



NOTICE

FOR ANNUAL ORDINARY SHAREHOLDERS' MEETING FOR THE YEAR 2010

GENERAL ENGINEERING COMPANY LIMITED (PUBLIC)

ON FRIDAY 23 APRIL 2010; AT 14.00 HRS.

AT ROSE ROOM, 9FL, BANGKOK GOLF SPA RESORT

NO. 99/3 VILLAGE NO. 2, TIWANONT ROAD, BANG KRADI SUB-DISTRICT,

MUEANG DISTRICT, PATHUM THANI PROVINCE



April 1st, 2010

Subject Invitation to attend the Ordinary Shareholders' Meeting for the year 2010

To All shareholders of General Engineering Co., Ltd., (PCL)

- Enc. 1. Copy of Minutes of Extraordinary Shareholders' Meeting No. 1/2009
2. Annual Report of 2009 in CD-Rom Form
 3. Rules and procedures to attend the meeting, proxy with voting the scores
 4. History of directors nominated to select for the directors who were in term retired with the definition of independent directors
 5. Map of Meeting Location
 6. Power of Attorney (For, Khor)

Whereas, the Board of Directors of General Engineering Co., Ltd., (PCL) ("The Company") has a resolution to organize the Ordinary Shareholders' Meeting for the year 2010, on Friday 23 April 2010, at 14.00 Hrs., at Rose Room, 9FL, Bangkok Golf Spa Resort, No. 99/3 Village No. 2, Tiwanont Road, Bang Kradi Sub-district, Mueang District, Pathum Thani Province in order to consider the matters according to the agenda for the meeting as follows:

- 1st agenda** **Consideration to confirm to the minutes of Extraordinary Shareholders' Meeting No. 1/2009, held on 18 November 2009.**
- The Board of Directors' opinions** Approved to confirm to the minutes of extraordinary Shareholders' Meeting No. 1/2009, on 18 November 2009.
- 2nd agenda** **Consideration to confirm to the operation results of the company for the year 2009 with annual report of the Board of Directors.**
- The Board of Directors' opinions** Approved to the shareholders' meeting to realize to the operation results of the company for the year 2009.
- 3rd agenda** **Consideration to approve to the balance sheet with profit & loss sheet, ended as of 31 December 2009 verified by the CPA of the company already.**
- The Board of Directors' opinions** Approved to propose to the ordinary shareholders' meeting to approve the balance sheet and profit & loss sheet for the year ended as of 31 December 2009 verified by the CPA with approval from the Audit Committee and the Board of Directors already.



4th agenda **Consideration to suspension to dividend payment and the directors' bonus for the year 2009, since the company had loss and accumulated loss results.**

The Board of Directors' opinions Approved to propose to the ordinary shareholders' meeting to approve to the company to revise additionally to the regulations of the company in Article 3, 9 and 13 respectively.

5th agenda **Consideration to suspension to amend the Articles of association of the Company Item 3, Item 9 and Item 13 as the following details.-**

Old

Item 3. Other details not stated in the Articles of association of the Company are complied and enforced in accordance with Law of Public Company Limited and Law of Securities And Stock Exchange.

New

Item 3. Other details not stated in the Articles of association of the Company are complied and enforced in accordance with Law of Public Company Limited and Law of Securities and Stock Exchange applied respectively.

Old

Item 9. It is forbidden for the company to own share or to pledge share of the company.

Item 9. It is forbidden for the company to own share or to pledge share of the company except the following cases.-

(1) The Company may purchase share back from shareholder voting disagreement with the Resolution of Shareholders' Meeting approving the amendment of the Articles of association of the Company related to the right of vote and the right of received dividend which shareholder voting disagreement realizes the unfair.

(2) The Company may purchase share back for the purpose of the financial administration. In case the company has accumulated income and excess liquidity and purchasing share back not causing the company meets the financial problems.

Purchasing share back of the company must be agreed from the Shareholders' Meeting with majority vote except in case the company purchases share back in the amount not more than 10% of paid share depending on the authority of the Company's Board of Directors for the approval of the mentioned share purchased back.



The share which the company purchases back from shareholder and holds is not the quorum of the Shareholders' Meeting without the right to vote and the right to received dividend.

The company must distribute share purchased back by the company according to previous paragraph within the period determined by the company in the project of purchasing share back. In case the company can not distribute such all share within the period determined, the company will decrease the paid capital by means of cut of registered share not distributed.

Purchasing share back and distributing share as well as cutting registered share are complied with the rules and methods determined by Ministerial Regulations.

Old

Item 13. The Company's Board of Directors may appoint the law firm, securities company or SET as the share registrar of the company.

In case the company appoints SET as the share registrar of the company. The practical ways related to registration work of the company depend on the share registrar of the company who determines.

New

Item 13. The Company appoints Thailand Securities Depository (TSD) or SET as the securities registrar of the company. The practical ways related to registration work of the company depend on the securities registrar of the company who determines.

6th agenda

Consideration to select the directors to replace the due term directors and consideration to select the due term directors to hold the position another term

The Board of Directors' opinions

Approved to propose to the meeting to appoint Lieutenant General Jiradet Mokekhasamit, Independent Director and Chief of Audit Committee, Mrs. Chuanpit Chaimueanwong, ctively, Independent Director and Audit Committee, Mr. Kittichai Raktakanit, Director, Mr. Prit Teekhakhirikul, Independent Director, to return in office another term; since the company realized that those persons mentioned above are qualified with knowledge and ability, complete qualifications according to the Act of Public Company Limited, without any prohibitions to be appointed to hold the Board of Directors of the company, of The Office of Securities And Exchange and the Stock Exchange of Thailand and related official units.



7th agenda **Consideration to determine the meeting allowance for the directors of the year 2010**

The Board of Directors' opinions

Approved to determine the directors' allowance, Audit Committee and Nominating Committee and to determine the allowance for the Board of Directors of the company for the year 2010, the meeting allowance monthly for the Chief of Directors as of 20,000 baht, Directors as of 10,000 baht, for the Audit Committee, the Chief of Audit Committee as of 15,000 baht, and the Audit Committee as of 10,000 baht, Nominating Committee with allowance, the company paid the allowance for each as of 3,000 baht a time.

8th agenda **Consideration to appoint the auditor with auditing charge for the year 2010**

The Board of Directors' opinions

Approved to appoint Mr. Bunlert Kaewphanpruek, the CPA No. 4165 from BPR Audit And Advisory Co., Ltd, to be the Auditor for the company and the subsidiary company and to determine the auditing charge for the year ended as of 31 December 2010 totally 1,200,000 baht according to the proposal of Audit Coimmittee, and also request to the meeting to assign to the Board of Directors of the company to approve, if BPR Audit And Advisory Co., Ltd, is necessary to provide other CPA in replace in case such CPA is unable to perform such duties, including authorization to the Board of Directors of the company to approve to the auditing charge for the financial statement of the subsidiary company and associated company to be occurred during the year.

9th agenda **Consideration to other matters (If any)**



Please be invited all shareholders to attend such meeting on the date, time and location mentioned above. For any shareholder intends to attend the meeting by himself, the ID Card shall be presented your right to attend the meeting from 12.30 Hrs.

Anyhow, in order for convenience, any shareholders wishes to appoint other persons to attend and vote instead, please fill the details and sign in the Power of Attorney Form Khor., attached herewith with evidence to attend the meeting to present to the registration staff on the meeting date.

The Board of Directors of the company has determined the shareholders' names with right to attend the ordinary shareholders' meeting for the year 2010, on Friday 23 April 2009, and such names shall be collected as to section 225 of Act of Securities by closing the registration book on 15 March 2010.

The Board of Directors of General Engineering Co., Ltd., (Public) has reviewed the above information delivered to shall shareholders herewith regarding disclosure the information of the company, status of the Board of Directors. Acting as the Board of Directors of the company, it is certified that the above information is true and correct in every respect, no misunderstanding other person or lack of information to be notified in any important matters.

Sincerely yours,

General Engineering Co., Ltd., (Public)

(Mr. Yanyong Akkarajindanon)

Chief of Executive Officer



Enclosure No. 1

Minutes of Extraordinary Shareholders' Meeting No. 1/2009
of
General Engineering Co., Ltd., (Public)

Held on Wednesday 18 November 2009, at 14.00 Hrs., at Rose Room, 9FL, Bangkok Golf Spa Resort, No. 99/3 Village No. 2, Tiwanont Road, Bang Kradi Sub-district, Mueang District, Pathum Thani Province.

The meeting started at 14.00 Hrs.

Mr. Yanyong Akkarajindanon, Deputy Chief of Executive Officer acted as Chairperson, mentioned welcome to all shareholders with the attorneys who attended the meeting of Extraordinary Shareholders' Meeting No. 1/2009, the Chairperson had also introduced the Board of Directors who attended the meeting as follows:

- | | |
|----------------------------------|---------------------------------|
| 1. Mr. Yanyong Akkarajindanon, | Chief of Executive Officer |
| 2. Mr. Kittichai Raktakanit | Managing Director |
| 3. Mr. Prapote Chumwattana | Director and Executive Director |
| 4. Miss Rungrawee Iampongpahitoo | Director |
| 5. Mr. Jamnong Putthima | Director |
| 6. Mr. Amnart Tankirman | Independent Director |
| 7. Mr. Prit Ttkhakhirakul | Independent Director |

The Chairperson informed to the meeting that as of the closing date to registration book of the company, on November 2009, the company had total shareholders as of 1,997 shareholders, amount of 516,812,500 shares, Thai shareholders were 1,993 as of 516,782,327 shares or 99.99 %, foreign shareholders as of 4 with amount of 320,173 shares of 0.01 %.

In the extraordinary shareholders' meeting No.1/2009, there were shareholders with attorneys to attend the meeting of 33 shareholders, total shares as of 245,997,839 shares of 47.60 % of all shares sold, exceeding 1 of third of shares sold of the company to attend the meeting, to be a quorum according to the regulations of the company.

Before consideration matters according to the agenda, the Chairperson had notified on voting of the company that, the voting cards had been given to the shareholders while registration. Such voting cards would be used for voting in the agenda requested for only approval from the shareholders. The shareholders would put the opinions in the voting card to agree and disagree or refrain from voting. Then, staff of the company would collect the voting cards to announce to the meeting. For the voting, it was for convenience and fastness without losing time to shareholders, any agenda disagreed by no shareholders or refrain to vote, it would be that the meeting had an unanimously resolution to approve such agenda without using the voting cards, if any shareholder was disagree, or refrain from voting, the company would request the meeting to vote by using the voting cards. The shareholders would have the same vote as the shares holding, by 1 share was 1 vote. For the shareholders who has authorized to the Chief of Executive Officer, Independent Director and employees of



the company to attend the meeting instead, while such attorneys had determined voting for each agenda already, that the company would collect the votes to announce with voting of the meeting for today.

Thereafter, the Chairperson had proposed for consideration according to the rules of agenda determined in the Meeting Letter as follows:

1st agenda **Consideration to confirm to the minutes of ordinary shareholders' meeting No. 1/2009**

The Chairperson requested the meeting to consider and to confirm to the minutes of ordinary shareholders' meeting No. 1/2009, held on 23 April 2009, that the Committee had considered its accuracy, and had been delivered such meeting to all shareholders with Meeting Notice Letter this time already.

There were no shareholders in the meeting protested or revised the minutes.

The Resolution The meeting had considered with resolution to confirm to the minutes of ordinary shareholders' meeting No. 1/2009, as the Chairperson proposed with unanimously vote as follows:

Agreed	245,997,839	votes	or calculated to 100% of the meeting
Disagreed	0	vote(s)	or calculated to 0% of the meeting
No vote	0	vote(s)	or calculated to 0% of the meeting

2nd agenda **Consideration to approve to issue and offer the new ordinary share of capital increase to the existing shareholders of the company as per proportion of existing shares holding.**

The Chairperson requested the meeting to consider for approval to issuance and offer **the new ordinary share of capital increase** not exceeding 516,812,500 shares, par value for each 1 baht to **the existing shareholders of the company** as per the proportion holding, at the ratio of subscription 1 old share per 1 new share at the offer price for each share as of 0.50 baht, if there was a fraction left from calculation as per such allocation, such fraction would be round off. The old shareholders had their rights of subscription in exceeding amount that their own rights as to the ratio determined. If there were shares left from allocation to the old shareholders who had subscribed as to their right completely only. That the left of new ordinary shares of capital increase are less than the amount of existing shareholders who subscribed over than their ights shall be allocated such left shares to the shareholders who subscribed over than the right for each as per the proportion of existing shareholding who subscribed over that each one' right. Such allocation to such shares shall be operated until there are no shares left from such allocation as the company shall consider reasonably. For the shares left sufficient to allocate to all subscriber over than their right, those left shares shall be allocated to each shareholder who subscribed over that their right as to the amount of their as per their intention. Anyhow, the shareholders shall subscribe with payment to such excessive shares with subscription and payment for such subscription with their right of subscription as per such right.

It was requested to the meeting to consider and to assign to the Board of Directors of the company and/or authorized directors and/or the persons assigned by the Board of Directors or authorized director to



determine the conditions, duration of offer, payment method, allocation to offer new capital shares including the conditions and other necessary details with the details appeared in the copies delivered to shareholders. (Enclosure No. 2)

In case of having left new ordinary shares from allocation to the existing shareholders as per above proportion, the allocation and offer to private placement and/or institution investors and/or the specific investors by determination the offer price with no less than 90 % of market price which was calculated by referring to weighted average close price of shares of the company in the Stock of Exchange totally 14 days prior the date of the Board of Director's meeting No. 8/2009, with the resolution of issuance and offer to the new capital shares above *market price was 0.98 baht per share). While the offer would be made within 12 months from the date with resolution to offer such shares by the meeting resolution. The offer would be made only one time or many times depending on suitability of financial, capital markets situations for maximum benefits of the company.

And the meeting as requested to consider and to assign to the Board of Directors of the company and/or authorized directors and/or the persons assigned by the Board of Directors or authorized director to determine, to revise additionally, change the conditions and details related to the offer such new capital share such as amount of ordinary shares to issue and to offer for each time, duration of subscription and share payment etc., including the power to sign in any related documents and power to operate any action necessary and reasonable to offer such new capital share including but not limited to providing information, submitting document evidence to the Office of Securities And Exchange, The Stock of Thailand, The Thailand Securities Depository Co., Ltd., Ministry of Commerce or other related units, as well as to take such capital shares to registered as registered securities in the Stock Exchange of Thailand.

Question Mr. Pramote Likharattanasakul, a shareholder inquired on the objectives of capital increase with spending capital on such increasing part for what objectives?

Answer Mr. Yanyong Akkarajindanon, the Chairperson clarified that the objectives of capital increase in order to spend.

1. For business operation and expansion in the future as of around 100 MB.
2. To increase capital in Chut Chieb Co., Ltd., (Subsidiary company), as of 150 MB.

Question Mr. Pramote Likharattanasakul, s shareholder had inquired on the business description of Chut Chieb Co, Ltd.

Answer Mr. Yanyong Akkarajindanon, the Chairperson had clarified that Chut Chieb Co., Ltd., operates on rental service with development to immovable properties on rental land.



The Resolution The meeting had considered already with the unanimously resolution to approve to issuance and offer new capital shares to the existing shareholders of the company as per the proportion of shares holding as proposed by the Chairperson with the following votes;

Agreed	245,997,839	votes, or	100%	of the meeting
Disagreed	0	vote(s), or	0 %	of the meeting
No vote	0	vote(s), or	0 %	of the meeting

3rd Agenda **Consideration to approve to issuance and offer the warrant of the company, No.2 to the existing shareholders who subscribed for such warrants of the company.**

The Chairperson proposed to the meeting to consider and to approve to approve to issuance and offer the warrant of the company, No.2, not exceeding 172,270,833 units to the existing shareholders who subscribed for new capital shares with allocation for this time with the ratio of 3 new shares per 1 unit in the warrant without value. Anyhow, such warrant for 1 unit could exercise right of subscription to 1 ordinary share at each share of 1.00 baht with the preliminary details of the warrant to subscribe the ordinary of the company as per the details delivered to the shareholders (Enclosure No. 3)

It was requested to the meeting to consider with granting power to the Board of Directors of the company and/or Authorized Directors and/or the person assigned by the Board of Directors of the company or Authorized Directors to have power for such consideration to determine, to revise additionally, to change the conditions and details related to such offer to the warrants such as date to determine the shareholders' names with such right of allocation in the warrants of the company, No.2, issuance date of warrant, allocation such warrant etc. Also the power to sign in any related document with the power to operate any necessary and reasonable actions to offer such warrants would be granted, including but not limited to providing information, submitting document of evidence to the Office of Securities And Exchange and the Stock Exchange, The Stock Exchange of Thailand, The Thailand Securities Depository Co., Ltd., Ministry of Commerce or other related units, as well as to take such warrants and ordinary shares occurred from right exercise as to such warrants to registered as registered securities in the Stock Exchange of Thailand.

The Resolution The meeting had considered with unanimously resolution to approve to issuance and offer the warrants of the company, No. 2 to the existing shareholders who subscribed to share capital increase of the company proposed by the Chairperson with the following votes:

Agreed	245,997,839	votes, or	100%	of the meeting
Disagreed	0	vote(s), or	0 %	of the meeting
No vote	0	vote(s), or	0 %	of the meeting



5th Agenda Consideration to approve to revision additionally to the Memorandum of Association, Article 4 on registered capital, share amount and share value in order to comply to the capital increase of registered capital of the company.

The Chairperson proposed to the meeting to consider with approval to the revision of the Memorandum of Association, Article 4 on registered capital, share amount and share value in order to comply to the capital increase of registered capital of the company.

Existing

“Registered capital	755,218,750	baht	(Seven hundred fifty five million, two hundred eighteen thousand, seven hundred fifty baht only)
Divided into	755,218,750	shares	(Seven hundred fifty five million, two hundred eighteen thousand, seven hundred fifty baht only)
Share value	1.00	baht	(One baht only)
Divided into			
-Ordinary shares	755,218,750	shares	(Seven hundred fifty five million, two hundred eighteen thousand, seven hundred fifty baht only)
-Preferred shares	-	shares	(Zero share only)

New

“Registered capital	1,544,302,083	baht	(One thousand five hundred forty four million, three hundred and two thousand, and eighty three hundred eighteen thousand, seven hundred fifty baht only)
Divided into	1,544,302,083	shares	(One thousand five hundred forty four million, three hundred and two thousand, and eighty three hundred eighteen thousand, seven hundred fifty baht only)
Share value	1.00	baht	(One baht only)
Divided into			
-Ordinary shares	1,544,302,083	shares	(One thousand five hundred forty four million, three hundred and two thousand, and eighty three



hundred eighteen thousand, seven hundred fifty
 baht only)
 -Preferred shares - shares (Zero share only)

The Resolution The meeting had considered already with the unanimously resolution to the company to revise additionally to the Memorandum of Association, Article 4 on registered capital, share amount and share value in order to comply to the capital increase of registered capital of the company with the following votes.

Agreed	245,997,839	votes, or	100%	of the meeting
Disagreed	0	vote(s), or	0 %	of the meeting
No vote	0	vote(s), or	0 %	of the meeting

6th Agenda **Consideration to approve to allocate share capital increase**

The Chairperson proposed to the meeting to consider and to approve to the allocation to the new ordinary capital share from registered capital increase, as of 789,083,333, each share 1 baht to comply to the capital increase of registered capital of the company as follows:

- (1) To allocation share amount 561,812,500, each share of 1 baht for offer to the existing shareholders as per proportion;
- (2) To allocation share amount 172,270,833, each share of 1 baht to support to the right exercise of the warrant holder who subscribed to purchase ordinary shares of the company. No. 2;
- (3) To allocation share amount 100,000,000, each share of 1 baht to support for adjustment to the warrant holders' right exercise to purchase the ordinary of the company., No. 1.

The Resolution The meeting had considered with unanimously resolution to approve to the company to allocate share capital increase as proposed by the Chairperson with the following votes;

Agreed	245,997,839	votes, or	100%	of the meeting
Disagreed	0	vote(s), or	0 %	of the meeting
No vote	0	vote(s), or	0 %	of the meeting

7th Agenda **Consideration other matters (If any)**

The Chairperson granted to the shareholders to inquire as follows:

Question Mr. Pramote Likharattanasakul, a shareholder had inquired on the productivity of the company.

Answer Mr. Yanyong Akkarajindanon, the Chairperson had clarified on the productivity, by dividing each products as follows:

- Reinforced concrete pile, Quarter 2/2009, around 50-60%, Quarter 3/2009 around 80% and Quarter 4/2009 the trend was quite better.
- Reinforced concrete floor without beam and ready-made concrete wall, product in full capacity, and the company would develop various products better.

Question Mr. Pramote Likharrattanasakul, a shareholder had inquired on income of reinforced concrete pile, how much the percent ?

Answer Mr. Yanyong Akkarajindanon, the Chairperson had clarified that the income from selling each products were consisted of Reinforced concrete pile as of 40%, Reinforced concrete floor without beam and ready-made concrete wall as of 30 %, construction 20 % and 10 % from other cinoem.

Question Miss Kataleeya Suphaphon, an attorney from Thai Investor Investment Promotion, inquired on investment from Chut Chieb Co,m Ltd.

Answer Mr. Yanyong Akkarajindanon, the Chairperson informed that the company has delivered the information details on investment of Chut Chieb Co., Ltd., to shareholders already, expected to reach shareholders soon. Anyhow, investment of Chut Chieb would be long-term land development at Noth Pattaya Beach to be full range of entertainment complex.

When the meeting had no inquiries, Mr. Yanyong Akkarajindanon, had mentioned thank you all shareholders dedicating their time to attend the meeting, and mentioned to close the meeting.
The meeting closed at 14.40 Hrs.




(Mr. Yanyong Akkarajindanon)
Chief of Executive Office


Mrs. Wisajja Kotchasena)
Secretary/Recorder

Explanation How To Make Proxy, Registration, Presentation Document to Attend the Meeting & Voting
For the Ordinary Shareholders' Meeting For the Year 2010
General Engineering Public Company Limited
Friday 23 November 2010

Making proxy

The company had delivered Power of Attorney (Form Khor.) determined by the Ministry of Commerce, which is the detailed, clear form to shareholders who are unable to attend the meeting, so the proxy to other person or to directors or any independent directors would be made as follows:

1. Lieutenant General Jiradet Mokekhasamit, Position Chief of Audit Committee and Independent Director, aged 55 years, Residing at House No. 102 Phahonyothin 8 Alley, Phahonyothin Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok 10400.
2. Mrs. Chuanpit Chaimuenwong, Position Audit Committee and Independent Director, aged 61 years, Residing at House No. 2/1 Happy Land Road, Khlong Chan Sub-district, Bang Kapi District, Bangkok 10240.
3. Mr. Worapon LOhphansri, Position Audit Committee and Independent Director, aged 45 years, Residing at House No. 49, Prom Mit Alley, Sukhumvit 39 Road, Khlong Ton Sub-district, Watthana District, Bangkok 10110.

The shareholders can cross the mark in front of the directors as proxy holder as specified by the company in the Power of Attorney and please deliver to the staff of the company via mail before the meeting.

Registration to attend the meeting

The company shall start inspection to the completeness of The Power of Attorneys and open for registration from 12.30 Hrs., at Rose Room, Bangkok Golf Spa Resort Hotel.

The Attendants shall present the following documents before meeting

1. Ordinary Person Shareholders

- 1.1 If the shareholders attend the meeting by himself, just present the official documents with shareholders' photo and no expiration such as ID Card, Driving License Card or Passport.
- 1.2 If the shareholders granted his power to the Attorney to attend the meeting
 - (1.2.1) The Power of Attorney as per the form with Meeting Letter filled completely, correctly with the signatures of the Proxy and the Attorney.
 - (1.2.2) Photocopy issued by the official of shareholders with details in 1.1 above and the proxy signs to certify its correctness.
 - (1.2.3) The document issued by official of the Attorney with the details in 1.1 above.

Remarks:

1. The shareholders who granted the power shall grant the power to only one Attorney to attend the meeting and to vote, while the amount of share is unable to divide to many Attorneys in order to divide such voting.

2. In case, the agenda to be considered in the meeting are more than the agenda specified above, the Attorney can specify additionally in the continued page to the Form of Power of Attorney Form Khor.

Continued Page of Power of Attorney
Granting Power of Shareholders of General Engineering Public Company Limited
For the Ordinary Shareholder's Meeting For the Year 2010; ON Friday 23 April 2010, at 14.00 Hrs.
at Rose Room, Bangkok Golf Spa Resort, or may be postponed to other date, time and place.

-
- (1) The Attorney shall have his right to consider and to vote for me in every respect as reasonable.
 - (2) The Attorney shall vote as to my objective as follows:

.....Agenda Subject.....

Agreed Disagreed No vote

.....Agenda Subject.....

Agreed Disagreed No vote

.....Agenda Subject.....

Agreed Disagreed No vote

.....Agenda Subject.....

Agreed Disagreed No vote

I, hereby certified that the particulars in this Continued Page of Power of Attorney is true and correct in every respect.

Signed.....The Proxy
(.....)

Signed.....The Attorney
(.....)

Date...../...../.....

Date...../...../.....

**History of directors nominated to select for the directors who were in term retired
General Engineering Public Company Limited**

1. Neme : **Maj.Gen.Jiradej Mokkahasmit**

Age : 55 Years

Position : Independent and Chairman of Audit
Committee

Shareholding : -

Highest Education : Chulachomklao Royal Military Academy
Virision 24 (Hpr.24) Benning, U.S.A.

Experience

2008 – Present	:	Director and Chairman of Audit Committee	Mida Assets Pcl.
2008 – Present	:	Chairman of Audit Committee	General Engineering Pcl
Apr.2009 – Present	:	1 st Army Corps Commander	Royal Thai Army
2008 – Mar.2009	:	Deputy Commander in Chief of the 1 st	Royal Thai Army
2004 – Present	:	Director and Chairman of Audit Committee	Mida Leasing pcl.
		Master Militia Phetchaburi	
2004 – 2007	:	Province, R.T.A.	Royal Thai Army

2. Neme : **Mrs.Chuanpis Chaimueanvong**

Age : 61 Years

Position : Independent and Chairman of Audit
Committee

Shareholding : -

Highest Education : Bachelor Degree of Accounting,
Thammasart, University
Bachelor Degree of Law, Ramkhamhaeng
University
Masster Degree of Economy, Thammasart
University

Thai Institute of : Director Accreditation Program
 Direction Association (DAP53/2006)
 Experience
 2008 – Present : Audit Committee General Engineering Pcl
 2006 – 2008 : National Legislator Parliament
 2002 – 2006 : Governor National Housing Authority

3. Neme : **Mr. Worapon Lopansri**
 Age : 45 Years
 Position : Independent and Chairman of Audit
 Committee
 Shareholding : -
 Highest Education : Bachelor Degree of Accounting,
 Thammasart university
 Masted Degree of Accounting,
 Ramkhamhaeng University
 (CIA (Certified internal auditor), Certificate
 No. 30858)

Experience
 2008 – Present : Audit Committee General Engineering Pcl
 June2005 – Present : Senior Vice President Internal Audit Dept. M.S.I.G. Insurance (Thailank) Co.,
 Ltd.
 Feb 2005 – June 2005 : Regional Auditor TESCO group Co., Ltd.

4. Neme : **Mr. Kittichai Raktakanit**
 Age : 49 Years
 Position : President
 Shareholding : -
 Highest Education : Bachelor Degree Business Administration
 Indiana State University
 Thai Institute of : Directors Certification Program (DCP
 Direction Association 27/2003)

Audit Committee Program (ACP 7/2005)

Experience

2007 – Present	:	President	General Engineering Pcl.
1997 – 2006	:	Director	General Engineering Pcl.
1999 – Present	:	Director	Prinda Pcl.
1999 – Present	:	Director	Pongtawin Quarry Co., Ltd.
1999- Present	:	Director	Duang Tawan Quarry Co.,Ltd.
2000 – Present	:	Director	Filatex Planer Co., Ltd.
1997 – Present	:	Director	Thai Filatex Pcl.
2004 – Present	:	Independent Director	Loxbit Public Co., Ltd.
2002 – 2008	:	Director	G.E.L. General Engineering Service Co.,Ltd.
2004 – 2008	:	Director	Chut Chieb Co., Ltd.
1997 – 2007	:	Director	General Architectural Precast Concrete Co., Ltd.

5. Neme : **Mr.Parit Teekakirikul**

Age : 26 Years

Position : Independent and Director

Shareholding : -

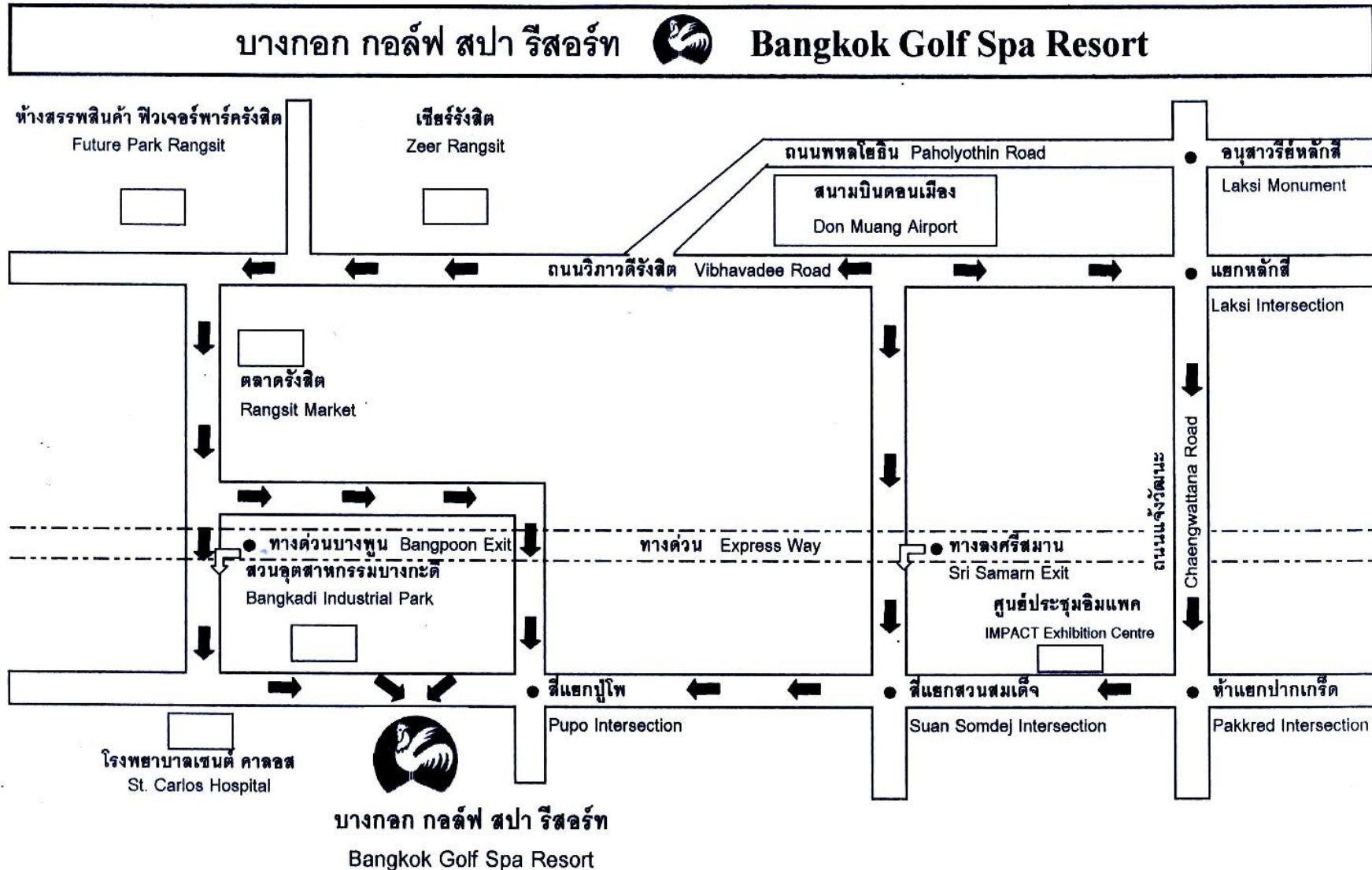
Highest Education : Bachelor Degree of Civil Engineering
Chulalongkorn University
Master Degree of Construction Management,
The University of Reading, UK

Experience

2008 – Present	:	Indipentdent Director	General Engineering Pcl.
2005 – Present	:	Director	Inspired Properties Co., Ltd.
2004 – Present	:	Director	Distar Electric Corporation Co.,Ltd.

Definition of independent directors of the company

1. Shareholding no exceeding 1 % of shares with right of total votes of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, anyhow, including shareholding of related person of such independent directors.
2. Not being or has never been a directors taking part of administration, employee, staff, advisor with permanent salary or authorized person to control the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, except to be retired from such descriptions no less than two year prior appointment.
3. Not being a person with blood relationship or by legal registration in description of being father, mother, spouse, siblings and children, including the spouse of children of the executives, large shareholders, authorized person to control or persons to be proposed as executive or authorized person to control to company or subsidiary company.
4. Not having or has been in business relationship such as normal business transaction in order to conduct of renting or leasing properties, particulars of assets or services or offering or accepting financial assistance including other similar behaviors with the company, large company, subsidiary companies, associated companies or juristic person may be in conflict to be obstructed to the self-consideration independently including not being large shareholder, director which is non-independent director or executive of the person with business relationship to the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, except to be excepted from such description no less than 2 year prior appointment.
5. Has never been or has been the auditor of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, and not being large shareholder, director which is non-independent director, executive or managing partner of auditing office with the auditor of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict available, except to be exempted from such description no less than 2 year prior appointment.
6. Not being or has been any professional provider including legal advisor or financial advisor with service charge more than 2 MB a year from the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, anyhow, in case the professional provider is a juristic person, it shall include the large shareholder, director which is not independent director, executive or managing partner of such professional provider as well, except to be exempted from such description no less than 2 year prior appointment.
7. Not being a director appointed to be a representative of the board of directors, large shareholders or shareholders who is related to the large shareholder of the company.
8. Not being a director assigned from the board of directors to decide in business operation of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict.
9. If the independent director hold the position of independent director in large company, subsidiary company and subsidiary company in the same ranks, the company shall disclose such information of position holding with remuneration received by such independent director in For, 56-1 and For 56-2.
10. Has no other aspects cause inability to give opinions independently on the operation of the company.



99/3 หมู่ 2 ถ. ติวานนท์ ต. บางกะดี อ. เมือง จ. ปทุมธานี 12000 โทร. 02-9639777 แฟกซ์ 02-9639711(แผนกเซลล์) [http : //www.resort.th.com](http://www.resort.th.com)
99/3 Moo 2 Tiwanon Road, Bangkadi Sub District, Muang District, Phatumthani Province 12000 Tel. 0-29639777 Fax. 0-29639711(Sales's Office)

Power of Attorney (Form Khor.)



Written at
Date.....Month.....Year...

(1) I, hereby.....Nationality.....Residing at House No.....Road.....
Sub-district/Sub-area.....District/Area.....Province.....Post Code.....

(2) Being a shareholders of General Engineering Company Limited (Public) ("Company")
With shareholding totally as of.....shares and vote equally as of.....vote(s) as follows;
Ordinary stock.....shares and vote equally as of.....vote(s) as
Preferred stock.....shares and vote equally as of.....vote(s) as

(3) Granted my power to
1.....aged.....years Residing at House No.....
Road.....Sub-district/Sub-area.....District/Area.....Province.....Post Code.....
2.....aged.....years Residing at House No.....
Road.....Sub-district/Sub-area.....District/Area.....Province.....Post Code.....
3.....aged.....years Residing at House No.....
Road.....Sub-district/Sub-area.....District/Area.....Province.....Post Code.....

Only one person to be my representative to attend the meeting with voting for me in the Shareholders' Meeting For the year 2010 on Friday 23 April 2010, at 14.00 Hrs., at Rose Room, Bangkok Golf Spa Resort, No. 99/ Village No. 2, Tiwanont Road, Bang Kradi Sub-district, Mueang District, Pathum Thani Province or may be postponed to the date and time and other places.

- (4)I, hereby granted my power to the attorney to vote for me in this meeting as follows:
- (1) granted to the attorney has his right to consider and put the resolution for me in every respect as reasonable.
 - (2) granted to the attorney to vote as to my objectives as follows:
 - 1st Agenda Consideration to confirm to the Minutes of Extraordinary Shareholders' Meeting No. 1/2009, held on 18 November 2009.
 Agreed Disagreed No vote
 - 2nd Agenda Consideration to confirm to the operation result of the company in the period of 2009 with annual report of the Board of Directors
 Agreed Disagreed No vote
 - 3rd Agenda Consideration to approve the balance sheet and profit & loss sheet for the ended year as of 31 December 2009 verified by the auditor of the company.
 Agreed Disagreed No vote
 - 4th Agenda Consideration to suspend dividend payment with the bonus for the directors for the year 2009
 Agreed Disagreed No vote
 - 5th Agenda Consideration to revise additionally to the regulations of the company, article 3, 9 and 13.
 Agreed Disagreed No vote
 - 6th Agenda Consideration to select the directors in place of the due term directors and consideration to select the due term directors to turn to be directors as another term
 Agreed Disagreed No vote
 - 7th Agenda Consideration to determine the meeting allowance for the directors for the year 2010
 Agreed Disagreed No vote
 - 8th Agenda Consideration to appoint the CPA with determination to the auditing charge for the year 2010
 Agreed Disagreed No vote
 - 9th Agenda Consideration other matters (If any)
 Agreed Disagreed No vote

(5) Voting by the Attorney in any agenda not comply with the statement specified in this Power of Attorney shall be deemed that such vote is incorrect and not being my voting as a shareholder.

(6) In case, I do not specify my objective to vote in any agenda or specified unclear or in case the meeting has considered or put the resolution any matter except from the matters specified above, including in case of changing or amending or adding to the facts by whatsoever reasons, the Attorney has his right to consider and to put the resolution for me in every respect as reasonable.

Any action made by the Attorney in the meeting, except in case the Attorney fails to vote as specified by myself in this Power of Attorney; it shall be deemed that I have done by myself in every respect.

Signed.....The Proxy
(.....)

Signed.....The Attorney
(.....)

2. Juristic Person Shareholders

2.1 If the shareholders' representative attend the meeting

The documents issued by official of such representative with the details in 1.1 above.

(2.1.1) Photocopy of shareholders' Certificate of Juristic Person certified by the representative of such Juristic Person with the statement to show that the representative who attend the meeting has power to do for the Juristic Person for the shareholders.

2.2 If the shareholders granted power to the Attorney to attend the meeting

(2.2.1) The Power of Attorney as per the form attached with the Meeting Letter filled correctly and completely with the signatures of the Proxy and the Attorney.

(2.2.2) Photocopy of shareholders' Certificate of Juristic Person certified by the representative of such Juristic Person with the statement to show that the representative who attend the meeting has power to do for the Juristic Person for the shareholders.

(2.2.3) The document issued by official of the Attorney with the details in 1.1 above.

3. Non-Thai Shareholders or Juristic Person established by foreign laws

The statement in Article 1 and Article 2 shall be apply by mutatis mutandis to the shareholders or the attendants who are non-Thai nationality which is the Juristic Person established by foreign law, depending on each case, anyhow, under the provisions as follows:

(1) The Certificate of Juristic Person may be the documents issued by officials from such Juristic Person situated, or by the staff of such Juristic Person, anyhow, such certificate should contain the details of Juristic Person with power to sign the name binding to the Juristic Person and condition or power limitation to sign the name, head office location.

(2) The non-English document originals shall be translated into English with the representative for such Juristic Person to sign for correctness of such translation.

Voting

The shareholders can vote equally to the shares holding (one share one vote) by dividing voting as agreeing and disagreeing or no voting by any vote, the shareholders who granted the proxy to other person to attend the meeting and cross the mark in the Power of Attorney in Article 5. (Khor) is; giving to the Power of Attorney to vote as per the shareholders' objectives, this Power of Attorney, the company shall take the vote to record and collect while the Attorney has registered already in order for convenience for the Attorney with no need to fill in the Voting Card in the meeting room.

The results from voting of the meeting when any agenda finished, the Chairperson shall mention in the meeting for acknowledging, while the Shareholders who attend the meeting by themselves with the Attorneys (that the shareholders did not specify the objectives to vote in the Power of Attorney or specify unclear, then The Power of Attorney has his right to consider and put the resolution instead), can vote in the Voting Card given by the staff of the company and to return to the staff in order to recorded and collect the votes of the shareholders who granted power in advance to the Directors determined by the company, and the votes of those Attorneys recorded by the company during registration as mentioned above, all votes shall be delivered to the Chairperson to conclude in the meeting of such agenda that how many agreeing, disagreeing, or no voting, anyhow, each agenda shall take the amount of shares from the latest attendant.