



(Translation)

28 March 2014

- Subject:** Invitation to the 2014 Annual General Meeting of Shareholders
- Attention:** Shareholders of Loxley Public Company Limited
- Attachment:**
1. Copy of Minutes of the 2013 Annual General Meeting of Shareholders
 2. Annual Report 2013 in CD-ROM
 3. Brief background of directors to retire and be proposed to resume their Office
 4. Information of Auditors' profile
 5. Definitions of Independent Directors of the Company and information of Independent Directors to present as the proxy
 6. Articles of Association of the Company relating to the Shareholders' Meeting
 7. Explanation of documents and evidence to identify shareholders or their proxies who are eligible to attend the meeting and vote
 8. Proxy Form B specified by the Department of Business Development, Ministry of Commerce
(A shareholder may download proxy form A and C from the Company website.)
 9. Map of meeting location
 10. Registration Form

The Board of Directors of Loxley Public Company Limited ("the Company") resolved to call a General Meeting of Shareholder for the Year 2014 on Tuesday, 29 April 2014 at 14:00 hours (registration time at 12:00 hours) at Queen's Park 1, 2nd floor, Imperial Queen's Park Hotel, address no. 199 Sukhumvit Soi 22, Klong Tan, Klong Toey, Bangkok, to consider several businesses as per detailed in the following agenda:

Agenda 1 To certify the minutes of the annual general meeting of shareholders for 2013

Facts and Reasons The Company's Annual General Meeting of Shareholders for 2013 was held on 29 April 2013 to consider several businesses as required by law. The Company has already submitted a copy of the minutes to the Stock Exchange of Thailand and to the Ministry of Commerce as required by law. In addition, the minutes was posted on the Company website www.loxley.co.th (pursuant to Attachment 1).

Board of Directors' Opinion It is agreed to propose the Shareholders' Meeting to approve the Minutes of the Annual General Meeting of Shareholders for 2013 held on 29 April 2013, which are deemed by the Board to have been precisely recorded.

Voting Resolution on this agenda shall be approved by a majority of shareholders' votes attending the meeting and having the right to vote.



Agenda 2 To acknowledge the report of operating results of the Company during 2013

Facts and Reasons The Report of Operating Results of the Company during 2013 are contained in the Annual Report currently delivered to the shareholders (pursuant to Attachment 2).

Board of Directors' Opinion It is agreed to report the operating results of the Company during 2013 to and for the acknowledgement of the Shareholders' Meeting.

Voting This agenda is for acknowledgement, no voting is required.

Agenda 3 To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2013

Facts and Reasons The Balance Sheet and Profit and Loss Statement for the year ended on 31 December 2013 have been considered by the Audit Committee and audited by the Certified Public Accountant. Based on the auditor's opinion, the consolidated financial statements of the Company and its subsidiary were presented fairly in all material respects and in accordance with generally accepted auditing standards. The details of which are attached herewith in the Company's Annual Report for Financial Statements section currently delivered to the shareholders (pursuant to Attachment 2).

Board of Directors' Opinion It is agreed to propose the Shareholders' Meeting to approve the Balance Sheet and Profit and Loss Statement for the year ended on 31 December 2013, which were considered by the Audit Committee and audited by the Certified Public Accountant.

Voting Resolution on this agenda shall be approved by a majority of shareholders' votes attending the meeting and having the right to vote.

Agenda 4 To consider and approve the profit allocation as legal reserves and dividend payment for the Company's operation of 2013

Facts and Reasons

- (1) It is the Company's policy to make dividend payments of at least 40% of its net profits after corporate tax of separate financial statement and all reserves as stated in the Company's regulations and related laws. The Company considers financial status, cash flow, investment plans, business plan and other conditions and limitations (if any) as well as other administrative factors in making decision on dividend payment.
- (2) According to Section 116 of Public Limited Companies Act B.E.2535, the Company has to allocate part of its annual net profits as legal reserve in an amount of not less than five percent of the annual net profits with the deduction of accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.



(3) The Board of Directors has the resolution to allocate part of its annual net profits as legal reserve in an amount of not less than five percent of the annual net profits with the deduction of accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. Thus, this year the Company has set up the legal reserves amounted to Baht 73,220,500 as at 31 December 2013. The Company has net profit totaling Baht 633 million and after deduction of investment plans totaling Baht 481 million. According to the Company's policy to make dividend payments of at least 40% of its net profits, The Company considers financial status, cash flow, investment plans, business plan and other conditions and limitations (if any) as well as other administrative factors in making decision on dividend payment. The Board of Directors has the resolution to distribute dividend to the shareholders totaling 2,099,954,770 shares at the rate of Baht 0.095 per share, approximately Baht 200 million, which equivalent to 42 percent of the net profit of the year 2013 after deduction of investment plans.

The dividend comparison for year 2013 and year 2012 are as follows:

Dividend Details	2013	2012
Net Profit (million Baht)	633	304
Net Profit after deduction of investment plans (million Baht)	481	304
Number of shares (shares)	2,099,954,770	2,000,000,000
Profit per share (Baht/share)	0.30	0.15
Dividend		
- Cash Dividend (Baht/share)	0.095	0.10
- Stock dividend (in the ratio of 20 existing shares per 1 stock dividend, or not exceeding in total of Baht 100 million, or equivalent to Baht 0.05 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash Baht 0.05 per share)	-	0.05
Total dividend payment (million Baht)	200	300
Dividend payment ratio (percent)	42	99
(*cash dividend/net profit after deduction of investment plans)		

The name of shareholders (Record Date) who are entitled to attend the Annual General Meeting of Shareholders for 2014 and receive the dividend shall be on 14 March 2014 and the date which the name of shareholders who are entitled shall be gathered in according with the Securities and Stock Exchange Act, Section 225 by closing the share registration book will be on 17 March 2014. The dividend payment shall be made on 28 May 2014 according to the Company's Articles Association



Clause 37 provided that the paying of dividend will be done within one month from the date that the shareholders' meeting has resolution.

The Board's Opinion The Board deems this agenda as appropriate to propose the shareholders to consider approving to allocate annual net profit as legal reserves and approving the distribution of dividend as detailed above.

Voting Resolution on this agenda shall be approved by a majority of shareholders' votes attending the meeting and having the right to vote.

Agenda 5

To consider and elect directors to replace those retiring by rotation

Facts and Reasons In accordance with Article 17 of the Articles of Association of the Company, one-third of the directors have to retire from office term in the annual general meeting of shareholders. The directors who have longest been in the position shall retire but they may be re-elected and appointed to the Board. For this year, there are 5 directors shall retire from office as follows:

- | | |
|------------------------------|---|
| 1. Mr. Pairote Lamsam | Director / Chairman |
| 2. Dr. Wissanu Krea-ngam | Independent Director |
| 3. Mr. Sirin Nimmanahaeminda | Independent Director |
| 4. Mr. Charoon Chinalai | Independent Director /
Member of the Audit Committee /
Chairman of the Nominating and
Remuneration Committee |
| 5. Mr. Joti Bhokavanij | Independent Director /
Member of the Audit Committee |

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's channel and also on the Company's website from 1 November 2013 – 31 January 2014. The consequence is none of shareholders propose the name of candidates to the Company. The Nominating and Remuneration Committee considered the candidates qualified with the competence, experience, good working records, virtue, ethics, leadership, vision, good attitude to the Company and ability to sufficiently devote their time to the Company's operation benefit. The Nominating and Remuneration Committee saw as appropriate to propose the Shareholders' Meeting to elect Mr. Pairote Lamsam, Dr. Wissanu Krea-ngam, Mr. Sirin Nimmanahaeminda, Mr. Charoon Chinalai and Mr. Joti Bhokavanij to resume their office for another term.

Board of Directors' Opinion The Board, without directors who have conflict of interest, considered in accordance with the guidelines set by the Nominating and Remuneration Committee propose the Shareholders' Meeting to elect Mr. Pairote Lamsam, Dr. Wissanu Krea-ngam, Mr. Sirin Nimmanahaeminda, Mr. Charoon Chinalai and Mr. Joti Bhokavanij to resume their office for another term. The biography of the directors currently delivered to the shareholders (pursuant to Attachment 3).



Voting Resolution on this agenda shall be approved by a majority of shareholders' votes attending the meeting and having the right to vote.

Agenda 6

To Consider and approve the remuneration for the directors of 2014

Facts and reasons In accordance with Section 90 of Public Limited Companies Act B.E.2535 and Article 14 of the Articles of Association of the Company, the Company's directors are eligible to receive remuneration in the form of meeting allowance, per diem and bonus. The payment shall be in accordance with resolutions of the Shareholders' Meeting with the votes of not less than two-thirds of the total votes of the shareholders attending the meeting and having right to vote. So as the Meeting could establish the remuneration for the directors of 2014, the Nominating and Remuneration Committee has considered the directors' remuneration to be in line with the Company's performance, directors' responsibility, and equitable with the market and industry standards. The Committee, moreover, compared the remuneration rate with the average rate of the listed companies from the survey report of remuneration rate for directors in listed companies by the Thai Institute of Directors (IOD). Therefore, the Nominating and Remuneration Committee has considered proposing for approval the remuneration of directors and sub-committees to the Board of Directors.

Board of Directors' Opinion The Board concurred with the Nominating and Remuneration Committee's opinion to propose the Shareholders' Meeting to approve the remuneration for the directors and sub-committees of 2014.

The details are as follow:

The Remuneration	2014	2013
<u>The Remuneration of the Board of Directors</u>		
1. Meeting Allowance		
- Chairman	100,000 Baht/Person/Month	100,000 Baht/Person/Month
- Director	50,000 Baht/Person/Month	50,000 Baht/Person/Month
2. Remuneration		
- Chairman	500,000 Baht/Person/Time	500,000 Baht/Person/Time
- Director	300,000 Baht/Person/Time	300,000 Baht/Person/Time
<u>The Sub-Committees include</u>		
<u>the Audit Committee and the Nominating and Remuneration Committee</u>		
1. Meeting Allowance		
- Chairman	30,000 Baht/Person/Month	30,000 Baht/Person/Month
- Director	20,000 Baht/Person/Month	20,000 Baht/Person/Month

Voting Resolution on this agenda shall be approved by not less than two-thirds of the total number of the shareholders attending the meeting and having the right to vote.



Agenda 7

To consider and appoint auditors and fix their remuneration for year 2014

Facts and Reasons In accordance with Section 120 of Public Limited Companies Act B.E.2535 and Article 32 of the Articles of Association of the Company, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. The Audit Committee has considered appointing 3 auditors and fixing auditing fee for the year 2014 and proposed them to the Board of Directors for considering and proposing to the Shareholders' Meeting to appoint auditors from KPMG Phoomchai Audit Ltd., the Company's existing auditing firm for the year 2014. The auditors are Mr. Veerachai Ratanajaratkul or Mr. Charoen Phosamritlert or Ms. Vipavan Pattavanvivek. The audit fee for 2014 is fixed at not over Baht 2,225,000.00 which is the same rate as the year 2013.

Board of Directors' Opinion The Board concurred with the Audit Committee's opinion to propose the Shareholders' Meeting to appoint KPMG Phoomchai Audit Co., Ltd. as the Company's auditing firm for year 2014. Details are as follows:

1. Mr. Veerachai Ratanajaratkul CPA Registration No. 4323
The Company's auditor : year 2013, or
2. Mr. Charoen Phosamritlert CPA Registration No. 4068
The Company's auditor : -None-, or
3. Ms. Vipavan Pattavanvivek CPA Registration No. 4795
The Company's auditor : -None-

These auditors have no relationship and/or conflict of interest with the Company/subsidiaries/ Management/major shareholder/ related person.

Either of the above auditors will be assigned to audit and express opinions towards the financial statements of the Company. In case all of the said three auditors are unable to perform the works, KPMG Phoomchai Audit Co., Ltd. shall provide the Company with substituting auditors to audit and express opinions towards the financial statements of the Company. The audit fee for 2014 is fixed at not over Baht 2,225,000.00 which is the same rate as the year 2013. Details are as follows:

	(Unit: Baht)	
	<u>2014</u>	<u>2013</u>
Annual financial statements audit fee	950,000	950,000
Annual consolidated financial statements audit fee	450,000	450,000
Annual financial statements review fee (3 quarters)	420,000	420,000
Annual consolidated financial statements review fee (3 quarters)	<u>405,000</u>	<u>405,000</u>
Total	<u>2,225,000</u>	<u>2,225,000</u>

Voting Resolution on this agenda shall be approved by a majority of shareholders' votes attending the meeting and having the right to vote.

Agenda 8 To consider other businesses (if any)

The shareholders are hereby invited to attend the said Shareholders' General Meeting for the year 2014 by the date, time and place herein above written. For those shareholders who may not be able to attend the meeting and vote in person, you may appoint other person as your proxy or appoint the company's independent directors (pursuant to Attachment 5) to attend the meeting as specified in the Proxy. The Proxy Form B shall be completed (pursuant to Attachment 8) (attached with 20-Baht duty stamp) and then sent together with the required proof back to the Company at least one day before the meeting date or given to your proxy to present to the officer at the documentary checkpoint. The registration for attending the Annual General Meeting of Shareholders for 2014 will start at 12:00 hrs. on 29 April 2014.

Yours Sincerely,

Loxley Public Company Limited

A handwritten signature in blue ink, appearing to read 'Pichai M.', is enclosed in a rectangular box.

(Mr. Pichai Mooputtarak)

Company Secretary

Assigned from the Board of Directors

Remarks:

1. The Company fixed the record date on 14 March 2014 in order to determine the right of shareholders in attending the Annual General Meeting of Shareholders for 2014. List of shareholders will be listed pursuant to Section 225 of the Securities and Stock Exchange Act by closing date of the Share Registry Book on 17 March 2014.
2. In case any shareholder would like to have an Annual Report 2013 in hard copy, please inform the intention and send name, address, and a copy of document or proof of shareholder as mentioned in the Attachment 7 to Loxley Public Co., Ltd., Legal and Securities Department, 8th Floor, 102 Na Ranong Road, Klong Toey Subdistrict, Klong Toey District, Bangkok 10110 or via facsimile number 02 240 3243.
3. The Notice of Meeting and ancillary documents can be retrieved from the website of the Company (www.loxley.co.th) from 28 March 2014.
4. Any shareholder may choose to download Proxy Form A or B or C from the Company website www.loxley.co.th for convenience. (Proxy Form C is only for foreign investors appointing the custodian in Thailand.)

**(Translation)**MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDER 2013
OF
LOXLEY PUBLIC COMPANY LIMITED
.....**Venue**

The meeting was held on April 29, 2013 at 14.00 hrs, at Grand Ballroom, 4th floor, Montien Riverside Hotel, address no. 372 Rama 3 Road, Bangkoklo, Bangkokholeam, Bangkok Metropolis

16 Directors present at the Meeting:

1.	Mr. Pairote	Lamsam	Chairman
2.	Mr. Sukit	Wanglee	Vice Chairman
3.	Mr. Dhongchai	Lamsam	President and Member of the Nominating & Remuneration Committee
4.	Dr. Harit	Sutabutr	Independent Director and Chairman of the Audit Committee
5.	Dr. Wissanu	Krea-ngam	Independent Director
6.	Mr. Sirin	Nimmanahaeminda	Independent Director
7.	Dr. Supavud	Saicheua	Independent Director
8.	Mr. Charoon	Chinalai	Independent Director, Member of the Audit Committee and Chairman of the Nominating & Remuneration Committee
9.	Mr. Joti	Bhokavanij	Independent Director
10.	Mr. Poomchai	Lamsam	Director
11.	Mr. Suebtrakul	Soonthornthum	Director and Member of the Nominating & Remuneration Committee
12.	Mr. Vasant	Chatikavanij	Director
13.	Mr. Suraphand	Bhasitnirandr	Director and Member of the Nominating & Remuneration Committee
14.	Dr. Sompop	Chareonkul	Director
15.	Mr. Suroj	Lamsam	Director
16.	Lt. Chalermchoke	Lamsam	Director

1 Director absent from the Meeting:

1.	Mr. Supachai	Wanglee	Director
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2 Auditors from KPMG Phoomchai Audit Ltd present at the Meeting:

1. Mrs. Siripen Sukcharoenyingyong Certified Public Accountant No. 3636
2. Mr. Veerachai Ratanajaratkul Certified Public Accountant No. 4323

2 Financial consultants from Maybank Kim Eng Securities (Thailand) Plc present at the Meeting:

1. Mr. Montree Sornpaisarn Chief Executive officer
2. Mr. Thaveesith Santatikul Senior Vice President

1 Legal Consultant from Siam Premier International Law Office Limited present at the Meeting:

1. Mrs. Kulkanist Khamsirivatchara

Starting the Meeting

The Chairman announced that there were 640 shareholders and proxies; 281 shareholders and 359 proxies present at the Meeting, representing 937,690,955 shares from the total of 2,000,000,000 shares or equal to 46.88 percent of the paid-up shares. A quorum was thus constituted in accordance with the Company's regulations. Mr. Pairote Lamsam, the Chairman therefore gave an opening speech.

Before considering any matters contained in the agendas, the Company Secretary clarified to the Meeting that as the Company gave the opportunity for shareholders to propose any matters that they considered to be proper for entering into the agenda of the annual general shareholders' meeting and propose candidate for the election to the position of director. It appeared that there was no shareholder proposing any matter to be the content of the agenda or proposing persons to be considered as directors.

The Company Secretary also clarified the voting system. The voting was based on the principle of 'one share equals one vote'. For each agenda item, each shareholder or proxy was eligible to cast his/her vote to either approve, disapprove, or abstain from voting using the ballot given during registration. The ballot shall be used for the agenda requesting for approval from shareholders only. Shareholders shall cast their votes in the ballot and the Company's officer shall collect the ballot and announce to the meeting. In order to cast the vote conveniently and fast, in case that there was no disapproved or abstained agenda, it shall be deemed as unanimously approved without using ballot. However, if any shareholders disapproved or abstained from casting his/her vote, the Company shall request for voting procedure using ballot; except agenda no. 10 regarding election for director, shareholders who approved, disapproved or abstained from vote shall cast their vote in the ballot to elect each director.

Votes from shareholders entrusting the chairman, president, independent directors, or the Company's staffs as proxies and have already casted their votes for each agenda shall be collected and announced the result together with today's vote.

After that, the Chairman proposed the Meeting to consider the matters in accordance with the agendas prescribed under the invitation letter to the Meeting.



Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders for 2012

The Chairman proposed to the shareholders to consider and approve the minute of the Annual General Meeting of Shareholders for 2012 which was held on April 30, 2012. The copy of the minutes of meeting was attached to the invitation to this Meeting.

No shareholders requested for amendment. The Chairman requested the Meeting to cast the vote.

The Meeting had a resolution to approve the Annual General Meeting for 2012 held on April 30, 2012 as proposed by the Chairman with the majority of 941,043,558 votes approving, equal to 99.997 percent; no disapproving vote; and 29,000 votes abstaining, equal to 0.003 percent of total shareholders attending the Meeting and casting votes.

Agenda 2 To acknowledge the Report of Operating Results of the Company during 2012

Mr. Dhongchai Lamsam reported the Company's operating result for 2012 which comprised of 4 main topics; 1) group structure and businesses 2) summary of operating result for 2012 3) summary of business plan for 2013 and 4) summary of movement in the Company's stock price. The details of each topic can be summarized as follows:

1. Group structure and businesses

The Company's businesses can be divided into 4 main businesses which are Segment 1-Information Technology, Telecommunication, Technology and Project Business, Segment 2 - Trading Business, Segment 3 - Service Business and Segment 4 - Joint Venture Business. Each segment includes sub business units, subsidiaries and joint ventures.

2. Summary of operating result for 2012

The Company had the revenue of Baht 14,135 million from Information Technology, Telecommunication, Technology and Project Business Segment; Trading Business Segment and Service Business Segment in the proportion of 67, 27 and 6 percent respectively. The revenue was comparable to those in 2011. Although the Company could secure many government projects, resulting in the high growth in Information Technology, Telecommunication, Technology and Project Business Segment, Trading Business Segment was affected from flooding at the end of 2011 so it was unable to operate in normal condition.

The Company's net profit of 2012 was Baht 526 million, increased by Baht 228 million or 77%. The increased amount was a result from increased profit shared from investment in associates; better operating result of associates; and better operating result of the Company and subsidiaries especially from Information and Technology Business.

Another main business, Joint Venture business has continuously provided acceptable operating result and profit. The Company recorded the investment in associates using cost method at Baht 1,265 million while their book value were at Baht 3,628 million. However, dividends from 2009-2012 were constantly increased. In 2012, the Group shared the profit of Baht 701 million and dividend of Baht 369 million. The main associates are BlueScope Steel Group of Company of which major business is a manufacturer of steel products and cold-roll coil and BP-Castrol (Thailand) Limited of which engages in manufacturing and distributing lubricant products.



The Group had the assets of Baht 13,300 million, liabilities of Baht 8,528 million and shareholder's equities of Baht 4,802 million in 2012. The debt to equity ratio was equal to 1.8 times and interest bearing debt to equity ratio was equal to 1.0 time.

3. Summary of business plan for 2013

Currently, the Information Technology, Telecommunication, Technology and Project Business Segment can secure contracts with the total value of Baht 8,900 million; and have the in-progress potential projects valued of Baht 28,000 million. It also has an opportunity in other government projects such as Baht 2 trillion investments in transport infrastructure, water management project, digital TV project and opportunity in AEC. Potential to be a service provider for the early mentioned projects as well as opportunity in many new projects are significant factors contributing to the growth of the business as well as increasing the profit for this business segment.

The ongoing projects with the total value of Baht 8,900 million comprise of the installation of roof for MRT purple line station valued Baht 615 million, the constructions of electrical substations valued Baht 1,193 million, the installation of transmission line in Thailand and Laos PDR valued Baht 587 million, the installation of 3G infrastructure valued Baht 1,568 million, the installation of UniNet fiber optic valued Baht 1,001 million and the installation of traffic light and expressway system valued Baht 510 million.

Most of high potential projects are those of continued projects which the Company had already secured the contracts such as power plant projects, transmission projects and Digital TV project. In addition, there are incinerator project, water management project, 3G infrastructure project phase 2 and Smart Thailand project.

The Company perceives importance to the government's Baht 2 trillion investments in infrastructure as future opportunities. The Company is interested in becoming service provider in various projects namely; double track railway, high speed train, track and signal systems. The Company may engage as consultant, subcontractor or bidder in the projects which the Company is specialized in.

The Company also has projects related to alternative energy. The ongoing projects are solar energy project and Kompogas project while the wind power project and algae-biofuel production project are still at the feasibility study phase.

For the Trading Business Segment, the Company aims at developing revenue from various sources such as consumer goods, chemical products and automotive parts via distribution channels across country. The Company also has the installation of MRT roof as ongoing project. Moreover, the Company has expanded its competence to food and service business by opening Japanese restaurants which are highly popular in the market. The Company has the objective to create its own brand. Not only that, the Company also engages Green Technology related project which is another interesting business area such as Dust Free Road Project and Vertical Garden and Green Roof Project. Market expansion to countries in AEC is also in feasibility study stage.

For the Service Business Segment, the Company originally provides security service at Suvarnabhumi Airport. Currently, the Company expands its customer base to government and private sector.



For the Joint Venture Business Segment, the Company sold 5 percent of its share in BlueScope Steel Group at Baht 650 million, 3.4 and 1.5 times higher than its cost and book value respectively. The amount is used as reserved capital to support future expansion.

For the Online Lottery Project, approximately 70 percent of the amendment of the Act has already completed. It is expected to proceed in the near future.

4. Summary of movement in the Company's stock price

The Company's stock price has been increased continually. As of Q1/2010, the value of Company's stock price was at Baht 1.83 and increased to Baht 6.80 as of April 26, 2013. This resulted in increase in market value from Baht 3,660 million in Q1/2010 to Baht 13,600 million on April 26, 2013.

No questions raised by the shareholders.

The Meeting acknowledged the operating result for 2012.

Agenda 3 To consider and approve the Financial Statement for the year ended on 31 December 2012

The Chairman requested the shareholders to consider the financial statement and income statement for the year ended December 31, 2012 audited by the Company's certified auditor and considered by the audit committee as presented in the annual report already submitted to the shareholders.

No questions raised by the shareholders.

The Meeting had a resolution to approve the financial statement for the year ended December 31, 2012 as proposed by the Chairman with the majority of 958,054,099 votes approving, equal to 99.997 percent; no disapproving vote; and 29,000 votes abstaining, equal to 0.003 percent of total shareholders attending the Meeting and casting votes.

Agenda 4 To consider and approve the profit allocation as legal reserves and the dividend payment in form of cash and stock dividend for the Company's operation of 2012

The Chairman announced the operating result for the year ended December 31, 2012. The Company had net profit in the Company's financial statement for 2012 amounted to Baht 303,717,192. Pursuant to the law, the Company must allocate at least 5 percent of its net profit after deducted by the carry-over accumulated loss (if any) until the reserves are no less than 10 percent of the registered capital. Thus, in 2012, the Company set up the legal reserves amounted to Baht 41,546,500 as at December 31, 2012. In addition, it is the Company's policy to pay the dividend of at least 40% of its net profits before vested interests in subsidiaries and associated companies. Therefore, the Company proposed for approval to pay dividend in cash and stock dividend from the operating result in 2012 to the shareholders as following details.

1. Cash dividend Baht 0.10 per share
2. Stock dividend not exceeding in total of 100 million shares with a par value of Baht 1 each, in the ratio of 20 existing shares per 1 stock dividend, or not exceeding in total of Baht 100 million, or equivalent to Baht 0.05 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend



shall be paid by cash at Baht 0.05 per share (five satang). All dividends shall be deducted for the withholding tax at the rate stipulated by law. In the combination of the stock dividend and cash dividend shall be paid at Baht 0.15 per share. All dividend payment shall be deducted for the withholding tax at the rate stipulated by law.

The dividend comparison for Year 2012 and Year 2011 are as follows:

Dividend Details	2012	2011
Net Profit (Loss) (Baht)	303,717,192	246,237,562
Number of shares (shares)	2,000,000,000	2,000,000,000
Profit per share (Baht/Share)	0.15	0.12
Dividend		
- Cash Dividend (Baht/Share)	0.10	0.075
- Stock dividend (in the ratio of 20 existing shares per 1 stock dividend, or not exceeding in total of Baht 100 million, or equivalent to Baht 0.05 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash at Baht 0.05 per share)	0.05	-
Total dividends payment (Million Baht)	300	150
Dividend payment ratio (Percent)	99	61

The Company specified the name of shareholders (Record Date) entitled to receive the stock dividend and cash dividend and attend the Annual General Meeting of Shareholders 2013 on March 22, 2013 and the date when the name of shareholders be gathered in according with the Securities and Stock Exchange Act, Section 225 by closing the share registration book on March 25, 2013. The stock dividend and cash dividend payment shall be made on May 20, 2013.

No questions raised by the shareholders.

The Meeting had a resolution to approve the profit allocation as legal reserves and the dividend payment in form of cash and stock dividend for the Company's operation of 2012 as proposed by the Chairman with the majority of 958,056,599 votes approving, equal to 99.992 percent; no disapproving vote; and 77,000 votes abstaining, equal to 0.008 percent of total shareholders attending the Meeting and casting votes.

Further, the Chairman informed to the Meeting that agenda 5, agenda 6 and agenda 7 were continued agendas. The agendas comprise of Agenda 5 To consider and approve the issuance and offering the sale of ordinary shares not exceeding 165,000,000 shares to general investors, Agenda 6 To consider and approve the issuance and offering of sale of warrant #1 (LOXLEY-W) in the amount not exceeding 66,250,000 units and Agenda 7 To consider and approve the capital increase of Baht 331,250,000 from the old registered capital of Baht 2,000,000,000 to the new registered capital of Baht 2,331,250,000 by issuing new ordinary shares of 331,250,000 shares with the par value of Baht 1 each.



Therefore, it shall request the management and financial consultant to clarify the details to the shareholders at once prior casting the votes in each agenda.

Mr. Dhongchai Lamsam, President, informed that the agenda no. 5, 6 and 7 were approved at the directors' meeting as it was considered that the Company needed to raise the fund for the future projects and reduce the effect on cash flow of the main business. The followings were objectives to raise the fund.

1. To expand business both domestically and internationally
2. To support the stock dividend
3. To reserve for exercising warrant
4. To use as a working capital of the Company and subsidiaries
3. To increase the liquidity of the Company's stock

Mr. Dhongchai invited Mr. Montree Sornpaisarn, Chief Executive Officer, Maybank Kim Eng Securities (Thailand) Plc, as financial consultant of the Company to present the Public Offering plan and details.

Mr. Montree Sornpaisarn made an announcement to the Meeting that the Company engaged in various infrastructure related business, both electricity and telecommunication which is the beginning opportunity for future projects. The Company has also been interested and it has been a good chance for the Company to expand its business as the overall stock market has been in a good condition and the Company's stock price has increased continuously since 2010. Therefore, it shall be an appropriate time for the Company to increase its capital via equity instrument which would also be a good opportunity for the investors. The newly issue share allotments were as follows:

1. dividend payment by ordinary shares not exceeding 100,000,000 shares with a par value of Baht 1 each, in the ratio of 20 existing shares per 1 dividend share of totaling Baht 100,000,000, or at the dividend rate of Baht 0.05 per share,
2. ordinary shares not exceeding 165,000,000 shares with the par value of Baht 1 each to offer to general shareholders. The offering price is not less than par value,
3. warrant #1 (LOXLEY-W) of not exceeding 66,250,000 shares by reserving the warrant not exceeding 25,000,000 units to the existing shareholders who are entitled to stock dividend. The warrant shall be 80 existing shares to 1 warrant unit (any fraction will be discarded). The offering price of LOXLEY-W is Baht 0 per unit, and
4. LOXLEY-W in the amount not exceeding 41,250,000 units to be allotted to general investors who subscribe for newly issued ordinary shares at the ratio of 4:1 (4 new shares to 1 unit of LOXLEY-W) (any fraction will be discarded).

To conclude, changes in stock shall be as follows:

- 2,000 million shares before raising fund
- 2,100 million shares after issuing stock dividend
- 2,265 million shares after public offering



- 2,331.25 million shares after exercising warrant

After that, Mr. Thaveesith Santatikul, Senior Vice President, Investment Banking Department of Maybank Kim Eng Securities (Thailand) Plc, explained that Baht 1,464 million from raising fund would comprised of

- (a) capital raise from public offering approximately Baht 1,000 million. However, the Company shall set the offering price after receiving approval from the Securities and Exchange Commission (SEC) and
- (b) capital raise from exercising warrant to purchase ordinary share of Baht 463.75 million or 66.25 million shares at Baht 7 per share, in case of investors who subscribe for newly issued ordinary shares completely exercise their rights.

Plan for public offering and warrant

- Offer 165 million of initial public offering shares to general investors (initial offering share is account for 7.28 percent of share after public offering)
- Offer 66.25 million new ordinary shares for warrant at Baht 7 per share to attract existing shareholders and others to purchase equity share.

The preliminary details of warrant

Topic	Details
No. of warrant	Not exceed 66,250,000 units
Distribution method	<ul style="list-style-type: none">● not exceeding 25,000,000 units (4 stock dividends per 1 unit of warrant)● not exceeding 41,250,000 units (4 new shares to 1 unit of warrant)
Maturity	3 Years from issue date of warrant and can be exercise every 3 month until the maturity
Offering price	Baht 0 per unit
Exercise ratio	1 unit of warrant has the right to purchase 1 new ordinary share
Exercise price	Baht 7 per share
Exercise period	Last business day of each quarter until maturity
Issue date	Within 1 year after the approval from the shareholder meeting offer LOXLEY-W

The overall market condition together with stock index shall tend to increase as well as the Company's stock price has also continuously increased, the dilution effect to the shareholder shall not be so significant.

Therefore, this would be a good opportunity for the Company to raise its fund though equity instruments as the Company stock has been interesting for the investors as well as its price. Moreover, the fund raised shall decrease limitation from loan but increase liquidity.



To conclude, the following dilution effects may occur to the shareholders.

- 9-10% control dilution
- 14% earnings dilution
- 3-5% price dilution

Mr. Supoj Phongkitdakarn, shareholder, agreed with the idea to raise its fund by issuing 165 million shares in order to expand its business. However, he disagreed on public offering idea as the stock should be offered to the existing shareholders holding the Company stock for long period.

Mr. Montree Sornpaisarn informed that the Company has also considered offering newly issue shares to the existing shareholders. However, the current market condition has been a good opportunity for the Company. It shall be a good period for the Company to raise the fund from general investors to increase number of new investors. Anyway, if the existing shareholders wished to purchase the newly issued shares, the Company would be welcome and waits for their requests which could be submitted to Maybank Kim Eng Securities (Thailand) Plc for further action.

Mr. Sathaporn Phangnirun, shareholder, inquired that the Company had not yet set the price for issuing and offering equity stock of not exceeding 165 million shares to general investors. If the Company informed the price, it might cause the Company's stock price to increase. He was also agreed with Mr. Supoj that the Company might cause dissatisfaction to existing shareholders not participating in today's meeting and not knowing the information because the Company shall give the same right to new shareholders and existing shareholders in order to purchase the Company's stocks although existing shareholders could reserve the shares.

Mr. Montree Sornpaisarn clarified that market price before public offering was used as criteria to set the price for public offering. It was a volume weight average of the Company's ordinary stock traded in the Stock Exchange of Thailand within 15 days consecutively prior to the date of price setting. If the price offered to the general investors lower than market price, it should be a price dilution of not exceeding 10 percent.

Maj Gen. Nop Pirapatwiryathumpoom, who has been holding the shares since they were Baht 10 per share, gave his opinion that it was not fair for the current shareholders to make a public offering.

Mr. Montree Sornpaisarn, thanked for all opinions from the shareholders and clarified that allocation of shares shall not give any privileges to new shareholders. However, if existing shareholders wished to purchase the newly issued shares; please send the request to Maybank Kim Eng Securities (Thailand) Plc.

No questions raised by the shareholders.

The Meeting had a resolution to approve the issuance and offering the sale of ordinary shares not exceeding 165,000,000 shares, with par value at Baht 1 at the price not less than par value to general investors; also, giving the authority to set the price and necessary details for public offering to the directors and/or persons authorized by the directors and/or president. The Company shall later set the price. The resolution was approved with the majority of 954,058,340 votes approving, equal to 99.487 percent; 4,418,200 votes disapproving, equal to 0.461 percent; and 502,000 votes abstaining, equal to 0.052 percent of total shareholders attending the Meeting and casting votes.



Agenda 6 To consider and approve the issuance and offering of sale of warrant #1 (LOXLEY-W) in the amount not exceeding 66,250,000 units

The Meeting had a resolution to approve the issuance and offering of sale of warrant #1 (LOXLEY-W) in the amount not exceeding 66,250,000 units. The details were as follows:

1. Allocate the warrants in the amount not exceeding 25,000,000 units to the existing shareholders who are entitled to stock dividends according to the agenda 4, at the ratio of 4:1 (4 stock dividends to 1 unit of warrant) or equivalent to 80 existing shares to 1 unit of Loxley-W (any fraction will be discarded). The offering price of LOXLEY-W is Baht 0 per unit. The Company set the Record Date on Friday, 22 March 2013 and the date which the name of shareholders who are entitled shall be gathered in according with Section 225 of the Securities and Stock Exchange Act B.E.2535 by closing the share registration book on Monday, 25 March 2013.
2. Allocate the warrants in the amount not exceeding 41,250,000 units to the general investors who subscribe for newly issued ordinary shares according to the agenda 5, at the ratio of 4:1 (4 new shares to 1 unit of warrant) (any fraction will be discarded) without value.

The Board of Directors and/or President and/or the authorized persons had the authority to set the details and other conditions of warrant #1 to be offered including to proceed as necessary related to the issue and offer warrant #1 which shall include but not limited to contact and send any necessary document related to issue and offer of warrant #1 (LOXLEY-W) with the majority of 957,382,540 votes approving, equal to 99.843 percent; 1,094,000 votes disapproving, equal to 0.114 percent; and 502,000 votes abstaining, equal to 0.052 percent of total shareholders attending the Meeting and casting votes.

Agenda 7 To consider and approve the capital increase of Baht 331,250,000, from the old registered capital of Baht 2,000,000,000 to the new registered capital of Baht 2,331,250,000, by issuing new ordinary shares of 331,250,000 shares with the par value of Baht 1 each

As per the above details described by President and financial consultant,

The Meeting had a resolution to approve the registered capital increase from Baht 2,000,000,000 to the new registered capital of Baht 2,331,250,000, by issuing new ordinary shares of 331,250,000 shares with the par value of Baht 1 each with the vote of at least three-fourths as follows:

the majority of 957,851,940 votes approving, equal to 99.882 percent; 1,004,000 votes disapproving, equal to 0.105 percent; and 126,000 votes abstaining, equal to 0.013 percent of total shareholders attending the Meeting and casting votes

Agenda 8 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to compliance with the increase of registered capital

The Chairman informed to the Meeting that the Board of Directors has agreed and approved to amend the Memorandum of Association Clause 4 to compliance with the increase of registered capital as follows:



From "Clause 4. Registered Capital Baht 2,000,000,000 (Two thousand million Baht)

Common Shares 2,000,000,000 shares (Two thousand million shares)

To "Clause 4. Registered Capital Baht 2,331,250,000 (Two thousand three hundred and thirty one million and twenty five hundred thousand Baht)

Common Shares 2,331,250,000 shares (Two thousand three hundred and thirty one million and twenty five hundred thousand shares)

The authorized person assigned by the Board of Directors shall register the Memorandum of Association at Department of Business Development and have the power to amend the words or any other process to comply with the order of registrar.

No questions raised by the shareholders.

The Meeting had a resolution to approve the amendment of Clause 4 of the Company's Memorandum of Association to compliance with the increase of registered capital with the vote of not less than three-fourths with 957,884,540 votes approving, equal to 99.885 percent; 1,004,000 votes disapproving, equal to 0.105 percent; and 94,000 votes abstaining, equal to 0.010 percent of total shareholders attending the Meeting and casting votes.

Agenda 9 To consider and approve the newly issued share allotment

The Chairman proposed the following allocations for approvals.

1. Ordinary shares not exceeding 100,000,000 shares with the par value of Baht 1 each to be allotted to support
2. Stock dividend
3. Ordinary shares not exceeding 25,000,000 shares with the par value of Baht 1 each to be reserved for exercising warrant #1 (LOXLEY-W), which is allotted to existing shareholders who are entitled to stock dividend.
4. Ordinary shares not exceeding 165,000,000 shares with the par value of Baht 1 each to offer to general shareholders at the value not lower than par value.
5. Ordinary shares not exceeding 41,250,000 shares with the par value of Baht 1 each to be reserved for exercising warrant #1 (LOXLEY-W), which is allotted to general shareholders who subscribe for newly issued shares, according to clause 3.

No questions raised by the shareholders.

The Meeting had a resolution to approve the newly issued share allotment with the majority of 957,911,540 votes approving, equal to 99.888 percent; 997,000 votes disapproving, equal to 0.104 percent; and 74,000 votes abstaining, equal to 0.008 percent of total shareholders attending the Meeting and casting votes.



Agenda 10 To consider the election of directors to replace those retiring by rotation.

Mr. Charoon Chinalai, Chairman of the Nominating & Remuneration Committee proposed the election of directors to replace those retiring by rotation. Pursuant to the law and the Articles of Association of the Company, directors who have longest been in office would retire by one-third of the total directors. In this 2013 Annual General Meeting of Shareholders, there were 6 directors shall retire from office as follows:

1. Mr. Dhongchai Lamsam Director/President/ Member of the Nominating & Remuneration Committee
2. Mr. Vasant Chatikavanij Director/ Senior Executive Vice President
3. Mr. Suraphand Bhasitnirandr Director/Senior Executive Vice President/ Member of the Nominating & Remuneration Committee
4. Dr. Sompop Chareonkul Director/ Senior Executive Vice President
5. Mr. Suroj Lamsam Director/ Senior Executive Vice President
6. Mr. Chalermchoke Lamsam Director/ Senior Executive Vice President

The Company declared in website the Company's inviting the shareholders to propose the persons' names that they considered that the persons had proper qualifications to be selected to be the directors in advance from 1 November - 31 December 2012; it appeared that there was no shareholder proposing any person to be considered and elected to be the directors; the Meeting was informed.

The Nominating & Remuneration Committee considered and had the opinion that the 6 directors had full qualifications according to the criteria and process of selection of the Committee members; the Company attached the brief background of the 6 directors in the attachment of the notice to convene the Meeting. In selecting directors replacing the directors retiring in rotation, the directors retiring from the positions could be re-elected. As there was no shareholder proposing other candidates. The Board's meeting resolved to propose for the shareholders' meeting to consider and appoint all directors retiring in rotation to be the directors again; the Meeting was requested to consider this matter.

The Chairman of the Nominating & Remuneration Committee requested the Meeting to consider and elect directors in replacing for the directors retiring in rotation on individual basis. The shareholders could use their discretion to consider the qualifications of each director who had to leave the position in rotation and such director was proposed to be elected to be a director for another term fully, precisely and with transparency; and it complied with the good corporate governance practice and in order that it would correspond to the recommendation of the Office of Securities and Exchange Commission (SEC) who wished to have transparent voting in the election of the directors in counting of the vote, the ballots would be collected, all agreeing, disagreeing and abstaining; the shareholders should vote in the ballots to elect the director on individual basis. The directors who were also shareholders with conflict of interest in this agenda should refrain from casting votes.



The Meeting resolved to approve the appointment of the directors individually nominated by the Chairman of the Nominating & Remuneration Committee, with the majority of votes as follows:

- 1) To appoint Mr. Dhongchai Lamsam to assume the directorship for another term with the majority of 922,153,150 votes approving, equal to 96.157 percent; 9,086,500 votes disapproving, equal to 0.948 percent; and 27,764,290 votes abstaining, equal to 2.895 percent of total shareholders attending the Meeting and casting votes. (Mr. Dhongchai Lamsam refrained from casting votes.)
- 2) To appoint Mr. Vasant Chatikavanij to assume the directorship for another term with the majority of 953,608,760 votes approving, equal to 99.438 percent; 40,000 votes disapproving, equal to 0.004 percent; and 5,355,180 votes abstaining, equal to 0.558 percent of total shareholders attending the Meeting and casting votes. (Mr. Vasant Chatikavanij refrained from casting votes.)
- 3) To appoint Mr. Suraphand Bhasitnirandr to assume the directorship for another term with the majority of 930,795,120 votes approving, equal to 97.059 percent; 24,353,620 votes disapproving, equal to 2.539 percent; and 3,855,200 votes abstaining, equal to 0.402 percent of total shareholders attending the Meeting and casting votes.
- 4) To appoint Dr. Sompop Chareonkul to assume the directorship for another term with the majority of 954,658,740 votes approving, equal to 99.547 percent; 40,000 votes disapproving, equal to 0.004 percent; and 4,305,200 votes abstaining, equal to 0.449 percent of total shareholders attending the Meeting and casting votes. (Dr. Sompop Chareonkul refrained from casting votes.)
- 5) To appoint Mr. Suroj Lamsam to assume the directorship for another term with the majority of 953,862,590 votes approving, equal to 99.464 percent; 45,000 votes disapproving, equal to 0.005 percent; and 5,096,350 votes abstaining, equal to 0.531 percent of total shareholders attending the Meeting and casting votes. (Mr. Suroj Lamsam refrained from casting votes.)
- 6) To appoint Lt. Chalermchoke Lamsam to assume the directorship for another term with the majority of 946,047,370 votes approving, equal to 98.649 percent; 45,000 votes disapproving, equal to 0.005 percent; and 12,911,570 votes abstaining, equal to 1.346 percent of total shareholders attending the Meeting and casting votes. (Lt. Chalermchoke Lamsam refrained from casting votes.)

Agenda 11 To Consider and approve the remuneration for the directors of 2013

Mr. Charoon Chinalai, Chairman of the Nominating & Remuneration Committee stated that the remuneration for the directors of 2013 was approved by the Nominating & Remuneration Committee by considering the directors' remuneration to be in line with the Company's performance and equitable with the market and industry standards matching with directors' responsibilities. For the remuneration, it was realized that all directors have performed their duties with diligence, endeavor, and dedication to the Company while the Company has various business areas. In order to motivate and retain the directors in accordance with good governance practices, the Nominating & Remuneration Committee has considered proposing for approval the remuneration of directors the amount not over



Baht 16.5 million, an increase of Baht 500,000 from the previous year, in the form of meeting allowance and remuneration, excluding allowance paid as employees' benefits or subcommittee in working group as assigned by the Company, which shall be allocated by the Chairman.

The Meeting had a resolution to approve the remuneration for the directors of 2013 in the amount not over Baht 16.5 million as proposed, by not less than two-third with 959,018,240 votes approving, equal to 99.991 percent; 59,000 votes disapproving, equal to 0.006 percent; and 27,000 votes abstaining, equal to 0.003 percent of total shareholders attending the Meeting and casting votes.

Agenda 12 To consider appointing auditors and their remuneration for the year 2013

Dr. Harit Sutabutr, Chairman of the Audit Committee announced that in order to comply with Section 120 of the Public Limited Company Act B.E. 2535 and Article 32 of the Articles of Association of the Company stipulating the shareholders' meeting to appoint auditors and set their audit fee every year, the Audit Committee would like to propose the auditors and auditing fee for the year 2013 to the Meeting. The Board of Directors has considered and received the approval from the Audit Committee that Mr. Veerachai Ratanajaratkul CPA No. 4323 or Mrs. Siripen Sukcharoenyingyong CPA No.3636 or Mr. Vichien Thamtrakul CPA No. 3183 or Mr. Charoen Phosamritlert CPA No.

4068 from KPMG Phoomchai Audit Ltd shall be appointed as the Company's auditor for 2013. One of the mentioned auditors shall be the Company's auditor and express his/her opinion on the Company's financial statements. In case one of the mentioned auditors cannot perform his/her duties, KPMG Phoomchai Audit Ltd shall seek for other certified auditor as substitute. The audit fee for 2013 was set at not over Baht 2,225,000 with the details as follows:

Audit fees for the annual Company's financial statements	950,000 Baht
Audit fees for the annual consolidated financial statements	450,000 Baht
Audit fees for quarterly review of the Company's financial statements	420,000 Baht
Audit fees for quarterly review of the consolidate financial statements	<u>405,000</u> Baht
Total	<u>2,225,000</u> Baht

KPMG Phoomchai Audit Ltd and its auditors have no relationship or conflict of interest with the Company/ subsidiaries/ Management/major shareholder/related person.

No questions raised by the shareholders.

The Meeting had a resolution to approve KPMG Phoomchai Audit Ltd as the Company's auditor for 2013 and the audit fee totaling to Baht 2,225,000 with the majority of 959,027,240 votes approving, equal to 99.992 percent; 50,000 votes disapproving, equal to 0.005 percent; and 27,000 votes abstaining, equal to 0.003 percent of total shareholders attending the Meeting and casting votes.

Agenda 13 Other agendas (if any)

Maj Gen. Nop Pirapatwiriayathumpoom, shareholder, inquired the progress of 4G project of the Company. Also, in order to save the environment, he proposed the Company to provide a channel for the shareholders to select how they would like to receive their annual report; whether in form of hard copy.



Mr. Vasant Chatikavanij, Senior Executive Vice President, informed that regarding 4G project, the government might add 2 matters 1) use the current frequency for Smart Thailand Project and government organizations; such as government school, infirmary, District Administration Organization and etc 2) no concrete policy on tender for 4G project. However, the Company has followed up news about tender closely, as the Company has obtained the telecommunication license for 3G. The Company has also closely monitored Smart Thailand project since the Company provided the network installation.

Mr. Pichai Mooputtarak, Company Secretary, informed that the Company shall propose a channel for shareholders to select the form of annual report for consideration. However, the Company has currently distributed annual reports in form of CD-ROM.

Mrs. Chuanpis Dee-akenamkul, shareholder, inquired that the shareholders have been worried how the Company can control its businesses as it has different businesses line from restaurant, distribution of OTOP products to China, security system and so on. Although these new businesses indicated the Company's competence, they also increased the Company's cost and might cause the decrease of profit.

Maj Gen. Nop Pirapatwiryathumpoom, shareholder, agreed with the business structures comprising of various sectors as it shall distribute risks in different businesses and the Company was able to get many new projects, such as projects in the ICT Business Group.

Mr. Dhongchai Lamsam expressed that since the Company's businesses are various; the Company needs the directors to monitor each business group closely. If any business does not succeed, it may be abolished. Previously, the Company has engaged lots of profits from joint venture business; such as BP-Castrol (Thailand) Limited and BlueScope Group. For the food business, the Company considered as a channel to develop its own brand both domestically and internationally. Other businesses are a foundation to balance the project business with the business making profit on daily basis.

The Chairman agreed with the President that the Company can always consider closing down the business that is not profitable and the Company has capability to develop new businesses to spread risks matching with the market trend for the benefit of the shareholders.

No shareholders raised any issued. The Chairman thanked and declared the Meeting adjourned at 15.50 hrs.

Signature Pairote Lamsam Chairman
(Mr. Pairote Lamsam)

Signature Pichai Mooputtarak Company Secretary
(Mr. Pichai Mooputtarak)

Brief background of directors to retire and be proposed to resume their Office

Brief background of the nominated director

Name : Mr. Pairote Lamsam

Age : 80 years

Position : Director / Chairman

Since : 01/04/1993

Education/ : B.A.(Commerce) University of Manchester England

Director Training Course : Director Accredited Program (DAP) No. 17/2004(IOD)

Number of Shares

- Own : 37,368,481 (1.78%)

- Spouse & Children below 20 Years old : -None-

Duration in the Position : 21 years

Position Proposed : Director (considered by the Nominating and Remuneration Committee that knowledgeable, capable and experienced, and equipped with full qualifications pursuant to the Public Companies Limited Act B.E.2535)



Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2010-present	Director	Loxley Joint and Hold Co., Ltd./Holding Company
2000-present	Advisor to the Board	Kasikorn Bank Plc/Banking Service
1995-present	Chairman	Loxley Trading Co., Ltd./Sale of consumer products
	Director	NS BlueScope (Thailand) Limited/Manufacture and sale of cold rolled steel
	Director	NS BlueScope Lysaght (Thailand) Limited/Manufacture and sale of steel roofing
1993-present	Chairman	Loxley Plc/Technology and trading business
1991-present	Director	BP - Castrol (Thailand) Limited/Sale of Castrol and BP lubricant
1990-present	Chairman	Ekpavee Co., Ltd./Holding company
1989-present	Chairman	Loxley Property Development Co., Ltd./Renting of building, advertising board and providing services
1981-present	Director	Loxley International Co., Ltd./Provide maintenance services for computer, communication systems and project consultant
1972-present	Director	Zin Suapah Co., Ltd./Parking service
1969-present	Chairman	Siam Sanitary Ware Co., Ltd./Sale of sanitary wares
1960-present	Managing Director	Lamsam Estate Co., Ltd./Holding company



Directorship/Executive in other company:

Other Listed Company	Other Non-Listed Company	Competitor/Similar Business
-None-	Directorship in 10 companies	-None-
	Loxley Joint and Hold Co., Ltd.	
	Loxley Trading Co., Ltd.	
	NS BlueScope (Thailand) Limited	
	NS BlueScope Lysaght (Thailand) Limited	
	BP - Castrol (Thailand) Limited	
	Loxley Property Development Co., Ltd.	
	Loxley International Co., Ltd.	
	Zin Suapah Co., Ltd.	
	Siam Sanitary Ware Co., Ltd.	
	Lamsam Estate Co., Ltd.	

Number of Attendance Meeting in 2013:

Meeting	Number of Meetings
Board of Directors	10/10
2013 Annual General Meeting of Shareholders	1/1

Brief background of the nominated director

Name : Dr. Wissanu Krea-Ngam
Age : 62 years
Position : Independent Director
Since : 11/07/2008



Education/ - LL.D. Honoris Causa, Chulalongkorn University 2001
Director Training Course - J.S.D. University of California, Berkeley 1976
 - Director Accredited Program (DAP) No.68/2008 (IOD)

Number of Shares

- Own : -None-
 - Spouse & Children below 20 Years old : -None-

Duration in the Position : 6 years

Position Proposed : Independent Director (considered by the Nominating and Remuneration Committee that knowledgeable, capable and experienced, and equipped with full qualifications pursuant to the Public Companies Limited Act B.E.2535)

Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2013-present	Chairman/ Independent Director	NamYong Termial Plc/Transportation and logistics services
	Vice Chairman	AEC Securities Plc/Securities brokerage, securities dealing, investment advisory and securities underwriting business
2011-present	Second Vice Chairman	Serm Suk Plc/Sale of food and beverages
2010-present	Independent Director	Post Publishing Plc/Media and publishing
2009-present	Chairman/ Independent Director	Amata Corporation Plc/Property development
	Chairman	Bangkok First Investment and Trust Plc/Finance and securities services
2008-present	Independent Director	Loxley Plc/Technology and trading business
	Chairman/ Independent Director	Sikarin Plc/Health care services



Directorship/Executive in other company:

Other Listed Company	Other Non-Listed Company	Competitor/Similar Business
Directorship in 7 companies	-None-	-None-
NamYong Termial Plc		
AEC Securities Plc		
Serm Suk Plc		
Post Publishing Plc		
Amata Corporation Plc		
Bangkok First Investment and Trust Plc		
Sikarin Plc		

Number of Attendance Meeting in 2013:

Meeting	Number of Meetings
Board of Directors	10/10
2013 Annual General Meeting of Shareholders	1/1

Conflict of interests at present or during the past two years:

1. Does not or has not been a director related to operation management, staff member, employee, permanent consultant.
2. Does not or has not provided professional services (such as legal advisor or auditor).
3. Does not or has not related in business operations with possible conflict of interest affecting independent judgment.

Brief background of the nominated director

Name : Mr. Sirin Nimmanahaeminda

Age : 66 years

Position : Independent Director

Since : 11/07/2008



Education/ - M.BA. Stanford University, Palo Alto, California, U.S.A.

Director Training Course - B.A. (Economics), University of Michigan, Ann Arbor, Michigan, U.S.A.

Number of Shares

- Own : -None-

- Spouse & Children below 20 Years old : -None-

Duration in the Position : 6 years

Position Proposed : Independent Director (considered by the Nominating and Remuneration Committee that knowledgeable, capable and experienced, and equipped with full qualifications pursuant to the Public Companies Limited Act B.E.2535)

Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2011-2012	Audit Committee	Loxley Plc/Technology and trading business
2008-present	Independent Director	Loxley Plc/Technology and trading business
2007-2010	Director to the Risk Management Committee	PTT Exploration and Production Plc/Petroleum exploration and production, and investment in related business
2006-2010	- Independent Director - Audit Committee - Remuneration Committee	PTT Exploration and Production Plc/Petroleum exploration and production, and investment in related business
2006-2007	Director and Executive Board	Thai Airways International Plc/Transportation and logistics services
2005-2007	Chairman	Thai Sri Insurance Company Limited/Insurance service
2002-present	- Chairman - Independent Director - Chairman of the Audit Committee	Trinity Wattana Plc/Finance and securities service



Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2001-present	Chairman of the Executive Board	Niyom Panich Co., Ltd./Wholesale of motorcycles and spare parts
1996-present	Vice Chairman, Director to the Risk Management Committee	Double A (1991) Plc/Manufacture and sale of papers

Directorship/Executive in other company:

Other Listed Company	Other Non-Listed Company	Competitor/Similar Business
Directorship in 2 companies	Directorship in 1 company	-None-
Trinity Wattana Plc	Niyom Panich Co., Ltd.	
Double A (1991) Plc		

Number of Attendance Meeting in 2013:

Meeting	Number of Meetings
Board of Directors	7/10
2013 Annual General Meeting of Shareholders	1/1

Conflict of interests at present or during the past two years:

1. Does not or has not been a director related to operation management, staff member, employee, permanent consultant.
2. Does not or has not provided professional services (such as legal advisor or auditor).
3. Does not or has not related in business operations with possible conflict of interest affecting independent judgment.

Brief background of the nominated director

Name : Mr. Charoon Chinalai
Age : 75 years
Position : Independent Director/ Audit Committee/ Chairman
of the Nominating & Remuneration Committee
Since : 01/04/1993
Education/ - Civil Engineering King's College, London University, England
Director Training Course - Director Accredited Program (DAP) No. 12/2004 (IOD)
Number of Shares
- Own : -None-
- Spouse & Children below 20 Years old : -None-
Duration in the Position : 21 years
Position Proposed : Independent Director (considered by the Nominating and Remuneration
Committee that knowledgeable, capable and experienced, and equipped with full
qualifications pursuant to the Public Companies Limited Act B.E.2535)


Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2002-present	Independent Director	NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sale of steel roofing
1993-present	Independent Director	Loxley Plc/Technology and trading business
1992-present	Director	Parinda Plc/Quarry concession and stone mill factory
1980-present	Director	Coffral-Thai Co., Ltd./Construction equipment rental service
	Director	EkThana Engineering Co., Ltd./Rental of construction equipment

Directorship/Executive in other company:

Other Listed Company	Other Non-Listed Company	Competitor/Similar Business
Directorship in 1 company	Directorship in 3 companies	-None-
Parinda Plc	NS BlueScope Lysaght (Thailand)	
	Coffral-Thai Co., Ltd.	
	EkThana Engineering Co., Ltd.	



Number of Attendance Meeting in 2013:

Meeting	Number of Meetings
Board of Directors	9/10
Audit Committee	5/5
Nominating and Remuneration Committee	1/1
2013 Annual General Meeting of Shareholders	1/1

Conflict of interests at present or during the past two years:

1. Does not or has not been a director related to operation management, staff member, employee, permanent consultant.
2. Does not or has not provided professional services (such as legal advisor or auditor).
3. Does not or has not related in business operations with possible conflict of interest affecting independent judgment.

Brief background of the nominated director



Name : Mr. Joti Bhokavanij

Age : 71 years

Position : Independent Director/ Audit Committee

Since : 30/04/2012

Education/ - Fellow of the Association of Chartered Certified Accountants, England

Director Training Course - Programme for Management Development, Harvard Business School, USA.
 - Marketing Management Programme, Stanford University, Graduate School of Business, USA.
 - Chairman 2000, Director certification Program, Director Accreditation Program
 - IOD National Director Conference 2012 - Moving Corporate Governance Forward: Challenge for Thai Directors
 - Monitoring the Quality of Financial Reporting (MFR)
 - Successful Formulation & Execution of Strategy (SFE)
 - How to Measure the Success of Corporate Strategy (HMS)
 - Monitoring Fraud Risk Management (MFM)
 - Monitoring the Internal Audit Function (MIA)
 - Monitoring the System of Internal Control and Risk Management (MIR)
 (From IOD)

Number of Shares

- Own : -None-

- Spouse & Children below 20 Years old : -None-

Duration of the Position : 2 years

Position Proposed : Independent Director (considered by the Nominating and Remuneration Committee that knowledgeable, capable and experienced, and equipped with full qualifications pursuant to the Public Companies Limited Act B.E.2535)

Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2013-present	Chairman	Bangkok Ranch Plc/Provide product from duck meat
	Independent Director, Audit Committee	Siam Makro Plc/Wholesale business
2012-present	Independent Director, Audit Committee	Loxley Plc/Technology and trading business



Working Experience for the Past 5 Years:

Duration	Position	Organization/Type of Business
2009-present	Director	Thai Smart Card Co., Ltd./Provide additional service to financial institutions
2004-2006	Chief Executive Officer	ACL Bank Plc/Banking service (Presently known as industrial and commercial Bank of China (Thai) Plc)
2002-present	Director	True Move Co., Ltd./Mobile phone operator and distributor
	Director	Bangkok Inter Teletech Plc/Holding company
1999-present	Independent Director, Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee	True Corporation Plc/Information and communication services
	1999-present	Kingfisher Holdings Limited/Frozen seafood business
2000-2001	Executive Chairman	TISCO Finance Plc/Banking service (Presently Known as TISCO Bank Plc)
1994-1997	President & CEO	Thai Wah Group of Companies/ Commodity trading and manufacturing of products from cassava
1992-1994	Consul-General of Denmark for Bangkok/Consulate	
	Managing Director	The East Asia (Thailand) Public Company Limited/Sale of machines and industry equipments

Directorship/Executive in other company:

Other Listed Company	Other Non-Listed Company	Competitor/Similar Business
Directorship in 4 companies	Directorship in 3 companies	-None-
Bangkok Ranch Plc	True Move Co., Ltd.	
Siam Makro Plc	Kingfisher Holdings Limited	
Bangkok Inter Teletech Plc	Thai Smart Card Co., Ltd.	
True Corporation Plc		



Number of Attendance Meeting in 2013:

Meeting	Number of Meetings
Board of Directors	8/10
Audit Committee	5/5
2013 Annual General Meeting of Shareholders	1/1

Conflict of interests at present or during the past two years:

1. Does not or has not been a director related to operation management, staff member, employee, permanent consultant.
2. Does not or has not provided professional services (such as legal advisor or auditor).
3. Does not or has not related in business operations with possible conflict of interest affecting independent judgment.

Information of Auditors' profile

Name	Mr. Veerachai Ratanajaratkul
Company	KPMG Phoomchai Audit Ltd.
CPA No.	4323
Work experience	26 Years
Current Position	Partner, Audit

**Professional Qualifications**

- Former President of Technical Auditing Profession Sub – committee, Federation of Accounting Professions of Thailand (2005 - 2007)
- Committee of Ethic Sub – committee, Federation of Accounting Professions of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Certificated Public Accountant (CPA - Thailand)
- SEC Licenses Auditor – Thailand

Academic Qualification

- Executive Development Program (EDP), Thai Listed Companies Association
- Master degree of Financial & Accounting –Thailand
- Bachelor degree of Accounting –Thailand

Experiences

- Partner, Audit - KPMG Phoomchai Audit Ltd.
- Joined the firm since 1987

Conflict of interest with the Company, the management, the major shareholders or any related person

- None -

Contact Details

e-mail : veerachai@kpmg.co.th

Tel. : 02 677 2000 ext. 2103 / 2340

Fax : 02 677 2222

Information of Auditors' profile for 2014

Name	Mr. Charoen Phosamritlert
Company	KPMG Phoomchai Audit Ltd.
CPA No.	4068
Work experience	25 years
Current Position	Partner, Audit

**Professional Qualifications**

- Vice Chairman of Auditing Development Profession Committee, Federation of Accounting Professions of Thailand
- Director of Auditing CPA examination Committee, Federation of Accounting Professions of Thailand
- Director of Auditing TSQC1 Committee, Federation of Accounting Professions of Thailand
- Advisor – Auditors' Ethics, Securities Exchange Commissions of Thailand (SEC)
- Certified Public Accountant, Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Academic Qualification

- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master degree of Business Administration, Chulalongkorn University
- Bachelor degree of Accounting, Bangkok University

Experiences

- Partner, Audit – KPMG Phoomchai Audit Ltd.
- Joined the firm since 1988

Conflict of interest with the Company, the management, the major shareholders or any related person

- None -

Contact Details

Email : charoen@kpmg.co.th

Tel : 02 677 2000 ext 2130/2162

Fascimile: 02 677 2222

Information of Auditors' profile for 2014

Name	Ms. Vipavan Pattavanvivek
Company	KPMG Phoomchai Audit Ltd.
CPA No.	4795
Work experience	21 Years
Current Position	Partner

**Professional Qualifications**

- Member of the Federation of Accounting Professions of Thailand
- Certificated Public Accountant (CPA-Thailand)
- SEC Licenses Auditor – Thailand

Academic Qualification

- Master of Science (Accounting), Thammasat University
- Second Class Honors in Bachelor of Accounting, Thammasat University

Experiences

- Partner, Audit – KPMG Phoomchai Audit Ltd.
- Joined the firm since 1993

Conflict of interest with the Company, the management, the major shareholders or any related person

- None -

Contact Details

e-mail : vipavan@kpmg.co.th

Tel : 02 677 2000 ext. 2331 / 2149

Fax : 02 677 2222



Definitions of Independent Directors of the Company

The Company's independent directors whose opinions, instructions, and warnings are independent and free from the Company's management. As a result, the Company does not authorize any independent director the rights to enter into any legally binding documentation with the Management. The qualifications of the Company's independent director are specified follows:

1. Holds not more than 0.5%¹ of the common shares from the Company, its parent company, subsidiaries, joint-ventures, juristic persons with possible conflicts of interests including his/her relatives' shareholding activities.
2. Does not or has not been a director related to operation management, staff member, employee, permanent consultant, or administrative person of the Company, its parent company, subsidiaries, joint-ventures, partners, or juristic person with conflicts of interest for the past 2 years on the date of appointment.
3. Does not relate either by birth or marriage, e.g., father, mother, spouse, brother or sister, child, and child's spouse, of the Management, major shareholder, influential person, Management candidate, or influential person of the Company's subsidiaries.
4. Does not or has not related in business operations, e.g., regular business transactions, real-estate rental, asset service transaction, financial assistance, including related activities where debt payment transaction is required from 3% of the Company's net assets or Baht 20 million, whichever is less, with the Company, its parent company, subsidiaries, joint-ventures, or juristic person with possible conflict of interest affecting independent judgment, as well as not being a major shareholder, non-independent director, or management executive of the business related with the Company, its parent company, subsidiaries, joint-venture, or juristic person with possible conflicts of interest, for the past 2 years prior to the appointment.
5. Does not or has not been the Auditor of the Company, its parent company, subsidiaries, joint-venture, or juristic person with possible conflicts of interest, as well as not being a major shareholder, non-independent committee, management executive, or shareholder of Auditing office where the Auditor of the Company, its parent company, subsidiaries, joint-venture, or juristic person with possible conflicts of interest, belongs to, for the past 2 years prior to the appointment.
6. Does not or has not provided professional services including legal advice or financial advice with annual fee of over Baht 2 million from the Company, its parent company, subsidiaries, joint-venture, or juristic person with possible conflicts of interest. However, in the case when such professional is a juristic person, it would include being a major shareholder, non-independent committee, management executive or management share of such professional, for the past 2 years prior to the appointment.
7. Is not a Director appointed on behalf of the major shareholder or a shareholder related to the major shareholder of the Company.
8. Does not possess any other features that would affect independent opinion regarding Company's operations.

Furthermore, after the Independent Director has been appointed, he/she would be delegated by the Board of Directors to authorize transactions on the operations of the Company, its parent company, subsidiaries, joint-venture, or juristic person with possible conflicts of interest, under an optional collective decision.

¹ Remark: The Company has specified the qualification of the Independent Director more strictly than Capital Market Supervisory Board required.

Information of Independent Directors to present as the proxy



Name : Dr. Harit Sutabutr
Position : Independent Director / Chairman of the Audit Committee
Age : 77 years
Address : 102 Na Ranong Road , KlongToey , KlongToey , Bangkok 10110
Conflict of interest in any agenda of the meeting: -None-



Name : Dr. Wissanu Krea-ngam
Position : Independent Director
Age : 62 years
Address : 102 Na Ranong Road , KlongToey , KlongToey , Bangkok 10110
Conflict of interest in any agenda of the meeting: Agenda 5



Name : Mr. Sirin Nimmanahaeminda
Position : Independent Director
Age : 66 Years
Address : 102 Na Ranong Road , KlongToey , KlongToey , Bangkok 10110
Conflict of interest in any agenda of the meeting: Agenda 5



Name : Dr. Supavud Saicheua
Position : Independent Director
Age : 56 years
Address : 102 Na Ranong Road , KlongToey , KlongToey , Bangkok 10110
Conflict of interest in any agenda of the meeting: -None-



Name : Mr. Charoon Chinalai
Position : Independent Director / Audit Committee /
Chairman of the Nominating & Remuneration Committee
Age : 75 years
Address : 102 Na Ranong Road , KlongToey , KlongToey , Bangkok 10110
Conflict of interest in any agenda of the meeting: Agenda 5



Name : Mr. Joti Bhokavanij
Position : Independent Director / Audit Committee
Age : 71 years
Address : 102 Na Ranong Road , KlongToey , KlongToey , Bangkok 10110
Conflict of interest in any agenda of the meeting: Agenda 5



Articles of Association of the Company relating to the Shareholders' Meeting

- Article 28** The shareholders' meeting will be the annual ordinary meeting within 4 months from the day ending of the accounting year of the company. Other shareholders' meetings other than this shall be called the extraordinary meetings. The Board of the directors will convene the shareholders' meetings to be the extraordinary meetings whenever as they deem fit or, when the shareholders are collected, the number of shares are counted to be not less than one-fifth of all the distributed shares, or not less than 25 shareholders having the share counted together for not less than one-tenth of all the distributed shares sign in a letter specifying the reason and objective for requesting to convene the meeting clearly, requesting the Board of directors to convene the shareholders' extraordinary meeting. In case the shareholders request, the Board of directors shall hold the meeting within one month from the day receiving a letter from the shareholders.
- Article 29** In the convening of the shareholders' meeting, the Board of director will make a convening letter specifying the place, day, time, agenda of the meeting and the business to be proposed to the meeting, together with the appropriate detail specifying clearly in the proposal for the meeting's acknowledgement, approval or consideration, as the case may be, as well as the opinion of the committee on such matter and send the letter to the shareholders and the registrar for not less than seven days before the meeting, and publicize the notice convening the meeting in the newspaper for three consecutive days before the day for the meeting. The board of directors or the director assigned by the board shall determine the day, time and place of the shareholders' meeting. The place for the meeting of shareholders shall be in the area of the location of the head office or branch office, or the provinces adjacent to the location of the head office or branch office or other provinces as the board of directors deems appropriate.
- Article 30** In the meeting of the shareholders, there shall be altogether not less than 25 shareholders and their proxies (if any) present in the meeting or not less than one half of all the shareholders. And the number of the shares when counting together for not less than one-third of the number of all the distributed shares, constituting a quorum. In case it appears that in any shareholders' meeting, when time passes by for one hour, the number of the shareholders present in the meeting is not full for constituting a quorum as specified in the first paragraph. If the shareholders' meeting is convened because of the shareholders' request, such meeting will be cancelled. If such meeting is not requested by the shareholders, a meeting will be convened for another time, and a letter for convening the meeting shall be sent to the shareholders for not less than seven days before the day for the meeting. In the latter meeting, there is no enforcement that the meeting shall have a quorum.
- Article 31** The resolution of the shareholders' meeting shall comprise the following votes:
- (1) In normal cases, the majority votes of the shareholders present in the meeting and voting shall be counted. If there is a tie, the chairman of meeting shall have another vote as the casting vote.



- (2) In the following cases, not less than three-fourths of all the votes of the shareholders present in the meeting and entitled to vote shall be considered:
- (a) All selling or transfer of all business of the company or important parts to other people.
 - (b) The buying or accepting transfer of the business of other companies or private companies to be the company's business.
 - (c) The modifying or canceling of the contract relating to the leasing of the company's business, in whole or important parts. The assigning to other people to manage the business of the company or the merging of the business with other people has the purpose to divide the profit-loss to each other.

Article 32 The business that the annual ordinary meeting will do will be as follows:

- (1) Considering the minutes of the meeting of the board of directors proposed to the meeting showing that in the previous year the business of the company was managed.
- (2) Considering and approving the balance sheet.
- (3) Considering allocation of the profit.
- (4) Election of the directors substituting the directors retiring in each determined period.
- (5) Appointing of the auditors
- (6) Other businesses.

Article 33 The accounting year of the company starts on January 1 and ends on December 31 of every year.

Article 34 The company shall make and keep the accounts and auditing of the accounts under the law on such matter and balance sheet and statement of income shall be made at least one time per 12 months which is the accounting year of the company.

Article 35 The board of directors shall make the balance sheet and statement of income on the ending day of the accounting year of the company to be proposed to the shareholders' meeting in the annual ordinary meeting in order to approve the balance sheet and the statement of income, the board of directors shall assign the auditors to audit completely before proposing to the shareholders' meeting.

Article 36 The board of directors shall send the following documents to the shareholders together with the letter convening the annual ordinary meeting.

- (1) The copies of the balance sheet and statement of income audited by the auditors and the report of auditing of the auditor.
- (2) The annual report of the board of directors

Article 37 The dividing of the dividend of other kinds shall be prohibited. In case the company has the sales which suffer accumulated loss, the dividing of the dividend is prohibited. This dividend shall be divided according to the number of shares; the amount of the dividend is equal per each share. The board of directors may pay the dividend in the interim period to shareholders from time to time when it deems that the company has appropriate profit to do like that, and report to the meeting in next meeting. The paying of dividend will be done within one month from the date that the shareholders, meeting or the meeting of the board of directors has resolution, as the case may be. The notification will be made in writing to the shareholders; and the notice of dividend paying will be publicized in newspaper.



- Article 38** The Company shall allocated one portion of annual net profit to be reserve money, to be not less than 5 per cent of annual net profit, less: the brought forward balance of accumulated loss amount (if any) until this reserve has not less than ten per cent of registered capital.
- Article 39** The auditor shall not be the director, employee, staff of any position of the company.
- Article 40** The auditor has authority to audit any other documents and evidence, relating to revenue, expense as well as assets and liabilities of the company during the working time of the company in this case the auditor shall have authority to inquire directors, employees, staff working in any positions of the company and representatives of the company have them explain the facts or send evidence documents on the operation of the company.
- Article 41** The auditor has the duty to participate in the shareholders' meeting of the company every time of considering the balance sheet, statement of income, and problems of the company account, to explain about the auditing to the shareholders, to have the company send the report and company's documents that the shareholders should receive in such shareholders' meeting, to the auditor.



Explanation of documents and evidence to identify shareholders or their proxies
who are eligible to attend the meeting and vote

The attendees have to present the following documents before attending the meeting (as the case may be).

Shareholders being Natural Persons

1. Shareholders attend the meeting in person:

- 1.1 Registration Form enclosed with the invitation letter (ATTACHMENT 10)
- 1.2 Shareholders' identification (ID card or governmental official card or state enterprise officer card)
- 1.3 Passport (case of foreigner)

2. Proxy appointed:

- 2.1 Registration Form enclosed with the invitation letter (ATTACHMENT 10)
- 2.2 Proxy Appointment made out on the form provided by the Company
- 2.3 A certified correct copy of the ID card, or governmental official card, or passport (case of foreigner) of the grantor and proxy.

Juristic Shareholders

1. Authorized signatory of juristic person attends the meeting in person:

- 1.1 Registration Form enclosed with the invitation letter (ATTACHMENT 10)
- 1.2 A copy of certificate of juristic person, which the time of issuance shall not be longer than 30 days, issued by the Department of Commercial Registration, the Ministry of Commerce and certified by the authorized signatory of that juristic person. ID card, or governmental official card, or passport (case of foreigner) of the signatory authorized to sign the Proxy Form

2. Proxy appointed:

- 2.1 Registration Form enclosed with the invitation letter
- 2.2 Proxy Appointment made out on the form provided by the Company (ATTACHMENT 10)
- 2.3 A copy of certificate of juristic person, which the time of issuance shall not be longer than 30 days, issued by the Department of Commercial Registration, the Ministry of Commerce and certified by the authorized signatory of that juristic person.
- 2.4 A certified correct copy of the ID card, or governmental official card, or passport (case of foreigner) of the signatory authorized to sign the Proxy Form and the proxy.

All photocopies of documents must be certified correctness. In case of documents issued in foreign countries, they shall be certified by a notary public. All Shareholders or proxy are able to register and present documents or proofs for verification at the meeting place starting at 12:00 p.m. on 29 April 2014.

Remarks: Shareholders who may be unable to attend the Shareholders' meeting in person may appoint a proxy to the Company's independent director according to details mentioned in (ATTACHMENT 5) of the proxy form in order to attend and vote on behalf of the shareholder. The complete made out proxy shall be submitted to Loxley Public Company Limited, Legal and Securities Department, 8th floor, 102 Na Ranong Road, Klong Toey Subdistrict, Klong Toey District, Bangkok 10110.



PROXY Form B
(Proxy Form with Certain Items)

Written at.....

Date.....Month.....Year.....

(1) I/We.....Nationality.....
residing at.....Road.....Sub-district.....
District.....Province.....Postcode.....

(2) being a shareholder of Loxley Public Company Limited holding the total amount of..... shares
and have the right to vote equal to.....votes as follows:

ordinary shares.....shares and have the right to vote equal to.....votes

preference shares.....shares and have the right to vote equal to.....votes

(3) hereby appoint either

(1).....age.....years
residing at.....Road.....Sub-district.....
District.....Province.....Postcode.....or

(2).....age.....years
residing at.....Road.....Sub-district.....
District.....Province.....Postcode.....or

(3).....age.....years
residing at.....Road.....Sub-district.....
District.....Province.....Postcode.....

one person to be my/our proxy to attend and vote on my/our behalf in the 2014 Annual General Shareholders Meeting
on 29 April 2014 at 14:00 hours (registration time at 12:00 hours), at Queen's Park 1, 2nd floor, Imperial Queen's Park
Hotel, address no. 199 Sukhumwit Soi 22, Klong Tan, Klong Toey, Bangkok or any adjournment at any date, time and
place thereof.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf at this meeting as follows

- Agenda 1: To certify the minutes of the annual general meeting of shareholders for 2013
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
(b) To grant my/our proxy to vote at my/our desire as follows:
Approve.....votes Disapprove.....votes Abstain.....votes
Agenda 2: To acknowledge the report of operating results of the Company during 2013



- Agenda 3: To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2013
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- Agenda 4: To consider and approve the profit allocation as legal reserves and dividend payment for the Company's operation of 2013
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- Agenda 5: To consider and elect directors to replace those retiring by rotation
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - To appoint the whole Board of Directors
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - To appoint certain directors
 - 5.1 Mr. Pairote Lamsam
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.2 Dr. Wissanu Krea-ngam
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.3 Mr. Sirin Nimmanahaeminda
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.4 Mr. Charoon Chinalai
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.5 Mr. Joti Bhokavanij
 - Approve.....votes Disapprove.....votes Abstain.....votes

- Agenda 6: To Consider and approve the remuneration for the directors of 2014
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes



- Agenda 7: To consider and appoint auditors and fix their remuneration for year 2014
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- Agenda 8: To consider other businesses (if any)
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes

(5) The voting of the proxy for any agenda that is not as specified in this Proxy shall be deemed invalid and being not my voting in the capacity of a shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting shall, unless he/she does not vote as specified in this Proxy by me, be deemed as having been performed by myself/ourselves in all respects.

Signed.....Grantor

()

Signed.....Proxy

()

Signed.....Proxy

()

Signed.....Proxy

()

- Notes:
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not Split the number of shares to several proxies for splitting votes.
 2. For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
 3. In case there are more agendas to be considered in the meeting than those specified above, the proxy can specify more items in the Allonge of Proxy Form B attached.



ALLONGE FOR PROXY FORM B

Proxy granted in the capacity of a shareholder of Loxley Public Company Limited

In the 2014 Annual General Meeting of Shareholders on 29 April 2014 at 14:00 hours at Queen's Park 1, 2nd floor, Imperial Queen's Park Hotel, address no. 199 Sukhumwit Soi 22, Klong Tan, Klong Toey, Bangkok, or any adjournment at any date, time and place thereof.

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approvevotes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approvevotes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approvevotes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approvevotes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approvevotes Disapprove.....votes Abstain.....votes

AgendaSubject: Electing Directors (continue)

Name of Director.....

Approvevotes Disapprove.....votes Abstain.....votes

The Imperial Queen's Park Hotel (Sukhumvit 22) Map

