

USิษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

-Translation-

The Extraordinary General Meeting of Shareholders No. 1/2017 East Coast Furnitech Public Company Limited (ECF)

Date, Time and Place of the Meeting

The Meeting was held on Wednesday 31 May 2017 at 14.00 hrs. at conference room of Srinakarin 2, 9th 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, the Company has paid-up authorized capital for 142,206,512.50 Baht which are divided into 568,826,050 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 126 persons by 33 self-attendants and by 93 proxies under below details.

- 1. The 33 self-attending shareholders were estimated for total of 336,226,257 shares or 59.1088%.
- 2. The 93 proxies in lieu of shareholders were estimated for total of 103,084,755 shares or 18.1224%.
- 3. It was totaled to 126 persons or total of 439,311,012 shares or 77.2312% 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.



USิษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

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, Corporate
		Secretary
8. Mrs. Waraporn	Suksawad	Director

**General Terdsak Marom and Assoc. Prof. Dr. Montri Sacatiyanurak as the Independent Director are the proxy from shareholders.

***The Company's proportion of attending directors has been 100% of total number of the company directors.

Directors who did not attend

1. Dr.Ekarin	Vassanasong	Independent Director		
Company Executive				
1. Miss Pachanan	Singphu	Accounting and Financial Director		
Corporate Secretary	orate Secretary			
1. Miss Sarisa	Thongkittikul	Assistant Corporate Secretary		
Independent Financial Advisor	from IV Global Se	ecurities Public Company Limited		
1. Mr. Pisit	Jeungpraditphar	1		
2. Miss Saichalee	Limaphichat			

Legal Counselor from Chandler MHM Limited

1.	Mr.Supasit	Boonsanong
2.	Miss Jutharat	Anuktanakul



บริษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

Legal Counselor from Krittatham Legal Office for performing inspection and supervision to be rightful and

transparent voting pursuant to law and Articles of Association of the Company consisted of below.

- 1. Mr. Thanan Chareonrit
- 2. Miss Siriluck Ghampayung

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. When voting for that agenda, the staff will collect the ballots to calculate the votes on 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 (ズ) 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.



Vote Counting and Vote Calculation Method

- Vote result counting according to meeting agenda specified in the Extraordinary General Meeting of Shareholders No. 1/2017 shall be categorized into 2 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 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 3/4 of total votes of shareholders who attend and vote, such as Agenda 2 shall be calculated for vote base by the Company through counting from agreeing, disagreeing and abstaining votes of the attending shareholders.
- 7. The voting result in each agenda shall appear at the monitor to show for acknowledgement of the shareholders.

In this regard, The Company has already delivered the report of Independent Financial Advisor and documentation to shareholders together with invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2017. In the case of shareholders may require for more documents, they could receive in the area of register point of the Company.

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 the Extraordinary General Meeting of Shareholders No. 1/2017. Before starting into the order of the meeting agenda, the Chairman of the 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 11 May 2017. 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 11 May 2017 to 26 May 2017, and pre-proposal of queries for the Extraordinary General Meeting of Shareholders No. 1/2017 from from 11 May 2017 to 26 May 2017. 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.

The President asked the Meeting to consider the determined agenda of the meeting in sequence for total of 15 agenda as follows.



บริษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

Agenda 1 Consider Certifying Minutes of Annual General Meeting of Shareholders for 2017 on 28 April 2017

The Chairman informed the Meeting that he would like to propose the Meeting of the Shareholders to consider certifying the Annual General Meeting of Shareholders for 2017 of the Company held on 28 April 2017. The Company actually recorded the said Minutes of Meeting, prepared Minutes of Meeting, sent to the Ministry of Commerce within the time prescribed by law together with the Stock Exchange of Thailand within 14 days from the meeting date, and publicized via website of the Company: www.ecf-furniture.com. The copy of Minutes of Annual General Meeting of Shareholders for 2017 was delivered to the shareholders along with the meeting invitation letter.

The Chairman inquired the shareholders whether they had any questions or opinions about this agenda.

In this agenda, the shareholder, Mr. Sakchai Sakulsrimontri, proposed the opinion to the Meeting as follows.

- 1. In the issue of delivery schedule of the auditor's report dated 28 April 2017, the report preparation shall be considered and financial statements shall be submitted quicker. The schedule should be spaced for completion earlier than schedule.
- 2. In the issue of consideration on the audit fee of the auditor, it shall be prepared in table form under type classification and comparison between the years.

In this agenda, the Chairman invited Assoc. Prof. Dr. Montri Sacatiyanurak ("the Chairman of the Audit Committee") on behalf of the Chairman of the Audit Committee, independent director, Chairman of the Risk Management Committee, and Chairman of the Nomination and Remuneration Committee, was the explainer.

The Chairman of the Audit Committee clarified to the Meeting that the Board of Directors accepted the consideration on preparation duration of the financial statements for earlier completion from present. However, financial report shall be prepared in accordance with the timeframe of the Office of the Securities and Exchange Commission (**SEC**)

<u>Meeting's Resolution</u> The Meeting resolved to certify Minutes of Annual General Meeting of Shareholders for 2017 on 28 April 2017 with unanimous votes from total votes of shareholders who attended and voted as follows.

Resolution	Resolved Votes	Percentage of attending
Resolution	(1 Share=1 Vote)	shares with right to vote
1. Agree	439,769,412	100.00
2. Disagree	0	0.00
3. Abstain	0	0.00
4. voided ballot	0	



บริษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

<u>Remark</u>: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 458,400 shares.

Agenda 2 Consider Approving the Entry to Purchase Ordinary Shares of Green Earth Power (Thailand) Company Limited in the Proportion of 20% for Joint Venture in the Solar Power Plant Project in Republic of the Union of the Myanmar whereas the Subsidiary, ECF Power Company Limited, is the Investor

With reference to the Company's policy of investment expansion into alternative energy business, in the past, feasibility study of investment in solar power plant project with total production capacity at 220 MW in Minbu City, Republic of the Union of the Myanmar. The proportion of entry to invest by purchase of ordinary shares of Green Earth Power (Thailand) Company Limited ("GEP") is the proportion of 20%. The entry to perform such transaction has been deemed as the transaction of asset acquisition in accordance with the Notification of Capital Supervisory Board No. ThorJor. 20/2551 on the Criteria of Significant Transaction Performing within the Scope of Asset Acquisition or Disposal (as revised) and Notification of the Board of the Stock Exchange of Thailand on Disclosure of Information and Operation of the Listed Company in Asset Acquisition or Disposal B.E. 2004 (as revised) (collectively called both Notifications as "Notification of Acquisition or Disposal"). Maximum value of the transaction is equal to 50.80% of total value of return. Upon calculation on the size of asset acquisition transaction occurred during 6 (six) months, the size of transaction of asset acquisition in this time has been estimated to be 57.91% of total values of return. Therefore, it has been regarded as the transaction Type 1 where the duty of the Company is to prepare report and disclose information to Stock Exchange of Thailand ("Stock Exchange") and also hold the Meeting of Shareholders in order to request the approval of entry to the said transaction with votes not less than 3/4 of total votes of the meeting attending shareholders with voting right.

The Company delivered the meeting invitation letter consisting of the minimum information as prescribed by the Notification of Acquisition or Disposal upon consent of the independent financial adviser to the shareholders for at least not less than 14 days period in advance prior to the date of the Meeting of the Shareholders.

The Board of Directors' Meeting No. 6/2017 held on 3 April 2017 resolved to propose the said issue to the Extraordinary General Meeting of Shareholders No. 1/2017 held on 31 May 2017 for consideration approving on performing the said transaction.

In this agenda, Mr. Arak Suksawad ("Managing Director"), on behalf of the Director, the Executive Director and Managing Director, gave the information about the entry to invest in Minbu Power Plant Project. Moreover, the Company invited the independent financial adviser from IV Global Securities Public Company Limited ("Independent Financial Advisor") and the legal adviser from Chandler MHM Company Limited ("Legal Adviser") to mutually reply the query from the shareholders in this agenda.

The Managing Director notified for acknowledgement on background of consideration on entry to invest in the said Solar Power Plant Project since Thailand will not open for investment in solar power plant anymore, or if power will be purchased in the future in low price, the Company must consider investing



energy business in abroad where investment opportunity has been remained. The Company would request the Meeting to consider approving the information of entry to invest in Minbu Power Plant Project whereas the Company has been interested to enter to invest by holding 20% of shares. Therefore, the following information has been proposed for consideration support.

General Information of Minbu Solar Power Plant Project

Project Location	:	Location of the Project in Minbu City, Magway County, Myanmar
Production	:	220 MW of installed production capacity for 170 MW of power production by
	·	
Capacity		dividing into four phases (50/50/70 MW, respectively)
Project Area	:	Leasehold period is equal to or over than the term of Power Purchase
		Agreement (30 years term).
		836 acre or 2,114.48 rai is divided into 2 parts including 700 acre or 1,770.50
		rai under lease after AVA Capital Trading Limited (land is under supervision of
		the Ministry of Agriculture, Livestock and Irrigation) and 136 acre or 343.98 rai
		is under supervision of the Ministry of Natural Resources and Environment and
		Conservation.
Power Purchaser	:	Electric Power Generation Enterprise (EPGE) in the rate of Power Purchase Rate at
Rate of อัตราค่า		USD 0.1275 per kWh or around 4.39 Baht per kWh
ไฟฟ้า		
Power Purchase	:	Power Purchase Agreement (PPA) has been signed with EPGE with 30 years term
Agreement		of the Agreement by counting from Commercial Operation Date (COD), Phase I.
Form of	:	Use of Multi-crystalline Silicon Solar Cell Panels
Technology		
Grid Connection	:	Distance of main transmission line around 1.3 mile or 2.1 km. has already been
		constructed and connected with National Grid Line.
Total Project Value	:	292.62 million USD or around 10,080.76 million Baht
Source of Capital	:	Debt to Equity Ratio is not more than 65:35 for Phase I.
for the Project		Capital amount is equal to 102.42 million USD or around 3,528.27 million Baht.
		Loan amount is equal to 190.20 million USD or around 6,552.49 million Baht.
		For Phase I, the Project has already been supported for loan from two financial
		institutions. For Phase II, III and IV, the proposal document of primary credit
		limit (term sheet) have been currently received from two financial institutions as
		well.

In overview of the current progress of the Project, there has been the area preparation, survey of water source, preparedness of systemization. Moreover, the reason of decision making on selecting to enter to invest in Solar Power Plant Project in Republic of the Union of the Myanmar ("Myanmar") since it is

บริษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

the large-scale project. At present, Myanmar is changing and developing in various areas, resulting in energy consumption demand in various areas and increase in electrical energy. This has been counted as good opportunity for investor. However, the investment in Myanmar has quite been strict but at present, the government has increasingly adjusted legal provisions to be favorable for foreign investment and building of confidence toward the investors under the criteria that every project that will enter to invest in Myanmar must be firstly granted for Investment Permit or MIC Permit so that the operation can be performed. Green Earth Power (Thailand) Company Limited ("GEP") has already been permitted and granted for MIC Permit.

Moreover, the Company has mutually discussed with the legal adviser who is the expert in the law of investment in Myanmar for operations. It has also prudently and carefully discussed with the independent legal adviser about investment worthiness.

Therefore, the Meeting was proposed to consider approving the entry to purchase ordinary shares of Green Earth Power (Thailand) Company Limited in the proportion of 20% to jointly invest in Solar Power Plant Project in Republic of the Union of the Myanmar whereas the subsidiary which is ECF Power Company Limited is the joint venture party as proposed.

Mr. Sakchai Sakulsrimontri, the Shareholder, inquired the Board of Directors about the details in the Project as follows.

- 1) How many solar cell panels are used inside the Project, how must the area within the Project be reconditioned, and what are most of areas whether they are leasing area or purchase outright.
- 2) Who is responsible for expense of transmission line from the Project to main transmission line of the area or how shall the Company be responsible for expense in this part?

The Chairman entrusted the related person to reply query and give the information to the shareholders. Mr. Pisit Juengpraditphan, on behalf of the independent financial adviser, stated to the Meeting of the Shareholders in the said query aspect that according to entry to study and examine the information of the Project, the Model of the using solar cell panels is 310 - 320 MW for around 700,000 panels on the area of around 836 acre. The area is the leasing area with 30 years term of the contract or over. In the event that the Project can renew the term of Power Purchase Agreement in the future for the operation of transmission line system for total distance of around 2.1 miles, the Project has already operated and paid expenses which have already been included in the investment value of ECF. However, the detail can be studied from the Report of the Financial Adviser's Opinion in Part 2, Page 36.

Mr. Hangchai Akkarawassakul, the Proxy and in the name of Thai Shareholder Club, inquired the query to the Board of Directors about the details in the Project as follows.

- 1) How much is the detail of the investment in part of the Company?
- 2) Worthiness duration of the Project
- 3) When can revenue from investment in the Project be started being recognized?
- 4) Has risk assessment considered covering the risk of foreign exchange rate?



USิษัท อีสต์โคสท์ เฟอร์นิเทค จำกัด (มหาชน) 37/9 หมู่ 10 ถนนบ้านบึง-แกลง ตำบลทางเกวียน อำเภอแกลง จังหวัดระยอง 21110 โทร : 038-886-372-4 แฟกซ์ : 038-678-220 WWW.ELEGATHAI.COM

The Chairman entrusted the related person to reply query and give the information to the shareholders. Mr. Pisit Juengpradit Juengpraditphan, on behalf of the independent adviser, clarified the Meeting of the Shareholders in the aspect of the said query. In the issue of risk of currency exchange rate, US Dollar shall be applied in the condition of the Agreement. The detail of total investment value in the Project is approximate 29 million USD or approximate 1,000 million Baht, consisting of the portion of share value payment for approximate 9 million USD and the portion of shares for capital increase payment for 4 phases. Commercial Operation Date is expected to be in the first quarter of 2018. The Company must increase in capital based on the proportion in each phase or the Company shall increase capital in average for once a year until completion of all four phases. The detail can be studied from the Report of the Independent Financial Adviser's Report in Part 1, Page 33 for prediction of revenue recognition commencement duration will be occurred within the first quarter of 2017.

Mr. Arak Suksawad, on behalf of the Managing Director, additionally clarified to the Meeting about worthiness duration of the Project that it will start being profitable since the second year onwards until around the sixth year, approximate 66-67 million Baht of profit will be expected by estimating in accordance with the investment proportion of the Company at 20%. However, in the issue of hedging risk of exchange rate, it has been the issue given precedence by the Board of Directors. The Risk Consideration Committee of the Company regularly governs and considers the appropriate tools under consideration from the situation at that time in formulation of hedging measure for exchange rate risk with contingent opportunity.

The Chairman delivered gratitude to the shareholders about the concern aspect and invited Assoc. Prof. Dr. Montri Sacatiyanurak, on behalf of the Chairman of the Audit Committee, the Chairman of the Risk Consideration Committee and independent director. In convincing the shareholders by Assoc. Prof. Dr. Montri, he delivered the gratitude to the shareholders and stated to the Meeting of the Shareholders that the investment in the said Project is the attention of the Company on development and reply the question of the shareholder's requirement. The Risk Consideration Committee commented about the contingent risks with prudence and precaution. However, Myanmar has still been the most interesting alternative of the investment in the group of ASEAN countries with high energy consumption demand when compared with the current situation.

<u>Mr. Sakchai Sakulsrimontri, the Shareholder</u>, inquired the Board of Directors about the additional detail in the Project as follows.

- 1) When considering from the investment throughout the Project which is quite long duration with investment value, is the investment in the Project worthwhile?
- 2) Will bookkeeping be in any form?
- 3) Must the Company pay tax in investment in the said Project, and how?

The Chairman entrusted the related person to reply query and give information to the shareholders. Miss Sarisa Thongkittikul on behalf of the Assistant Secretary of the Company stated to the Meeting of the Shareholders that the revenue recognition is the nature of share of profit and recognition in form of joint venture at comprehensive profit and loss statement. The contingent



dividend from the project in the future shall be recognized in form of cash flow and reflected at the Company.

Mr. Arak Suksawad on behalf of the Managing Director, additionally stated to the Meeting about tax payment aspect that the investment in Myanmar is tax-exempt under the condition of PIC Permit which is granted for income tax rate of 25% for 5 years period. Money remittance from Myanmar into Thailand is converted into US Dollar currency. For investment worthiness, the independent financial adviser has remarked the opinion to the Company as specified in the Report of the Opinion that it is reasonable to enter to invest in the Project.

<u>Mr. Pichai Fueangfutrakul, the Shareholder</u>, inquired the Board of Directors about the details as follows.

- 1) Preparedness aspect in coping with the issue of flood, lightning inside the area of the Project.
- 2) Will there be any additional investment in part of the Company's investment in part of furniture business?

The Chairman entrusted the related person to inquire the query and give information to the shareholders. Mr. Pisit Juengpraditphan, on behalf of the independent financial adviser, stated to the Meeting of the Shareholders in the said queries that the Company has hired the technical adviser, OWL-Energy Company Limited ("OWL-Energy") to be the technical adviser, and disclosed in the consent report of the independent financial adviser in Part 1 Page 43. In the report, no concern on flood problem inside the area of the Project has been anyhow specified.

Mr. Arak Suksawad, on behalf of the Managing Director, additionally stated to the Meeting about the concern aspect in flood problem and rainfall due to the location area of the Project in above seal-level and being the zone of Equatorial Rain Belt, resulting in risk from low lightning. In part of area improvement such as tree logging, prior-permission must be requested, and it has already been executed by the Project.

In part of business operation in furniture area, the Company has still operated as usual in continuous growth rate. In 2017, the Company has planned to expand more growth of furniture business and in Quarter 1, the Company could well generate sales volume.

Mr. Thara Chonpranee, the Shareholder, inquired the Board of Directors about the following details.

- 1) He would like to know whichever average electricity tariff is for the current electricity tariff price of Myanmar.
- Due to the location of the Project in the west of Myanmar, cyclone was concerned whether it will more or less affect the Project.
- 3) Referring to the information of the asset acquisition transaction, Page 11 Clause 3.4, the essence of the shareholder contract draft, Clause 2. was summarized "whereas ECF-Power is entitled to nominate two directors who will hold the office until expiration of 1 (one) year term. After commencement of COD, " In part of "until expiration of 1 (one) year term"



means when expiration of one (1) year, will the right to hold the director office of ECF-Power be expired?

- 4) Referring to the information of asset acquisition transaction, Page 13 Clause 7, requirement of prohibition of ECF-Power to compete in Myanmar including other businesses which are not energy business and energy business in other non-solar energy area, will cause the Company lose the opportunity or must jointly invest with Vintage Engineering Public Company Limited ("VTE") only.
- 5) Referring to the report of the independent financial adviser's opinion, Page 63 Clause 2.14.2, on the electricity consumption demand in Republic of the Union of the Myanmar, he asked to explain the issue of increase in electricity consumption demand that did not \indicate the increase in power plant projects in Myanmar and the operation of other projects.
- 6) Referring to the report of the independent financial adviser's opinion, Enclosure 4, Page 1., other conditions in comparison with the condition of East Coast Furnitech Public Company Limited and QTC Public Company Limited did not describe the issue of different purchase price. Will this cause advantage or disadvantage?

The Chairman entrusted the related person to reply the queries and give information to the shareholders. Mr. Pisit Juengpraditphan, on behalf of the independent financial adviser, stated to the Meeting of Shareholders on the inquiry aspects as follows.

- 1. The quantity of the electricity consumption demand of Myanmar has been abundant both in part of the area of Minbu City and another part where is the area at the western side with industrial estate under increasing electricity consumption demand in the future.
- 2. Power Purchase Rate in Myanmar is different in each county but electricity tariff rate of which the Project gains is fixed rate of which the Electricity Authority of Myanmar has entered into the concession contract with the Project which has already been signed.
- 3. Comparison on the entry to perform the transaction of East Coast Furnitech Public Company Limited and the group of other shareholders. The reason of the independent financial adviser to disclose this part of information has been for complete acknowledgement of information by the shareholders. However, in negotiation in this part, the shareholders of each company have separately negotiated. Each company did not recognize the detail of the condition of other shareholders until the information of each company will be orderly disclosed. Therefore, selling price of each company will be different based on the agreement. However, East Coast Furnitech Public Company Limited has entered to purchase shares in the rate of 20%. This will be the reason to gain better offer such as the number of the Company's directors who can perform more tender offer.

Mr. Supasit Boonsanong, on behalf of the legal adviser of Chandler MHM Limited, additionally stated to the Meeting of Shareholders in the related part as follows.



- 1) In considering in part of the Contract of the Shareholders, the Contract of which each the shareholders of each company must countersign with similar detail of the contract. The shareholder of each company has made the mutual agreement on office holding term of the director for confidence and security creation that the director will remain hold the office for at least 1 (one) year term after the complete COD of all four phases. After 1 (one) year maturity, the director can be changed or the former director can hold the office.
- 2) In the issue of entry to invest in power project in other area, this can be executed whereas in the Contract, it is just the specific agreement in the event of investment in solar power that must be firstly discussed with the joint venture parties.

The Chairman inquired the shareholders whether anyone inquired or remarked opinion about this agenda. After none of shareholders require inquiring query or remark any opinion, the shareholders are asked to resolve in this agenda.

This agenda must pass the approval resolution with votes not less than three-fourth of total votes of the meeting attending shareholders with voting right.

<u>Meeting's Resolution</u> The Meeting resolved to approve the entry to purchase ordinary shares of Green Earth Power (Thailand) Company Limited in the proportion of 20% for jointly investment in solar power project in Republic of the Union of the Myanmar whereas the subsidiary which is ECF Power Company Limited is the investor with votes not less than three-fourth of votes from total votes of the shareholders who attended the Meeting with voting rights as follows

Resolution	Resolved Votes	Percentage of attending
	(1 Share=1 Vote)	shares with right to vote
1. Agree	439,469,187	99.9317
2. Disagree	300,343	0.0683
3. Abstain	0	0.00
4. voided ballot	0	

<u>Remark</u>: In this agenda, the shareholders attended the meeting more than from the time of meeting opening commencement for 118 shares.

Agenda 3 Other Issues (if any)

-None-

The Chairman inquired the shareholders whether they had any queries or opinions required for additional proposal and the following shareholders required inquiring additional information.

<u>Mr. Sakchai Sakulsrimontri, the Shareholder</u>, inquired the Board of Directors about the following details.



- 1) Progress of biomass power plant of Prize of Wood Green Energy Company Limited (PWGE) with installed production capacity size at 7.5 MW, Waeng District, Narathiwat Province
- 2) As in the past, the Company prepared souvenir for distribution to the shareholders and why the practice in this point has currently been ignored.

The Chairman entrusted Mr. Arak Suksawad, on behalf of the Managing Director, to reply and give the information to the shareholder. The Managing Director replied the queries in each topic as follows.

- Progress of Biomass Power Plant Project of Prize of Wood Green Energy Company Limited (PWGE) with in installed production capacity size at 7.5 MW, Waeng District, Narathiwat Province. At present, it has been operated through joint venture (Save Energy Holdings Company Limited ("SAFE")) and now the Plant has already been completed for construction under expectation of Commercial Operation Date (COD) within June 2017. The Plant can start recognize revenue in Quarter 2 of 2017 onwards.
- 2. Cancellation of souvenir distribution has been practiced to be consistent with the guideline campaigned by that the Governance Work Unit for review of the listed companies to review the policy of souvenir distribution to the shareholders in the way of collaboration request on cancellation of souvenir distribution to the meeting attending shareholders. Therefore, the Company has considered complying with the said guideline.

After this agenda, the President inquired the Meeting whether any shareholders raised additional queries. In the Meeting, none of any shareholders had additional doubts or suggestions. The President therefore delivered his gratitude to all shareholders and stated to close the Meeting at 15.55 hrs.

Signed -Signature-General Terdsak Marom Chairman of the Board

Signed -Signature-Miss Tippawan Suksawad Corporate Secretary

Subongkot Hongthong Assistant Investor Relations Minutes Taker Sarisa Thongkittikul Assistant Corporate Secretary Report Inspector