



ทะเบียนเลขที่ 0107540000111

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

Ref No : GENCO 063/2015

March 9, 2015

Subject : The adjustment of the exercise price and exercise ratio under the condition of the Warrants to purchase ordinary shares of General Environment Conservation Public Company Limited (GENCO-W1) (Revised)

To : President
The Stock Exchange of Thailand

General Environmental Conservation Public Company Limited ("the Company") would like to inform the adjustment of the exercise price and exercise ratio under the condition of the Warrants to purchase ordinary shares of the Company (GENCO-W1) as follows:

GENCO-W1	Existing	NEW
Exercise Price (Baht/Share)	1.10000	<u>1.00000</u> ¹
Exercise Ratio (Per 1 unit of warrant)	1.00000	1.57649

¹Note: According to the Term of Warrants no. 3.2.3, it is stated that in the event that the adjustment of such exercise price causes the new exercise price to be lower than the par value of the ordinary share of the Company, the par value shall be used as a new exercise price instead. Thus, the Company has adjusted the exercise price from calculation which is lower than par value to be at par value instead.

The reason for the adjustment of exercise price and ratio under the condition of such Warrants to purchase ordinary shares of the Company (GENCO-W1) is because the Extraordinary Meeting of Shareholders No. 1/2015 held on 5 March 2015 has passed a resolution to approve the issuance and offering of new shares amount of 1,150,000,000 shares to a Private Placement investors at the price of 2.00 Baht per share

Since the newly issued shares are offered to the Private Placement investor at the price of 2.00 Baht per share which is below 90 percent of the weighted average market price per share of the Company's shares, as traded in the Stock Exchange of Thailand, during the period of 15 consecutive trading days prior to the date of

offering price was set (Company's Board of Director meeting date which is 21 January 2015). Therefore, the Company had to adjust the rights to purchase the ordinary shares of the Company (Exercise Price and Exercise Ratio) under the condition of the Warrants issued as GENCO-W1 in accordance with the following detail:

Formulas for adjustment of exercise price and exercise ratio

- 1) The exercise price shall be adjusted in accordance with the following formula.

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BY}]}{[\text{MP} \times (A + B)]}$$

- 2) The exercise ratio shall be adjusted in accordance with the following formula.

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} \times (A + B)]}{[(A \times \text{MP}) + \text{BY}]}$$

Whereas,

- Price 1 Represents exercise price after the change;
- Price 0 Represents exercise price prior to the change;
- Ratio 1 Represents exercise ratio after the change;
- Ratio 0 Represents exercise ratio prior to the change;
- MP Represents total Company's shares trading value divided by total Company's share trading volume, as traded in the Stock Exchange of Thailand, during the period of 7 consecutive trading days prior to the calculation date (Company's Board of Director meeting date) (equal to 5.80 Baht per share);
- A Represents the number of paid-up ordinary shares as at the date prior to the closure of the Company's register book to determine person entitled to attend Extraordinary Meeting of Shareholders No. 1/2015 (paid-up capital as of 5 February 2015 is equal to 910,580,100 shares)
- B Represents the number of newly issued shares offers to Private Placement investors (equal to 1,150,000,000 shares)
- BY Represents the amount of proceeds received from ordinary shares issued and offered to Private Placement investors

The Results of calculation of exercise price and exercise ratio

$$\begin{aligned}\text{The new exercise price} &= \frac{1.10 \times [(910,580,100 \times 5.80) + 2,300,000,000]}{[5.80 \times (910,580,100 + 1,150,000,000)]} \\ &= 0.69775 \text{ Baht per share} \\ &\equiv \underline{1.00000 \text{ Baht per share}}^2\end{aligned}$$

²Note: According to the Term of Warrants no. 3.2.3, it is stated that in the event that the adjustment of such exercise price causes the new exercise price to be lower than the par value of the ordinary share of the Company, the par value shall be used as a new exercise price instead. Thus, the Company has adjusted the exercise price from calculation which is lower than par value to be at par value instead.

$$\begin{aligned}\text{The new exercise ratio} &= \frac{1.00 \times [5.80 \times (910,580,100 + 1,150,000,000)]}{[(910,580,100 \times 5.80) + 2,300,000,000]} \\ &= 1.57649 \text{ ordinary share per 1 unit of warrant}\end{aligned}$$

Referred to Rights and Duties of the Issuer and the Holders of Warrants to Purchase Ordinary shares of General Environmental Conservation Public Company Limited No.1 (GENCO-W1) ("Term of Warrants"), stated that the Company shall adjust the exercise price and ratio throughout the Term of Warrants when the Company offers to sell its ordinary shares by rights issue to the existing shareholders and/or public offering and/or private placement at the average price per share of the newly issued ordinary shares which is lower than 90% (ninety) of the market price of the Company's ordinary shares. The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first date that the purchaser of ordinary shares will not obtain rights to subscribe of the newly issued ordinary shares which is a first date of offering in case of public offering and/or private placement, as the case may be.

However, in this case the Company foresees that warrants' shareholders would not have any right to subscribe newly issued ordinary shares since the Extraordinary Meeting of Shareholders No. 1/2558 has passed a resolution. Thus, in order to preserve the right and benefit of warrant holders, The Company has approved the adjustments of exercise price and exercise ratio of GENCO-W1 are effective from 9 March 2015 onward.

Therefore, the new exercise price and exercise ratio will be applicable to 3rd exercise right of warrant of GENCO-W1 in which the exercise date is on 31 March 2015.

Please be informed accordingly,

Yours Faithfully,

A handwritten signature in black ink, appearing to read 'R. Tantragoon', with a horizontal line underneath.

(Asst.Prof. Ronnachai Tantragoon)

Managing Director