



**Right of Shareholders to Propose Agenda,**

**Nominate Qualified Candidate for Director Position and Submit Enquiries Prior to the 2015 AGM**

**Objective**

To ensure that our shareholders' rights are equally treated in accordance with good corporate governance practices, we, Loxley Public Company Limited ("Loxley"), give an opportunity to the shareholders to propose any matter, which they deem significant and appropriate to be included as an agenda of the annual general meeting of shareholders ("AGM") for 2015 AGM, to nominate qualified candidate(s) for director position, and to submit enquiries in advance.

**Criteria**

**1. Qualifications of shareholders who are eligible to propose AGM agenda and/or nominate qualified candidate(s) for director position.**

A Shareholder(s) who wishes to propose an AGM agenda item and/or nominate qualified candidate(s) for director position must have the following qualifications:

- 1.1 hold shares in aggregate in Loxley in the minimum amount of 5 percent of the total number of ordinary shares either by single shareholder or several shareholders combined;
- 1.2 hold the above mentioned shares consecutively for at least 12 (twelve) months prior to the date of proposing the agenda and/or nominating qualified candidate(s) for director position;
- 1.3 provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement / confirmation of shareholding from the brokers; and
- 1.4 The qualifications of nominated candidate must be in line with laws, rules & regulations of the Securities and Exchange Commission (SEC). He/She must possess suitable qualifications, knowledge, capability, expertise, and experience in various business fields. He/She must perform his/her duty for the Company's benefits with his/her accountability, duty of care, duty of loyalty and spend time for the Company sufficiently.

**2. Proposal of agenda item and qualified candidate**

**2.1 Proposal of the agenda**

The shareholder who possesses qualifications as described in Clause 1 of the criteria can submit the "Shareholders Meeting Agenda Proposal Form" to Loxley unofficially through the email address at [investor@loxley.co.th](mailto:investor@loxley.co.th) or via facsimile number 0-2240-3243 before sending the original Form together with other supporting documents as required by Loxley to the following address within 31 January 2015. The shareholder shall also clarify the objective of the proposal of the agenda whether for acknowledgement. For consideration or for approval, as the case may be.

Legal & Securities Department  
Loxley Public Company Limited  
102, 8<sup>th</sup> floor, Na Ranong Road, KlongToey,  
KlongToey, Bangkok 10110, Thailand.

**The Board of Directors ("Board") reserves its right not to place the following matters as meeting agenda;**

- 1) Matters that violate laws, rules, regulations of government agencies or other governing agencies, or that do not comply with the objectives, the Articles of Association, the shareholders' resolution and good corporate governance of Loxley;
- 2) Matters that are beneficial for a specific person or group;
- 3) Matters relating to normal business practices of Loxley;



- 4) Matters that are beyond the authority of Loxley;
- 5) Matters that shareholders have already proposed in shareholder meetings within the past 12 months, and those given support by less than 10% of the total voting shares, given that the factual events have not changed significantly; or
- 6) Other matters that the Board deems unnecessary or inappropriate to place on the agenda.

The proposals approved by the Board along with the Board's opinion will be include in the AGM Agenda. (For proposals disapproved by the Board, Loxley shall inform the shareholders with the reason for the Board's refusal through Loxley's website or any other appropriate information dissemination channels.)

### **2.2 Proposal to nominate qualified candidate(s) for director position**

The shareholder who possesses qualifications as described in Clause 1 of the criteria can submit the "Director Nomination Form" and "Resume of Proposed Candidate(s) for Director Position" to Loxley unofficially through the email address at [investor@loxley.co.th](mailto:investor@loxley.co.th) or via facsimile number 0-2240-3243 before sending the original Forms together with other supporting documents as required by Loxley to the following address within 31 January 2015.

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102, 8<sup>th</sup> floor, Na Ranong Road, KlongToey,  
KlongToey, Bangkok 10110, Thailand.

The candidate(s) must have qualifications in compliance with related laws and regulations. The Nomination and Remuneration Committee will consider the candidate's qualification and make suggestions to the Board of Directors to further recommend to the shareholder's meeting for the appointment of the director.

The qualified candidate(s) approved by the Board along with the Board's opinion will be included in the agenda sent with the AGM notice. (For the candidate(s) disapproved by the Nomination and Compensation Committee or the Board, Loxley shall inform the shareholder with the reason for refusal through Loxley's website or any other appropriate information dissemination channels.)

### **2.3 Enquiries submission prior to the 2015 Annual General Meeting of Shareholders**

The shareholder can submit enquiries which related the Company's business prior to the 2015 AGM with following details:

1. Details of enquiries to be submitted:

- Name, Address, Telephone number, Facsimile number and E-mail (if any) of Shareholders including number of shareholding
- Details of enquires

2. Channels for sending enquiries:

- Via e-mail address : [investor@loxley.co.th](mailto:investor@loxley.co.th)
- Via Registered Mail : Legal & Securities Department  
Loxley Public Company Limited  
102, 8<sup>th</sup> floor, Na Ranong Road, KlongToey,  
KlongToey, Bangkok 10110, Thailand.
- Via Facsimile : +66 (0) 2240-3243

3. Opening period for submission

The shareholder shall submit their enquiries from November 7, 2014 until prior to the meeting date of 2015 AGM.

4. Fulfill of enquiries

For sharing information with other shareholders, all enquiries will be fulfilled at the 2015 AGM.