



Ref : Bor Hor. 050/2008

July 17, 2008

Subject : Invitation to the Extraordinary Shareholders Meeting No. 1/2008

To : The Shareholders
General Engineering Public Company Limited

The Board of Directors Meeting has resolved that the Extraordinary Shareholders Meeting of 2008 be held on Monday July 7, 2008, at 09.00 a.m., at the Rose Room, 9th Floor, Bangkok Golf Spa Resort Hotel, No. 99/3, Mu 2, Tiwanon Road, Tambon Bangkadi, Amphoe Muang, Pathumthani Province, to consider the following items on the agenda :

Agenda 1 : To consider approving the minutes of the Annual General Shareholders Meeting No. 1/2008

Board's Opinion: It is advisable for the Meeting of Shareholders to adopt the minutes of the Annual General Shareholders Meeting, No. 1/2008, held on April 24, 2008.

Agenda 2 : To consider approving the registered capital increase

Board's Opinion: It is advisable for the Meeting of Shareholders to approve the company to increase the registered capital from Baht 715,218,750 to Baht 815,218,750 number of new common share issued 100,000,000 shares, par value per share Bt 1.00. The objective of this shares offering was to raise fund for company's working capital and to expand the business in the future.

Agenda 3 : To consider approving the amendment of Article 4 of the Memorandum of Association of the company

Board's Opinion: It is advisable for the Meeting of Shareholders to approve the company to amend the Article 4 of the Memorandum of Association. Article 4 of the Memorandum of Association shall be amend as follow :-

"Article 4 Registered Capital Bt 815,218,750 (Baht eight hundred fifteen million
two hundred eighteen thousand
seven hundred and fifty)



Dividend into	815,218,750	shares (Eight hundred fifteen million two hundred eighteen thousand seven hundred and fifty shares)
Par Value	Bt 1.00	(One Baht)
Consisting of		
Ordinary shares	815,218,750	shares (Eight hundred fifteen million two hundred eighteen thousand seven hundred and fifty shares)
Preferred shares	- 0 -	(Zero)"

Agenda 4 : To consider approving the allotment of new common shares through private placement

The allotment of 100,000,000 new common shares in whole or partially in tranches through private placement to not more than 35 investors within 12 months. The offering price would not be less than 90 percent the weighted average price of the Company's shares on the Stock Exchange of Thailand, during at least seven (7) consecutive business days but not more than fifteen (15) consecutive business days preceding the date of Board's resolution concerning to the offer date.

The Board of Directors or its authorized persons will have authority in considering and determining the conditions and other relevant details related to the offering such as the number of common shares to be issued and offered each tranche, the offering price, the subscription period and payment; have authority in signing any related documents; and have authority for any suitable operation necessary to accomplish the offering of such

new common shares, including but not limited to providing information, submitting necessary documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce or other related organizations, and registering the new common shares as listed shares on the Stock Exchange of Thailand.

Agenda 5 : To consider approving the amendment of Article 3 of the Memorandum of Association (company objective). To increase the Article 3 from 48 items to 52 items.

Board's Opinion: It is advisable for the Meeting of Shareholders to approve the company to amend of Article 3 of the Memorandum of Association. To increase the Article 3 from 48 items to 52 items as follows :-

“Item 49 To engage in all business of all kinds of energy, as well as buying, selling, surveying, developing, supplying, being employed, converting, planning, constructing, inspecting, analyzing, designing, installing, manufacturing, acquiring, delivering, maintaining, developing, accumulating, reserving, tendering bids, making contract for construction, repair, import, export and carrying work relating electric power, energy source generated form nature, for example, water, wind, natural heat, the sun, minerals, or fuel, for example, oil, coal, chemical material from coal or gas, as well as nuclear energy for generating electricity and other work promoting such business”

“Item 50 To engage in business of factories for generating electric power of all types, for example, thermal for electric plants, co-thermal energy electric plants, hydro energy electric plants,

nuclear energy electric plants and other electric plants of all types, electric generating and distributing systems, electric generators, electric cables and things which are materials and equipment of such electric plants”

“Item 51 To contact, negotiate, guarantee, make any contracts with governments, governmental agencies, working units of government, municipalities, organizations, state enterprises, official, officers, or any person to apply for registration, buy, rent, hold, own or to do anything for acquiring by other means, and to utilize or distribute by any method, in the country and abroad, the right of transport, franchise, immunity, copyright, patent, industrial properties, investment promotion cards, concession, concession cards, concession licenses, permits, contribution money for the right of trademarks, industry, trade names, business marks, label, agreements or any ownership, or other right, or any benefit necessary and for use in business operation of the company”

“Item 52 Invest by any means in any business that has similar or related objectives and business to the objectives of this Company or invest in securities or other forms of guarantee or joint venture with or trade with other parties or allow other parties to joint venture or trade with the Company.”

Agenda 6 : Other business (if any)

We may, therefore, request the pleasure of your presence at the Meeting on the date and at the time and place mentioned above. A shareholder who wishes to attend the Meeting in person is requested to produce her/his identity card for the purposes of her/his



right of attendance. And if you wish to appoint another person to be present at the meeting and vote on your behalf, please fill in and sign the proxy form and sign a copy of your identity card, and then have the proxy holder produce the proxy form together with the relevant document to the registration staff on the date of the Meeting.

In addition, the Company will close the transfer book and cease to accept registration of share transfers so as to determine the shareholders' right to be present at the Extraordinary Shareholders Meeting No. 1/2008, from June 18, 2008, at 12.00 a.m., until the Meeting finishes.

By resolution of the Board of Directors
General Engineering Public Company Limited

(Miss Vimornrat Pitayaviriyakul)
Secretary to the Board of Directors

Enclosures: Documents Supporting the Meeting Agenda

1. Minutes of the Annual General Shareholders Meeting No. 1/2008
2. Documents supporting the Meeting agenda

Documents Supporting the Attendance of the Annual General Shareholders Meeting

1. A proxy form (Form Kho)
2. Explanations on the procedures for granting proxy, carrying out a registration, producing attendance documentation, and voting
3. A registration form



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GENERAL ENGINEERING PUBLIC COMPANY LIMITED



General Engineering Public Company Limited

Agenda 1 : To consider and adopt the Minute of the Annual General Meeting of Shareholders No. 1/2008



Minutes of the Annual General Meeting of Shareholders No. 1/2008

of

General Engineering Public Company Limited

The Meeting was held on Thursday, 24 April 2008 at 9.30 am at Rose Room, Bangkok Golf Spa Resort, 99/3 Moo 2, Tiwanon Road, Bangkok, Muang District, Pathumthani Province.

The Meeting commenced at 9.30 am.

Mr. Suebtrakul Soonthornthum, Chairman of the Board of Directors and Chairman of the Meeting, welcomed the shareholders to the Annual General Meeting of Shareholders No. 1/2008 and introduced the Company's Board of Directors.

Directors present at the Meeting

1. Mr. Suebtrakul	Soonthornthum	Chairman
2. Mr. Vichaya	Chatikavanij	Chief Executive Officer
3. Mr. Kittichai	Raktakanit	President
4. Mr. Churdkiet	Cheowtirakul	Independent Director / Chairman of Audit Committee
5. Mr. Thanong	Leeissaranukul	Independent Director / Member of Audit Committee
6. Mr. Dnuja	Sindhvananda	Independent Director / Member of Audit Committee
7. Mr. Wisait	Panutat	Director
8. Mr. Sonit	Pichyangkul	Director
9. Mrs. Sunee	Sornchaitanasuk	Director
10. Miss Vimornrat	Pitayaviriyakul	Director / Secretary of Board of Directors

The Chairman introduced other meeting participants.

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|------------------|------------------|--|
| 1. Mr. Vichien | Tamtrakul | Certified Public Accountant, KPMG
Poomchai Audit Ltd. |
| 2. Miss Jiraporn | Kongkaew | Thai Investors Association |
| 3. Miss Kanyapat | Preutiprom | Officer, The Stock Exchange of Thailand |
| 4. Mr. Suttisak | Wajeepiyantanond | Independent Financial Advisor, Univentures
Consulting Company Limited |

The Chairman informed the Meeting that at the book closing date, 4 April 2008, the Company had a total of 1,358 shareholders with 476,812,500 shares. There were 1,353 Thai shareholders with 472,244,927 shares, equivalent to 99.04 percent, and 5 foreign shareholders with 4,567,573 shares, equivalent to 0.96 percent.

At the 2008 Annual General Meeting of Shareholders, there were a total number of 35 shareholders present in person and by proxies, holding altogether 330,028,115 shares or equal to 69.22 percent, more than one-third of the Company's total paid up shares. A quorum was thereby constituted in accordance with the Articles of Association of the Company. The Chairman then declared the Annual General Meeting of Shareholders No. 1/2008 open.

Before starting the agenda, the Chairman informed the shareholders about the voting procedure. The Company had already issued voting cards to shareholders during registration. The voting cards would only be used for agenda items which require the shareholders' approval. The shareholders were asked to express their opinion in the voting cards. The Company's officials would collect the voting cards, tally the scores, and announce the results at the meeting. The Company appointed representatives to assist in counting the votes – Miss Jiraporn Kongkaew, the representative from the Thai Investors Association and Miss Atcharawan Sooksomsin, the representative from KPMG Phoomchai Audit Ltd. The Chairman also asked for one representative from the shareholders but there were no volunteers. Therefore, the Company appointed Miss Kanyapat Preutiprom, an officer from the Stock Exchange of Thailand, as another representative to assist in counting the votes. The representatives assisted in counting the votes according to the agenda item, summarizing the results in the document, certifying the results with their signatures, and announcing the meeting resolution of each agenda item.



The Chairman then proceeded the Meeting with the following agenda items:

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Item No. 1 To adopt the minutes of the Annual General Meeting of Shareholders No. 1/2007

- The Chairman proposed the minutes of the Annual General Meeting of Shareholders No. 1/2007, held on 25 April 2007, for the meeting's consideration. A copy of the minutes was sent to all shareholders together with the invitation to this Meeting.

The Meeting Resolution

- After due consideration, the Meeting unanimously adopted the minutes of the Annual General Meeting of Shareholders No. 1/2007, held on 25 April 2007, with 329,728,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. There were no shareholders who disapproved or abstained from voting.

Item No. 2 To adopt the Company's operating results and the Board of Directors' Report for 2007

- The Chairman asked Mr. Kittichai Raktakanit, the Company's President, to report the Company's operations for the year 2007 to the Meeting for their consideration.
- Mr. Kittichai Raktakanit reported the Company's operations for the year 2007 as follows:
 - In 2007, the Company and its subsidiaries had total revenues of Baht 1,124.21 million, compared to Baht 1,070.00 million in 2006, increasing Baht 54.21 million or 5.07 percent.
 - The Company had operating profits of Baht 58.91 million in 2007, equal to 5.25 percent of total revenues, versus Baht 33.06 million in 2006 which is equal to 3.09 percent of total revenues. This is due to lower costs as the Company was able to control losses from production. In addition, the Company's existing products had higher sales.
 - Mr. Kittichai Raktakanit explained that the Company's 2007 operations continued to control costs, reduce losses, and improve production processes in order to maintain growth.

The Meeting Resolution

- After due consideration, the Meeting unanimously adopted the Board of Directors' Report and the Company's operating results for the year 2007 as presented above with 330,028,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. (One more shareholder with 300,000 shares joined the Meeting.) There were no shareholders who disapproved or abstained from voting.

Item No.3 To approve the Balance Sheet and Profit and Loss Statement for the year ended 31 December 2007

- The Chairman asked the shareholders to approve the Company's Balance Sheet and Profit and Loss Statement for the year ended 31 December 2007 which were audited by the Company's auditor.
- Mr. Kittichai Raktakanit informed the Meeting that in 2007 the Company had total revenues of Baht 1,124.21 million, net profit of Baht 58.91 million, and earning per share of Baht 0.12. According to the Balance Sheet as at 31 December 2007, total assets were Baht 919.94 million, total liabilities were Baht 404.60 million and total equity was Baht 515.34 million.
- Dr. Churdkiat Cheowtirakul, Chairman of the Audit Committee, summarized the opinion of the Audit Committee as follows:

The Audit Committee has reviewed the financial statements as at 31 December 2007 which have been audited by the auditor. The financial statements obtained an unqualified opinion and consistently follow generally accepted accounting principles. The auditor has provided his opinion on all material aspects. The notes to the financial statements adequately disclose important information. No material discrepancies were found.

The Audit Committee has the opinion that the Company has an appropriate and sufficient internal control system and has provided adequate information disclosure to the Stock Exchange of Thailand and the general public. The Company operated its business in compliance with the Securities Law, the regulations of the Stock Exchange of



Thailand and laws related to the Company's business. The Audit Committee also considered and reviewed related transactions or transactions with possible conflicts of

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interest to ensure transparency. The Audit Committee holds meetings with the Company's auditor at least once a year. The Audit Committee has the opinion that the financial statements which have been audited by the auditor for the year ended 31 December 2007 are correct.

The Meeting Resolution

- After due consideration, the Meeting unanimously approved the Company's Balance Sheet and Profit and Loss Statement ended 31 December 2007 as presented above with 330,028,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. There were no shareholders who disapproved or abstained from voting.

Item No. 4 To consider not paying dividends and directors' bonus

- The Chairman informed the Meeting that in 2007 the Company still had retained losses of Baht 54.22 million in its Consolidated Balance Sheet and retained losses of Baht 60.11 million in its individual Balance Sheet. Therefore, the Board of Directors has the opinion not to pay dividends and directors' bonus for the year 2007 and asked the Meeting for their consideration.

The Meeting Resolution

- After due consideration, the Meeting unanimously passed a resolution not to pay dividends and directors' bonus for the year 2007 with 330,028,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. There were no shareholders who disapproved or abstained from voting.

Item No. 5 To consider changing the dividend policy

- The Chairman asked Mr. Kittichai Raktakanit, the Company's President, to report on the financial advisor's consideration.

Key factors in changing the dividend policy



1. The Company has started to have profits and has been able to eliminate all of its retained losses in 2007. According to the regulations of the Stock Exchange of

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Thailand, the Company is now able to pay dividends from its operating results to shareholders. Therefore, the Board of Directors' Meeting passed a resolution to establish a dividend policy in accordance with the Company's cash flow and business plans.

2. After considering the Company's profit in 2007 and expected operating results according its business plan, the Company still needs to maintain appropriate liquidity in order to be able to expand production. Thus, the Company's financial advisor has suggested that the Company establish a dividend policy that is flexible for the Company's planned use of funds in order to support long-term business growth.

3. As the Company's fixed assets have been used as collateral for loans from financial institutions, the Company has limitations in seeking additional credit from financial institutions. Therefore, the Company should allocate part of its profits as reserves for future working capital.

Thus a new dividend policy has been proposed as follows:

<u>Existing</u>	<u>New</u>
<p>“Not over 60 percent of net profits after taxes and legal reserves and the Company must not have any retained losses.”</p>	<p>“Not over 60 percent of net profits after taxes and legal reserves and the Company must not have any retained losses. This must be in line with the Company's cash flow and future business expansion plans.”</p>

The Meeting Resolution

- After due consideration, the Meeting approved the new dividend policy in accordance with the following votes: 330,018,115 approved votes equal to 99.997 percent, 0 unapproved votes, and 10,000 abstained votes equal to 0.003 percent of the total votes of shareholders attending the Meeting and entitled to vote.



- The Chairman informed the Meeting that according to the Company's Articles of Association, one-third of the Company's Board of Directors shall retire from their

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position at each Annual General Meeting of Shareholders. In this Meeting, 4 directors were due to retire by rotation, namely,

- | | | |
|------------------|----------------|--|
| 1. Mr. Vichaya | Chatikavanij | Director and Chief Executive Officer |
| 2. Mr. Kittichai | Raktakanit | Director and President |
| 3. Mr. Thanong | Leeissaranukul | Independent Director and Member of the Audit Committee |
| 4. Mr. Dnuja | Sindhavananda | Independent Director and Member of the Audit Committee |

In the election of directors to replace those retiring by rotation, the directors due to retire by rotation are eligible to be re-elected to the same position. Therefore, the Meeting of the Board of Directors passed a resolution to propose to the Meeting to consider re-electing all of the directors who are due to retire by rotation. For transparency and to comply with the principles of good corporate governance, the nominated directors left the Meeting for this agenda item. The details of each director as well as the record of their meeting attendance had been sent to the shareholders with the invitation to this Meeting.

The Meeting Resolution

- The Meeting appointed the directors as proposed by the Chairman by majority vote as follows:
1. Mr. Vichaya Chatikavanij : 330,018,115 approved votes equal to 99.997 percent, 0 unapproved votes, and 10,000 abstained votes equal to 0.003 percent of the total votes of shareholders attending the Meeting and entitled to vote.
 2. Mr. Kittichai Raktakanit : 330,018,115 approved votes equal to 99.997 percent, 0 unapproved votes, and 10,000 abstained votes equal to 0.003 percent of the total votes of shareholders attending the Meeting and entitled to vote.



3. Mr. Thanong Leeissaranukul : 330,018,115 approved votes equal to 99.997 percent, 0 unapproved votes, and 10,000 abstained votes equal to 0.003 percent of the total votes of shareholders attending the Meeting and entitled to vote.

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4. Mr. Dnuja Sindhvananada : 330,018,115 approved votes equal to 99.997 percent, 0 unapproved votes, and 10,000 abstained votes equal to 0.003 percent of the total votes of shareholders attending the Meeting and entitled to vote.

Item No. 7 To consider and fix the directors' meeting allowance

- The Chairman asked Mr. Thanong Leeissaranukul, Chairman of the Selection and Remuneration Committee, to inform the Meeting of the meeting allowance for 2008. The Remuneration Committee considered the remuneration in conformity with the market in the same industry by setting the monthly meeting allowance as follows:

	<u>2008</u>	<u>2007</u>
<u>Board of Directors</u>	(Baht)	(Baht)
Chairman	20,000	20,000
Directors	10,000	10,000
<u>Audit Committee</u>		
Chairman	15,000	3,000
Members	10,000	3,000

The Meeting Resolution

- After due consideration, the Meeting unanimously approved the meeting allowance for 2008 as proposed with 330,028,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. There were no shareholders who disapproved or abstained from voting.

Item No. 8 To consider and appoint the Company's auditors for 2008 and fix the audit fee

- The Chairman reported that the Board of Directors has considered, with the approval of the Audit Committee, to appoint auditors from KPMG Phoomchai Audit Ltd. as follows:



1. Mr. Vichien Tamtrakul C.P.A. Register No. 3138
2. Mr. Wairoj Jindamaneepitak C.P.A. Register No. 3565
3. Mr. Charoen Pusomritlert C.P.A. Register No. 4068

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Any of the auditors named above has authority to audit and express opinions on the Company's financial statements. In case none of the auditors named above can perform the duty, KPMG Phoomchai Audit Ltd. shall find another auditor from its company to perform the duty instead. The audit fee for 2008 has been fixed at Baht 1,200,000, increasing 14.29 percent from 2007. All of the three auditors named above have no relationship or interest in the Company, its subsidiaries, the management, major shareholders or related persons to the said entities or persons.

The Meeting Resolution

- After due consideration, the Meeting unanimously passed a resolution to appoint the Company's auditors and fix the audit fee for 2008 as proposed with 330,028,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. There were no shareholders who disapproved or abstained from voting.

Item No. 9 To consider and approve the transfer of reserves from share premium in the amount of Baht 67,846,262 to eliminate the Company's retained losses

- The Chairman explained that the Company used reserves from share premium in the amount of Baht 67,846,262 to eliminate the Company's retained losses.

The Meeting Resolution

- After due consideration, the Meeting unanimously passed a resolution for the Company to transfer reserves from share premium in the amount of Baht 67,846,262 to eliminate the Company's retained losses as proposed with 330,028,115 approved votes, equal to 100 percent of the total votes of shareholders attending the Meeting and entitled to vote. There were no shareholders who disapproved or abstained from voting.



Item No.10 To consider other business (if any)

- The Chairman provided an opportunity for shareholders to ask questions and provide comments.

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- No shareholders provided further comments at the Meeting.
- The Chairman stressed that the Company's policy emphasized transparency, professional management and caring for employees with low income.
- The Chairman thanked the shareholders for attending the Meeting and stated that all shareholders can rest assured that the Company has a strong foundation. The Chairman then declared the Meeting adjourned.

The Meeting adjourned at 11.20 am.

Mr. Seubtrakul Soonthornthum
Chairman of the Board of Directors

Miss Vimornrat Pitayaviriyakul
Secretary of the Board of Directors