

Ref No : GENCO 025/2018

February 23, 2018

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

**Subject:** Notification of the resolutions of the Board of Directors Meeting No.2/2018

The Board of Directors Meeting of the General Environmental Conservation Public Company Limited No.2/2018 held on February 23, 2018 has resolved significant matters as follows:

(1) Approved the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2017 which have been considered by the Audit Committee and audited by the Certified Public Accountant.

(2) Approved the appropriation of profit from the business operation for 2017 as legal reserve 797,771 Baht and the dividend payment at the rate of 0.01 Baht per share, totaling 11,222,976.25 Baht. The record date for the shareholders who have right to receive dividend will be on March 12, 2018 and the dividend payment will be paid on May 25, 2018.

The right to receive dividend is uncertain as it has not yet been approved by the Annual General Shareholders Meeting for 2018.

(3) Approved the convening of the Annual General Shareholders Meeting for 2018 on Friday, April 27, 2018 at 15.00 hours at the Venus room, 3<sup>rd</sup> Floor of Miracle Grand Convention Hotel, located at 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok 10210. The record date for the shareholders who have right to attend the Annual General Shareholders Meeting 2018 will be on March 12, 2018. The agenda shall be as follows:

Agenda Item 1 To approve the Minute of the Annual General Shareholders Meeting for 2017.  
Opinion of the Board It is considered appropriate for the Meeting of Shareholders to approve the said minutes.

Agenda Item 2 To acknowledge the result of the Company's performance for the year 2017.  
Opinion of the Board It is considered appropriate to report the results of the Company's performance for the Year 2017 to the Meeting of Shareholders for its acknowledgement.

Agenda Item 3 To approve the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2017.  
Opinion of the Board It is considered appropriate for the Meeting of Shareholders to approve the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2017 which were audited by the Auditor Committee and the Certified Public Accountant.

Agenda Item 4 To approve the legal reserve allotment and dividend payment from the business operation for the year 2017.

Opinion of the Board It is considered appropriate for the Meeting of Shareholders to approve the appropriation of profit as legal reserve and dividend payment as follows:

- 1) Legal reserve 797,771 Baht
- 2) Dividend payment from 2017 operating results to the ordinary shareholders at the rate of 0.01 Baht per share for a total 1,122,297,625 shares, totaling 11,222,976.25 Baht, which is 70.3% of the net profit of Company Statement 2017, by setting the record date on March 12, 2018 to determine the list of shareholders entitled to receive dividend, and the dividend payment will be paid on May 25, 2018.

Agenda Item 5 To approve the election of directors to replace the directors who must leave the office according to the office term.

Opinion of the Board The Board of Directors, exclusive of the Directors whose names are proposed, approved the proposal of the Remuneration Selection and Determination Committee to re-elect Dr.Somyot Sangsuwan, Ms. Chanitnan Kultanan and Mr. Itthirit Wipoosiri who must leave the office according to the office term, hold the position of directorship of the company again for another term.

Agenda Item 6 To approve the appointment of Auditors and fix the Auditor fee for 2018.

Opinion of the Board The Board of Directors concurred with the proposal of the Audit Committee, and considered it appropriate for the Meeting of Shareholders to approve 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 Boonsakchalem, the Certified Public Accountant No.6031 of BPR Audit and Advisory Co.,Ltd. to be the auditors of the company and 5 subsidiary companies for 2018, by determining the Auditor fee for 2018 at the rate of 2,310,000 Baht.

Agenda Item 7 To approve the remuneration for Directors.

Opinion of the Board The Board of Directors concurred with the proposal of the Remuneration Selection and Determination Committee, and considered it appropriate for the Meeting of Shareholders to approve remuneration for Board of Directors, Subcommittee and the Advisors to the Board for 2018 in form of a meeting allowance at the same rate of the year 2017 as follows:

1) Meeting allowance

- 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

2) The Other remuneration

-None-

Agenda Item 8 To approve the decrease of the Company's registered capital and the amendment to the Memorandum of Association of the Clause 4 in compliance with the capital decrease.

Opinion of the Board It is considered appropriate for the Meeting of Shareholders to approve the decrease of the Company's registered capital in the amount of 305,702,375 Baht from 1,428,000,000 Baht to 1,122,297,625 Baht by cancelling the unissued ordinary shares reserved for exercising warrants GENCO-W1 and GENCO-W2 in total of 305,702,375 shares with par value of 1 Baht per share, and approved the amendment to the Memorandum of Association of the Clause 4 of the Company's to reflect the decrease in registered capital as follows:

“Clause 4. Registered Capital	1,122,297,625 Baht	(One Thousand One Hundred Twenty Two Million Two Hundred Ninety Seven Thousand Six Hundred Twenty Five Baht)
Divided into	1,122,297,625 shares	(One Thousand One Hundred Twenty Two Million Two Hundred Ninety Seven Thousand Six Hundred Twenty Five shares)
At a par value of	1 Baht	(One Baht)
Categorized as:		
Ordinary shares	1,122,297,625 shares	(One Thousand One Hundred Twenty Two Million Two Hundred Ninety Seven Thousand Six Hundred Twenty Five shares)
Preferred shares	-None-”	

Agenda Item 9            To consider other matters. (if any)

Please be informed accordingly.

Yours sincerely,



Mr. Itthirit Wipoosiri  
Managing Director