

MINUTES OF EXTRAORDINARY MEETING OF SHAREHOLDERS NO. 2/2008
OF
GENERAL ENGINEERING PUBLIC COMPANY LIMITED

The Meeting was held on Friday 7 November, 2008 at 9.30 a.m. at Rose Room, 9th Floor, Bangkok Golf Spa Resort Hotel, No. 99/3 Moo 2, Tivanont Road, Bangkradee, Muang, Pathum Thani.

The Meeting was convened at 9.30 a.m.

Mr. Kamol leosivikul, the Chairman acting as Chairman of Meeting, said welcome to the shareholders attending the Extraordinary Meeting of Shareholders No. 2/2008 and introduced to them the Board of Directors.

Board members present: 7 persons, as follows:

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| 1. Mr. Kamol | leosivikul | Chairman |
| 2. Mr. Shine | Bunnag | Vice Chairman of The Executive Committee |
| 3. Mr. Vichaya | Chatikavanij | Vice Chairman of The Executive Committee |
| 4. Mr. Kittichai | Raktakanit | President |
| 5. Miss Roongrawee | Iampongpaitoon | Director |
| 6. Mr. Ratana | Wongsnapachan | Director |
| 7. Mrs. Chuanpis | Chaimueanvong | Independent Director and Member of Audit Committee |

Board members absent with leave

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| 1. Maj-Gen Jiradej | Mokkhasmit | Independent Director and Chairman of Audit Committee |
| 2. Mr. Worapon | Lopansri | Independent Director and Member of Audit Committee |
| 3. Mr. Amnat | Tangurimarn | Independent Director |

The three directors above had been busy out of town.

The Chairman said that as of the date of closing the share register of the Company on October 20, 2008, the Company had 2,305 shareholders in total holding 516,812,500 shares, consisting of 2,301 Thai national shareholders holding 516,782,327 shares, representing 99.99 percent, and 4 foreign shareholders holding 30,173 shares, representing 0.01 percent.

In this Extraordinary Meeting of Shareholders No. 2/2008, there were shareholders and proxies present of 67 persons in total holding 263,536,398 shares, representing 50.99 percent of the total 516,812,500 shares sold, thus constituting a quorum according to the Company's Articles of Association.

The Chairman clarified about voting that ballot papers had been given to the attendees at registration. They would be used in voting for agendas requiring shareholder approvals only. The shareholders should vote by putting either "Approved", "Disapproved" or "Abstained" in the ballot papers which would be collected by officers for counting and announcing votes to the Meeting. One share was equal to one vote. The shareholders giving proxies to the Chairman, Executive Chairman, Managing Director, Independent Directors, and Company staff to attend the Meeting on their behalf had already voted for each agenda, which votes would be collected and counted and announced to the Meeting along with the voting made in the Meeting.

After that, the Chairman conducted the Meeting according to the following agendas.

Agenda 1 To consider adopting the Minutes of Extraordinary Shareholders No. 1/2008.

- The Chairman asked the Meeting to consider adopting the Minutes of Extraordinary Meeting No. 1/2008 held on July 7, 2008, which Minutes had been sent together with the notice of this Meeting to the shareholders.
- There being no shareholders opposing or otherwise requesting amendments to the Minutes.

The Meeting Resolution After due consideration, the Meeting resolved to adopt the Minutes of Extraordinary Meeting No. 1/2008 as proposed by the Chairman, with unanimous 263,536,398 approval votes, representing 100%. There were no shareholders giving disapproval and abstinence votes.

Agenda 2 To consider approving the changing of par value.

- The Chairman informed the Meeting that the Company requested the Meeting to consider approving the change of its share par value from Baht 1.00 (One Baht) to Baht 0.10 (Ten Satang).

The Meeting Resolution After due consideration, the Meeting resolved to disapprove the change of the share par value from one Baht to ten Satang, with 263,536,398 disapproval votes, representing 100%. There were no shareholders giving approval and abstinence votes.

Agenda 3 To consider approving amendment to Article 4 of Memorandum of Association to be consistent with the changed share par value

- The Chairman said that because Agenda 2, the request of changing the share par value, did not pass the approval of the Extraordinary Meeting of Shareholders, there was no amendment made to the Memorandum of Association.

The Meeting Resolution There was no resolution made as Agenda 2 did not pass the Meeting's approval.

Agenda 4 To consider other businesses

4.1 The Chairman said that Sunshine Corporation Public Co., Ltd. holding 60,000,000 shares and DiStar Chain Co., Ltd. holding 39,672,400 shares proposed an additional agenda to the Extraordinary Meeting and nominated Mr. Chamnong Puttima and Mr. Panithan Pongpairoj to be directors, while Mida Assets Public Co., Ltd. proposed an additional agenda and nominated Mr. Parit Teekakirikul to be an independent director.

The Chairman informed the Meeting that according to the Public Limited Company Act B.E. 2535 (1992), Section 105, Paragraph 2, once the Meeting had already considered all the agendas put in the notice of meeting, shareholders with number of shares counted together not less than one-third of the total shares sold should request the Meeting to consider voting for embracing the additional agenda of increasing 3 new directors.

The Meeting Resolution the Meeting unanimously made a resolution with 263,536,398 approval votes without disapproval and abstinence votes. The approval votes exceeded one-third according to the Public Limited Company Act, hence the agendas being put in this Meeting.

4.2 The Chairman requested the Meeting to consider appointing the following 3 shareholder-nominated persons:

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| 1. | Mr. Chamnong Puttima | Director |
| 2. | Mr. Panithan Pongpairoj | Director |
| 3. | Mr. Parit Teekakirikul | Independent Director |

The Meeting Resolution the Meeting unanimously made a resolution with 263,536,398 approval votes without disapproval and abstinence votes to appoint:

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| 1. | Mr. Chamnong Puttima | Director |
| 2. | Mr. Panithan Pongpairoj | Director |
| 3. | Mr. Parit Teekakirikul | Independent Director |

The Chairman gave the shareholder opportunities to ask and give other suggestions as follows:

Inquirer: - Miss Prompirai Eamkoo, a proxy of Thai Investors Association, inquired about the reason of GEN changing from doing the business of manufacturing construction materials to doing energy business, location of G.E.L. General Engineering Service Co., Ltd. (a company in which GEN put investment), and the criteria and appropriateness of the buying price.

Clarifier: - Mr. Kittichai Raktakanit and Mr. Vichaya Chatikavanij clarified that it was the existing shareholders' policy to do energy business, which would be reviewed once more by the Company. G.E.L. General Engineering Service Co., Ltd., a company of which 99.99% shares were held by GEN, was at the same location as GEN's. The investment was made by buying ordinary share capital at par value at 100 Baht per share.

- The Chairman clarified further that originally the existing shareholders resolved to raise fund for doing energy business. Because they were replaced by a new shareholder group, the project had to be considered in details first. With GEN's good foundation of its existing business, market reputation and longtime business presence, it would consider having more on-top businesses as GEN was expected to be a firm and profitable company in the future.

- The Chairman said thanks to the shareholders for their attendance.

The Meeting was adjourned at 9.55 a.m.

(Mr. Kamol leosivikul)

Chairman

(Miss Vimornrat Pitayaviriyakul)

Board Secretary