

**(TRANSLATION)**

**MINUTES OF THE ANNUAL GENERAL SHAREHOLDERS MEETING FOR 2005  
OF  
GENERAL ENVIRONMENTAL CONSERVATION PUBLIC COMPANY LIMITED  
THURSDAY 28<sup>TH</sup> APRIL 2005  
AT MAGIC ROOM 3, MIRACLE GRAND CONVENTION HOTEL**

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General Environmental Conservation Public Company Limited held the Annual General Shareholders Meeting for 2005 on Thursday, 28 April 2005 at Magic Room 3, Miracle Grand Convention Hotel, No. 99, Vibhavadi Rangsit Road, Don Muang Sub-District, Lak-Si District, Bangkok 10210.

Mr. Ruangsak Ngamsompak, Chairman of the Board acted as the Chairman of the meeting.

The Chairman declared the meeting opened at 10:00 hrs., by informing the meeting that as at April 28, 2005, the company has a total registered capital of 900,000,000 Baht and the reserve in the amount of 900,000,000 Baht divided in to 900,000,000 shares by having the shareholders and proxies participating in the meeting for a total of 39 persons which is equal to 366,304,940 shares or 40.70% and which exceeded 1/3 of the entire distributed shares which constituted a quorum according to the Articles of the Association of the company. The Annual General Shareholders Meeting for 2005 was therefore opened.

The meeting was conducted according to the agenda determined in the letter of invitation to the meeting subject the details as follows :-

**Agenda 1      Consideration to approve the minutes of the Annual General Shareholders Meeting for 2004**

The Chairman requested the meeting to consider approving the minutes of the Annual General Shareholders Meeting for 2004 which was held on April 28, 2004 according to the details in the copy of the minutes of the meeting which was attached to the letter of invitation to participate in the meeting.

No shareholder made any objection or any request to amend such minutes of the meeting otherwise.

**Resolution** – The meeting has already made a consideration and adopted a resolution to approve the minutes of the Annual General Shareholders Meeting for 2004.

**Agenda 2      Acknowledgement of the operating result for 2004.**

The Chairman assigned Mr. Asawin Wipoosiri, Director and Chief Executive Officer, to make a report on the operating result of the company to the meeting.

Mr. Asawin Wipoosiri, Director and Chief Executive Officer, made a report to the meeting. It was learnt that a total net loss for the operating result as at December 31,2004 was in the amount of 245.4 Million Baht. When comparing with the same period of 2003 which showed a net loss of 66.3 Million Baht, there was an increase of the net loss in the operating result of 179.1 Million Baht or equal to 270.1% due to essential causes as follows:

Firstly, the company recorded loss on revaluation of building and improvement which was appraised by an independent professional appraisal company in amount of 148.7 Million Baht.

Secondly, the company has made payment in order to terminate the Agreement of License and Technical Assistance (TLTA) which the company had made with one of the foreign companies from the establishment of the company which such party to the agreement would provide technical assistance to the company on the designing, construction and maintenance of industrial waste facilities. Under this agreement, the company agreed to pay the fees at 3.75% of gross service income of waste. The agreement has a term of 15 years. The agreement term is still valid for another 9 years which the company has to make payment of the fee up to approximately 10 Million Baht per year. The management considers that such expense was a part which caused the company to have the operating result at loss. A negotiation was therefore made in order to make a single payment and terminate all the agreement in order to suspend the remaining right of claims for all the amounts in arrears between the company and the other party. The settlement can be reached at the amount which must be paid at 20.5 Million Baht. However, after cancellation of the agreement, all the right still remain as before including the matter that the other party will not establish a business of similar nature as the business of the company in Thailand.

Thirdly, regarding the company is alleged to have illegally dumped toxic industrial waste in Nakhon Ratchasima Province, accusation the company strenuously denies. Presently, Government agencies are in the process of investigating the matter and identifying the persons responsible for dumping the waste at such place. The Department of Industrial Works issued instructions to the company on September 17, 2004, requesting the company to uplift, transport and treat the waste including contaminated ground surface material, with appropriate procedures with the expenses of the company first. The company has already removed such waste to be treated at Map Ta Phut Disposal Plant. The company has estimated that the total expenses that will be incurred in the process of uplift, transportation and treatment amount to approximately 20.6 Million Baht. However, the amount which the company will receive back such expenses depends on the result of the investigation to find the responsible persons from the different government agencies.

From the aforesaid three essential matters, it has caused the company to suffer a total loss of 189.8 Million Baht out of the entire 245.4 Million Baht. The rest was a loss from normal business operation such as service charges reduced and the costs increased.

As at December 31, 2004 the company has total assets in the amount of 1,272.1 Million Baht, decreasing from the previous year by 207.6 Million Baht or equal to 14%. The major cause is decreasing in cash and cash equivalents in the amount of 434.7 which result of the company purchased new land, land and structures for sales and current investments.

The company has total liabilities in the amount of 166.2 Million Baht, increasing from the previous year by 27.5 Million Baht or equal to 19.8%. The major cause from the company recorded the remaining balance of final installment of terminated the Technology License and Technical Assistance Agreement of 20.5 Million Baht as account of other payable.

The company has shareholders' equity in the amount of 1,105.9 Million Baht decreasing from the previous year by 235.1 Million Baht or equal to 17.5%. The major cause is that the company had net loss for the year 2004 of 245.4 Million Baht.

**Resolution** – The meeting has already made a consideration and adopted a resolution to acknowledged the operating result of the company for 2004 as proposed.

**Agenda 3      Consideration and approval of Balance Sheet and Profit and Loss Account of the Fiscal Year Ending December 31, 2004.**

The Chairman proposed the meeting to consider and approve the Balance Sheet and Profit and Loss Account of the Fiscal Year Ending December 31, 2004 which the auditor, KPMG Phoomchai Audit Ltd., has already audited and verified same. The Board of Directors requested the meeting to

consider and approve subject to the description of financial statement attached to the meeting invitation letter. The essential figures can be concluded as follows:

Total assets	1,272,099,206 Baht
Total liabilities	166,226,720 Baht
Total revenues	411,077,590 Baht
Net loss	245,364,612 Baht

No further question and comment made by the shareholders.

**Resolution** – The meeting has already made a consideration and approved Balance Sheet and Profit and Loss Account of the Fiscal Year Ending December 31, 2004 audited and verified by the auditor, KPMG Phoomchai Audit Ltd.

**Agenda 4 Consideration of profit allocation and the dividend payment that Board of Directors has proposed to suspend the allocate of reserved fund and the dividend payment.**

The Chairman informed the meeting to acknowledge that according to the requirement that the company must allocate part of the profits as reserved fund and the prohibition that the dividend can not be paid from other sum except the profit, because the operation result for year 2004 was loss. The Board of Directors therefore proposed to the meeting to consider and approve suspension the allocation of reserved fund according to the law and suspension of dividend payment.

No further question and comment made by the shareholders.

**Resolution** – The meeting has already made a consideration and approved to suspend the allocate of reserved fund and the dividend payment.

**Agenda 5 Consideration of the director election to replace the directors who retire by rotation.**

The Chairman informed that in order to be in compliance with the Public Company Limited Act and the Articles of Association of the company which provides that on the annual general shareholders meeting, one third of Directors must retire from the office according to the office term. If the number of directors can not meet one third, the nearest number of one third shall apply.

For the Annual General Shareholders Meeting for 2005, there are 4 directors who shall retire by rotation follows:

- |  |                               |
|--|-------------------------------|
| 1. Air Chief Marshal Nappres Mandachitra | Director/ Audit Committee     |
| 2. Mr. Sripop Sarasas                    | Director                      |
| 3. Mr.Somsak Suwattiga                   | Director/ Executive Committee |
| 4. Mr.Wanchai Palotaitakerng             | Director/ Executive Committee |

The Board of Directors of the Company has assigned the Selection and Remuneration Determination Committee to consider selecting new Directors to replace the directors who retire by rotation. The Selection and Remuneration Determination Committee has made a consideration of qualifications of the Directors according to the provisions of the law and who have the knowledge and the skill which will be beneficial to the company and being suitable to be proposed to the Meeting to consider the selection to replace the directors who retire by rotation as follows:

- 1) It is deemed appropriate to make a proposal to the shareholders to give an approval to appoint two directors who must retire by rotation namely Air Chief Marshal Nappres Mandachitra and Mr.Wanchai Palotaitakerng to return to the directorship of the company for the another term.

2) Mr. Sripop Sarasas and Mr.Somsak Suwattiga, the directors who must retire by rotation but did not wish to be reappointed after retiring. It is deemed appropriate to make a proposal to the shareholders to give an approval to select Mr.Issra Shoatburakarn to replace Mr. Sripop Sarasas and to give an approval to select Mr.Sophon Pholprasit to replace Mr.Somsak Suwattiga.

There was not any shareholder making inquiries or having any opinion otherwise.

**Resolution** – The meeting has already made a consideration and resolved unanimously to appoint Air Chief Marshal Nappres Mandachitra and Mr.Wanchai Palotaitakerng, who retired by rotation, to be in the position for another term and to give an approval to appoint Mr.Issra Shoatburakarn to replace Mr. Sripop Sarasas and to give an approval to appoint Mr.Sophon Pholprasit to replace Mr.Somsak Suwattiga.

**Agenda 6 Consideration and appointment of an auditor and determination of audit fee.**

The chairman requested the meeting to consider appointing the Auditor and determine the audit fee for 2005.The Board of Directors of the company made a proposal to appoint the A.M.T. & Associates, by Professor Kasiree Narongdej, certified public accountant No. 76 or Mrs. Natsarak Sarochanunfeen, certified public accountant No. 4563 as company’s auditors for the Year 2005, whereby any one of them being authorized to conduct the audit and express an opinion a financial statement of the company. In the absence of the above-named auditors, A.M.T. & Associates is authorized to appoint other Certified Public Accountants of A.M.T. & Associates to carry out the work. The remuneration for audit has been determined in total of 775,000 Baht (Seven hundred seventy -five thousand Baht).

There was not any shareholder making inquiries or having any opinion otherwise.

**Resolution** – The meeting has already made a consideration and approved for appointing A.M.T. & Associates, by Professor Kasiree Narongdej, certified public accountant No. 76 or Mrs. Natsarak Sarochanunfeen, certified public accountant No. 4563 to be the auditors for year 2005 and approved the auditing fee in the amount of 775,000 Baht (Seven hundred and seventy five thousand Baht).

**Agenda 7 Consideration and approval of remuneration and meeting allowance of directors.**

The Chairman informed that in order to be in compliance with the Public Limited Company Act which provides to consider and approve the remuneration and directors meeting allowance according to the resolution of the shareholders meeting. Because the company had retained loss in year 2004, the Board of Directors has already considered and proposed the Meeting to suspend the remuneration to the Directors, Auditing Directors, Executive Directors and Advisor to the Board of Directors.

For the directors meeting allowance in 2005, the Board of Directors proposed the meeting to consider and approve as follows:

1. Meeting allowance for the Board of Directors, which consists of 1 Chairman and 9 Directors, shall be paid on a monthly basis at the following rates:

Chairman	20,000 Baht/month
Director	15,000 Baht/month/person
  
2. Meeting allowance for the Board of Auditing Directors, which consists of 1 Chairman and 2 Directors, shall be paid on a monthly basis at the following rates:

Auditing Chairman	15,000 Baht/month
Auditing Director	10,000 Baht/month/person

3. Meeting allowance for the Board of Executive Directors, which consists of 1 Chairman and 4 Directors, shall be paid on a monthly basis at the following rates:

Executive Chairman	15,000 Baht/month
Executive Director	10,000 Baht/month/person
4. Meeting allowance for the Advisor to the Board of Directors, which at present there is 2 advisors, shall be paid on a monthly basis at the following rates:

Chairman of the Advisor (if any)	20,000 Baht/month
Advisor	15,000 Baht/month/person

**Resolution** – The meeting has already made a consideration and approved to suspend the remuneration payment for the Board of Directors, Board of Auditing Directors and the Advisor to the Board of Directors. The directors meeting allowance was approved as follows:

1. Meeting allowance for the Board of Directors shall be paid on a monthly basis at the following rates:

Chairman	20,000 Baht/month
Director	15,000 Baht/month/person
2. Meeting allowance for the Board of Auditing Directors shall be paid per time at the following rates:

Auditing Chairman	15,000 Baht/time
Auditing Director	10,000 Baht/time/person
3. Meeting allowance for the Board of Executive Directors shall be paid per time at the following rates:

Executive Chairman	15,000 Baht/time
Executive Director	10,000 Baht/time/person
4. Meeting allowance for the Advisors to the Board of Directors shall be paid per time at the following rates:

Chairman of the Advisor (if any)	20,000 Baht/time
Advisor	15,000 Baht/time/person

**Agenda 8      Acknowledgement of the compensation, the shares, debentures and other privileges that director and Management have received from the company.**

The Chairman of the meeting informed the meeting that in order that the operating of the business of the company can made with transparency and to be a good sample, the company hereby informs that there is not any Director or Management has received any benefits, shares, debentures or any other privileges from the company.

No shareholder made any inquiry.

**Resolution** – The meeting has already made a consideration and adopted a resolution to acknowledged same.

**Agenda 9      Consideration on approval to use the reserve fund according to law and the amount exceeding the share value to compensate for the accrued loss.**

The Chairman assigned Mr.Asawin Wipoosiri, Director and Chief Executive Officer to make a clarification on the details to the meeting.

Mr.Asawin Wipoosiri, Director and Chief Executive Officer said that according to the Limited Public Company Act (Issue 2) B.E. 2544 (2001), it determined that the Company can bring the reserve fund such as other reserve funds, reserve fund according to law and the reserve fund exceeding the share value respectively to make a compensation for the accrued loss by having to obtain the approval from the shareholder's meeting which the Board of Directors already made a

consideration and considered that the Company has the reserve funds of different categories which are allowed by law in sufficient amount to compensate for the accrued loss and it is expected that there would not be any exhibition of the loss again. Therefore, in order to be prepared for the payment of the dividends to the shareholders in the future, the Board of Directors of the Company has therefore made a proposal to the shareholders to grant an approval to use the reserve funds according to law in the amount of 18,700,000 Baht and the reserve fund on the exceeding portion in the amount of 294,843,297 Baht to make compensation for the accrued loss which was presented in the Financial Statement as at December 31, 2004 in the amount of 313,543,297 Baht.

The shareholders made inquires about the advantage and disadvantage in using the reserve funds to compensate for such accrued loss.

Mr.Asawin Wipoosiri, Director and Chief of Executive, made a clarification that when using the reserve fund to set off the accrued loss first even though the Company may have the profit, such profit shall be set off in the accrued loss which the payment of dividends cannot be made. On the part of the management, it is confident that the company shall have the profit. Therefore such action has been taken.

**Resolution** – The Meeting has already made a consideration and adopted a unanimous resolution to grant an approval for the use of the reserve fund according to law of 18,700,000 Baht and the reserve fund on the portion exceeding the share value of 294,843,297 Baht to compensate for the accrued loss which was presented in the Financial Statement as at December 31, 2004 in the amount of 313,543,297 Baht.

**Agenda 10      Consideration to grant approval to amend the Item 3 of the Memorandum of Association by adding the Objective No. 33 to the Memorandum.**

The Chairman said that in order to be in compliance with The Articles of the Company which specified that any amendment to the Memorandum of Association can be made only with the approval of the shareholder's meeting and Mr.Asawin Wipoosiri, Director and Chief Executive Officer, was assigned to make clarification.

Mr.Asawin Wipoosiri, Director and Chief Executive Office said that for the benefits of the company and to give a chance in the future business operation both the realty development, establishment of industrial estate for commercial purpose, provision of infrastructures and public utilities which are necessary to the industrial operation, the Board of Director considered appropriate to make a proposal to the shareholders to grant an approval to make such amendment to Item 3 of the Memorandum of Association of the company by adding the Objective No.33 as follows :

“No.33 To deal in land, land with structures, immoveable properties, moveable properties, condominiums, commercial buildings, warehouses for division, allocation according to the aforesaid Objective including to establish industrial estate for profits and to provide the services concerning the infrastructures and public utilities which are necessary for industrial operation.”

**Resolution** – The meeting has already made a consideration and adopted a unanimous resolution to grant an approval to make an amendment to Item 3 of the Memorandum by adding No.33 to Objectives of the company as following detailed:

“No.33 To deal in land, land with structures, immoveable properties, moveable properties, condominiums, commercial buildings, warehouses for division, allocation according to the aforesaid Objective including to establish industrial estate for profits and to provide the services concerning the infrastructures and public utilities which are necessary for industrial operation.”

**Agenda 11 Other matters (if any).**

No shareholder made any inquiry or made any proposal of the other matters to be discussed.

The Chairman thanked all the shareholders and declared the meeting closed at 11.30 hr.

*-Signature-*

(Mr. Ruangsak Ngamsompak)  
Chairman of the Board,

*-Signature-*

Dr. Somyot Sangsuwan  
Secretary of the Board.