

Subject Notification of Resolution of the Company's Board of Directors Meeting No.7/2555

To President
The Stock Exchange of Thailand

Loxley Public Company Limited ("the Company") would like to report on the resolution made at the Board of Directors Meeting No. 7/2555 held on 18 December 2012. The resolution is to approve the disposal of 200,000 ordinary shares (20%) in Loxley Wireless Company Limited, a 100% owned subsidiary of the Company, to 3 directors and executive of the Company. The transaction is subject to the connected transaction and disposal of investment pursuant to the following details:

Transaction Date : Within December 2012

Parties Involved

Seller : Loxley Public Company Limited

Buyer : 3 connected persons are:

1. Mr. Vasant Chatikavanij, director of Loxley Public Company Limited and Loxley Wireless Company Limited
2. Mr. Thongyai Chanthanawan, executive director of Loxley Public Company Limited and director Loxley Wireless Company Limited
3. Mr. Monchai Maneepairoj, deputy managing director of Loxley Wireless Company Limited

Description of Transaction: Loxley Public Company Limited sales 200,000 ordinary shares in Loxley Wireless Company Limited to the Company's directors and executive. The transaction is subject to the connected transaction as per the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information concerning the connected Transaction of Listed Companies B.E. 2546, the Notification of Capital Market Supervisory Board No. TorChor 21/2551. This transaction is also the disposal of asset which the size is subject to disclose as per the regulation concerning the acquisition and disposal of assets B.E. 2547, the Notification of Capital Market Supervisory Board No. TorChor 20/2551.

Details of Disposed Asset:

Company Name : Loxley Wireless Company Limited

Business : Sale and service of telecommunication and information technology systems

Registered Capital : Baht 100 million, divided into 1,000,000 ordinary shares at the Baht 100 par value per share

Number of shares and price disposed: 200,000 ordinary shares, equivalent to 20% of the total shares at Baht 475 per share. The total price is Baht 95,000,000. (The proposed price at Baht 475 is higher than the book value's as at 30 September 2012.)

Percentage of Shareholding before the Transaction: Loxley Public Company Limited held 100% of its registered capital, 1,000,000 ordinary shares.

Percentage of Shareholding after the Transaction:

- Loxley Public Company Limited holds 80% of its registered capital, 800,000 ordinary shares.
- Mr. Thongyai Chantanawan holds 8% of its registered capital, 80,000 ordinary shares.
- Mr. Vasant Chatikavanij holds 6.67% of its registered capital, 66,667 ordinary shares.
- Mr. Monchai Maneepairoj holds 5.33% of its registered capital, 53,333 ordinary shares.

List of Directors before the Transaction :

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|-----------------------------|-----------------------------|
| 1. Mr. Dhongchai Lamsam | 2. Mr. Vasant Chatikavanij |
| 3. Mr. Thongyai Chantanawan | 4. Mr. Tim Tak Timothy Wong |
| 5. Mr. Werachai Kitsirisin | 6. Lt. Chalermchoke Lamsam |

List of Directors after the Transaction :

- | | |
|-----------------------------|-----------------------------|
| 1. Mr. Dhongchai Lamsam | 2. Mr. Vasant Chatikavanij |
| 3. Mr. Thongyai Chantanawan | 4. Mr. Tim Tak Timothy Wong |
| 5. Mr. Werachai Kitsirisin | 6. Lt. Chalermchoke Lamsam |
| 7. Mr. Monchai Maneepairoj | |

Size of the connected transaction : The transaction value is Baht 95,000,000 or 2.16% of the total net tangible assets of the Company and subsidiary as at 30 September 2012. The transaction's size is over Baht 1 million but less than Baht 20 million; or over 0.03% but less than 3% of the total net tangible assets as at 30 September 2012.

(Directors with conflict of interest or connected directors were not present and waived their right to vote in this connected transaction agenda.)

Net profit after tax of 2010-2011 : Loxley Wireless Company Limited had net profit Baht 7.5 million in 2010 and Baht 133.4 million in 2011.

Reason of disposal : The Company perceives business opportunities and desires business alliances in order to support the operation in long-term; therefore, the Company considered disposing partial shares to the directors and executive of Loxley Wireless in order to maintain key partners and enhance encouragement to gain more benefit in the future.

Size of the disposal of asset transaction : Criteria to calculate size of the net profit from operation equal to 19.67% (interim financial statements Q3/2012 ended 30 September 2012).

Use of Acquired Capital : To be working capital for operation and/or investment fund in the future

Opinion of the Board of Directors : The transaction is reasonable and the Company will gain benefits as mentioned above.

Opinion of the Audit Committee which differs from the Board of Directors' : -None-

Therefore, the Company discloses the transaction to the Stock Exchange of Thailand and submits the circular notice to the shareholders within 21 days from the date of disclosure.

Please be informed accordingly.

Sincerely yours,
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)
Company Secretary