



Translation

Tor 23/2561

14 November 2018

Subject: Notification of approval of Financial Statements for Q3/2018 and connected transaction

To: President  
The Stock Exchange of Thailand

Loxley Public Company Limited (“the Company”) would like to report on the resolutions made at the Board of Directors Meeting No. 7/2561 held on 14 November 2018. The details of the resolutions are as follows:

1. Approved the Interim Financial Statements for Q3/2018 ended 30 September 2018 which were reviewed by the Company’s auditors.
2. Approved the investment in Law Enforcement Technology Solution Co., Ltd. (“LET”) by purchasing shares from connected persons. The transaction is subject to a connected transaction relating to assets or services. The details are as follows:

Transaction Date: November 2018

Parties Involved

Buyer: Loxley Public Company Limited

Seller: 1. Loxley International Company Limited  
2. Mr. Dhongchai Lamsam

Connected Person: - 100% of shares in LET held by connected persons, Loxley Inter and Relationship Mr. Dhongchai Lamsam with the proportion of 53.49% and 46.51%, respectively.  
- 50% of shares in Loxley Inter held by Mr. Dhongchai Lamsam. Mr. Dhongchai Lamsam, Mr. Vasant Chatikavanij and Mr. Chalermchoke Lamsam are directors in Loxley Inter.  
(The Company’s directors with conflict of interest or connected directors did not attend the meeting and abstained from voting in this agenda.)

Characteristic and Value of Transaction: The Company shall buy 106,977 shares (53.59%) in LET from Loxley Inter, and 93,021 shares (46.51%) from Mr. Dhongchai Lamsam, total amount of Baht 11 million. The transaction value was fair value evaluation based on Adjusted Book Value Approach.

Registered Capital of LET: Baht 20 million divided into 200,000 shares at par value Baht 100 per share

LET Business: The distributor and provider of advance security equipment and solution

Objective: To strengthen security integration business and grow the Company’s Smart Security Solution through LET as one of Loxley’s Flagship

Size of the Transaction: Baht 11 million or 0.19% of the total net tangible assets of the Company and subsidiaries as at 30 September 2018. The transaction's size is over 0.03% but less than 3% of the total net tangible assets as at 30 September 2018.

Financial Statements of LET as at 30 September 2018:

(Unit: Million Baht)

Total Assets	44.6
Total Liabilities	23.4
Shareholders' Equity	21.1
Total Revenues	39.3
Total Costs and Expenses	39.2
Net Profit	0.1

Source of Funding: The Company's working capital

Percentage of Shareholding before the transaction:

Shareholder	Amount (shares)	Shareholding (%)
1. Loxley International Company Limited	106,997	53.49
2. Mr. Dhongchai Lamsam	93,021	46.51
3. Mr. Chalermchoke Lamsam	2	0.001

Percentage of Shareholding after the Transaction:

Shareholder	Amount (shares)	Shareholding (%)
1. Loxley Public Company Limited	199,998	99.999
2. Mr. Chalermchoke Lamsam	2	0.001

List of Directors before and after the Transaction: - no change-

1. Dr. Sompop Chareonkul
2. Mr. Chalermchoke Lamsam
3. Mr. Karn Thongyai
4. Mr. Kittichai Raktakanit
5. Mr. Chamnan Chotcomwongse
6. Ms. Wasana Wetchakornpatiwong
7. Mr. Yuthaporn Chitakasem
8. Mr. Valentorn Singkarlvannich

Opinion of the Board: The transaction is reasonable to enhance capability of related business and directly beneficial to the Company.

Opinion of the Audit Committee which differs from the Board's: -None-

The transaction is subject to the Company's connected transaction as per the Notifications of the Capital Market Supervisory Board No. TorChor. 21/2551 and the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information concerning the connected Transaction of Listed Companies B.E. 2546.

Please be informed accordingly.

Sincerely yours,  
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)  
Company Secretary