



Invitation to the 2016 Annual General Meeting of
Shareholders

Loxley Public Company Limited

Thursday, 28 April 2016

At 14:00 hrs. (Registration time at 12:00 hours)

Chao Praya Room, 3rd Floor, Montien Riverside Hotel,

No. 372 Rama 3 Road, Bangkoklo, Bangkholeam, Bangkok

No Souvenirs In order to comply with the regulatory guidelines regarding the campaign to decrease/stop giving souvenirs at the Annual General Shareholders' Meeting, the Company would like to allocate this expense for CSR activities. However, the Company still prepares snack and lunch to greet the shareholders and proxies who attend the meeting (1 set per person).



(Translation)

28 March 2016

- Subject:** Invitation to the 2016 Annual General Meeting of Shareholders
- Attention:** Shareholders of Loxley Public Company Limited
- Attachment:**
1. Copy of Minutes of the 2015 Annual General Meeting of Shareholders
 2. Annual Report 2015 in CD-ROM
 3. Profile of the nominated candidates for the election of new directors in replacement of those to be retired by rotation and definitions of independent directors
 4. Profile of proposed Auditors for Year 2016
 5. Profiles of the independent directors proposed by the Company to act as proxy for shareholders
 6. Articles of Association of the Company relating to the Shareholders' Meeting
 7. Information of the issuance and offering of additional debentures within the limit of Baht 2 billion (including the original limit of Baht 1 billion, which was approved by the Annual General Meeting of Shareholders in 2015 to the total limit of Baht 3 billion)
 8. Documents and evidence for the rights to attend the meeting
 9. 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.)
 10. Map of meeting location
 11. Registration Form (Please bring to the meeting.)
 12. The 2015 Annual Report Requisition Form

The Board of Directors of Loxley Public Company Limited ("the Company") resolved to call a General Meeting of Shareholder for the Year 2016 on Thursday, 28 April 2016 at 14:00 hours (registration time at 12:00 hours) at Chao Praya Room, 3rd Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkhlo, Bangkholeam, Bangkok, to consider several businesses as per detailed in the following agenda:

Agenda 1 To certify the minutes of the 2015 Annual General Meeting of Shareholders

Facts and Reasons The Minutes of the 2015 Annual General Meeting of Shareholders held on 29 April 2015, was made within 14 days from the date of the Annual General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's website (www.loxley.co.th) since 13 May 2015.

Board of Directors' Opinion The Board opines that the Minutes of the 2015 Annual General Meeting of Shareholders held on 29 April 2015 has been made correctly and recommends the Meeting to certify the said Minutes (pursuant to Attachment 1).

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 2015

Facts and Reasons The Report of Operating Results of the Company during 2015 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 2015 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 2015

Facts and Reasons The Balance Sheet and Profit and Loss Statement for the year ended on 31 December 2015 have been audited by the Certified Public Accountant and considered by the Audit Committee. 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 2015, which were audited by the Certified Public Accountant and considered by the Audit Committee.

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 2015

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).
- 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) In 2015, the Company has net profit totaling Baht 161,581,213. The Board of Directors then has the resolution to allocate part of its annual net profits as legal reserve in an amount of five percent of the annual net profits. The Company has set up the legal reserves amounted Baht 8,080,000 for year 2015. According to the Company's policy to make dividend payments of at least 40% of its net profits, the Company also considers its financial status, cash flow, investment plans, business plan and other conditions and limitations. The Board of Directors then has the resolution to distribute dividend to the shareholders totaling 2,264,954,770 shares at the rate of Baht 0.05 per share, totaling Baht 113,247,739, which equivalent to 70 percent of the net profit of the year 2015 and in line with the dividend payment policy of the Company.



The dividend comparison for year 2015 and year 2014 are as follows:

Dividend Details	2015 (current proposal)	2014
Net profit (loss) in the separate financial statements (Baht)	161,581,213	449,946,553
Number of shares (Shares)	2,264,954,770	2,264,954,770
Cash dividend (Baht/Share)	0.05	0.10
Total dividend payment (Baht)	113,247,739	226,495,477
Dividend payment ratio per net profit (%)	70	50

The name of shareholders (Record Date) who are entitled to attend the Annual General Meeting of Shareholders for 2016 and receive the dividend shall be on 24 March 2016 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 25 March 2016. The dividend payment shall be made within 9 May 2016 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. Currently, the Company has 16 directors, there are 6 directors shall retire from office as follows:

1. Mr. Dhongchai Lamsam Director / President / Member of
the Nominating and Remuneration Committee
2. Dr. Jingjai Hanchanlash Director
3. Mr. Suraphand Bhasitnirandr Director / Senior Executive Vice President / Member of
the Nominating and 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

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 5 November 2015 – 31 January 2016. The consequence is none of shareholders propose the name of candidates to the Company.



The Nominating and Remuneration Committee's Opinion At the Nominating and Remuneration Committee (NRC) Meeting No. 1/2559 on 24 February 2016, criteria and procedures for nominating directors in compliance with guidelines for selecting the Company's appropriate directors approved by the Board of Directors have been implemented for recruiting the committee. The procedures are to take into consideration the persons who have knowledge, capability, good working experience, ethics, morality, leadership, vision, and who can devote adequate time beneficial to the Company's operations. The Nominating and Remuneration Committee, without directors who have conflict of interest, saw as appropriate to propose the Shareholders' Meeting to elect Mr. Dhongchai Lamsam, Dr. Jingjai Hanchanlash, Mr. Suraphand Bahsitnirandr, Mr. Suroj Lamsam, and Mr. Chalermchoke Lamsam 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. Dhongchai Lamsam, Dr. Jingjai Hanchanlash, Mr. Suraphand Bahsitnirandr, Mr. Suroj Lamsam, and Mr. Chalermchoke Lamsam to resume their office for another term. The above 6 directors are not directors or executives in other companies/business that may cause conflict of interest with the Company. The profile 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 2016

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 Nominating and Remuneration Committee's Opinion The Nominating and Remuneration Committee at the meeting No. 1/2016 on 24 February 2016 considered the remuneration of the Board of Directors and the Board-Committees carefully, by taking into account various relating factors e.g. 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 2016.



The details are as follows:

The Remuneration	2016 (Current Proposal)	2015
<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 2016

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's Opinion The Audit Committee at the meeting No. 1/2016 on 24 February 2016 considered appointing KPMG Phoomchai Audit Co., Ltd. as the Company's auditing firm. Since KPMG has an internationally accepted performance standard in addition to its expertise in auditing, one can be confident that its audit can proceed with speed, quality, and credibility.

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 2016 and approve the audit fees for year 2016 as follows:

1. Mr. Veerachai Ratanajaratkul CPA Registration No. 4323
Auditing during the past 5 years: 3 Years (2013, 2014 and 2015),
or
2. Mr. Charoen Phosamritlert CPA Registration No. 4068
Auditing during the past 5 years: -None-, or
3. Ms. Vipavan Pattavanvivek CPA Registration No. 4795
Auditing during the past 5 years: -None-, or
4. Ms. Marisa Tharathornbunpakul CPA Registration No. 5752
Auditing during the past 5 years: -None-



The above audit firm and 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 four 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. Moreover, KPMG Phoomchai Audit Co., Ltd. also audits financial statements of the Company's subsidiaries for year 2016. The Company is confident that KPMG Phoomchai Audit Co., Ltd. will finish the auditing in due time since it is a large scale audit firm, having sufficient and appropriate teamworks, including systematic audit plan. The profile of auditors and information representing the auditors' independence are in Attachment 4. It is agreed to propose the Shareholder's Meeting to approve the audit fee for 2016 at Baht 2,305,000 which is the same rate as the year 2015 as follows:

(Unit: Baht)

Fees	2016 (Current Proposal)	2015
Annual financial statements audit fee	980,000	980,000
Separate financial statements review fee (3 quarters)	470,000	470,000
Consolidated financial statements review fee (3 quarters)	435,000	435,000
Annual consolidated financial statements audit fee	420,000	420,000
Total	2,305,000	2,305,000

There is no non-audit fee in the year 2015.

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 Approve the issuance and offering of additional debentures within the limit of Baht 2 billion (including the original limit of Baht 1 billion, which was approved by the Annual General Meeting of Shareholders in 2015 to the total limit of Baht 3 billion)

Facts and Reasons: The proceeds will be used for business operation and expansion, including debentures redemption and/or debt settlement. The Company has proposed the issuance and offering of debentures by providing details as appeared in the attachment 7. The issuance and offering of debentures will be considered by the Company's financial plan and appropriate financial market condition.

Board of Directors' Opinion: The Board of Directors considered and agreed that the Shareholders' Meeting should approve the issuance and offering of debentures as proposed above and authorize the Company's Board of Directors and/or President and/or the persons assigned by the Board of Directors or President to have authority in determining or changing terms and details related to the issuance and offering of each type/category of debentures to be issued for each time. This includes but not limited to par value, offer price per unit, interest rate, appointment of trustee, issuance and offering method, allocation method, offering details, maturity, criteria for early redemption, listing in any secondary markets (if any) and authority to take actions necessary or related to the successful issuance and offering of those debentures as specified by



laws. The authorization includes appointment of distributors and underwriters; entering into and signing underwriting agreement, placement agreement and/or other relevant agreements; documents preparation and filing at Securities and Exchange Committee, Stock Exchange and relevant government agencies and/or any other relevant persons, etc.

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

Agenda 9: To report the nomination of the Company's Director (independent directors) under Section 86 of Public Limited Company Act B.E. 2535

Facts and Rationale: To acknowledge the Meeting about the appointment of Professor Raywat Chamchalem as the Company's director (independent director) and the successor of Dr. Anusorn Saengnimnuan, independent director who has resigned. Since Professor Raywat Chamchalem is Chairman of Sino-Thai Engineering and Construction Plc., one of its major businesses is real estate, and Independent Director of True Corporation Plc., one of its major businesses is technology, both businesses are similar to some of the Company's businesses under Section 86 of Public Limited Company Act B.E. 2535. Therefore, in order to comply with the laws, the Company would like to notify the Shareholders' Meeting that Professor Raywat Chamchalem sits as independent director in the three companies and are independent in terms of expression of his opinions and recommendations. He does not participate in the Company's business management and may not sit and discuss the meeting agenda regarding those business management. The Nomination and Remuneration Committee has considered and agreed that Professor Raywat Chamchalem is a knowledgeable and capable director full of experiences in various fields beneficial to the Company. Therefore, the NRC Meeting proposes the Board of Directors to appoint Professor Raywat Chamchalem as the independent director to replace Dr. Anusorn Saengnimnuan. This will be reported to the General Shareholders' Meeting prior to the appointment and further director registration. The Director's profile was sent to the shareholders along with invitation to this meeting (Attachment 3).

Board of Directors' Opinion: The Board of Directors considered and had a resolution to report to the General Shareholders' Meeting for acknowledgement of 1 director nomination (independent director) under Section 86 of Public Limited Company Act B.E. 2535 i.e. Professor Raywat Chamchalem to replace Dr. Anusorn Saengnimnuan before the appointment resolution.

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

Agenda 10 To consider other businesses (if any)



The shareholders are hereby invited to attend the said Shareholders' General Meeting for the year 2016 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 9) (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 2016 will start at 12:00 hrs. on 28 April 2016.

Yours Sincerely,

Loxley Public Company Limited

A handwritten signature in blue ink, appearing to read 'Pichai Mooputtarak', written over a faint circular stamp.

(Mr. Pichai Mooputtarak)

Company Secretary

Assigned from the Board of Directors

Remarks:

1. The Company fixed the record date on 24 March 2016 in order to determine the right of shareholders in attending the 2016 Annual General Meeting of Shareholders and receive the dividend. 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 25 March 2016
2. Any shareholder would like to have a 2015 Annual Report in hard copy, please fill in the Requisition Form (pursuant to Attachment 12) and fax to 02-240-3243 or e-mail : pombest@loxley.co.th.
3. The Notice of Meeting and ancillary documents can be retrieved from the website of the Company (www.loxley.co.th) from 28 March 2016.
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 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
LOXLEY PUBLIC COMPANY LIMITED
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Venue

The meeting was held on 29 April 2015 at 14:00 hrs, at Chao Praya Room, 3rd Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkok, Bangkok, Bangkok.

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.	Mr. Sirin	Nimmanahaeminda	Independent Director
6.	Dr. Supavud	Saicheua	Independent Director
7.	Mr. Charoon	Chinalai	Independent Director, Member of the Audit Committee and Chairman of the Nominating & Remuneration Committee
8.	Mr. Joti	Bhokavanij	Independent Director
9.	Mr. Suebtrakul	Soonthornthum	Director and Member of the Nominating & Remuneration Committee
10.	Dr. Jingjai	Hanchanlash	Director
11.	Mr. Poomchai	Lamsam	Director
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.	Mr. Chalermchoke	Lamsam	Director

1 Director absent from the Meeting:

1.	Dr. Anusorn	Sangnimnuan	Independent Director
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1 Auditor from KPMG Phoomchai Audit Ltd present at the Meeting:

1.	Mr. Veerachai	Ratanajaratkul	Certified Public Accountant No. 4323
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Starting the Meeting

Mr. Pairote Lamsam, the Chairman of the Board and Chariman of the Meeting announced that there were 593 shareholders and proxies; 339 shareholders and 254 proxies present at the Meeting, representing 971,512,085 shares from the total of 2,264,954,770 shares or equal to 42.8932 percent of the paid-up shares. A quorum was thus constituted in accordance with the Company's regulations. The Chairman therefore gave an opening speech.



Before considering any matters contained in the agendas, the Company Secretary introduced the directors, executive directors, and auditor present at the Meeting in order to give details and answer question to the Meeting (as the namelist above).

Mr. Pichai Mooputtarak, the Company Secretary then 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, propose candidate for the election to the position of director, and submit enquiries prior to the Meeting. 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 and submit enquiries prior to the Meeting.

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. 5 regarding election for director, shareholders who approved, disapproved or abstained from vote shall cast their vote in the ballot to elect each director. For the vote counting, the auditor representative from KPMG Phoomchai Audit Ltd would be witness and inspection of the vote counting procedures to the Meeting. 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 certify the minutes of Extraordinary General Meeting of Shareholder No. 1/2014

The Chairman proposed to the shareholders to consider and certify the minute of the Extraordinary General Meeting of Shareholders No.1/2014 which was held on 12 September 2014. 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 Extraordinary General Meeting of Shareholders No.1/2014 which was held on 12 September 2014 as proposed by the Chairman with the majority of 974,101,797 votes approving, equal to 99.9899 percent; no disapproving vote; and 97,711 votes abstaining, equal to 0.0100 percent of total shareholders attending the Meeting and casting votes.

Agenda 2 To acknowledge the report of operating results of the Company during 2014

Mr. Dhongchai Lamsam reported the Company's operating result for 2014 which comprised of 3 main topics; 1) corporate structure and overview 2) summary of operating result for 2014, and 3) Overview and medium-term plans. The details of each topic can be summarized as follows:



1. Corporate structure and overview

Currently, Loxley group consists of 22 subsidiaries and 16 associated companies. The Company's business can be divided into 4 business segments as follows:

1) Technology Business Segment comprises 3 business groups which are (1) ICT Business Group – comprehensive telecommunication network business, automated teller machine and computer systems, and comprehensive ICT business (2) Project Business Group – television and radio broadcasting systems, power control systems, electricity systems, transmission lines, power substations, water & waste water treatment systems, and alternative energy sourcing business; and (3) Technology Business Group – procurement of technology products and services, railway signaling system, expressway systems, PABX systems, printing systems, and real estate development and related services.

2) Trading Business Segment operates as distributor of consumer, industrial chemical, construction material, and automotive equipment & tool products.

3) Service Business Segment provides security service management in airports and airlines, as well as security services in building, hotels and plants, etc.

4) Joint Venture Business Segment has jointly invested with partners that can generate constant revenue in the long run; such as BlueScope Group, the manufacturer of coated steel and prepainted steel for building and construction industries; and BP-Castrol (Thailand) Limited, the manufacturer and distributor of engine lubricants, etc

2. Summary of operating results for 2014

Summary of performance in 2014, the Company and subsidiaries had revenue from sales and services totally Baht 14,476 million, slightly decreased from Baht 14,929 million compared that of 2013. If considering the income structure we see that Trading Business and Service Business have increased from Baht 3,872 million and Baht 892 million in 2013 to Baht 4,106 million and Baht 1,055 million in 2014, respectively. However, overall decreased revenues as a result of Technology Business Group has reduced revenue from Baht 10,165 million in 2013 to Baht 9,315 million in 2014 due to the impact of the projects of the public sector slowdown.

For the financial status, in 2014 the Company has total assets of Baht 13,765 million, total liabilities Baht 7,354 million and shareholders' equity Baht 6,411 million. Therefore, the Company has liquidity ratio of 1.4 times, the ratio of debt equity 1.1 times and the book value per share increased from Baht 2.60 at Baht 2.80 as of 31 December 2014.

3. Overview and medium-term plans

For overview and the medium-term plan based on the source of income, the Technology Business Segment is the main revenue and a mainstay in driving overall revenue to grow from the auction, with more than Baht 60,000 million. The Trading Business and Service Business Segments will support income with their strong base of recurring revenues.

The Technology Business Segment has approximately Baht 7,400 million on hand as of 31 December 2014 and has bids to submit to add backlog for the next 1-3 years more than Baht 60,000 million which will be a key factor in pushing Company' revenue growth. The major projects are from telecommunications and ICT business of Baht 15,500 million, technology business of Baht 25,300 million and project business of Baht 10,900 million.

The Trading Business Segment that its main revenue base comes from chemical and consumer goods and construction materials has strong network of more than 30,000 shops for consumer goods and more than 500 factories for chemical



products and has a good relationship with a long time partners. The Trading Business Segment plan will focus on creating additional income from the existing network, products and market. It will also add the ability to make profit from the integrated supply chain including expansion inter-trade in each country with the partners.

The Service Business Segment focus on constant growth, create and expand customer base together with the airport and security management project. Supporting factor derives from applying technology together with personnel in providing security, having highly experienced work teams in technic and training of personnel.

The Joint Venture Business Segment had revenues for the year 2014 in total of about Baht 22,340 million. The Company has regularly profit share that is an important base of profit. In medium-term plan, the Company still has this part of profit base as important force. The figure should grow continuously from strength of the main joint ventures as well as better economic trend.

Furthermore, for sustainable development, the Company focuses the growth coupled with innovation. The important innovation that the Company was doing included ICT to be major adjustment to create new innovation in new market. The Company, joining with BYD Co., Ltd., a company from China, imports electric buses and cars to market in Thailand. The prominent point is pollution-free and energy-saving cars. In the first stage, the Company would focus to public and private working units. Furthermore, the Company still has plan to extend energy group business base, for example, solar cell, bio-mass energy, wind energy, etc. For the on-line lottery project, the Company believes that it would likely have been proceeding with the project in the current Government because the Government intends to solve the problem of selling the lottery over price expected this October will have more clarity.

The Corporate Social Responsibility (CSR), the Company continued to focus on activities that benefit the local communities especially, Penang Market Community. The major events in the year 2014 is divided into several sections such as educational activities include events at dream world tale yard at Learning Center of Penang Market Community, coordinating family ties to love reading at Sikkha Asia Foundation, Klong Toey, social activities include Seniors Day Event at Penang Market Community, environment activities and CSR Club; Learning about Mangrove in Environment Conservation Village Celebrating King Rama 9 in Samutsongkram Province, sports activities included a project to support disabled athletes, Thailand Badminton National Team, Thai Community Lacrosse project activities, sports coaching Lacrosse activities at Wat Klong Toey School. The Company's activities will encourage children to value themselves and away from drugs. In the fire incident on 26 April 2015 in Penang Market Community, located near the headquarters of the Company, the Company has helped firefighters and assist victims immediately, as well as helping to coordinate various mitigations and establishing a donation center.

No questions raised by the shareholders.

The Meeting acknowledged the operating result for 2014.

Agenda 3 To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2014

The Chairman requested the shareholders to consider the Balance Sheet and Profit and Loss Statement for the year ended 31 December 2014 audited by the Company's certified auditor and considered by the audit committee as presented in the 2014 annual report already submitted to the shareholders.

No questions raised by the shareholders.



The Meeting had a resolution to approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2014 as proposed by the Chairman with the majority of 961,420,850 votes approving, equal to 98.5208 percent; 13,349,310 vote disapproving, equal to 1.3679 percent; and 1,084,911 votes abstaining, equal to 0.1111 percent of total shareholders attending the Meeting and casting votes.

Agenda 4 To consider and approve the profit allocation as legal reserves and dividend payment for the Company's operation of 2014

The Chairman stated in the Meeting that the operating results of the Company for the year ended 31 December 2014 were at the net profit of Baht 450 million in the separate financial statements. According to the Public Limited Companies Act, 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. Therefore, the profit was proposed to be allocated for Baht 22,498,000 as an additional legal reserve for year 2014 or 5% of its net profit. In addition, according to the Company's policy to make dividend payments of at least 40% of its net profits, the Company also considers its financial status, cash flow, investment plans, business plan and other conditions and limitations (if any). The Board of Directors considered that regarding the net profit above the Company proposed to distribute dividend from the operating results of 2014 to the shareholder totaling 2,264,954,770 shares at the rate of Baht 0.10 per share, amounted Baht 226,495,477, which equivalent to 50 percent of the net profit of the year 2014. Anyhow the total dividend would be subject to the withholding tax in accordance with the rate prescribed by the law. The Company set to determine the shareholders eligible to receive the dividend (Record Date) on 17 March 2015 and the list of shareholders would be collected in accordance with Section 225 of the Securities and Stock Exchange Act B.E.2535 through closing share registry book for any share transfer on 18 March 2015. The dividend payment was set on 28 May 2015. So the Meeting was asked to approve the allocation of the profit as a legal reserve and to approve the dividend payment as proposed.

No questions raised by the shareholders.

The Meeting had a resolution to approve the profit allocation of Baht 22,498,000 as legal reserves and the dividend payment to shareholders of 2,264,954,770 shares at the rate of Baht 0.10 per share for the Company's operation of 2014 with the majority of 975,723,364 votes approving, equal to 99.9862 percent; no disapproving vote; and 133,711 votes abstaining, equal to 0.0137 percent of total shareholders attending the Meeting and casting votes.

Agenda 5 To consider and elect directors to replace those retiring by rotation

Mr. Charoon Chinalai, Chairman of the Nominating & Remuneration Committee informed to the Meeting that 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. Therefore, it was required to elect or re-elect directors to replace those retiring by rotation.

Anyhow, the Company declared in its website 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 7 November 2014 - 31 January 2015; it appeared that there was no shareholder proposing any person to be considered and elected to be the directors; the Meeting was informed.

In 2015, there were 5 directors shall retire from office and proposed to be directors again as follows:



- | | |
|---------------------------------|--------------------------------------------------------------------------------------------------|
| 1. Mr. Sukit Wanglee | Director / Vice Chairman |
| 2. Dr. Harit Sutabutr | Independent Director / Chairman of the Audit Committee |
| 3. Dr. Supavud Saicheua | Independent Director |
| 4. Mr. Suebtrakul Soonthornthum | Director / Senior Executive Vice President / Member of the Nominating and Remuneration Committee |
| 5. Mr. Poomchai Lamsam | Director |

The Nominating & Remuneration Committee considered and had the opinion that the 5 directors had full qualifications according to the criteria and process of selection of the Committee members; the Company attached the brief background of the 5 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.

Mr. Charoon Chinalai, 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 Meeting resolved to approve the appointment of the directors individually nominated by the Director of Nominating & Remuneration Committee, with the majority of votes as follows:

- 1) To appoint Mr. Sukit Wanglee to assume the directorship for another term with the majority of 966,949,952 votes approving, equal to 99.0727 percent; 3,060,435 votes disapproving, equal to 0.3135 percent; and 5,989,148 votes abstaining, equal to 0.6136 percent of total shareholders attending the Meeting and casting votes.
- 2) To appoint Dr. Harit Sutabutr to assume the directorship for another term with the majority of 974,841,794 votes approving, equal to 99.8813 percent; 6,300 votes disapproving, equal to 0.0006 percent; and 1,151,441 votes abstaining, equal to 0.1179 percent of total shareholders attending the Meeting and casting votes.
- 3) To appoint Dr. Supavud Saicheua to assume the directorship for another term with the majority of 974,897,969 votes approving, equal to 99.8871 percent; 5,250 votes disapproving, equal to 0.0005 percent; and 11,096,316 votes abstaining, equal to 0.1123 percent of total shareholders attending the Meeting and casting votes.
- 4) To appoint Mr. Suebtrakul Soonthornthum to assume the directorship for another term with the majority of 957,875,674 votes approving, equal to 98.1430 percent; 17,027,545 votes disapproving, equal to 1.7446 percent; and 1,096,316 votes abstaining, equal to 0.1123 percent of total shareholders attending the Meeting and casting votes.
- 5) To appoint Mr. Poomchai Lamsam to assume the directorship for another term with the majority of 955,926,774 votes approving, equal to 97.9433 percent; 17,926,445 votes disapproving, equal to 1.8367 percent; and 2,146,316 votes abstaining, equal to 0.2199 percent of total shareholders attending the Meeting and casting votes.



Agenda 6 To Consider and approve the remuneration for the directors of 2016

Mr. Charoon Chinalai, Chairman of the Nominating & Remuneration Committee stated that the remuneration for the directors of 2015 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 and growth of the Company's profit. 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 in the form of meeting allowance and remuneration not over Baht 16.5 million, which is the same rate as the year 2014. However, any director who has performed duties as the Company's staff or member in any subcommittee as required by the SEC. He/she would have additional remuneration as the case may be.

Mr. Wicha Chokphongphan, Shareholder, asked whether there was any non-shareholder and proposed the Committee to be Company's shareholders. If the directors were not the Company's shareholders; once the Company's stock price dropped and less dividend paying, other investors will not invest in the Company.

Mr. Joti Bhokavanij, Audit Committee member, said that the cause why he did not buy the Company shares because he had personal opinion that he was an independent director and audit committee of the Company; so he would not be shareholder of the Company. If there was trading of the Company's shares, it must be reported to office of Securities and Exchange Commission (SEC). Moreover, if a director has stock trading, it would keep investors to guess many things, so he did not buy shares of the Company for transparency.

Mr. Suebtrakul Soonthornthum, Senior Executive Vice President, explained that the cause why he did not buy the shares of the Company because there was principle that he would not hold shares of the Company. The Executive was treated as an interested person. Moreover, in the past, he was CFO, if there was buying/selling of shares and there was a report to SEC, it would make investors to understand that it is the communicating of the information. Investors would misunderstand.

Mr. Wicha Chokphongphan, Shareholder, said Loxley was like a scientific laboratory, there were a lot of subsidiaries which were unable to make a profit to the parent Company. Success was minimal.

Dr. Supavud Saicheua, Independent Director, said that the causes why he was not a shareholder of the Company, as an independent director and as an independent stock analyst who really want real independence.

Mr. Suraphand Bhasitnirandr, Senior Executive Vice President, explained that he himself was out of stock but his children have shares of the Company.

No questions raised by the shareholders.

The Meeting had a resolution to approve the remuneration for the directors of 2015 as proposed, by not less than two-third with 975,840,088 votes approving, equal to 99.9806 percent; no disapproving votes; and 189,161 votes abstaining, equal to 0.0193 percent of total shareholders attending the Meeting and casting votes.

Agenda 7 To consider and appoint auditors and fix their remuneration for the year 2016

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 considered qualifications of auditors as



specified by the law including gave opinion and proposed to the Board of Directors. Therefore, the Board of Directors had resolution to propose 1) Mr. Veerachai Ratanajaratkul CPA No. 4323 or 2) Mr. Charoen Phosamritlert CPA No. 4068 or 3) Ms. Vipavan Pattavanvivek CPA No. 4795 from KPMG Phoomchai Audit Ltd as the Company's auditor for 2015. Mr. Veerachai Ratanajaratkul signed the Company's 2013 - 2014 financial statements and showed good performance as an auditor. 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 its auditors to audit and express opinions towards the financial statements of the Company. The Board also found it appropriate to propose to the AGM to approve the remuneration for 2015 amounted not over Baht 2,305,000, increase of Baht 80,000 from year 2014. The main reason of this increase is that the revised Financial Reporting Standards require additional disclosure of information in the notes to the financial statements. Details are as follows:

(Unit: Baht)

Fees	2015	2014	Change from 2014
Annual financial statements audit fee	980,000	950,000	30,000
Annual consolidated financial statements audit fee	470,000	450,000	20,000
Separate financial statements review fee (3 quarters)	435,000	420,000	15,000
Consolidated financial statements review fee (3 quarters)	420,000	405,000	15,000
Total	2,305,000	2,225,000	80,000

Mr. Tanaprasert Phamompaioj, Shareholder asked he has seen other companies preparing a financial statement for 4 quarters each year, why Loxley made three quarter financial statements only.

Mr. Supat Karachalkul, Executive Vice President and Chief Financial Officer (CFO) clarified that the period of review and audit of financial statements including the financial statements ended 31 March, 30 June, 30 September and the fiscal year ended 31 December, which the Company reported a period of 12 months, for the 4th quarter of the year, the Company was not required to submit financial statements to the SEC and the Stock Exchange of Thailand.

No questions raised by the shareholders.

The Meeting had a resolution to approve KPMG Phoomchai Audit Ltd as the Company's auditor for 2015 and the audit fee for 2015 totaling to Baht 2,305,000 with the majority of 976,097,683 votes approving, equal to 99.9857 percent; 5,250 votes disapproving, equal to 0.0005 percent; and 133,711 votes abstaining, equal to 0.0136 percent of total shareholders attending the Meeting and casting votes.

Agenda 8 To consider and approve 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 Chairman declared that due to the Company's submission of request to the Stock Exchange of Thailand (SET) to approve warrants to purchase ordinary shares of Company (LOXLEY-W) as listed securities and the Company's Articles of Association as supporting documents. SET suggested the Company to amend the Company's Articles of Association



Clause 5 regarding registrar works to be in line with registrar’s operation and Clause 9 regarding share repurchase to be clearly specified in the Company’s Articles of Association pursuant the Public Limited Companies Act B.E.2535 (amendment B.E.2544) Section 66/1 regarding regulations and procedures of repurchase shares, distribution of repurchased shares, and write-off of unsold repurchased shares. The Board has considered proposing for approval the amendment of Company’s Articles of Association Clause 5 and Clause 9 to the Shareholders’ meeting as following details.

Clause 5.

Current Articles of Association	Proposed Articles of Association
<p>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.</p> <p>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.</p> <p>In case the Company authorizes <u>the Stock Exchange of Thailand</u> to act as registrar of its shares, procedures related to registration work of the Company shall be as determined by the registrar.</p>	<p>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.</p> <p>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.</p> <p>In case the Company authorizes <u>Thailand Securities Depository Co., Ltd.</u> to act as registrar of its shares, procedures related to registration work of the Company shall be as determined by the registrar.</p>

Clause 9.

Current Articles of Association	Proposed Articles of Association
<p>Clause 9. The Company may not own its own shares nor accept pledge of the Company’s own shares.</p>	<p>Clause 9. The Company may not own its own shares nor accept pledge of the Company’s own shares except for the following cases</p> <ol style="list-style-type: none"> 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. <p>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.</p> <p>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</p>



	<p>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.</p> <p>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.</p> <p>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.</p>
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Mr. Thanaprasert Phamornpairroj, Shareholder, asked if the Company was the only company which request for amendment of Article 5 of the Articles of Association.

Mr. Pichai Mooputtarak, Company Secretary, clarified that once the Company was listed in the Stock Exchange of Thailand over 20 years ago; there was no Thailand Securities Depository Co., Ltd. at that time. The performance of the Securities Registrar was the duty of the Stock Exchange of Thailand. Later, when the Company planned to issue LOXLEY-W, the Stock Exchange of Thailand then recommended regarding the amendment of Article 5. RE: Registrar of Securities to comply with the performance of the Security Registrar. Other companies listed in the Stock Exchange of Thailand, which have been using services of Thailand Securities Depository Co., Ltd. had such amendment as well.

Mr. Tanaprasert Phamornpairroj, Shareholder, asked further that the amendment of Article 9 of the Articles of Association that the share repurchase must get approval of the shareholders' meeting, except for the Company's status as a listed Company on the Stock Exchange of Thailand and such repurchase was not exceeding 10% of the paid up capital; it would be the authority of the Board of Directors to approve the repurchase of such shares. He asked whether Loxley is the only Company requesting for amendment or not and the statement was valid or not.

Mr. Pichai Mooputtarak, Company Secretary clarified that the current Public Limited Companies Act B.E. 2535, Section 66/1 the Company can repurchase shares and the requirements of the Stock Exchange of Thailand on information disclosure and the execution of any of the listed Company determine that when the listed Company repurchased shares, and sold the repurchased shares (in any case), it must get approval from the shareholders' meeting, the exception of the purchase of the shares does not exceed 10% of the paid-up capital, the Company's Board of Directors has the authority to approve such repurchase. Therefore, If the Company wishes to repurchase, the Company must be defined in the Articles of Association of the Company. The new texts in the Articles of Association were copied from the Public Limited Companies Act B.E. 2535, Section 66/1.

No questions raised by the shareholders.

The Meeting had a resolution to approve the amendment of Company's Articles of Association Clause 5 regarding registrar works and Clause 9 regarding share repurchase, by not less than three-fourths with 976,046,423 votes approving, equal to 99.9752 percent; 57,750 votes disapproving, equal to 0.0059 percent; and 183,711 votes abstaining, equal to 0.0188 percent of total shareholders attending the Meeting and casting votes.

Agenda 9 To consider and approve the issuance and offering of the Debentures in the principal amount of not more than Baht 1,000 million

The Chairman declared that the Company has intended to have funding in order to expand business. The Board of Directors deemed as appropriate to issue and offer the debentures in the principal amount of not more than Baht 1,000 million for operation and expansion of the business of the Company including refinancing as following details:

Details of the issuance and offering of the Debentures	
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

Mr. Tanaprasert Phamornpairoj, Shareholder, asked whether the Company can do refinancing. He saw Financial Institutions can do only.

Mr. Supat Karachalkul, Executive Vice President and Chief Financial Officer (CFO), clarified that the issuance and offering of debentures were to add channels of funding source to be used in the business and expand the Company's business including the refinancing of long-term loans that would be due in 2016, this could be done.

No questions raised by the shareholders.



The Meeting had a resolution to approve the issuance and offering of the Debentures in the principal amount of not more than Baht 1,000 million, by not less than three-fourths with 976,136,702 votes approving, equal to 99.9754 percent; 14,250 votes disapproving, equal to 0.0014 percent; and 225,711 votes abstaining, equal to 0.0231 percent of total shareholders attending the Meeting and casting votes.

Agenda 10 To consider other businesses (if any)

Mr. Tanaprasert Phamornpairoj, Shareholder, asked for the progress of Online Lottery project.

Mr. Suebrakul Soonthornthum, Senior Executive Vice President, said that as the President has informed that the Company had the opportunity to carry out this project, it was an option to solve over price lottery selling. The Company informed that the contract with the Government Lottery Office is still valid and just waiting for official approval to start the project.

Mr. Tanaprasert Phamornpairoj, Shareholder, asked If the Company implemented the project, how the Company would gain benefit.

Mr. Suebrakul Soonthornthum, Senior Executive Vice President, said that according to the contract, the Company will gain Baht 0.75 per transaction as the service provider.

Mr. Boonsan Sinpornchai, Representative from Thai Investor Association, said that as the Company already issued the anti-corruption policy in writing, he would like to know if the Company trended to participate in the anti-corruption network.

Mr. Dhongchai Lamsam, President, said that the Board of Directors Meeting No. 1/2558 on 2 March 2015 had resolution to issue the anti-corruption policy in writing for the executives and employees to perform and publicized the policy on the Company's website. The Company also assigned executives to participate in meetings with anti-corruption network as well as participate in relevant trainings and seminars. Furthermore, the Company assigned company secretary and relevant unit to proceed activities with the anti-corruption network.

Mr. Tanaprasert Phamonpairoj, Shareholder, proposed that the Company should select the meeting place which was more convenient. The place should be in the convenient area for traveling, such as, nearby sky train routes.

Mr. Pichai Mooputtarak, Company Secretary, said the Company would take this matter into consideration.

No shareholders raised any issued. The Chairman thanked and declared the Meeting adjourned at 15.39 hrs.

Signature Pairote Lamsam Chairman
(Mr. Pairote Lamsam)

Signature Pichai Mooputtarak Company Secretary
(Mr. Pichai Mooputtarak)

Profile of the nominated candidates for the election of new directors in replacement of those to be retired by rotation

Profile of the nominated candidate

Name : Mr. Dhongchai Lamsam
 Age : 69 years
 Current Position : Director / President
 Duration in the Position : 23 years (Since 09/04/1976)



Highest Education : - Bachelor of Science (Honors), Chemical Technology, Chulalongkorn University
 - Honorary PhD Degree, Business Administration, Kasem Bundit University
 Training : Director Accreditation Program 12/2004, Thai Institute of Directors Association (IOD)

Shareholding in LOXLEY : 26,732,044 shares or 1.18% LOXLEY-W: 318,238 units

Shareholding of Spouse or Underage Children: 1,168,513 shares or 0.05% LOXLEY-W: 13,910 units

Expertise : Management and Science

Position Proposed : Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's director.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors : Brother of Mr. Pairote Lamsam and Mr. Poomchai Lamsam,
 Brother-in-law of Dr. Jingjai Hanchanlash, Cousin of Mrs. Kosoom
 Sinphurmsukskul, Uncle of Mr. Vasant Chatikavanij and Mr. Suroj Lamsam, and
 Father of Mr. Chalermchoke Lamsam

Working Experience for the Past 5 Years:

1993-present	President	<u>Listed Companies</u> Loxley Plc.
		<u>Non-Listed Companies / Other Business</u>
2012-present	Chairman	L Food Solutions Co., Ltd.
2010-present	Director	Loxley Joint and Hold Co., Ltd.
2006-present	Chairman	ASM Security Management Co., Ltd.
	Director	Loxley Global Co., Ltd.
2005-present	Director	L-TAG Technologies Co., Ltd.
2003-present	Director	Loxley GTECH Technology Co., Ltd.
2001-present	Chairman	Loxley Wireless Plc.
2000-present	Director	Law Enforcement Technology Solutions Co., Ltd.



1996-present	Director	Thai Fiber Optics Co., Ltd.
1995-present	Chairman	Data Mining Co., Ltd.
1994-present	Director	BP - Castrol (Thailand) Limited
1990-present	Director	Ekpavee Co., Ltd.
1989-present	Chairman	Loxley Property Development Co., Ltd.
	Director	NS BlueScope (Thailand) Limited
1981-present	Managing Director	Loxley International Co., Ltd.
1977-present	Director	Loxley Trading Co., Ltd.
1972-present	Director	Zin Suapah Co., Ltd.
1960-present	Managing Director	Lamsam Estate Co., Ltd.
present	Director	Chulindrawongs Co., Ltd.
present	Director	Lamsam Import Co., Ltd.
present	Director	Nitisa Co., Ltd.
present	Director	Sathira Phattana Co., Ltd.
present	Director	Uni-Technology Education and Management Centre Co., Ltd.

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	None
Other Companies/Organizations (number)	23
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2015:

Meeting	Number of Meetings
Board of Directors	6/7
Nominating & Remuneration Committee	4/4
Extraordinary General Meeting of Shareholders No.1/2014	1/1

Profile of the nominated candidate

Name : Dr. Jingjai Hanchanlash
 Age : 73 years
 Current Position : Director
 Duration in the Position : 2 years (Since 15/05/2014)



Highest Education : Doctorat d'Universite de CAEN, France
 Training : Director Accreditation Program 1/2546, Audit Committee Program 19/2550, IOD
 Shareholding in LOXLEY : 630,000 shares or 0.03% LOXLEY-W : 7,500 units
 Shareholding of Spouse or Underage Children: 2,621,850 shares or 0.12% LOXLEY-W : 31,212 units
 Expertise : Management and law

Position Proposed : Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's director.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors : Brother-in-law of Mr. Pairote Lamsam, Mr. Dhongchai Lamsam, and Mr. Poomchai Lamsam. Uncle-in-law of Mr. Vasant Chatikavanij, Mr. Suroj Lamsam, and Mr. Chalermchoke Lamsam

Working Experience for the Past 5 Years:

		<u>Listed Companies</u>
2015-present	Independent Director	Thai Wah Plc.
2014-present	Director	Loxley Plc.
	Director	Muang Thai Insurance Plc.
2001-present	Board Member	Asian Phytoceuticals Public company Limited
2000-present	Independent Director and Audit Committee	Laguna Resorts & Hotels Public Company Limited
		<u>Non-Listed Companies / Other Business</u>
2014-present	Director of the Executive	King Prajadhipok Institute
2009-present	Board	The Thailand Research Fund (TRF)
2007-present	Expert Director Board	Ministry of Foreign Affairs of The Kingdom of Thailand
2005-present	Member	King Prajadhipok Institute
2004-present	Director	Saranrom Institute of Foreign Affairs Foundation
1997-present	Director	SPIE Oil & GAS Service (Thailand) Ltd.



1996-present	Member	Chumbhot-Pantip Foundation Council
	President	Alliance Francaise
	Honorary Consul	Honorary Consulate of Jamaica to Thailand
	Member	The Thai Chamber of Commerce and Board of Trade of Thailand
	Member of the Executive Board	Meking Region Law Centre
present	Board	Jenlak Vie Consulting

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	1. Thai Wah Plc. 2. Muang Thai Insurance Plc. 3. Asian Phytoceuticals Public company Limited 4. Laguna Resorts & Hotels Public Company Limited
Other Companies/Organizations (number)	12
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2015:

Meeting	Number of Meetings
Board of Directors	6/7
2015 Annual General Meeting of Shareholders	1/1

Profile of the nominated candidate

Name : Mr. Suraphand Bhasitnirandr
 Age : 64 years
 Current Position : Director / Senior Executive Vice President /
 Member of the Nominating & Remuneration Committee
 Duration in the Position : 17 years (Since 01/02/1999)



Highest Education : - Master Degree in Business Administration, University of West Los Angeles, U.S.A.
 - Bachelor Degree in Accountancy (Honours), Chulalongkorn University
 Training : - Director Accreditation Program 12/2004, Thai Institute of Directors Association (IOD)

Shareholding in LOXLEY : -None- LOXLEY-W : -None-

Shareholding of Spouse or Underage Children : -None- LOXLEY-W : -None-

Expertise : Management and accounting

Position Proposed : Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's director.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors: -None-

Working Experience for the Past 5 Years:

2011-present	- Senior Executive Vice President - Chairman of Management committee of Trading and International Business - Chairman of Human Resources and Corporate Administration Group	<u>Listed Companies</u> Loxley Plc.
2015-present	Vice Chairman Director	<u>Non-Listed Companies / Other Business</u> Thai National Shippers' Council L Food Solutions Co., Ltd.
2014-present	Chairman Chairman	Car Convenie Co., Ltd. Solana Marketing Co., Ltd.
2013-present	Director	BlueScope Buildings (Thailand) Limited



2012-present	Chairman	Loxley Intertrade (Guangzhou) Co., Ltd.
	Chairman	L Green Solution Co., Ltd.
	Chairman	Mainstay Property Solutions Co., Ltd.
	Director	Nakhon Pathom Rajabhat University
2011-present	Director	SCL Co., Ltd.
2010-present	Director	Parts Zone (Thailand) Company Limited
2008-present	Director	Loxley Property Development Co., Ltd.
2007-present	Director	Loxley Trading Co., Ltd.
2005-present	Chairman	L-Elevator and Engineering Co., Ltd.
	Director	L-TAG Technologies Co., Ltd.

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	None
Other Companies/Organizations (number)	15
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2015:

Meeting	Number of Meetings
Board of Directors	7/7
Nominating & Remuneration Committee	4/4
2015 Annual General Meeting of Shareholders	1/1

Profile of the nominated candidate

Name : Dr. Sompop Chareonkul
 Age : 67 years
 Current Position : Director / Senior Executive Vice President
 Duration in the Position : 15 years (Since 15/05/2001)



Highest Education : - Ph.D. (Business Administration), University of Wisconsin-Madison, U.S.A.
 - B.Commerce (1st Class Honours), Chulalongkorn University

Training : Director Accreditation Program 15/2004, Thai Institute of Directors Association (IOD)

Shareholding of LOXLEY : 840,000 shares or 0.04% LOXLEY-W : 10,000 units

Shareholding of Spouse or Underage Children : -None- LOXLEY-W : -None-

Expertise : Management, Commerce, and Mass Communication

Position Proposed : Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's director.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors : -None-

Working Experience for the Past 5 Years :

2011-present	Senior Executive Vice President	<u>Listed Companies</u> Loxley Plc.
2013-present	Chairman	<u>Non-Listed Companies / Other Business</u> LS Technology Solutions Co., Ltd.
2008-present	Chairman of the Executive Board	ASM Security Management Co., Ltd.
	Chairman of the Executive Board	Law Enforcement Technology Solutions Co., Ltd.
2007-present	Director	Loxley Trading Co., Ltd.
		<u>Work Experience</u>
1998-2015	Director	Oriental Post Co.,Ltd.
2008-2015	Director	Postique Co., Ltd.



Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	None
Other Companies/Organizations (number)	4
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2015:

Meeting	Number of Meetings
Board of Directors	6/7
2015 Annual General Meeting of Shareholders	1/1

Profile of the nominated candidate

Name : Mr. Suroj Lamsam
 Age : 49 years
 Current Position : Director / Senior Executive Vice President
 Duration in the Position : 12 years (Since 27/04/2004)



Highest Education/ : - MM, Sasin Graduate Institute of Business
 - M.A., Communications, New York University U.S.A.

Training : Director Accreditation Program 40/2005, Thai Institute of Directors Association (IOD)

Shareholding in LOXLEY : 1,670,707 shares or 0.07% LOXLEY-W : 19,889 units

Shareholding of Spouse or Underage Children : -None- LOXLEY-W : -None-

Expertise : Management and Marketing

Position Proposed : Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's director.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors : Nephew of Mr. Pairote Lamsam, Mr. Dhongchai Lamsam, Mr. Poomchai Lamsam, and Dr. Jingjai Hanchanlash. Cousin of Mr. Vasant Chatikavanij and Mr. Chalermchoke Lamsam

Working Experience for the Past 5 Years:

2011-present	Senior Executive Vice President	<u>Listed Companies</u> Loxley Plc.
2012-present	Director	<u>Non-Listed Companies / Other Business</u> L Food Solutions Co., Ltd.
2011-present	Director	Loxley Mobile Co., Ltd.
2008-present	President	Loxley Property Development Co., Ltd.
	President	Data Mining Co., Ltd.
2005-present	Director	Ekpavee Co., Ltd.
2000-present	President	Thai Gateway Co., Ltd.
1999-present	Director	Loxbit PA Plc.
	Director	Thanakorn Vegetable Oil Co., Ltd.
	Director	Navakij Co., Ltd.
	Director	Lamsam Estate Co., Ltd.
1997-present	Director	L Business Process Outsourcing Co., Ltd



Present	Director	The Phatra Samphant Co., Ltd.
Present	Director	Point Asia Land Development Co., Ltd.
Present	Director	Ruam Samphant Co., Ltd.
Present	Director	Suludee Co., Ltd.
Present	Director	Vanatharn Co., Ltd.
Present	Director	Kijksamnoon Co., Ltd.
		<u>Work Experience</u>
2011-2014	Director	National Innovation Agency

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	None
Other Companies/Organizations (number)	18
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2015:

Meeting	Number of Meetings
Board of Directors	5/7
2015 Annual General Meeting of Shareholders	1/1

Profile of the nominated candidate

Name : Mr. Chalermchoke Lamsam
 Age : 42 years
 Current Position : Director / Senior Executive Vice President
 Duration in the Position : 6 years (Since 22/12/2010)



Highest Education :- MBA, Seattle University, U.S.A.
 :- Bachelor of Business Administration, Chulalongkorn University
 Training : Director Accreditation Program 106/2013, Thai Institute of Directors Association (IOD)

Shareholding in LOXLEY : 9,876,688 shares or 0.44% LOXLEY-W: 117,579 units

Shareholding of Spouse or Underage Children : 3,920,437 shares or 0.17% LOXLEY-W: 46,671 units

Expertise : Management and Accounting

Position Proposed : Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's director.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors : Son of Mr. Dhongchai Lamsam, Nephew of Mr. Pairote Lamsam, Mr. Poomchai Lamsam, and Dr. Jingjai Hanchanlash. Cousin of Mr. Vasant Chatikavanij and Mr. Suroj Lamsam.

Working Experience for the Past 5 Years:

2011-present	Senior Executive Vice President	<u>Listed Companies</u> Loxley Plc.
2012-present	Advisor to MD	Muang Thai Insurance Plc <u>Non-Listed Companies / Other Business</u>
2015-present	Director	Loxley Power Systems Co., Ltd.
2014-present	Director	Good Marine Products Co., Ltd.
	Director	L Solar 2 Co., Ltd.
	Director	SLA Asia Co., Ltd.
2013-present	Director	LS Technology Solutions Co., Ltd.
2012-present	Director	L Green Solution Co., Ltd.



2012-present	Director	Green Natural Products Co., Ltd.
2011-present	Director	L Force 1 Co., Ltd.
	Director	Loxley Mobile Co., Ltd.
2010-present	Director	Loxley Wireless Plc.
	Director	Loxley Property Development Co., Ltd.
	Director	L Solar 1 Co., Ltd.
2005-present	Director	Thai Fiber Optics Co., Ltd.
	Director	L-TAG Technologies Co., Ltd.
	Director	Ekpavee Co., Ltd.
2002-present	Director	Law Enforcement Technology Solutions Co., Ltd.
2000-present	Director	Loxley International Co., Ltd.
1998-present	Director	LTS Travel Service Co., Ltd.
Present	Director	Point Asia Land development Company Limited
Present	Director	Uni-Technology Education and Management Centre Co., Ltd.

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	None
Other Companies/Organizations (number)	20
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2015:

Meeting	Number of Meetings
Board of Directors	6/7
2015 Annual General Meeting of Shareholders	1/1

Profile of Director in Agenda 9: Report the nomination of the Company's Director (independent director)
under Section 86 of Public Limited Company Act B.E. 2535

Name : Professor Rawat Chamchalerm

Age : 71 years

Highest Education : Master Degree of Laws, Chulalongkorn University

Training : - SMART GO/2004, Director Accreditation Program/2004

- Director Certification Program/2008 Thai Institute of Directors Association (IOD)

Shareholding in LOXLEY : -None-

LOXLEY-W : -None-

Shareholding of Spouse or Underage Children: -None-

LOXLEY-W : -None-

Expertise : Law

Position Proposed : Independent Director

Nomination Principle : In accordance with the consent of Nominating and Remuneration Committee, the nominated candidate is qualified as required by the Public Company Limited Act B.E. 2535 and has knowledge, capabilities; experience related to the Company's business operation, including passed the Board's consideration that having appropriate qualifications to be the Company's Independent Director who will be able to express independent opinions and be in line with the concerned rules.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Family Relation with other Directors: -None-

Working Experience for the Past 5 Years:

2011-present	Independent Director	<u>Listed Companies</u> Serm Suk Plc.
2010-present	Chairman of the Board	Sino-Thai Engineering and Construction Plc.
	Independent Director	TRUE Corporation Plc.
present	Advisor	Bangkok Airways Plc.
		<u>Non-Listed Companies / Other Business</u>
present	Chairman	Committee for Inspection of Draft Law and By-law of the Cabinet
	Chairman	Law Sub-Committee, Organ Donation Receiving Center of the Thai Red Cross Society
	Vice Chairman	Don Muang Tollway Plc.
	Adjunct Professor	Faculty of Law, Chulalongkorn University
	Adjunct Professor	Institute of Legal Education Thai Bar Association
	Adjunct Professor	Master Degree, Mahidol University
	Adjunct Professor	Doctoral, Bangkokthonburi University
	Adjunct Professor	Faculty of Law, Mae Fah Luang University
	Advisor	National Education Standards and Quality Assessment





present	Director	National Commission for Justice Administration Development, The Ministry of Justice
	Member	Committee for Asset Management, the Thai Red Cross Society
	Lecturer in Justice Affairs	The Ministry of Justice
	Lecturer in Department of Special Investigation	The Ministry of Justice
	Lecturer in Administration Development	The Ministry of Interior of Thailand
	2004-present	Special Lecturer
Expert Member in Law		Special Committee in the Council of State
Expert Member		Sub-Committee in the Office of Council Service Committee, Ministry of Agriculture and Cooperatives
2002-present	Director	Thai National Food Commission
	Chairman of the Ethics Committee	National Bureau of Agricultural Commodity and Food Standards
2001-present	Director	Board of Directors on Disclosure of Information
	Member	Office of the Council of State, Class 11
1995-present	Director	National Olympic Committee of Thailand
2004-2006	Chairman and Independent	<u>Work Experience</u> MCOT Plc.
	Director	
2003-2005	Director	Krung Thai Bank Plc.
	Legal Counsel	Thai Airways International Plc.
2003-2004	Attorney General	Office of the Attorney General

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	1. Serm Suk Plc. 2. Sino-Thai Engineering and Construction Plc. 3. TRUE Corporation Plc.
Other Companies/Organizations (number)	27
Other Companies/Organizations which may cause conflict of interest	1. Chairman of Sino-Thai Engineering and Construction Plc / Real estate and construction 2. Independent Director of True Corporation Plc / IT and communication

Additional information for consideration to elect independent director

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.



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%* 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.

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

Profile of proposed Auditors for Year 2016

Name	Mr. Veerachai Ratanajaratkul
Company	KPMG Phoomchai Audit Ltd.
CPA No.	4323
Work experience	28 years
Position	Partner, Audit

**Professional Qualifications**

- Chairman of Auditing Techniques Committee, Federation of Accounting Professions of Thailand (B.E. 2005 - 2009)
- Member of Committee on Professional Ethics, the Federation of Accounting Profession in Thailand.
- Director of Auditing CPA examination Committee, Federation of Accounting Professions of Thailand
- Member of the Federation of Accounting Profession
- Certified Public Accounting, Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Education Background

- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Thammasart University
- TLCA Executive Development Program, Thai Listed Companies Association

Work Experience

- Partner, KPMG Phoomchai Audit Ltd.
- 1989 – present, KPMG Phoomchai Audit Ltd.

The other stakeholders in addition to providing audit services to companies / subsidiaries / associates or entities that have conflicts. This may result in the inability to perform his duties independently. -None-

Contact details

Email : veerachai@kpmg.co.th

Telephone : 02 677 2000 ext. 2103

Fax : 02 677 2222

Profile of proposed Auditors for Year 2016

Name	Mr. Charoen Phosamritlert
Company	KPMG Phoomchai Audit Ltd.
CPA No.	4068
Work experience	27 years
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
- Member of the Federation of Accounting Profession
- Certified Public Accounting, Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Education Background

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

Work Experience

- Partner, KPMG Phoomchai Audit Ltd.
- 1988 – present, KPMG Phoomchai Audit Ltd.

The other stakeholders in addition to providing audit services to companies / subsidiaries / associates or entities that have conflicts. This may result in the inability to perform his duties independently. -None-

Contact details

Email : charoen@kpmg.co.th

Telephone : 02 677 2000 ext. 2130

Fax : 02 677 2222

Profile of proposed Auditors for Year 2016

Name	Ms. Vipavan Pattavanivek
Company	KPMG Phoomchai Audit Ltd.
CPA No.	4795
Work experience	27 years
Position	Partner, Audit



Professional Qualifications

- Member of the Federation of Accounting Profession
- Certified Public Accounting, Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Education Background

- Master of Accounting, Thammasart University
- Bachelor of Accounting, Thammasart University (Second-class honors)

Work Experience

- Partner, KPMG Phoomchai Audit Ltd.
- 1993 – present, KPMG Phoomchai Audit Ltd.

The other stakeholders in addition to providing audit services to companies / subsidiaries / associates or entities that have conflicts. This may result in the inability to perform his duties independently. -None-

Contact details

Email : vipavan@kpmg.co.th

Telephone : 02 677 2000 ext. 2331

Fax : 02 677 2222

Profile of proposed Auditors for Year 2016

Name Ms. Marisa Tharathornbunpakul
Company KPMG Phoomchai Audit Ltd.
CPA No. 5752
Work experience 21 years
Position Executive Director, Audit

**Professional Qualifications**

- Member of the Federation of Accounting Profession
- Certified Public Accounting, Federation of Accounting Professions of Thailand
- SEC Authorized Auditor

Education Background

- Master of Executive MBA, Thammasat University
- Bachelor of Accounting, Assumption University

Work Experience

- Executive Director, KPMG Phoomchai Audit Ltd.
- 1995 – present, KPMG Phoomchai Audit Ltd.

The other stakeholders in addition to providing audit services to companies / subsidiaries / associates or entities that have conflicts. This may result in the inability to perform his duties independently. -None-

Contact details

Email : : marisa @kpmg.co.th

Telephone : 02 677 2000 ext. 2363

Fax : 02 677 2222

Profiles of the independent directors proposed by the Company to act as proxy for shareholders



Name : Dr. Harit Sutabutr
Position : Independent Director / Chairman of the Audit Committee
Age : 79 years
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110
Conflict of interest in any agenda of the meeting: -None-



Name : Dr. Supavud Saicheua
Position : Independent Director
Age : 59 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 : 77 years
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110
Conflict of interest in any agenda of the meeting: -None-



Name : Mr. Joti Bhokavanij
Position : Independent Director / Audit Committee
Age : 73 years
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110
Conflict of interest in any agenda of the meeting: -None-



Name : General Vichit Yathip
Position : Independent Director
Age : 69 years
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110
Conflict of interest in any agenda of the meeting: -None-



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.



	<p>(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.</p>
Article 32.	<p>The business that the annual ordinary meeting will do will be as follows:</p> <ol style="list-style-type: none">(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.	<p>The accounting year of the company starts on January 1 and ends on December 31 of every year.</p>
Article 34.	<p>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.</p>
Article 35.	<p>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.</p>
Article 36.	<p>The board of directors shall send the following documents to the shareholders together with the letter convening the annual ordinary meeting.</p> <ol style="list-style-type: none">(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.	<p>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.</p>
Article 38.	<p>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.</p>
Article 39.	<p>The auditor shall not be the director, employee, staff of any position of the company.</p>



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.



Information of the issuance and offering of additional debentures within the limit of Baht 2 billion (including the original limit of Baht 1 billion, which was approved by the Annual General Meeting of Shareholders in 2015 to the total limit of Baht 3 billion)

Use of Proceeds	To operate and expand the Company's business, including debentures redemption and/or original debt settlement
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	Total value of debentures that have not been redeemed at certain period shall not exceed Baht 3 billion or equivalent in other currencies. The Board of Directors and/or President can consider to issue and offer various forms of debentures either once or from time to time. The Company can issue and offer the additional debentures to replace the original debentures that have been redeemed within the said limit. Debentures that have been issued but not yet redeemed at any time must not exceed the above limited (revolving basis).
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	The Company's Board of Directors and/or President and/or the persons assigned by the Board of Directors or President to have authority in determining or changing terms and details related to the issuance and offering of each type/category of debentures to be issued for each time. This includes but not limited to par value, offer price per unit, coupon rate, appointment of trustee, issuance and offering method, allocation method, offering details, criteria for early redemption, listing in any secondary markets (if any) and authority to take actions necessary or related to the successful issuance and offering of those debentures as specified by laws. The authorization includes appointment of distributors and underwriters; entering into and signing underwriting agreement, placement agreement and/or other relevant agreements; documents preparation and filing at Securities and Exchange Committee, Stock Exchange and relevant government agencies and/or any other relevant persons, etc.



Documents and evidence for the rights to attend the meeting

Shareholders being Natural Persons

1. Shareholders attend the meeting in person:

- 1.1 Registration Form enclosed with the invitation letter (ATTACHMENT 11)
- 1.2 Shareholders' identification (ID card or governmental official card or driver's license)
- 1.3 Passport (case of foreigner)

2. Proxy appointed:

- 2.1 Registration Form enclosed with the invitation letter (ATTACHMENT 11)
- 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 11)
- 1.2 A copy of certificate of juristic person issued by the Department of Commercial Registration, the Ministry of Commerce and certified by the authorized signatory of that juristic person with company seal (if any)
- 1.3 ID card, or governmental official card, or driver's license, 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 (ATTACHMENT 11)
- 2.2 Proxy Appointment made out on the form provided by the Company
- 2.3 A copy of certificate of juristic person issued by the Department of Commercial Registration, the Ministry of Commerce and certified by the authorized signatory of that juristic person with company seal (if any)
- 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.

3. In case grantor is custodian that the Company's shares are deposited with and such custodian is taking care of the Company's shares for the foreign investor whose name appears in the register book, and custodian appoints the proxy to attend the meeting with Proxy Form C. The grantor must submit and the proxy must present the following documents:

- 3.1 Registration Form enclosed with the invitation letter (ATTACHMENT 11)
- 3.2 A completed Proxy Form C. which can be downloaded from the Company's website www.loxley.co.th
- 3.3 Power of Attorney from the shareholder who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf
- 3.4 Confirmation letter showing that signatory of the Proxy is authorized to operate custodian business
- 3.5 If any of the aforementioned documents is not in the English language, the English translation thereof must be prepared and attached. The translation must also be certified true and correct by a person referring to such document or a person authorized to act on behalf of such person.
- 3.6 The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.



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 28 April 2016.

Remarks: Shareholders who may be unable to attend the 2016 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 2016 Annual General Shareholders Meeting on 28
April 2016 at 14:00 hours (registration time at 12:00 hours), at Chao Praya Room, 3rd Floor, Montien Riverside Hotel, 372
Rama 3 Road, Bangkhlo, Bangkokholeam, 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 2015 Annual General Meeting of Shareholders on 29 April 2015

[] (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

[] Agenda 2: To acknowledge the report of operating results of the Company during 2015



- Agenda 3: To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2015
 - (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

- Agenda 4: To consider and approve the profit allocation as legal reserves and dividend payment for the Company's operation of 2015
 - (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

- 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
 - Approvevotes Disapprove.....votes Abstain.....votes
 - To appoint certain directors
 - 5.1 Mr. Dhongchai Lamsam
 - Approvevotes Disapprove.....votes Abstain.....votes
 - 5.2 Dr. Jingjai Hanchanlash
 - Approvevotes Disapprove.....votes Abstain.....votes
 - 5.3 Mr. Suraphand Bhasitnirandr
 - Approvevotes Disapprove.....votes Abstain.....votes
 - 5.4 Dr. Sompop Chareonkul
 - Approvevotes Disapprove.....votes Abstain.....votes
 - 5.5 Mr. Suroj Lamsam
 - Approvevotes Disapprove.....votes Abstain.....votes
 - 5.6 Mr. Chalermchoke Lamsam
 - Approvevotes Disapprove.....votes Abstain.....votes

- Agenda 6: To Consider and approve the remuneration for the directors of 2016
 - (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

- Agenda 7: To consider and appoint auditors and fix their remuneration for year 2016
 - (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



Agenda 8: To approve the issuance and offering of additional debenture within the limit of Baht 2 billion (including the original limit of Baht 1 billion, which was approved by the Annual General Meeting of Shareholders in 2015 to the total of Baht 3 billion)

(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

Agenda 9: To report the nomination of the Company's Director (independent directors) under Section 86 of Public Limited Company Act B.E. 2535

Agenda 10: 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:

Approvevotes 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 2016 Annual General Meeting of Shareholders on 28 April 2016 at 14:00 hours at Chao Praya Room, 3rd Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkoklo, Bangkokholeam, 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
Name of Director.....
Approvevotes Disapprove.....votes Abstain.....votes
Name of Director.....
Approvevotes Disapprove.....votes Abstain.....votes
Name of Director.....
Approvevotes Disapprove.....votes Abstain.....votes
Name of Director.....
Approvevotes Disapprove.....votes Abstain.....votes

Map of meeting location





The 2015 Annual Report (Book) Requisition Form

To Shareholders,

To support the campaign reducing global warming impact, Loxley Public Company Limited provides the 2015 Annual Report CD-ROM to all shareholders by delivery together with this Invitation to the Meeting. Nevertheless, shareholders, who would like to receive the 2015 Annual Report Book, are requested to fill in this form and send it back to us via a facsimile number 0-2240-3243 or pombest@loxley.co.th; then, the Company will deliver it to shareholders.

Name.....Surname.....
Address Moo Soi
Village Road
Sub-district District
Province..... Zip Code
Telephone.....Fax Number.....
E-mail.....

I would like to receive the document as follows: (Please mark)

- 2015 Annual Report (Thai version)
- 2015 Annual Report (English version)