

-Translation-

Tor 8/2558

29 April 2015

Subject: Report on Shareholders' Resolutions 2015

To: President
The Stock Exchange of Thailand

Loxley Public Company Limited ("the Company") would like to report on the resolutions made at the Annual General Meeting of Shareholders 2015 held on 29 April 2015. There were 593 shareholders who attended the meeting, including proxies received, and representing 971,512,085 shares, equivalent to 42.89%, the detail of the resolutions are as follows:

1. To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on 12 September 2014, with the following majority voting results:

- Agree 974,101,797 votes, equal to 99.9899 percent
- Disagree - votes, equal to - percent
- Abstained 97,711 votes, equal to 0.0100 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

2. To acknowledge the report on the Company's operating results for the year 2014.

3. To approve the audited Balance Sheet and Profit and Loss Statements for the year ended 31 December 2014, with the following majority voting results:

- Agree 961,420,850 votes, equal to 98.5208 percent
- Disagree 13,349,310 votes, equal to 1.3679 percent
- Abstained 1,084,911 votes, equal to 0.1111 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

4. To approve the profit allocation as legal reserves amounted to Baht 22,498,000 for year 2014 and approve dividend payment for the operations of 2014 to the shareholders totaling 2,264,954,770 shares at the rate of Baht 0.10 per share, in total of Baht 226,495,477. The Company has designated the names of the eligible shareholders for the dividends on 17 March 2015 and gathered the names in accordance with Section 225 of the Securities and Exchange Act by the method of closing the share registration book on 18 March 2015. The Company will pay the dividends on 28 May 2015, with the following majority voting results:

- Agree 975,723,364 votes, equal to 99.9862 percent
- Disagree - votes, equal to - percent
- Abstained 133,711 votes, equal to 0.0137 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

5. To re-appoint 5 directors whose tenure has ended, with the following majority voting results:

1. Mr. Sukit Wanglee
 - Agree 966,949,952 votes, equal to 99.0727 percent
 - Disagree 3,060,435 votes, equal to 0.3135 percent
 - Abstained 5,989,148 votes, equal to 0.6136 percent

of the total votes of shareholders in attending the meeting and having the rights to vote. (Mr. Sukit Wanglee abstained.)

2. Dr. Harit Sutabutr
- Agree 974,841,794 votes, equal to 99.8813 percent
 - Disagree 6,300 votes, equal to 0.0006 percent
 - Abstained 1,151,441 votes, equal to 0.1179 percent
- of the total votes of shareholders in attending the meeting and having the rights to vote. (Dr. Harit Sutabutr abstained.)
3. Dr. Supavud Saicheua
- Agree 974,897,969 votes, equal to 99.8871 percent
 - Disagree 5,250 votes, equal to 0.0005 percent
 - Abstained 1,096,316 votes, equal to 0.1123 percent
- of the total votes of shareholders in attending the meeting and having the rights to vote.
4. Mr. Suebtrakul Soonthornthum
- Agree 957,875,674 votes, equal to 98.1430 percent
 - Disagree 17,027,545 votes, equal to 1.7446 percent
 - Abstained 1,096,316 votes, equal to 0.1123 percent
- of the total votes of shareholders in attending the meeting and having the rights to vote.
5. Mr. Poomchai Lamsam
- Agree 955,926,774 votes, equal to 97.9433 percent
 - Disagree 17,926,445 votes, equal to 1.8367 percent
 - Abstained 2,146,316 votes, equal to 0.2199 percent
- of the total votes of shareholders in attending the meeting and having the rights to vote. (Mr. Poomchai Lamsam abstained.)

6. To approve the compensation for the directors of 2015 in the form of remuneration and gratuities within the amount not exceeding Baht 16.5 million this is the same rate as the year 2014. However, any director who is the Company's staff or in any sub-committee to perform duties as specified by the SET, he/she will get additional remuneration as the case may be with the rate as follows:

The Remuneration	2015 (Current Proposal)	2014
<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 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

The approval is not less than two-third:

- Agree 975,840,088 votes, equal to 99.9806 percent
 - Disagree - votes, equal to - percent
 - Abstained 189,161 votes, equal to 0.0193 percent
- of the total votes of shareholders in attending the meeting and having the rights to vote.

7. To approve the appointment of 3 auditors from KPMG Phoomchai Audit Ltd. as follows:
- Mr. Veerachai Ratanajaratkul CPA Registration No. 4323
Auditing during the past 5 years : 2 Years (2013 and 2014), or
 - Mr. Charoen Phosamritlert CPA Registration No. 4068
Auditing during the past 5 years : -None-, or
 - Ms. Vipavan Pattavanvivek CPA Registration No. 4795
Auditing during the past 5 years : -None-
- to be the auditors of the Company for the year 2015 with the remuneration not over Baht 2,305,000, increase of Baht 80,000 from year 2014, with the following majority voting results:
- Agree 976,097,683 votes, equal to 99.9857 percent
 - Disagree 5,250 votes, equal to 0.0005 percent
 - Abstained 133,711 votes, equal to 0.0136 percent
- of the total votes of shareholders in attending the meeting and having the rights to vote.

8. To approve the the amendment of Company's Articles of Association Clause 5 regarding registrar works and Clause 9 regarding share repurchase as the Stock Exchange of Thailand's suggestion. The details are as follows:

Clause 5

Current Articles of Association Clause 5. The Company's shares are indivisible. If a share is held or subscribed by two or more persons in common, they must appoint one of them to exercise their rights as shareholders or subscribers, as the case may be. Each share certificate of the Company shall be signed by at least one Director. However, the Directors may authorize the Share Registrar under the law pertaining to securities and the securities exchange to sign or print his name thereon instead. In case the Company authorizes the Stock Exchange of Thailand to act as registrar of its shares, procedures related to registration work of the Company shall be as determined by the registrar.

Proposed Articles of Association Clause 5. The Company's shares are indivisible. If a share is held or subscribed by two or more persons in common, they must appoint one of them to exercise their rights as shareholders or subscribers, as the case may be. Each share certificate of the Company shall be signed by at least one Director. However, the Directors may authorize the Share Registrar under the law pertaining to securities and the securities exchange to sign or print his name thereon instead. In case the Company authorizes Thailand Securities Depository Co., Ltd. to act as registrar of its shares, procedures related to registration work of the Company shall be as determined by the registrar.

Clause 9

Current Articles of Association Clause 9. The Company may not own its own shares nor accept pledge of the Company's own shares.

Proposed Articles of Association Clause 9. The Company may not own its own shares nor accept pledge of the Company's own shares except for the following cases

1. The purchase the shares from dissenting shareholders voting against the resolution of the shareholders' meeting on the amendment to the Articles of Association regarding the voting rights and the rights to receive dividend viewing that resolution is unfair.
2. The purchase the shares for financial management purposes while having the retained earnings and excess liquidity and such share repurchase not leading to the Company's financial problem.

The shares held by the Company shall neither be counted towards constituting a quorum of the shareholders' meeting, nor shall they confer voting rights and the right to receive dividends.

The Company shall distribute the repurchased shares as mentioned in the first paragraph within the period set out in the ministerial regulations. If the Company fails to do so or is unable to complete the distribution within the set period, the Company shall reduce its paid-up capital by writing off those unsold shares.

The repurchase of shares as mentioned in the first paragraph, the distribution of repurchased shares, and the write-off of unsold repurchased shares in the third paragraph shall be done in accordance with the rules and procedures set out in the ministerial regulations and the relevant laws.

The repurchase of shares shall be approved by the shareholders' meeting, unless the Company's shares have been listed on the Stock Exchange of Thailand and the repurchased shares accounts for no more than ten (10) percent of the paid-up capital, in which case such a repurchase of shares shall be approved by the board of directors.

The approval is not less than three-fourths:

- Agree 976,046,423 votes, equal to 99.9752 percent
- Disagree 57,750 votes, equal to 0.0059 percent
- Abstained 183,711 votes, equal to 0.0188 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

9. To approved the issuance and offering of the Debentures in the principal amount of not more than Baht 1,000 million with the following details:

Use of Proceeds:	For operation and expansion of the business of the Company including refinancing
Type :	All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivative notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures
Amount :	The total outstanding balance of debentures approved for issuance and offering at any particular time shall not exceed Baht 1,000 million or in other currencies with equivalent rate, and the Executive Board and/or the Chief Executive Officer may consider issuing and offering debentures by various methods, and on one or several occasions. Any number of matured debentures may be re-issued and re-offered for sale.
Offering :	The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings
Interest :	Subject to the prevailing market conditions at the time of issue and offering
Maturity :	For short term debentures: not exceeding 270 days. For long term debentures: not exceeding 10 years
Early Redemption:	Subject to conditions of the debentures at each time of issuance
Other Conditions:	Additional restrictions and conditions of the Debentures such as the type of Debentures to be issued each time, par value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, maturity, early redemption, registration on the secondary markets (if any) ,

shall be determined and fixed by the Board of Directors and/or the Chief Executive Officer and/or the person(s) entrusted by the Board of Directors or the Chief Executive Officer

The approval is not less than three-fourths:

- Agree 976,136.702 votes, equal to 99.9754 percent
- Disagree 14,250 votes, equal to 0.0014 percent
- Abstained 225,711 votes, equal to 0.0231 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

Please be informed accordingly.

Yours sincerely,
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)
Company Secretary