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No. ECF2 017/2562

29 March 2019

Subject: Notification of the resolutions of the Board of Directors' Meeting approving the postponement of an investment in ordinary shares of S-TREK (Thailand) Co., Ltd. ("Investment in S-TREK"), capital increase, the issuance and allocation of the newly issued ordinary shares relating to Investment in S-TREK, and the amendment of 2019 Annual General Meeting of Shareholders' agenda **(additional)**

To President
The Stock Exchange of Thailand

Reference: 1. The letter to the Stock Exchange of Thailand of East Coast Furnitech Public Company Limited on the resolutions of the Board of Directors' Meeting approving the investment in purchasing the ordinary shares of S-TREK (Thailand) Co., Ltd., capital increase, and the issuance and allocation of the newly issued ordinary shares to the specific person under the private placement basis, and the schedule for Extraordinary General Meeting of Shareholders No. 1/2019 dated 3 December 2018
2. The letter to the Stock Exchange of Thailand of East Coast Furnitech Public Company Limited on the cancellation of the resolutions of the Board of Directors' Meeting No. 13/2018 in relation to the investment in the ordinary shares of S-TREK (Thailand) Co., Ltd., the investment in the ordinary shares of S-TREK (Thailand) Co., Ltd., capital increase, and the issuance and allocation of the newly issued ordinary shares to the specific person under the private placement basis, and the schedule for 2019 Annual General Meeting of Shareholders dated 17 January 2019
(The 2 information memorandums are collectively referred to as "**Information memorandum of the Company relating to an investment in S-TREK**")

Enclosure 1. Capital Increase Form (F53-4)
2. Information Memorandum regarding the issuance and allocation of newly issued shares to accommodate the rights adjustment of Warrants to purchase the Company's newly issued ordinary shares No. 3 (ECF-W3)

East Coast Furnitech Public Company Limited (the "Company") wishes to inform the resolutions of the Meeting of the Board of Directors of East Coast Furnitech Public Company Limited (the "**Company**") No. 4/2019 held on March 29, 2019 to the Stock Exchange of Thailand (the "**SET**") as follows:

1. To approve the cancellation of the resolutions of the Board of Directors' Meeting No. 13/2018 held on November 30, 2018 and the resolutions of the Board of Directors' Meeting No. 2/2019 held on January 16, 2019 in relation to the investment in S-TREK and capital increase and the allocation of newly-issued shares in relation to the investment in S-TREK. This results from the fact that after the Board of Directors' Meeting No. 13/2018 and the Board of Directors' Meeting No. 2/2019 have resolved to approve the investment in S-TREK, there are facts and events occurring during the period of proposing such matter to the 2019 Annual General Meeting of Shareholders. The Company's Board of Directors have considered and opined that such facts and events have a significant impact on the entering into the transaction and may affect the benefits of the Company and shareholders. For this reason, the Board of Directors' meeting has reconsidered the investment in S-TREK in order to protect the benefits of the Company and shareholders.

From the reconsideration of investment in S-TREK, the Board of Directors' meeting has approved to postpone the investment in S-TREK for the following reasons:

1) Accounting record of S-TREK

According to the report on financial due diligence on S-TREK dated 9 November 2018, prepared by SP Audit Co., Ltd. (the "**Accounting Advisor**"), the certified public accountant approved by the Office of the SEC, who conducted the due diligence on the information appearing in the audited financial statements of S-TREK ended 31 December 2017 and the trial balance of S-TREK, prepared by the management of S-TREK, ended 30 June 2018, the Accounting Advisor has reported various significant findings

As such, the Company's Board of Directors required a special audit on the audited financial statements of S-TREK, ended 31 December 2017. The Company needs to use such financial statements in support of the evaluation of the fair value of S-TREK shares and has determined the result of the special audit in satisfaction to the Company as one of the important conditions for making the investment in S-TREK.

However, after the Accounting Advisor conducted the special audit as required by the Company's Board of Directors, it appears that during the audit, the Accounting Advisor preliminarily reported to the management that S-TREK's accounting record might not be in accordance with accounting standards, regarding which S-TREK will have to change from the financial reporting standards for Non-Publicly Accountable Entities (NPAEs) to the financial reporting standards for Publicly Accountable Entities (PAEs), and due to limited time, S-TREK might not be able to correct such issues before the time scheduled for entering into the transaction agreed with the Company and the transaction is also significant to S-TREK's financial statements and the Company's financial statements. The management then reported such primary findings regarding the non-compliance of the accounting record with accounting standards to the meeting for consideration.

2) Independent financial advisor's opinion

The Company has appointed I V Global Securities Public Company Limited as an independent financial advisor (the "**IFA**") to give opinions in relation to the investment in S-TREK ordinary shares through a share swap and the IFA has prepared the report on independent financial advisor's opinions regarding the asset acquisition of S-TREK ordinary shares, dated 15 March 2019 (the "**IFA's Report**"). After considering the reasonableness of the asset acquisition transaction and the appropriateness of the price and conditions of the transaction, i.e. acquisition of S-TREK ordinary shares, the IFA has opined that the entering into such transaction is not appropriate at this time. In the consideration, the IFA has taken into account the significant findings in the report of special audit above, and has also considered the important conditions in entering into the transaction.

3) Request for changes in the conditions for the purchase and sale of S-TREK shares

After the Company has amended the important conditions for making the investment in S-TREK (as detailed in Reference No. 2), the Company and the shareholders of S-TREK have tried to negotiate various conditions which would lead to the preparation of share purchase agreement and shareholders' agreement. However, the Company

and the shareholders of S-TREK have not been able to reach an agreement regarding significant issues of the agreements. In this regard, if there is any further information, the Company will inform via the Stock Exchange of Thailand system.

For the three reasons mentioned above, the today's Board of Directors' Meeting has reviewed and considered the appropriateness of the investment and approved the postponement of the investment in S-TRK, the capital increase and allocation of newly-issued shares which are related to the investment in S-TREK. The Board of Directors has considered carefully and thoroughly taking into account the maximum benefits of the Company and shareholders. In this regard, the period of bringing back the investment in S-TREK agenda for consideration would depend on the Board of Directors' judgement.

2. From the postponement of investment in S-TREK, capital increase and allocation of newly-issued shares which are related to the investment in S-TREK, the Board of Directors' Meeting has considered and approved the amendment of capital increase and allocation of newly-issued shares that have been approved by the Board of Directors' Meeting No. 13/2018 held on November 30, 2018 and the Board of Directors' Meeting No. 2/2019 held on January 16, 2019. With respect to the capital increase and allocation of newly-issued shares, there still remains the issuance and allocation of newly-issued shares to offer for specific persons under Private Placement basis pursuant to the General Mandate, and the allocation of newly-issued shares to accommodate the rights adjustment of Warrants to purchase the Company's newly issued ordinary shares No.3 (ECF-W3) as follows:
 - 1) To propose the 2019 Annual General Meeting of Shareholders to consider approving the increase of 26,750,000 registered capital of the Company, divided into 107,000,000 shares with a par value of Baht 0.25 from the existing registered capital of Baht 285,712,090.75 to the registered capital of Baht 312,462,090.75.
 - 2) To propose the 2019 Annual General Meeting of Shareholders to consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company according to aforementioned Clause 4.
 - 3) To propose the 2019 Annual General Meeting of Shareholders to consider approving the allocation of 95,000,000 newly issued ordinary shares to the specific person under the Private Placement basis with a par value of Baht 0.25 per share, equivalent to **9.90 percent** of the paid-up capital of the Company to the specific person under the Private Placement basis under the General Mandate basis.
 - 4) To propose the 2019 Annual General Meeting of Shareholders to consider approving the allocation of the newly issued ordinary shares of the Company to accommodate the 10 adjustment of rights under ECF-W3, which is issued and allotted to the existing shareholders on pro rata basis, totaling 12,000,000 shares with a par value of Baht 0.25.

In this regard, when the Board of Directors' Meeting has resolved to approve the postponement of the investment in S-TREK and amendment of capital increase and allocation of newly-issued shares agenda, the Board of Directors' Meeting has resolved to remain following resolutions: (1) To propose the 2019 Annual General Meeting of Shareholders to consider approving the reduction of the registered capital of the Company and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company; (2) To propose the 2019 Annual General Meeting of Shareholders to consider the issuance and offer the debenture with the commitment amount of not exceeding Baht 2,000,000,000; and (3) To propose the

2019 Annual General Meeting of Shareholders to consider approving amendment of the Objectives of the Company and the amendment of Memorandum of Association of the Company Clause 3. Objectives of the Company to be in line with the Objectives of the Company.

3. As a result of the approval of postponement of investment in S-TREK and capital increase and allocation of newly-issued shares in S-TREK, amendment of capital increase and allocation of newly-issued shares agenda as per details in clause 2., the Board of Directors' Meeting has approved to amend the agenda of 2019 Annual General Meeting of Shareholders to be in line with the postponement of investment in S-TREK and capital increase and allocation of newly-issued shares in relation to the investment in S-TREK, and the amendment of capital increase and allocation of newly-issued shares agenda as mentioned above, the agenda items of the meeting shall be as follows:

- | | |
|-----------|--|
| Agenda 1 | The matters to be informed by the Chairman of the meeting for acknowledgement. |
| Agenda 2 | To consider and certify the minutes of the 2018 Annual General Meeting of Shareholders dated 25 April 2018 |
| Agenda 3 | To review and approve the performance of the Company and its subsidiaries for the year 2018, from January 1, 2018 to January 31, 2018 |
| Agenda 4 | To consider and approve the Company's Statements of Financial Position as of December 31, 2018, the Comprehensive Income Statement and the auditor's report, which are audited by the auditor for the year ended December 31, 2018. |
| Agenda 5 | To approve the annual dividend payment and retained earnings allocation for the Company's performance in 2018, ended December 31, 2018 |
| Agenda 6 | To consider and elect the directors who retire from their tenure. |
| Agenda 7 | To approve the fixing of the remuneration of directors for the year 2019. |
| Agenda 8 | To consider and appoint the auditor and to set the audit fee for the year 2019 |
| Agenda 9 | To consider approving the issuance and offer the debenture with the commitment amount not exceeding Baht 2,000,000,000. |
| Agenda 10 | To consider approving amendment of the Objectives of the Company and the Memorandum of the Association of the Company Clause 3 (Objectives of the Company) to be in line with the amendment of Objectives of the Company. |
| Agenda 11 | To consider approving the reduction of the registered capital of the Company by Baht 68,425,178.25 from the existing registered capital of Baht 354,137,269 to the registered capital of Baht 285,712,090.75 by deducting 273,700,713 unissued shares with a par value of Baht 0.25 per share. |
| Agenda 12 | To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company |
| Agenda 13 | To consider approving the increase of 26,750,000 registered capital of the Company, which is equivalent to 107,000,000 shares with the par value of Baht 0.25, from the existing registered capital of Baht 285,712,090.75 to Baht 312,462,090.75. |
| Agenda 14 | To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company |
| Agenda 15 | To consider approving the allocation of not exceeding 95,000,000 newly issued ordinary shares to the specific person under the Private Placement basis under the General Mandate basis. |

- Agenda 16 To consider approving the allocation of the newly issued ordinary shares of the Company to accommodate the adjustment of rights under Warrants to purchase the Company's newly issued ordinary shares No. 3 for existing shareholders (ECF-W3), which is issued and allotted to the existing shareholders on pro rata basis, totaling not exceeding 12,000,000 shares
- Agenda 17 Any other matters (if any)

Remark

1. For more details of the agendas of the meeting No.5, 6, 7 and 8, they could be studied from the letter that the Company informed to the Stock Exchange of Thailand dated February 27, 2019 and dated March 4, 2019.
2. For more details of the agenda of the meeting No.9, such agenda could be studied from the letter that the Company informed to the Stock Exchange of Thailand dated December 3, 2019 and for the agenda of the meeting No. 10 for the letter dated February 27, 2019. In this regard, the Company would like to propose to the 2019 Annual General Meeting of Shareholders in order to add more the Company's objective 1 article from now the Company's objective has 32 articles to be 33 articles.
3. The record date for determining the rights of shareholders to attend the 2019 Annual General Meeting of Shareholders (Record Date) shall remain the same, i.e. March 13, 2019.
4. The record date for determining the rights of shareholders to receive the dividend shall remain the same, i.e. April 30, 2019 and the date of dividend payment is also remain unchanged, i.e. May 21,2019.
5. The date, time, and venue of 2019 Annual General Meeting of Shareholders shall remain the same, i.e. on April 22, 2019, at 13.00 hours, at The Grand Fourwings Convention Hotel, No. 333, Srinagarindra Road, Huamak Sub-district, Bangkok District, Bangkok.

Please be informed accordingly.

Yours Sincerely,
East Coast Furnitect Public Company Limited

(Mr. Arak Suksawad)
Managing Director

(F 53-4)

Capital Increase Report Form
East Coast Furnitech Public Company Limited
29 March 2019

We, East Coast Furnitech Public Company Limited, (the “**Company**”) hereby reports the resolution of Board of Directors Meeting No. 4/2019, held on 29 March 2019 in respect of a capital increase and share allotment as follows:

1. Capital Decrease and Increase

Capital Decrease

The Board of Directors Meeting has passed a resolution to approve the decrease of the Company’s registered capital amounting to Baht 68,425,178.25 from Baht 354,137,269.00 to Baht 285,712,090.75 by cancelling unissued ordinary shares of the Company amounting 273,700,713 shares with a par value of Baht 0.25 per share.

The cancellation of the unissued ordinary shares shall not include the ordinary shares of the Company allocated for the accommodation of the exercise of the rights under the Warrant to purchase ordinary shares of the Company No. 2 (“**ECF-W2**”) which approved by the Extraordinary General Meeting of Shareholders No. 2/2017 on 2 October 2017, which have not yet exercised, amounting to 53,484,650 shares, and the Warrant to purchase ordinary shares of the Company No. 3 (“**ECF-W3**”) which approved by the Extraordinary General Meeting of Shareholders No. 2/2017 on 2 October 2017, which have not yet exercised, amounting to 129,958,631 shares.

Capital Increase

The Board of Directors Meeting has passed a resolution to approve the increase of the Company’s registered capital from Baht 285,712,090.75 to Baht 312,462,090.75 by means of increasing the registered capital in the amount of Baht 26,750,000 divided into 107,000,000 newly issued ordinary shares with a par value of Baht 0.25 per share. The Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of share (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	not exceeding 12,000,000	0.25	not exceeding 3,000,000.00
<input checked="" type="checkbox"/> General Mandate	Ordinary share	not exceeding 95,000,000	0.25	not exceeding 23,750,000.00

2. Allotment of new shares

2.1 If specifying the purpose of utilizing proceeds

A. Details of allocation

Allotted to	Number of share (shares)	Ratio (Old : New)	Sale Price (Baht/share)	Subscription and payment period	Remark
To accommodate the adjustment of rights of ECF-W3	12,000,000	-	free of charge	-	Remark

Remark: To accommodate the adjustment of rights of ECF-W3 issued and allocated to the existing shareholders on a pro rata basis as at the book closing date according to the conditions of the rights adjustment specified in the terms and conditions thereof. Currently, the company

is not able to calculate the adjustment ratio of Warrants ECF-W3, since in calculating the price and ratio of new exercise of rights, it shall be calculated from “the market price of Company’s ordinary shares” which is equivalent to “the weighted average market price per share of the Company’s ordinary shares” which means the value of sell and purchase of ordinary shares divided by the number of ordinary shares of the Company that were traded in the SET during consecutively 7 business days of the SET before the date of calculation, which the Company is currently not able to calculate. The Company shall be able to calculate the price and ratio of exercise of rights on first day that the ordinary share purchaser shall not be entitled to subscribe the newly issued ordinary shares; in other words, the first date of offering the newly issued ordinary shares under the Private Placement basis, which shall be informed by the Company in the SET system later on

B. The Company’s plan in case where there are fractions of shares remaining
any fractions shall be rounded down.

2.2 Allotment of new shares under the General Mandate

Allotted to	Type of Shares	Number of share (shares)	Percentage of paid-up capital	Remarks
1. Private Placement	Ordinary Shares	Not exceeding 95,000,000	Not exceeding 9.90 percent	Remarks Nos. 1, 2,3 and 4

Remarks:

1. The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In any case, the aggregate number of newly issued ordinary shares to be allocated to specific persons under the Private Placement basis under the General Mandate basis shall not exceed 95,000,000 shares or 9.90 percent of the paid-up registered capital of the Company as at the date the board of directors approving the increase of the registered capital under the General Mandate basis.
2. The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E. 2546 :
 - (a) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in the Notification Relating to Issuance and Offer for Sale of Securities; or
 - (b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company’s operation.
3. The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall be “**Market Price**” which means the weighted average price of the Company’s shares trading on the stock exchange of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors. In the case that the Board of Directors of the Company deems that there is an appropriate cause by taking into

account of the best interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to the Notification No. TorChor. 72/2558.

4. The Board of Directors' Meeting has resolved to approve the authorization to the board of directors to take any action relating to the allocation of the newly issued ordinary shares as follows:
 - (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;
 - (2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
 - (3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the SET and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

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

The 2019 Annual General Meeting of Shareholders shall be held on 22 April 2019 at 13.00 hours. at The Grand Fourwings Convention Hotel, Srinakarindra 1 Room, 9th Floor, 333 Srinakarin Road, Huamak Sub-district, Bangkok District, Bangkok 10240. The record date for determining the right of shareholders to attend the 2019 Annual General Meeting of Shareholders shall be on 13 March 2019

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

1. The Company will apply for the registration of the capital decrease and increase of the paid-up capital with the Department of Business Development, the Ministry of Commerce.
2. The Company will apply for the approval from the SET to list such newly issued ordinary shares on the SET.

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

1. to accommodate the rights adjustment of ECF-W3 according to the conditions of the rights adjustment in the terms and conditions.
2. The capital increase under a general mandate is to be used as a working capital and increase the liquidity of the Company as well as to be used as the fund for expanding its core business such as the investment for semi-automatic machines to add up in production process and/or the business relevant to the core business and/or the investment in any businesses in the energy industry such as solar power plant in Myanmar that the Company has invested 20 percent of total share of Green Earth Power (Thailand) Company Limited and the investment in the associates (SAFE Energy Holding Company Limited : SAFE) that is held by the subsidiary (ECF Power Company Limited) 33.37 percent of total shares. In this regard, SAFE plans to invest in more other projects and is on the process of feasibility study.

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

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

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

Please see Clause no. 6 of this Capital Increase Report Form.

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

-None-

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

Procedures	Date
1) The date of the Meeting of Board of Directors No. 4/2019	29 March 2019
2) The date to determine shareholders entitled to attend the 2019 Annual General Meeting of Shareholders (Record Date)	13 March 2019
3) The date of 2019 Annual General Meeting of Shareholders	22 April 2019
4) Proceed the registration for capital decrease with the Ministry of Commerce	within 14 days since receiving the resolution from the shareholder's meeting
5) Proceed the registration for the paid-up capital received on a private placement basis and other matters in relation to the MOC	within 14 days since receiving the subscription payment

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

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

(Mr.Chalee Suksawad)
Authorized Director

(Mr.Arak Suksawad)
Authorized Director

Information Memorandum regarding the Issuance and Allocation of Newly-issued Ordinary Shares to Accommodate the Right Adjustment of the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3)

As the Board of Directors' Meeting No. 2/2019 of East Coast Furnitech Public Company Limited (the "Company") held on 16 January 2019 has resolved to approve the capital increase and allocation of newly-issued shares in the number of 12,000,000 shares to accommodate the right adjustment of the Warrants to purchase the Company's newly issued ordinary shares No. 3 (ECF-W3) ("ECF-W3") issued and allocated to the existing shareholders according to in proportion to their shareholding. Such right adjustment will be in accordance with the terms and conditions governing rights and obligations of issuer and holders of warrants to purchase the Company's newly issued ordinary shares No. 3 (ECF-W3) (the "Terms and Conditions") as a result of the Company wishing to issue and offer newly-issued ordinary shares to specific persons under Private Placement basis by issuing and allocating newly-issued ordinary shares to offer for specific persons under Private Placement basis under the General Mandate basis in the number of not exceeding 95,000,000 shares.

The increase of registered capital of the Company shall be approved by the meeting of the Company's shareholders with the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, and the issuance and offering of ECF-W3 shall be approved by the meeting of the Company's shareholders with the majority vote of the shareholders presented at the meeting and casting their votes.

In this regard, the information material to the shareholders' decision is as follows.

1. Details of the Issuance and Offering of the Newly Issued Shares to Accommodate the Rights Adjustment of the Warrant to Purchase Ordinary Shares

1.1 Details of the Offering

1.1.1 The Company will allocate newly-issued shares in the number of 12,000,000 shares to accommodate the rights adjustment that may occur under the Terms and Conditions of ECF-W3 allocated to the existing shareholders in proportion to their shareholding on October 20, 2017, the details thereof are as follows:

Type of Securities	:	Warrant to purchase ordinary shares of East Coast Furnitech Public Company Limited No. 3
Type of Warrant	:	Specified the name of the holder and transferable
Number of Warrant in Issuance and Offering	:	129,958,631 units
Offering Price per Unit	:	Baht 0.00

- Current Exercise Ratio : 1 unit of warrant has the right to purchase 1 new ordinary share
- Current Exercise Price : Baht 5 per share
- Date of Issuance : 20 October 2017
- Maturity Period of Warrant : 3 years 4 months
- Allocation Method : Offered to the existing shareholders of the Company, at the ratio of 6 ordinary shares to 1 Warrant (In the event there are fractions, the fractions shall be discarded).
- Exercise Period : Warrant holders can exercise their rights to purchase the company's ordinary shares on 25 May 2019 as the first exercise date from the date of issuance. The Warrant holders can exercise their rights under the warrants for the other seven times until the maturity date of the warrants. The exercise date will be on 25 August 2019 / 25 November 2019 / 25 February 2020 / 25 May 2020 / 25 August 2020 / 25 November 2020 and the last exercise date will be on the maturity date of the warrants is 25 February 2021.

In case that any exercise date does not fall on a business day of the company, such date shall be moved to the business day prior to such exercise date. The Company will not extend the term of the warrants and there is no requirement demanding the warrant holders to exercise their rights prior to the exercise date.

- Secondary Market for the Warrant : The Market for Alternative Investment (mai)

In this regard, according to Clause 3.3.1 (b) of the Terms and Conditions relating to the conditions of rights adjustment of the warrant, the Company shall have to proceed to adjust the exercise price and the exercise ratio, throughout the maturity period of the warrant when the Company offers new allotment of ordinary shares to the existing shareholders and/or public and/ or specific individuals (private placement), and the average price of the newly issued ordinary share is lower than 90 percent of "the market price of the Company's ordinary shares", in order to maintain the benefits of the warrant holders. The adjustment in the

exercise price and exercise ratio will take effect immediately, starting from the first day of the offering to specific persons (Private Placement). Therefore, the Company is required to allocate newly-issued ordinary shares to accommodate the rights adjustment of ECF-W3 in the number of not exceeding 12,000,000 shares. In case that there are adjustments in exercise price, exercise ratio and the method to calculate the adjustment of exercise price and exercise ratio, as described hereinafter, there shall be no negative impact to the returns or benefits, which the warrant holders or warrant substitute holders shall receive once they exercise their rights.

1. The exercise price shall be adjusted based on the formula and calculation method as follows:

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

2. The exercise ratio shall be adjusted based on the formula and calculation method as follows:

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

Where *Price0* is the exercise price before the adjustment

Price1 is the new exercise prices after the adjustment

Ratio0 is the exercise ratio before the adjustment

Ratio1 is the new exercise ratio after the adjustment

MP is "the market price of the Company's ordinary shares"

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

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

BX is total proceeds, after deducting all expenses (if any), obtained from the offering of newly issued ordinary shares to the specific individuals (Private Placement).

"The market price of Company's ordinary shares" is determined to be in equivalent to "The weighted average market price per share of the Company's ordinary share". Meaning that, "The weighted average market price per share of the Company's ordinary share" is the total trading value of the Company's ordinary shares divided by the number of Company's ordinary shares that were traded in the MAI exchange (the "SET") during the duration of 7 consecutive Business Days (the day on which the stock market is opened for the stock trading) prior to the date used for the calculation.

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

“The date that is used for the calculation” means the first date of the offering of the newly issued ordinary shares to the private placement.

However, currently the company is not able to calculate the adjustment ratio of Warrants ECF-W3, since in calculating the price and ratio of new exercise of rights, it shall be calculated from “the market price of Company’s ordinary shares” which is equivalent to “the weighted average market price per share of the Company’s ordinary shares” which means the value of sell and purchase of ordinary shares divided by the number of ordinary shares of the Company that were traded in the SET during consecutively 7 business days of the SET (the day on which the stock market is opened for the stock trading) before the first date of offering newly-issued shares to specific persons under Private Placement basis, which the Company is currently not able to calculate. The Company shall be able to calculate the price and ratio of exercise of rights on first day that the ordinary share purchaser shall not be entitled to subscribe the newly issued ordinary shares; in other words, the first date of offering the newly issued ordinary shares under the Private Placement basis. The adjustment of exercise price and exercise ratio shall be effective immediately on the first day of offering newly-issued ordinary shares under the Private Placement basis, which shall be informed by the Company through the SET system later on.

In this regard, in the case that the offering price of newly-issued ordinary shares under the private placement basis is not lower than 90 percent of the market price of Company’s ordinary shares, the Company shall not adjust rights of ECF-W3, and in that case, the Company shall proceed to reduce its registered capital by cancelling such unallocated shares.

1.2 Determination of Offering Price and Appropriateness of the Adjusted Exercise Price and Exercise Ratio

The details of calculation methods used to determine the adjustment of exercise price and exercise ratio shall be in accordance with Clause 3.3.1 (b) of the Terms and Conditions as specified in 1.1. However, the Company is currently not able to calculate the adjustment ratio of ECF-W3, since in calculating the price and ratio of new exercise of rights, it shall be calculated from “the market price of Company’s ordinary shares” which is equivalent to “the weighted average market price per share of the Company’s ordinary shares” which means the value of sell and purchase of ordinary shares divided by the number of ordinary shares of the Company that were traded in the SET during consecutively 7 business days of the SET (the day on which the stock market is opened for the stock trading) before the first date of offering newly-issued shares to specific persons under Private Placement basis, which the Company is currently not able to calculate. The Company shall be able to calculate the price and ratio of exercise of rights on first day that the ordinary share purchaser shall not be entitled to subscribe the newly issued ordinary shares; in other words, the first date of offering the newly issued ordinary shares under the Private Placement basis. The adjustment of exercise price and exercise ratio shall be effective immediately on the first day of offering newly-issued ordinary shares under the Private Placement basis, which shall be informed by the Company through the SET system later on.

In this regard, in the case that the offering price of newly-issued ordinary shares under the private placement basis is not lower than 90 percent of the market price of Company’s ordinary shares, the

Company shall not adjust rights of ECF-W3, and in that case, the Company shall proceed to reduce its registered capital by cancelling such unallocated shares.

2. Purpose of Issuing Newly Issued Ordinary Shares, Plan for Using Proceeds, and Project Details

2.1 Purpose of Issuing Newly Issued Ordinary Shares, Plan for Using Proceeds, and Details on Projects the Company and/or its Subsidiaries will Invest the Proceeds obtained from the Capital Increase therein

To be compliant with the rights adjustment conditions of ECF-W3, clause 3.3.1 (b) of the Terms and Conditions, relating to the conditions of rights adjustment of warrants, the Company shall have to proceed to adjust the exercise price and the exercise ratio, throughout the maturity period of the warrant when the Company offers new allotment of ordinary shares to the existing shareholders and/or public and/ or specific individuals (private placement), and the average price of the newly issued ordinary share is lower than 90 percent of “the market price of the Company’s ordinary shares”, in order to maintain the benefits of the warrant holders. Therefore, the Company is required to allocate newly-issued ordinary shares to accommodate the rights adjustment of ECF-W3 in the number of not exceeding 12,000,000 shares. In case that there are adjustments in exercise price, exercise ratio and the method to calculate the adjustment of exercise price and exercise ratio, as described in Clause 1.1, there shall be no negative impact to the returns or benefits, which the warrant holders or warrant substitute holders shall receive once they exercise their rights.

With respect to the plan for using proceeds and project details that the Company and/or its subsidiaries would utilize the proceeds from capital increase in the Company’s projects, the details are shown in Information Memorandum regarding the Issuance and Offering of (1) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) and (2) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3) for the Extraordinary General Meeting of shareholders No. 2/2017, held on October 2, 2017.

2.2 Effects that may Occur in Case where Project cannot be Accomplished and Risk from Project Operation

The details are shown in Information Memorandum regarding the Issuance and Offering of (1) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) and (2) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3) for the Extraordinary General Meeting of shareholders No. 2/2017, held on October 2, 2017, since it is the same project as the utilization of proceeds from the issuance and offering of the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) (“**ECF-W2**”) and ECF-W3.

2.3 All Budgets Expected to be Used at the Beginning and All Budgets Expected to be Used in order for Project to Generate Revenue to the Company

The details are shown in Information Memorandum regarding the Issuance and Offering of (1) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) and (2) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3) for the Extraordinary General Meeting of shareholders No. 2/2017, held on October 2, 2017, since it is the same project as the utilization of proceeds from the issuance and offering of ECF-W2 and ECF-W3.

3. Information of Dilution Effect from Issuance and Offering of the ECF-W2 and ECF-W3

3.1 Price Dilution

Currently the company is not able to calculate the adjustment ratio of Warrants ECF-W3, since in calculating the price and ratio of new exercise of rights, it shall be calculated from "the market price of Company's ordinary shares" which is equivalent to "the weighted average market price per share of the Company's ordinary shares" which means the value of sell and purchase of ordinary shares divided by the number of ordinary shares of the Company that were traded in the SET during consecutively 7 business days of the SET before the first date of offering newly-issued shares to specific persons under Private Placement basis. The company is currently not able to calculate the price dilution.

3.2 Control Dilution

$$= \frac{\text{Number of newly-issued shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued shares}}$$

$$= \frac{12,000,000}{959,405,082 + 12,000,000 + 129,958,631}$$

$$= 1.09 \text{ Percent}$$

If the rights adjustment takes place and the warrant holders of ECF-W3 exercise their rights in full, the control dilution would be 1.09 percent.

3.3 Earnings Per Share Dilution : EPS Dilution

$$= \frac{\text{Earnings per share (pre-offering)} - \text{Earnings per share (post-offering)}}{\text{Earnings per share (pre-offering)}}$$

$$= \frac{0.0498 - 0.0493}{0.0498}$$

= 1.09 percent

If the rights adjustment takes place and the warrant holders of ECF-W3 exercise their rights in full, the earnings per share dilution would be 1.09 percent.

4. The Opinions of the Board of Directors on Various Matters according to the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: List of Information Disclosed in the Notice of the Shareholders' Meeting of the Listed Company for Seeking Approval of the Issuance and Offering of Securities

4.1 Background of the Determination of the Offering Price and Appropriateness of the Issuance of Newly-issued Ordinary Shares to Accommodate the Rights Adjustment of ECF-W3 in the Number of not Exceeding 12,000,000 shares

The adjustment of exercise price and exercise ratio of ECF-W3 as a result of the issuance and allocation of newly-issued shares to specific persons under the private placement basis under the general mandate basis in the number of not exceeding 95,000,000 shares shall be in accordance with Clause 3.3.1 (b) of the Terms and Conditions, the calculation detail of which is shown in Clause 1.1 which is appropriate. However, the Company is currently not able to calculate the adjustment ratio of Warrants ECF-W3, since in calculating the price and ratio of new exercise of rights, it shall be calculated from "the market price of Company's ordinary shares" which is equivalent to "the weighted average market price per share of the Company's ordinary shares" which means the value of sell and purchase of ordinary shares divided by the number of ordinary shares of the Company that were traded in the SET during consecutively 7 business days of the SET before the first date of offering newly-issued shares to specific persons under Private Placement basis, which the Company is currently not able to calculate. The Company shall be able to calculate the price and ratio of exercise of rights on first day that the ordinary share purchaser shall not be entitled to subscribe the newly issued ordinary shares; in other words, the first date of offering the newly issued ordinary shares under the Private Placement basis. The adjustment of exercise price and exercise ratio shall be effective immediately on the first day of offering newly-issued ordinary shares under the Private Placement basis, which shall be informed by the Company through the SET system later on.

4.2 Reason and Necessity of the Issuance of newly-issued ordinary shares to accommodate the rights adjustment of ECF-W3 in the number of not exceeding 12,000,000 shares

To be compliant with the rights adjustment conditions of ECF-W3, clause 3.3.1 (b) of the Terms and Conditions, relating to the conditions of rights adjustment of warrants, the Company shall have to proceed to adjust the exercise price and the exercise ratio, throughout the maturity period of the warrant when the Company offers new allotment of ordinary shares to the existing shareholders and/or public and/ or specific individuals (private placement), and the average price of the newly issued ordinary share is lower than 90

percent of “the market price of the Company’s ordinary shares”, in order to maintain the benefits of the warrant holders. Therefore, the Company is required to allocate newly-issued ordinary shares to accommodate the rights adjustment of ECF-W3 in the number of not exceeding 12,000,000 shares. In case that there are adjustments in exercise price, exercise ratio and the method to calculate the adjustment of exercise price and exercise ratio, as described in Clause 1.1, there shall be no negative impact to the returns or benefits, which the warrant holders or warrant substitute holders shall receive once they exercise their rights.

In this regard, in the case that the offering price of newly-issued ordinary shares under the private placement basis is not lower than 90 percent of the market price of Company’s ordinary shares, the Company shall not adjust rights of ECF-W3, and in that case, the Company shall proceed to reduce its registered capital by cancelling such unallocated shares.

4.3 Possibility of the Plan for Using Proceeds which are derived from the Issuance of newly-issued shares to accommodate the rights adjustment of ECF-W3 in the number of not exceeding 12,000,000 shares

The details are shown in Information Memorandum regarding the Issuance and Offering of (1) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) and (2) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3) for the Extraordinary General Meeting of shareholders No. 2/2017, held on October 2, 2017, since it is the same project as the utilization of proceeds from the issuance and offering of ECF-W2 and ECF-W3.

4.4 Reasonability of the Capital Increase and Sufficiency of the Source of Investment Funds in case the Capital received from the Issuance of Newly-issued Ordinary Shares to Accommodate the Rights Adjustment of ECF-W3 in the Number of 12,000,000 Shares Do Not Cover All of the Budget Required for the Operation of the Project

The details are shown in Information Memorandum regarding the Issuance and Offering of (1) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) and (2) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3) for the Extraordinary General Meeting of shareholders No. 2/2017, held on October 2, 2017, since it is the same project as the utilization of proceeds from the issuance and offering of ECF-W2 and ECF-W3.

4.5 Expected Effects on the Operation of Business of the Company, including the Financial Status and Overall Operation of the Company, which are Derived from the Increase in Capital Accommodate the Rights Adjustment of ECF-W3 in the Number of 12,000,000 Shares and Operation according to the Proceeds Utilization Plan

The details are shown in Information Memorandum regarding the Issuance and Offering of (1) the Warrant to Purchase Newly Issued Ordinary Shares of the Company No. 2 (ECF-W2) and (2) the Warrant to

Purchase Newly Issued Ordinary Shares of the Company No. 3 (ECF-W3) for the Extraordinary General Meeting of shareholders No. 2/2017, held on October 2, 2017, since it is the same project as the utilization of proceeds from the issuance and offering of ECF-W2 and ECF-W3.

5. Directors' Warranty

The Board of Directors of the Company hereby warrants that the Board of Directors of the Company has performed its duties with honesty and in good faith with due care to protect and preserve the Company's benefits on the matter relevant to this capital increase. However, should such performance of duties causes damage to the Company, shareholders may sue to claim damages from such particular director on behalf of the Company pursuant to Section 85 of the Securities and Exchange Act B.E. 2535 (1992). In addition, should the performance of duties results in the director or any relevant persons receiving unlawful benefits, shareholders may sue to claim back such benefits from such particular director on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange B.E. 2535 (1992).

Please be informed accordingly.

Yours sincerely,

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(Mr.Chalee Suksawad, Mr.Arak Suksawad)
Authorized Directors