

Tor 17/2555

16 November 2012

Subject: Disposal of Asset (Revision of Transaction Size)

To: President  
The Stock Exchange of Thailand

Enclosure: The Company's Letter No. Tor 15/2555 dated 14 November 2012 (Revised)

Refer to the announcement of Loxley Public Company Limited ("the Company") dated 14 November 2012 regarding the disposal of investment in Loxley Pacific Company Limited. The Company would like to revise the transaction size of the disposal in item 3.2 as follows:

Old : Criteria to calculate size of the transaction is the value of assets equal to 9.28%  
New : Criteria to calculate size of the transaction is the value of assets equal to 1.43%

Please be informed accordingly.

Sincerely yours,

Loxley Public Company Limited

(Mr. Pichai Mooputtarak)

Company Secretary

Tor 15/2555

14 November 2012

Subject: Notification of Resolution of the Company's Board of Directors Meeting No.6/2555

To: President  
The Stock Exchange of Thailand

Loxley Public Company Limited ("the Company") would like to report on the resolutions made at the Board of Directors Meeting No.6/2555 held on 14 November 2012. The details of the resolution are as follows:

1. To approve the Interim Financial Statements for Q3/2012 ended 30 September 2012 which were reviewed by the Company's auditors.
2. To approve the investment in L Green Solution Company Limited ("L Green Solution") which is the subsidiary of Ekpavee Company Limited ("Ekpavee"), the major shareholder of the Company. The transaction is considered as a connected transaction. The details of the transaction are as follows:

Transaction Date : Within November 2012

Parties Involved

Buyer : Loxley Public Company Limited  
Seller : Ekpavee Company Limited  
Relationship : Ekpavee is the major shareholder (27.82%) of the Company and the major shareholder (100%) of L Green Solution

Description of Transaction: The Company purchases ordinary shares of L Green Solution from Ekpavee. 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.

Details of Purchased Asset:

Company Name : L Green Solution Company Limited  
Business : All types of alternative energy, sale of electricity and gas, waste management  
Registered Capital : Baht 10 million divided into 100,000 ordinary shares, at Baht 100 par value per share  
Paid-up Capital : Ekpavee has already paid 25% of the registered capital, representing the paid-up capital of Baht 2,500,000 or Baht 2.50 per share.  
Purchase Amount and Price: 100,000 ordinary shares, representing 100% of its registered capital.  
The Company purchases the ordinary shares at the paid-up value Baht 2.50 per share, or Baht 2,500,000.00  
Percentage of Shareholding before the Transaction: Ekpavee held 100% of the registered capital, 100,000 ordinary shares.  
Percentage of Shareholding after the Transaction: Loxley Public Company Limited holds 100% of the registered capital, 100,000 ordinary shares.

List of Directors :  
1. Mr. Kittichai Raktakanit  
2. Mr. Nattapon Dejvitak  
3. Mr. Arthur Graham Stora

List of Directors after the Transaction : No change

Size of the Transaction: The value of the transaction was Baht 2,500,000 or equivalent to 0.06% of the value of the Company and subsidiaries' net tangible assets as of 30 September 2012. The transaction was over Baht 1 million but less than Baht 20 million or over 0.03% but less than 3% of the net tangible assets as of 30 September 2012.

Connected Persons :

- |                                |                            |
|--------------------------------|----------------------------|
| 1. Mr. Pairote Lamsam          | 2. Mr. Sukit Wanglee       |
| 3. Mr. Dhongchai Lamsam        | 4. Mr. Vasant Chatikavanij |
| 5. Mr. Suebrakul Soonthornthum | 6. Mr. Suroj Lamsam        |
| 7. Lt. Chalermchoke Lamsam     |                            |

The above persons are directors of the Company and Ekpavee. (The directors who have conflict of interest or connected directors were not in the meeting and waived to vote in the agenda regarding this connected transaction.)

Source of Funding : Working capital of the Company

Advantages Expected: Dividends

Opinion of the Board : For the investment in L Green Solution, the Company will gain benefit from the new business and enhance efficiency of the operation and profit.

Opinion of the Audit Committee which differ from the opinion of the Board : None

3. The Company was reported by Loxley Wireless Company Limited ("Loxley Wireless"), a 100% owned subsidiary of the company, that Loxley Wireless invested in a company in a process of being established. There is no connected person in the new company. The details of the acquisition of asset are as follows:

3.1 Loxley Wireless approved the investment in a new associated company. The details are as follows:

Transaction Date : November 2012

Company Name : Loxley & AIT Holding Co., Ltd.

Objective : To support business expansion connected to information technology, communication and telecommunication systems in the ASEAN Economic Community (AEC)

Registered Capital : Baht 200 million, 2,000,000 ordinary shares at par value Baht 100 per share

Structure of Shareholding:

Shareholder	Amount (shares)	Shareholding (%)
1. Loxley Wireless Co., Ltd.	1,000,000	50.00
2. Advanced Information Technology Plc.	1,000,000	50.00

Source of Funding : Working capital of Loxley Wireless Co., Ltd.

Advantages Expected: Enhance its ability to compete and capture business opportunities in the information technology and communication within the ASEAN.

Size of the Transaction: Criteria to calculate size of the transaction is the total value of the consideration equal to 0.83% (interim financial statements Q3/2012)

ended 30 September 2012). The transaction is not subject to proceed as per the Notification of the Capital Market Supervisory Board of The Stock Exchange of Thailand Re: Rules, Procedures and Disclosure on the acquisition and disposal of assets of listed companies.

3.2 Loxley Wireless disposed its whole investment in Loxley Pacific Co., Ltd., a connected company which Loxley Wireless holds 15.43% of its shares. The shares were sold to a non-connected person. The details of the transaction are as follows:

Transaction Date : 13 November 2012

Parties Involved:

Buyer : Pioneer Infocom Limited, a non-connected person as per the Notification of the Capital Market Supervisory Board

Seller : Loxley Wireless Company Limited

Description of Transaction: Loxley Wireless disposed the entire 22,308,959 shares in Loxley Pacific Co., Ltd., equal to 15.43% of rights to vote in the company, for the amount of USD 680,000 or Baht 20,920,200. (The calculation was based on the weighted-average interbank exchange rate = 30.765 Baht/US Dollar as of 24 October 2012.) The purchase price was considered from Discounted Cash Flow Method (DCF) and Adjusted Net Book Value Methods; then using the average price of both methods as the purchase price. The details of the calculation are as follows:

- 1) Discounted Cash Flow Method: The estimation from financial outlook until end of project period (2012 – 2023) was based on the average past 5-year operating performance. The calculation used discount ratio of average cost of Loxley Group. The price according to shareholding percentage was Baht 17 million.
- 2) Adjusted Net Book Value Method: The estimation was from the latest accounting by adjusting major assets (capital and assets in the project) with expected benefit to gain from the contract until end of project period (2012 – 2023). The average price according to shareholding percentage was Baht 23 million.

Size of the Transaction: Criteria to calculate size of the transaction is the value of assets equal to 1.43% (interim financial statements Q2/2012 ended 30 June 2012). The transaction is not subject to proceed as per the Notification of the Capital Market Supervisory Board of The Stock Exchange of Thailand Re: Rules, Procedures and Disclosure on the acquisition and disposal of assets of listed companies.

Percentage of Shareholding after the Transaction : None

Reason of Share Purchase : To follow the Loxley Group's investment strategy which would reduce risks by dispose investment with low return and high risk. The latest 5-year operating performance of Loxley Pacific was in such criteria.

The above disclosure of the Company's subsidiary (items 3.1 and 3.2) is not subject to the connected transactions. The sizes of the transaction are either not subject to disclose as per the criteria of the acquisition and disposal of assets of the Notification of the Capital Market Supervisory Board. However, the transactions are disclosed according to the rule and regulation of the Stock Exchange of

Thailand regarding Disclosure of Information and Other Acts of Listed Companies (No.6) B.E. 2553 concerning disposal of investment in other company over 10% of that company's paid-up capital.

4. The Company was reported by Loxley Property Development Co., Ltd., a 59% owned subsidiary of the Company, which invested in VH Services (Thai) Co., Ltd. Such company operates hotel business; its investment value was Baht 25,005,010, representing 50.01% of the shareholding. (Calculated from the par value) The details of the transaction are as follows:

Objective : To establish a business providing accommodations, food, drinks and other services to hotel guests.

Registered Capital: Baht 50 million divided into 5,000,000 ordinary shares at par value Baht 10 per share

Structure of Shareholding:

Shareholder	Amount (shares)	Shareholding (%)
1. Loxley Property Development Co., Ltd.	2,500,501	50.01
2. Vanguard Hotels Pte Ltd.	2,499,499	49.99

List of Directors : 1. Mr. Bruce Lynn Musick 2. Mr. Peter Karl Grimes  
3. Mr. Tim Tak Timothy Wong 4. Mr. David Hung-Anh

Source of Funding: Working capital of Loxley Property Development Co., Ltd.

Advantages Expected: Dividends and expansion to other connected business

Size of the Transaction: Criteria to calculate size of the transaction was the total value of the consideration equal to 0.26% (yearly financial statements of 2010 ended 31 December 2010). The transaction was not subject to the connected transaction. The size of the transaction was either not subject to the significant acquisition and disposal of assets as per the Notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

Please be informed accordingly.

Sincerely yours,  
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)  
Company Secretary