

Ref No : GENCO 073/2015

March 13, 2015

To: President
The Stock Exchange of Thailand

Subject: Notification of the resolutions of the Board of Directors Meeting No.3/2015

Dear Sir,

The Board of Directors Meeting of the General Environmental Conservation Public Company Limited No.3/2015 held on March 13, 2015 has resolved significant matters as follows:

(1) Approved the increase of the Company's registered capital in the amount of Baht 97,668,257 from Baht 2,230,000,000 to Baht 2,327,668,257 by issuing new ordinary shares in the amount of 97,668,257 shares at par value of Baht 1 per share, to be reserved for the adjustment of exercise price and exercise ratio under Term and Condition of the Warrants to purchase ordinary shares of General Environment Conservation Public Company Limited (GENCO-W1), in accordance with right adjustment conditions item 3.2.1 (b) that for protect the Warrant Holders' benefits because of the Company offers to sell its ordinary shares to private placement at the average price per share of the newly issued ordinary shares which is lower than 90% of the market price of the Company's ordinary shares. The above matter shall be proposed to the Annual General Shareholders Meeting of year 2015 for further approval.

(2) Approved the amendment to the Memorandum of Association of the Clause 4 of the Company's to reflect the increase in registered capital as follows:

“Clause 4. Registered Capital	Baht 2,327,668,257	(Two thousand, three hundred and twenty-seven million six hundred sixty-eight thousand two hundred fifty seven Baht)
Divided into	2,327,668,257 shares	(Two thousand, three hundred and twenty-seven million six hundred sixty-eight thousand two hundred fifty seven shares)
At a par value of	Baht 1	(One Baht)
Categorized as:		
Ordinary shares	2,327,668,257 shares	(Two thousand, three hundred and twenty-seven million six hundred sixty-eight thousand two hundred fifty seven shares)
Preferred shares	-None-”	

The above matter shall be proposed to the Annual General Shareholders Meeting of year 2015 for further approval.

(3) Approved the allotment of 97,668,257 new ordinary shares at a par value of Baht 1 which will be reserved for the adjustment of exercise price and exercise ratio of the Warrants to purchase ordinary shares of General Environment Conservation Public Company Limited (GENCO-W1). The above matter shall be proposed to the Annual General Shareholders Meeting of year 2015 for further approval.

(4) Approved the remuneration of the Directors for the Year 2015 in form of meeting allowance and the matter shall be submitted to the Annual General Shareholders Meeting of year 2015 for consideration and approval as follows:

- The meeting allowance of the Board of Directors shall be paid on a monthly
 - The Chairman of the Board 30,000 Baht per month
 - The Director per person 25,000 Baht per month
- The meeting allowance of the Audit Committee shall be paid per time
 - The Chairman of the Audit Committee 25,000 Baht per time
 - The Audit Director per person 20,000 Baht per time
- The meeting allowance of the Executive Committee shall be paid per time
 - The Chairman of the Executive Committee 25,000 Baht per time
 - The Executive Director per person 20,000 Baht per time
- The meeting allowance of the Advisors to the Board of Directors shall be paid per time
 - The Chairman of the Advisor 25,000 Baht per time
 - The Advisor per person 20,000 Baht per time

(5) Approved the convening of the Annual General Shareholders Meeting 2015 on Wednesday, April 29, 2015 at 15.00 hours at the Venus room, 3rd Floor of Miracle Grand Convention Hotel, located at 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok 10210. The agenda shall be as follows:

- Agenda Item 1 To approve the Minute of the Extraordinary General Shareholders Meeting No.1/2015
- Agenda Item 2 To acknowledge the result of the Company's performance for the Year 2014.
- Agenda Item 3 To approve the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2014.
- Agenda Item 4 To approve the appropriation of profit as legal reserve and the omission of dividend payment
- Agenda Item 5 To approve the election of directors to replace the directors who must leave the office according to the office term.
- Agenda Item 6 To approve the appointment of Auditors and fix the Auditor fee for 2015.
- Agenda Item 7 To approve the remuneration for Directors.
- Agenda Item 8 To approve the increase of the Company's registered capital.
- Agenda Item 9 To approve the amendment to the Memorandum of Association of the Clause 4 in compliance with the capital increase.
- Agenda Item 10 To approve the allotment of new ordinary shares.
- Agenda Item 11 To consider other matters. (if any)

(6) The record date for the shareholders who have right to attend the Annual General Shareholders Meeting for 2015 will be on March 27, 2015 and the book closing date for collect the name of shareholders according to Securities and Exchange Act section 225 will be on March 30, 2015.

Please be informed accordingly.

Yours sincerely,



Asst.Prof. Ronnachai Tantragoon
Managing Director

Capital Increase Report Form
General Environmental Conservation Public Company Limited
13 March 2015

We, General Environmental Conservation Public Company Limited, hereby report the resolution of the Board of Directors' Meeting No.3/2015 held on 13 March 2015 from 2.00 p.m. to 4.00 p.m. in respect of a capital increase and share allotment as follows:

1. Capital increase

The Board of Directors' Meeting has passed a resolution to approve the increase of the Company's registered capital from Baht 2,230,000,000 to Baht 2,327,668,257 by issuing 97,668,257 ordinary shares with a par value of Baht 1 each, totaling Baht 97,668,257.

Capital Increase	Type of shares	No. of shares	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Share	97,668,257	1.00	97,668,257
	Preferred Share
<input type="checkbox"/> General Mandate	Ordinary Share
	Preferred Share

2. Allotment of new shares

2.1. If specifying the purpose of utilizing proceeds

Allotted to	No. of Shares	Ratio (Old : New)	Sale Price (Baht/Share)	Subscription and Payment Period	Remark
To be reserved for the adjustment of exercise price and exercise ratio of the Warrants to purchase ordinary shares of Company (GENCO-W1).	97,668,257				Remark 1

Remark 1: The Board of Directors' Meeting No.3/2015, held on 15 March 2015, passed the resolutions for;

- A. Capital increase from Baht 2,230,000,000 to Baht 2,327,668,257 by issuing 97,668,257 shares with a par value of Baht 1 each, totaling Baht 97,668,257.
- B. The allotment of 97,668,257 shares with a par value Baht 1 each to support the adjustment of exercise of Company's warrants, GENCO-W1 which adjusted in accordance with right adjustment conditions item 3.2.1 (b) of Term and Condition of the Warrants to purchase ordinary shares of General Environment Conservation Public Company Limited (GENCO-W1)

2.2. Action to be taken by the Company in case there are fractions of shares

In case there is any adjustment of the exercise price and exercise ratio as stated in right adjustment condition and the result of such adjustment incurred any fractions of shares, such fractions of share shall be disregarded.

2.3. The excess of share allotment

169,419,506 shares.

3. Schedule of shareholders meeting to approve the capital increase/allotment

The Annual General Shareholders Meeting for 2015 is scheduled on April 29, 2015 at 3.00 p.m. at the Venus room, 3rd Floor, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Don Muang, Lak Si, Bangkok.

Annual General Meeting 2015	
The date fixed to determine the names of shareholders who entitle to attend the Annual General Shareholders Meeting for 2015 (Record Date)	March 27, 2015
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	March 30, 2015

4. Approval of the capital increase/share allotment by relevant government agency and conditions thereto (if any):

- 4.1 To register the capital increase and change in paid-up capitals with Department of Business Development, Ministry of Commerce.
- 4.2 To apply for approval from Stock Exchange of Thailand for listing of new ordinary shares of the Company, being issued upon the exercise of GENCO-W1, as the listed securities on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company increases share capital to accommodate the adjustment of the exercise of the Company's warrant No.1. The proceeds from warrants exercised will be used as working capital.

6. Benefits which the Company will receive from the capital increase/share allotment:

The proceeds from this capital increase shall be used as working capital, enhance the Company's liquidity and strengthen the Company's balance sheet for business expansion in the future.

7. Benefits which the shareholder will receive from the capital increase/share allotment:

- 7.1 Dividend policy
The Company has a policy to pay dividend at 50% of net profit after tax of the Company financial statement, subject to any necessities such as the Company's investment plan and such dividend payment shall not have any effect on the Company's operations.
- 7.2 The period the subscribers will be entitled to receive dividends from the Company's business operation
Warrant holders will be entitled to receive dividends from the Company's business operations starting when the aforesaid persons have been registered as the shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase of allotment of new shares:

Procedures	Date
1. Board of Directors' Meeting No. 3/2015 approved the capital increase and share allotment	March 13, 2015
2. The date fixed to determine the names of shareholders entitled to attend the Annual General Meeting for 2015 (Record Date)	March 27, 2015
3. The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	March 30, 2015
4. Annual General Shareholders Meeting for 2015 to consider the capital increase and share allotments	April 29, 2015
5. Registration of capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of AGM

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signed

(Asst.Prof. Ronnachai Tantragoon)

[Director]

(Authorized Director sign
with the Company's seal
affixed)

Signed

(Mr. Itthirit Wipoosiri)

[Director]