

Ref.: GENCO 059/2011

March 28, 2011

Subject: Invitation to the Annual General Meeting of Shareholders for 2011

To: Shareholders

- Attachment:
- 1) Copy of the Minute of the Annual General Meeting of Shareholders for 2010
 - 2) Annual Report of 2010, including Financial Statement for the fiscal year ending December 31, 2010
 - 3) Name list and records of directors who must leave the office according to the office term for the shareholders to re-elect to the position
 - 4) Name list of auditors and details of audit fee
 - 5) Articles of Association of the Company relating to the shareholders meeting
 - 6) Proxy Form
 - 7) Guidelines for proxy appointment, registration and identification documents required to attend in the meeting
 - 8) Detail of independent director who serves as proxy for shareholders
 - 9) Map of the meeting location

The General Environmental Conservation Public Company Limited (GENCO) would like to invite all shareholders to attend the Annual General Meeting of Shareholders for 2011 on Friday, April 29, 2011 at 14.00 hours, at the Venus room 3rd Floor, the Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok 10210. The meeting agendas are as follows:

Agenda Item 1 **To acknowledge the Minute of the Annual General Meeting of Shareholders for 2010.**

Background Information The Company prepared the minutes of the Annual General Meeting of Shareholders for 2010 on April 29, 2010 (Attachment 1) which was submitted to The Stock Exchange of Thailand and the Ministry of Commerce within 14 days as required by the law and already posted on the Company website for public information. There is no objection or amendment.

Opinion of the Board It is considered appropriate to report the Minute of the Annual General Meeting of Shareholders for 2010 on April 29, 2010 to the Shareholders for their acknowledgement.

Agenda Item 2 **To acknowledge the result of the Company’s performance for the Year 2010.**

Background Information The report of the results of business operation of the Company for the Year 2010 is shown in the Annual Report of 2010, which has been already sent to the shareholders together with this Invitation (Attachment 2).

Opinion of the Board It is considered appropriate to report the results of the Company’s performance for the Year 2010 to the Shareholders for their acknowledgement.

Agenda Item 3 **To approve the Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2010.**

Background Information The Balance Sheet and Profit and Loss Account of the Fiscal Year ending December 31, 2010 were audited by the Audit Committee and the Certified Public Accountant. The detail which appear in the section of Financial Statements of the Annual Report of 2010, are sent to the Shareholders with this invitation (Attachment 2).

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, 2010 which were audited by the Auditor Committee and the Certified Public Accountant.

Agenda Item 4 **To approve suspension the allocation of reserved fund and suspension dividend payment from business operation for 2010.**

Background Information In 2010, the Company has an accumulated loss. In order to be in compliance with the Public Limited Companies Act, which has determined that the dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid. Thus, the Company can not pay dividend to the shareholders and can not reserve fund according to the law.

Opinion of the Board The Board of Directors therefore proposed to the Meeting of Shareholders to consider and approve suspension the allocation of reserved fund according to the law and suspension of dividend payment.

companies for 2011 for another year, since it was found that such auditor has the qualifications determined by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and that their performances were satisfactory. Furthermore, such auditor must be authorized to make an audit and to give the opinion towards the Financial Statement and if the above named auditor 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 2011 at the rate of 885,000 Baht. (the list of the auditor and details of audit fee appeared in Attachment 4).

Agenda Item 7

To approve the remuneration for Directors.

Background Information

In order to be in compliance with Public Limited Companies Act, which has determined that an approval of the remunerations to the Directors shall be in conformity the resolution of the shareholders. Furthermore, the remuneration to Directors should be suitable with the duty and responsibility of the Directors.

Opinion of the Board

The Board of Directors has given its approval of the proposal of the Remuneration Selection and Determination Sub-Committee who has made a careful screening and consideration with regards to the different aspects of suitability by making a comparison with the references from the same industry which were found suitable to make a proposal to the Shareholder's Meeting to make an approval of the remunerations to the Directors as follows :

- 1) Approval the remuneration in form of a meeting allowance as follows:
 - (1) The meeting allowance of the Board of Directors shall be paid on a monthly

The Chairman of the Board	20,000 Baht per month
The Director per person	15,000 Baht per month
 - (2) The meeting allowance of the Audit Committee shall be paid per time

The Chairman of the Audit Committee	15,000 Baht per time
The Audit Director per person	10,000 Baht per time
 - (3) The meeting allowance of the Executive Committee shall be paid per time

The Chairman of the Executive Committee	15,000 Baht per time
The Executive Director per person	10,000 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)	20,000 Baht per time
The Advisor per person	15,000 Baht per time

Furthermore, the scope of duty of the Board of Directors and the sub-committee has details appearing in the management section of the Annual Report of 2010 which has been already sent to the shareholders together with this Invitation.

2) Approval of suspension the bonus to the Directors.

Agenda Item 8

To consider other matters. (if any)

According to the Public Limited Companies Act, it is determined that the shareholders may make a proposal of other matters to be considered in the Shareholder's Meeting with a number of the shareholders not less than one-third of the entire shares sold.

All the shareholders are hereby invited to attend the meeting at the date, time and place mentioned above (map of the meeting location appeared in Attachment 9). Should there be any shareholder being unable to attend the meeting, such a shareholder may appoint any other person or the Company's Director, as proposed, as his proxy to attend the meeting by filling in the information and placing the shareholder's signature on the attached Proxy Form and then give it to the Company Secretary before the commencement of the meeting. In case you have any questions on the proxy, please contact the Managing Director Office at telephone number 0-2502-0900, in the office hours on Monday - Friday since 8.00 hours until 17.00 hours.

In order to speed up and facilitate the registration process at the meeting, it is kindly requested that the shareholders and/or the proxy bring the registration form having the barcode together with the identification documents for meeting attendance, and present them to the registration staff on the date of meeting. The record date for the shareholders who have right to attend the Annual General Meeting of shareholders 2011 will be on March 23, 2011 and the book closing date for collect the name of shareholders according to Securities and Exchange Act section 225 will be on March 24, 2011.

Respectfully yours,

- Signature-

Dr. Somyot Sangsuwan

Managing Director

General Environmental Conservation Public Company Limited