

Ref No : GENCO 023/2019

February 27, 2019

To: President
The Stock Exchange of Thailand

Subject: Notification of the resolutions of the Board of Directors Meeting No.2/2019

The Board of Directors Meeting of the General Environmental Conservation Public Company Limited No.2/2019 held on February 27, 2019 has resolved significant matters as follows:

(1) Approved the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2018 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 2018 as legal reserve 4,696,786 Baht and the dividend payment at the rate of 0.02 Baht per share, totaling 22,445,952.50 Baht. The record date for the shareholders who have right to receive dividend will be on March 14, 2019 and the dividend payment will be paid on May 24, 2019.

The right to receive dividend is uncertain as it has not yet been approved by the Annual General Shareholders Meeting for 2019.

(3) Approved the convening of the Annual General Shareholders Meeting for 2019 on Friday, April 26, 2019 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 record date for the shareholders who have right to attend the Annual General Shareholders Meeting 2019 will be on March 14, 2019. The agenda shall be as follows:

Agenda Item 1 To acknowledge the result of the Company's performance for the year 2018.

Opinion of the Board It is considered appropriate to report the results of the Company's performance for the Year 2018 to the Meeting of Shareholders for its acknowledgement.

Agenda Item 2 To approve the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2018.

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, 2018 which were audited by the Auditor Committee and the Certified Public Accountant.

Agenda Item 3 To approve the legal reserve allotment and dividend payment from the business operation for the year 2018.

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 4,696,786 Baht
- 2) Dividend payment from 2018 operating results to the ordinary shareholders at the rate of 0.02 Baht per share for a total 1,122,297,625 shares, totaling 22,445,952.50 Baht, which is 23.9% of the Company's net profit for the year 2018, which is less than the rate specified in the Company's dividend policy because the Company has investment plans. The retention of profit is therefore necessarily required. The record date for the shareholders who have right to receive dividend will be on March 14, 2019 and the dividend payment will be paid on May 24, 2019.

The dividend of 0.02 Baht per share will be derived from the net profit which is subject to corporate income tax of 20 percent. Therefore, an individual shareholder may apply for tax credit on dividend at the rate of 20/80 of the dividend amount received.

Agenda Item 4 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 Mr.Angkhani Vorasaph, Ms. Nawarat Anomasiri and Ms. Thanan Pitakwong who must leave the office according to the office term, hold the position of directorship of the company again for another term.

Agenda Item 5 To approve the appointment of Auditors and fix the Auditor fee for 2019.

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 Boonsakchalerm, 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 2019, by determining the Auditor fee for 2019 at the rate of 2,510,000 Baht.

Agenda Item 6 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 2019 in form of a meeting allowance at the same rate of the year 2018 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 7 To approve the amendment to the Company's Article of Association Article 24. concerning the right of shareholders to ask for convening shareholders' meetings.

Opinion of the Board It is considered appropriate for the meeting to approve the amendment to Article 24 of the Company's Article of Association, in accordance with the Order of the Head of the National Council Peace and Order No. 21/2017 (NCPO), regarding the right of shareholders in request to arrange for meeting of Shareholders under the Public Limited Company Act, B.E. 2535 as follows:

“Article 24. The Board of Directors shall call a shareholders meeting which is an Annual General Shareholders Meeting within four months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board deems it appropriate to do so. One or more shareholders holding shares amounting to not less than 10% of the total number of shares sold may submit their name in a request directing the Board of Directors to call an Extraordinary General Meeting any time, but they shall specify the subject and the reasons in convening the meeting that shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders meeting to be held within forty-five days of the date of receipt of such request from the said shareholder.

In case the Board of Directors does not arrange a meeting within the period that specified in the second paragraph. Shareholders who have been nominated or other shareholders holding shares amounting to the number of shares required to convene the meeting within forty-five days of the expiration of the period under the third paragraph. In such case, it shall be deemed as the shareholders meeting which convenes by the Board of Directors. The company is responsible for the expenses of the meeting and facilities as appropriate.

In case it is the convening of the shareholders meeting under the third paragraph. The number of shareholders who attend the meeting does not complete the quorum as specified in article 27 of this Company's Article of Association. The shareholders under the third paragraph shall be jointly responsible for the expenses incurred from the convening of such meeting to the company. ”

Agenda Item 8 To consider other matters. (if any)

Please be informed accordingly.

Yours sincerely,



Mr. Itthirit Wipoosiri
Managing Director