



ทะเบียนเลขที่ 0107540000111

บริษัท บริหารและพัฒนาเพื่อการอนุรักษ์สิ่งแวดล้อม จำกัด (มหาชน)
General Environmental Conservation Public Company Limited

Ref No : GENCO 088/2014

April 29, 2014

To: President
The Stock Exchange of Thailand

Subject: Notification of the Resolutions of the Annual General Shareholders Meeting for 2014

Dear Sir,

The General Environmental Conservation Public Company Limited has convened the Annual General Shareholders Meeting for 2014 on April 29, 2014 at 15.00 hours at the Venus room, 3rd Floor, Miracle Grand Convention Hotel, located at 99 Vibhavadi Rangsit Road, Laksi, Don Muang, Bangkok 10210. The Meeting has resolved matters as summarized below:

1. Acknowledged the Minute of the Annual General Shareholders Meeting 2013 held on April 26, 2013.

2. Acknowledged the result of the Company's performance for the Year 2013.

3. Approved the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2013.

The resolution of the meeting was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

4. Approved the appropriation of profit as legal reserve 530,000 Baht and the omission of dividend payment for the business operation 2013.

The resolution of the meeting was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,010	votes or equal to	99.9999	percent
Disapproval	500	votes or equal to	0.0001	percent
Abstention	0	votes or equal to	0.0000	percent

5. Approved the re-election of 4 directors who retired by rotation in 2014, namely Dr.Witoon Simachokedee, Dr.Nattapon Nattasomboon, Air Vice Marshal Kosok Prakongsap and Mr.Asawin Wipoosiri to continue their office.

Such 4 directors were elected individually by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

- 1) Dr.Witoon Simachokedee

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent
- 2) Dr.Nattapon Nattasomboon

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

3)	Air Vice Marshal Kosok Prakongsap				
	Approval	428,061,510	votes or equal to	100.00	percent
	Disapproval	0	votes or equal to	0.00	percent
	Abstention	0	votes or equal to	0.00	percent
4)	Mr.Asawin Wipoosiri				
	Approval	428,061,510	votes or equal to	100.00	percent
	Disapproval	0	votes or equal to	0.00	percent
	Abstention	0	votes or equal to	0.00	percent

6. Approved the appointment of Mr.Naris Saowalagsakul, the Certified Public Accountant No.5369 of BPR Audit and Advisory Co.,Ltd. and/or Ms. Maliwan Phahuwattanakorn, the Certified Public Accountant No.4701 of NPS Siam Audit Limited to be the auditors of the company and 2 subsidiary companies for the Year 2014, the auditors must be authorized to make an audit and to give the opinion towards the Financial Statement of the company and subsidiary companies, and if the above named auditors cannot perform the duty, BPR Audit and Advisory Co.,Ltd. shall have the power to appoint another licensed auditor to work as replacement. by determining the auditing fee for 2014 at the rate of 930,000 Baht.

The resolution of the meeting was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

7. Approved the remuneration of the Directors for the Year 2014 in form of meeting allowance as follows:

The meeting allowance of the Board of Directors shall be paid on a monthly

The Chairman of the Board 20,000 Baht per month

The Director per person 15,000 Baht per month

The meeting allowance of the Audit Committee shall be paid per time

The Chairman of the Audit Committee 15,000 Baht per time

The Audit Director per person 10,000 Baht per time

The meeting allowance of the Executive Committee shall be paid per time

The Chairman of the Executive Committee 15,000 Baht per time

The Executive Director per person 10,000 Baht per time

The meeting allowance of the Advisors to the Board of Directors shall be paid per time

The Chairman of the Advisor 20,000 Baht per time

The Advisor per person 15,000 Baht per time

The resolution of the meeting was passed by not less than 2/3 of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

8. Approved the issuance of Warrants to purchase the Company's ordinary share No.1 ("Warrants No.1" or "GENCO-W1") in the amount of not exceeding 180,000,000 units to existing shareholders of the company at the ratio of 5 existing shares to 1 unit of Warrant No.1. The fraction shall be disregarded. The Record Date on which the shareholders shall have the right to receive Warrant No.1 is on 8 May 2014 whereby the Company's share register book will be closed on 9 May 2014 for collecting shareholders' names pursuant to Section 225 of the 1992 Securities and Exchange Act.

And approved the authorization of Board of Directors and/or Authorized Director and/or any substitute appointed by Board of Directors or Authorized Director to have the powers to determine the details and other conditions of Warrant No.1 including taking any actions and things necessary and/or in connection with the issuance and offering of the said Warrants No.1 in all respects, including but not limited to, contacting, preparing or delivering any documents necessary or in connection with the issuance and sale of Warrants No.1, and to appoint any substitute to perform the same, for instance.

The resolution of the meeting was passed by not less than 3/4 of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

9. Approved the increase of the Company's registered capital by Baht 180,000,000 by issuing 180,000,000 new ordinary shares at par value of Baht 1 per share.

The resolution of the meeting was passed by not less than 3/4 of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

10. Approved the amendment to the Memorandum of Association of the Clause 4 of the Company to reflect the increase in registered capital by replacing the following content:

"Clause 4. Registered Capital Baht 1,080,000,000 (Baht One Thousand Eighty Million)
 Divided into 1,080,000,000 shares (One Thousand Eighty Million Shares)
 At a par value of Baht 1 (Baht One)
 Categorized as:
 Ordinary shares 1,080,000,000 shares (One Thousand Eighty Million Shares)
 Preferred shares -None-"

The resolution of the meeting was passed by not less than 3/4 of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

11. Approved the allotment of 180,000,000 new ordinary shares at a par value of Baht 1 which will be reserved for the exercise of rights by holders of Warrant No.1.

The resolution of the meeting was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

12. Approved the ratification to purchase lands from Phatra House and Property Public Company Limited, total value Baht 91.53 million.

The resolution of the meeting was passed by not less than 3/4 of the shareholders who attended the meeting and cast their votes, excluding the shareholders to stakeholders 180,546,700 votes as follows:

Approval	247,514,810	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

13. Approved the amendment to Article 40 of the Company's Article of Association related to the Treasury Stock as follows:

“Item 40. The Company may not own its shares or take them in pledge except for the following circumstance:

(1) The Company may repurchase its shares from a shareholder who votes against the resolution of the meeting of shareholders to amend the articles of association of the company relating to the right to vote and the right to dividend payment which is unfair in view of such shareholder.

(2) The Company may repurchase its shares for the purpose of financial administration when it has accumulated profits and surplus liquidity, and such repurchase shall not cause a financial problem for the company. The repurchase of the shares must be approved by the shareholders’ meeting unless the total amount of those repurchased shares dose not exceeding 10 percent of paid-up capital, the Company’s Board of Directors shall be authorized to approve such repurchasing.

The shares that the company holds shall be counted to constitute the quorum of a meeting of shareholders and such shares shall have no right to vote and to dividend payment.

The repurchase of the shares, dispose of the shares and cancellation of the shares shall be in accordance with the criteria and procedures prescribed in the Laws on Public Companies and the Securities and Exchange in force now.”

The resolution of the meeting was passed by not less than 3/4 of the shareholders who attended the meeting and cast their votes as follows:

Approval	428,061,510	votes or equal to	100.00	percent
Disapproval	0	votes or equal to	0.00	percent
Abstention	0	votes or equal to	0.00	percent

Please be informed accordingly.

Yours sincerely,

Asst.Prof. Ronnchai Tantragoon
Managing Director