



Ref No : GENCO 131/2015

May 14, 2015

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

**Subject:** Notification of the change of the allocation for newly issued ordinary shares

Dear Sir,

Reference is made to the resolution of the Extraordinary General Meeting of the Shareholders No.1/2015 of the General Environmental Conservation Public Company Limited held on March 5, 2015 which 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 7 investors 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.

And 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 as detailed in the previous notification to The Stock Exchange of Thailand.

Subsequently, the Company received a notice from 5 investors, request to change the investment shares of the Company by decreased in amount of 783,000,000 shares or in the value of 1,566,000,000 Baht. Due to investment plan has been affected by the Regulations Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015), which shall come into force on May 6, 2015, determined that the Silent period for Sale of Shares to Specific Persons (Private Placement) at the Offering Price lower than 90 percent of the Market Price shall prohibit to sell any Shares of them within the period of 1 year from the commencement date on which the Shares are traded on the Exchange.

Therefore, to achieve original capital raise plan, the Board of Directors Meeting No.5/2015 held on May 14, 2015 has approved the allocation of newly issued ordinary shares of the Company to new Private Placement investors. The details of the new share allocation as follows,

Investor	Number of Old shares allocated	Number of New shares allocated	Number of change Increase /decrease shares	Percentage of the total number of shares allocated 1,150,000,000 shares	Percentage of the total number of shares issued after the capital increase 2,147,795,694 shares
1. Mrs. DaraneeAttanand	500,000,000	22,000,000	-478,000,000	1.913%	1.024%
2. UOB Kay Hian Private Limited	250,000,000	250,000,000	0	21.739%	11.640%
3. Mrs. Maturouse Lochaya	150,000,000	45,000,000	-105,000,000	3.913%	2.095%

Investor	Number of Old shares allocated	Number of New shares allocated	Number of change Increase /decrease shares	Percentage of the total number of shares allocated 1,150,000,000 shares	Percentage of the total number of shares issued after the capital increase 2,147,794,544 shares
4. Mr.Puwassitt Chetudomlap	100,000,000	0	-100,000,000	0%	0%
5. Mr. TasnaiSudasna Na Ayudhya	50,000,000	0	-50,000,000	0%	0%
6. Mr. Piroj Sirirat	50,000,000	0	-50,000,000	0%	0%
7. Ms. Veeraval Siengwong	50,000,000	50,000,000	0	4.348%	2.328%
8. Super Earth Energy Co.,Ltd.	0	350,000,000	350,000,000	30.435%	16.296%
9. Thai Factory Development Public Company Limited	0	350,000,000	350,000,000	30.435%	16.296%
10. Mr.Theirdthai Thepsutin	0	40,000,000	40,000,000	3.478%	1.862%
11. Ms.Wichuda Wanitchayapong	0	25,000,000	25,000,000	2.174%	1.164%
12. Ms. Rattana Auesermpong	0	12,000,000	12,000,000	1.043%	0.559%
13. Mr. Wanna Promchawee	0	6,000,000	6,000,000	0.522%	0.279%
	1,150,000,000	1,150,000,000	0	100.000%	53.543%

## Information of new Private Placement investors

### 1. Super Earth Energy Co.,Ltd.

Location:	223/61, Country Complex Building A, 14th floor, Bangna, Bangkok.
Registration date:	January 16, 2015
Nature of Business:	Investment in power generation from biomass
Registered capital:	5,000,000 Baht
Paid-up Capital:	5,000,000 Baht
Shareholder structure:	holds shares at 100 percent of the registered capital by Super Energy Group Co., Ltd. which is a subsidiary of Superblock Public Company Limited, holds shares at 100 percent of the registered capital
Authorized signatory:	Mr. Jormsup Lochaya
Relationship with the Company:	The investor is not related person and does not have any relationship with the Company.
Investors selection criteria:	The investor has a strong financial position and has a capability to invest in company in medium to long term. The investor is also considered as a strategic partner who can advise and support the Company operation.

### 2. Thai Factory Development Public Company Limited

Location:	18, Soi Sathorn 11, separate 9, TFD buildings, Yannawa, Sathorn, Bangkok 10120.
Registration date:	November 11, 1977
Nature of Business:	Industrial Estates, sale and rental land, ready-made factory, warehouses, and management, rental for office space and property management service of real estate.

Registered Capital: 1,914,911,170 Baht  
Paid-up Capital: 1,283,501,405 Baht  
Shareholder structure:  
1. Mr. Apichai Taechaubol 268,038,875 shares 20.88 percent.  
2. Mrs. Chalida Taechaubol 194,199,772 shares 15.13 percent.  
3. Mr. Kritawat Taechaubol 43,995,000 shares 3.43 percent.  
4. Mr. Chotwit Taechaubol 40,529,959 shares 3.16 percent.  
5. Mr. Chairat Kowitjindachai 33,120,000 shares, 2.58 percent.  
Authorized signatory: Mr. Gumpol Tiyarat and Mr. Anukul Ubonnuch  
Relationship with the Company: The investor is not related person and does not have any relationship with the Company.  
Investors selection criteria: The investor has a strong financial position and has a capability to invest in company in medium to long term. The investor is also considered as a strategic partner who can advise and support the Company operation.

### **3. Mr. Therdthai Thepsutin**

Occupation: Executive from Therdthai and Co Co., Ltd., which is a contractor in infrastructure in Thailand  
Relationship with the Company: The investor is not related person and does not have any relationship with the Company and does not operate in business that is similar or compete with the Company.  
Investors selection criteria: The investor has a strong financial position and has a capability to invest in company in medium to long term.

### **4. Ms. Wichuda Wanitchayapong**

Occupation: Managing Director of Toyota Krungtheepyont Toyota's Dealer Co., Ltd and GFH (Thailand) Co., Ltd.  
Relationship with the Company: The investor is not related person and does not have any relationship with the Company and does not operate in business that is similar or compete with the Company.  
Investors selection criteria: The investor has a strong financial position and has a capability to invest in company in medium to long term.

### **5. Ms. Rattana Auesermpong**

Occupation: Executive from Thailand Anthracite Co., Ltd., which is an importer of coal from abroad.  
Relationship with the Company: The investor is not related person and does not have any relationship with the Company and does not operate in business that is similar or compete with the Company.  
Investors selection criteria: The investor has a strong financial position and has a capability to invest in company in medium to long term.

### **6. Mr. Wanna Promchawee**

Occupation: Executive from Ngen-Ngarm Co., Ltd., which is the contractor of PTT gas station.  
Relationship with the Company: The investor is not related person and does not have any relationship with the Company and does not operate in business that is similar or compete with the Company.  
Investors selection criteria: The investor has a strong financial position and has a capability to invest in company in medium to long term.

### **The period for subscription and payment of the private placement**

The period shall accord with the funding requirements for business expansion which the company is considering the details of investment projects, expected to be finalized in July 2015.

### **Conditions or agreements on duration of shareholding for Private Placement investors.**

Conditions or agreements shall follow to the Regulations Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015), which determined that if Shares filed for the listing application under this Notification are obtained through the Offer for Sale of Shares to Specific Persons (Private Placement) at the Offering Price lower than 90 percent of the Market Price (*Market Price means a weighted average price of shares traded in the Exchange for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the first date on which such shares are offered for sale*) before the Exchange has approved the Shares issued for capital increase as listed securities, the Listed Company shall prohibit any person receiving Shares through such Offer for Sale of Shares to Specific Persons (Private Placement) from selling any of them within the period of 1 year from the commencement date on which the Shares are traded on the Exchange. Upon completion of 6-month period of trading of such Shares issued for capital increase on the Exchange, the persons subject to prohibition of sale can gradually sell their Shares that are subject to the prohibition of sale at 25 percent of the total number of Shares that are subject to the prohibition of sale.

Pursuant to the Company's agreement about voluntary Silent Period with the existing investors (as Company's news on March 2, 2015), such conditions are not binding to the new investor. The reason is the company negotiated with new investors on the basis of the new rules adopted by the Stock Exchange of Thailand. However the existing investors also accept the conditions of voluntary Silent Period that they agreed with Company in the same proportion as well.

Please be informed accordingly.

Yours sincerely,

Asst.Prof. Ronnachai Tantragoon  
Managing Director