

Ref No : GENCO 050/2009

February 26, 2009

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

**Subject:** Notification of the resolutions of the Board of Directors Meeting No.2/2009

Dear Sir,

The Board of Directors Meeting of the General Environmental Conservation Public Company Limited No.2/2009 held on February 26, 2009 has resolved significant matters as follows:

(1) Approved the Balance Sheet and the Profit & Loss for the year ended December 31, 2008 which were considered by the Audit Committee and audited by the Certified Public Accountant, and the matter shall be submitted to the Annual General Meeting of shareholders for consideration and approval.

(2) Approved the appropriation of profit from the business operation for 2008 as legal reserve 900,000 Baht and the dividend payment at the rate of 0.01 Baht per share, totaling 9,000,000 Baht. The record date for the shareholders who have right to receive dividend will be on April 1, 2009 and the book closing date for collect the name of shareholders according to Securities and Exchange Act section 225 will be on April 2, 2009 and the dividend payment will be paid on May 21, 2009. The right to receive dividend, as the case may be, is uncertain as it has not yet been approved by Annual General Meeting of shareholders.

(3) Approved the convening of the Annual General Meeting of shareholders 2009 on the April 29, 2009 at 14.00 hour at the Grand Hall 1, 1<sup>st</sup> Floor, the Rama Gardens Hotel, located at 9/9 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok 10210. The agenda shall be as follows:

Agenda Item 1 To approve the Minute of the Annual General Meeting of Shareholders for 2008.  
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 2008.  
Opinion of the Board It is considered appropriate to report the results of the Company's performance for the Year 2008 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, 2008.  
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, 2008 which were audited by the Auditor Committee and the Certified Public Accountant.

Agenda Item 4 To approve the allocation of profits from business operation for 2008 and payment of Dividend.  
Opinion of the Board It is considered appropriate for the Meeting of Shareholders to approve the allocation of profit from the operating results of 2008 and the dividend payment as follows:

- Legal reserve 900,000 Baht
- Dividends on ordinary shares 9,000,000 Baht

The dividend per share is 0.01 Baht, totaling 9,000,000 Baht equal to ratio of 50.89% of the net profit of the Company Statement for the year 2008. This is consistent with the Company's dividend payment policy in which determined that the Company must make payment of the dividend to the shareholders at the rate of approximately 50% of the net profit of the Company Statement after taxes if there is no any other necessity and which must not have any effect upon the normal operation of the business of the Company in essential matters.

Agenda Item 5 To approve the election of directors to replace the directors who retire by rotation.  
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 Sub-Committee to re-elect Mr.Ronnachai Tantragoon, Mr. Detpon Viphusiri and Dr.Somyot Sangsuwan 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's fees for 2009.  
Opinion of the Board The Board of Directors has given its approval of the proposal of the Audit Board in making a proposal to the Shareholder's Meeting for an approval in the appointment of Mr.Boonlert Kaewphanpurk, the Certified Public Accountant No.4165 of BPR Audit and Advisory Co.,Ltd. or Mr.Methee Ratanasrimetha, the Certified Public Accountant No.3425, of M.R.& Associates Co.,Ltd. to be the auditor of the company and 4 company subsidiaries for 2009, either one of the auditors must be authorized to make an audit and to give the opinion towards the Financial Statement and if the above named auditors cannot perform the duty, BPR Audit and Advisory Co.,Ltd. shall have the power to appoint another licensed auditor to work as replacement by determining the auditing fee for 2009 at the rate of 1,000,000 Baht.

Agenda Item 7 To approve the remuneration for Directors.  
Opinion of the Board It is considered appropriate for the Meeting of Shareholders to approve remuneration for Directors as follows :

- 1) The remuneration in form of meeting allowance was proposed at the same rate as 2008 as follows:
  1. The meeting allowance of the Board of Directors shall be paid on a monthly
    - The Chairman of the Board 25,000 Baht per month
    - The Director per person 20,000 Baht per month
  2. The meeting allowance of the Audit Committee shall be paid per time
    - The Chairman of the Audit Committee 20,000 Baht per time
    - The Audit Director per person 15,000 Baht per time
  3. The meeting allowance of the Executive Committee shall be paid per time
    - The Chairman of the Executive Committee 20,000 Baht per time
    - The Executive Director per person 15,000 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 (if any) 25,000 Baht per time
    - The Advisor per person 20,000 Baht per time
- 2) Approval of the bonus to the Directors for a total of 411,840 Baht by assigning the Board of Directors to make allotment as deemed appropriate.

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

(4) The record date for the shareholders who have right to attend the Annual General Meeting of shareholders 2009 and right to receive dividend will be on April 1, 2009 and the book closing date for collect the name of shareholders according to Securities and Exchange Act section 225 will be on April 2, 2009.

Please be informed accordingly.

Yours sincerely,

Dr. Somyot Sangsuwan  
Managing Director