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Tor 19/2557

20 October 2014

Subject: Notification on acquisition of assets

To: President
The Stock Exchange of Thailand

Loxley Public Company Limited ("the Company") would like to report on the establishment of a subsidiary and joint venture in a company as the following details.

1. Establishment of a new subsidiary

New Subsidiary Name: L Solar 2 Co., Ltd.
Transaction Date: October 2014
Business Objective: Preparation for expansion to solar energy power plant business
Registered Capital: Baht 100,000 divided into 1,000 ordinary shares at par value of Baht 100 per share
Structure of Shareholding: 100% by Loxley Public Company Limited
Source of Funding: The Company's capital
Advantages Expected: Expansion to related energy business
Size of the Transaction: Criteria to calculate size of the transaction is the total value of the consideration equal to 0.0008% (the Interim Financial Statements Q2/2014 ended 30 June 2014)

2. Investment in a new company

Company Name: Cholkijesakol Co., Ltd.
Relationship: None
Characteristic of Transaction: The Company holds 20% of shares in Cholkijesakol Co., Ltd., doing raw water purchase business
Transaction Date: October 2014
Objective of Transaction: To expand business which able to gain recurring revenue and profit
Registered Capital: Currently, Baht 60 million divided into 600,000 ordinary shares at par value of Baht 100 per share. After the capital increase, Baht 80 million divided into 800,000 ordinary shares at par value of Baht 100 per share
Amount and Price of Purchase: 160,000 ordinary shares or equivalent to 20% of the total shares, total price Baht 48 million. The Company considered the proper price together with an independent financial advisor (IFA) approved by SEC. The IFA considered the price by assessing for the fair value using discounted cash flow method (DCF)

based on the financial forecast from the major business of Cholkijksakol Co., Ltd. From this valuation approach, its cash flow casted the fair value of the total equity equals to Baht 253 million. According to the Company holding portion at 20%, the fair value equals to Baht 51 million.

Shareholding structure before the transaction:

| <u>Shareholder</u> | <u>Number of shares</u> | <u>Shareholding percentage</u> |
|-----------------------------|-------------------------|--------------------------------|
| 1. Mr. Tharatip Tarathamrat | 487,498 | 81.25 |
| 2. Miss Natthasorn Sorachit | 90,000 | 15.00 |
| 3. Others | 22,502 | 3.75 |

Shareholding structure after the transaction:

| <u>Shareholder</u> | <u>Number of shares</u> | <u>Shareholding percentage</u> |
|----------------------------------|-------------------------|--------------------------------|
| 1. Mr. Tharatip Tarathamrat | 487,500 | 60.94 |
| 2. Miss Natthasorn Sorachit | 90,000 | 11.25 |
| 3. Loxley Public Company Limited | 160,000 | 20.00 |
| 4. Others | 62,500 | 7.81 |

Source of Funding: The Company's capital

Advantages Expected: Dividend and expansion to new business in the future

Size of the Transaction: Criteria to calculate size of the transaction is the total value of the consideration equal to 0.37% (the Interim Financial Statements Q2/2014 ended 30 June 2014)

The transaction item 1 and 2 were neither connected transactions nor subject to disclose as per the regulation concerning the acquisition and disposal of assets of listed companies. Nevertheless, by these transactions, the Company is required to report the investment over 10% of the jointly-own business' paid-up capital. The Company holds 100% and 20% of shareholding after the transactions and the companies become the Company's subsidiary and associate accordingly.

Please be informed accordingly.

Sincerely yours,

Loxley Public Company Limited



(Mr. Pichai Mooputtarak)

Company Secretary