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# Minutes of Annual General Meeting of Shareholders for 2016 East Coast Furnitech Public Company Limited (ECF)

### Date, Time and Place of the Meeting

The Meeting was held on Friday 8 April 2016 at 14.00 hrs. at conference room in ballroom, 3<sup>rd</sup> Floor, the Grand Four Wings Convention, No. 333 Srinakarin Road, Hua Mak Sub-district, Bangkapi District, Bangkok 10240.

#### Before Meeting Commencement

East Coast Furnitech Public Company Limited (the "Company" or "ECF") gave data to the Shareholders' Meeting as follows.

According to data as of book-closing date of share transfer suspension for determination of right to attend the meeting and receive dividend, the Company has paid-up authorized capital for 137,547,650 Baht which are divided into 550,190,600 distributed ordinary shares at par value of 0.25 Baht/share from total authorized capital of 195,000,000 Baht which are divided into 780,000,000 ordinary shares at par value of 0.25 Baht per share.

At the time of meeting opening commencement, total shareholders and proxies attended the Meeting for 93 persons by 18 self-attendants and by 75 proxies under below details.

- 1. The 18 self-attending shareholders were estimated for total of 337,237,200 shares or 61.2946%.
- 2. The 75 proxies in lieu of shareholders were estimated for total of 95,177,900 shares or 17,2991%
- 3. It was totaled to 93 persons or total of 432,415,100 shares or 78.5937% of total number of distributed ordinary shares.

There were no fewer than 25 shareholders and proxies with counted shares not less than 1/3 of all distributed shares of the Company. The quorum was deemed to be constituted in accordance with its association of the Company and the registration was still continued.

The Company informed the Meeting for acknowledgement about the below list of attending Chairman of the Board/Committee, directors, executives, auditor and legal counselor who performed inspection and supervision and audited vote count in the Meeting for rightful and transparent voting pursuant to law and Articles of Association of the Company as follows.



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## **Attending Committee**

1. General Terdsak **	Marom	Chairman of the Board, Audit Committee and
		Independent Director
2. Assoc. Prof. Dr. Montri	Sacatiyanurak	Chairman of Audit Committee, Independent Director,
		Chairman of Risk Management Committee, Chairman of
		Remuneration Committee
3. Mr. Chalee	Suksawad	Vice-President and Executive Director
4. Mr. Wanlop	Suksawad	Director and Chief of Executive Board
5. Assoc. Prof. Songklod	Jarusombat	Audit Committee, Independent Director and Chairman of
		Nomination
6. Mr. Arak	Suksawad	Director, Executive Director and Managing Director
7. Miss Tippawan	Suksawad	Executive director, Deputy Managing Director, Company
		Secretary
8. Mrs. Waraporn	Suksawad	Director

<sup>\*\*</sup>General Terdsak Marom as the Independent Director is a proxy from shareholders.

## Company Executive

1. Miss Pachanan Singphu Accounting and Financial Director

## Certified Public Accountants of the Company for 2014 from MR & Associate Company Limited

1. Mr. Pisit Cheewaraengroj

2. Mr. Akkaradech Pliensakul

3. Miss. Ratchadaporn Tungketmookda

<u>Legal Counselor from Krittatham Legal Office</u> for performing inspection and supervision to be rightful and transparent voting pursuant to law and Articles of Association of the Company consisted of below.

Mr. Thanan Chareonrit
 Miss Siriluck Ghampayung

3. Additional 1 officers

### Company Secretary

1. Miss Sarisa Thongkittikul Assistant Company Secretary

<sup>\*\*\*</sup>The Company's proportion of attending directors has been 100% of total number of the company directors.



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2. Miss Pimrumpai Boonchana

Secretary of Audit Committee

### Rule of Meeting

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 Proxy, ballot shall not be given to the proxy and the said resolution shall be consistent with the
shareholder's resolution specified in the said Proxy.

2. The Meeting will consider the issue according to the order of agenda in meeting invitation letter by presenting information of each agenda, and giving opportunity to shareholders to firstly inquire prior-resolution. In the event that shareholders require inquiring or expressing opinion, they shall raise their hands, walk to nearest situated microphone and inform their names and surnames. If in the event of proxy, the proxy's name shall be always informed so that the Company can accurately record in the minutes of meeting. Upon resolution of that agenda, the officer shall collect ballot for calculation of votes in each agenda.

3. Number of shareholders or proxy in each agenda may not be equal since someone may additionally attend the meeting or early return. If you intend to early return prior-ending of the meeting, kindly register the return and also return unused ballot in front of entrance. Furthermore, the Company shall collect all shareholders' ballots upon completion of meeting to be used as evidence and then render to the officer to collect the ballots.

### Voting

- 4. Each shareholder has one vote per one share but in the event that any shareholders have special interest in any matters, they shall have no right to vote in those matters. Please mark either check mark (✓) or cross mark (✗) 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. If the mark is incorrectly and unclearly indicated, the said voting is deemed to be voided ballot.
- 5. For shareholders who vote disagreement or abstention in any agenda, they shall show their hands and the officer will go to collect their ballots for calculation of votes in each agenda. However, the Company shall deduct the said disagreed and abstained votes from total attending votes and the remaining votes are deemed as agreed votes in that agenda. If none of shareholders express their opinions to object or otherwise, it is deemed that the Meeting gives the consent.



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### Vote Counting and Vote Calculation Method

6. Vote result counting according to meeting agenda specified in Annual General Meeting of Shareholders for 2016 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 1, 3, 4, 5, 6 and 8, shall be calculated for vote base by the Company through counting particularly on agreeing and disagreeing votes 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, and abstaining votes of the attending shareholders.

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, shall be calculated for vote base by the Company through counting from agreeing, disagreeing and abstaining votes of the attending shareholders.

7. According to the Company's compliance with quality evaluation guideline for good shareholders' meeting organizing, Agenda 5 is the agenda for consideration on approval of director appointment in replacement of director who must retires by rotation, Agenda 6 is the agenda for consideration on approval of additional director appointment. The Company shall collect 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.

8. The voting result in each agenda shall appear at the monitor to show for acknowledgement of the shareholders.

9. The Company shall deliver 2015 Annual Report to shareholders together with invitation letter for Annual General Meeting of this year in CD form. Its book form can 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, acts as the President of the Meeting (the "President") stated hello to call to order Annual General Meeting of Shareholders for 2016. Before starting into the order of the meeting agenda, the Chairman of the



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Board informed the Meeting that the Company has publicized the documents used in today's meeting in the Company's website and informed Stock Exchange of Thailand since 7 March 2016. In addition, the Company opened the opportunity by granting right to its shareholders to propose the issue for consideration by the Board of Directors in containing as the meeting agenda, nomination of qualified person for director election from 12 October 2015 to 31 December 2015, and pre-proposal of queries for Annual General Meeting of Shareholders for 2016 from 12 October 2015 to 6 April 2016. None of shareholders nominated any person for director election and proposed for consideration in containing as the meeting agenda including none of any shareholders also submitted queries in advance.

According to the recent progress from the Company's participation in intent declaration of anti-corruption according to Collective Action Coalition of Thai Private Sector in Anti-Corruption (CAC) Project, the Company has been currently under preparation of policy and systematization of proper internal control based on risk of business corruption. After complete execution of every clause in self-assessment form and information audit by the third party, the Company shall submit to apply the certification with CAC Council to further consideration on certification.

The President asked the Meeting to consider the determined agenda of the meeting in sequence for total of 10 agenda as follows.

## Agenda 1 Consider Certifying Minutes of Annual General Meeting of Shareholders for 2015 on 16 April 2015

The President informed the meeting to propose the shareholders for consideration on the Company's Minutes of Annual General Meeting of Shareholders for 2015 held on 16 April 2015 and the Company recorded the said minutes correctly and truly. The minutes of meeting was prepared for submission to Ministry of Commerce within the period specified by law, and Stock Exchange of Thailand within 14 days from the meeting date. In addition, the said minutes were also publicized via the Company's website www.ecf-furniture.com whereas the copy of Minutes of Annual General Meeting of Shareholders for 2015 was delivered to the shareholders along with meeting invitation letter.

The President inquired the shareholders whether they had any questions or opinions about this agenda, and after no one required for inquiry and opinion expression, he then asked them to vote this agenda.

This agenda was required to pass the approval by the majority vote of shareholders who attended the Meeting and voted.



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<u>Meeting's Resolution</u> The Meeting resolved to certify Minutes of Annual General Meeting of Shareholders for 2015 held on 16 July 2014 with unanimous votes from total votes of shareholders who attended and voted as follows.

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,572,300	100.00
2. Disagree	0	0.00
3. Abstain	0	

## Agenda 2 Acknowledge Report of Overall Operation of the Company and its subsidiaries in the accounting year from 1 January 2015 to 31 December 2015

The President notified the Meeting that the summary of overall operation of the Company and its subsidiaries in last accounting year ended 31 December 2015, and detail of overall operation of the Company and its subsidiaries have been appeared in 2015 Annual Report and delivered in CD-ROM together with Meeting Invitation Letter to the shareholders.

As this agenda is the agenda for acknowledgement of the Company's overall operation, no voting was performed. In this agenda, Mr. Arak Suksawad (the "Managing Director") as the director, executive director, and managing director, was invited to report overall operation of the Company in the year of 2015 to the Shareholders' Meeting.

The Managing Director informed the overall operation of the Company in the year of 2015 as follows.

In the year of 2015, the followings were significant circumstances.

- The Company's total revenues and net profit continuously grew with growth of total revenues for 10.61% and growth of net profit for 7.09%.
- The Company has already registered the incorporation of ECF Holdings Company Limited ("ECFH") which engages the main business by holding shares in other companies. At present, ECFH has entered to operate the retail store and alternative energy businesses.
- The incorporation registration of indirect subsidiary in Japan, such as ECF Tornado Energy Godo Kaisha for solar energy power plant project of 1.5 megawatt production capacity size in Himeji City, Japan. The proportion of shareholding by ECFH is 51% and power distribution has been started since 21 December 2015.
- Memorandum of Understanding ("MOU") was entered for collaboration on business operation of power generation from biomass energy. Joint ventures were mutually incorporated with other



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shareholders consisting of Fortune Part Industry Public Company Limited (FPI), Witch Industry Company Limited, and the entrepreneur group of wood mill or sawmill to prepare the participation in bid of Power Purchase Agreement (PPA) in the southern region areas.

ECFH on behalf of the subsidiary entered the signature in Franchise Contract with Can Do Company Limited ("Can Do"), Japan, to operate retail store business which sells the products in the whole store at the price of 60 Baht. Now, four stores have been opened for service since last December 2015.

### Successes in the Year of 2015

ECF has been one of eight companies of Market for Alternative Investment (MAI) having continuous growth of net profit for 3 years since 2013 – 2015 at 35.44% of average annual growth rate. In Quarter 4 of 2015, it could generate sales volume at maximum statistics around 370 million Baht.

Solar energy power plant business in Japan can orderly advance the commercial power distribution and the actual power generation capacity value has been higher than expectation.

The purchase of Franchise could be negotiated for service opening in Thailand. Three branches of Can Do stores have been opened within 2 month period. At present, service areas in total of 4 branches, including Future Park Rangsit, Seacon Square, The Paseo Park – Kanchanaphisek, and Home Pro – Rattanaphibet, have been available.

The Managing Director informed the information of total revenues in quarterly comparison between 2014 and 2015. In Quarter 1, 2, 3 and 4, the Company's growth rate of total revenues increased for 0.42%, 1.98%, and 11.96% and declined for 29.95%, respectively, when compared with the same period of the previous year. However, in overview, the Company could generate growth rate of total revenues from sales for the whole year of 2015 for 10.61% whereas total revenues for the whole year of 2015 was 1,358.30 million Baht while in 2014, total revenues were 1,227.96 million Baht.

According to quarterly comparative net profit information between 2014 and 2015 in Q1, Q2, Q3 and Q4 periods, the Company's growth rate of net profit increased for -21.81%, 12.82%, 1.03% and 66.28%, respectively, when compared with the same period of last year. However, in overview, the Company could generate growth rate of net profit for the whole year of 2015 for 7.08% or 74.83 million Baht value.

According to information of revenue classified based on type of products from 2013 to 2015, most of the Company's revenues were derived from distribution of particle board wood made furnitures. In 2015, revenue from sales could be earned for 952.55 million Baht. The secondary were para rubber made furniture for 188.97 million Baht; and furniture distributed through showrooms, wholesale stores and sub-retail stores for 108.04 million Baht; and revenue from distribution of surface paper and dry processing para rubber



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wood for 65.15 million Baht and 19.39 million Baht, respectively. In overview, revenue from sales of each product grew from before.

According to information of revenue classified based on distribution channel from 2013 to 2015. most of the company's revenues were derived from distribution of made to order furnitures. In 2015, the Company could earn revenue from sales for 784.85 million Baht. The secondary were furniture made under the Company's brand for 356.36 million Baht; furniture distributed through showroom for 99.94 million Baht and wholesale stores and sub-retail stores for 8.41 million Baht.

However, if the proportion of domestic and foreign distribution was estimated, the proportion of revenue was 41% and 59%, respectively.

Apart from information of the Company's overall operation occurred in the year of 2015, the Managing Director also informed the Meeting for acknowledgement about business plan in 2016 under below details.

#### **Furniture Business**

The Company has planned furniture business strategy for 2016. At present, the Company can expand three new additional customer bases in Japan. For old customer bases, the Company will attempt to maintain growth rate level in not less 5% of proportion. For Middle East customer groups, the Company will increasingly apply remodeling strategy of products to offer its customers for more revenue generation opportunity.

For domestic product distribution, the Company has still stepped forward to create growth covering in all distribution channels such as Modern Trade Group, distribution through showrooms, wholesale stores and sub-retail stores (dealers) nationwide. In addition, the Company has also emphasized on the product branding. In 2016, the Company will focus on branding of FINNA HOUSE product which is the furniture product group under copyright of Disney cartoon design. It can generate more revenues from before.

GIPT Strategy: In this year, the Company has applied GIPT strategy as business development guideline under below details.

- Growth: maintain ongoing business growth.
- Innovation: create innovative product through design, product procurement to fulfill innovative product styles and satisfy the changing needs of the consumers.
- Profit: emphasize on profit generation to business in all product groups and distribution channels.
- Technology: apply technology to fulfill the modernity to business.



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For the subsidiaries' businesses, the Company has planned to step forward the continuous branch opening of Can Do Stores from present with 4 existing branches to be increased to be 7 – 10 branches within this year. Moreover, franchise sales plan may be initiated under the Company's reconsideration on appropriate period of time.

In addition, the Company has already incorporated four Joint Ventures for biomass power plant projects as follows.

- 1. Save Energy Group Co., Ltd. (Narathiwat 1)
- 2. Save Energy Group Co., Ltd. (Yala 1)
- 3. Save Energy Group Co., Ltd. (Pattani)
- 4. Save Energy Group Co., Ltd. (Songkhla)

It has been now under preparedness to participate in bid for acquisition of Power Purchase Contract (PPA) which will be opened for proposal submission within this June period.

In addition, in part of sustainability development policy, the Company has still emphasized on benefit creation to society and communities in the location area of its Head Office and Branch Offices. The activities, such as Impoverished Person's House Building Activity, Good Employee Health Building Activity, Meal Offering Activity at Old Age Homes and Impoverished Person, etc. were performed in last year period.

After reporting of 2015 Annual Overall Operation of the Managing Director, the President inquired whether any shareholders had any queries and then the following queries were raised by the shareholder in the meeting.

Mr. Nara Sripetch, the proxy from the Proxy from Thai Investors Association, the Volunteer of Shareholder Right Protection ("Mr. Nara, the Volunteer of Shareholder Right Protection") delivered gratitude for presentation of the Company's last year overall operation information and inquired the Board of Directors as follows.

- 1. How has been the current progress of the plan to increase investment proportion in ECFH from the primary shareholding proportion of 51% to be 75%?
- 2. It was curious about the shareholding proportion of ECFH in each company that will be the investor in biomass power plant project.
- 3. What will be the proportion of revenue from power energy business that will be recognized in the Company's financial statements after operation of biomass power plant project?

The President assigned the relevant person to reply the queries and provided the information to the shareholders. The Managing Director replied each query as follows.



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- 1. The increase in investment proportion in ECFH on behalf of the subsidiary of ECF has already been executed from last January 2016 under increase in capital and expansion of shareholding proportion from 51% to be 75%.
- 2. Shareholding proportion of ECFH in each company which will be the investor in biomass power plant projects is as follows.
  - 1. Save Energy Group Co., Ltd. (Narathiwat 1). Shareholding proportion is 25.00%
  - 2. Save Energy Group Co., Ltd. (Yala 1). Shareholding proportion is 20.00%
  - 3. Save Energy Group Co., Ltd. (Pattani). Shareholding proportion is 25.00%
  - 4. Save Energy Group Co., Ltd. (Songkhla). Shareholding proportion is 25.00%.
- 3. Primarily, it was expected that biomass power plant projects after bidding to acquire Power Purchase Agreement (PPA) in each project can generate approximated revenue of 300 million Baht per year per project.

After response of all aforesaid queries, the President asked whether any shareholder had any query or opinion related to this agenda. After none of shareholders needed to inquire any query or express any opinion, he then furthered entering into Agenda 3.

Meeting's Resolution - It was the agenda for acknowledgement without resolution. -

## Agenda 3 Consider approving statement of financial position, statement of comprehensive income, and the auditor's report of the Company and its subsidiaries for 2015 ended 31 December 2015

The President informed the Meeting that the Board of Directors managed to prepare financial statements of the Company and its subsidiaries for the year ended 31 December 2015 which have been audited and certified by the certified public accountant for presentation to the Shareholders' Meeting to consider and approve in Annual General Meeting of Shareholders for 2016 as required by Section 112 of Public Limited Company Act B.E. 2535 (1992). The detail has already been delivered together with Meeting Invitation Letter.

In this agenda, Miss Pachanan Singphu as the Accounting and Finance Director ("the Accounting and Finance Director") reported about statement of financial position, statement of comprehensive income, and the auditor's report of the Company in the year of 2015 to the Shareholders' Meeting.

The Accounting and Finance Director stated to the Shareholders' Meeting that to be in line with law and the Company's Articles of Association, statement of financial position, and statement of comprehensive income of the Company and its subsidiaries for 2015 ended 31 December 2015 which has already been audited by the certified public account of the Company by Mr. Pisit Cheewaraengroj from MR & Associate Company Limited and passed the review from the Audit Committee and the Board of Directors,



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they have had to be approved from Annual General Meeting of Shareholders for 2016 as well. However, the said financial statements have been presented in Annual Report 2015 which has already been the document delivered in No. 2.

In addition, the information related to financial statements for 2015 ended 31 December 2015 was presented under below details.

- Conclusion of explanation and analysis of the Management
  - O The Company's revenue from sales for 2015 was 1,344.10 million Baht or increasing growth rate at 10.34%. The total revenue was 1,358.30 million Baht or increasing growth rate at 10.61%. The significant cause was derived from growth of revenue from distribution of particle board and para rubber wood furnitures, surface paper and dry processing para rubber wood except in part of furnitures distributed through wholesale store and retail store groups (Dealer).
  - O The Company's ratio of cost of sales to revenue from sales was 73.59%. This was similar ratio to last year. In meantime, the ratio of selling expenses to total revenue increased at 9.88% from previously 8.85% in last year. The administrative expenses to total revenue decreased at 8.74% from previously 9.63% in last year.
  - O The Company's profit margin was 5.55% or estimated value of 74.83 million Baht, increasing from last year for 7.09%.
- In part of statement of comprehensive income for 2015, the Company had overall operation according to the presented information detail.
- In part of statement of financial position as of 31 December 2015 and 2014, the details were as follows.

### Assets

- O The Company's current assets ratio was 861.96 million Baht and 631.47 million Baht, respectively, or estimated increasing ratio from before for 36.50%.
- O The Company's non-current assets ratio was 644.24 million Baht and 607.20 million Baht, respectively, or estimated decreasing ratio from before for 6.10%.
- O The Company's assets ratio was 1,506.20 million Baht and 1,283.67 million Baht, respectively, or estimated increasing ratio from before for 21.60.%.

## Liabilities

O The Company's current liabilities ratio was 918.11 million Baht and 644.57 million Baht, respectively, or estimated decreasing ratio from before for 42.44%.



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- O The Company's non-current liabilities ratio was 134.43 million Baht and 194.98 million Baht, respectively, or estimated increasing ratio from before for 31.05%.
- O The Company's liabilities ratio was 1,052.54 million Baht and 839.55 million Baht, respectively, or estimated increasing ratio from before for 25.37%.

## Shareholders' Equity

O The Company's shareholders' equity value was 453.66 million Baht and 399.12 million Baht, respectively, or estimated increasing ratio from before for 13.67%.

According to the entirely aforesaid detail presentation of financial statements for 2015 ended 31 December 2015, the Meeting was requested to consider and approve statement of financial position, statement of comprehensive income, and the auditor's report of the Company and its subsidiaries for 2015 ended 31 December 2015.

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

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 approve statement of financial position, statement of comprehensive income, and the auditor's report of the Company and its subsidiaries for 2015 ended 31 December 2015 with unanimous votes from total votes of the shareholders who attended the Meeting and voted as follows.

DI.#	Resolved Votes	Percentage of attending
Resolution	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,572,300	100.00
2. Disagree	0	0.00
3. Abstain	0	

## Agenda 4 Consider approving dividend payment for annual overall operation for 2015 ended 31 December 2015

The President informed the Meeting that the Company's dividend payment policy is in the rate not less than 40% of net profit after corporate income tax and legal reserve as determined in the Company's



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Articles of Association. However, the said dividend payment may be changed depending on the Company's overall operation, financial position, liquidity and investment plan as well as factors related to management, necessity and other appropriateness in the future. The detail supporting the consideration was presented in Meeting Invitation Letter already delivered to the shareholders.

In part of reason supporting the consideration in this agenda, Miss Sarisa Thongkittikul, the Assistant Company Secretary ("Miss Sarisa"), was invited to clarify the detail to the Shareholders' Meeting.

Miss Sarisa informed the Shareholders' Meeting about the reason supporting the notification for acknowledgement on retained earning appropriation consideration on approval of dividend payment as follows.

Pursuant to Section 116 of Public Limited Company Act, Public Limited Company shall appropriate a part of annual net profit as capital reserve for not less than 5% of annual net profit deducted with total accumulated loss brought forward (if any) until the amount of this capital reserve is not less than 10% of the authorized capital unless stipulated by Articles of Association of the Company or other law for requirement of more capital reserve than that amount. The appropriation in this part shall not be required the approval request from the Shareholders' Meeting.

As now, the Company has not yet appropriated legal reserve within the said criteria, the Shareholders' Meeting was proposed to acknowledge the profit appropriation for 2,900,000 Baht as legal capital reserve, and to consider and approve the dividend payment from profit of annual overall operation for 2015 as follows.

$\square$ To pay dividend from BOI part in the rate of 0.0153 Baht per share.
$\hfill\Box$ To pay dividend from Non-BOI part in the rate of 0.0433 Baht per share.
Total dividend payment in the rate of 0.0586 Baht per share, totaling to 32,241,169.16 Baht.
The data of dividend payment in comparison between 2014 and 2015 was presented as follows:

In the year of 2014 and 2015, the Company's net profit of the separate financial statement was 70.98 million Baht and 80.59 million Baht, respectively; and legal reserve was appropriated in 2014 and 2015 for 5.10 million Baht and 2.90 million Baht, respectively.

At this moment, the number of paid-up authorized shares for capital increase was 520 million shares equally in both years.

It was estimated as total dividend amount per share in 2013 and 2014 for 0.03 Baht per share and z 0.069 Baht per share, respectively.

At this moment, the number of paid-up authorized shares for capital increase was 550,190,600 million shares, increasing from 520 million shares in last year.

It was estimated as total dividend amount per share in 2014 and 2015 for 0.069 Baht per share and 0.0586 Baht per share, respectively.



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Total dividend payment in 2014 and 2015 was 35.88 million Baht and 32.24 million Baht, respectively. It was seen that both of the year of 2014 and 2015, the Company could pay dividend in comparison with net profit after deduction of legal reserve, dividend payout was in line with the determined policy of dividend payment.

In the Board of Directors' Meeting No. 1/2016 on last 23 February 2016, the Board of Directors deemed as proper to propose the said dividend payment from overall operation for 2015 to Annual General Meeting of Shareholders for consideration and approval.

List of shareholders with rights to receive dividend were determined in Record Date on 21 April 2015 and the list of shareholders were gathered pursuant to Section 225 of Securities and Exchange Act B.E. 253.5 (1992) by book-closing method on 22 April 2016. However, dividend payment will be further executed in 4 May 2016.

Therefore, the Meeting was proposed to consider and acknowledge on retained earnings appropriation and to consider and approve dividend payment of overall operation for 2015 ended 31 December 2015.

The President inquired whether any shareholder had any query or opinion related to this agenda. After none of any shareholders required inquiring or expressing any opinion, the shareholders were requested to resolve in this agenda.

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

<u>Meeting's Resolution</u> The Meeting resolved to approve retained earnings appropriation and dividend payment of overall operation for 2015 ended 31 December 2015 with unanimous votes from total votes of the shareholders who attended the Meeting and voted as follows.

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,588,801	100.00
2. Disagree	0	0.00
3. Abstain	0	

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 16,501 shares.



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Agenda 5 Consider approving the appointment of director in replacement of director who shall retire by rotation

The President informed the Meeting that prior-commencement of the Meeting in this agenda, all of three directors including Mr.Chalee Suksawad, Mr. Arak Suksawad and Mrs. Waraporn Suksawad, notified their intentions to leave the Meeting room for consideration in this agenda. For this agenda, the Company presented the detail supporting the consideration in Meeting Invitation Letter already delivered to the shareholders.

In part of reason supporting the consideration in this agenda, Assoc. Prof. Songklod Jarusombat on behalf of Chairman of Nomination Committee ("Assoc. Prof. Songklod") was invited to clarify the detail supporting the consideration in this agenda to the Shareholders' Meeting.

Assoc. Prof. Songklod informed the Shareholders' Meeting that for reason supporting the consideration and approval of appointment of director in replacement of director who shall retire by rotation as follows.

Pursuant to Section 71 of Public Limited Company Act B.E. 2535 (1992), and Clause 17 and 18 of the Company's Articles of Association, the essence was concluded that in every time of Annual General Meeting of Shareholders, the directors shall retire from their offices for 1/3 of number of the directors at that time. If number of directors cannot be divided into 3 portions, they shall retire in nearest number to 1/3 portion. The directors who retire from the office may be selected to resume their positions again. The director who shall retire from his or her office in the first year and the second year after registration of the Company shall draw lots, and in the following years, the director who holds the position for longest time shall be the director who retires from his or her office.

In this year, three directors who shall retire by rotation have included the following.

- 1. Mr. Chalee Suksawad
- 2. Mr. Arak Suksawad

and 3. Mrs. Waraporn Suksawad

According to nomination criteria and procedure for the person who will take the post of the Company's director, it was passed the procedure of the Nomination Committee by selecting the qualified person pursuant to Public Limited Company Act B.E. 2535 (1992) and Proclamation of the Securities and Exchange Commission, Capital Market Supervisory Board, and the related and stipulated Proclamation of Stock Exchange of Thailand. The Nomination Committee nominated to the Board of Directors' Meeting for consideration under screening process of the Board of Directors that the nominated persons are qualified and also knowledgeable and competent in mutually and vigorously govern the business, devote time to attend the meeting, participate in expression of opinion which is beneficial to the Company throughout post holding



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term. Thus, it shall deem as proper to propose the Shareholders' Meeting to consider appointing them to hold the post.

The Shareholders' Meeting was proposed to consider and select individual director according to ballot in order to facilitate voting right exercise for further selection of individual director.

The President inquired whether any shareholder had any query or any opinion regarding this agenda. After none of shareholders required inquiring or expressing any opinion, the shareholders were requested to resolve in this agenda. In the Company's compliance with quality evaluation guideline of good meeting holding, Agenda 5 which is for consideration and appointment of director in replacement of director who shall retire by rotation, the Company collected ballots from shareholders who attended the Meeting, whether in the event of voting for agreement, disagreement or abstention. However, the shareholders were requested to mark check mark or cross mark in the box of agreement, disagreement or abstention, and affix the signatures in ballots. After that, the officer has collected the ballots. However, if the shareholder does not submit ballot and does not express opinion to object or otherwise express other opinion, the Company shall deem that the shareholder agrees. The proxy who does not receive resolution ballot since registering is due to the event that the shareholders have already voted to resolve in the Proxy, the said resolution will be consistent with resolution specified by the shareholders in the said Proxy.

This agenda 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 approve the appointment of director in replacement of director who shall retire by rotation with unanimous votes from total votes of the shareholders who attended the Meeting and voted as follows.

## Mr.Chalee Suksawad

D 1.0	Resolved Votes	Percentage of attending
Resolution	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,588,801	100.00
2. Disagree	0	0.00
3. Abstain	0	

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 16,501 shares.



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### Mr.Arak Suksawad

Resolution	Resolved Votes	Percentage of attending
Resolution	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,588,801	100.00
2. Disagree	0	0.00
3. Abstain	0	

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 16,501 shares.

#### Mrs.Waraporn Suksawad

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,588,801	100.00
2. Disagree	0	0.00
3. Abstain	0	

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 16,501 shares.

## Agenda 6 Consider approving the appointment of additional director

The President informed the Meeting that the Company presented the detail supporting the consideration in Meeting Invitation Letter already delivered to the shareholders.

In part of reason supporting the consideration in this agenda, Assoc. Prof. Songklod on behalf of Chairman of Nomination Committee was invited to clarify the detail to the Shareholders' Meeting.

Assoc. Prof. Songklod informed the Shareholders' Meeting that the Nomination Committee considered and deemed that according to the element of the Board of Directors, the additional knowledgeable and competent person can be available to take the post of independent director of the Company to help reinforce strength and ability to consider and express opinion to the Board of Directors' Meeting from his or her knowledge and work experience which are applicable for the Company's benefit. In addition, the said independent director can freely express his or her opinion to be in line with the relevant criteria.



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According to nomination criteria and procedure for the person who will take the post of the Company's director, it was passed the procedure of the Nomination Committee by selecting the qualified person pursuant to Public Limited Company Act B.E. 2535 (1992) and Proclamation of the Securities and Exchange Commission, Capital Market Supervisory Board, and the related and stipulated Proclamation of Stock Exchange of Thailand. The Nomination Committee nominated to the Board of Directors' Meeting for consideration under screening process of the Board of Directors that the nominated person is qualified. Thus, it shall deem as proper to propose the appointment of Mr. Choopong Thanasethakorn to take the post of the Company's director and independent director to the Shareholders' Meeting to further consider the appointment to take the said post.

The President then inquired whether any shareholder had any query or any opinion related to this agenda. After none of shareholders required inquiring or expressing any opinion, the shareholders were requested to resolve in this agenda. In the Company's compliance with quality evaluation guideline of good meeting holding, Agenda 6 which is for consideration and appointment of the Company's director, the Company collected ballots from shareholders who attend the Meeting whether in the event of voting for agreement, disagreement or abstention. However, the shareholders were requested to mark check mark or cross mark in the box of agreement, disagreement or abstention and also affix the signatures in ballots. After that, the officer went to collect ballots. If the shareholder does not submit ballot and does not express opinion to object or otherwise express other opinion, the Company shall deem that the shareholder agrees. The proxy who does not receive resolution ballot since registering is due to the event that the shareholders have already voted to resolve in the Proxy, the said resolution will be consistent with resolution specified by the shareholders in the said Proxy.

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

<u>Meeting's Resolution</u> The Meeting resolved to approve the appointment of additional director, Mr. Chooping Thanasethakorn, to take the post of the Company's director and independent director with unanimous votes from total votes of shareholders who attended the Meeting and voted as follows.

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,589,701	100.00
2. Disagree	0	0.00
3. Abstain	0	



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Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 17,401 shares.

#### Agenda 7 Consider approving determination of annual director remuneration for 2016

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

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

Assoc. Prof. Dr. Montri notified the Shareholders' Meeting that according to criteria and procedure of consideration on remuneration determination, the Remuneration Committee proposed remuneration by considering from data of the Company's turnover in last year, performance and responsibility of the director, and benefit of the company acquired from the director's function. The data of determined remuneration was taken to compare and refer to the data of survey result summary of the directors and executives of the listed companies for director remuneration being classified according to business category - MAI, classified according to revenue scale of the companies, and classified according to net profit (loss) scale of the companies, which was issued by the Stock Exchange of Thailand for 2014.

In the last 2015, the Company held the Board of Directors' Meeting, Audit Committee, Risk Management Committee, Nomination Committee, and Remuneration Committee. Total remuneration was paid to the Board and the Committees for 3,240,000 Baht from not more than 3,500,000 Baht of considered and approved financial limit. In this 2016, not more than 4,500,000 Baht of total financial limit of director remuneration will be proposed for consideration on determination. The detail of remuneration determination will appear in the delivered enclosure.

The remuneration for the Board of Directors is classified into monthly remuneration, meeting allowance, and annual remuneration. In 2015, the Shareholders' Meeting considered and approved the payment of monthly remuneration payment to the Chairman of the Board for 25,000 Baht, director of the Company for 15,000 Baht, Chairman of the Audit Committee for 20,000 Baht, and Audit Committee Member for 15,000 Baht; and meeting allowance per time for the Board of Directors and every Subcommittee for 5,000 Baht per time.

For 2016, the Shareholders' Meeting was proposed to consider the increase in part of additional monthly remuneration for 3,000 Baht as remuneration payment to the Chairman of the Board and the director of the Company for 28,000 Baht and 18,000 Baht, respectively; Chairman of the Audit Committee and and Audit Committee Member for 23,000 Baht and 18,000 Baht, respectively; and meeting allowance per time for the Board of Directors and Subcommittees for 7,000 Baht per time. Overall operation will be considered for



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special remuneration or bonus through determination of total director remuneration for not more than 4,500,000 Baht.

Therefore, the Meeting was proposed to consider and approve the determination of annual director remuneration for 2016 as proposed.

Mr. Nara, the Volunteer of Shareholder Right Protection remarked toward the proposed director remuneration value whereas just one director has been added, but additional remuneration has been requested to up to 1 million Baht. He considered and deemed that this amount has been excessive. However, the Board of Directors and the new directors who will take the post shall fully perform their duties.

Assoc. Prof. Dr. Montri on behalf of the Chairman of the Audit Committee replied the observation to the shareholders that the said remuneration was considered based on appropriateness and reason of the Company's business expansion into other businesses particularly in biomass power plant business which has been planned to participate in the bid soon. The offered value of 4,500,000 Baht is the determination of highest ceiling.

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

This agenda required the pass of approval resolution with votes not less than three-fourth of total votes of shareholders who attended the Meeting.

<u>Meeting's Resolution</u> The Meeting resolved to approve the determination of annual director remuneration for 2016 with votes not less than 2/3 of total votes of the shareholders who attended the Meeting as follows.

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,589,701	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 17,401 shares.

## Agenda 8 Consider approving the appointment of auditors and determination of annual audit fee for 2016

The President informed the Meeting that for this agenda, the Company presented the detail supporting consideration of this agenda in Meeting Invitation Letter already delivered to the shareholders.



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In part of reason supporting the consideration in this agenda, Assoc. Prof. Dr. Montri Sacatiyanurak ("Assoc. Prof. Dr. Montri") as the Chairman of the Audit Committee, was invited to clarify the details to the Shareholders' Meeting.

Assoc. Prof. Dr. Montri informed the Shareholders' Meeting that pursuant to Section 120 of Public Limited Company Act B.E. 2535 (1992), it stipulates that Annual General Meeting of Shareholders appoint the auditor and determine audit fee every year. Moreover, pursuant to the Proclamation of the Securities and Exchange Commission No. GorJor. 39/2548 on Criteria, Condition and Method of Reporting and Disclosure about Financial Position and Overall Operation of the Securities Issuing Company (Issue No. 20), it stipulates that the Company shall arrange the rotation of the auditor if the said auditor has consecutively performed his or her duty for 5 accounting years. New audit firm may be unnecessary to be changed upon rotation. The Company can appoint other auditor in that audit firm in replacement of the former auditor.

MR & Associate Company Limited presented the list of certified public accountants in 2016 as follows.

- 1. Mr. Pisit Cheewaraengroj who has had number of years to audit and affix his signature to certify the Company's financial statements for total of 1 year.
- 2. Mr. Akkaradech Pliensakul who has had number of years to audit the Company's financial statements for total of 5 years and has never affixed his signature to certify the Company's financial statements.
- 3. Mr. Methee Rattanasrimetha who has had number of years to audit and has ever affixed his signature to certify the Company's financial statements for total of 5 years.
- 4. or other certified public accountants deemed as proper and suitable by MR & Associate Company Limited.

However, the Audit Committee audited and had the opinion that the nominated certified public accountants have been approved by Office of the Securities and Exchange Commission and have had no relationship or interest between the auditors and the Company / subsidiaries / major shareholders / executives including people concerned with the said person at all. They then proposed to Annual General Meeting of Shareholders for consideration and approval of annual audit fee for 2016 of the Company and its subsidiaries for not more than 2,000,000 Baht in total.

Therefore, the Meeting considered and approved the appointment of the auditors and determination of remuneration as aforesaid.

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



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

<u>Meeting's Resolution</u> The Meeting resolved to approve the appointment of auditor and determination of audit fee for 2016 with unanimous votes from total votes of the shareholders who attended the Meeting and voted as follows.

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,589,701	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 17,401 shares.

## Agenda 9 Consider approving issuance and offering for sale of debentures in not less than 500.00 million Baht of financial limit

The President informed the Meeting that for this agenda, the Company presented the detail supporting consideration of this agenda in Meeting Invitation Letter already delivered to the shareholders.

In part of reason supporting the consideration in this agenda, Miss Sarisa, the Assistant Company Secretary, was invited to clarify the detail to the Shareholders' Meeting.

Miss Sarisa notified the Shareholders' Meeting that in reinforcement of the Company's financial strength for business operation support in increasing liquidity and/or paying back debt and/or using as investment fund in business expansion, the Company therefore proposed to the Shareholders' Meeting to consider and approve solution guideline and offer for sales of the Company's debentures in not more than 500.00 million Baht of the financial limit under below primary details of issuance and offering for sale.

The Issuance and Offering of Debentures totaling not exceed than Baht 500.00 million with the preliminary features as follows;

Objective : For increase the liquidity and/or debt payment and/or investment in expansion

of the business.

Type : All types and all kinds of debentures which can be subordinated or



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unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holder's representative, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.

Amount

The principal amount of the debentures which are not redeemed at any time will not exceed Baht 500.00 million (Five million Baht) or the equivalent amount in other currencies.

Interest Rate

: Subject to the prevailing market condition at the time of issue and offering.

Maturity

: For short term debentures : not exceeding 270 days. For long term debentures : not exceeding 10 years.

Offering

The debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the high net worth investors either in whole or in part which could be single or multiple offerings in compliance with the rules and regulations of The Securities and Exchange Commission (SEC).

Early Redemption

Subject to conditions of the debentures at each time of issuance.

Other Conditions

Additional restrictions and conditions of the debentures such as the type of debentures to be issued each time, par value, offered price per unit, interest rate, appointment of debenture holder's representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be determined and fixed by the Managing Director to determine or amend the terms and conditions relating to the issuance and offering of the debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the debentures in compliance whit the applicable law, as will as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to The Securities and Exchange Commission (SEC) other relevant government authorities, and/or other relevant person(s) ect.

The details as above will be proposed to shareholders on the year 2016 Annual General Shareholder Meeting (AGM) for consideration and approval



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Therefore, the Meeting was proposed to consider approving based on all presented details.

Mr. Nara, the Volunteer of Shareholder Right Protection inquired the Board of Directors whether which level of credit rating of the Company's debentures will be.

The President assigned the relevant party to reply the query and provided the information to the shareholders. Miss Sarisa on behalf of the Assistant Company Secretary stated to the Shareholders' Meeting that the Company may consider issuing and offering for sale of short-term debentures which is not the public offering. In this event, Credit Rating will be unnecessary.

The President inquired the Meeting whether any shareholders had any queries or opinions related to this agenda. After none of any shareholders required to ask or express any opinions, the shareholders were asked to resolve this agenda.

This agenda required the pass of approval resolution with votes not less than three-fourth of total votes of shareholders who attended the Meeting with voting rights.

Meeting Resolution The Meeting resolved to approve the issuance and offering for sale of debenture in not more than 500.00 million Baht of financial limit with not less than three-fourth of total votes of the shareholders who attended the Meeting with voting rights as follows.

Decelution	Resolved Votes	Percentage of attending
Resolution	(1 Share=1 Vote)	shares with right to vote
1. Agree	432,589,701	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00

Remark: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 17,401 shares.

### Agenda 10 Other issues (if any)

- None -

After this agenda, the President inquired the Meeting whether any shareholders raised additional queries and the following query was raised by the shareholder in the Meeting.

Mr. Nara, the Volunteer of Shareholder Rights Protection, stated to congratulate every bygone meeting agenda, and inquired about the business operation competitors such as China; and



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whether the Company will consider expanding customer base to European countries apart from the aspect of the Company's additional expansion of new customer base in Japan.

The Managing Director replied the queries and provided the information to the shareholder as follows.

- Today's competition of furniture industry has not been severe as the past 10 years. In the past, labor cost of China was deemed as significant advantage, but at present, its minimum monthly labor cost has been at 15,000 - 20,000 Baht and this has been higher than in Thailand. For example, in Guangzhou and Shanghai region, China has not been today's trade competitor of Thailand. However, we shall consider seeking for business partner from China. The import of some products from China will contribute to create more trade advantage from before. In the future, China may relocate its production base to Thailand if its future labor cost will be increased.
- Japan Market. We have traded in this market for almost 20 years. At present, our Japanese customers have planned to expand more furniture store branches to abroad from before. Therefore, if Japan expands to abroad, it will also have positive effect toward our business. According to European market, it has been now quite difficult for Thai furniture industry to export to that market like the past. We have ever dealt with Italy, but the recovery of today's European economy was deemed to be difficult, particularly in Eastern European countries that their labor cost rates have been equal to Thailand's. The labor costs of some countries have been fewer than Thailand's. Therefore, there will be few possibility of Thailand's business expansion opportunity in European region.
- America Market. For furniture market, our past trade was in the way of customer approach through importer wholesaler. However, today's trade has been the direct sales to manufacturing plants. The figure can remain growing.
- AEC Group. We have seriously commenced more expansion and exploration of business partners, emphasizing on application of business partnership strategy in term of joint venture. In addition, Made in Thailand products in AEC country region has still been accepted.

After reply of the said questions and the shareholders in the Meeting had no additional doubts or suggestions, the President delivered gratitude to all shareholders and stated to close the Meeting at 15.50 Hrs.



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Signed -SignatureGeneral Terdsak Marom
Chairman of the Board

Signed -SignatureMiss Tippawan Suksawad
Company Secretary

Sarisa Thongkittikul Assistant Company Secretary Minutes Taker