

Ref No : GENCO 083/2017

April 28, 2017

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

**Subject:** Notification of the Resolutions of the Annual General Shareholders Meeting for 2017

Dear Sir,

The General Environmental Conservation Public Company Limited has convened the Annual General Shareholders Meeting for 2017 on April 28, 2017 at 15.00 hours at the Venus room, 3<sup>rd</sup> 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. Approved the Minute of the Annual General Shareholders Meeting for 2016 held on April 29, 2016.

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	409,290,500	votes or equal to	99.9878	percent
Disapproval	50,000	votes or equal to	0.0122	percent
Abstention	0	votes or equal to	0.0000	percent

2. Acknowledged the result of the Company's performance for the Year 2016.

3. Approved the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2016.

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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

4. Approved the omission of the legal reserve allotment and the omission of dividend payment from the business operation for 2016.

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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

5. Approved the re-election of four directors who retired by rotation in 2017, namely Dr. Somchai Harnhirun, Mr. Mongkol Pruekwatana, Air Vice Marshal Kosok Prakongsap and Mr. Asawin Wipoosiri to continue their office.

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

1) Dr. Somchai Harnhirun

Approval	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

2)	Mr. Mongkol Pruekwatana				
	Approval	422,330,100	votes or equal to	99.9882	percent
	Disapproval	50,000	votes or equal to	0.0118	percent
	Abstention	0	votes or equal to	0.0000	percent
3)	Air Vice Marshal Kosok Prakongsap				
	Approval	422,330,000	votes or equal to	99.9881	percent
	Disapproval	50,100	votes or equal to	0.0119	percent
	Abstention	0	votes or equal to	0.0000	percent
4)	Mr. Asawin Wipoosiri				
	Approval	422,330,100	votes or equal to	99.9882	percent
	Disapproval	50,000	votes or equal to	0.0118	percent
	Abstention	0	votes or equal to	0.0000	percent

6. Approved the appointment of Mr.Boonlert Kaewphanpurk, the Certified Public Accountant No.4165 and/or Miss Piyanuch Kasemsupakorn, the Certified Public Accountant No.6303 and/or Miss Roongtawan Boonsakchalerm, the Certified Public Accountant No.6031 of BPR Audit and Advisory Co.,Ltd. to be the auditors of the company and 4 subsidiary companies for 2017 at the rate of 2,060,000 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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

7. Approved the remuneration of the Directors for the Year 2017 in form of meeting allowance as follows:

- 1) 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
- 2) 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
- 3) 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
- 4) 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

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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

8. Approved the issuance of Warrant to purchase newly issued ordinary shares of the Company No.2 (“Warrants No.2” or “GENCO-W2”) in the amount of not exceeding 238,000,000 units to existing shareholders of the company at the ratio of 5 existing shares to 1 unit of Warrant No.2. The fraction shall be disregarded.

And approved the authorization of the Board of Directors and/or the person(s) entrusted by the Board of Directors shall be empowered to consider and determine the details with regard to the allotment and offering of GENCO-W2 such as the date fixed to determine the names of shareholders who entitle to receive GENCO -W2 (Record Date), the date of closure of share register book under Section 225 of the Securities and Exchange Act B.E.2535 (as amended), the first and last exercise date, as well as sign any relevant documents and to do any other action which is necessary or appropriate for, or in connection with the issuance and offering as well as the allocation of GENCO -W2 including but not limited to provide information, submission of documentary evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce and any other relevant authorities as well as listing GENCO -W2 on the Stock Exchange of Thailand.

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	421,952,100	votes or equal to	99.8987	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	378,000	votes or equal to	0.0895	percent

9. Approved the increase of the Company’s registered capital in the amount of 238,000,000 Baht from 1,190,000,000 Baht to 1,428,000,000 Baht by issuing new ordinary shares in the amount of 238,000,000 shares at par value of 1 Baht 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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

10. 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	1,428,000,000 Baht	(One Billion and Four Hundred Twenty Eight Million Baht)
	Divided into	1,428,000,000 shares	(One Billion and Four Hundred Twenty Eight Million shares)
	At a par value of	1 Baht	(One Baht)
	Categorized as:		
	Ordinary shares	1,428,000,000 shares	(One Billion and Four Hundred Twenty Eight 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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

11. Approved the allotment of 238,000,000 new ordinary shares at a par value of 1 Baht which will be reserved for the exercise of rights by holders of Warrant No.2.

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	422,330,100	votes or equal to	99.9882	percent
Disapproval	50,000	votes or equal to	0.0118	percent
Abstention	0	votes or equal to	0.0000	percent

Please be informed accordingly.

Yours sincerely,

Mr. Itthirit Wipoosiri  
Managing Director