

Tor 9/2563

19 June 2020

Subject: Notification of Resolution of the Company's Board of Directors Meeting No.3/2563

To: President

The Stock Exchange of Thailand

Attachment: Information Memorandum on Asset Disposition and Connected Transaction

Loxley Public Company Limited ("the Company") would like to report on the resolutions made at the Board of Directors Meeting No.3/2563 held on 19 June 2020. The details of the resolution are as follows:

1. Approved the entering into disposition transaction of the Company's land and building, with total areas of 1 kwan 82.9 square wah and a 5 floor building, usable area approximately 3,932 square meters located at No.304 Suapah Road, Pom Prap, Pom Prap Sattru Phai, Bangkok, to The Lamsam Estate Co., Ltd. ("Lamsam Estate"), who is the bidding winner and connected party to the Company, at the purchase price of Baht 205,000,000 which is higher than the average appraised value of the independent appraisers. The Company decided to sell the assets in order to increase the liquidity and use as working capital in various projects during the outbreak of 2019 Coronavirus Disease (COVID-19). The matter will be proposed to the shareholders' meeting for further approval. The details are described in the Information Memorandum on Assets Disposition and Connected Transaction as attached. Nevertheless, the land ownership transfer shall be registered after the approval has been granted by the shareholders' meeting.

This disposal of assets transaction comes under the scope for the disposition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding rules for significant transactions constituting an acquisition or disposition of assets dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and practice of listed companies concerning the acquisition or disposition of assets B.E. 2547 dated 29 October 2004 (including amendments). The highest transaction value is equal to 1.24% of the Company's total assets based on the criteria of value of consideration (calculated from the financial statement as at 31 March 2020) and when combining with assets disposition during the past 6 months, the total size of transaction is equal to 1.28% which is lower than 15% of the Company's total assets. As a result, such transaction is within the approval authorization of the Board of Directors, without requiring to report the information to the Stock Exchange of Thailand as well as arrange of the shareholders' meeting in order to request for an approval of such transaction.

However, since Lamsam Estate is the connected party of the Company, the transaction then comes under the scope of connected transactions for listed companies with the transaction value of is higher than 3% of net tangible assets (NTA) of the Company or equivalent to 4.45% of NTA of the Company. As a result, the Company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand, as well as to seek an approval for entering into such transaction from the shareholders' meeting with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

In this regard, the Company appoints Silom Advisory Co., Ltd. to be Independent Financial Advisor (IFA) in order to give opinion on the Company entering into such transaction.

2. Approved the amendment of the Company's Articles of Association Clause 21 and Clause 30 regarding teleconference through electronic devices as follows:

Existing Content of Clause 21

"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.”

#### 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.

Under each Board of Directors’ meeting, the Chairman may determine that all directors attend the Directors’ meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.

The directors, who attended the Board of Directors’ meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Board of Directors’ meeting which can be counted to constitute a quorum for Board of Directors’ meeting and shall be deemed to be the legally meeting.

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.”

#### Existing Content of Clause 30

“Clause 30 The quorum of a shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.

When one hour has elapsed from the appropriated time fixed for any shareholders meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a shareholders meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be reconvened by sending notice to shareholders not less than seven days prior to the meeting.”

Proposed Revision

“Clause 30 The quorum of a Shareholder’s Meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.

Under each Shareholder’s Meeting, Board of Directors may determine to have the Shareholders’ Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.

The Shareholder’s Meetings through electronic media and the sending of a summoning notice for the Shareholder’s Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails but it will be sent in accordance with the period and advertisement in newspapers as prescribed by the laws and Articles of Association.

The Shareholders, who attended the Shareholders’ Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders’ Meeting which can be counted to constitute a quorum for Shareholders’ Meeting and shall be deemed to be the legally meeting under the related laws.

When 1 hour has elapsed from the appropriated time fixed for any Shareholders’ Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a Shareholders’ Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be reconvened by sending notice to shareholders not less than 7 days prior to the meeting. At this later, a quorum as prescribed is not compulsory.

3. Resolution to fix the 2020 annual general meeting of shareholders to be held on 11 August 2020 at 14:00 hrs., at Muang Thai Life Assurance Auditorium, No. 250 Rachadaphisek Road, Huay Kwang, Bangkok, and to fix the record date to be on 7 July 2020 in order to determine the right of shareholders in attending the meeting. The agendas of the meeting of shareholders are as follows:
  1. To certify the minutes of the 2019 Annual General Meeting of Shareholders
  2. To acknowledge the report of operating results of the Company during 2019
  3. To consider and approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2019

4. To consider and approve the profit allocation as legal reserves and dividend payment for the operating results of the year 2019
5. To consider and elect directors to replace those retiring by rotation
6. To consider and approve the compensation for the directors of 2020
7. To consider and appoint auditors and fix their remuneration for year 2020
8. To consider and approve the disposal of assets to a connected person
9. To consider and approve the amendment of the Company's Articles of Association Clause 21 and Clause 30 regarding teleconference through electronic devices
10. To report the nomination of the Company's Director (independent director) under Section 86 of Public Limited Company Act B.E.2535
11. To consider other businesses (if any)

Please be informed accordingly.

Sincerely yours,  
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)  
Company Secretary

**Information Memorandum on Assets Disposition and Connected Transaction**  
**Loxley Public Company Limited**

The Board of Directors' Meeting of Loxley Public Company Limited ("the Company") no. 3/2563 on 19 June 2020 has passed a resolution to approve the entering into disposition transaction of the Company's land and building, with total areas of 1 kwan 82.9 square wah and a 5 floor building, usable area approximately 3,932 square meters located at No.304 Suapah Road, Pom Prap, Pom Prap Sattru Phai, Bangkok, to The Lamsam Estate Co., Ltd. ("Lamsam Estate"), the winning bidder who is a connected party to the Company, at the bid price Baht 205,000,000.-.

This disposal of assets transaction comes under the scope for the disposition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding rules for significant transactions constituting an acquisition or disposition of assets dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and practice of listed companies concerning the acquisition or disposition of assets B.E. 2547 dated 29 October 2004 (including amendments). The highest transaction value is equal to 1.24% of the Company's total assets based on the criteria of value of consideration (calculated from the financial statement as at 31 March 2020) and when combining with assets disposition during the past 6 months, the total size of transaction is equal to 1.28% which is lower than 15% of the Company's total assets. As a result, such transaction is within the approval authorization of the Board of Directors, without requiring to report the information to the Stock Exchange of Thailand as well as arrange of the shareholders' meeting in order to request for an approval of such transaction.

However, since Lamsam Estate is the connected party of the Company, the transaction then comes under the scope of connected transactions for listed companies with the transaction value of is higher than 3% of net tangible assets (NTA) of the Company or equivalent to 4.45% of NTA of the Company. As a result, the Company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand, as well as to seek an approval for entering into such transaction from the shareholders' meeting with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

The Company is required to disclose the information memorandum of the above transaction as follows:

- 1. Transaction date:** On 18 June 2020, the Company and Lamsam Estate have already entered into the Purchase and Sale Agreement with conditions and received the deposit of Baht 10,000,000. The land ownership transfer shall be registered within 1 month after the approval has been granted by the 2020 General Meeting of Shareholders.

## 2. Parties involved

**Seller:** Loxley Public Company Limited

**Buyer:** The Lamsam Estate Co., Ltd.

## 3. Details of connected parties and relationship nature

Connected person	Loxley Public Company Limited	The Lamsam Estate Co., Ltd.
Mr. Dhongchai Lamsam	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (1.18%)</li> <li>• Father of Mr. Chalermchoke Lamsam</li> </ul>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (2.30%)</li> </ul>
Mr. Suroj Lamsam	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (0.52%)</li> </ul>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (5.05%)</li> </ul>
	Loxley Public Company Limited	The Lamsam Estate Co., Ltd.
Mr. Krisada Lamsam	<ul style="list-style-type: none"> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (3.00%)</li> </ul>
Mr. Chalermchoke Lamsam	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (0.44%)</li> <li>• Son of Mr. Dhongchai Lamsam</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder (1.15%)</li> </ul>
The Lamsam Estate Co., Ltd.	<ul style="list-style-type: none"> <li>• Shareholder (0.12%)</li> </ul>	

## 4. General transaction description

The Company plans to sell the land and building, with total areas of 1 kwan 82.9 square wah and a 5 floor building, usable area approximately 3,932 square meters located at No.304 Suapah Road, Pom Prap, Pom Prap Sattru Phai, Bangkok. The Company announced the sale of land and building by bidding method in order to give an opportunity to anyone interested to buy such properties, with the procedure as follows:

- Hiring two independent appraisers accredited by SEC to appraise value of the assets as follows:

Appraisal Company	Appraised Date	Appraised Method	Appraised Value (Baht)
1. Agency for Real Estate Affairs Co., Ltd.	05/05/2020	Income Approach	165,800,000
2. Siam Imperial Appraisal Co., Ltd.	30/04/2020	Income Approach	183,000,000

- On 6 and 8 June 2020, the Company published the sales announcement in Matichon newspaper and posted on website [www.ddproperty.com](http://www.ddproperty.com) and [www.propertyguideline.com](http://www.propertyguideline.com). The Company set conditions as follows:

1. Only the bid envelop buyer is allowed to submit the bid.

2. The Company shall consider the bid price starting from Baht 180,000,000 and higher and having price validity not less than 90 days from the date of bid offer.

3. The bidder shall submit the bid guarantee Baht 10,000,000 on the date of bid submission.

- Sale bid envelopes at Baht 5,000 each during 8-12 June 2020, 09:00 -16:00 hrs.; there were 7 buyers.
- Registering for participation in the bid on 15 June 2020; there were 3 bidders.
- Bidding opening on 16 June 2020; the result in order of bid price offered is as follows:

1. The Lamsam Estate Co., Ltd. offered Baht 205,000,000.-
2. Klongthom Corner Co., Ltd. offered Baht 192,000,000.-
3. PP Asset Development Co., Ltd. offered Baht 183,000,000.-

(The price is excluded value added tax, fee, stamp duty, and other expenses)

## 5. Objective of transaction

To increase the liquidity and use as working capital in various projects during the outbreak of 2019 Coronavirus Disease (COVID-19)

## 6. Details of disposed assets

**Asset type:** The land of 1 kwan 82.9 square wah and a 5 floor building, usable area approximately 3,932 square meters located at No.304 Suapah Road, Pom Prap, Pom Prap Sattru Phai, Bangkok. The details are as follows:

1. Land title deed no. 5344, land no. 779, cadastral map no. 5036116218-3, approximate space 82.1 square wah
2. Land title deed no. 3201, land no. 446, cadastral map no. 5036116218-3, approximate space 96 square wah
3. Land title deed no. 5347, land no. 447, cadastral map no. 5036116218-3, approximate space 4.8 square wah

**Outstanding assets obligation:** There is no other obligation except the building rental agreement having Loxley Property Development Co., Ltd. as the tenant until 31 December 2021. The buyer is required to accept the rights and duties in the agreement transferred from the Company.

**Current use of the asset:** Loxley Property Development Co., Ltd. rents the building for business.

## 7. Total value and basis used to determine the value of consideration

The Company shall sell the land and building at the purchase price of Baht 205,000,000 (Two Hundred Five Million Baht) to Lamsam Estate, the winning bidder and offered the highest bid price. The payment terms consist of a) On the date of entering into the land purchase and sale agreement, the buyer shall pay the deposit Baht 10,000,000 (Ten Million Baht) as partial payment, and b) On the date of registration for land ownership transfer, the buyer shall pay the remaining value.

Such sale price is 12.02%-23.64% higher than the appraisers' value. Therefore, the Company shall gain benefit from this asset disposition transaction.

## 8. Type and size of transaction

### 8.1 Disposition of assets

Pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding rules for significant transactions constituting an acquisition or disposition of assets dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and practice of listed companies concerning the acquisition or disposition of assets B.E. 2547 dated 29 October 2004 (including amendments). The highest transaction value is equal to 1.24% of the Company's total assets based on the criteria of value of consideration (calculated from the financial statement as at 31 March 2020) and when combining with assets disposition during the past 6 months, the total size of transaction is equal to 1.28% which is lower than 15% of the Company's total assets. As a result, such transaction is within the approval authorization of the Board of Directors, without requiring to report the information to the Stock Exchange of Thailand as well as arrange of the shareholders' meeting in order to request for an approval of such transaction.

Criteria of Value of Consideration

$$\begin{aligned} \text{Transaction Value} &= \frac{\text{Total Value of Consideration received} \times 100}{\text{Total company's total assets}} \\ &= \frac{205,000,000 \times 100}{16,496,775,869} \\ &= 1.24\% \end{aligned}$$

### 8.2 Connected transaction

Type of transaction: Transactions relating to assets and services

Transaction value: The amount of Baht 205,000,000. The transaction comes under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Chor. 21/2551 dated 31 August 2008 (including amendments), regarding rules on connected transactions, and the Notification of The Board of Governors of The Stock Exchange of Thailand regarding disclosure of information and other acts of listed companies relating to connected transactions B.E. 2546 dated 19 November 2003 (including amendments) because Lamsam Estate has common directors and shareholders with the Company. Upon calculation of transaction value, it is higher than Baht 20 million or higher than 3% of NTA value of the Company (The NTA of the Company as of 31 March 2020 was at Baht 4,606.91 million.) As a result, the Company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand, appointed the Independent Financial Advisor (IFA) to give its opinion, as well as to seek an approval for entering into such transaction from the shareholders' meeting with votes

of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

**9. Directors having interest in the transaction and/or the connected directors who did not participate and did not vote for the agenda**

Mr. Dhongchai Lamsam, Mr. Suroj Lamsam, Mr. Krisada Lamsam, and Mr. Chalermchoke Lamsam, who are considered having interest in the transaction, did not participate and did not vote for the agenda.

**10. Opinions of the Board of Directors**

The Board of Directors which excluded the directors having interests in the matter found that this non-core asset disposition transaction is reasonable and appropriate in order to increase the liquidity and use as working capital during the outbreak of 2019 Coronavirus Disease (COVID-19).

**11. Opinions of the Audit Committee different from those by the Board of Directors**

-None-

Please be informed accordingly.

Sincerely yours,  
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)  
Company Secretary