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#### Minutes of the 2021 Annual General Meeting of Shareholders East Coast Furnitech Public Company Limited (ECF)

#### **Date, Time and Place of the Meeting**

The Meeting was held on Thursday April 22, 2021 at 10.00 a.m. at Srinakarin 2 Meeting Room, 9th Floor, The Grand Fourwings Convention Hotel, No. 333, Srinakarin Road, Huamark, Bangkapi, Bangkok, 10240.

#### **Before Meeting Commencement**

East Coast Furnitech Public Company Limited (the "Company" or "ECF") informed the 2020 Annual General Meeting of Shareholders (the "Meeting") as follows:

The 2021 Annual General Meeting of shareholders was in accordance with the resolutions of the Board of Directors' Meeting No. 1/2021 held on February 25, 2021. In this regard, the date to determine the name list of shareholders who were entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) had been set on 19 March 2021.

According to data as of book-closing date of share transfer suspension for determination of right to attend the Meeting, the Company has paid-up authorized capital for Baht 239,871,897.50 which are divided into 959,487,590 distributed ordinary shares at a par value of Baht 0.25 per share from total registered capital of Baht 299,161,547 which are divided into 1,196,646,188 ordinary shares at a par value of Baht 0.25 per share.

At the time of meeting commencement, the total amount of shareholders and proxies attended the Meeting was 71 persons with total shares 579,040,873 shares or equivalent to 60.3490 percent for the total of 959,487,590 paid-up shares by 11 self-attendants and by 60 proxies under below details:

- 1. The 11 self-attending shareholders were estimated for the total of 304,971,323 shares or 31.7848 percent.
- 2. The 60 proxies in lieu of shareholders were estimated for the total of 274,069,550 shares or 28.5642 percent.

Now, the number of Company's shareholders attending in person and shareholders attending by proxy represented and constituted a quorum pursuant to the Company's Article of Association, we would like to introduce the Board of Directors, executives, auditors, external legal counselor for the agenda regarding the 4<sup>th</sup> Warrant Issuance and Offering (or ECF-W4), including the witness to oversee and verify the vote counting in the Meeting for transparency and validity based on laws and the Company's Article of Association.

The Company introduced the board of directors, executives, auditor, and external legal counselor to the Meeting namely as follows:

#### **Attending Committees**

<ol> <li>General Terdsak</li> </ol>	Marom	Chairman of the Board, Audit Committee and	
		Independent Director	
2. Assoc.Prof.Dr. Montree	Sacatiyanurak	Chairman of Audit Committee, Independent Director, Chairman of Risk Management Committee, Chairman of Remuneration Committee	
3. Assoc. Prof. Songklod**	Jarusombat	Audit Committee, Independent Director and Chairman of Nomination Committee	
4. Dr. Ekarin**	Vassanasong	Independent Director	
5. Mr. Paiboon	Aroonprasobsuk	Independent Director	
6. Mr. Chalee	Suksawad	Vice President and Executive Director	



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Suksawad Director. 7. Mr. Arak Executive Director and Managing Director

\*The number of directors attending the meeting was 87.5 percent of the total number of directors or for the total of 8 persons.

\*\* Assoc. Prof. Songklod Jarusombat as the Audit Committee, Independent Director and the Chairman of Nomination Committee and Dr. Ekarin Vassanasong as the Independent Director were the proxies from minor shareholders.

#### Directors who did not attend

1. Mr. Wanlop Suksawad Director and Chief of Executive Board

#### **Company Executives**

1. Miss Pachanan Singphu **Assistant Managing Directo** 

2. Mr. Pongpan Suriya-amporn Accounting and Finance Director (Chief Financial

Officer)

#### Certified Public Accountants of the Company for 2020 from M.R. & Associates Company Limited

1. Mr. Akadet Pliansakul

Legal Advisory from SRPP Limited for performing inspection and supervision to be rightful and transparent voting pursuant to law and Articles of Association of the Company and performing the duty to answer questions in the content of the meeting agenda about the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 4 ("ECF-W4") and the allocation of newly-issued ordinary shares.

1. Mr. Rittichai Ngodngam

#### **Company Secretary**

1. Miss Sarisa Thongkittikul Company Secretary

#### Shareholders' Rights Protection Volunteer with a proxy from the Thai Investors Association

1. Ms. Ladda Suppunyusiri

The Company informed the Meeting for the understanding of the rule of the Meeting, voting, vote counting and vote calculation method as follows:

#### **Rule of the Meeting**

- 1. The ballots shall be distributed to self-attending shareholders and proxies for voting in the Meeting at the registration point prior-meeting attendance. In the event that the shareholders have already voted in the proxies, ballot shall not be given to the proxies and the said resolution shall be consistent with the shareholder's resolution specified in the proxies. The Company's officers will bring the scores previously specified by the shareholders or the proxies into the system and count them when the votes in each agenda are counted.
- 2. The number of shareholders or proxies in each agenda may not be equal since someone may attend at the later stage of the Meeting or leave early. If you intend to leave early prior to



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the ending of the Meeting, kindly register the return and also return unused ballots in front of the entrance. Furthermore, the Company shall collect all shareholders' ballots upon completion of the Meeting to be used as evidence and then render to the officers to collect the ballots.

- 3. Inquiries and opinions of shareholders and proxies: To minimize the risks of Covid-19 transmission, the Company requested all attendants to minimize face-to-face questions and answers in the meeting, and refrain from preparing microphones for inquiries, any shareholder wishing to inquire, please write on papers provided by the Company's staff and deliver it at the registration desk, or to any staff taking care in the meeting. Questions regarding any agenda with vote requirement shall be replied after that agenda was completely presented of data and information for consideration. However, the Company reserves its right to consider and reply other questions as appropriate.
- 4. The Company will perform the meeting with limited duration by completing the consideration of all agendas for not more than 1 hour and 30 minutes.
- 5. To comply with the requirements of the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (2005) (No 20), which prohibit any activities in a manner where more than 50 participants are gathered; therefore, for our shareholders' meeting, only 50 attendants are allowed to gather in the meeting room. In the case, the provided seats are fully occupied, the shareholders could not additionally attend the meeting room area and are requested to give their proxies to the Company's independent directors to attend the Meeting instead.
- 6. Everyone attending the meeting in person is requested to wear a mask at all times in the meeting room.

#### Voting

- 7. Each shareholder has one vote per one share but in the event that any shareholder has special interest in any matter, he/she shall have no right to vote in that matter. Please mark either check mark ( $\checkmark$ ) or cross mark ( $\ast$ ) in disagreeing or abstaining box in the event of disagreement and abstention in any agenda and also affix signature in ballot and then submit to the officer.
- 8. If the mark is incorrectly and unclearly indicated, the said voting is deemed to be voided ballot.
  - a. Ballots marked with more than one slot.
  - b. Voting cards with opposing intent.
  - c. Voting cards with no stripe and no signature.
- 9. When voting in any agenda. Staff will collect ballots. To calculate the votes in each agenda.

#### **Vote Counting and Vote Calculation Method**

- 10. Voting method will be counted as 1 share for 1 vote.
- 11. Vote result counting according to meeting agenda specified in the Annual General Meeting of Shareholders for 2021 shall be categorized into 3 types as follows.
  - a. Agenda that requires the pass of approval resolution with vote majority of the shareholders who attend and vote, such as Agenda 2, 4, 5, 6, 8, 11 and 14, shall be calculated for vote base by the Company through counting particularly on agreeing, disagreeing votes and voided ballots of the shareholders without counting abstaining votes of the shareholders
  - b. Agenda that requires the pass of approval resolution with votes not less than 2/3 of total votes of the attending shareholders, such as Agenda 7, shall be calculated for vote base by the Company through counting on agreeing, disagreeing, abstaining votes and voided ballots of the attending shareholders.



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- c. Agenda that requires the pass of approval resolution with votes not less than 3/4 of total votes of shareholders who attend and vote, such as Agenda 9, 10, 12 and 13 shall be calculated for vote base by the Company through counting from agreeing, disagreeing, abstaining votes and voided ballots of the attending shareholders.
- 12. The Company will deduct the vote of the disagreement or abstain from the total number of casted votes based on the details of the voting base mentioned above. The remainder of the votes will be counted as votes. For those who voted in favor of these agendas. Ask for the ballots to be collected and return them to the staff after the meeting.
- 13. According to the Company's compliance with quality evaluation guideline for good shareholders' meeting organizing, Agenda 6 is the agenda for consideration on approval of director appointment in replacement of director who must retire by rotation. The Company shall collect all ballots from the attending shareholders whether in the event of agreeing, disagreeing or abstaining votes. The shareholders shall mark either check mark (✓) or cross mark (✗) in agreeing, disagreeing and abstaining box and also affix signature in ballots. After that, the officer will go to collect their ballots. However, if the shareholders do not submit their ballots and do not express objections or otherwise, the Company shall deem that the shareholders agree.
- 14. The voting result in each agenda shall appear at the monitor to show for acknowledgement of the shareholders.

This shareholders' meeting will be recorded and disseminated as a clip file on the Company's website within 3 working days after the meeting date, so that any shareholders who are interested and could not attend the meeting can follow up the meeting.

The Company delivered 2020 Annual Report and Sustainability Report to shareholders together with the invitation letter for the Annual General Meeting of this year in QR Code. Its book form could be received in the area of registering table of the Company if required by anyone.

#### **The Meeting commenced**

General Terdsak Marom, the Chairman of the Board, Audit Committee and Independent Director, acted as the Chairman of the Meeting (the "Chairman") gave an opening speech for the Annual General Meeting of Shareholders 2021 and subsequently requested the Meeting to consider the matters in accordance with the following agendas:

#### Agenda 1 The Matters to be Informed by the Chairman of the Meeting for Acknowledgement

The Chairman informed the Meeting that the Company had publicized the documents used in today's Meeting in the Company's website and informed the Stock Exchange of Thailand ("SET") on March 23, 2021. The Company also delivered the documents in relation to the Meeting to the shareholders not less than 14 days period in advance prior to the date of the Meeting together with giving opportunities to the shareholders for suggestion of questions for the 2021 Annual General Meeting of Shareholders in advance until April 9, 2021. However there was no any shareholders suggesting the questions in advance.

The Chairman asked the Meeting to consider the determined agenda of the Meeting in sequence of the total of 15 agendas.

- This Agenda Item was only for acknowledgement, and there would therefore be no voting.-

### Agenda 2 Consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2020, held on 8 July 2020

The Chairman proposed the Meeting to consider certifying the 2020 Annual General Meeting of Shareholders of the Company and the Company accurately recorded the Minutes of said Meeting and sent to the SET within 14 days from the date of the Meeting, and publicized via website



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of the Company: <a href="www.eastcoast.co.th">www.eastcoast.co.th</a>, in order that the shareholders could acknowledge and check the correctness.

There was a copy of the Minutes of the 2019 Annual General Meeting of Shareholders which was delivered to the shareholders together with the invitation letter. The detail as Enclosure No.1.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

This agenda shall be passed by not less than half of the votes of the shareholders attending the Meeting and casting their votes.

<u>Meeting's Resolution</u> The Meeting resolved to approval of the minutes of the Annual General Meeting of Shareholders for the year 2020, held on July 8, 2020 with unanimous votes from total votes of shareholders who attended and voted as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided Ballot	0	

## Agenda 3 Acknowledge the operational results of the Company and its subsidiaries for the fiscal year from 1 January 2020 to 31 December 2020

The Chairman informed the Meeting that the summary of overall operation of the Company and its subsidiaries in last accounting year ended 31 December 2020, and detail of overall operation of the Company and its subsidiaries had been appeared in 2020 Annual Report and delivered in QR Code together with the Meeting Invitation Letter to the shareholders.

As this agenda was the agenda for acknowledgement of the Company's overall operation, no voting was performed. In this agenda, Mr. Arak Suksawad (**the "Managing Director"**) on behalf of the director, executive director, and managing director, was invited to report overall operation of the Company in the year of 2020 to the Meeting of Shareholders.

Before making the explanation on the Company's performance, Managing Director notified the Anti-Corruption Policy to the shareholders' meeting as follows:

The Company has established the anti-corruption policy consistent with its operational situation, and published such policy through its website. (www.eastcoast.co.th) and promote to the employees for their awareness, in addition, the guideline was established for accepting complaints and whistleblowing in case of misconduct or any appearance of misconduct and corruption of the Company's personnel against those involved and the Company in the manner that may cause the damage to the Company. The Company has also established the Whistleblowing Policy to protect and provide fairness to stakeholders and employees who report or whistleblow about the corruption, right violation or non-compliance with laws, regulations, the Company's regulations and ethics.

The Board of Directors has assigned the policy to declare the Company's intention and participation in the Thai Private Sector Collective Action Against Corruption (CAC), the Company's internal control system will be established and reviewed in accordance with the guidelines set out in



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the Self-evaluation Form (CAC 71 Checklists) and the third party (Chairman of the Audit Committee or a certified public accountant) will verify the information before submitting the application for certification to the CAC Council for consideration and approval. Presently, the Company's Self-evaluation Form (CAC 71 Checklists) is under process and at least 80% of progress is required before entering the process of declaring the Company's intention and further participation in the CAC program.

Next, The Managing Director clarified overall operation of the Company in the year of 2019 as follows.

In the year of 2020, the followings were significant circumstances.

- Total revenues of Baht 1,415.63 million when compared with total revenues of Baht 1,290.94 million in 2019 increased by 9.66
- ➤ Net Profit for the year (Part of the parent company) of Baht 41.16 million and total comprehensive income for the year (Part of the parent company) of Baht 27.21 million decreased by 41.00% and 59%. respectively.
- ➤ Details of financial status and performance analysis will be presented in the agenda to consider and approve the Company's 2020 financial statements.
- > Summary of the development and change in furniture business, the operations of the associates and subsidiaries, and the important projects occurred in last year of 2020.

#### (1) Investment in Furniture Business

Ever since the Company has restructured its operation, planned and prepared its readiness to support the risk management and risk diversification among our customers before the coronavirus disease (COVID-19) transmission occurred until the present.

The Company has expanded its markets apart from Japanese market which is our main customer group that the Company has continuously operated. At present, the Company can cover all groups of customer bases in Japan, divided into

- (1) Furniture Store;
- (2) Home Center; and
- (3) Retailers

Additionally, in 2020, in order to implement the risk diversification plan, the Company has aimed to expand its markets to many countries including the People's Republic of China, the United States of America, India, etc., and the Company's domestic customer base is still maintained.

The main business of the Company is furniture business. The proportion of the domestic and foreign product distribution could be summarized as per the details presented in below Table.

#### **Revenues Information**

Revenues	2019		2020	
	Mil.THB	%	Mil.THB	%
Net Sales Revenues	1,254.18	97.16	1,384.49	97.80
Others Revenues	36.72	2.84	31.14	2.20
<b>Total Revenues</b>	1,290.90	100.00	1,415.63	100.00

#### **Classification by Distribution Channels**

Distribution Channels	2019		2020	
	Mil.THB	%	Mil.THB	%
1. Domestic Sales	548.28	43.72	515.19	37.21
2. Overseas Sales	705.90	56.28	869.30	62.79



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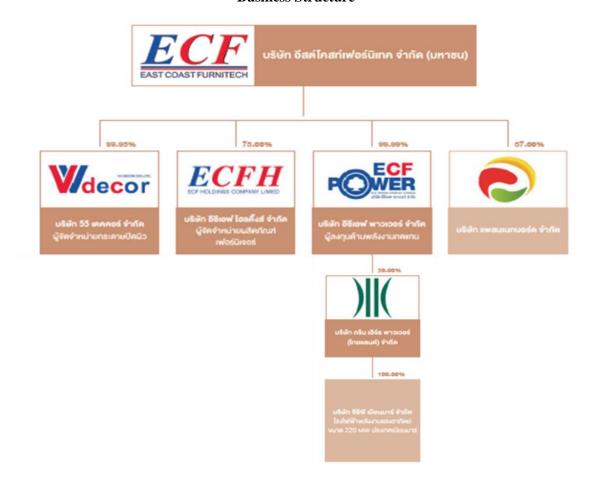
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Distribution Channels	2019		2020	
	Mil.THB	%	Mil.THB	%
Sales Revenue-Net	1,254.18	100.00	1,384.49	100.00

In 2020, the Company's domestic sales was declined due to the COVID-19 outbreak causing a 2-month lock down in all sectors, while the growth rate of overseas sales was increased due to the increase of new customers.

➤ In last year of 2020, the Company has developed and changed its businesses in various part both in its subsidiaries and associates according to the investment expansion plan in the alternative energy business and others businesses that could help benefit the operation of the main business. The current business operation structure is shown in the following diagram.

#### **Business Structure**



#### (2) Investment in Solar Power Plant Business

At present, the solar power plant project at Minbu City, Myanmar, under the management of Green Earth Power (Thailand) Co., Ltd. ("GEP"), with the investment of 20% from the Company's subsidiary (ECF Power Co., Ltd.) started the Commercial Operation Date (COD) of Phase 1 with the first 50 megawatts since 27 September 2019, from the total capacity of 220 megawatts.

Since COD of Phase 1 was started, the Company has continued to regularly obtain the revenue of electricity from Myanmar government, everything is going well; however, due to the COVID-19 outbreak situation, people could not travel abroad because all countries have implement



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the Lock Down measure including 14-day quarantine measure in each area, resulting in the delayed traveling and transporation to and from cities in Myanmar for equipment and machinerie. This causes the scheduled construction of Phase 2, Phase 3 and Phase 4 delayed. Nevertheless, for the performance of Phase 1 in 2020, the Company could generate profits based on the investment proportion of 20% in the amount of 35.14 Million Baht.

After all 4 phases are completed, the Company has expected to get profits based on the investment proportion, in the amount of 35 Million Baht per phase, or approximately 140 Million Baht per year for all 4 phases (depending on the exchange rate at that time).

The reason for the decrease in profit sharing during the 4<sup>th</sup> Quarter of 2020 was the revision on the model of TFRIC 12 Accounting Standard and expenditures to be recorded in the 4<sup>th</sup> Quarter, such as bonus, legal advisory fees, etc.

Next, Managing Director presented the Company's business strategies divided into 4 main areas as follows:

- 1. Sales Revenue: The Company has aimed to increase its revenue growth from 2020 by 10 - 12% due to its increased customer base compared to 2020, and at present, the Company has be placed of a large number of orders from both domestic and international customers. Although the COVID-19 outbreak has led to a labor shortage, the Company has continued its operational plans for more profits as planned.
- 2. Finance: the Company has continued to operate based on plans to reduce financial costs under regular supervision of management team.
- 3. Risk Management: The Company continues to oversee and manage existing risks such as risk of currency exchange, risk of raw materials, risk of customer management by diversifying more customer bases that the Company has conducted before the outbreak of COVID-19 by increasing its distribution channels through online channels and under the development for selling a wider variety of products.

In addition, the Company is constantly looking for new business opportunities, whether it be an alternative energy business, or other businesses strengthening the Company.

4. The New Normal practice will be common after COVID-19 situation which affects all over the world; however, based on our learning through experience in 2020, all businesses must adjust themselves and plan their operations to grasp the changing situations as well as learn to sustainably grow.

In 2021, the Company will continue implementing the projects for creating sustainability whether in economic, community, and environmental areas.

The Chairman inquired whether any shareholder raise any queries or remarked any opinions on this agenda. The queries of the shareholders in this agenda were as follows.

Miss Supattra Sitthichai, a shareholder, inquired 2 questions as follows:

- 1. How does the Company's furniture business operate in terms of increasing machinery, production capacity, labor factor, and online sales?
- 2. Regarding the proportion of electrical power operations, does the Company have any other plans to invest in other projects such as power plants in Vietnam?

#### Managing Director replied as follows:

1. Regarding the furniture business, during the 4th Quarter of 2020, the Company increased its production capacity to support more orders by providing additional machineries, using the Semi-Automatic system to replace some labors, and reduced the number of workers in some production lines from previously 150 workers to 80 workers. The Company aims to reduce the number of workers to remain only 40-50 workers per production line.

Also, in the online development plan, the Company continues to make it progress and has plan to expand the product lines to be distributed through more online



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channels. At present, it is in the process of market testing, and the online sales of products has grown more than 100%, but it does not significantly impact on the revenue because it has not been fully implemented yet.

2. Energy Business: If the situation of COVID-19 outbreak and the coup in Myanmar did not occur, the original plan of Phase 2 will be completed in August 2021, but due to many reasons, the plan had to be adjusted and Phase 2 will be completed in 2021, however, it is also depended on the situations. If the construction is delayed, the Company has another plan to accelerate the construction of Phase 2, 3 and 4 altogether to be completed by 2022.

After presenting all overall operation information, the Chairman inquired whether any shareholder raised any queries or remarked any opinions on this agenda, and after none of the shareholders required to inquire and remark any opinions, he then carried out the Meeting according to the following meeting agenda in Agenda 4.

-This agenda is the agenda for acknowledgement and no resolution was then resolved.-

#### Consider and approve the statement of financial position, the statement of Agenda 4 comprehensive income and the auditor's report of the Company and its subsidiaries for the fiscal year 2020 ended 31 December 2020

The Chairman informed the Meeting that pursuant to Public Limited Company Act and the Company's Articles of Association, they prescribe that the company must prepare statement of financial position and statement of comprehensive income as of the ending date of the Company's accounting year already audited by the auditor, and propose to Annual General Meeting of Shareholders for approval. The materiality in accordance with consolidated financial statements shall be concluded in the Meeting Invitation Letter already delivered to the shareholders.

In this agenda, Mr. Pongpan Suriya-amporn, Chief Financial Officer (CFO") reported about statement of financial position, statement of comprehensive income, and the auditor's report of the Company in the year of 2020 to the Meeting of Shareholders.

CFO stated to the Meeting of Shareholders that the Audit Committee considered and reviewed annual financial statements of the Company and its subsidiaries ended 31 December 2020 which has already been audited and affixed for certification by Mr.Akadet Pliensakul, the Certified Public Accountant No. 5389, who is the auditor from M.R. & Associate Company Limited. It was deemed appropriate to propose the Board of Directors in order to propose to the 2021 Annual General Meeting of Shareholders for consideration and approval on annual financial statements of the Company and its subsidiaries ended 31 December 2020.

In the opinion of the Board of Directors was that they deemed appropriate to propose the 2020 Annual General Meeting of Shareholders for consideration and approval on the financial statements of the Company and its subsidiaries for the year ended 31 December 2020 since it was deemed to be proper, complete and adequate in accordance with Generally Accepted Accounting Principles and already passed for consideration and consent from the Audit Committee.

However, such financial statements were presented in the 2020 Annual Report and delivered to the shareholders together with the Invitation letter of the Meeting.

Moreover, the information relating to financial statements for 2020 ended 31 December 2020 were presented as per the following details.

- ➤ Certified Public Accountant's Report
  - The Certified Public Accountant's Report expressed an unqualified opinion on 25 February 2021.
  - In the opinion of the certified public accountant, consolidated statement of financial position and separate statement of financial position as at 31 December 2020 and consolidated overall operations and consolidated cash flows for the year



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then ended were properly and fairly presented in materiality according to Thai Financial Reporting Standards.

- Summary of the Management Discussion and Analysis
  - For furniture business, in 2020, the Company's sales revenue-net in the separate financial statements was increased by 8.96% for, compared to 2019, and its sales revenue-net in the consolidated financial statements was increased by 10.39%. This was because at the end of Q2, the furniture orders from overseas customers were resumed after experiencing a decline in sales revenue from Q1 to the middle of Q2 under the situation of COVID-19 outbreak, this increase is mainly because of the significant increase of orders from customers in USA, India and China, representing 658.47%, 421.16%, and 251.71%, respectively, when comparing to the orders placed in 2019, as a result, the overview of the Company's export revenue grew by 23.03%, while the domestic sales revenue dropped 5.92% under the situation of COVID-19 outbreak.
  - During 2020, the Company's revenue proportion of export sales and domestic sales for furniture was accounted for 63% and 37% of total sales revenue, respectively.
  - In 2020, other revenues decreased when comparing to 2019, due to the profit from sale of assets amounting to 6.54 Million Baht, while there is no such profit in 2020.
  - Based on the consolidated financial statements for the year of 2020, the total revenue was 1,415.63 Million Baht, increasing 124.70 Million Baht or 9.66% of growth ratio, when comparing to 2019.
  - The share of profits from investments in associated companies and joint ventures during 2020 was 35.14 Million Baht, increasing 10.76 Million Baht, compared to the same period of previous year, due to the recognition of profit from investments in Green Earth Power (Thailand) Company Limited (GEP), an associated company investing in the 220 MW solar power plant business in Minbu City, Myanmar. CF Power Company Limited (ECF-P), a subsidiary, has invested in the ratio of 20%, Phase 1 of the project with 50 megawatts is currently generating the commercial revenue since 27 December 2019. At present, GEP is in the process of Phase 2 construction and will accelerate the construction for remaining phases to make all 4 phases completed within 2022.
  - For the overview of costs and expenses incurred in 2020, the proportion in cost of sales was significantly increased from 65.96% to 76.10% compared to total revenue, due to the increased wages during COVID-19 period, in which the Company could not hire foreign workers to support the increase of production shifts, resulting in the increase of overtime payment based on the number of workers, while there were more orders. In addition, the work-in-process products pended for a long time were reworked for distribution, resulting in the increase in costs of labors and raw materials since Q2. Although these costs will make the Company's cost of production and cost of sales higher, the said policy will ultimately help increase the cash flow liquidity of the Company. Another reason is the prices of articleboards and MDFs, which are important raw materials for furniture production, were increased, ranging from 7% to 10% depending on each product category, since the end of Q4. In addition, the shortage of containers for export was another reason, even the sales price is quoted in FOB which the cost of shipping is borne by the buyers, the cost of the opportunity was caused by these problems that make the delivery delayed.
  - However, the cost of sales and administrative expenses in a proportion compared to total revenue were tended to continuously decline when comparing to previous year, because the strategies were adjusted for new distribution channels to reduce costs and expenses; in the past, the products were sold through ELEGA showrooms and it was currently discontinued, and the management plan for selling products through new retail stores and wholesale shops (dealers) nationwide were adjusted.



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- The proportion of financial cost was increased because the Company issued and offered the debentures in June 2020, valued 581.10 Million Baht, with the interest rate of 7.25% per annum, in addition to the debt budden from debentures issued and offered in June 2020, the Company also has a higher debt burden from overdraft and short-term loans with the value of approximately 866 Million Baht as of 31 December 2020, compared to the value of approximately 720 Million Baht as of 31 December 2019. This debt burden had financial costs ranging from 6.5% to 15% per annum, which is the major cause of the increase in debt burden apart from the purpose of enhancing the liquidity of the business, the Company still has the burden to inject the investment in solar power plant business in Minbu City, Myanmar, in order to meet the conditions of the financial institutions to be expected to provide the Company with financial support for the project's conditions on capital addition. Such financing with some high financial cost, is one of options under the COVID-19 situation because the financial institutions which are the Company's main financial supporter are very cautious on providing credit at this moment.
- However, the Company is well aware of the significantly high cost of finance at the moment, at present, the Company is in the process of considering ways to reduce the financial cost and the result is expected to be seen from Q1 of 2021.
- Based on the overview of profit during 2020 in terms of consolidated financial statements, the gross profit was found to be decreased by 23.69% due to an increase in cost of sales with reasons described above, and an increase in finance costs. The Company's profit belonged to the parent company was 41.16 Million Baht, a decrease of 41.10% compared to previous year, the profit ratio (belonged to the parent company) to total revenue was accounted to 2.91% for the year of 2020, compared to 5.41% for the year of 2019.
- Furthermore, during 2020, the Company could generate cash flow from operating activities for 153.58 Million Baht from -58.89 Million Baht of previous year, due to the increased number of orders, resulting in an increase of cash flow received from sales revenue, and due to better management of trade accounts receivable from a decrease in the number of collection days from 91.81 days in 2019 to to 83.59 days in 2020.
- The Company's total assets as of 31 December 2020 was 3,544.72 Million Baht, an increase from 196.41 Million Baht as of 31 December 2019, mainly due to an increase in cash and cash equivalents from 84.06 Million Baht as of 31 December 2019 to 187.14 Million Baht in 2020; and due to the investments in associated companies and joint ventures to be recorded by the equity method. The said increase was due to the equity payment of ECF Power Company Limited (ECF-Power) as a subsidiary of the Company, for the solar power plant project at Minbu City, Myanmar, under the management of Green Earth Power (Thailand) Company Limited (GEP), in which ECF-Power holds 20% of total shares. In 2020, ECF-P made additional investment in GEP for approximately 227.20 Million Baht, and the additional amount of future investment is approximately 91.50 Million Baht to be paid during 2021.
- Regarding the transaction that ECF-Power will sell all ordinary shares held 33.37% of SAFE Energy Holdings Company Limited, equivalent to 1,938,760 ordinary shares, with a par value of 100 Baht and sales value of 233.88 Million Baht, to Price of Wood Holding Company Limited, the buyer, as approved by the Board of Directors Meeting No. 12/2563 on 22 December 22, at present, the trading was closed since 24 December 2020; therefore, as of 31 December 2020, the non-current assets held for sale have not been listed in the Company's statement of financial position.



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- The Company's total liabilities as of 31 December 2020 was 2,304.94 Million Baht, increasing from 198.31 Million Baht as of 31 December 2019, mainly due to the outstanding balance of debt, bank overdrafts and short-term loans from financial institutions to be increased from 522.48 Million Baht as of 31 December 2019 to 601.83 Million Baht as of 31 December 2020, including accounts payable to be increased by 62.08 Million Baht when comparing to previous year, in line with the purchase of raw materials to support the orders from customers.
- The Company's shareholders' equity as of 31 December 2020 was 1,239.78 Million Baht, slightly decreasing for approximately 2 Million Baht when comparing to 1,241.68 Million Baht as of 31 December 2019.

As the details of financial statements for 2020 ended 31 December 2020 were presented above all, the Meeting was asked to consider approving statement of financial position, statement of comprehensive income, and the certified public accountant's report of the Company and its subsidiaries for 2020 ended 31 December 2020.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

This agenda required the pass of approval resolution with vote majority of the shareholders who attended the Meeting and voted.

<u>Meeting's Resolution</u> The Meeting resolved to approval of the statement of financial position and the statement of comprehensive income and auditor's report for the fiscal year 2020 ended 31 December 2020 with unanimous votes from total votes of the shareholders who attended the Meeting and voted as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	

## Agenda 5 Consider and approve allocating of net profit to be legal reserve and dividend payment from the operating result of the year 2020 ended 31 December 2020

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders, and invited Miss Sarisa Thongkittikul (the "Company Secretary") to explain the reasons for consideration in this agenda to the shareholders' meeting.

The Company Secretary explained the shareholders' meeting about the facts and reasons for consideration in this agenda as follows:

The Company has formulated the policy of dividend payment from the separate financial statements in the rate for not less than 40% of net profits after deduction of corporate income tax and legal reserve as determined in the Company's Articles of Association. Anyhow, such dividend payment may be changed depending upon the Company's overall operation, financial status, liquidity,



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investment plan as well as factors related to management, necessity and other appropriateness in the future.

Pursuant to the Public Limited Companies Act and the Company's Articles of Association, no dividends shall be paid otherwise than out of profits. In the case that the Company still sustains an accumulated loss, no dividends shall be paid. Payment of dividends shall be approved by the shareholder meeting. The Company must allocate not less than 5 percent of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund is not less than 10 percent of the registered capital. The Company has already allocated the net profit as a legal reserve in the amount of Baht 1.55 million.

Hence, the Company shall propose the shareholders' meeting to consider and approve the allocation of retained earnings as legal reserve and to consider and approve the dividend payment from the profit obtained from the Company's 2020 performance as follows:

- ➤ Allocate profit to legal reserve at the rate of not less than 5% of annual profits or to be the amount of Baht 1.55 million. Therefore, the company will have accumulated legal reserve according to the law in the amount 28.95 million or equivalent to 9.68% of registered capital.
- Allocate profit to dividend to the Company's shareholders from 2020 performance in the rate of Baht <u>0.0125</u> per share derived from the promoted BOI at the rate of Baht <u>0.0104</u> per share which the shareholders shall not be deducted withholding tax and could not use tax credit for dividend and from the non-promoted BOI profit at the rate of Baht <u>0.0021</u> per share which shall be taxable for the corporate income tax at the rate of 20 percent from the net profit, equivalent to the amount of not exceeding Baht 11,994,000.

The comparative information of dividend payment between 2019 and 2020 was presented as follows:

The Company's net profit of separate financial statements in the year of 2019 and 2020 was Baht 33.72 million and Baht 30.45 million, respectively.

The number of paid-up authorized shares was 959.49 million shares which was the same number of shares as in the previous year.

Total dividend amount per share in 2019 and 2020 was estimated to be Baht 0.0167 per share and Baht 0.0125 per share, respectively.

Total dividend payment was Baht 16.03 million and Baht 11.99 million respectively. It was considered that the Company could pay the dividend when comparing to the net profit after the deduction of legal reserve in the higher dividend payout ratio than what is determined by the dividend payment policy both in the year of 2019 and 2020.

The date determining for the name list of the shareholders who shall be entitled to the dividend (Record Date) will be on April 30, 2021 and the dividend payment is scheduled to be on May 21, 2021.

In this regard, the shareholders could consider and acknowledge the opinions of the Board of Directors for this agenda as appeared in the meeting invitation letter delivered to the shareholders.

Therefore, the Company would like to propose to the Meeting to consider and approve allocating of net profit to be legal reserve and dividend payment from the operating result of the year 2020 ended 31 December 2020 as proposed.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.



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In this agenda, it required the pass of approval resolution with majority votes of the shareholders who attended the Meeting and voted.

<u>Meeting Resolution</u> The Meeting resolved to Consider and approve allocating of net profit to be legal reserve and dividend payment from the operating result of the year 2020 ended 31 December 2020 with unanimous votes from total votes of the shareholders who attended the Meeting and voted as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	

## Agenda 6 Consider and approve the appointment of directors to replace the directors who will retire by rotation

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Assoc. Prof. Songklod Jarusombat ("Assoc. Prof. Songklod") the Chairman of the Nomination was invited to clarify the details to the Meeting of Shareholders.

Assoc. Prof. Songklod notified the Meeting that the supporting reason for approval consideration on appointment of directors in replacement of directors who must retire by rotation were as follows.

According to Public Limited Company Act and Clause 17 and 18 of Articles of Association of the Company, the main point could be summarized that in every Annual General Meeting of Shareholders, the directors vacate the offices for one-third of number of directors at that time. If number of directors cannot be divided identical to 3 portions, they shall vacate with the number nearest to one-third. The director who retires may be re-selected to return to assume the office again. The director who must vacate the office in the first year and the second year after the Company's registration shall draw lots. For the following years, the director who is in the office for the longest period is the one who vacates the office.

Currently, the Board of Directors consists of 8 directors. Therefore, at the 2021 Annual General Meeting of Shareholders, one-third of the directors must vacate their office by rotation. There are 3 members of the Board of Directors who are due to retire by rotation. The resolution was proposed by the Nomination Committee as follows.

Asso.Prof.Dr. Montree Socatiyanuruk
 Mr. Chalee Suksawad
 Mr. Chalee Suksawad

However, the Company made an announcement to invite the minor shareholders to propose the names of qualified candidates for the positions of the directors via the Stock Exchange of Thailand's media channel and also on the Company's web site (www.eastcoast.co.th) from October 2, 2020 – December 31, 2020 but there are no any minor shareholders to propose the names of qualified candidates.

The Nomination Committee with the exception of the director who has conflicts of interest considered that three directors include Asso.Prof.Dr. Montree Socatiyanuruk, Mr.Chalee



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Suksawad, Mr.Arak Suksawad are qualified persons who meet all the requirements of the law including the rules and regulations as specified by the supervisory authorities. As well as being knowledgeable, competent, dedicated and well experienced in managing the furniture business, accounting and finance, and management, that will be beneficial to the Company's business. The three retiring directors should be re-elected as Directors and also same positions for another term.

#### The Board of Director's Opinion:

The nominated directors have been passed the thoughtfully and carefully scrutinizing process from the Board of Directors with the exception of the directors who have conflicts of interest in this agenda considered that with the approval from Nomination Committee has carefully scrutinized that the directors who retire by rotation have all the qualifications according to the Public Limited Companies Act 1992 (2535), Securities and Exchange Act B.E. 1992 (2535), the announcement of the Securities and Exchange Commission. Capital Market Supervisory Board and relevant notifications of the Stock Exchange of Thailand including being the competent persons with experience and expertise that would be beneficial for operation of the Company, having suitable qualifications for the Company's business operation and there are no directors having the executive positions in other businesses that may cause conflicts of interest or compete to the Company's business.

In addition, Asso.Prof.Dr. Montree Socatiyanuruk will serve as an independent director for over 9 years if re-elected this time. (Holding the position of Independent Director of the Company since 26 October 2012) but the Board of Directors considered that he has performed his duties in accordance with the duties and responsibilities of Directors and Executives of the Securities and Exchange Act B.E.2535 and possessed the qualifications of independent directors since taking the position as the Company's Director, has never had a conflict of interest and make decisions on various agendas for the best interest of the Company and shareholders. Therefore, the retention of competent independent directors with the Company, the more benefits the Company would gain. And in the part of proposing for appointment as an independent director, he will be able to express his opinion independently and in accordance with the relevant rules and regulations.

However, it appeared that none of any shareholder nominated the candidate deemed to be qualified for consideration in this time of the Annual General Meeting of Shareholders. Therefore, the Board of Directors agreed with the Nomination Committee's opinion and proposed the following list of the individuals for consideration by the 2021 Annual General Meeting of Shareholders on appointment the directors to hold the Company's director positions in replacement of the directors whose term are due as follows.

1. Asso.Prof.Dr. Montr	ee Socatiyanuruk	For the positions of President of the Audit
		Committee / Director / Independent Director
		President of Risk management Committee
		and President of Remuneration Committee
2. Mr. Chalee	Suksawad	For the positions of Vice President of the
		Board Committee / Authorized Signatory
		Director / Executive Committee
		/Nomination Committee/ Remuneration
		Committee and Risk management
		Committee
3. Mr. Arak	Suksawad	For the positions of Director/ Authorized
		Signatory Director / Executive Committee /
		Managing Director / Nomination Committee
		/ Remuneration Committee and Risk
		management Committee
		-

This agenda proposed the shareholders' meeting to consider and select individual directors by ballot votes to facilitate the exercise of voting right for each individual director, and then



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the Company would collect ballots from shareholders attending the meeting, the votes included 'Agreed', 'Disagreed' and 'Abstain'.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with majority votes of the shareholders who attended the Meeting and voted. (In considering the election of directors in place of those who vacate office in accordance with the specified office term, the Company will consider and approve on an individual basis).

However, during the announcement of voting results in the meeting, <u>Ms. Ladda Suppunyusiri</u>, a shareholders' right protection volunteer with a proxy from the Thai Investors <u>Association</u>, suggested and requested the President to correct the number of votes for the consideration and election of Assoc. Prof. Dr. Montree Socatiyanurak, from 579,040,873 votes on Agreed to 579,040,773 votes on Agreed and 100 votes on Disagreed, later, the President announced the correct number of votes in the meeting.

<u>Meeting Resolution</u> The Meeting resolved to approval of the appointment of directors to replace the directors who will retire by rotation with majority votes from total votes of shareholders who attended the Meeting and voted as follows:

#### Asso.Prof.Dr. Montree Socativanuruk

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,773	100.00
2. Disagree	100	0.00
3. Abstain	0	0.00
4. Voided ballot	0	

#### Mr. Chalee Suksawad

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	



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#### Mr. Arak Suksawad

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	

#### Agenda 7 Consider and approve the remuneration of directors for the year 2021

The Chairman informed the Meeting that according to this agenda, the Company presented the detail supporting this agenda in the Meeting Invitation Letter already delivered to the shareholders.

Assoc. Prof. Dr. Montree Sacatiyanurak, the Chairman of the Remuneration Committee ("Assoc. Prof. Dr. Montree"), was invited to present the detail supporting the consideration in this agenda to the Meeting of Shareholders.

Assoc. Prof. Dr.Montree notified the Meeting of Shareholders that pursuant to the Company's Articles of Association in Article 24, the Board of Directors has right to receive director remuneration from the Company as considered and resolved for approval by the Meeting of Shareholders.

The Criteria and Procedures for Determination of Remuneration The Remuneration Committee has proposed the remuneration by considering from the Company's performance information in the last year, the director's performance and responsibility, the amount of the subsidiaries and the associated that relates to the business structure and benefit gained by the Company from the director's function. The information of primarily determined remuneration has been taken to compare with the 2020 survey report of the directors' remuneration prepared by the Research and Development Department, Thai Institute of Directors which will be issued every 2 years. The Company compared the Company's remuneration to the group of listed companies by divided into 3 categories namely business category, revenue, and size of market capitalization.

Remuneration Committees' Opinion: It was deemed as appropriate to propose the 2021 Annual General Meeting of Shareholders to consider on approval for 2021 Annual Director Remuneration to Board of Directors and every set of Sub-Committees as follows;

The remuneration of the Board of Directors is classified into monthly remuneration, meeting allowance and special remuneration or bonus as follows.

1`	Monthly	<b>Remuneration</b>	•
1	, 1410111111	y ixciliulici auloli	•

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•	Chairman of the Board	39,000	Baht/month proposed to increase
		•	from the year 2018 2019 and 2020 at
			•
			the rate of Baht 5,000 per month
•	Director	29,000	Baht/month proposed to increase
			from the year 2018 2019 and 2020 at
			the rate of Baht 5,000 per person per
			month
•	Chairman of the Audit Committee	34,000	Baht/month proposed to increase
			from the year 2018 2019 and 2020 at
			the rate of Baht 5,000 per month
•	Audit Committee Member	29,000	Baht/month proposed to increase
			from the year 2018 2019 and 2020 at



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the rate of Baht 5,000 per person per month

- 2) Meeting Allowance for every set of Sub-Committees: for 9,000 Baht/person/time (equal to the year 2020.) consists of:
  - 1. Board of Directors
  - 2. Board of Audit Committee
  - 3. Risk Management Committee
  - 4. Nomination Committee
  - 5. Remuneration Committee
- 3) Special Remuneration or Bonus: It has been considered from overall operation.
- 4) For other benefits such as the compensation expense for travelling, annual health check, health insurance, membership fees ie; golf courses, sports clubs or clubs for leisure or recreation: None-

In last 2020, for holding the Meeting of the Board of Directors, Audit Committee, Risk Management Committee, Nomination Committee and Remuneration Committee, the Company paid total remuneration to the Board/Committees for Baht 4,983,000 as per details of remuneration payment as appeared in Annual Report in part of Managerial Structure and topic: Remuneration for Directors and Management.

However, for good checks and balances including for compliance with good governance, the Company has established the Remuneration Control Policy for Directors and Executives apart from monthly remuneration, meeting allowance and bonus specified and in accordance with the existing approval power. Any additional remuneration with value of more than Baht 1,000,000,000 /person/year shall be proposed to be the meeting agenda to the Meeting of the Board of Directors for consideration and approval by specifying detail and reasonability for payment of the said additional welfare.

The director remuneration therefore was determined in total financial limit of not more than Baht 9,000,000, the proposed amount of remuneration was equal to the year 2018 - 2020

#### The Board of Director's Opinion:

The Board of Directors considered and gave consent on the opinion of the Remuneration Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders 2021 for approval consideration on annual director remuneration for 2021 in total financial limit of not more than Baht 9,000,000 per year as per detail of monthly remuneration rate, meeting allowance, and special compensation or bonus with the details as proposed in all respects.

Thus, the Meeting was proposed to consider approving the determination of annual director remuneration for 2021 as proposed.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with not less than two-third (2/3) votes of total number of votes of the shareholders who attended the Meeting.

<u>Meeting Resolution</u> The Meeting resolved to approval of the remuneration of directors for the year 2021. The Director's remuneration for the Year 2021 with not less than two-third votes from total votes of the shareholders who attended the meeting as follows:



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Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	0.00

#### Agenda 8 Consider and approve the appointment of auditor and audit fees for the year 2021

The Chairman informed the Meeting that according to this agenda, the Company presented the detail supporting this agenda in the Meeting Invitation Letter already delivered to shareholders.

Assoc. Prof. Dr. Montree Sacatiyanurak, the Chairman of the Audit Committee ("Assoc. Prof. Dr. Montree"), was invited to present the detail of reason supporting the consideration in this agenda to the Meeting of Shareholders.

According to Public Limited Company Act, it stipulates that Annual General Meeting of Shareholders shall appoint auditor and determine audit fee every year. In addition, pursuant to the Proclamation of the Securities and Exchange Commission, it stipulates that the Company shall arrange the rotation of the auditor. The regulator has recently revised the requirement that starting from the fiscal year 2019 onwards that the listed companies must have auditor rotation (in the same office or different offices), where the same auditor can certify the financial statements, whether consecutive or not, up to a total of not more than 7 years, with a cooling-off period (rest period) at regular intervals 5 years to be able to certify of the Company's financial statements once again. However, during the transitional period of this change of requirement (The year 2019 to 2023), there is the lenient period for the auditor's cooling-off period by at least 3 years unnecessary to be of 5 years.

According to the opinion of the Audit Committee proposed to the Board of Directors, it concluded that the Company has appointed Mr. Akaket Pliensakul, who is the auditor from MR & Associate Company Limited, performed his work as the auditor of the Company and subsidiaries for the fourth year and the latest for 2020 that the Auditor performed his duties in accordance with the scope of duties and always provided the Company with good suggestions.

#### Audit Committees' Opinion

The Audit Committee verified and gave opinions that the nominated Auditors were approved by the Securities and Exchange Commission, and there is no relationship or conflict of interest between the Auditors and the Company / its subsidiaries / major shareholders / executives, including persons related to such persons, beside, the nominated Auditors are also independent in performing their duties without the influence of others who raise doubts of the impartiality or objectivity of the Auditors.

Therefore, in the Audit Committee Meeting No. 1/2564, the meeting resolved to propose an opinion to the Board of Directors at the Board of Directors Meeting 1/2564 for the appointment of Mr. Akaket Pliensakul, the Certified Public Accountant No. 5389, or Mr. Methee Rattanasrimetha, the Certified Public Accountant No. 3425, or Mr. Pisit Cheewaraengroj, the Certified Public Accountant No. 2803, or another auditor deemed appropriate by M.R. & Associates Company Limited to be the auditor of the Company and subsidiaries for the year 2021 Furthermore, in considering the audit fee, the Audit Committee considered the quotation of audit fee for the year of 2021 proposed by M.R. & Associates Co., Ltd. for the Company and its subsidiaries for the year of 2021 in an amount not exceeding 2,690,000 Baht per year, its rate is similar to the rate of 2020 and reasonable to propose the said audit fee for the Company and its subsidiaries to the 2021 Annual General Meeting of Shareholders for further consideration and approval in an amount not exceeding 2,690,000 Baht per year.



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#### The Board of Director's Opinion:

The opinion of the Board of Directors, it considered and consented in accordance with the opinion of the Audit Committee.

Thus, the Meeting was proposed to consider and approve the appointment of auditor and determination of annual audit fee for the year 2021 as aforementioned.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with majority votes of the shareholders who attended the Meeting and voted.

<u>Meeting Resolution</u> The Meeting resolved to approval of the appointment of auditor and audit fees for the year 2021 with majority votes from total votes of the shareholders who attended the Meeting and voted as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	

# Agenda 9 Consider and approve the reduction of the registered capital of the Company by Baht 59,289,649.50 from the existing registered capital of Baht 299,161,547 by deducting 237,158,598 unissued shares with a par value of Baht 0.25 per share to be the registered capital of Baht 239,871,897.50 divided into the ordinary shares in the amount of 959,487,590 shares with a par value of Baht 0.25 per share

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Miss Sarisa Thongkittikul, the Company Secretary ("Company Secretary") was invited to clarify the detail to the Meeting of Shareholders.

The Company Secretary notified the Meeting of Shareholders about the objectives and reason, According to Section 136 of the Public Limited Company Act B.E. 2535 determines that the Company shall increase the registered capital by newly-issued shares when total shares of the Company have been paid completely with the exception of such newly-issued shares have been issued for the purpose of allocation to accommodate the convertible debenture or the Warrants. Therefore, in order for the Company is able to increase the registered capital resulting from the issuing and offering the Warrants to purchase the Company's ordinary shares No.4 ("ECF-W4) as the details specified in the Agenda Item 11. Therefore, in accordance with determination of the Public Limited Company Act, the Company would like to reduce the registered capital of the Company in the amount of Baht 59,289,649.50 from the existing registered capital of Baht 299,161,547 by deducting 237,158,598 unissued shares with a par value of Baht 0.25 per share to be the registered capital of Baht 239,871,897.50 by divided into ordinary shares in the amount of 959,487,590 shares with a par value of Baht 0.25 per share.



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In this regard, the decucted shares are 237,158,598 unissued ordinary shares that remain from allcation as the detail below;

- 1. The unissued ordinary shares in the amount of 129,958,598 shares with a par value of Baht 0.25 which are the remaining shares from accommodation of exercising of the Warrants to purchase newly-ordinary shares of the Company No.3 (ECF-W3) expired on 20 February 2021.
- 2. The unissued ordinary shares in the amount of 95,000,000 shares with a par value of Baht 0.25 which was approved from the 2020 Annual General Meeting of Shareholders in order to offer to specific persons (Private Placement) on the General Mandate Basis.
- 3. The unissued ordinary shares in the amount of 12,000,000 shares with a par value of Baht 0.25 in order to accommodate the right adjustment of ECF-W3 resulting from the Company had offered the new ordinary shares to specific persons (Private Placement) on the General Mandate Basis as No.2.
- 4. The unissued ordinary shares in the amount of 200,000 shares with a par value of Baht 0.25 in order to accommodate the right adjustment of ECF-W3 resulting from the Company had paid dividend more than 80 percent of net profit after deducting income tax of the Company in accordance with the approval from the 2019 Annual General Meeting of Shareholders held on April 22, 2019.

#### The Board of Directors' Opinion

The Board of Directors deemed appropriate and proper to propose the Annual General Meeting of Shareholders for consideration and approval on reduction of the Company's authorized capital for 59,289,649.50 from the existing registered capital of Baht 299,161,547 mm by deducting 237,158,598 unissued shares with a par value of Baht 0.25 per share to the registered capital of Baht 239,871,897.50 by divided into ordinary shares in the amount of 959,487,590 shares with a par value of Baht 0.25 per share in accordance with the details as proposed in all respects.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights.

Meeting's Resolution The Meeting resolved to approval of the reduction of the registered capital of the Company by Baht 59,289,649.50 from the existing registered capital of Baht 299,161,547 by deducting 237,158,598 unissued shares with a par value of Baht 0.25 per share to the registered capital of Baht 239,871,897.50 by divided into ordinary shares in the amount of 959,487,590 shares with a par value of Baht 0.25 per share with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	0.00



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## Agenda 10 Consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company for the purpose of the correspondence with the reduction of registered capital of the Company

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Miss Sarisa Thongkittikul, the Company Secretary ("Company Secretary") was invited to clarify the detail to the Meeting of Shareholders.

The Company Secretary notified the Meeting of Shareholders that this agenda was the consequential agenda of Agenda 10 on the decrease in Authorized Capital under objective and reason in consistency with decrease in authorized capital as per detail of the past meeting agenda. The Company had to revise Clause 4. of the Company's Memorandum of Association by stating the following statements.

"Clause 4.	Registered capital	239,871,897.50	Baht	(Two hundred thirty-nine million eight hundred seventy one thousand eight hundred ninety-seven Baht and fifty Satang)
	Divided into	959,487,590	shares	(Nine hundred fifty-nine million four hundred eighty-seven thounsand five hundred ninety shares)
	At a par value of	0.25	Baht	(twenty-five Satang)
	Categorized into:			
	Ordinary shares	959,487,590	shares	(Nine hundred fifty-nine million four hundred eighty-seven thounsand five hundred ninety shares)

In addition, the person entrusted by the Board in registering the revision of Memorandum of Association at the Department of Business Development, Ministry of Commerce, has power to revise and add the statements in accordance with the order of the registrar.

-none- shares

(none)

#### The Board of Directors' Opinion

Preference shares

The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve the revision of Clause 4 of the Company's Memorandum of Association in consistency with the reduction of the Company's authorized capital as per the aforesaid presented detail.

Hence, the Company would like to propose to the Meeting for approval in accordance with all details presented.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights.



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Meeting's Resolution The Meeting resolved to approval of the amendment of Clause 4 of the Memorandum of Association of the Company for the purpose of the correspondence with the reduction of registered capital of the Company. In addition, the person entrusted by the Board in registering the revision of Memorandum of Association at Department of Business Development, Ministry of Commerce, has power to revise and add the statements in accordance with the order of the registrar, with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. Voided ballot	0	0.00

#### Agenda 11 Consider and approve the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 4 ("ECF-W4") at the amount of 191,897,518 units to the existing shareholders of the Company

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Miss Sarisa Thongkittikul, the Company Secretary ("Company Secretary") was invited to clarify the detail to the Meeting of Shareholders.

The Company Secretary notified the Meeting of Shareholders about the request for approval the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 4 ("ECF-W4") at the amount of 191,897,518 units to the existing shareholders of the Company, At present, the Company has a business plan to expand the production capacity in the furniture manufacturing and distribution businesses which are the core businesses of the Company by additionally investing in semi-automatic machines for product manufacturing processes and to expand its customer base together with the preparation source of fund to increase financial liquidity and working capital to the business. This also strengthens the capital base of the Company to accommodate the expansion of the core businesses and/or the relevant businesses including the investment in other businesses in order to help the growth of the Company in long term.

With the above reasons, to support the investment in accordance with the Company's business plan for the period of the year 2021 – 2024 in the aspect of the amount of investment fund and timeline of using the fund, the Company has considered the feasibility of fundraising to be in line with the used of the fund in both of money market and capital market by consideration under the situation of the outbreak of Coronavirus-19 (COVID-19). Even the situation at the present is going to be better from the reason of vaccine provision but to mitigate the risk and the insufficient financial liquidity that may occur, the Company has considered the way of fundraising via capital market by the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares to be an alternative for the source of fund. In this regard, the Company considered that would be appropriate way and be in line with the financial needs of the company during the term of the Warrants.

With the above reasons, the Board of Directors' Meeting views that funding through the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 4 (the "ECF-W4") amounting 191,897,518 units to the existing shareholders in proportion to their shareholding, in order to utilize the amount obtained from such exercise of the right to purchase the newly issued ordinary shares of the Company under the ECF-W4 as working capital for increasing financial liquidity within the Company and for expansion of the core businesses and/or the relevant



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businesses including the investment in other businesses as per the Company's business plan abovementioned, is the appropriate method to raise fund which benefits the Company.

Moreover, such fundraising method may cause the impact on the shareholders depending on the amount of exercised Warrants whereby the impacts can be divided as follows:

- 1. <u>Control Dilution</u> in this case there will be no impact on the shareholders in the case of all existing shareholders exercise ECF-W4 on the other hand if all existing shareholder do not exercise ECF-W4 but in the case of there are other people exercising all ECF-W4 this will result in the right for voting of the existing shareholders will decrease 16.67 percent;
- 2. <u>Price Dilution</u> there will be no impact resulting from the exercise price of ECF-W4 is Baht 2 that is higher than the market price at the amount of Baht 1.59 which were calculated from the weighted average price of shares in the last 15 business days prior to the date of the Company's Board of Directors' meeting (Thursday, February 25, 2021); and
  - 3. EPS Dilution there will be the maximum impact at the rate of 16.67 percent.

In this regard, the Company would like the shareholders to consider by comparing to the benefits to the shareholder that will receive after the Company uses the fund from the issuance and offering of the ECF-W4 investing as per the aforementioned business plan to generate more revenue and good return beneficial to the long-term growth of the Company. The details of the shareholder's impact in aspect of control dilution, price dilution and earnings-per-share dilution or EPS dilution are appeared in the Enclosures No. 7 (Summary of Features of Warrants to Purchase Newly Issued Ordinary Shares of the Company (ECF-W4)).

The Company, therefore, would like to issue and offer the ECF-W4 to the Company's existing shareholders in proportion with their shareholding, having details as per the Enclosure No. 7 (Summary of Features of Warrants to Purchase Newly Issued Ordinary Shares of the Company (ECF-W4)). The preliminary details of the ECF-W4 are as follows:

Name Warrants to purchase ordinary shares of East Coast

Furnitech Public Company Limited No. 4 ("Warrants" or

"ECF-W4")

Type Specified the name of the holder and transferable

Number of Warrants 191,897,518 units

Offering Price 0.00 Baht allocated free of charge to the Company's

existing shareholders

Exercise Ratio 1 unit of the Warrant shall be entitled to purchase 1

ordinary share

Exercise Price 2 (two) Baht per share

Date of issuance 2 June 2021 or the date to be determined by the Board of

Directors

Term of Warrants 3 years from the issuance date of Warrants

Allocation Method Offered to the existing shareholders of the Company, at

the ratio of 5 ordinary shares for 1 unit of Warrant (In the event there are fractions from the calculation, the

fractions will be disregarded.)

Exercise of the Warrant holders can exercise their rights to purchase the

Warrants company's ordinary shares as the schedule follows;

1. The first exercise date is 20 July 2021



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- 2. 20 November 2021
- 3. 20 March 2022
- 4. 20 July 2022
- 5. 20 November 2022
- 6. 20 March 2023
- 7. 20 July 2023
- 8. 20 November 2023
- 9. 20 March 2024
- 10. and the last exercise date will be the maturity date of the Warrants is 2 June 2024.

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.

The Company shall list the Warrants on the Stock Exchange of which the Company's ordinary shares are traded at that time.

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 issuance date of Warrants, details and procedures of the Warrants offering, execerise period of Warrants and the term of Warrants 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 Stock Exchange of which the Company's ordinary shares are traded at that time; and
- (3) to take any other actions which are deemed necessary and appropriate for the issuance and offering of the Warrants.

#### The Board of Directors' Opinion

The Board of Directors' Opinion It is deemed appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the following matters:

(A) the issuance and offering of the ECF-W4 at the number of 191,897,518 units to the existing shareholders of the Company without any charge, at the ratio of 5 ordinary shares for 1 unit of Warrants (In the event that there are fractions from the calculation, the fractions will be disregarded.), with the exercise price of such Warrants of Baht 2 per share, having details as per the Enclosure No. 7

Secondary Market

Others



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(Summary of Features of Warrant to Purchase Newly Issued Ordinary Shares of the Company (ECF-W4)); and

- (B) 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 issuance date of Warrants, details and procedures of the Warrants offering, execerise period of Warrants and the term of Warrants 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 Stock Exchange of which the Company's ordinary shares are traded at that time and;
  - (3) to take any other actions which are deemed necessary and appropriate for the issuance and offering of the Warrants.

In this regard, the Company has determined the record date for determining the right of shareholders who will be entitled to receive the ECF-W4 to be on Friday, May 21, 2021, and the allocation date of the ECF-W4 to the existing shareholders in proportion to their shareholding to be on Wednesday, June 2, 2021.

The Company shall complete the offering of the ECF-W4 within one year from the date where the 2021 Annual General Meeting of Shareholder (April 22, 2021) will resolve to approve the issuance and offering of the ECF-W4 at the number of 191,897,518 units to the Company's existing shareholders.

Hence, the Company would like to propose to the Meeting for approval in accordance with all details presented.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with majority votes of the shareholders who attended the Meeting and voted.

Meeting's Resolution The Meeting resolved to approval of the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 4 ("ECF-W4") at the amount of 191,897,518 units to the existing shareholders of the Company without charge at the ratio of 5 existing shares per 1 unit of Warrant, any fraction of warrant unit shall be discarded and the price in exercising warrants is 2 Baht per share, as well as the person designated by the Board will be authorized to carry out necessary and appropriate actions relating to the issuance and offering of the Warrants to purchase the Company's newly issued ordinary shares No. 4 ("ECF-W4") with unanimous votes from the total number of votes of shareholders attending the meeting and voting as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00



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Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
4. Voided ballot	0	

# Agenda 12 Consider and approve the increase of registered capital of the Company from Baht 239,871,897.50 to Baht 287,846,277 by issuing the new ordinary shares in the amount of 191,897,518 shares at a par value of Baht 0.25 per share for accommodating the exercise of the rights under the ECF-W4

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Miss Sarisa Thongkittikul, the Company Secretary ("Company Secretary") was invited to clarify the detail to the Meeting of Shareholders.

The Company Secretary notified the Meeting of Shareholders about the objectives and reason, In accordance with the Company has an alternative and objective about the using of the fund as aforementioned details in Agenda Item 11. The Company wishes to propose the increase of the registered capital of the Company in the amount of Baht 47,974,379.50 from the register capital Baht 239,871,897.50 to Baht 287,846,277 by issuing the newly-ordinary shares at the amount of 191,897,518 shares with the par value of Baht 0.25 to accommodate the exercise of the Warrants to purchase ordinary shares of the Company No. 4 (ECF-W4).

However, please see the details of the increase of capital and allocation of newly-issued ordinary shares from Increasing Capital Report (F53-4) (Enclosure No.8).

#### The Board of Directors' Opinion

The Board of Directors scrutinized that it is deemed appropriate and proper to propose to the 2021 Annual General Meeting of Shareholders to consider approving the increase of the registered capital from Baht 239,871,897.50 to Baht 287,846,277 by issuing the newly-ordinary shares at the amount of 191,897,518 shares with the par value of Baht 0.25 to accommodate the exercise of the Warrants to purchase ordinary shares of the Company No. 4 (ECF-W4) as the details proposed in all respects.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights.

Meeting's Resolution The Meeting resolved to approval of the increase of registered capital of the Company from Baht 239,871,897.50 to Baht 287,846,277 by issuing the new ordinary shares in the amount of 191,897,518 shares at a par value of Baht 0.25 per share for accommodating the exercise of the rights under the ECF-W4 with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00



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Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
3. Abstain	0	0.00
4. Voided ballot	0	0.00

## Agenda 13 Consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company for the purpose of the correspondence with the increase of registered capital of the Company

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Miss Sarisa Thongkittikul, the Company Secretary ("Company Secretary") was invited to clarify the detail to the Meeting of Shareholders.

The Company Secretary notified the Meeting of Shareholders that this was to be in line with the increase of Company's registered capital as per the above Agenda, the Company has to amend Clause 4 of the Memorandum of Association by adopting the following wording and authorize the person empowered by the Board of Directors in the registration of the amendment of Memorandum of Association with the Department of Business Development, Ministry of Commerce to amend and add wording as directed by the registrar.

"Clause 4.	Registered capital	287,846,277	Baht	(Two hundred eighty-seven million eight hundred forty-six thousand two hundred seventy-seven Baht)
	Divided into	1,151,385,108	shares	(One thousand one hundred fifty- one million three hundred eighty- five thounsand one hundred and eight shares)
	At a par value of	0.25	Baht	(twenty-five Satang)
	Categorized into:			
	Ordinary shares	1,151,385,108	shares	(One thousand one hundred fifty- one million three hundred eighty- five thounsand one hundred and eight shares)
	Preference shares	-none-	shares	(none)".

In addition, the person entrusted by the Board in registering the revision of Memorandum of Association at Department of Business Development, Ministry of Commerce, has power to revise and add the statements in accordance with the order of the registrar.

#### The Board of Directors' Opinion

The Board of Directors appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider approving the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in line with the increase of the registered capital of the Company with details as proposed in all respects.

Hence, the Company would like to propose to the Meeting for approval in accordance with all details presented.



Tel: (66) 038-675-181-4 / Fax: (66) 038-678-220 WWW.EASTCOAST.CO.TH บริษัท อีสต์โคสท์เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ต.ทางเกวียน อ.แกลง จ.ระยอง 21110

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The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of shareholders additionally inquired any inquiry or expressed any opinion.

In this agenda, it required the pass of approval resolution with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights.

Meeting's Resolution The Meeting resolved to approval of the amendment of Clause 4 of the Memorandum of Association of the Company for the purpose of the correspondence with the increase of registered capital of the Company. In addition, the person entrusted by the Board in registering the revision of Memorandum of Association at Department of Business Development, Ministry of Commerce, has power to revise and add the statements in accordance with the order of the registrar, with not less than three-fourth (3/4) votes of total votes of the shareholders who attended the Meeting with voting rights as follows:

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. voided ballot	0	0.00

#### Agenda 14 Consider and approve the allocation of newly-issued ordinary shares

The Chairman informed the meeting that the Company presented the details for consideration on this agenda as mentioned in the invitation letter delivered to shareholders. In respect to the supporting reason of this agenda for consideration, Miss Sarisa Thongkittikul, the Company Secretary ("Company Secretary") was invited to clarify the detail to the Meeting of Shareholders.

The Company Secretary notified the Meeting of Shareholders about to consideration and approval on the allocation of newly-issued shares in the amount of 191,897,518 shares at the par value of Baht 0.25 due to the increase of registered capital in Agenda 12. in order to accommodate the exercise of the Warrants to purchase ordinary shares of the Company No. 4 (ECF-W4) that will be allocated the existing shareholders of the Company.

In this regard, the Board of Directors and/or a person assigned by the Board of Directors shall have a power to execute any application forms, indulgence documents and other necessary evidence in relation to the allocation of newly issued ordinary shares, including to contact and submit such application for permission or indulgence, documents and evidence to relevant government sectors or agencies and to list the newly issued ordinary shares on the Stock Exchange of which the Company's ordinary shares are traded at that time and to proceed with other necessary and appropriate matters in relation to such allocation of the newly issued ordinary shares.

Hence, the Company would like to propose to the Meeting for approval in accordance with all details presented.

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion, the shareholders were requested to resolve this agenda.

-In this agenda, none of the shareholders additionally inquired any inquiry or expressed any opinion.



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This agenda required the pass of approval resolution with majority vote of the shareholders who attended the Meeting and voted.

<u>Meeting's Resolution</u> The Meeting resolved to the approval of the allocation of the newly-issued shares and the assignment to the Board of Directors and/or a person assigned by the Board of Directors to have a power to carry out activities related to the allocation of newly issued ordinary shares as per details presented with the majority vote of the shareholders who attended the Meeting and voted as follows.

Resolution	Resolved Votes (1 Share=1 Vote)	Percentage of attending shares with right to vote
1. Agree	579,040,873	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. voided ballot	0	

#### Agenda 15 Other issues (if any)

-None-

The Chairman inquired whether any shareholder had any query or opinion related to this agenda. After none of the shareholders required to inquire any query or express any opinion. The chairman thanked all the shareholders and close the Meeting at 11.35 a.m.

Signed -Signature-General Terdsak Marom Chairman of the Board

Signed -Signature-Miss Sarisa Thongkittikul Company Secretary

Subongkot Hongthong
Assistant Company Secretary
Minutes Taker
Sarisa Thongkittikul
Company Secretary
Report Inspector