



Invitation to the 2017 Annual General Meeting of  
Shareholders

Loxley Public Company Limited

Thursday, 27 April 2017

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

Chao Praya Room, 3<sup>rd</sup> Floor, Montien Riverside Hotel,

No. 372 Rama 3 Road, Bangkhlo, Bangkokholeam, 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)

24 March 2017

- Subject:** Invitation to the 2017 Annual General Meeting of Shareholders
- Attention:** Shareholders of Loxley Public Company Limited
- Attachment:**
1. Copy of Minutes of the 2016 Annual General Meeting of Shareholders
  2. Annual Report 2016 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 2017
  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. Documents and evidence for the rights to attend the meeting
  8. Proxy Form B specified by the Department of Business Development, Ministry of Commerce  
(A shareholder may download proxy form A and C from the Company website.)
  9. Map of meeting location
  10. Registration Form (Please bring to the meeting.)
  11. The 2016 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 2017 on Thursday, 27 April 2017 at 14:00 hours (registration time at 12:00 hours) at Chao Praya Room, 3<sup>rd</sup> Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkhlo, Bangkokholeam, Bangkok, to consider several businesses as per detailed in the following agenda:

**Agenda 1 To certify the minutes of the 2016 Annual General Meeting of Shareholders**

Facts and Reasons The Minutes of the 2016 Annual General Meeting of Shareholders held on 28 April 2016, 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 11 May 2016.

Board of Directors' Opinion The Board opines that the Minutes of the 2016 Annual General Meeting of Shareholders held on 28 April 2016 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 2016**

Facts and Reasons The Report of Operating Results of the Company during 2016 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 2016 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 2016**

Facts and Reasons The Balance Sheet and Profit and Loss Statement for the year ended on 31 December 2016 have been audited by the Certified Public Accountant and considered by the Audit Committee. Based on the auditor's opinion, except for the possible effects of whether any adjusting entries if the auditor had audited the financial statements of such three associates were presented with qualified opinion, the consolidated and separate financial statements present fairly in all material respects and in accordance with Thai Financial Reporting 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 2016, 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 2016**

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 2016, the Company has net profit totaling Baht 303,445,379. 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 15,173,000 for year 2016. 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 0.07 per share, totaling Baht 158,546,834, which equivalent to 52 percent of the net profit of the year 2016 and in line with the dividend payment policy of the Company.



The dividend comparison for year 2016 and year 2015 are as follows:

Dividend Details	2016 (current proposal)	2015
Net profit (loss) in the separate financial statements (Baht)	303,445,379	161,581,213
Number of shares (Shares)	2,264,954,770	2,264,954,770
Cash dividend (Baht/Share)	0.07	0.05
Total dividend payment (Baht)	158,546,834	113,247,739
Dividend payment ratio per net profit (%)	52	70

The name of shareholders (Record Date) who are entitled to attend the Annual General Meeting of Shareholders for 2017 and receive the dividend shall be on 22 March 2017 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 23 March 2017. The dividend payment shall be made within 16 May 2017 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 17 directors, there are 5 directors shall retire from office as follows:

1. Mr. Pairote Lamsam Director / Chairman of the Board
2. Mr. Charoon Chinalai Independent Director / Member of the Audit Committee / Chairman of the Nominating & Remuneration Committee
3. Mr. Joti Bhokavanij Independent Director / Member of the Audit Committee
4. General Vichit Yahtip Independent Director
5. Professor Rawat Chamchalerm Independent Director

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's channel and also on the Company's website from 1 November 2016 – 31 January 2017. 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. 1/2560 on 10 February 2017, 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.

However, since Mr. Joti Bhokavanij is the Independent Director of True Corporation Plc. where operates information and communication technology business and Professor Raywat Chamchalerm is the Chairman of Sino-Thai Engineering and Construction Plc. where operates real estate business, and Independent Director of True Corporation Plc. Such two companies' 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 Mr. Joti Bhokavanij and Professor Raywat Chamchalerm sit as independent director in the three companies and are independent in terms of expression of his opinions and recommendations. They shall not participate in the Company's business management and may not sit and discuss the meeting agenda regarding those business management. Therefore, they are still qualified to be independent director of the Company. The Nominating and Remuneration Committee saw as appropriate to propose the Shareholders' Meeting to elect directors who retire from office term to resume their office for another term.

Board of Directors' Opinion The Board, without directors who have conflict of interest, considered in accordance with the guidelines set by the Nominating and Remuneration Committee propose the Shareholders' Meeting to elect Mr. Pairote Lamsam, Mr. Charoon Chinalai, Mr. Joti Bhokavanij, General Vichit Yathip and Professor Rawat Chamchalerm to resume their office for another term. The above 3 directors are not directors or executives in other companies/business that may cause conflict of interest with the Company. The Board has already reported the nomination of Mr. Joti Bhokavanij and Professor Rawat Chamchalerm as the independent directors in the 2012 Annual General Meeting of Shareholders held on 30 April 2012 and the 2016 Annual General Meeting of Shareholders held on 28 April 2016, respectively. These two directors are independent in terms of expression of his opinions and recommendations. They shall not participate in the Company's business management and may not sit and discuss the meeting agenda regarding those business management. Therefore, they are still qualified to be independent director of 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 2017**

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. 1/2560 on 10 February 2017 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 2017.

The details are as follows:

The Remuneration	2017 (Current Proposal)	2016
<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 2017**

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. 1/2560 on 23 February 2017 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. In addition, while comparing scope of works with audit fee rate of other companies in the same level, it is assumed that KPMG's audit fee is proper.

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 2017 as follows:

- Mr. Veerachai Ratanajaratkul CPA Registration No. 4323  
Auditing during the past 5 years: 4 Years (2013 - 2016), or



- 2. Mr. Charoen Phosamrittler CPA Registration No. 4068  
Auditing during the past 5 years: -None-, or
- 3. 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 three auditors are unable to perform the works, KPMG Phoomchai Audit Co., Ltd. shall provide the Company with substituting auditors to audit and express opinions towards the financial statements of the Company. Moreover, KPMG Phoomchai Audit Co., Ltd. also audits financial statements of the Company's subsidiaries for year 2017. 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 2017 at Baht 2,305,000 which is the same rate as the year 2016 as follows:

(Unit: Baht)

Financial audit fee and other non-audit fee	2017 (Current Proposal)	2016
Annual and quarterly financial statements audit fee	2,305,000	2,305,000

There is no non-audit fee in the year 2016.

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

**Agenda 8 To consider other businesses (if any)**

The shareholders are hereby invited to attend the said Shareholders' General Meeting for the year 2017 by the date, time and place herein above written. For those shareholders who may not be able to attend the meeting and vote in person, you may appoint other person as your proxy or appoint the company's independent directors (pursuant to Attachment 5) to attend the meeting as specified in the Proxy. The Proxy Form B shall be completed (pursuant to Attachment 8) (attached with 20-Baht duty stamp) and then sent together with the required proof back to the Company at least one day before the meeting date or given to your proxy to present to the officer at the documentary checkpoint. The registration for attending the Annual General Meeting of Shareholders for 2017 will start at 12:00 hrs. on 27 April 2017.

Yours Sincerely,  
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)  
Company Secretary



Assigned from the Board of Directors

Remarks:

1. The Company fixed the record date on 22 March 2017 in order to determine the right of shareholders in attending the 2017 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 23 March 2016
2. Any shareholder would like to have a 2016 Annual Report in hard copy, please fill in the Requisition Form (pursuant to Attachment 11) and fax to 02-240-3243 or e-mail : [pombest@loxley.co.th](mailto: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](http://www.loxley.co.th)) from 24 March 2017.
4. Any shareholder may choose to download Proxy Form A or B or C from the Company website [www.loxley.co.th](http://www.loxley.co.th) for convenience. (Proxy Form C is only for foreign investors appointing the custodian in Thailand.)



(Translation)  
MINUTES OF 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF  
LOXLEY PUBLIC COMPANY LIMITED  
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Venue

The meeting was held on 28 April 2016 at 14:00 hrs, at Chao Praya Room, 3<sup>rd</sup> Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkoklo, 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.	Dr. Supavud	Saicheua	Independent Director
6.	Mr. Charoon	Chinalai	Independent Director, Member of the Audit Committee and Chairman of the Nominating & Remuneration Committee
7.	Mr. Joti	Bhokavanij	Independent Director
8.	Gen. Vichit	Yathip	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

**2 Auditors from KPMG Phoomchai Audit Ltd present at the Meeting:**

1.	Mr. Veerachai	Ratanajaratkul	Certified Public Accountant No. 4323
2.	Ms. Marisa	Tharathornbun	Certified Public Accountant No. 5752



### Starting the Meeting

Mr. Pairote Lamsam, the Chairman of the Board and Chariman of the Meeting greeted Shareholders before considering any matters contained in the agendas. Mr. Pichai Mooputtarak, the Company Secretary introduced the directors, executive directors, and auditors present at the Meeting (as the namelist above) in order to give details and answer questions to the Meeting.

Mr. Pichai Mooputtarak, 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, Ms. Palita Rungsakhon, the assistant 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.

Next, the Company Secretary announced that there were 423 shareholders and proxies; 247 shareholders and 176 proxies present at the Meeting, representing 870,049,852 shares from the total of 2,264,954,770 shares or equal to 38.4136 percent of the paid-up shares. A quorum was thus constituted in accordance with the Company's regulations.

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 the 2015 Annual General Meeting of Shareholders

The Chairman proposed to the shareholders to consider and certify the minute of the 2015 Annual General Meeting of Shareholders which was held on 29 April 2015. 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 2015 Annual General Meeting of Shareholders which was held on 29 April 2015 as proposed by the Chairman with the majority votes as follows:



Agree	895,273,132	votes, equal to	99.9870	percent
Disagree	-	votes, equal to	-	percent
Abstained	115,580	votes, equal to	0.0129	percent
Voided	-	votes, equal to	-	percent

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

**Agenda 2 To acknowledge the report of operating results of the Company during 2015**

Mr. Dhongchai Lamsam reported the Company's operating result for 2015 which comprised of 3 main topics; 1) corporate structure and overview 2) summary of operating result for 2015, and 3) sustainable plans. The details of each topic can be summarized as follows:

1. Corporate structure and overview

Currently, Loxley group consists of 27 subsidiaries and 19 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, submarine fiber optic network project, automated teller machine and computer systems (2) Project Business Group – television and radio broadcasting systems, power systems, electricity systems, transmission lines, power substations, water treatment and telemetry systems, and alternative energy business; and (3) Technology Business Group – procurement of technology products and services, railway signaling system, expressway systems, printing systems, and real estate development and related services.

2) Trading Business Segment operates as a distributor of consumer goods, chemical industrial goods, as well construction products. Additionally, the Segment operates a “CarCon” service center for the quick car body and paint repair. Moreover, the Segment has trading network expansion to China P.R.C, and Myanmar. New products, namely “Jayoun” Brand cosmetic, and “Vmix” Brand beverage have also been introduced to the market.

3) Service Business Segment provides security service management for airports, airlines, office buildings, hotels, plants, as well as other services in airports 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 and distributor 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 2015

In 2015, the Company and subsidiaries had revenue from sales and services of Baht 11,472 million, decreasing from Baht 14,476 million in 2014. By considering the revenue structure, Trading Business and Service Business had higher revenue, increasing from Baht 4,106 million and Baht 1,054 million in 2014 to Baht 4,138 million and Baht 1,109 million in 2015, respectively. However, overall revenues decreased from Technology Business Group, whose revenue reduced from Baht 9,315 million in 2014 to Baht 6,225 million in 2015 due the slowdown of the projects in the public sector.

In terms of financial position, in 2015, the Group has total assets of Baht 14,283 million, total liabilities Baht 7,690 million and shareholders' equity Baht 6,593 million. The Group has debt/equity ratio of 1.17 times and interest bearing debt/equity ratio of 0.58 times.

### 3. Sustainable Growth

By considering the source of revenue, Technology Business Segment will be the main revenue driver for the overall growth in the middle term plan. In addition, the growth will also be supported by strong and consistently growing recurring revenue from Trading and Service Business Segments.

Trading Business Segment, with regard to infrastructure project, as of 31 December 2015, Construction Material Group had order backlog on hand approximately Baht 700 million, and has an opportunity to receive additional works from the expansion plan of various colored BTS skytrain projects. The Segment gains main revenue base from consumer products, chemical products, and construction materials. The Company aims for more business expansion to overseas markets such as being strategic ally with Sinopec, a company that has hundreds of gasoline service stations in China P.R.C., being sole distributor of Castrol engine oil in Myanmar which is expected to grow substantially. The Company also has product expansion plan for Loxley owned products such as cosmetic goods of "Jayoun" brand, beverage of "Vmix" brand as well as a network expansion plan through HoReCa and E-Commerce markets.

Service Business Segment has main revenue from providing security service with the tendency of continuous growth, as of 31 December 2015 there were order backlog on hand more than Baht 1,100 million. The Company is the leading firm in the business of security service in airports, warehouses, and airlines. The growth of revenue stems from the increase of airports, such as in Krabi, Udon Thani, and Surat Thani, as well as CCTV Project. Besides, the security works and services given by the subsidiary, the Company also plans to establish a training institute on security service in order to comply with Security Business Act, and other relating laws.

Joint Venture Business Segment has joint venture companies that generate consistent revenue, allowing the Company to have a steady profit sharing. This profit sharing is an important profit base that tends to grow continuously due to the strength of the main joint venture companies and an improved economic trend.

Technology Business Segment had the order backlog on hand of approximately Baht 9,500 million as of 31 December 2015, plus other recurring revenue projects; therefore revenue base is firm and strong. The revenue driver of this Group comes from the high potential projects with the total value of approximately Baht 15,900 million, consisting of : (1) Information Technology Business of the ICT Business Group having main customers as financial institutes which aim more at security system. Commercial Banks expands more channels to generate revenue via online transaction. Another part of main customers are government and state enterprises sectors where the Group used to install IT systems for. (2) Works in Telecommunication Business that Government Sector sets up additional budget for 2016 in order to cope up with Digital Economy, such as Project for laying broadband network to complete the coverage of 70,000 villages to enable Thai people of the whole country to have the internet for use, including the project of laying Gateway system (3) Works in Technology Business Group, with target projects, namely installation of rail and transportation system, such as PPP Fast Track Project of Government Sector, i.e. Land Transport Project, and Rail System, BTS skytrains of different colored lines, Printer work (4) Works in Project Business Group, Trading Business Group, and Service Business Group, such as installation of electricity transmission lines, construction of electricity Sub-Stations, and Group of Construction Material Products for roof installation of electric trains both on the ground and under the ground.

Moreover, Loxley also has projects under studying, namely E-Bus Project of Bangkok Mass Transit Authority (BMTA), in conjunction with Loxley in giving service by running electric air-conditioned shuttled buses in the size of 35 seats, BYD brand, model K9, routing from Don Mueang Airport to Chatuchak Bus Terminal. BMTA has the project to buy 200 electric buses. At this time, the tender is being drafted, which is expected to be concluded in 2016, while purchasing shall be carried out in 2017, and the Company shall enter into the bidding also. Regarding energy business, the Company is in the process of studying additional information for solar energy business in order to expand the business opportunity apart from the existing businesses the Company is handling. Other than that, the Company also has energy from waste project, which deals with management of waste for converting into energy.

Regarding to Corporate Social Responsibility, the Company emphasizes on activities that benefit the nearby communities, especially Penang market community. Significant activities performed in 2015 may be sorted out into several parts, namely educational activity, consisting of "Open space for tales for creation of dreams" at Learning Center, Penang Market Community, enhancement of family link to love reading, and ethic via fables and puppet drama, social activities, consisting of activities performed at Penang Market on Senior Citizen Day, environmental activities, CSR Club, learning to know man groves at environment conservation village Chalerm Phra Kiat Ror.9, Samut Song Khram Province, and sports activities consisting of supporting project for badminton of the disables, of Thai national team.

No questions raised by the shareholders.

The Meeting acknowledged the operating result for 2015.

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

The Chairman requested the shareholders to consider the Balance Sheet and Profit and Loss Statement for the year ended 31 December 2015 audited by the Company's certified auditor and considered by the audit committee as presented in the 2015 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 2015 as proposed by the Chairman with the majority of votes as follows:

Agree	884,395,732	votes, equal to	97.5729	percent
Disagree	21,867,851	votes, equal to	2.4126	percent
Abstained	130,380	votes, equal to	0.0143	percent
Voided	-	votes, equal to	-	percent

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

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

The Chairman stated in the Meeting that the operating results of the Company for the year ended 31 December 2015 were at the net profit of Baht 161,581,213 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 8,080,000 as legal reserves for year 2015 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 after corporate tax of individual financial statement and all reserves as stated in the Company's regulations and related laws, 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 2015 to the shareholder totaling 2,264,954,770 shares at the rate of Baht 0.05 per share, amounted Baht 113,247,739, which equivalent to 70 percent of the net profit of the year 2015. 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 24 March 2016 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 25 March 2016. The dividend payment was set on 9 May 2016. 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 8,080,000 as legal reserves and the dividend payment to shareholders of 2,264,954,770 shares at the rate of Baht 0.05 per share for the Company's operation of 2015 with the majority of votes as follows:

Agree	906,236,583	votes, equal to	99.9826	percent
Disagree	-	votes, equal to	-	percent
Abstained	157,580	votes, equal to	0.0173	percent
Voided	-	votes, equal to	-	percent

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

**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 5 November 2015 - 31 January 2016; it appeared that there was no shareholder proposing any person to be considered and elected to be the directors; the Meeting was informed.

In 2016, there were 6 directors shall retire from office and proposed to be directors again 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

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

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. Dhongchai Lamsam to assume the directorship for another term with the majority of votes as follows:

Agree	879,306,013	votes, equal to	97.0044	percent
Disagree	285,800	votes, equal to	0.0315	percent
Abstained	26,867,700	votes, equal to	2.9640	percent
Voided	-	votes, equal to	-	percent

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

(Mr. Dhongchai Lamsam abstained.)

- 2) To appoint Dr. Jingjai Hanchanlash to assume the directorship for another term with the majority of votes as follows:

Agree	905,683,357	votes, equal to	99.9143	percent
Disagree	-	votes, equal to	-	percent
Abstained	776,156	votes, equal to	0.0856	percent
Voided	-	votes, equal to	-	percent

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

(Dr. Jingjai Hanchanlash abstained.)

- 3) To appoint Mr. Suraphand Bhasitnirandr to assume the directorship for another term with the majority of votes as follows:



Agree	884,192,396	votes, equal to	97.5435	percent
Disagree	22,101,151	votes, equal to	2.4381	percent
Abstained	165,966	votes, equal to	0.0183	percent
Voided	-	votes, equal to	-	percent

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

- 4) To appoint Dr. Sompop Chareonkul to assume the directorship for another term with the majority of votes as follows:

Agree	905,453,547	votes, equal to	99.8890	percent
Disagree	-	votes, equal to	-	percent
Abstained	1,005,966	votes, equal to	0.1109	percent
Voided	-	votes, equal to	-	percent

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

(Dr. Sompop Chareonkul abstained.)

- 5) To appoint Mr. Suroj Lamsam to assume the directorship for another term with the majority of votes as follows:

Agree	882,479,689	votes, equal to	97.3545	percent
Disagree	22,153,651	votes, equal to	2.4439	percent
Abstained	1,826,173	votes, equal to	0.2014	percent
Voided	-	votes, equal to	-	percent

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

(Mr. Suroj Lamsam abstained.)

- 6) To appoint Mr. Chalermchoke Lamsam to assume the directorship for another term with the majority of votes as follows:

Agree	896,447,169	votes, equal to	98.8954	percent
Disagree	100,580	votes, equal to	0.0110	percent
Abstained	9,911,764	votes, equal to	1.0934	percent
Voided	-	votes, equal to	-	percent

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

(Mr. Chalermchoke Lamsam abstained.)

**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 2016 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 at the same rate as the year 2015 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

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.

No questions raised by the shareholders.

The Meeting had a resolution to approve the remuneration for the directors of 2016 as proposed, by not less than two-third of votes as follows:

Agree	904,641,857	votes, equal to	99.7994	percent
Disagree	120,656	votes, equal to	0.0133	percent
Abstained	1,697,000	votes, equal to	0.1872	percent
Voided	-	votes, equal to	-	percent

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

**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 or 4) Ms. Marisa Tharathornbunpakul CPA No. 5752 from KPMG Phoomchai Audit Ltd as the Company's auditor for 2016. Mr. Veerachai Ratanajaratkul signed the Company's 2013 - 2015 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 four 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 2016 at Baht 2,305,000 which is the same rate as the year 2015 as follows:

(Unit: Baht)

Fees	2016	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

No questions raised by the shareholders.

The Meeting had a resolution to approve auditors from KPMG Phoomchai Audit Ltd as the Company's auditor for 2016 and the audit fee for 2016 totaling of Baht 2,305,000 which is the same rate as the year 2015 with the majority of votes as follows:

Agree	906,546,270	votes, equal to	99.8155	percent
Disagree	14,800	votes, equal to	0.0016	percent
Abstained	1,660,276	votes, equal to	0.1828	percent
Voided	-	votes, equal to	-	percent

of the total votes of shareholders attending the Meeting and having the rights 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)**

The Chairman declared that the Company has intended to have additional funding. The Board of Directors deemed as appropriate to issue and offer 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) to be used for business operation and expansion, including debentures redemption and/or debt settlement. The issuance and offering of debentures will be considered by the Company's financial plan and appropriate financial market condition as following details.

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, 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.

No questions raised by the shareholders.

The Meeting had a resolution to 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) by not less than three-fourths of votes as follows:

Agree	906,766,220	votes, equal to	99.8045	percent
Disagree	120,656	votes, equal to	0.0132	percent
Abstained	1,655,000	votes, equal to	0.1821	percent
Voided	-	votes, equal to	-	percent

of the total votes of shareholders attending the Meeting and having the rights 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**

The Chairman declared that the Board of Directors had a resolution to appoint Professor Raywat Chamchalerm as the Company's director (independent director) and the successor of Dr. Anusorn Saengnimnuan, independent director who has resigned. Since Professor Raywat Chamchalerm 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 Chamchalerm 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 Chamchalerm 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 Chamchalerm as the independent director to replace Dr. Anusorn Saengnimnuan. This is to report to the General Shareholders' Meeting prior to the appointment and further director registration. The profile of Professor Raywat Chamchalerm has already been sent to the shareholders along with invitation to this meeting.

No questions raised by the shareholders.

The Meeting acknowledged the appointment of Professor Raywat Chamchalerm as the Company's independent director under Section 86 of Public Limited Company Act B.E. 2535 to replace Dr. Anusorn Saengnimnuan.

**Agenda 10 To consider other businesses (if any)**

Mr. Sthaphorn Phungniran, a shareholder stated his comment about various matters, such as admiring the Company for being able to distribute the dividends to shareholders even when its economy was in recess and the achievement of the Company in 2015 was reduced, but may he wished the Company to take into its consideration the expenses incur from those Projects have not yet entered the bidding. He also admired the Company for granting the right in order to give good opportunity to shareholders to participate in the Meetings until to the last agenda. He also mentioned about the preceding year adoption of minutes of the Shareholders' Meeting, which some other companies omit this agenda, and also the Company has the minutes sent to shareholders who have the right to attend the meeting and vote in such meeting, instead of sending them to shareholders who have the right to participate in the next meeting, who may not be the same shareholders. Mr. Pichai Mooputtarak, the Company Secretary said that the Company will take this matter into consideration.

Mrs. Wipha Wirawatnaphakul, shareholder asked about the progress of Online Lottery Project.

Mr. Suebtrakul Soonthornthum, Senior Executive Vice President clarified that up to the present time, the Company has not received any contact from the Government Lottery Office as to how they would carry on the matter. However, Loxley GTECH Technology Co., Ltd. as an associate of the Company, and the party to the Contract with the Government Lottery Office, has filed the case with the Administrative Court for the Government Lottery Office to comply with the condition of that Contract, which, if unable to do so the Government Lottery Office is to pay for the damage cost and the loss of time arising from the breach. The Company expedites and follows up this matter closely, but the Court procedure takes some long duration of time.

Mr. Bunsan Siphornchai, from Thai Investors Association had asked about the progress in taking part in anti-corruption activity of the Company. Mr. Pichai Mooputtarak, the Company's secretary said that after the Company has set up the policy of anti-corruption in writing for the Company executives and employees to adhere and practice, the Company also posts the policy in the Company's website, Thaipat Institute, the assessor of preventive measure against corruption involvement classified the Company in level 3. Other than that the Company also concretely performed in addition, such as making integrity agreements with government authorities, participating with other organizations in expressing the anti-corruption



purpose. For becoming an anti-corruption associate, the Company had to spend considerable time to study self-assessment form on the measure against the anti-corruption which has very many details.

Mr. Sthaphorn Phungniran, a shareholder asked about the progress of a subsidiary of the Company in entering into the Stock Market of Thailand, Mr. Vasant Chatikavanij, Senior Executive Vice President said that formerly the Company requested the resolution of the Shareholders' Meeting for Loxley Wireless PLC which is a subsidiary of the Company, to register into the Stock Market of Thailand, but subsequently as the circumstance has been changed, the project and business of Loxley Wireless PLC became more recurring type, such as at this time Loxley is prepared to install fiber optic line along the railroad route of The State Railway of Thailand, and being in the joint venture of fiber optic lines installation in Myanmar. At this moment we are awaiting till the business of the subsidiary gets stronger before registering it into Stock Exchange of Thailand.

Mr. Chaiyaphorn Archarkul, another shareholder asked about the Project of electric buses and electric cars, for which the Company in conjunction with BYD in carrying out, as to which step Loxley is in, and how is the tendency of this Project.

Mr. Dhongchai Lamsam, said that the Project of electric buses and electric cars is one of the Company's policy placing the emphasis on the growth to be together with the innovation. In 2015, the Company and BYD Auto Industries Co., Ltd. of China, made investment in establishment of LB EV Co., Ltd. for development and marketing in Thailand. As the Government is giving significance to non-pollution diffusion, and energy saving cars, as well as Bangkok Mass Transit Authority (BMTA) having the Project to buy 200 electric buses, Loxley has been piloting in conjunction with BMTA to bring in electric buses (prototype), BYD brand, model K9, to be assembled in Thailand, to run them on trial, routing A1 from Don Mueang Airport to Chatuchak Bus Terminal.

Mr. Somchai Suchartcharoenying, a shareholder asked whether the Company is going to have any new project in the year 2016, in addition to electric buses and electric cars, with which he very much agreed, as it will reduce pollution. He wished other persons to help support and propose the Company to also manufacture passenger cars and trucks by which will help environment and keep the Thai people to be in good health and have better way of life.

No shareholders raised any issued. The Chairman thanked and declared the Meeting adjourned at 15.45 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**

<b>Name</b> <b>Age</b> <b>Position Proposed</b> <b>Current Position</b> <b>Years of Directorship</b> <b>Highest Education</b> <b>Training</b> <b>Shareholding in LOXLEY</b> <b>Shareholding of Spouse or Underage Children:</b> <b>Expertise</b> <b>Nomination Principle</b>	: Mr. Pairote Lamsam : 83 years : Director : Chairman of the Board : 24 years (Since 09/04/1976) : B.A. (Commerce) University of Manchester, England : - Director Accreditation Program 17/2004, Thai Institute of Directors Association : 37,368,481 shares or 1.65% : None : Management : 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.	
	LOXLEY-W: 444,862 units LOXLEY-W: None	

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. Dhongchai Lamsam and Mr. Poomchai Lamsam, Brother-in-Law of Dr. Jingjai Hanchanlash, Uncle of Mr. Vasant Chatikavanij, Mr. Suroj Lamsam, and Mr. Chalermchoke Lamsam

**Working Experience for the Past 5 Years:**

		<u>Listed Companies</u>
1993-present	Chairman	Loxley Public Company Limited
2000-present	Advisor to the Board	Kasikorn Bank Plc
		<u>Non-Listed Companies / Other Business</u>
2010-present	Director	Loxley Joint and Hold Co., Ltd.
1995-present	Chairman	Loxley Trading Co., Ltd.
1995-present	Director	NS BlueScope (Thailand) Limited
1995-present	Director	NS BlueScope Lysaght (Thailand) Limited
1991-present	Director	BP-Castrol (Thailand) Limited
1990-present	Chairman	Ekpavee Co., Ltd.
1989-present	Chairman	Loxley Property Development Co., Ltd.
1981-present	Director	Loxley International Co., Ltd.
1972-present	Director	Zin Suapah Co., Ltd.



1969-present	Chairman	Siam Sanitary Ware Co., Ltd.
1960-present	Managing Director	Lamsam Estate Co., Ltd.

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand	1
Other Companies/Organizations (number)	11
Other Companies/Organizations which may cause conflict of interest	None

Number of Attendance Meeting in 2016:

Meeting	Number of Meetings
Board of Directors	5/6
2016 Annual General Meeting of Shareholders	1/1





Number of Attendance Meeting in 2016:

Meeting	Number of Meetings
Board of Directors	6/6
Audit Committee	5/5
Nominating & Remuneration Committee	3/3
2016 Annual General Meeting of Shareholders	1/1

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.





2012-present	Independent Director and Audit Committee Member	Loxley Plc
1999-present	Independent Director, Member of the Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee	True Corporation Plc
		<u>Non-Listed Companies / Other Business</u>
2009-present	Director	Thai Smart Card Co., Ltd
2002-present	Director	Bangkok Inter Teletech Plc.
2002-present	Director	True Move Co., Ltd.
1999-present	Director	Kingfisher Holdings Limited

Position in Other Company/Organization:

Listed Companies in the Stock Exchange of Thailand (4)	1. Bangkok Ranch Plc 2. Loxley Plc 3. Siam Makro Plc 4. True Corporation Plc
Other Companies/Organizations (number)	4
Other Companies/Organizations which may cause conflict of interest	Independent Director, Member of the Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee of True Corporation Plc, IT and communication business

Number of Attendance Meeting in 2016:

Meeting	Number of Meetings
Board of Directors	6/6
Audit Committee	5/5
2016 Annual General Meeting of Shareholders	1/1

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.

Profile of the nominated candidate

Name : General Vichit Yathip

Age : 70 years

Position Proposed : Independent Director

Current Position : Independent Director

Years of Directorship : 2 years (Since 17/12/2015)

Highest Education : - Master of Public Administration, Bangkokthonburi University

- Command and General Staff College Class 60

- B.A., Chulachomkiao Royal Military Academy Class 20

- Armed Forces Academies Preparatory School Class 9

Training : - Director Certification Program 105/2008, Thai Institute of Directors Association

- National Defence Program, Joint Public Private Sectors, Class 9, the National Defence College

- Modern Management Class 1, the National Defence College

- Top Management Program, Class 7/2008, Capital Market Academy

- Politics and Government in Democratic Systems for Executive class 12, King Prajadhipok's Institute

- Top Executive Program in Commerce and Trade class 3, Commerce Academy (TEPCoT3)

- Advanced Political and Electoral Development Program (APED II), Political and Electoral Development Institute, Office of the Election Commission of Thailand

- Advanced Security Management Program Class 3

- Bhumipalung Phandin for Executive Class 1

- OIC Advanced Insurance Program Class 2

- Thammasat Leadership Program (TLP) Class 3

- Executive Program for Management Development (Mahanakorn 4)

Shareholding of LOXLEY : None LOXLEY-W : None

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

Expertise : Political Science

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 :**

		<u>Listed Companies</u>
2015-present	Independent Director	Loxley Plc.
2014-present	Independent Director and Chairman of the Audit Committee	Three Sixty Five Plc
2013-present	Independent Director and Member of the Audit Committee	Bangkok Airways Plc
2012-present	Chairman of the Board	Nippon Pack (Thailand) Plc
2010-present	Independent Director and Member of the Audit Committee	Vanachai Group Plc
2014-2016	Independent Director	MC Group Plc
		<u>Non-Listed Companies / Other Business</u>
2015-present	President	Thailand-Cambodia Friendship Association
Present	Chairman of Advisor	Tipco Group
Present	Graduate Vice President	Nakhon Phanom University Council
Present	Director	Thai-Chinese Culture and Economy Association
Present	Director	Singsianyerpao Co., Ltd.
2014-2015	Member	National Reform Council

**Position in Other Company/Organization:**

Listed Companies in the Stock Exchange of Thailand (5)	1. Loxley Plc. 2. Three Sixty Five Plc 3. Bangkok Airways Plc 4. Nippon Pack (Thailand) Plc 5. Vanachai Group Plc
Other Companies/Organizations (number)	5
Other Companies/Organizations which may cause conflict of interest	None

**Number of Attendance Meeting in 2016:**

Meeting	Number of Meetings
Board of Directors	5/6
2016 Annual General Meeting of Shareholders	1/1

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.





2004-present	Special Lecturer	Office of the Attorney General, Ministry of Interior of Thailand
2004-present	Advisor	Athletic Association of Thailand Patron : His Majesty the King
2004-present	Expert Member	Law Special Committee in the Council of State
2002-present	Director	Thai National Food Commission
2001-present	Director	Board of Directors on Disclosure of Information
2001-present	Board	Office of the Council of State
1995-present	Director	National Olympic Committee of Thailand
<u>Work Experience</u>		
2007-2015	Vice Chairman	Nakhonluang Leasing Factoring Plc.
2002-2014	Expert Member	Special Investigation Board, Department of Special Investigation
2002-2014	Director	Office of Board of Royal Thai Police
2002-2006	Chairman and Independent	MCOT Plc.
	Director	
2003-2005	Director	Krung Thai Bank Plc.
2003-2005	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 (3)	1. Serm Suk Plc. 2. Sino-Thai Engineering and Construction Plc. 3. True Corporation Plc.
Other Companies/Organizations (number)	16
Other Companies/Organizations which may cause conflict of interest (2)	1. Chairman of the Board, Sino-Thai Engineering and Construction Plc./ Engineering and construction 2. Independent Director, True Corporation Plc. / IT and communication

**Number of Attendance Meeting in 2016:**

Meeting	Number of Meetings
Board of Directors	4/4

**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.

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\* 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 2017

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. 2103/2340

Fax : 02 677 2222

## Profile of proposed Auditors for Year 2017

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. 2130/2162

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 20 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. 2363/2020

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 : 80 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 : 60 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 : 78 years  
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110  
Conflict of interest in any agenda of the meeting: Agenda 5



Name : Mr. Joti Bhokavanij  
Position : Independent Director / Audit Committee  
Age : 74 years  
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110  
Conflict of interest in any agenda of the meeting: Agenda 5



Name : General Vichit Yathip  
Position : Independent Director  
Age : 70 years  
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110  
Conflict of interest in any agenda of the meeting: Agenda 5



Name : Professor Rawat Chamchalerms  
Position : Independent Director  
Age : 73 years  
Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110  
Conflict of interest in any agenda of the meeting: Agenda 5

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

<p>Article 28.</p>	<p>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.</p>
<p>Article 29.</p>	<p>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.</p>
<p>Article 30.</p>	<p>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.</p>
<p>Article 31.</p>	<p>The resolution of the shareholders' meeting shall comprise the following votes:</p> <ol style="list-style-type: none"> <li>(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.</li> <li>(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: <ol style="list-style-type: none"> <li>(a) All selling or transfer of all business of the company or important parts to other people.</li> <li>(b) The buying or accepting transfer of the business of other companies or private companies to be the company's business.</li> </ol> </li> </ol>



	<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"><li>(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.</li><li>(2) Considering and approving the balance sheet.</li><li>(3) Considering allocation of the profit.</li><li>(4) Election of the directors substituting the directors retiring in each determined period.</li><li>(5) Appointing of the auditors</li><li>(6) Other businesses.</li></ol>
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"><li>(1) The copies of the balance sheet and statement of income audited by the auditors and the report of auditing of the auditor.</li><li>(2) The annual report of the board of directors</li></ol>
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.

## 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 10)
- 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 10)
- 2.2 Proxy Appointment made out on the form provided by the Company
- 2.3 A certified correct copy of the ID card, or governmental official card, or passport (case of foreigner) of the grantor and proxy.

Juristic Shareholders

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

- 1.1 Registration Form enclosed with the invitation letter (ATTACHMENT 10)
- 1.2 A copy of certificate of juristic person 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 10)
- 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 10)
- 3.2 A completed Proxy Form C. which can be downloaded from the Company's website [www.loxley.co.th](http://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 27 April 2017.

**Remarks:** Shareholders who may be unable to attend the 2017 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, 8<sup>th</sup> 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 2017 Annual General Shareholders Meeting on 27
April 2017 at 14:00 hours (registration time at 12:00 hours), at Chao Praya Room, 3rd Floor, Montien Riverside Hotel, 372
Rama 3 Road, Bangkhlo, Bangkholeam, 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 2016 Annual General Meeting of Shareholders on 28 April 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:

[ ] Approve .....votes [ ] Disapprove.....votes [ ] Abstain.....votes

[ ] Agenda 2: To acknowledge the report of operating results of the Company during 2016



- Agenda 3: To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 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:
    - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- Agenda 4: To consider and approve the profit allocation as legal reserves and dividend payment for the Company's operation of 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:
    - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- Agenda 5: To consider and elect directors to replace those retiring by rotation
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - To appoint the whole Board of Directors
      - Approve .....votes     Disapprove.....votes     Abstain.....votes
    - To appoint certain directors
      - 5.1 Mr. Pairote Lamsam
        - Approve .....votes     Disapprove.....votes     Abstain.....votes
      - 5.2 Mr. Charoon Chinalai
        - Approve .....votes     Disapprove.....votes     Abstain.....votes
      - 5.3 Mr. Joti Bhokavanij
        - Approve .....votes     Disapprove.....votes     Abstain.....votes
      - 5.4 General Vichit Yathip
        - Approve .....votes     Disapprove.....votes     Abstain.....votes
      - 5.5 Professor Rawat Chamchalerm
        - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- Agenda 6: To Consider and approve the remuneration for the directors of 2017
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- Agenda 7: To consider and appoint auditors and fix their remuneration for year 2017
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- Agenda 8: To consider other businesses (if any)
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect



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

Approve .....votes     Disapprove.....votes     Abstain.....votes

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

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

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

Signed.....Grantor

( )

Signed.....Proxy

( )

Signed.....Proxy

( )

Signed.....Proxy

( )

Notes:

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



ALLONGE FOR PROXY FORM B

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

In the 2017 Annual General Meeting of Shareholders on 27 April 2017 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.

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

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

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

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

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

- Agenda Subject: Electing Directors (continue)
Name of Director
Approve votes Disapprove votes Abstain votes
Name of Director
Approve votes Disapprove votes Abstain votes
Name of Director
Approve votes Disapprove votes Abstain votes
Name of Director
Approve votes Disapprove votes Abstain votes
Name of Director
Approve votes Disapprove votes Abstain votes

Map of meeting location





The 2016 Annual Report (Book) Requisition Form

To Shareholders,

To support the campaign reducing global warming impact, Loxley Public Company Limited provides the 2016 Annual Report CD-ROM to all shareholders by delivery together with this Invitation to the Meeting. Nevertheless, shareholders, who would like to receive the 2016 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](mailto: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)

- 2016 Annual Report (Thai version)
- 2016 Annual Report (English version)