



ทะเบียนเลขที่ 0107540000111

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

Ref No : GENCO 061/2015

March 5, 2015

**To:** President  
The Stock Exchange of Thailand

**Subject:** Notification of the Resolutions of the Extraordinary General Meeting of the Shareholders No.1/2015

Dear Sir,

The General Environmental Conservation Public Company Limited has convened the Extraordinary General Meeting of the Shareholders No.1/2015 on Thursday 5 March 2015 at 15.00 hours at Magic Room 3, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel located at No. 99 Vibhavadi-Rangsit Road, Don Muang Sub-district, Laksi District, Bangkok 10210. The Meeting has resolved matters as summarized below:

1) Acknowledged the minutes of the Annual General Meeting of the Shareholders 2014 held on 29 April 2014.

2) Approved the increase of the Company's registered capital in the amount of Baht 1,150,000,000 from Baht 1,080,000,000 to Baht 2,230,000,000 by issuing new ordinary shares in the amount of 1,150,000,000 shares at par value of Baht 1 per share.

The resolution of the meeting was passed by not less than 3/4 of the total votes of shareholders attending the shareholders' meeting and eligible to vote as follows:

Approval	445,208,383	votes or equal to	92.76	percent
Disapproval	34,735,731	votes or equal to	7.24	percent
Abstention	0	votes or equal to	0.00	percent

3) Approved the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital by cancelling the existing provision and replacing it with the following provision:

“No. 4	Registered capital	Baht 2,230,000,000	(Two thousand, two hundred and thirty million Baht)
	Divided into	2,230,000,000 shares	(Two thousand, two hundred and thirty million shares)
	With par value of	Baht 1	(One Baht)
Divided into	Ordinary shares	2,230,000,000 shares	(Two thousand, two hundred and thirty million shares)
	Preferred shares	-	-”

The resolution of the meeting was passed by not less than 3/4 of the total votes of shareholders attending the shareholders' meeting and eligible to vote as follows:

Approval	445,516,293	votes or equal to	92.83	percent
Disapproval	34,179,821	votes or equal to	7.12	percent
Abstention	248,000	votes or equal to	0.05	percent

4) Approved the allocation of 1,150,000,000 newly issued ordinary shares of the Company at par value of Baht 1 per share by way of private placement pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 entitled Application for and Approval of Offer for Sale of Newly Issued Shares to the investors as listed below or to any person(s) or legal entity(ies) as determined by the Board of Directors as appropriate, at the offering price of Baht 2 per share, totalling Baht 2,300,000,000.

(1) Mrs. Daranee Attanand	500,000,000 shares
(2) UOB Kay Hian Private Limited	250,000,000 shares
(3) Mrs. Maturose Lochaya	150,000,000 shares
(4) Mr. Puwassitt Chet-udomlap	100,000,000 shares
(5) Mr. Tasnai Sudasna Na Ayudhya	50,000,000 shares
(6) Mr. Pairoj Sirirat	50,000,000 shares
(7) Ms. Veeraval Siengwong	50,000,000 shares

In addition, approved the appointment of the Board of Directors or the Chairman of the Executive Committee or the Company's authorised directors or the person appointed by the Board of Directors or the Chairman of the Executive Committee or the Company's authorised directors with full power and authority to perform any acts relating to and/or in connection with the above share allocation, including, but not limited to, the following acts, in order to increase flexibility and convenience in performing any acts in relation to the above matter:

- (1) to determine the date and time for share allocation, the offer price of the newly issued shares, the payment for such shares, including details and conditions relating to the allocation of newly issued ordinary shares, as well as to negotiate, enter into and sign any relevant documents or agreements, including taking any actions which are necessary or appropriate for the above allocation of newly issued ordinary shares (if any);
- (2) to sign any application forms, waiver letters or documents or evidence necessary for the above allocation of ordinary shares, as well as to coordinate or file the said application forms, waiver letters, or documents or evidence with the relevant authorities or supervisory bodies or any relevant persons, including complying with any rules, conditions or regulations set forth under applicable laws, as well as opinions or guidelines of such authorities; and
- (3) to take any actions which are necessary or appropriate for the completion of the allocation of the Company's newly issued ordinary shares.

The resolution of the meeting was passed by not less than 3/4 of the total votes of shareholders attending the shareholders' meeting and eligible to vote, and the shares held by the shareholders who object the offering of the Company's newly issued shares at a discount shall not exceed 10% of the total votes of shareholders attending the shareholders' meeting as follows:

Approval	445,901,394	votes or equal to	92.91	percent
Disapproval	33,794,720	votes or equal to	7.04	percent
Abstention	248,000	votes or equal to	0.05	percent

Please be informed accordingly.

Yours sincerely,



Asst.Prof. Ronnachai Tantragoon  
Managing Director