



Invitation to the 2019 Annual General Meeting of  
Shareholders

Loxley Public Company Limited

Friday, 26 April 2019

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

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

No Souvenirs To Be Given: In order to comply with the guideline campaigned by the supervising authorities in relation to the decrease or cancellation of souvenir given at the Annual General Meeting of the Shareholders. The Company will still provide snack and lunch box to shareholders or their attending proxies who attend the Meeting (one set per one person)



(Translation)

26 March 2019

- Subject:** Invitation to the 2019 Annual General Meeting of Shareholders
- Attention:** Shareholders of Loxley Public Company Limited
- Attachment:**
1. Copy of Minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018 (Supporting consideration of Agenda 1)
  2. Annual Report 2018 in the QR Code (Supporting consideration of Agenda 2)
  3. Profile of the nominated candidates for the election of new directors in replacement of those to be retired by rotation (Supporting consideration of Agenda 5)
  4. Profile of proposed Auditors for Year 2019 (Supporting consideration of Agenda 7)
  5. Information of the issuance and offering of debentures within the limit of Baht 2 billion (Supporting consideration of Agenda 8)
  6. Definitions of independent directors and Profiles of the independent directors proposed by the Company to act as proxy for shareholders
  7. Articles of Association of the Company relating to the Shareholders' Meeting
  8. Explanation of documents and evidence to identify shareholders or their proxies who are eligible to attend the meeting and have the right to vote
  9. Proxy Form B specified by the Department of Business Development, Ministry of Commerce  
(A shareholder may download proxy form A and C from the Company website.)
  10. Map of meeting location
  11. Request Form for 2018 Annual Report in Print
  12. Barcode Registration Form (Please bring to the meeting.)

The Board of Directors of Loxley Public Company Limited ("the Company") resolved to call a General Meeting of Shareholder for the Year 2019 on Friday, 26 April 2019 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, Bangkholeam, Bangkok, to consider several businesses as per detailed in the following agenda:

- Agenda 1** To certify the minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018
- Facts and Reasons The Minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018, 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](http://www.loxley.co.th)) since 11 May 2018 for acknowledgement and examination of its accuracy by the shareholders.
- Board of Directors' Opinion The Board opines that the Minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018 has been made correctly and recommends the Meeting to certify the said Minutes (As per details presented in 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 2018**

Facts and Reasons The Report of Operating Results of the Company during 2018 are contained in the 2018 Annual Report which has been sent to the shareholders (in the QR Code) along with this Invitation Letter (As per details presented in Attachment 2).

Board of Directors' Opinion It is agreed to report the operating results of the Company during 2018 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 2018**

Facts and Reasons The Balance Sheet and Profit and Loss Statement for the year ended on 31 December 2018 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 two 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 2018 Annual Report (in the QR Code) for Financial Statements section, along with this Invitation Letter (As per details presented in Attachment 2). A summary of the significant financial statements of the Company and its subsidiaries for the year ended on 31 December 2018 is shown below:

(Unit: million Baht)

Item	Consolidated Financial Statements		Separate Financial Statements	
	2018	2017	2018	2017
Total assets	15,097.11	16,209.64	7,911.45	9,279.60
Total liabilities	9,096.87	9,915.59	3,292.82	4,406.94
Equity	6,000.24	6,294.05	4,618.63	4,872.66
Total revenue	13,582.77	15,928.91	4,915.08	8,068.80
Net profit (Owners of the parent)	92.06	50.49	132.07	323.41
Earnings (loss) per share (Baht/share)	0.04	0.02	0.06	0.14

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 2018, 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 2018**

Facts and Reasons

- 1) 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. In 2018, the Company has net profit totaling Baht 132,067,715. 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 6,604,000 for year 2018.
- 2) 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).

The dividend comparison for year 2018 and year 2017 are as follows:

Dividend Details	2018 (current proposal)	2017
Net profit in the separate financial statements (Baht)	132,067,715	323,411,723
Allocation as legal reserves (Baht)	6,604,000	16,171,000
Net profit after allocation as legal reserves (Baht)	125,463,715	307,240,723
Number of shares (Shares)	2,264,954,920	2,264,954,920
Dividend payment (Baht/Share)	-	0.07
Total dividend payment (Baht)	-	158,546,844.40
Dividend payment ratio per net profit (%)	-	49

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 omission of dividend payment in order to strengthen the financial status and support business operation in the future 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 Section 71 of Public Limited Companies Act B.E.2535 and 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. Dhongchai Lamsam Chairman of the Board / Chairman of the Executive Board / Member of the Nominating & Remuneration Committee



- |                                |   |
|--------------------------------|---|
| 2. Dr. Jingjai Hanchanlash     | Director / Vice Chariman of the Executive Board   |
| 3. Mr. Suraphand Bhasitnirandr | Director / Vice Chairman of the Executive Board / Member of the Nominating & Remuneration Committee |
| 4. Dr. Sompop Chareonkul       | Director / Vice Chairman of the Executive Board / Member of the Nominating & Remuneration Committee |
| 5. Mr. Suroj Lamsam            | President   |

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's channel and also on the Company's website from 1 November 2018 – 31 January 2019. 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. 1/2562 on 18 February 2019, criteria and procedures for nominating directors in compliance with guidelines for selecting the Company's appropriate directors approved by the Board of Directors have been implemented for recruiting the committee. The procedures are to take into consideration the persons who have knowledge, capability, good working experience, ethics, morality, leadership, vision, and who can devote adequate time beneficial to the Company's operations. The Nominating and Remuneration Committee, without directors who have conflict of interest, saw as appropriate to propose the Shareholders' Meeting to elect 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. Dhongchai Lamsam, Dr. Jingjai Hanchanlash, Mr. Suraphand Bhasitnirandr, Dr. Sompop Chareonkul, and Mr. Suroj Lamsam to resume their office for another term. The above 5 directors are not directors or executives in other companies/business that may cause conflict of interest with the Company. The profile of the directors currently delivered to the shareholders (As per details presented in 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 2019**

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. 1/2562 on 18 February 2019 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. To retain directors in observance of the good corporate governance practice, the Committee has deemed it expedient to propose director remuneration payment of 2019 only in form of meeting allowance within the limit of not exceeding Baht 11 million and abstain the gratuity payment in order to be coherent with the Company's performance in 2018.

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 2019.

The details are as follows:

The Remuneration	2019 (Current Proposal)	2018
<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
- Director	-	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 2019**

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. 1/2562 on 27 February 2019 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 2019 and approve the audit fees for year 2019 as follows:



- 1. Ms. Marisa Tharathornbunpakul CPA Registration No. 5752  
Auditing during the past 5 years: 1 year (2018), or
- 2. Mr. Charoen Phosamritlert CPA Registration No. 4068  
Auditing during the past 5 years: -None-, or
- 3. Ms. Pornthip Rimdusit CPA Registration No. 5565  
Auditing during the past 5 years: -None-

Remarks: The Securities and Exchange Commission requires listed companies to provide the new auditor when the current auditor certified financial statements thoroughly 5 fiscal years. The new auditor can be selected from the person who is employed by the same audit firm as the current auditor. The current auditor who disqualified to be auditor in the next fiscal year need to leave at least 2 fiscal years before return to the company's auditor.

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 2019. 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 2019 at Baht 2,410,000 which is the same rate as the year 2018 as follows:

(Unit: Baht)

Financial audit fee	2019 (Current Proposal)	2018
Annual and quarterly financial statements audit fee	2,410,000	2,410,000

The aforementioned audit fee excluded non-audit fee

Non-audit Fee for the year 2018:

- Observation fee in merchandize annihilation: Baht 36,000.00
- An agreed-upon procedure for business acquisition: Baht 520,000.00

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 and approve the issuance and offering of Debentures not exceeding Baht 2,000 million**

Facts and Reasons: The proceeds will be used for business operation and/or invest in current and future projects of the Company and/or loan repayment and/or other purposes as deemed appropriate by the Board of Directors. The Company then requests for approval of the issuance and offering of debentures by providing details as appeared in the attachment 5. The issuance and offering of debentures will be depending on the Company's business plan and appropriateness of market conditions at the time of each issuance and offering of debentures as well as other related factors.



Board of Directors' Opinion: The Board of Directors considered and agreed that the Shareholders' Meeting should approve the issuance and offering of debentures as proposed above and authorize the Board of Directors and/or Chairman of the Executive Board and/or President and/or a person assigned by the Board of Directors and/or Chairman of the Executive Board and/or President shall be authorized to determine and/or amend conditions and other details in connection with the issuance and offering of each type/kind of debentures such as type or kind of debentures on each issuance, par value, offering price per unit, interest rate, appointment of representative of debentureholders, issuance and offering methods, allocation methods, offering information, maturity, early redemption, and registration with other secondary market (if any), as well as the power to undertake any action necessary for and relevant to each issuance and offering of debentures to be accomplished and in compliance with the law, including the appointment of placement agent(s), execution and signing of the placement agreement and/or other relevant agreements, preparation, signing, and submission of application and other documents to the Securities and Exchange Commission and the Stock Exchange of Thailand, relevant government authorities, and any other relevant juristic persons and/or individual persons.

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

Agenda 9

To consider and approve the amendment of Company's Articles of Association Clause 21 and Clause 28

The amendment of the Company's Articles of Association Clause 21 regarding teleconference through electronic devices

Facts and Reasons: According to the Announcement of the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices dated on 27 June 2014, the conference may be organized and held through electronic media under the provisions of law, and according to the clarification of the Department of Business Development dated September 23, 2016, in case where a public limited company wishes to conduct conference through electronic media, the provision for such electronic conferencing must be specified in the Articles of Association of public limited company. Therefore, in order to support the case that any director intend to join a meeting but unable to travel to the meeting place, the Board of Directors saw as appropriate to propose the shareholders' meeting to amend the Company's Articles of Association Clause 21 as follows:

Existing Content

Clause 21 The Chairman of the Board of Directors or a Director assigned by the Chairman shall fix the date, time and place of a meeting of the Board of Directors. A place to be fixed for the meeting may be one outside the district where the Company's head office is situated or in a nearby province, if the Chairman or the Director assigned by the Chairman has not designated the place, where the Company's head office is situated shall be a place of meeting.

Proposed Revision

Clause 21 The Chairman of the Board of Directors or a Director assigned by the Chairman shall fix the date, time and place of a meeting of the Board of Directors. A place to be fixed for the meeting may be one outside the district where the Company's head office is situated or in a nearby



province, if the Chairman or the Director assigned by the Chairman has not designated the place, where the Company's head office is situated shall be a place of meeting.

A meeting of the Board of Directors may be conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting. The Chairman of the meeting shall order to have an electronic meeting. Such meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must follow the Notification of the Ministry of Information Technology and Communication on Security Standards for Teleconference through Electronic Devices B.E. 2557 dated 24 November 2014 and/or further amendments.

An invitation to an electronic meeting and meeting documents for a meeting through electronic devices can be implemented under the method and timeline, specified by the applicable laws and regulations, or can be sent via e-mail, provided that such e-mail must be sent in accordance with the timeline and published in newspaper as required by the laws and regulations.

**The amendment of the Company's Articles of Association Clause 28 regarding the right of shareholders to call an extraordinary general meeting**

Facts and Reasons: According to the Announcement of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, amended Section 100 of the Public Limited Companies Act B.E. 2535 regarding the right of shareholders to call an extraordinary general meeting. The Board of Directors saw as appropriate to propose the shareholders' meeting to amend the Company's Articles of Association Clause 28 to comply with the law as follows:

Existing Content

Clause 28 An annual ordinary meeting shall be held within 4 months from the ending date of the Company's financial year. Other meetings of shareholders shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders whenever it deems appropriate or when a requisition in writing to that effect is made by shareholders whose shares represent not less than one-fifth of all the issued shares or by not less than twenty-five shareholders whose shares represent not less than one-tenth of all the issued shares, specifying reasons and the object for which the meeting is required to be summoned and clearly requesting the Board of Directors to summon an extraordinary meeting. In the case of such requisition from shareholders, the Board of Directors shall hold a meeting within 1 month from the date of receipt of the shareholders' written requisition.



Proposed Revision

Clause 28 An annual ordinary meeting shall be held within 4 months from the ending date of the Company's financial year. Other meetings of shareholders shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders whenever it deems appropriate. In addition, one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit their names in a request directing the Board of Directors in writing to call an extraordinary general meeting at any time. The issues and reasons for calling such meeting shall be clearly stated in such notice. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under the second paragraph. In such a case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be liable for necessary expenses as may be incurred in the course of convening such a meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under the third paragraph, the number of the shareholders presented does not constitute a quorum as prescribed by Section 103 of the Public Limited Companies Act B.E. 2535, the shareholders under the third paragraph shall be jointly liable for the expenses incurred from holding that meeting.

Board of Directors' Opinion: The Board of Directors considered and agreed the amendment of Company's Articles of Association Clause 21 and Clause 28 and proposes the shareholder's meeting to approve such amendment by replacing the existing clauses with the proposed revisions.

During the registration of the amended Articles of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting shall then be proposed to grant authorization to the Company's Board of Directors or Company's employee or authorized representative of the Company to further amend, revise, delete or cancel the language of the amendment as recommended by the registrar without restrictions.

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

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

Facts and Reasons: This agenda is designated so that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.



The record date for the shareholders' right to attend the meeting shall be on 15 March 2019.

The shareholders are hereby invited to attend the 2019 Shareholders' General Meeting on Friday, 26 April 2019 at 14:00 hrs, at Chao Praya Room, 3<sup>rd</sup> Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkoklo, Bangkokholeam, Bangkok. The registration for attending the meeting will start at 12:00 hrs.

Any shareholder who wishes to appoint a proxy to attend the Meeting and vote on his or her behalf must complete only one proxy. Proxy Form B (As per details presented in Attachment 9) (attached with 20-Baht duty stamp) has been sent to the shareholders along with this Invitation Letter or any shareholder may choose to download proxy (Form A, B or C) from the Company website [www.loxley.co.th](http://www.loxley.co.th). (Proxy Form C is only for foreign investors appointing the custodian in Thailand.)

Also, any shareholder may authorize one of the Company's independent directors to attend and vote on his or her behalf. Profiles of the independent directors proposed by the Company to act as proxy for shareholders (As per details presented in Attachment 6) have been sent to the shareholders along with this Invitation Letter. The Company requests the shareholders' proxy be mailed together with the required proof and be received by 22 April 2019 at Legal & Securities Department, Loxley Public Company Limited, 102 Na Ranong Road, Klong Toey, Klong Toey, Bangkok 10110.

Any shareholder can access the Invitation Letter of the 2019 Annual General Meeting of the Shareholders and all related documents at the Company's website at [www.loxley.co.th](http://www.loxley.co.th) under the section "Investor Relations" > "Shareholder Information" from 26 March 2019. If any shareholder has a query about the agenda, he or she can contact the Company through at Legal & Securities Department, Loxley Public Company Limited, 102 Na Ranong Road, Klong Toey, Klong Toey, Bangkok 10110 or e-mail address at [companysecretary@loxley.co.th](mailto:companysecretary@loxley.co.th)

Please attend the Meeting on the date, time and place as aforementioned.

Yours Sincerely,

Loxley Public Company Limited

A handwritten signature in blue ink, appearing to read 'Pichai Mooputtarak', written over a light blue grid background.

(Mr. Pichai Mooputtarak)

Company Secretary

Assigned from the Board of Directors



(Translation)

MINUTES OF 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF  
LOXLEY PUBLIC COMPANY LIMITED  
.....

**Venue**

The meeting was held on 30 April 2018 at 14:00 hrs, at Chao Praya Room, 3<sup>rd</sup> Floor, Montien Riverside Hotel, no. 372 Rama 3 Road, Bangkoklo, Bangkokholeam, Bangkok.

**14 Directors present at the Meeting:**

- |     |                  |               |  |
|-----|------------------|---------------|--|
| 1.  | Mr. Dhongchai    | Lamsam        | Chairman, Chairman of the Executive Board, and Member of the Nominating & Remuneration Committee             |
| 2.  | Dr. Harit        | Sutabutr      | Independent Director and Chairman of the Audit Committee   |
| 3.  | Dr. Supavud      | Saicheua      | Independent Director   |
| 4.  | Mr. Charoon      | Chinalai      | Independent Director, Member of the Audit Committee, and Chairman of the Nominating & Remuneration Committee |
| 5.  | General Vichit   | Yathip        | Independent Director   |
| 6.  | Mr. Suebtrakul   | Soonthornthum | Vice Chairman, Vice Chairman of the Executive Board, and Member of the Nominating & Remuneration Committee   |
| 7.  | Dr. Jingjai      | Hanchanlash   | Director and Vice Chairman of the Executive Board  |
| 8.  | Mr. Vasant       | Chatikavanij  | Director and Vice Chairman of the Executive Board  |
| 9.  | Mr. Suraphand    | Bhasitnirandr | Director, Vice Chairman of the Executive Board, and Member of the Nominating & Remuneration Committee        |
| 10. | Dr. Sompop       | Chareonkul    | Director, Vice Chairman of the Executive Board, and Member of the Nominating & Remuneration Committee        |
| 11. | Mr. Petch        | Wanglee       | Director   |
| 12. | Mr. Krisada      | Lamsam        | Director   |
| 13. | Mr. Suroj        | Lamsam        | Director and President   |
| 14. | Mr. Chalermchoke | Lamsam        | Director and Managing Director   |

**3 Directors absent from the Meeting:**

- |    |                 |             |  |
|----|-----------------|-------------|--|
| 1. | Mr. Joti        | Bhokavanij  | Independent Director and Member of the Audit Committee |
| 2. | Professor Rawat | Chamchalerm | Independent Director                                   |
| 3. | Mr. Poomchai    | 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. Dhongchai Lamsam, Chairman of the Board of Directors who presided over the meeting welcomed shareholders present before proceeding to consider various matters in the Agenda. He informed the meeting and expressed his grief that Mr. Pairote Lamsam, former Board Chairman has passed away on 17 January 2018. Mr. Staporn Pungnirund, shareholder, then asked directors and shareholders present to stand for a minute silence in remembrance of the former Chairman.

Mr. Pichai Mooputtarak, Company Secretary, introduced members of the Company's Board of Directors, Executive Board, Management Board and the auditors (as listed above) who were present at the meeting to give clarification or answer queries on any pertinent matters to be raised from the floor.

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 344 shareholders and proxies; 205 shareholders and 139 proxies present at the Meeting, representing 855,039,963 shares from the total of 2,264,954,920 shares or equal to 37.7509 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 2017 Annual General Meeting of Shareholders

The Chairman proposed to the shareholders to consider and certify the minute of the 2017 Annual General Meeting of Shareholders which was held on 27 April 2017. 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 2017 Annual General Meeting of Shareholders which was held on 27 April 2017 as proposed by the Chairman with the majority votes as follows:

Agree	859,410,444	votes, equal to	99.9837	percent
Disagree	50,000	votes, equal to	0.0058	percent
Abstained	90,000	votes, equal to	0.0104	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 2017**

Mr. Suroj Lamsam, President, gave a report on the Company's 2017 performance by separating details into 3 main sections, namely: 1) Summary on 2017 performance with explanation and analysis from the Management (MD & A), 2) Changes in the Company's business structure, 3) Business Highlight in 2018. Details of each section can be summarized, as follows:

1. Summary on 2017 performance with explanation and analysis from the Management (MD & A)

In the Structure of Revenue, Baht 15,832 million was generated in 2017 by the Company and its subsidiaries from sales and provision of services which was an increase of 14% over Baht 13,855 million in 2016. One could see from this revenue structure that Baht 10,393 million was generated by the Technology Business Group or an increase of 21% over 2016, with a drop, however, to Baht 3,611 million in the Trading Business Group's revenue or 6% less than 2016 and the Service Business Group generating Baht 1,710 million revenue or 26% more than 2016. In 2017, the Company and its subsidiaries generated a net profit of Baht 50 million which was a 71% drop from Baht 172 million in 2016. There were 2 special transactions which were not related to its core operations, i.e. Baht 97 million of profits derived from the sale of capital investment in L Solar 1 Co., Ltd. (subsidiary), and Baht 337 million of special expenditures as the result of acknowledgement of loss in the debt-restructure by Loxley Wireless Public Company Limited (subsidiary) in its compromise agreement with the Office of the Welfare Promotion Commission for Teachers and Education Personnel (OTEP).

On its financial standing at the end of 2017, the Company's Groups recorded Baht 16,210 million of Consolidated Assets, Baht 9,916 million of Consolidated Liability and Baht 6,294 million of Shareholder Equity with Debts to Shareholders Equity ratio of 1.58 times. However, if one takes into account only interest-bearing debts, the said ratio would be 0.66 times only. The financial debt has been in proper level.

2. Changes in the Company's Business Structure

The Company has reorganized its business structure in order to better align itself to its current operations and be well-equipped for the continuous expansion which requires clear and well-defined business directions as well as the need to build up core capabilities with specificity to the Company as the Company does, indeed, have a number of strong points which could readily be enhanced such as IT and Engineering capabilities, business-diversity, good reputation and longstanding records, expertise and experience in working with the public sector as well as the strength of its capital resources.

The Company, therefore, has set up targets to establish 5 core business lines in order to become the company with efficacious operations and clear and specific strategic plans through coordination and sharing of capabilities between these 5 business lines which would, as a result, create an interactive support with focus on creating/enhancing value and

eliminating waste, reducing duplications and building up an equilibrium between its various business lines to ensure achievement of profitability on a continuing and solid basis.

The Company's business structure is divided into 5 core business lines, namely:

1. Information Technology SGB by Mr. Saknarong Saengsangapong, First Executive Vice President, which handles distribution and provision of services for automatic financial transaction systems covering system development, procurement, design and installation of applications, both software and hardware and maintenance of office computer network systems. This Group is served by teams which are not only well-versed with knowledge and experience in their fields but are also duly certified by international standards.
2. Food Services & Distribution SGB by Mr. Suroj Lamsam, President. This Group deals with the distribution of consumer products, chemical products and handling international trading as well as the HoReCa business.
3. Services SGB by Mr. Karn Thongyai, First Executive Vice President, which provides comprehensive security services with its main clientele ranging from airports, airlines, cargo depots, hotels to office buildings with provision of real estate management services as well.

Mr. Chalermchoke Lamsam, Managing Director, takes charge of the other 2 business lines. He gave a report on the Energy Line of Business and Network Solutions Business as follows:

4. Energy SBG by Mr. Nimit Prasertsuk, Executive Vice President: operations undertaken for construction of high-voltage electricity cable transmission lines, construction and improvement of electricity sub-stations and various electrical systems in relation to sub-stations and electricity cables, alternative energy, water supply production and electric vehicles.
5. Network Solutions SBG by Mr. Kittichai Raktakanit, Executive Vice President and Mr. Pattara Pojanapanich, Executive Vice President: comprehensive construction works, installation of telecommunication system networks, television and radio networks, close-circuit TV system, rail transportation system, toll collection system, distribution and provision of services for construction materials such as Lysaght roofs and metal-sheet roofs, automatic car-parking system and so forth.

#### 2018 Business Plan

Mr. Suroj Lamsam gave the following report: as at the end of December 2017, the Company and its subsidiaries had aggregate works in hand of approximately Baht 10,660 million with a high potential works of about approximately Baht 12,000 million. Its main associated companies, too, are continually growing primarily as the result of expansion of both premium and retail markets and an enhanced profitability through effective cost management.

Mr. Suroj Lamsam informed the meeting about the Company's Corporate Social Responsibility (CSR)'s works and its participation in counter-corruption activities as follows: great importance was given by the Company on a continuous basis to activities which would be of benefits to its neighbourhood communities particularly the Penang Market Community located in its environs. Major activities in 2017 were: 1) Environmental: Forestation Project at the Sirindhorn International Environmental Park. 2) Neighbourhood communities: Rainbow Sports held at the Wat Klontoei Nai School; Love to Read Camp held in conjunction with the Sikha Asia Foundation and Fire Prevention Training held in collaboration with the Penang Market Community. 3) Social areas: support was given to public projects and subsidies provided towards construction of the Community Training Building and Community Water Storage Room. 4) in Sports, continuing support were given to disabled sportsmen and in 2017, a group of para sportsmen under the "Loxley Sports Hero Project" made their marks in the

9<sup>th</sup> ASEAN Para Games 2017 in Malaysia by winning as much as 32 medals from a number of matches such that the Company was awarded the prize as the Organization with Outstanding Support for Disabled Sportsmen for 2017 by the Ministry of Social Development and Human Security.

The Company has participated in anti-corruption by announcing its anti-corruption policy in writing as published in its website and the Annual Report to enable executives and employees alike to use them as guidelines for their work. In addition, there is also an Audit Committee and Internal Audit Department in the Company to ensure that company performance is in compliance with applicable laws. The Company has participated in various anti-corruption activities on a continuous basis such as activities with anti-corruption organizations and sending its executives and employees to attend training courses relating to anti-corruption policies with work entities in the public sector. The Company has joined up with network allies in a concerted effort to reinforce the sense of ethics in people for the sake of the Nation, Religion and the Monarchy at Wat Dhepsirintarawart and has been evaluated at Level 3 – Established Level on this anti-corruption issue for Thai listed companies for development on a sustainable basis. Currently, it is in the process of studying and preparing itself to join the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) pursuant to the principles of good corporate governance set out by the Securities and Exchange Commission and the Thai Institute of Directors Association for which it must get itself geared up on a variety of issues. As a multi-business company, however, Loxley will need time to compile and summarize various data such that it would enter the alliance once it is ready to do so.

The Chairman then gave the Meeting the opportunity to raise their queries.

Mr. Staporn Pungnirund, shareholder, made comments and opinion on a number of issues; such as, the Annual General Meeting should be held sooner, financial summaries and financial ratios in the Annual Report should be presented in the order of years which corresponded to other headings, period of debts collection and debt payment were incoherent. Questions were raised as to why Gross Margin and rate of returns on assets had declined while suggestions were made that the Strong and Weak points should be separated/distinguished to facilitate proper management.

Miss Jittra Sukphiomkasem, shareholder, raised a question and expressed this opinion: 1) On the sale of investment in L Solar 1 Ltd. which were paid for by cash and shares in QTC Energy Plc. -- as current prices of these shares in the Stock Market were cheaper than what the Company had obtained, she, therefore, suggested that the Company have them sold off in a Big Lot. 2) On debts owed by OTEP, a state organization – why did provisioning for doubtful debts had to be made by the Company for them. She then suggested that the Company should, from now on, exert caution in analyzing customer credit for large scale projects. 3) She would like to know about progress in the Online Lottery Project.

Mr. Suroj Lamsam explained that the Company would not as yet sell off its QTC Energy PLC shares as QTC appeared to have a good and clear investment plan with its switch from selling electricity generators as its core operation to making more investment in the area of energy. As for the Online Lottery Project, approval has already been given by the Cabinet to have the law revised which would pave the way for new lotteries to be issued. The Government Lottery Office was now in the process of taking action on this which was felt to be somewhat promising for the Company.

Mr. Supat Karachalkul answered about OTEP debts that the Company would, indeed, have to exert greater care in its business dealings even with State work units and that work should not be accepted if they were not within the parameters of our core businesses. The reason why the Company has to enter into a compromise agreement with OTEP was because the process of litigation against it would be lengthy/time-consuming while compromise, on the other hand, would help it maintain good relationships with State work units. However, there was a chance for recovery to be obtained by the





Company vis-à-vis OTEP and for closure to be obtained as well by the Company's creditor bank(s) on negotiations over OTEP debts.

Mr. Chaiyos Archakul, proxy, asked about debts to be repaid by OTEP in the form of school text books to the tune of Baht 165 million as to whether such obligations had been discharged or not.

Mr. Supat Karachalkul replied that more than half of such text books had already been sent on an installment basis to the Company which has taken action to sell all of them off in one lot.

No questions raised by the shareholders.

The Meeting acknowledged the operating result for 2017.

**Agenda 3 To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2017**

The Chairman requested the shareholders to consider the Balance Sheet and Profit and Loss Statement for the year ended 31 December 2017 audited by the Company's certified auditor and considered by the audit committee as presented in the 2017 annual report already submitted to the shareholders.

Mr. Staporn Pungnirund, shareholder, commented on the following matters: 1) period of receiving money - keeping it, 2) Gross Margins and rates of returns from assets were not coherent for Group companies and had been declining continuously throughout 3 years. The Company should separate figures for each Business Group to ascertain profits generated by each and should also be looking for ways and means to manage them appropriately.

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 2017 as proposed by the Chairman with the majority of votes as follows:

Agree	829,868,864	votes, equal to	96.0166	percent
Disagree	34,338,038	votes, equal to	3.9729	percent
Abstained	90,000	votes, equal to	0.0104	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 2017**

The Chairman stated in the Meeting that the operating results of the Company for the year ended 31 December 2017 were at the net profit of Baht 323,411,723 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 16,171,000 as legal reserves for year 2017 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 2017 to the shareholder totaling 2,264,954,920 shares at the rate of Baht 0.07 per share, amounted Baht 158,546,844.40, which equivalent to 49 percent of the net profit of the year 2017. 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 and attend the 2018 Annual General Meeting of Shareholders (Record Date) on 14 March 2018. The dividend payment was set on 16 May 2018. 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 16,171,000 as legal reserves and the dividend payment to shareholders of 2,264,954,920 shares at the rate of Baht 0.07 per share for the Company's operation of 2017 with the majority of votes as follows:

Agree	864,406,903	votes, equal to	99.9942	percent
Disagree	50,000	votes, equal to	0.0057	percent
Abstained	-	votes, equal to	-	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 Section 71 of Public Limited Companies Act B.E.2535 and 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 1 November 2017 - 31 January 2018; it appeared that there was no shareholder proposing any person to be considered and elected to be the directors; the Meeting was informed.

In 2018, there were 6 directors shall retire from office and proposed to be directors again as follows:

1. Dr. Harit Sutabutr Independent Director / Chairman of the Audit Committee
2. Dr. Supavud Saicheua Independent Director
3. Mr. Suebtrakul Soonthornthum Director / Vice Chairman / Vice Chairman of the Executive Board / Member of the Nominating & Remuneration Committee
4. Mr. Poomchai Lamsam Director
5. Mr. Vasant Chatikavanij Director / Vice Chairman of the Executive Board
6. Mr. Petch Wanglee Director



The Nominating & Remuneration Committee had duly considered the matter and was of the opinion that all these 6 directors were duly qualified pursuant to rules and process governing Director Nomination. Such directors due to retire at the end of their term were entitled to be re-appointed for another term. Moreover, for Dr. Harit Sutabutr and Dr. Supavud Saicheua, the Company's Independent Director, they have been holding the position of Independent Director for more than 9 years because of their knowledge, capabilities and experience and have throughout been rendering advice to the Company's benefits. It was the Committee's opinion that they could still be of further help to the Company and felt, therefore, it appropriate to nominate them as the Company's Independent Director for another term. Profiles of these 6 directors were enclosed by the Company with its Invitation to the Meeting. In this process to appoint directors to replace those retiring at the end of their term, such retiring directors could be re-appointed to their positions as before as there were no other nominations from shareholders. Thus, the Board Meeting resolved to propose that the Shareholders Meeting consider re-appointing all directors who were retiring at the end of their term to their positions for another term. The Meeting was thus asked to consider the 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 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.

Mr. Staporn Pungnirund, shareholder, commented that the Ministry of Commerce's Deed of Proxy, Form B, allow the shareholder to vote to appoint the entire Board of Directors albeit the Company resorted to have its shareholders select directors individually on a one-by-one basis which would be encroaching on the rights of shareholders. However, if some shareholders chose not to select the entire Board, they could proceed to make their selection on an individual basis. The Company was asked to consider this issue for the next year's proceedings.

No questions raised by the shareholders.

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 Dr. Harit Sutabutr to assume the directorship for another term with the majority of votes as follows:

Agree	864,350,728	votes, equal to	99.9877	percent
Disagree	51,050	votes, equal to	0.0059	percent
Abstained	55,125	votes, equal to	0.0063	percent
Voided	-	votes, equal to	-	percent

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

(Dr. Harit Sutabutr abstained.)

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

Agree	864,405,853	votes, equal to	99.9940	percent
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Disagree	51,050	votes, equal to	0.0059	percent
Abstained	-	votes, equal to	-	percent
Voided	-	votes, equal to	-	percent

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

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

Agree	830,305,565	votes, equal to	96.0493	percent
Disagree	34,151,338	votes, equal to	3.9506	percent
Abstained	-	votes, equal to	-	percent
Voided	-	votes, equal to	-	percent

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

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

Agree	828,835,565	votes, equal to	95.8793	percent
Disagree	34,571,338	votes, equal to	3.9991	percent
Abstained	1,050,000	votes, equal to	0.1214	percent
Voided	-	votes, equal to	-	percent

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

(Mr. Poomchai Lamsam abstained.)

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

Agree	862,164,425	votes, equal to	99.7348	percent
Disagree	50,000	votes, equal to	0.0057	percent
Abstained	2,242,478	votes, equal to	0.2594	percent
Voided	-	votes, equal to	-	percent

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

(Mr. Vasant Chatikavanij abstained.)

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

Agree	864,406,903	votes, equal to	99.9942	percent
Disagree	50,000	votes, equal to	0.0057	percent
Abstained	-	votes, equal to	-	percent
Voided	-	votes, equal to	-	percent

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

**Agenda 6 To Consider and approve the remuneration for the directors of 2018**

Mr. Charoon Chinalai, Chairman of the Nominating & Remuneration Committee, stated that the remuneration for the directors of 2018 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 2017 as follows:

The Remuneration	2018 (Current Proposal)	2017
<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 2018 as proposed, by not less than two-third of votes as follows:

Agree	864,454,363	votes, equal to	99.9942	percent
Disagree	50,000	votes, equal to	0.0057	percent
Abstained	-	votes, equal to	-	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 2018**

Dr. Harit Sutabutr, Chairman of the Audit Committee, announced that in order to comply with Section 120 of the Public Limited Companies Act, B.E. 2535 and Article 32 of the Company's Articles of Association requiring the Company's auditor to be appointed each year and his/her remuneration to be determined by the general meeting of shareholders, the Audit Committee had given due consideration on the auditor duly qualified pursuant to criteria set up by the Securities and Exchange Commission and had resolved to appoint the auditor from KPMG Phoomchai Auditing Co., Ltd., as the

Company's 2018 auditor as the said company has the expertise to conduct auditing works with standards acceptable internationally and has throughout discharged its work well. It has adequate and suitable teams to accept large-scale auditing works such as those from Loxley PLC. And, its auditing fees were not higher when compared with those from other firms with similar qualities and size. This gave us the confidence that their auditing work on Loxley Plc would be completed as scheduled with the quality and creditability such that it was duly submitted to the Company's Board of Directors. Therefore, the Board of Directors had resolution to propose 1) Ms. Marisa Tharathornbunpakul CPA No. 5752 or 2) Mr. Charoen Phosamrittert CPA No. 4068 or 3) Ms. Pornthip Rimdusit CPA No. 5565 from KPMG Phoomchai Audit Ltd as the Company's auditor for 2018. These proposed auditors have never signed the Company's financial statements. They have no relationship and/or conflict of interest with the Company/subsidiaries/ Management/major shareholder/related person. Either of the above auditors will be assigned to audit and express opinions towards the financial statements of the Company. In case all of the said three auditors are unable to perform the works, KPMG Phoomchai Audit Co., Ltd. shall provide the Company with substituting its auditors to audit and express opinions towards the financial statements of the Company. The Board also found it appropriate to propose to the AGM to approve the remuneration for 2018 at Baht 2,410,000, increase of Baht 105,000 or 4.6% from year 2017, after no price increase for 3 years. The reason of this increase is that the revised Financial Reporting Standards require additional scope of works and disclosure of information in the notes to the financial statements. Moreover, due to the Company's various and complex business transactions which affected the revised Standards more than other companies, the auditor has to spent more time in auditing. Details are as follows:

(Unit: Baht)

Audit fee and other non-audit fee	2018 (Current Proposal)	2017
Annual and quarterly financial statements audit fee	2,410,000	2,305,000

There is no non-audit fee in the year 2017.

Mr. Staporn Pungnirund, shareholder, commented on the increased auditing fee as the result of the auditor having to shoulder more burden ensuing from changes in accounting standards that, these reasons should not be upholdable and that the money should rather be used more for personnel development.

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 2018 and the audit fee for 2018 totaling of Baht 2,410,000 with the majority of votes as follows:

Agree	864,403,288	votes, equal to	99.9822	percent
Disagree	153,500	votes, equal to	0.0177	percent
Abstained	-	votes, equal to	-	percent
Voided	-	votes, equal to	-	percent

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

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

Mr. Hungchai Akkawaskul, shareholder, proposed that the Management have their photos taken with the disabled sportsmen before commending the Company on its Corporate Social Responsibility work that its continuous support for the Para Sports Games could, indeed, help bring forth fame to our country.



Mr. Dhongchai Lamsam commended Mr. Sumate Mudapitak who has played a major role as Head of the Para Sportsmen Team with more than 60 handicapped individuals currently working in the Group's employ.

No shareholders raised any issued. The Chairman thanked and declared the Meeting adjourned at 16:10 hrs.

Signature \_\_\_\_\_ Dhongchai Lamsam \_\_\_\_\_ Chairman  
(Mr. Dhongchai 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

**1. Mr. Dhongchai Lamsam**

<p><b>Age</b> : 72 years</p> <p><b>Nationality</b> : Thai</p> <p><b>Position Proposed</b> : Director</p> <p><b>Current Position</b> : Director / Board Chairman / Chairman of the Executive Board / Nominating &amp; Remuneration Committee Member</p> <p><b>Years of Directorship</b> : 26 years (Since 1 April 1993)</p> <p><b>Education</b> : - Honorary PhD Degree, Business Administration, 2012, Kasem Bundit University - Bachelor of Science (Honors), Chemical Technology, Chulalongkorn University - M.Sc. Industrial Engineering Illinois Institute of Technology, U.S.A. - Advanced Management Program, Harvard Business School, U.S.A.</p> <p><b>Training</b> : Director Accreditation Program 12/2004, Thai Institute of Directors Association</p> <p><b>Expertise</b> : Management and Science</p> <p><b>Nomination Principle</b> : 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.</p>	
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**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 Year:** None

**Shareholding in LOXLEY:** 26,732,044 shares or 1.18%

**Shareholding of Spouse or Underage Children :** 1,168,513 shares or 0.05%

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

**Board Member/Management in Other Listed Companies :** None

**Position in Other Non-Listed Companies/Organizations:** (13)

- 2010-present Director, Loxley Joint and Hold Co., Ltd. / Holding Company
- 2006-present Chairman, Loxley Global Co., Ltd. / Holding Company
- 2004-present Director, Green Natural Product Co., Ltd. / Manufacture and distribute citrus essential oil
- 2003-present Director, Loxley GTECH Technology Co., Ltd. / Sale and service of information technology and online lottery sale system
- 1996-present Director, Thai Fiber Optics Co., Ltd. / Manufacture of fiber optic
- 1995-present Director, NS BlueScope (Thailand) Limited / Manufacture and sale of cold rolled steel



- 1994-present Director, BP-Castrol (Thailand) limited / Sale of Castrol and BP lubricant
- 1990-present Managing Director, Ekpavee Co., Ltd. / Holding Company
- 1989-present Director, Loxley Property Development Co., Ltd. / Renting of building, advertising board and providing services
- 1981-present President, Loxley International Co., Ltd. / Maintenance services for computer, communication systems and project consultant
- 1977-present Director, Loxley Trading Co., Ltd. / Sale of consumer Products
- 1972-present Director, Zin Suapah Co., Ltd. / Parking service
- 1960-present Director, Lamsam Estate Co., Ltd. / Holding Company

**5-year Past Experiences and/or Remarkable Positions:**

- 2013-2018 Chairman, Loxley Wireless Plc / Sale and service of telecommunication and information technology systems
- 2012-2018 Chairman, L Food Solutions Co., Ltd. / Food service
- 2006-2017 Chairman, ASM Security Management Co., Ltd. / Security
- 2005-2017 Director, L-TAG Technologies Co., Ltd. / Sale of construction materials and installation service of waste water treatment system and other sanitation
- 1995-2017 Chairman, Data Mining Co., Ltd. / Service of information technology equipment and computer systems service
- 2000-2016 Director, Law Enforcement Technology Solutions Co., Ltd. / Design and installation services of security systems
- 1993-2016 President, Loxley Plc / Technology and trading business

Record of transactions which may result in conflict of interest or business competition against Loxley: None

**Number of Attendance Meeting in 2018:**

Meeting	Number of Meetings
Board of Directors	6/6
Nominating & Remuneration Committee	3/3
2018 Annual General Meeting of Shareholders	1/1

**2. Dr. Jingjai Hanchanlash**

- Age : 76 years
- Nationality : Thai
- Position Proposed : Director
- Current Position : Director / Vice Chairman of the Executive Board
- Years of Directorship : 4 years (Since 15 May 2014)
- Education : Doctoral d'University de CAEN, France
- Training : - Director Accreditation Program 1/2003, Thai Institute of Directors Association  
 - Audit Committee Program 19/2007, Thai Institute of Directors Association  
 - Certificate in Project Analysis, University of Connecticut, U.S.A.





- Certificate in Mid-Career Management Training, University of Western Ontario, Canada

**Expertise** : Law

**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 Year:** None

**Shareholding in LOXLEY:** 630,000 shares or 0.03%

**Shareholding of Spouse or Underage Children:** 2,621,850 shares or 0.11%

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

**Board Member/Management in Other Listed Companies :** (4)

2015-present	Independent Director, Thai Wah Plc / Manufacture and distribute various products
2014-present	Vice Chairman, Muang Thai Insurance Plc. / Insurance business
2001-present	Director and Executive Director, Asian Phytoceuticals Plc. / Manufacture of dietary supplements, cosmetics and personal care products developed from natural plant and botanical extracts
2000-present	Independent Director and Audit Committee, Laguna Resorts & Hotel Plc. / Hotel operations

**Position in Other Non-Listed Companies/Organizations:** (13)

2016-present	Director, Societe Commerciale Lao / Trading in Laos
2016-present	Director, Loxley Simulation Technology Co., Ltd. / Virtual learning services
2015-present	Vice Chairman, The Thai Chamber of Commerce and Board of Trade of Thailand
2014-present	Director of the Executive Board, King Prajadhipok Institute / Government Entity
2009-present	Expert Director Member, The Thailand Research Fund (TRF) / Government Entity
2007-present	Director, Office of the Public Sector Development Commission / Government Entity (Ministry of Foreign Affairs of The Kingdom of Thailand)
2007-present	Member of the Council, King Prajadhipok Institute / Government Entity
2007-present	Member, Saranrom Institute of Foreign Affairs, Foundation
1997-present	Board Member, SPIE Oil & GAS Service (Thailand) Ltd. / Oil & Gas exploration & production
1996-present	Member, Chumbhot-Pantip Foundation Council / Foundation
1996-present	President, Alliance Francaise / Association
1996-present	Honorary Consul, Honorary Consulate of Jamaica to Thailand / Consulate
present	Board, Jenlak Vie Consulting Co., Ltd./ Consulting Business

**5-year Past Experiences and/or Remarkable Positions:** None

Record of transactions which may result in conflict of interest or business competition against Loxley: None

Number of Attendance Meeting in 2018:

Meeting	Number of Meetings
Board of Directors	6/6
2018 Annual General Meeting of Shareholders	1/1

### 3. Mr. Suraphand Bhasitnirandr

Age : 67 years

Nationality : Thai

Position Proposed : Director

Current Position : Director / Vice Chairman of the Executive Board / Nominating & Remuneration Committee Member

Years of Directorship : 20 years (Since 1 February 1999)

Education : - Master Degree in Business Administration, University of West Los Angeles, U.S.A.  
- Bachelor Degree in Accountancy (Honours), Chulalongkorn University

Training : - Director Accreditation Program 12/2004, Thai Institute of Directors Association  
- Certificate Politics and Government in Democratic Systems for Executives Course, King Pradjadhipok's Institute 10/2006  
- Certificate Capital Market Academy Leader Program, Capital Market Academy 5/2007  
- Certificate Top Executive Program in Commerce and Trade (TEPCoT 5), University of the Thai Chamber of Commerce 5/2012

Expertise : Accountancy and Business Management

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 Year: None

Shareholding in LOXLEY: None

Shareholding of Spouse or Underage Children: None

Family Relation with other Directors: None

Board Member/Management in Other Listed Companies : None

Position in Other Non-Listed Companies/Organizations: (9)

2017-present	Chairman, Green Natural Products Co., Ltd. / Manufacture and sale of kaffir oil, essential oil and other healthcare products
2015-present	Director, L Food Solutions Co., Ltd. / Food service
2015-present	Chairman, Parts Zone (Thailand) Co., Ltd. / Trading in automotive parts and equipment



- 2014-present Chairman, Car Convenie Co., Ltd. / Provide quick car body and paint repair and sell franchise of “Car Con” car body and paint repair workshops
- 2012-present Chairman, Loxley Intertrade (Guangzhou) Co., Ltd. / Trading in the People’s Republic of China
- 2011-present Director, SCL Co., Ltd. / Trading in Lao People’s Democratic Republic
- 2008-present Director, Loxley Property Development Co., Ltd. / Renting of building, advertising board and providing services
- 2007-present Director, Loxley Trading Co., Ltd. / Sale of consumer products
- 2005- present Chairman, L-Elevator and Engineering Co., Ltd. / Sale and Installation of elevators and escalators

**5-year Past Experiences and/or Remarkable Positions:**

- 2016-2018 Director, Loxtrade Specialty Innovation Co., Ltd. / Manufacture and distribute supplementary foods
- 2015-2017 Vice Chairman, Thai National Shipper’s Council
- 2014-2017 Chairman, Solana Marketing Co., Ltd./ Provide services on Event Organizing; eg. Concerts, Sport Games
- 2013-2017 Director, BlueScope Buildings (Thailand) Limited / Provide pre-engineering building solution
- 2012-2017 Chairman, L Green Solution Co., Ltd. / Provide alternative energy
- 2012-2017 Chairman, Mainstay Property Solutions & Security Services Co., Ltd./ Provide security service and general cleaning service
- 2012-2017 Director, Nakhon Prathom Rajabhat University / Government educational institution
- 2005-2017 Director, L-TAG Technologies Co., Ltd. / Sale of construction materials and installation service of waste water treatment system and other sanitation
- 2008-2016 Senior Executive Vice President, Loxley Plc. / Technology and Trading Business
- 1999-2007 Executive Vice President, Loxley Plc. / Technology and Trading Business

**Record of transactions which may result in conflict of interest or business competition against Loxley:** None

**Number of Attendance Meeting in 2018:**

Meeting	Number of Meetings
Board of Directors	6/6
Nominating & Remuneration Committee	3/3
2018 Annual General Meeting of Shareholders	1/1

4. Dr. Sompop Chareonkul

Age : 70 years  
 Nationality : Thai  
 Position Proposed : Director  
 Current Position : Director / Vice Chairman of the Executive Board / Nominating & Remuneration Committee Member



Years of Directorship : 17 years (Since 15 November 2001)

Education : - B. Commerce (1<sup>st</sup> Class Honours), Chulalongkorn University  
 - MBA (Marketing), University of Wisconsin-Madison, U.S.A.  
 - M.S. (Business Administration), University of Wisconsin- Madison, U.S.A. C225  
 - Ph.D. (Business Madison, U.S.A Administration), University of Wisconsin- Madison, U.S.A.

Training : - National Defense College (4212)  
 - Director Accreditation Program 15/2004, Thai Institute of Directors Association  
 - Advanced Security Management Program, National Defense College Association of Thailand  
 - Top Executive Program in Commerce and Trade: TEPCoT 4 (Commerce Academy)  
 - Poompalungpandin Program (RIAL I), Chulalongkorn University  
 - Advanced Political and Electoral Development Program APED IV, Political and Electoral Development Institute, Office of The Election Commission of Thailand  
 - The 3<sup>rd</sup> Metropolis Development Programmer for Top Executive (the Meropolis 3)  
 - Thammasat Leadership Program (TLP VII)

Expertise : Commerce and Business Management

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 Year: None

Shareholding in LOXLEY: 720,000 shares or 0.03%

Shareholding of Spouse or Underage Children: None

Family Relation with other Directors: None

Board Member/Management in Other Listed Companies : None

Position in Other Non-Listed Companies/Organizations: (4)

2013-present	Chairman, LS Technology Solutions Co., Ltd. / Operate the security technology solutions in Asian region
2008-present	Chairman of the Board, ASM Security Management Co., Ltd. / Security service

- 2008-present Chairman of the Executive Board, Law Enforcement Technology Solutions Co., Ltd. / Design and installation services of security systems
- 2007-present Director, Loxley Trading Co., Ltd. / Sale of consumer products

**5-year Past Experiences and/or Remarkable Positions:**

- 2008-2015 Director, Postique Co., Ltd. / Advertising and film services
- 2001-2016 Senior Executive Vice President, Loxley Plc. / Technology and Trading business
- 1998-2015 Executive Director, Oriental Post Co., Ltd. / Advertising series post production service

Record of transactions which may result in conflict of interest or business competition against Loxley: None

**Number of Attendance Meeting in 2018:**

Meeting	Number of Meetings
Board of Directors	5/6
Nominating & Remuneration Committee	3/3
2018 Annual General Meeting of Shareholders	1/1

**5. Mr. Suroj Lamsam**

- Age : 52 years
- Nationality : Thai
- Position Proposed : Director
- Current Position : Director / President
- Years of Directorship : 15 years (Since 27 April 2004)
- Education : - MM. Sasin Graduate Institute of Business Administration of Chulalongkorn University  
 - MA., Communications, New York University, New York U.S.A.  
 - BA., Marketing and Consumer Studies, Syracuse University, Syracuse New York
- Training : - Director Accreditation Program 40/2005, Thai Institute of Directors Association  
 - Graduate Diploma in Management of Public Economy, King Prajadhipok's Institute
- Expertise : Management
- 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 Year: None

Shareholding in LOXLEY: 1,699,795 shares or 0.07%

Shareholding of Spouse or Underage Children: None



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

**Board Member/Management in Other Listed Companies : (1)**

2017-present Director, QTC Energy Plc. / Conducts the businesses of manufacturing and distributing custom made transformers and provides various types of services for customers

**Position in Other Non-Listed Companies/Organizations: (23)**

2018-present Chairman, The Foodsource Co., Ltd. / Import, wholesell and retail of food material and produce food products

2018-present Director, Loxley Joint and Hold Co., Ltd. / Holding Company

2018-present Director, Siamsamut Warin Co., Ltd. / Import, wholesale and distribution of food ingredients and food products

2018-present Director, Lox trade Specialty Innovation Co., Ltd. / Manufacture and distribute supplementary foods

2018- present Director, BP-Castrol (Thailand) Limited / Sale of Castrol and BP lubricant

2017-present Director, Loxley Intertrade (Guangzhou) Co., Ltd. / Trading in the People's Republic of China

2017-present Director, Car Convenie Co., Ltd. / Provide quick car body and paint repair and sell franchise of "Car Con" car body and paint repair workshops

2017-present Chairman, Loxbit Plc. / Trading of telecommunication equipment and programs

2017-present Director, ASM Security Management Co., Ltd. / Security service

2016-present Director, Loxley GTECH Technology Co., Ltd. / Sale and service of information technology and online lottery system

2016-present Director, Loxley Trading Co., Ltd. / Trading of consumer products

2016-present Director, Loxley Global Co., Ltd. / Holding company

2012-present President, L Food Solutions Co., Ltd. / Food service

2011-present Director, Loxley Mobile Co., Ltd. / Sale and service of various prepaid electronics cash card

2008-present President, Loxley Property Development Co., Ltd. / Renting of building, advertising board and providing services

2008-present President, Data Mining Co., Ltd. / Service of information technology equipment and computer systems

2005-present Director, Ekpavee Co., Ltd. / Holding Company

2000-present President, Thai Gateway Co., Ltd./Trading of Telecommunication equipment

1999-present Director, Thanakorn Vegetable Oil Co., Ltd. / Manufacture and sale of vegetable oil

1999-present Director, Navakij Co., Ltd. / Holding Company

1999-present Director, Lamsam Estate Co., Ltd. / Holding Company

present Director, Phatra Samphant Co., Ltd. / Holding Company

present Director, Point Asia Land Development Co., Ltd. / Geological service



5-year Past Experiences and/or Remarkable Positions:

2004-2016	Senior Executive Vice President, Loxley Plc. / Technology and Trading business
1999-2016	Director, Loxley Orbit Plc. / Telecommunication and computerized database service
2011-2014	Director, National Innovation Agency / Public organization

Record of transactions which may result in conflict of interest or business competition against Loxley: None

Number of Attendance Meeting in 2018:

Meeting	Number of Meetings
Board of Directors	5/6
2018 Annual General Meeting of Shareholders	1/1



## Profile of proposed Auditors for Year 2019

Name	Miss Marisa Tharathornbunpakul
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	5752
Experience in Auditing	24 years
Position	Audit Partner

**Professional qualifications**

- Member of Federation of Accounting Professions of Thailand
- Licensed CPA, Thailand
- SEC Licensed Auditor in Thailand

**Education**

- MBA, Executive MBA - Thammasat University
- BBA, Accounting - Assumption University

**Professional experiences**

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Experience in Auditing since 1995

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - None -

**Contact Details:**

Email: marisa@kpmg.co.th

Telephone: 02 677 2000 ext. 2363 / 2020

Fax: 02 677 2222

Profile of proposed Auditors for Year 2019

Name	Mr. Charoen Phosamritlert
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	4068
Experience in Auditing	31 years
Position	Audit Partner Deputy Chief Executive Officer



**Professional qualifications**

- Chairman of Diploma in Thai Financial Reporting (Dip-TFR), Federation of Accounting Professions of Thailand
- Vice Chairman of Auditing Development Profession Committee, Federation of Accounting Professions of Thailand
- Sub-committee of Auditing CPA examination management committee, Federation of Accounting Professions of Thailand
- Member of Federation of Accounting Professions of Thailand
- Licensed CPA, Thailand
- SEC Licensed Auditor in Thailand
- Advisor, Auditors' Ethics

**Education**

- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master of Business Administration, Chulalongkorn University
- TLCA Leadership Development Program (LDP), Thai Listed Companies Association

**Professional experiences**

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Experience in Auditing since 1988

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - 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 2019

Name	Miss Pornthip Rimdusit
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	5565
Experience in Auditing	23 years
Position	Audit Partner



**Professional qualifications**

- Member of Federation of Accounting Professions of Thailand
- Licensed CPA, Thailand
- SEC Licensed Auditor in Thailand

**Education**

- Master of Business Administration, Chulalongkorn University
- Bachelor's Degree in Accounting, Kasetsart University

**Professional experiences**

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Experience in Auditing since 1996

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - None -

**Contact Details:**

Email: pornthipr@kpmg.co.th

Telephone: 02 677 2000 ext. 2370 / 2157

Fax: 02 677 2222

**ATTACHMENT 5**
**Information of the issuance and offering of debentures within the limit of Baht 2 billion**

Use of Proceeds	To use for business operation and/or invest in current and future projects of the Company and/or loan repayment and/or other purposes as deemed appropriate by the Board of Directors
Type	All types/kinds of debentures which may be subordinated or unsubordinated, amortization or bullet repayment at maturity date, secured or unsecured, with or without representative of debentureholders, convertible or non-convertible, short term or long term, depending on an appropriateness of market conditions at the time of each issuance and offering of debentures as well as other related factors
Total Amount	Aggregated principal amount at the point of time (revolving) having the total value of the debentures of not exceeding Baht 2,000,000,000
Interest	Depending on market conditions at the time of each issuance and offering of debentures as well as other related factors
Maturity	Not exceeding 270 days for short term debentures and not exceeding 10 years for long term debentures, depending on market conditions at the time of each issuance and offering of debentures as well as other related factors
Offering	Offering to general public and/or private placement and/or institutional investors and/or high net worth investors, whether in whole or in part, which may be offered all in one occasion or in several occasions, on issue or program basis, pursuant to the notifications of the Securities and Exchange Commission or in compliance with the rules which may be later determined or amended by the Securities and Exchange Commission and the Stock Exchange of Thailand.
Early Redemption	Depending on market conditions at the time of each issuance and offering of debentures as well as other related factors
Other Conditions	The Board of Directors and/or Chairman of the Executive Board and/or President and/or a person assigned by the Board of Directors and/or Chairman of the Executive Board and/or President shall be authorized to determine and/or amend conditions and other details in connection with the issuance and offering of each type/kind of debentures such as type or kind of debentures on each issuance, par value, offering price per unit, interest rate, appointment of representative of debentureholders, issuance and offering methods, allocation methods, offering information, maturity, early redemption, and registration with other secondary market (if any), as well as the power to undertake any action necessary for and relevant to each issuance and offering of debentures to be accomplished and in compliance with the law, including the appointment of placement agent(s), execution and signing of the placement agreement and/or other relevant agreements, preparation, signing, and submission of application and other documents to the Securities and Exchange Commission and the Stock Exchange of Thailand, relevant government authorities, and any other relevant juristic persons and/or individual persons.

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%<sup>\*</sup> 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.

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

	<p>Name : Dr. Harit Sutabutr</p> <p>Position : Independent Director / Chairman of the Audit Committee</p> <p>Age : 82 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: None</p>
	<p>Name : Dr. Supavud Saicheua</p> <p>Position : Independent Director / Audit Committee</p> <p>Age : 62 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: None</p>
	<p>Name : Mr. Charoon Chinalai</p> <p>Position : Independent Director / Audit Committee / Chairman of the Nominating &amp; Remuneration Committee</p> <p>Age : 80 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: None</p>
	<p>Name : Mr. Joti Bhokavanij</p> <p>Position : Independent Director</p> <p>Age : 76 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: None</p>
	<p>Name : General Vichit Yathip</p> <p>Position : Independent Director</p> <p>Age : 72 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: None</p>
	<p>Name : Professor Rawat Chamchalerm</p> <p>Position : Independent Director</p> <p>Age : 74 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: None</p>

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

<p>Clause 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>Clause 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>Clause 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>Clause 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>
Clause 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>
Clause 33.	<p>The accounting year of the company starts on January 1 and ends on December 31 of every year.</p>
Clause 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>
Clause 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>
Clause 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>
Clause 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>
Clause 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>
Clause 39.	<p>The auditor shall not be the director, employee, staff of any position of the company.</p>





Clause 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.
Clause 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 Barcode Registration Form enclosed with the Invitation Letter
- 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 Barcode Registration Form enclosed with the Invitation Letter
- 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 Barcode Registration Form enclosed with the Invitation Letter
- 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 Barcode Registration Form enclosed with the Invitation Letter
- 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 Barcode Registration Form enclosed with the Invitation Letter
- 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 26 April 2019.



PROXY Form B

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.....

as only one person to be my/our proxy to attend and vote on my/our behalf in the 2019 Annual General Shareholders
Meeting on 26 April 2019 at 14:00 hours (registration time at 12:00 hours), at Chao Praya Room, 3rd Floor, Montien Riverside
Hotel, 372 Rama 3 Road, Bangkoklo, Bangkokholeam, Bangkok or any adjournment at any date, time and place thereof.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf at this meeting as follows

- Agenda 1: To certify the minutes of the 2018 Annual General Meeting of Shareholders on 30 April 2018
(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 2018



- Agenda 3: To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2018
  - (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 2018
  - (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. Dhongchai Lamsam
  - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- 5.2 Dr. Jingjai Hanchanlash
  - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- 5.3 Mr. Suraphand Bhasitnirandr
  - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- 5.4 Dr. Sompop Chareonkul
  - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- 5.5 Mr. Suroj Lamsam
  - Approve .....votes     Disapprove.....votes     Abstain.....votes
  
- Agenda 6: To Consider and approve the remuneration for the directors of 2019
  - (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 2019
  - (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 and approve the issuance and offering of Debentures not exceeding Baht 2,000 million

(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 9: To consider and approve the amendment of Company's Articles of Association Clause 21 and Clause 28

(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 10: To consider other businesses (if any)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

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

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 2019 Annual General Meeting of Shareholders on 26 April 2019 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  
(Montien Riverside Hotel)







Request Form for 2018 Annual Report in Print

To support the campaign reducing global warming impact, Loxley Public Company Limited provides the 2018 Annual Report in QR Code to all shareholders by delivery together with this Invitation to the Meeting. Nevertheless, shareholders, who would like to receive a print copy of the 2018 Annual Report, are requested to fill in this form and send it back to us via a facsimile number 0-2240-3243 or e-mail to [companysecretary@loxley.co.th](mailto:companysecretary@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.....