

7.1 The Company has the policy to pay dividend at a rate of not less than 40 percent of its net profit after corporation tax, financial statement and legal reserves. The annual and interim dividend payments might be subject to change, depending on the Company's operations, financial position, future projects and overall economic conditions.

7.2 The shareholder who receives the allotment of the Warrants and later exercises the rights to purchase the ordinary shares will be entitled to receive dividend in the same manner as the Company's shareholders in all respects from the date in which the aforesaid person's name appears on the shareholders' registered book of the Company and has already been registered with the Ministry of Commerce.

**8. Other details necessary for shareholders to approve the capital increase/share allotment.**

In this case which concerning about the allotment Warrants to the existing shareholders of the Company would get dilution effects. Please consider the details in Enclosure No. 1 and Enclosure No. 2.

**9. Schedule of actions where the board of directors of the Company passed a resolution approving the capital increase or allotment of new shares:**

<b>Procedures</b>	<b>Date</b>
1) The date of the Meeting of Board of Directors No. 10/2017	17 August 2017
2) The date to determine shareholders entitled to attend the Extraordinary General Meeting (EGM) No. 2/2017 (Record Date)	1 September 2017
3) The date of book closing to gather names of shareholders who have the right to attend EGM No. 2/2017	4 September 2017
4) The date of EGM No. 2/2017	2 October 2017
5) The date to determine shareholders entitled to be allotted of ECF-W2 (Record Date)	10 October 2017
6) The date of book closing to gather names of shareholders who have the right to be allotted of ECF-W2	11 October 2017
7) The date of issuance and allocation of ECF-W2	20 October 2017 or the date to be determined by the Board of Directors
8) The date to determine shareholders entitled to be allotted of ECF-W3	10 October 2017



Procedures	Date
(Record Date)	
9) The date of book closing to gather names of shareholders who have the right to be allotted of ECF-W3	11 October 2017
10) The date of issuance and allocation of ECF-W3	20 October 2017 or the date to be determined by the Board of Directors
11) Proceed the registration for capital decrease with the Ministry of Commerce	within 14 days since receiving the resolution from the shareholder's meeting
12) Proceed the registration for capital increase with the Ministry of Commerce	within 14 days since receiving the resolution from the shareholder's meeting

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

(Authorized Director  
signed with the  
Company's Seal affixed)

\_\_\_\_\_  
(Mr.Chalee Suksawad)  
Authorized Director

\_\_\_\_\_  
(Mr.Arak Suksawad)  
Authorized Director