

2 December 2010

Subject: Notice of the Extraordinary General Meeting of Shareholders No. 1/2010

To: Shareholders

Enclosure:

1. Copy of the minutes of the 2010 Annual General Meeting of Shareholders
2. Information memorandum of the connected transaction relating to the acquisition of 1,848,005 shares in The River Co., Ltd. from Bangkok Property Investments Pte Ltd.
3. Opinion of independent financial adviser for the connected transaction relating to the acquisition of 1,848,005 shares in The River Co., Ltd. from Bangkok Property Investments Pte Ltd.
4. Information of the members of audit committee who may be authorised by shareholders to be their proxy at the Extraordinary General Meeting of Shareholders No. 1/2010
5. The Company's articles of association which relate to shareholders' meeting
6. Map of the location of the Extraordinary General Meeting of Shareholders No. 1/2010
7. Information relating to documents and evidences that shareholders must present at the Extraordinary General Meeting of Shareholders No. 1/2010
8. Proxy form

NOTICE is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2010 of Raimon Land Public Company Limited be held on 23 December 2010 at 9.30 a.m. at Pacific 1-3 Room, Pan Pacific Bangkok Hotel, no. 952 Rama IV Road, Kwaeng Suriyawong, Khet Bangrak, Bangkok 10500 to consider the following agenda:

**1. To certify the minutes of the 2010 Annual General Meeting of Shareholders**

**Facts and rationale** It is proposed that the meeting certifies the minutes of the 2010 Annual General Meeting of shareholders held on 28 April 2010 as per the copy of the minutes of the 2010 Annual General Meeting of shareholders sent to shareholders together with this notice (Enclosure item no. 1). The Company has also made available the minutes of the 2010 Annual General Meeting of Shareholders in the Company's website for shareholders' information.

**Board's opinion** The Board recommends that the minutes of the 2010 Annual General Meeting of Shareholders held on 28 April 2008, be certified.

2. **To consider and approve the connected transaction relating to the acquisition of 1,848,005 shares in The River Co., Ltd. from Bangkok Property Investments Pte Ltd.**

**Facts and rationale** The Company is acquiring 1,848,005 shares (at the par value of Baht 100 per share) in The River Co., Ltd. (**The River**), being 15% of the total shares in The River, from Bangkok Property Investments Pte Ltd. (**BPI**), with the purchase price of Baht 315,000,000, being Baht 170.45 per share. The purchase price will be fully paid in one time within 6 month period from the date that the shareholders' approval for the connected transaction is obtained.

The acquisition of such shares in The River is considered as connected transaction under the notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and listed companies' compliance concerning connected transaction B.E. 2546 (**SET Connected Transaction Rule**) and the Notification of Capital Market Supervisory Board TorJor. 21/2551 regarding rules on connected transactions. This is because IFA Hotels & Resorts 3 Limited (**IFA**), which is the Company's major shareholder, holding 41.08% of the total issued shares in the Company holds 100% of the total shares in BPI. Therefore BPI is considered as connected person in accordance with SET Connected Transaction Rule, with the size of transaction equivalent to 15.16% of the Company's net tangible assets (the Company's net tangible asset according to the Company's reviewed financial statements as at 30 September 2010 equals to Baht 2,077,683,378). As the value of the transaction is greater than Baht 20 million or 3% of the net tangible assets of the Company, the Company must obtain the shareholders' approval before proceeding with such shares acquisition. The information memorandum and the opinion of the independent financial adviser relating to the connected transaction are set out in the Enclosure nos. 2 and 3, respectively

The above connected transaction is also subject to shareholders approval with the vote of not less than three-quarters of the total votes of shareholders who attend the meeting and have voting rights. IFA, the interested party and holding the number of 1,335,127,851 shares in the Company, being 41.08% of the total issued shares in the Company, (as at 23 November 2010), is prohibited to vote in this agenda.

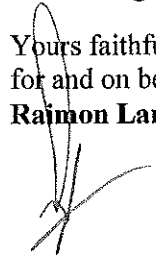
**Board's opinion** That the connected transaction relating to the acquisition of 1,848,005 shares in The River Co., Ltd. from Bangkok Property Investments Pte Ltd., be approved. Before this acquisition, the Company and its subsidiary hold approximately 84.85% of the total shares in The River. After the acquisition, The Company and its subsidiary will then hold 99.85% of the total shares in The River.

3. **To consider any other business (if any)**

You are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete the attached proxy form and submit the completed form to the Chairman before attending the meeting.

Yours faithfully,  
for and on behalf of

**Raimon Land Public Company Limited**



**Mr. Kittit Tungswong**  
**Director**

**Remarks**

If any shareholder can not attend the Extraordinary General Meeting of Shareholders No. 1/2010, such shareholder may grant the proxy to Mr. Kitti Gajanandana or Mr. Jiravud Kuvananant, the Company's directors and the members of audit committee, to act as proxy holder to attend and vote on his/her behalf in respect of the Extraordinary General Meeting of Shareholders No. 1/2010 by sending the duly completed proxy form to Raimon Land Public Company Limited at 62 Langsuan Road, 22nd Floor, Unit no. 2201-3, The Millennia Tower, Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

## Minutes of the 2010 Annual General Meeting of Shareholders

### Raimon Land Public Company Limited

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#### Date, Time and Place

The Meeting was held on 28 April, 2010 at 1:30 p.m. at Ballroom I meeting room, The Sukhothai Bangkok Hotel, no. 13/3 South Sathorn Road, Kwaeng Tungmahamek, Khet Sathorn, Bangkok.

#### Directors in Attendance

- |                                      |  |
|--------------------------------------|--|
| 1. Mr. Sompoch Intranukul            | Chairman of Board of Directors, Independent Director and Member of the Audit committee |
| 2. Mr. Hubert Romary Bertrand Viriot | Director, Executive Director and Chief Executive Officer                               |
| 3. Mr. Kittit Tungsiwong             | Director, executive director and Chief Operating Officer                               |
| 4. Mr. Jirawud Kuvananant            | Director, Independent Director and Member of the Audit Committee                       |

being 44 % of the total number of the Company's Directors (9 Directors).

#### Auditor

Mrs. Chonlaros Suntiasvaraporn, the Company's auditor from Ernst & Young Co., Ltd.

#### Preliminary Proceedings

Mr. Sompoch Intranukul, the Chairman of the Board of Director, was the Chairman of the Meeting. The Chairman announced that as there were 76 shareholders present in persons and by proxies, representing 1,519,905,362 shares, being 46.76% of the total issued shares of the Company (total shares of the Company were 3,250,385,569 shares), a quorum was thus constituted. The Chairman then declared the Meeting duly convened to consider the agenda as follows:

#### 1. To certify the minutes of the 2009 Annual General Meeting of Shareholders

The Chairman proposed that the Meeting certify the minutes of the 2009 Annual General Meeting of Shareholders held on 29 April 2009 the copy of which was sent to the shareholders together with the notice of 2010 AGM.

**Resolution:** The Meeting unanimously resolved that minutes of the 2009 Annual General Meeting of Shareholders, be certified by 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with neither objection nor abstention.

#### 2. To acknowledge the report on the Company's operating results in respect of the fiscal year ended as at 31 December 2009 and to consider and approve the annual report of the Board of Directors for the fiscal year ended as at 31 December 2009

The Chairman proposed that the Meeting to acknowledge the report on the Company's operating results in respect of the fiscal year ended as at 31 December 2009 and to consider and approve the annual report of the Board of Directors for the fiscal year ended as at 31 December 2009 of which

the details were set out in the 2009 annual report of the Company that was sent to shareholders together with the notice of 2010 AGM.

**Resolution** The Meeting unanimously resolved that the report on the Company's operating results in respect of the fiscal year ended as at 31 December 2009, be acknowledged and the annual report of the Board of Directors for the fiscal year ended as at 31 December 2009, be approved by 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection nor abstention.

3. **To consider and approve the audited balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2009**

The Chairman proposed that the Meeting consider and approve the audited balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2009 of which the details are set out in the Company's financial statements which forms part of the annual report sent to shareholders together with the notice of this meeting.

Mr. Suwit Laohaponwattana, the Company's shareholder holding 11,889,507 shares in the Company, asked the Chairman as follows:

1. The Company should make the presentation on the reports of company's operating results and financial statements in past year so that the shareholders had opportunity consider such reports before being called for voting.

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the question. Mr. Kitti explained that in 2009, the company had revenue from the sales of real estate projects, which increased constantly. According to its consolidated financial statements in 2009, the Company's revenue from the sale of its real estate projects increased to Baht 3,098 million (in 2008 the Company's revenue from the sale of its real estate projects was Baht 2,706 million). The total revenue when included other revenue equaled to Baht 3,387 million. The main revenue stream was derived from three major projects e.g. The River, Northpoint and The Heights.

In 2009, the Company's sale cost, operating expense and loss from depreciation of land to be sold equaled to Baht 3,336 million, which caused the Company to have profit before deducting loss from joint venture business of Baht 51 million. However, there were loss from investment in its joint venture business of Baht 163 million and other financial expense of Baht 164 million. As a result, the Company incurred net loss in 2009 of Baht 277 million.

2. Due to the extension of the period for the repayment of short term loan given by financial institution to the Company, its subsidiary e.g. Raimon Land Property Co., Ltd (**Raimon Land Property**) from April 2009 to April 2010, would Raimon Land Property be able to repay such loan?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the question. Mr. Kitti explained that Raimon Land Property sold its land and used part of the fund derived from the sale of land to repay such loans in full

3. Was there any unpaid loan or was there any need to extend the repayment period of loan from financial institution?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the question. Mr. Kitti explained that most of the loans were project

finance such as Northpoint. The Company would repay such loan once the ownership of condominiums has been transferred to the purchasers. The Company partly begun such ownership transfer and Baht 400 million was repaid. Northpoint had been targeted to complete its construction in 2nd quarter of 2010. This was similar to The River of which the loan would be repaid upon the ownership transfer of condominium units to purchasers. For The Heights, the construction had been complete, the ownership transfer of condominium units begun in January 2009. The loan in respect of this project was repaid in full.

Mr. Chonlakit Praipaisarnkit, the Company's shareholder holding 100,000 shares in the Company, asked the Chairman as follows:

1. According to the company's annual report, whether the Company's operating results in 2009 were considered as reaching its lowest point and what would be the tendency of the Company's operating results in 2010?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the questions. Mr. Kitti explained that to consider whether the Company's operating results reaching its lowest point, overall economic and political situation must be taken into account. With respect to the tendency of the Company's operating results in 2010, this depended on the total sale of the Company's project such as The River, which currently had total sale of approximately Baht 9,400 million. There had been significant progress on its construction and the revenue recognition was subject to the progress on construction and sale. The project had been targeted for completion in late 2011 or early 2010.

2. Would the main revenue of the Company in 2010 come from the existing projects in 2009? Would the company launch the new project in 2010?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the questions. Mr. Kitti explained that the Company anticipated that the main revenue in 2010 would gain from the existing projects in 2009 e.g. The River and Northpoint which is now under construction. In 2010, the Company planned to officially launch its new project, 185 Rajdamri, in the 2nd quarter of 2010.

Mr. Nawanan Singh Duwa, the Company's shareholder holding 177,551 shares in the Company, asked the Chairman as follows:

1. How much the advertising budget did the Company spend in 2009 and how much the advertising budget would the Company expect to spend in 2010?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the question. Mr. Kitti explained that according to the Company's financial statements, the advertising budget was reduced by approximately Baht 200 Million. In 2010 the Company would spend the advertising budget for 185 Rajdamri project depending on current economic and political situation.

2. Have the Company set the advertising budget?

Mr. Hubert Romary Bertrand Viriot, Director, Executive Director and Chief Executive Officer, was assigned to deal with this question. Mr. Hubert explained that the Company had the policy to set marketing expense at the same rate as other developer which was approximately 2-3% of the revenue of its projects.

3. What was the company's target for its sale in this year?

Mr. Hubert Romary Bertrand Viriot, Director, Executive Director and Chief Executive Officer, was assigned to deal with this question. Mr. Hubert explained that in this year, the Company set the sale target to be more than Baht 6,000 million. The sale would depend on various factors including political factor that might have effect on the sale target for this year..

4. Have the accounting standard concerning the revenue realization affected the Company?

The Chairman explained that the accounting standard concerning the revenue realization would change in 2011 and it was now in the stage of public hearing. If such accounting standard was amended, the Company had to adjust to comply with the new standard.

Mr. Chonlakit Praipaisarnkit, the Company's shareholder holding 100,000 shares in the Company, asked the Chairman about the main content of the accounting standard concerning revenue realization.

The Chairman explained that the Company would realize its revenue once the ownership in property was transferred. If the Company incurred any expenses before transferring ownership of property such as advertising expense, administration expense, employee cost, it was not certain whether the accounting standard would relent on the booking of such expenses. It might have to wait until the time where such accounting standard would come into force.

Mr. Sittichok, the Company's shareholder holding 316 shares in the Company, asked the Chairman as follows:

1. What would be the effect to the Company's revenue if the Company would be unable to commence 185 Rajdamri Project?

Mr. Kittit Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kittit explained that it was expected that the Company would not have realized the revenue from this project in this year. This was because the progress on its construction would not reach 10%. The project was targeted to be complete in 2013.

2. How would Light House project of Rasa Property Development Pcl, which was located nearby The River, affect the decision making of purchasers, considering the size of condominium units and sale price of The River which was much higher than such project?

Mr. Kittit Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kittit explained that most of the Company's customers were the high-end customers and the condominium's prices would depend on quality of materials and locations. Although the prices of the Company's project were higher than other projects, the Company's projects had a better quality and location. As a result the price of the Company's projects would be higher than other developers' projects.

Mr. Chonlakit Praipaisarnkit, the Company's shareholder holding 100,000 shares in the Company, asked the Chairman as follows:

1. In 2010, was it necessary for the Company to obtain loans from financial institutions for its projects?

Mr. Kittit Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kittit explained that for developing the Company's

projects, the Company obtained loans from financial institutions. Northpoint project would be complete within two months. Upon the completion of ownership transfer of condominium units, cash-flow would flush into the Company. Presently, approximately 70-80 condominium units were transferred to purchasers and the outstanding loans of approximately Baht 400-500 Million was repaid.

2. With respect to Northpoint, what would be the value of condominium units in Northpoint that had not been transferred and how many condominium units would be transferred in 2010?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with the questions. Mr. Kitti explained that according to the Company's information, the value of condominium units that had not been transferred was approximately Baht 2,000 Million and it was expected that the ownership transfer of all condominium units would be complete within this year, which would enable the Company to repay all outstanding loans.

In addition, there was a shareholder asking the Chairman that it was indicated that the Company increase its investment in The River from 60% to 85%. The estimated revenue for the next 3 years would increase from Baht 9,000 million to Baht 12,750 million. Were such figures considered as the total revenues for the next three years or the revenue of the third year only?

The Chairman answered that such figures were expected to be the total revenue of the next three years.

Mr. Chonlakit Praipaisarnkit, the Company's shareholder holding 100,000 shares in the Company, asked the Chairman as follows:

1. When would the company make profits?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kitti explained that the Company was doing its best to become profitable, but this also depends on current economic and political situation.

The Chairman further explained that the Company actually gained profits from the development of all projects but the revenue realization depended on the progress on construction and sale in the relevant year.

2. By comparison with other listed companies such as Sansiri Pcl. and Land and House Pcl, they had the same types of customers as Raimon Land Pcl. They always launched new projects, made steady growth and gained more profits every years. Why had Raimon Land Pcl not made any profits as those companies?

Mr. Kitti Tungsriwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kitti explained that the Company was trying its best to become profitable. In 2008, the Company had profit from its operating results but 2009, the Company was adversely affected by Lehman Brothers' crisis. As a result, the Company had to sell some properties in order to obtain cash for using in its operation and project development, which caused the Company to incur loss in the past year.

Mr. Piyapan Wongyara, the Company's shareholder holding 2,145,500 shares in the Company, asked the Chairman that according to the Company's annual report, the Company incurred expense due to the cancellation of steel supply contract by its subsidiary, which caused such subsidiary to pay cancellation fee in the amount of Baht 228.2 Million. Would the Company be able to negotiate with such supplier to reduce such expense?



Mr. Kittu Tungswong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kittu explained that at the time the Company entering into steel supply contract, the steel price in the market was rapidly going up. If this continued, the cost of steel would increase. Therefore the subsidiary decided to enter into steel supply contract with a supplier. At that time the steel price was around Baht 37-38 per 1 kilogram. After Lehman Brothers' crisis, the steel price in market dramatically reduced to around Baht 17-18 per 1 kilogram. In order to reduce cost and expense that the subsidiary would be required to pay such supplier according to the contract in the total amount of Baht 600 million, the subsidiary entered into negotiation with such supplier to terminate the contract, which caused the subsidiary to pay cancellation fee to the supplier. The subsidiary and the supplier then entered into a new contract with the contract price of Baht 500 million, which reduced the steel cost of not less than Baht 100 million..

**Resolution** The Meeting unanimously resolved that audited balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2009, be approved by 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with neither objection nor abstention.

4. **To consider and approve the non-appropriation of profit as legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December, 2009**

The Chairman informed the Meeting that The Company has accumulated loss of Baht 136.2 Million in respect of its operating results for the fiscal year ended as at 31 December 2009 (according to its audited financial statements ended as at 31 December 2009). As a result, the appropriation of profit as legal reserve and payment of dividend cannot be made. According to the Company's dividend policy, the Company may pay dividend in form of cash of not more than 50 percent of the net profit after tax and legal reserve, when the Company has profit and no accumulated loss.

Therefore the Meeting was asked to consider and approve the non-appropriation of profit as legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2009.

**Resolution** The Meeting unanimously resolved that the non-appropriation of profit as legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2009 according to the above details, be approved by 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection nor abstention.

5. **To consider and approve the appointment of directors replacing those who retire by rotation and the directors' remuneration for 2010**

The Chairman informed the Meeting that according to the Public Companies Act B.E. 2535 at every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a public company. In subsequent years, the directors who occupy the position for the longest period must retire by rotation. At the 2010 AGM, the directors who retired by rotation were as follows:

1. Mr. Talal J M A Al Bahar
2. Mr. Werner Johannes Burger
3. Mr. Kittu Tungswong

The Meeting was then proposed to consider and approve the re-appointment of such directors who retired by rotation to be the Company's directors for another term and the Directors' remuneration for 2010, of not more than Baht 5,000,000, provided that the Board of Directors would be authorised to allocate the director's remuneration for 2010 to the directors as the Board deemed appropriate.

Mr. Suwit Laohaponwattana, the Company's shareholder holding 11,889,507 shares in the Company, asked the Chairman regarding the re-appointment of directors whether the attendance to board's meeting of each director was taken into account? According to the Company's annual report, Mr. Talal J M A Al Bahar had never attended the Board of Directors' Meeting.

The Chairman explained that for the directors that stayed abroad, the Company always communicated with them through telephone conference. Though such directors could not attend board's meeting, the Company always managed to coordinate with and report the Company's operating results to them.

**Resolution** The Meeting resolved as follows:

1. The Meeting unanimously resolved Mr. Talal J M A Al Bahar be re-appointed as the Company's directors for another term with 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection and abstention.
2. The Meeting unanimously resolved that Mr. Werner Johannes Burger be re-appointed as the Company's directors for another term with 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection and abstention.
3. The Meeting resolved that Mr. Kittit Tungsriwong be re-appointed as the Company's directors for another term with 1,519,038,402 votes for approval, being 99.94% of the total votes of the shareholders in attendance, - votes of disapproval and 866,960 votes for abstention.
4. The Meeting unanimously resolved that the directors' remuneration for 2010 according to the above details be approved with 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection and abstention.

**6. To consider and approve the appointment of the Company's auditors and their remuneration for 2010**

The Chairman informed the Meeting that Section 120 of the Public Companies Act requires that every year the annual general meeting of shareholders appoints the Company's auditors and determines their remuneration. The existing auditors may be reappointed.

In addition, the notification of the Securities and Exchange Commission no. Kor Jor. 39/2548 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies (item no. 20) and the notification of the Capital Market Supervisory Board no. Tor Jor. 11/2552 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies requires that such companies ensures the rotation of their auditors if such auditors have performed their duties for 5 consecutive accounting years. However the Company is not required to engage a new audit firm which means the Company may appoint any auditors in the existing audit firm to replace the existing auditors.

The audit committee recommends that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2010 with their remuneration of not more than Baht 1,200,000 per annum.

No relationships or interests arise between the nominated auditors and the Company or any of its executives, major shareholders or their affiliates.

The Chairman therefore proposed that the Meeting consider and approve the appointment of Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2010 with the remuneration of not more than Baht 1,200,000 per annum.

**Resolution** The Meeting unanimously resolved that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523, of Ernst & Young Co., Ltd., be appointed as the Company's auditors with the remuneration of not more than Baht 1,200,000 per annum by 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection nor abstention.

**7. To consider and approve the reduction of the Company's registered capital and amendment to Clause 4 of the Memorandum of Association of the Company**

The Chairman informed the Meeting that the Company wishes to reduce the Company's registered capital by canceling 61,787,834 shares at the par value of Baht 1 each, being Baht 61,787,834, which were reserved for the exercise of the warrants issued to the Company's directors and employees under the Employee Stock Option Plan (ESOP) that become expired.

Currently, the registered capital of the Company equals to Baht 3,312,173,403, divided into 3,312,173,403 ordinary shares at the par value of Baht 1 each, and paid-up capital equals to Baht 3,250,385,569, divided into 3,250,385,569 ordinary shares at the par value of Baht 1 each.

The Chairman therefore proposed that the Meeting consider and approve the reduction of the Company's registered capital from Baht 3,312,173,403 to Baht 3,250,385,569 divided into 3,250,385,569 ordinary shares at the par value of Baht 1 each by canceling 61,787,834 authorized but unissued shares with the par value of Baht 1 each (which were reserved for the exercise of the warrants that become expired) and the amendment to Clause 4 of the Memorandum of Association as to reflect the reduction of the Company's registered capital according to the following details,

Clause 4	Registered capital	3,250,385,569	Baht	(Baht Three thousand two hundred and fifty million three hundred eighty five thousand five hundred sixty nine)
	Divided into	3,250,385,569	Shares	(Three thousand two hundred and fifty million three hundred eighty five thousand five hundred sixty nine shares)
	At par value of	1	Baht	(Baht One)
	Classified into			
	Ordinary shares	3,250,385,569	Shares	(Three thousand two hundred and fifty million three hundred eighty five thousand five hundred sixty nine shares)
	Preference shares	-None-	Shares	(None)

**Resolution** The Meeting unanimously resolved that the reduction of the Company's registered capital and amendment to Clause 4 of the Memorandum of Association of the Company according to the above details, be approved by 1,519,905,362 votes (being 100% of the total votes of the shareholders in attendance) with no objection nor abstention.

**8. To consider any other business (if any)**

Mr. Ronnachai Akeudomrat, the Company's shareholder holding 4,103,516 shares in the Company, asked the Chairman as follows:

1. The company took a long period to realize its revenue in each project. Was there any way to reduce such period?

Mr. Kittit Tungsiwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kittit explained that the projects being developed by the Company were the big projects. For instance, the value of The River, Northpoint and 185 Rajdamri was Baht 15,000 Million, Baht 5,000 Million and Baht 10,000 Million, respectively. Therefore it would take approximately 2-4 years to complete the construction. Due to the proposed change of the accounting standard concerning the revenue realization, the Company might need to plan for developing medium project, which would take 1-2 year to complete the construction to support the short fall of revenue.

2. What would be the Company's plan to develop the land in Ploenchit?

Mr. Kittit Tungsiwong, Director, Executive Director and Chief Operating Officer, was assigned to deal with this question. Mr. Kittit explained that such land had not owned by the Company, the Company only held 26% of shares in the company that owned such land.

As there are no further matters for this meeting, the Chairman thanked all shareholders and participants, then declare for the 2010 AGM of Shareholders closed.

The Meeting closed at 2:30 p.m.

(Signed by) ---Mr. Sompoch Intranukul--- Chairman  
(Mr. Sompoch Intranukul)

**INFORMATION MEMORANDUM ON CONNECTED TRANSACTION**  
**OF**  
**RAIMON LAND PUBLIC COMPANY LIMITED**  
**RE: ACQUISITION OF SHARES IN THE RIVER CO., LTD.**  
**BETWEEN RAIMON LAND PUBLIC COMPANY LIMITED (AS PURCHASER)**  
**AND**  
**BANGKOK PROPERTY INVESTMENTS PTE LTD. (BPI) (AS SELLER)**

**1. The Information under Schedule (1)**

**1.1 Date, Month, Year of Transaction and Parties Involved**

23 December 2010

**1.2 Name of Parties Involved**

- (a) Raimon Land Pcl. (**Company**) as the **Purchasers**; and
- (b) Bangkok Property Investment PTE LTD (**BPI**) as the **Sellers**

BPI is the subsidiary of IFA Hotels & Resorts 3 Limited (**IFA**), which is the major shareholder of the Company, holding approximately 41.08% of the total issued shares in the Company.

**1.3 Nature of Transaction**

The Company is acquiring 1,848,005 shares in The River Co., Ltd. (**The River**), being 15% of the total shares in The River, from BPI with the purchase price of Baht 315,000,000. Before this acquisition, BPI and the Company and its subsidiary hold 15% and 84.85% of the total shares in The River, respectively. After the acquisition, the Company and its subsidiary will then hold 99.85% of the total shares in The River.

The acquisition of such shares in The River is considered as connected transaction under the notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and listed companies' compliance concerning connected transaction B.E. 2546 (**SET Connected Transaction Rule**) and the Notification of Capital Market Supervisory Board TorJor. 21/2551 regarding rules on connected transactions. This is because IFA Hotels & Resorts 3 Limited (**IFA**), which is the Company's major shareholder, holding 41.08% of the total issued shares in the Company holds 100% of the total shares in BPI. Therefore BPI is considered as connected person in accordance with SET Connected Transaction Rule, with the size of transaction equivalent to 15.16% of the Company's net tangible assets (the Company's net tangible asset according to the Company's reviewed financial statements as at 30 September 2010 equals to Baht 2,077,683,378). As the size of the transaction is greater than Baht 20 million or 3% of the net tangible assets of the Company, the Company must obtain the shareholders' approval before proceeding with such shares acquisition and disclose the relevant information memorandum to the SET and the shareholders in accordance with the SET Connected Transaction Rule.

#### 1.4 Details of Acquired Assets

Name of issuing company	:	The River Co., Ltd.
Registered capital	:	Baht 1,232,030,000
Paid up capital	:	Baht 1,232,030,000
Number of common shares	:	12,320,300 shares
Par value per share		Baht 100
Board of Directors		1. Mr. Hubert Romary Bertrand Viriot 2. Mr. Kitti Tungsriwong 3. Mr. Talal J M A Al Bahar 4. Mr. Werner Johannes Burger

The core objective of The River is to hold shares in other companies (Holding Company). Currently The River holds 3,749,993 shares in Taksin Properties Co., Ltd., being 99.99% of the total shares in Taksin Properties Co., Ltd.

#### 1.5 Total Value of Consideration and Criteria for Determining Consideration

The Company agrees to pay Baht 170.45 per shares for acquiring 1,848,005 shares (at the par value of Baht 100 per share) in The River, totaling Baht 315,000,000, to BPI. Such payment will be fully paid in one time within 6 month period from the date that the shareholders' approval for the connected transaction is obtained.

With respect to the criteria for determining the purchase price of the shares, the purchase price of the sale shares is obtained from the financial projection made by the Company's management with discounted cash flow of the River Project and the price, which was obtained during the negotiation between the Company and BPI.

#### 1.6 Value of Acquired Assets

The purchase price of the sale shares paid by the Company to BPI is Baht 315,000,000. After the acquisition of such shares the Company and its subsidiary will hold 12,320,296 shares in The River, being 99.85% of the total shares in The River.

#### 1.7 Name of Connected Person and/or shareholders having interests who shall have no right to vote

IFA is the Company's major shareholder and holds approximately 41.08% of the total issued shares in the Company.

#### 1.8 Benefit Derived from Acquisition of Shares in The River

The acquisition of the shares in The River from BPI will provide a clear shareholding structure in The River, the Company's subsidiary, and eliminate conflict of interest among the Company, its major shareholder, and its subsidiary. It also enhances the Company's ability to manage its subsidiary more effectively. Lastly the Company will gain more benefit and returns from the investment due to the increase of its shareholding in The River.

#### 1.9 Source of Fund Used for Acquisition of Shares in The River

The Company will use the loan from financial institution to pay BPI for the purchase price of the sale shares.

1.10 Approval Condition for Acquisition of Shares in The River

As a result of the acquisition of shares in The River from BPI being considered as the connected transaction with the value of transaction equivalent to 15.16% of the Company's net tangible assets, the Company is required to hold the shareholder's meeting to obtain the approval for acquisition of shares in The River. Such connected transaction must be approved by the shareholders' meeting with the vote of not less than three-fourth of the total shares held by shareholders in attendance and having voting rights, excluding shares held by the interested shareholders.

1.11 Benefit or Transaction between the Company and Connected Person(s)

As a result of the acquisition of 15% of shares in The River from BPI, the Company and its subsidiary will approximately hold 99.85% of the total shares in The River and will gain more benefit and returns from the development and sale of The River project, the residential condominium situated on the land owned by Taksin Properties Co., Ltd. (The River's subsidiary).

1.12 Participation of Connected Directors by Attending and Voting at Board's Meeting

Mr. Hubert Viriot and Mr. Piaras Moriarty, the director representing IFA Group on the Company's board of directors, abstained from voting in the agenda relating to such connected transactions.

Mr. Talal Al Bahar, Mr. Werner Johannes Burger, and Mr. Numan M. Numan the directors representing IFA Group, did not attend the meeting

1.13 Board's Opinion in respect of Entry into Transaction

It is the Board's opinion that the acquisition of 15% of shares in The River from BPI will enhance the Company to control and determine policy in developing The River project, the large residential condominium and commercial building located on the bank of The Chaopraya in which the land is owned by Taksin Properties Co., Ltd. (**Taksin Properties**), The River's subsidiary. If the development of The River project is completed, it will generate profits to The River as the sole shareholder in Taksin Properties. The River holds approximately 99.99% of the total shares in Taksin Properties. Also, The Company and its subsidiary as shareholders of The River will then receive such profits proportional to shareholding of 99.85% in The River. Moreover, the acquisition of shares in The River from BPI will provide a clear shareholding structure in the Company's subsidiary and eliminate conflict of interest among the Company its major shareholder and subsidiary.

1.14 Conflicting Opinion of the Audit Committee and/or Director(s) against the Board's Opinion in Item No. 1.13

No other director has conflicting opinion against the Board's opinion in item no. 1.13

**2. The Statement relating to the Responsibility of Directors with respect to the Information in Documents Sent to the Shareholders**

The Board of Directors is responsible for the accuracy and completeness of this information memorandum and certify that such information memorandum does not contain false or misleading information or omits any material information which may prejudice shareholders' rights.

**3. The Opinion of an Independent Expert**

None.

**4. Summary of financial statements during the past 3 years and the present year until the latest quarter, as well as the explanation and analysis of financial condition and operating result in the past year and the present year until the latest quarter**

**4.1 Nature of Business Operations**

The Company operates a property development business by having the business operation as follows:

- Property development for sale (including acquisition and joint investment in other companies), involving vacant land, single detached house, townhouse, condominium, office building and commercial building, together with provision of construction services on the customers' lands.
- Property development for rent and
- Project management services to joint venture partners and/or investors.

Nature of Products/Services

The company focuses on developing luxury condominiums in the central of Bangkok and resorts in Thailand including Pattaya and Phuket. The company majorly focuses on innovative design coupled with contemporary innovation and durable materials. The construction is under the control of the international project management and the main target group is aimed at the customers who live in Thailand including the customers who have the businesses in Thailand and the customers, who come to Thailand for travelling, with a moderate to high earning level including Thais and foreigners.

**Projects in 2010**

In 2010, there were 4 projects, which were being developed and sold, as follows:

**1. The River**

The River is located on the Chao Phraya River and is the largest project of the Company presently. Since the project began its sales until present, sales through the end of the third quarter of 2010 worth up to THB 9.7 billion or approximately 70 percent of total sales area.

In 2010, the project has a substantial construction progress. The construction of the structure of Building B (totaling 42 floors) is complete. For the construction of the structure of Building A (totaling 71 floors) will be completed around January 2011 and when the construction is completed in early 2012, The River will be the highest residential building along the river in Bangkok with the serviced ferries to the train station (Saphan Taksin Station), and overlooking of the capital city and the beautiful river, which is visible from the bedroom, living room and other areas within the room.

**2. Northpoint**

Northpoint is a second residential condominiums grade A of the Company in Pattaya with an area of 80 meters wide in front of the Wong Amat beach, Pattaya. Northpoint is currently completed and in the process of transfer of ownership. The project consisting of 376 units and the sales at the end of the third quarter of 2010 is approximately 70 percent of total sales area.



### 3. The Heights Phuket

The Heights Phuket located on Kata Beach and was launched in 2005. At the third quarter of 2010, the project has sales more than 90 percent of total sales area. The construction is complete and the transfer of ownership has started since January 2009.

### 4. 185 Rajadamri

185 Rajadamri located on Rajdamri Road and it is the only one project in this area offered for sale as a freehold while other projects offered for sale as a leasehold. The project is surrounded by views of Lumpini Park to the Royal Bangkok Sports Club. The project consists of 268 units with the project value of almost THB 10 billion. The company launched the project officially in the third quarter of 2010 and expects the construction to be completed around 2013. Currently, the sales are around 30 percent of the total project value. The project has already started the construction and is under pilling.

### New Projects in 2011

The company plans to launch new projects in 2011 such as the Zire Wongamat, of which the location is nearby the Northpoint in Pattaya, located on Wongamat beach with the length of 45 meter and the project value of THB 2.8 billion. The Company plans to launch the project officially in the first quarter of 2011.

## 4.2 Summary of Financial Statements during Past 3 Years and Present Year until the Latest Quarter together with Relevant Explanation

### **RAIMON LAND PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES BALANCE SHEETS As at 30 September 2010, 31 December 2009 and 31 December 2008 (Unit: Thousand Baht)**

ITEMS	2010		2009		2008	
	Amounts	%	Amounts		Amounts	%
Current assets						
Cash and cash equivalents	327,491	3.92	334,004	3.50	336,183	3.47
Restricted bank deposits	25,100	0.30	26,859	0.28	-	-
Unbilled completed work	1,192,805	14.30	1,343,080	14.07	1,364,836	14.10
Unbilled completed work – related parties	23,030	0.28	11,571	0.12	26,735	0.28
Project development cost, net	5,957,286	71.43	5,480,478	57.41	6,014,024	62.13
Land awaiting for sale, net	-	-	650,774	6.80	-	-
Advance payment to contractors	254,793	3.06	447,298	4.69	508,572	5.25
Deposit payments for land	-	-	-	-	26,200	0.27
Prepaid expenses	5,709	0.07	3,702	0.04	11,334	0.12
Other current assets	83,921	1.01	49,898	0.53	39,454	0.41
<b>Total current assets</b>	<b>7,870,135</b>	<b>94.37</b>	<b>8,347,664</b>	<b>87.44</b>	<b>8,327,338</b>	<b>86.03</b>
Non-current assets						
Long-term loans to jointly controlled companies and interest receivable	221,823	2.66	939,704	9.84	943,026	9.74
Property, plant and equipment - net	107,675	1.29	119,734	1.25	250,126	2.58
Leasehold rights, net	86,667	1.04	89,167	0.93	92,500	0.96
Land awaiting development	7,397	0.09	7,397	0.08	7,397	0.07
Deposits	10,739	0.13	8,890	0.09	11,384	0.12
Other non-current assets	35,152	0.42	34,464	0.37	48,155	0.50
<b>Total non-current assets</b>	<b>469,453</b>	<b>5.63</b>	<b>1,199,356</b>	<b>12.56</b>	<b>1,352,588</b>	<b>13.97</b>
<b>Total assets</b>	<b>8,339,588</b>	<b>100.00</b>	<b>9,547,020</b>	<b>100.00</b>	<b>9,679,926</b>	<b>100.00</b>

ITEMS	2010		2009		2008	
	Amounts	%	Amounts		Amounts	%
Current liabilities						
Short-term loans from financial institutions	60,000	0.72	1,756,399	18.40	2,061,585	21.30
Trade accounts payable	421,240	5.05	514,967	5.39	313,269	3.24
Current portion of long-term loans from financial institutions	478,810	5.74	1,457,858	15.27	-	-
Current portion of long-term debentures	-	-	-	-	351,561	3.63
Current portion of additional purchase of investment in subsidiary payable	279,145	3.35	176,883	1.85	-	-
Amounts due to related companies	704	0.01	442	0.00	389	0.00
Short-term loans from major shareholder and accrued interest	211,787	2.54	551,641	5.78	353,725	3.65
Accrued expenses	351,550	4.22	122,379	1.28	79,697	0.82
Deposits received from sales of land	-	-	15,000	0.16	-	-
Deposits received from customers	715,403	8.58	272,468	2.85	550,166	5.68
Deposits received from customers - related parties	-	-	2,113	0.02	43,727	0.45
Cash received in advance from customers	-	-	174,351	1.83	370,779	3.83
Cash received in advance from customers - related parties	-	-	-	-	4,680	0.05
Retention payable	75,317	0.90	67,700	0.71	81,234	0.84
Other current liabilities	68,714	0.82	35,542	0.38	17,048	0.19
Total current liabilities	2,662,670	31.93	5,147,743	53.92	4,227,840	43.68
Non-current liabilities						
Long-term loans from financial institutions - net of current portion	3,431,399	41.15	1,803,500	18.89	2,333,422	24.11
Additional purchase of investment in subsidiary payable, net of current portion	-	-	153,069	1.60	-	-
Other non-current liabilities	2,214	0.02	3,872	0.04	10,170	0.11
Total non-current liabilities	3,433,613	41.17	1,960,441	20.53	2,343,592	24.22
Total liabilities	6,096,283	73.10	7,108,184	74.45	6,571,432	67.90
Shareholders' equity						
Paid-up capital	3,250,386	38.97	3,250,386	34.05	2,999,799	30.99
Share discount	-	-	-	-	(208,585)	(2.15)
Excess of investment in subsidiary arising as a result of additional purchase of investment in the subsidiary at a price higher than the net book value of the subsidiary at the acquisition date	(242,940)	(2.91)	(242,940)	(2.54)	-	-
Legal reserve	36,131	0.43	36,131	0.38	36,131	0.37
Retained earnings (Deficits)	(927,505)	(11.12)	(697,518)	(7.31)	66,606	0.69
Minority interests	127,233	1.53	92,777	0.97	214,543	2.20
Total shareholders' equity	2,243,305	26.90	2,438,836	25.55	3,108,494	32.10
Total liabilities and shareholders' equity	8,339,588	100.00	9,547,020	100.00	9,679,926	100.00

**RAIMON LAND PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**PROFIT AND LOSS STATEMENTS**  
For the nine-month ended 30 September 2010,  
for the year ended 31 December 2009 and 31 December 2008

ITEMS	2010		2009		2008	
	Amounts	%	Amounts		Amounts	%
Revenues						
Sales of residential condominium units	2,117,747	90.33	3,098,906	91.49	2,706,885	94.77
Rental and service income	3,119	0.13	6,576	0.19	4,838	0.17
Marketing commission income	9,893	0.42	8,013	0.24	4,381	0.15
Profit from debt recoupment	-	-	96,496	2.85	-	-
Gain on sale of investment in subsidiary	-	-	-	-	27,822	0.97
Gain from exchange rate	-	-	15,683	0.46	-	-
Interest income	44,350	1.89	93,907	2.77	35,390	1.24
Reversal of accrued specific business tax and accrued transfer fee	-	-	-	-	62,516	2.19

ITEMS	2010		2009		2008	
	Amounts	%	Amounts		Amounts	%
Reversal of allowance for diminution in value of land awaiting for sale	76,026	3.25	-	-	-	-
Other income	93,219	3.98	67,514	2.00	14,341	0.51
<b>Total revenues</b>	<b>2,344,354</b>	<b>100.00</b>	<b>3,387,095</b>	<b>100.00</b>	<b>2,856,173</b>	<b>100.00</b>
<b>Expenses</b>						
Cost of residential condominium units sales	1,420,197	72.46	2,296,857	68.85	1,773,923	68.37
Selling expenses	256,427	13.08	162,458	4.87	373,849	14.41
Administrative expenses	189,556	9.67	687,802	20.62	446,932	17.22
Reduction of interest receivable of loans to jointly controlled entities	93,909	4.79	-	-	-	-
Loss on diminution in value of project cost awaiting development	-	-	188,904	5.66	-	-
<b>Total expenses</b>	<b>1,960,089</b>	<b>100.00</b>	<b>3,336,021</b>	<b>100.00</b>	<b>2,594,704</b>	<b>100.00</b>
Income (loss) before share of loss from investment in joint venture, finance cost and corporate income tax	384,265		51,074		277,111	
Share of loss from investment in joint ventures	(301,616)		(163,822)		(39,908)	
Finance cost	(107,301)		(164,065)		(119,770)	
Corporate income tax	(170,879)		(3,820)		-	
<b>Net income (loss) for the year</b>	<b>(195,531)</b>		<b>(280,633)</b>		<b>117,433</b>	
<b>Net income (loss) attributable to:</b>						
Equity holders of the parent	(229,987)		(277,109)		145,785	
Minority interests of the subsidiaries	34,456		(3,524)		(28,352)	
<b>Net income (loss) for the year</b>	<b>(195,531)</b>		<b>(280,633)</b>		<b>117,433</b>	

**RAIMON LAND PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**CASH FLOW STATEMENTS**  
**For the nine-month ended 30 September 2010,**  
**for the year ended 31 December 2009 and 31 December 2008**

ITEMS	2010	2009	2008
Net cash flows from (used in) operating activities	336,085	(468,683)	(1,471,178)
Net cash flows from (used in) investing activities	1,075,461	(76,170)	(633,076)
Net cash flows from (used in) financing activities	(1,418,059)	542,674	1,939,979
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(6,513)</b>	<b>(2,179)</b>	<b>(164,275)</b>
Cash and cash equivalents at beginning of the year	334,004	336,183	503,203
Less : Cash and cash equivalents at beginning of the year of subsidiary excluded in the consolidated financial statement	-	-	(2,745)
<b>Cash and cash equivalents at end of the year</b>	<b>327,491</b>	<b>334,004</b>	<b>336,183</b>

#### 4.3 Analysis of Operating Results and Financial Status

##### Operating performance

##### Revenue

The Company has its sales growing continuously. In 2008 – 2009 the Company has the revenue from sales of THB 2,706.89 million and 3,098.91 million respectively due to in 2009 the Company has an increasing in the revenue from sales from 2008 by THB 392.02 million or representing the growth rate of 14.48 percent. The reason why its major revenue increasing continuously is the increasing in sales of many projects and the progress of construction of the Company and its subsidiaries is as planned.

For the first 9 months of 2010, the Company has the revenue from sales of THB 2,117.75 million decreasing compared to the same period of 2009 by THB 220.73 million or representing 9.44 percent decreasing due to the fact that the Company is able to recognize the revenue from the Northpoint project lower than the previous year.

#### Sale Cost and Gross Profit

The Company has the cost of goods sold of THB 1,773.92 million, 2,296.86 million and 1,420.20 million in 2008 – 2009 and the first 9 months of 2010 respectively. The Company has a ratio of cost of goods sold to sales of 65.53 percent, 74.12 and 67.06 percent in 2008 – 2009 and the first 9 months of 2010 respectively, which is consistent to the increasing in the revenue in each project resulting the Company to have a good gross profit margin at 34.47 percent, 25.88 percent and 32.94 percent in 2008 – 2009 and the first 9 months of 2010.

#### Sale and Administration Expenses

The Company has the selling and administrative expenses of THB 820.78 million, 850.26 million and 445.98 million in 2008 – 2009 and the first 9 months of 2010 respectively or representing 30.32 percent, 27.44 and 21.06 percent of the revenue from sales. It is seen that this ratio trends to decrease continuously in 2008 – 2009 due to the Company is able to operate promotional plan effectively resulting the sales to be as planned in accordance with the policy of the Company to invest in a medium to large projects which generates more margin than a small project.

#### Net Profit (attributable to equity holders of the parent)

The Company has the net profit of THB 145.79 million, (277.11) million and (229.99) million in 2008 – 2009 and the first 9 months of 2010 respectively. The Company has an operating loss in 2009 – 2010 due to in 2009 the Company has an allowance for loss on diminution in value of land awaiting for sale approximately THB 189 million and in 2010 the Company recognizes the loss on sale of land of jointly controlled entity through the share of loss from the investments in joint venture approximately THB 250 million.

### **4.4 Financial Status**

#### Assets

The Company has the total assets of THB 9,679.93 million, 9,547.02 million and 8,339.59 million in 2008 – 2009 and the first 9 months of 2010 respectively. The reason why its total assets in 2008 increasing from 2007 by THB 1,753.76 million is majorly from the additional investment through its subsidiaries and jointly controlled entities for the property development while its total assets in 2009 decreasing from 2008 by THB 132.91 million is from the amortization of non-operating assets of a project. As at 30 September 2010, the Company has its assets decreasing THB 1,207.43 million compared to year ended of 2009 is majorly from the decreasing in long-term loans to jointly controlled entities and interest receivable by THB 717.88 million.

#### Liabilities

The Company has the total liabilities of THB 6,571.43 million, 7,108.18 million and 6,096.28 million in 2008 – 2009 and the first 9 months of 2010 respectively. The continual increasing in liabilities since 2008 – 2009 is majorly from the increasing in long-term loan, for as at 30 September 2010, the Company has a decreasing in liabilities by THB 1,011.90 million or 14.24 percent decreasing compared to year ended of 2009 due to the fact that the Company is able to repay the loans from financial institution in accordance with the management plan of the Company.

In addition, the Company has a debt to equity ratio in 2008 – 2009 and as at 30 September 2010 of 2.11 times, 2.91 times and 2.72 times respectively considered as a continual increasing. However, if considering the ratio of interest bearing debt to shareholders' equity in 2008 – 2009 and as at 30 September 2010 of 1.65 times, 2.29 times and 1.87 times respectively, that this ratio of the 9 months period of 2010 is materially decreasing compared to 2009 because the customers gradually transfer the condominiums in each project of the Company resulting the Company to repay for the loans from financial institution efficiently.

#### Shareholder Equity

The Company has the shareholders' equity of THB 3,108.49 million, 2,438.84 million and 2,243.31 million in 2008 – 2009 and the first 9 months of 2010 respectively. In 2008, the Company has an increasing in shareholders' equity from 2007 by THB 388.74 million from the operating performance of the Company of THB 117.43 million and the capital increase of THB 259.62 million by a right offering. However, in 2009 the Company has a decreasing in shareholders' equity by THB 669.66 million or 21.54 percent decreasing due to the Company has net loss of THB 280.63 million. The Company pays the interim dividend in 2009 totaling THB 27.84 million and makes an additional investment in subsidiaries of THB 360.68 million. For as at 30 September 2010, the Company has a decreasing in shareholders' equity by THB 195.53 million due to the Company has an operating loss.

#### Liquidity

The Company has a good current ratio in 2008 – 2009 between 1.62 – 1.97 times while as at 30 September 2010 the Company has the current ratio of 2.96 times. However, the Company has a quick ratio less than 1.00 times and as at 30 September 2010 the Company has the quick ratio of 0.72 times, such ratio has an increasing trend due to the fact that the capability to additionally find a long-term source of funds in consistency with the development period of each project.

#### Cash flow

The Company has the net cash flows from operating activities of THB (1,471.18) million, (468.68) million and 336.09 million in 2008 – 2009 and the first 9 months of 2010 respectively. The continually negative cash flows from operating activities since 2008 is majorly from the progress of property development and advance the payment to contractors, however in the first 9 months of 2010, the Company has a positive cash flows from operating activities due to the fact that the Company is able to transfer the condominiums to the customers as scheduled and receive the addition of deposit from the customers.

The Company has the net cash flows from investing activities of THB (633.08) million, (76.17) million and 1,075.46 million in 2008 – 2009 and the first 9 months of 2010 respectively. The varying in each year is majorly from the financial support to affiliates for property development but in the quarter 3 of 2010 the Company has a cash flow from sales of land awaiting for sale totaling THB 711.80 million and received short-term loans from jointly controlled entities totaling THB 365.76 million.

The Company has the net cash flows from financing activities in 2008 – 2009 and the first 9 months of 2010 of THB 1,939.98 million, 542.67 million and (1,418.06) million respectively. The Company uses loans from the financial institution as a main source of fund for property development projects. However in 2010 the Company has net cash outflows due to the Company is able to transfer the condominium units of many projects to the customers, resulting the Company to repay loans from financial institution approximately THB 1,400 million.

#### 4.5 Financial Projection (if any)

The Company did not prepare the financial projection for the year 2010.

#### 4.6 Executives and the top ten shareholders as of the closing date of share registered book

##### Board of Directors

No.	Name	Title
1.	Mr. Sompoch Intranukul	Chairman and Member of the Audit Committee
2.	Mr. Talal J M A Al Bahar	Chairman of the Executive Committee
3.	Mr. Werner Johannes Burger	Member of the Executive Committee
4.	Mr. Hubert Romary Bertrand Viriot	Member of the Executive Committee and Chief Executive Officer
5.	Mr. Numan Mohamed Numan Mohamed	Director
6.	Mr. Piaras Rodrigo Moriarty Alvarez	Director
7.	Mr. Kitti Tungsriwong	Member of the Executive Committee and Company Secretary
8.	Mr. Kitti Gajanandana	Chairman of the Audit Committee
9.	Mr. Jirawud Kuvanan	Member of the Audit Committee

##### Management team

No.	Name	Title
1.	Mr. Hubert Romary Bertrand Viriot	Director, Member of the Executive Committee and Chief Executive Officer
2.	Mr. Kitti Tungsriwong	Director, Member of the Executive Committee and Chief Operating Officer
3.	Miss Lamai Pittrakul	Vice President of Corporate Finance
4.	Mr. Stephen Anthony Brachak	Vice President of Sales and Resort Management
5.	Mr. Gerard Conor Healy	Vice President of Project Development
6.	Mr. Montri Hemvichitr	Vice President of Special Project
7.	Mrs. Neerja Sachdev	Vice President of Customer Relations Management
8.	Mrs Haruthai Yamanaka	Vice President of Human Resources
9.	Miss Janjira Panitpon	Vice President of Planning and Investment

### Shareholders

The below table illustrates the percentage of ownership of top ten shareholders as of 2 September 2010.

No.	Name	Amount	Shareholding (Percent)
1.	IFA Hotels & Resorts 3 Ltd.	1,335,127,851	41.08
2.	Thai NVDR Company Limited	982,677,628	30.23
3.	Quam Securities Company Limited A/C Client	198,045,182	6.09
4.	M.R. Chatu Mongol Sonakul	35,000,000	1.08
5.	Focus Development and Construction Co., Ltd.	27,669,245	0.85
6.	Cleastream Nominees Ltd.	26,518,679	0.82
7.	Mr. Nattaphat Rangson	23,959,000	0.74
8.	Mr. Wisit Korsetthakarn	21,777,777	0.67
9.	Mr. Pornchai Thanopajaisitthi	18,000,000	0.55
Total of Major Shareholders		2,668,775,362	82.11
Others		581,610,207	17.89
Total		3,250,385,569	100.00

**4.7 Other information which may have material effect towards the investor (if any)**

None

**THE OPINION OF THE INDEPENDENT FINANCIAL ADVISOR**

**ON**

**THE ASSET ACQUISITION AND CONNECTED TRANSACTION**

**OF**



**RAIMON LAND**

**RAIMON LAND PUBLIC COMPANY LIMITED**

**PREPARED BY**



**CAPITAL LINK ADVISORY CO.,LTD.**

December 2, 2010



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No. Cor.Aor.029/2553

Date 2 December 2010

Re The opinion of the Independent Financial Advisor to the assets acquisition and connected transaction of  
Raimon Land Public Company Limited

To Shareholders  
Raimon Land Public Company Limited

As the Board of Directors of Raimon Land Public Company Limited ("Company" or "RAIMON") No. 8/2010 held on 15 November 2010 resolved to approve the acquisition of shares of The River Company Limited ("The River" or "RV"), formerly known as Taksin Hotel Holding Company Limited, totaling 1,848,005 shares of which the par value is THB 100 per share from Bangkok Property Investments Pte Limited ("BPI") at the purchasing price of THB 170.45 per share or THB 315 million in total (presently the Company directly and indirectly holds shares in the proportion of 84.85 percent of total issued and paid-up shares). The objective to acquire the shares in RV from BPI is to have the shareholding structure in The River, which is the subsidiary of the Company, clear and have no appearance of conflict of interest among major shareholder, the Company and its subsidiary.

The acquisition of shares in RV by the Company considered as a connected transaction in accordance with the Notification of the SET's Board of Governors Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 ("the Notification of the Stock Exchange Re: Connected Transaction") and the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions due to the fact that IFA Hotels & Resorts 3 Limited ("Major Shareholder" or "IFA HR3"), as a major shareholder of the Company, presently holds shares in the proportion of 41.08 percent of total paid-up shares of the Company and holds shares in BPI in the proportion of 100 percent of total shares of BPI, considered as a related person in accordance with the criteria of the Notification of the Stock Exchange Re: Connected Transaction with the transaction size of 15.16 percent of net tangible assets (net tangible assets of the Company in relation to the financial statement of the Company ended at 30 September 2010 reviewed by the certified public accountant is THB 2,077,683,378). Due to the fact that the transaction size in total is greater than THB 20 million or 3 percent of net tangible assets of the Company, the Company must receive the approval from the meeting of shareholders before entering into the acquisition of shares in RV and disclose the information to the

Stock Exchange of Thailand and shareholders as defined by the Notification of the Stock Exchange Re: Connected Transaction.

In addition, the acquisition of shares in The River considered as an assets acquisition transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets by referring to the Notification of the SET's Board of Governors Re: The Disclosure and Best Practice of Listed Companies in Acquisition or Disposal of Assets B.E. 2547 with the highest transaction size of 3.78 percent under the calculation in the criteria of value of consideration considered as the assets acquisition transaction having the transaction size lower than 15 percent resulting the Company not to receive the approval from meeting of shareholders and not to disclose the information in relation to the transaction of the Company to the Stock Exchange of Thailand ("Stock Exchange")

If considering both the assets acquisition and connected transaction, the Company is mandatory to disclose the information in relation to the entering of transaction of the Company to the Stock Exchange and receive the approval from the meeting of shareholders with votes of not less than three-fourth of the total votes or proxy (if any) attending the meeting and having the right to vote excluding the votes from the shareholders who have the conflict of interest. The Company is also required to send a notice to shareholders altogether with the opinion of the Independent Financial Advisor to the shareholders beforehand not less than 14 days before the meeting date of the meeting of shareholders. The meeting of the Board of Directors resolved to propose this agenda to the Extra Ordinary General Meeting of Shareholders No. 1/2010 to be held on 23 December 2010 for the approval of the entering into the transaction.

Thus the Board of Directors of the Company resolved to appoint Capital Link Advisory Company Limited ("Independent Financial Advisor") as an Independent Financial Advisor in preparation of the opinion in relation to the acquisition of shares of RV of the Company, which is the connected transaction of the Company for the consideration of shareholders.

In this regard, the Independent Financial Advisor has prepared this opinion report by studying the information from the following sources:

1. The information and documents received from the Company including the interview with management and staffs of the Company.
2. Information and auditor report of the Company.
3. Information and documents disclosed or distributed to public such as the information from the Stock Exchange of Thailand, the Securities and Exchange Commission, news from newspaper and information in relation to economic conditions and related industry etc.

The Independent Financial Advisor has used the aforementioned information as a base in consideration and preparation of this opinion report of the Independent Financial Advisor under the assumptions that the aforementioned information is complete and conforms to fact and has no event which will significantly affect on the business operation of the Company. In addition, The Independent Financial Advisor could not guarantee or warranty either directly or indirectly or responsible for the accuracy of the information and any representations of the company.

In expressing this opinion to shareholders, the Independent Financial Advisor considered the reasonableness of the assets acquisition and connected transaction and the appropriateness of the purchasing price of The River Company Limited along with related factors in order that the shareholders could make a decision to "Approve" or "Reject" the entering of such transaction, which could be summarized as follows:

### Abbreviation

Company or RAIMON	Raimon Land Public Company Limited
RV or The River	The River Company limited
TPC	Taksin Properties Company Limited
IFA HR	IFA Hotels & Resorts Co. (K.S.C.C)
IFA HR 3 or Major Shareholder	IFA Hotels & Resorts 3 Ltd
IFA RLD	IFA Raimon Land Development Company Limited
IFA RLR	IFA Raimon Land Residences Company Limited
IFA PR	IFA Ploenchit Residences Company Limited
BPI	Bangkok Property Investments Pte Limited
Independent Financial Advisor	Capital Link Advisory Company Limited

## Executive Summary

As the meeting of Board of Directors of Raimon Land Public Company Limited No. 8/2010 held on 15 November 2010 resolved to approve the acquisition of shares of The River Company Limited totaling 1,848,005 shares of which the par value is THB 100 per share representing 15 percent of total shares from Bangkok Property Investments Pte Limited at the purchasing price of THB 170.45 per share or THB 315 million in total.

This transaction is considered as an acquisition of assets and connected transaction of listed company in accordance with the Notifications of the Capital Market Supervisory Board and due to such transaction size is exceeding the criteria under such related notification, thus the Company is required to disclose the information in relation to the transaction to the Stock Exchange and hold a meeting of shareholders to obtain an approval to enter into this transaction by appointing an independent financial advisor to provide an opinion in relation to the transaction to the shareholders of the Company.

Capital Link Advisory Company Limited, as the Independent Financial Advisor of the shareholders appointed by the Company, has considered the information and relevant documents of the Company and RV including the interview with the management, purchasing price and conditions in the draft of Share Purchase Agreement of RV between the Company and BPI as related person, quality and scope of conflict of interest of the related person, the rationale of the entering into the transaction and the appropriateness of the purchasing price of RV at THB 170.45 per share. The Independent Financial Advisor recommends that this acquisition of assets and connected transaction is reasonable and the purchasing price is appropriate as the value of RV is in the range of THB 310 – 326 million or in the range of share at THB 167.75 – 176.41 per share evaluated by the Independent Financial Advisor with Discounted Cash Flow Approach (DCF). Thus the Independent Financial Advisor recommends that the shareholders should **approve** the entering into this acquisition of assets and connected transaction. In addition, the Independent Financial Advisor recommends the shareholders to consider other factors which shall affect the making of decision such as reasonableness of the transaction, pros and cons of the transaction, benefits and impacts if not entering into the transaction, benefits and impacts between entering transaction with related person and entering transaction with outsider and the adequacy of working capital.

In consideration to approve or reject the entering of this transaction, the shareholders shall consider the information, reasons and opinions in various aspects as the Independent Financial Advisor presented in this report, however the making of decision to “approve” or “reject” the entering of this transaction depends upon the consideration of the shareholders as major.

## 1. The information of the Company

### 1.1 History and major development of the Company

The Company has the history and major development since its incorporation as following:

- The Company was initially incorporated as a company limited under the name of "Plaza Garment Company Limited" in 1987 with an objective to manufacture and distribute garments. However, before ever entering the garment business, the founder changed the objective of incorporation to the investment and property development for renting and selling.
- Later on, the Company changed its name to "Raimon Property Development Company Limited" after gaining the successfulness in development of several commercial building projects. The Company was again changed its name to "Raimon Land Company Limited" in 1990.
- The Company invested in various projects of property development and invested as a joint venture in many companies for acquiring potential land and expanding its business. Until 1993 the Company converted its status to be a public company limited and offered newly issued ordinary shares for initial public offering totaling 5,500,000 shares at the offering price of THB 54.00 per share (par value of THB 10 per share) and received the approval from the Stock Exchange to be a listed company in the Stock Exchange of Thailand by granting the permission to the shares of the Company for trading in the Stock Exchange of Thailand.
- From 2000-2003, the Company underwent the rehabilitation process under the Bankruptcy Act as the result of the Central Bankruptcy Court's order on 6 October, 2000. The Company successfully satisfied the terms and conditions of the rehabilitation plan, and the Central Bankruptcy Court subsequently ordered the cancellation for the rehabilitation of business on 4 August, 2003.
- The rehabilitation plan consisting of a capital reduction, an increasing of capital for the purpose of debt and equity conversion and the private placement to new investors (the new investors led by Seamico Securities Public Company Limited purchased the shares of the Company under the terms and conditions of the rehabilitation plan and became a new major shareholder of the Company). In addition, the rehabilitation plan also included a share split from a par value of THB 10 per share to THB 5 per share and the issuance of warrant totaling 299,904,000 units to the existing shareholders and new investors for the subscription of ordinary shares. Additionally, the rehabilitation plan required the transfer assets to be the collateral as the payments for creditors.

- In November 2003, the Company followed the rehabilitation plan by issuing and offering 29,990,400 ordinary shares of which the par value is THB 5 per share to the specified investors and/or institutional investors by way of a private placement at the offering price of THB 7 per share. The Company also split the par value of its shares from THB 5 to THB 1 per share as well as the split of warrants from 1 existing unit to 5 new units.
- In May 2004, the Company issued and offered 224,930,555 ordinary shares with a par value of THB 1 per share to the existing shareholders at a ratio of 4 existing ordinary shares to 1 new ordinary share. The remaining shares, which had not been subscribed to by the shareholders, were subsequently offered to specified investors and/or institutional investors by way of a private placement with the offering price of THB 1 per share in July 2004.
- On 20 August 2004, the Stock Exchange of Thailand granted a permission for the securities of the Company to be traded as normal.
- On 29 April 2005, the Annual General Meeting of Shareholders passed the resolution to approve the increasing of registered share capital of the Company from THB 2,752,640,955 to THB 2,977,571,568 through the issuance of 224,930,613 ordinary shares with a par value of THB 1 per share. The newly ordinary shares were allocated to the existing shareholders of the Company at the ratio of 5 existing ordinary shares to 1 new ordinary share with the offering price of THB 1.00 per share. The shareholders having names in the register of shareholders as at 13 May 2005 is eligible for the allocation of shares in June 2005. The Company registered the capital increase from the issuing and offering those ordinary shares with the Ministry of Commerce on 16 June 2005.
- On 12 October 2005, the Company exercised its call option for the first time requiring the warrant holders to prematurely exercise its rights totaling 374,801,596 units with the exercise date set in February 2006. The Company received the capital increase from the exercise of right under warrant to buy ordinary shares (RAIMON-W) totaling 378,832,048 shares with the exercise price of THB 0.963 per share or THB 364,815,276 in total. The Company registered the capital increase with the Ministry of Commerce for the paid-up capital of THB 1,728,415,726 on 16 June 2005 and there were the warrants not being exercised and canceled at this time of 10,083,930 units.
- On 28 November 2005, the Company exercised its call option for the second time requiring the warrant holders to prematurely exercise its rights totaling 374,801,595 warrants with the exercise date set in April 2006. The Company received the capital increase from the exercise of right under



warrant to buy ordinary shares (RAIMON-W) totaling 374,801,595 shares with the exercise price of THB 0.963 per share or THB 360,413,268 in total. The Company registered the capital increase with the Ministry of Commerce for the paid-up capital of THB 2,102,676,633 on 4 May 2006 and there were the warrants not being exercised and canceled at this time of 14,484,765 units.

- On 31 July 2006, the Company received the capital increase from the exercise of right under ESOP warrant to buy ordinary shares (RAIMON-W2) totaling 5,690,566 shares with the exercise price of THB 1.228 per share or THB 6,988,015 in total. The Company registered the capital increase with the Ministry of Commerce for the paid-up capital of THB 2,108,367,199 on 4 August 2006.
- On 29 September 2006, the Company received the capital increase from the exercise of right under warrant to buy ordinary shares (RAIMON-W) totaling 3,672 shares with the exercise price of THB 0.963 per share or THB 3,536 in total. The Company registered the capital increase with the Ministry of Commerce for the paid-up capital of THB 2,108,370,871 on 5 October 2006.
- On 28 December 2006, the Company was informed by Mr. Ole Teigen and Mr. Frode Teigen, who are the major shareholders of the Company, for the changing in the shareholding structure that Mr. Ole Teigen divested all shareholding totaling 422,644,115 shares representing 20.05 percent of total paid-up shares of the Company to Istithmar Hotels FZE, and Mr. Frode Teigen divested all shareholding totaling 472,654,695 shares representing 22.41 percent of total paid-up shares to 2 new shareholders, namely IFA Hotels & Resorts 3 Ltd., in the amount of 447,649,405 shares and Istithmar Hotels FZE in an amount of 25,005,290 shares.
- On 28 September 2007, the Company received the capital increase from the exercise of the right under warrants to buy ordinary shares (RAIMON-W) totaling 678,915 shares with the exercise price of THB 0.963 per share or THB 653,795 in total. The Company registered the capital increase with the Ministry of Commerce for the paid-up capital of THB 2,108,049,786 on 4 October 2007.
- On 17 December 2007 which was the last day for the exercise of the right under the remaining 749,599,853 warrants. In this regard, the Company received the capital increase from the exercise of the right under warrants to buy ordinary shares (RAIMON-W) for the last time totaling 631,131,885 shares with the exercise price of THB 0.963 per share or THB 607,780,005 in total. The Company registered the capital increase with the Ministry of Commerce for the paid-up capital of THB 2,740,181,671 on 21 December 2007. There were 141,329,094 unexercised warrants which were cancelled.

- On 30 May 2008, the Extraordinary General Meeting of Shareholders No. 1/2008 resolved to approve the Company to underwent the following matters:
  - 1.Reduce the registered capital of the Company from the former value of THB 2,977,571,568 (2,977,571,568 ordinary shares of which the par value is THB 1 per share) to THB 2,801,969,505 (2,801,969,505 ordinary shares of which the par value is THB 1 per share) by resolving the unsold shares for sale totaling 175,602,063 shares of which the par value is THB 1.00 per share or THB 175,602,063 in total. The shares were reserved for the exercise of the expired warrant (RAIMON-W). On 1 June 2008, the Company registered the reduction of shares with the Ministry of Commerce.
  - 2.Increase the registered capital in the amount of THB 1,370,090,835 from THB 2,801,969,505 (2,801,969,505 ordinary shares of which the par value is THB 1 per share) to THB 4,172,060,340 (4,172,060,340 ordinary shares of which the par value is THB 1 per share). On 5 June 2008, the Company registered the capital increase with the Ministry of Commerce.
  - 3.Allot 1,370,090,835 ordinary shares of which the par value is THB 1 per share to the existing shareholders of the Company with the offering price of THB 1 per share (at the ratio of 2 existing shares per 1 new share). In case that, after the share offered for sales to the existing shareholders, should there were any remaining shares not exceeding 340,116,914 shares of which the par value is THB 1 per share, the Company would offer the remaining shares to IFA Hotels & Resorts 3 Ltd., which is a major shareholder of the Company, holding shares of 24.18 percent of the total paid-up shares of the Company. Subsequently, the Company received the capital increase in total of THB 259,616,980 from the right offering to the existing shareholders of the Company totaling 259,616,980 shares of which the par value is THB 1 per share. Therefore, the issued and paid-up share capital of the Company was increased to be THB 2,999,798,651 (2,999,798,651 shares of which the par value is THB 1 per share) so that the shareholding of IFA Hotels & Resorts 3 Ltd. As a major shareholder of the Company was increased to be 26.15 percent of paid-up shares. On 13 June 2008, the Company registered the issued and paid-up capital with the Ministry of Commerce.
- On 27 March 2009, the Extraordinary General Meeting of Shareholders No. 1/2009 resolved to approve the Company to underwent the following matters:
  - 1.Pay interim dividend to the shareholders in form of share dividend and cash dividend in the ratio of 1 existing ordinary share per 0.0837 share dividend of which the par value is THB 1.00 per share

and pay cash dividend in the ratio of 1 existing ordinary share per THB 0.0093. Thus, the dividend payout ratio is THB 0.093 (0.0837 + 0.0093) per share.

2.Reduce the registered capital of the Company from the former value of THB 4,172,060,340 to THB 3,061,586,485 by resolving the unsold shares for sale totaling 1,110,473,855 shares (excluding shares issued for the exercise of warrants to buy ordinary share) of which the par value is THB 1.00 per share or THB 1,110,473,855 in total. On 27 March 2009, the Company registered the reduction of shares with the Ministry of Commerce.

3.Increase the registered capital from THB 3,061,586,485 to THB 3,312,173,403 by issuing new shares totaling 250,586,918 shares of which the par value is THB 1 per share or THB 250,586,918 in total. On 30 March 2009, the Company registered the capital increase with the Ministry of Commerce.

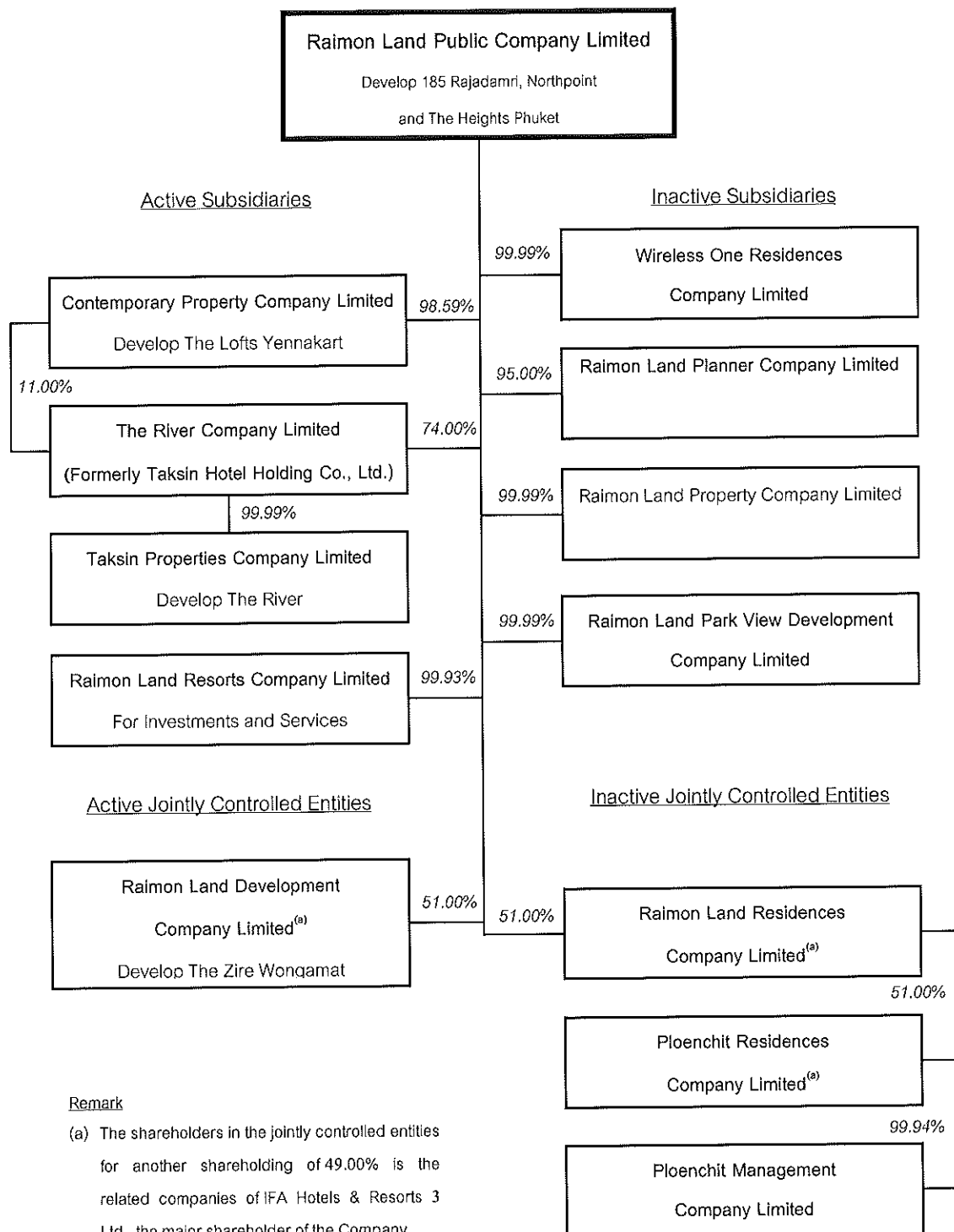
4.Allot 250,586,918 ordinary shares of which the par value is THB 1 per share to the shareholders who had the rights to receive an interim dividend. Thus the issued and paid-up capital was increased to be THB 3,250,385,569 (3,250,385,569 shares of which the par value is THB 1 per share) and the registered capital was THB 3,312,173,403. On 31 March 2009, the Company registered the capital increase with the Ministry of Commerce.

- On 10 August 2009, IFA Hotels & Resorts 3 Ltd. as a major shareholder of the Company increased the shareholding in the Company totaling 14.92 percent by acquiring shares from a major shareholder resulting IFA Hotels & Resorts 3 Ltd. to have a shareholding in the Company at 41.08 percent of paid-up capital.
- On 28 April 2010, the 2010 Annual General Meeting of Shareholders of the Company resolve to approve the reduction of the registered share capital of the Company from THB 3,312,173,403 (3,312,173,403 ordinary shares of which the par value is THB 1 per share) to THB 3,250,385,569 (3,250,385,569 ordinary shares of which the par value is THB 1 per share) by canceling the 61,787,834 unissued ordinary shares of which the par value is THB 1 per share that were reserved for the exercise of expired warrants totaling 61,787,834 shares of which the par value is THB 1 per share or THB 61,787,834 in total. The Company registered the reduction of the registered share capital with the Ministry of Commerce on 12 May 2010. (source : the footnote of the consolidated interim financial statement of the Company, its subsidiaries and its jointly controlled entities for the three-month and nine-month periods ended 30 September 2010 and 2009)

## 1.2 Overview of business operation

- Raimon Land Public Company Limited, of which the trigger is "RAIMON", is a listed company in the Stock Exchange of Thailand. Its business is categorized in property and construction industry, property development sector.
- The Company operates a property development business by having the business operation as follows:
  - Property development for sale (including acquisition and joint investment in other companies), involving vacant land, single detached house, townhouse, condominium, office building and commercial building, together with provision of construction services on the customers' lands.
  - Property development for rent and
  - Project management services to joint venture partners and/or investors.
- The company focuses on developing luxury condominiums in the central of Bangkok and resorts in Thailand including Pattaya and Phuket. The company majorly focuses on innovative design coupled with contemporary innovation and durable materials. The construction is under the control of the international project management and the main target group is aimed at the customers who live in Thailand including the customers who have the businesses in Thailand and the customers, who come to Thailand for travelling, with a moderate to high earning level including Thais and foreigners.

1.3 Shareholding structure of the Company, its subsidiaries and its jointly controlled entities (the information as at 30 September 2010)



#### 1.4 Revenue structure

The revenue structure of the Company is as follows:

Unit : THB in Thousand

Revenue Classified by Products	2007	Percent	2008	Percent	2009	Percent	9 Months 2010	Percent
Revenue from sales	1,704,356	98.49	2,706,885	94.78	3,098,906	91.49	2,117,747	90.33
Rental and service income	3,258	0.19	4,838	0.17	6,576	0.19	3,119	0.13
Marketing commission income	3,818	0.22	4,381	0.15	8,013	0.24	9,893	0.42
Interest income	1,823	0.11	35,390	1.24	93,907	2.77	44,350	1.89
Unrealized gain on exchange rate	5,902	0.34	-	-	15,683	0.46	-	-
Gain on debt settlement	-	-	-	-	96,496	2.85	-	-
Gain on sales of investment in subsidiary	-	-	27,822	0.97	-	-	-	-
Reversal of accrued specific business tax and accrued transfer fees	-	-	62,516	2.19	-	-	-	-
Reversal of allowance for diminution in value of land awaiting for sale	-	-	-	-	-	-	76,026	3.24
Other	11,194	0.65	14,341	0.50	67,514	2.00	93,219	3.98
<b>Total</b>	<b>1,730,351</b>	<b>100.00</b>	<b>2,856,173</b>	<b>100.00</b>	<b>3,387,095</b>	<b>100.00</b>	<b>2,344,354</b>	<b>100.00</b>

Source: Annual registration statement of 2009 (Form 56-1) of the Company and consolidated interim financial statement for the nine-month periods ended 30 September 2010.

## 1.5 Competitive situation

### 1.5.1 Market and competition

- Overall real estate market in 2009 remained strong. The newly launched residential condominium projects in the area of inner city of Bangkok was approximately 22 projects or around 4,730 units
- In the first half of the year, there was a small introduction of new projects but in the third quarter, the operators in property development launched the future projects with plans to previously launch due to the belief that the market will response to the launch of new projects. For the final quarter, there were the launches of 4 projects or approximately 813 units of which the total project value is around THB 6,300 million.
- Presales of leaders in property developers, which were listed in the Stock Exchange in 2009, were increased by THB 46,000 million or 25 percent increasing from the presales of 2008. The major demand came from Thai consumers especially the customers in lower level as high as 51.3 percent of total sales in 2009
- Presales of leaders in property developers of residential condominium in the medium level to high level of 2009 was increased by 133 percent of presales in 2008 due to the increasing of sales in the second half of the year. However, the projects developed by unknown developers with no track records of good development were poor in term of sales compared to those of well-known leaders in the property market.
- Area in the central of Sukhumvit was the area with the highest transfer in Bangkok in 2009 with a transfer balance of 900 units or approximately THB 6,200 million, followed by Silom/Sathorn located in the Central Business District: CBD totaling 843 units or approximately THB 7,600 million.
- Central Lumpini area located between the Central Business District and modern commercial center remained the area with the highest selling prices in town. The completed projects which had already been transferred in this area were 532 units or approximately THB 5500 million with an average price of THB 114,751 per sq.m.
- Silom/Sathorn area as the business center was still a popular area where foreigners living. 843 units transferred in this area having 18 percent as foreigners. In regard of this popularity

signified that Silom/Sathorn area was the second highest price with the average transfer price of THB 107,817 per sq.m.

#### 1.5.2 Market trends in 2010

- The competitive situation in 2010 is like to be high due to the fact that there are many projects expected to be complete totaling 5,542 units and another 8,728 units expected to be complete in subsequent years.
- Units expected to be complete in 2010 approximately 77 percent were sold. However some is expected to resale and complete with projects launched earlier but have not yet been finished.
- Property developers have been buying land along the new train routes for development.
- Domestic demand for the small units in the city along the train and/or subway remains strong, presently it found that the residential condominiums have been registered more than other types of residences and become the early choice of buyers.

#### 1.6 Present and future projects

##### 1.6.1 Present project

As at 30 September 2010, the Company has projects under development and/or selling totaling 4 projects as following:

##### 1. The River

The River is located on the Chao Phraya River and is the largest project of the Company presently. Since the project began its sales until present, sales through the end of the third quarter of 2010 worth up to THB 9.7 billion or approximately 70 percent of total sales area.

In 2010, the project has a substantial construction progress. The construction of the structure of Building B (totaling 42 floors) is complete. For the construction of the structure of Building A (totaling 71 floors) will be completed around January 2011 and when the construction is completed in early 2012, The River will be the highest residential building along the river in Bangkok with the serviced ferries to the train station (Saphan Taksin



Station), and overlooking of the capital city and the beautiful river, which is visible from the bedroom, living room and other areas within the room.

2. Northpoint

Northpoint is a second residential condominiums grade A of the Company in Pattaya with an area of 80 meters wide in front of the Wong Amat beach, Pattaya. Northpoint is currently completed and in the process of transfer of ownership. The project consisting of 376 units and the sales at the end of the third quarter of 2010 is approximately 70 percent of total sales area.

3. The Heights Phuket

The Heights Phuket located on Kata Beach and was launched in 2005. At the third quarter of 2010, the project has sales more than 90 percent of total sales area. The construction is complete and the transfer of ownership has started since January 2009.

4. 185 Rajadamri

185 Rajadamri located on Rajdamri Road and it is the only one project in this area offered for sale as a freehold while other projects offered for sale as a leasehold. The project is surrounded by views of Lumpini Park to the Royal Bangkok Sports Club. The project consists of 268 units with the project value of almost THB 10 billion. The company launched the project officially in the third quarter of 2010 and expects the construction to be completed around 2013. Currently, the sales are around 30 percent of the total project value. The project has already started the construction and is under pilling.

1.6.2 Future project

The company plans to launch new projects in 2011 such as the Zire Wongamat, of which the location is nearby the Northpoint in Pattaya, located on Wongamat beach with the length of 45

meter and the project value of THB 2.8 billion. The Company plans to launch the project officially in the first quarter of 2011.

## 1.7 Capital Structure

### 1.7.1 Securities of the Company

As at 30 September 2010, the Company has a registered and paid-up capital of THB 3,250,385,569 divided into ordinary shares totaling 3,250,385,569 shares of which the par value is THB 1 per share. By having IFA Hotels & Resorts 3 Ltd., which is a listed company incorporated in Republic of Mauritius, as a major shareholder with the shareholding of 41.08 percent of total issued and paid-up capital.

### 1.7.2 Major shareholders

List of shareholders of the Company as at 2 September 2010 (most updated), the book closing date of the Company, consisting of:

No.	Name	Amount	Shareholding (Percent)
1.	IFA Hotels & Resorts 3 Ltd.	1,335,127,851	41.08
2.	Thai NVDR Company Limited	982,677,628	30.23
3.	Quam Securities Company Limited A/C Client	198,045,182	6.09
4.	M.R. Chatu Mongol Sonakul	35,000,000	1.08
5.	Focus Development and Construction Co., Ltd.	27,669,245	0.85
6.	Cleastream Nominees Ltd.	26,518,679	0.82
7.	Mr. Nattaphat Rangson	23,959,000	0.74
8.	Mr. Wisit Korsetthakarn	21,777,777	0.67
9.	Mr. Pornchai Thanopajaisitthi	18,000,000	0.55
Total of Major Shareholders		2,668,775,362	82.11
Others		581,610,207	17.89
Total		3,250,385,569	100.00

*Source: Thailand Securities Depository Company Limited*

*Remark: As at 30 September 2010, the Company has the issued and paid-up ordinary shares totaling 3,250,385,569 shares divided into ordinary shares totaling 3,250,385,569 shares of which the par value is THB 1 per share. The first 9 major shareholders mutually hold shares of 82.11 percent of total issued and paid-up shares.*

## 1.8 The Board of Directors

The list of the Board of Directors of the Company as at 19 November 2010 consisting of:

No.	Name	Title
1.	Mr. Sompoch Intranukul	Chairman and Member of the Audit Committee
2.	Mr. Talal J M A Al Bahar	Chairman of the Executive Committee
3.	Mr. Werner Johannes Burger	Member of the Executive Committee
4.	Mr. Hubert Romary Bertrand Viriot	Member of the Executive Committee and Chief Executive Officer
5.	Mr. Numan Mohamed Numan Mohamed	Director
6.	Mr. Piaras Rodrigo Moriarty Alvarez	Director
7.	Mr. Kittl Tungsiwong	Member of the Executive Committee and Company Secretary
8.	Mr. Kittl Gajanandana	Chairman of the Audit Committee
9.	Mr. Jirawud Kuvant	Member of the Audit Committee

*Source: The Stock Exchange of Thailand (www.set.or.th)*

## 1.9 Management

As at 30 September 2010, the management of the Company consisting of:

No.	Name	Title
1.	Mr. Hubert Romary Bertrand Viriot <sup>17</sup>	Director, Member of the Executive Committee and Chief Executive Officer
2.	Mr. Kittl Tungsiwong	Director, Member of the Executive Committee and Chief Operating Officer

No.	Name	Title
3.	Miss Lamai Pittrakul	Vice President of Corporate Finance
4.	Mr. Stephen Anthony Brachak	Vice President of Sales and Resort Management
5.	Mr. Gerard Conor Healy	Vice President of Project Development
6.	Mr. Montri Hemvichitr	Vice President of Special Project
7.	Mrs. Neerja Sachdev	Vice President of Customer Relations Management
8.	Mrs Haruthai Yamanaka	Vice President of Human Resources
9.	Miss Janjira Panitpon	Vice President of Planning and Investment

Source: Annual report of 2009 of the Company

Remark: " Mr. Hubert Romary Bertrand Viriot as a representative director of IFA Hotels & Resorts 3 Ltd., which is a related person in this transaction. IFA Hotels & Resorts 3 Ltd., which is a major shareholder of Raimon Land Public Company Limited, holds shares of 41.08 percent of issued and paid-up capital and held by IFA Hotels & Resorts Co. (K.S.C.C.) in proportion of 100.00 percent of issued and paid-up capital.

## 1.10 Financial status and past performance

### 1.10.1 Financial statements

Balance Sheet (Unit : THB in Thousand)	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	30 September 2010
<b>Assets</b>				
<b>Current Assets</b>				
Cash and cash equivalents	503,203	336,183	334,004	327,491
Restricted bank deposits	-	-	26,859	25,100
Unbilled completed work	972,465	1,364,836	1,343,080	1,192,805
Unbilled completed work - related parties	15,473	26,735	11,571	23,030
Project development cost, net	5,930,958	6,014,024	5,480,478	5,957,286
Land awaiting for sale, net	-	-	650,774	-
Advance payment to contractors	128,642	508,572	447,298	254,793

Balance Sheet (Unit : THB in Thousand)	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	30 September 2010
Deposits for purchase of land	5,000	26,200	-	-
Prepaid expenses	15,153	11,334	3,702	5,709
Other current assets	9,599	39,454	49,898	83,921
<b>Total Current Assets</b>	<b>7,580,493</b>	<b>8,327,338</b>	<b>8,347,664</b>	<b>7,870,135</b>
<b>Non-Current Assets</b>				
Long-term loans to jointly controlled entities and interest receivable, net	-	943,026	939,704	221,823
Property, plant and equipment, net	237,647	250,126	119,734	107,675
Leasehold right, net	95,834	92,500	89,167	86,667
Land awaiting development	-	7,397	7,397	7,397
Deposits	12,190	11,384	8,890	10,739
Other non-current assets	6	48,155	34,464	35,152
<b>Total Non-Current Assets</b>	<b>345,677</b>	<b>1,352,588</b>	<b>1,199,356</b>	<b>469,453</b>
<b>Total Assets</b>	<b>7,926,170</b>	<b>9,679,926</b>	<b>9,547,020</b>	<b>8,339,588</b>
<b>Liabilities and Shareholders' Equity</b>				
<b>Current Liabilities</b>				
Short-term loans from financial institutions	30,000	2,061,565	1,756,399	60,000
Trade accounts payable	270,481	313,269	514,967	421,240
Current portion of long-term loans from financial institutions	717,220	-	1,457,858	478,810
Current portion of long-term debentures	2,127,575	351,561	-	-
Current portion of additional purchase of investment in subsidiary payable	-	-	176,883	279,145
Amounts due to related company	1,774	389	442	704
Short-term loans from major shareholder and accrued interest	179,608	353,725	551,641	211,787
Accrued expenses	119,706	79,697	122,379	351,550
Deposits received from sales of land	-	-	15,000	-

Balance Sheet (Unit : THB in Thousand)	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	30 September 2010
Deposits received from customers	767,557	550,166	272,468	715,403
Deposits received from customers - related parties	38,809	43,727	2,113	-
Cash received in advance from customers	147,267	370,779	174,351	-
Cash received in advance from customers - related parties	464	4,680	-	-
Retention payable	86,136	81,234	67,700	75,317
Other current assets	24,268	17,048	35,542	68,714
<b>Total Current Liabilities</b>	<b>4,510,865</b>	<b>4,227,840</b>	<b>5,147,743</b>	<b>2,662,670</b>
<b>Non-Current Liabilities</b>				
Long-term loans from financial institutions, net of current portion	343,904	2,333,422	1,803,500	3,431,399
Long-term debentures, net of current portion	346,063	-	-	-
Additional purchase of investment in subsidiary payable, net of current portion	-	-	153,069	-
Other non-current liabilities	5,585	10,170	3,872	2,214
<b>Total Non-Current Liabilities</b>	<b>695,552</b>	<b>2,343,592</b>	<b>1,960,441</b>	<b>3,433,613</b>
<b>Total Liabilities</b>	<b>5,206,417</b>	<b>6,571,432</b>	<b>7,108,184</b>	<b>6,096,283</b>
<b>Shareholders' Equity</b>				
Paid-up Capital	2,740,182	2,999,799	3,250,386	3,250,386
Share discount	(208,585)	(208,585)	-	-
Excess of investment in subsidiary arising as a result of additional purchase of investment in the subsidiary at a price higher than the net book value of the subsidiary at the acquisition date	-	-	(242,940)	(242,940)
Legal reserve	17,076	36,131	36,131	36,131
Retained earnings (deficit)	(71,815)	66,606	(697,518)	(927,505)
Minority interests	242,895	214,543	92,777	127,233
<b>Total Shareholders' Equity</b>	<b>2,719,753</b>	<b>3,108,494</b>	<b>2,438,836</b>	<b>2,243,305</b>

Balance Sheet (Unit : THB in Thousand)	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	30 September 2010
Total Liabilities and Shareholders' Equity	7,926,170	9,679,926	9,547,020	8,339,588

Remark: The financial statements of the Company are available on the website of the Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)) or on the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th))

Income Statement (Unit : THB in Thousand)	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	9 Months 2010
Revenue				
Sales of land and houses	10,975	-	-	-
Sales of residential condominium units	1,693,381	2,706,885	3,098,906	2,117,747
Rental and service income	3,258	4,838	6,576	3,119
Marketing commission income	3,818	4,381	8,013	9,893
Gain on debt settlement	-	-	96,496	-
Gain on sales of investment in subsidiary	-	27,822	-	-
Unrealized gain on exchange rate	5,902	-	15,683	-
Interest income	1,823	35,390	93,907	44,350
Reversal of accrued specific business tax and accrued transfer fees	-	62,516	-	-
Reversal of allowance for diminution in value of land awaiting for sale	-	-	-	76,026
Other revenue	11,194	14,341	67,514	93,219
Total Revenue	1,730,351	2,856,173	3,387,095	2,344,354
Expenses				
Cost of land and houses sold	6,934	-	-	-
Cost of residential condominium units sold	1,153,409	1,773,923	2,296,857	1,420,197
Selling expenses	306,755	373,849	162,458	256,427
Administrative expenses	293,779	446,932	687,802	189,556
Reduction of interest receivable of loans to	-	-	-	93,909

Income Statement (Unit : THB in Thousand)	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	9 Months 2010
jointly controlled entities				
Loss on diminution in value of land awaiting for sale	-	-	188,904	-
Total Expenses	1,760,877	2,594,704	3,336,021	1,960,089
Income (loss) before share of loss from investments in joint ventures, finance cost and corporate income tax	(30,526)	261,469	51,074	384,265
Share of loss from investments in joint ventures	-	(24,266)	(163,822)	(301,616)
Finance cost	(80,822)	(119,770)	(164,065)	(107,301)
Corporate income tax	-	-	(3,820)	(170,879)
Net Income (loss) for the year	(111,348)	117,433	(280,633)	(195,531)
Net income (loss) attributable to:				
Equity holders of the parent	(30,429)	145,785	(277,109)	(229,987)
Minority interests of the subsidiaries	(80,919)	(28,352)	(3,524)	34,456
Net Profit (loss)	(111,348)	117,433	(280,633)	(195,531)

Remark: The financial statements of the Company are available on the website of the Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)) or on the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th))

Cash Flow Statement (Unit : THB in Thousand)	Audited			Reviewed
	2007	2008	2009	Quarter 3/2010
Net cash flows from (used in) operating activities	(2,810,865)	(1,471,178)	(468,683)	336,085
Net cash flows from (used in) investing activities	(50,036)	(633,076)	(76,170)	1,075,461
Net cash flows from (used in) financing activities	3,069,298	1,939,979	542,674	(1,418,059)
Net increase (decrease) in cash and cash equivalents	208,397	(164,275)	(2,179)	(6,513)
Cash and cash equivalents at beginning of the period	294,806	503,203	336,183	334,004
Less: Cash and cash equivalents at beginning of the year of subsidiary company excluded in the consolidated financial statements	-	(2,745)	-	-
Cash and cash equivalents at end of the period	503,203	336,183	334,004	327,491



Remark: The financial statements of the Company are available on the website of the Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)) or on the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th))

#### 1.10.2 Financial ratios

Financial Ratios	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	Quarter 3/2010
<b>Liquidity Ratios</b>				
Current ratio (Times)	1.68	1.97	1.62	2.96
Quick ratio (Times)	0.37	0.55	0.56	0.72
Accounts receivable turnover (Times)	1.71	2.28	2.26	1.65
<b>Profitability Ratios</b>				
Gross profit margin <sup>1/</sup> (Percent)	31.92	34.47	25.88	32.94
Net profit margin (Percent)	(1.76)	5.10	(8.18)	(9.81)
Return on equity (Percent)	(1.23)	5.43	(10.58)	(10.31)
Return on assets (Percent)	(0.38)	1.66	(2.88)	(2.57)
<b>Efficiency Ratios</b>				
Total assets turnover (Times)	0.22	0.31	0.32	0.24
Fixed assets turnover (Times)	7.17	11.10	16.76	18.63
<b>Leverage Ratios</b>				
Debt to equity ratio (Times)	1.91	2.11	2.91	2.72
Interest bearing debt to equity ratio (Times)	1.38	1.65	2.29	1.87
Interest coverage ratio <sup>2/</sup> (Times)	(0.38)	1.98	(0.69)	0.77
<b>Per Share Ratios</b>				
Book value per share <sup>3/</sup> (THB)	0.90	0.96	0.72	0.65
Earnings per share (THB)	(0.01)	0.05	(0.09)	(0.07)
Dividend per share <sup>4/</sup> (THB)	-	-	0.09	-
<b>Growth Ratios</b>				
Total assets growth (Percent)	92.71	22.13	(1.37)	(12.65)
Total liabilities growth (Percent)	175.42	26.22	8.17	(14.24)
Total shareholders' equity growth (Percent)	22.36	14.29	(21.54)	(8.02)

Financial Ratios	Consolidated Financial Statement			
	Audited			Reviewed
	2007	2008	2009	Quarter 3/2010
Total revenue growth (Percent)	85.87	65.06	18.59	(9.65)
Total operating expenses growth (Percent)	64.46	48.73	11.59	(38.60) <sup>5f</sup>

Source: Annual registration statement (Form 56-1) of the Company for 2007 – 2009 and the Company for quarter 3/2010

Remark: <sup>1f</sup> Gross profit margin = (total sales-cost of sales) / total sales

Whereas total sales means recognized sales of residential condominium units

<sup>2f</sup> Interest coverage ratio = earnings (loss) before finance cost and income tax / finance cost

Whereas finance cost means interest and other charges related to financing activities, e.g. front end fee

<sup>3f</sup> Book value does not include equity attributable to minority shareholders

<sup>4f</sup> In cash and non-cash but measurable in monetary terms, e.g. share dividend

<sup>5f</sup> Excluding reduction of interest receivable of loans to jointly controlled entities for the 9 months period in 2010 and loss on diminution in value of land awaiting for sale in 2009 in the same duration

### 1.10.3 Summary of financial status and past performance

#### Operating performance

##### Revenue

The Company has its sales growing continuously. In 2007 – 2009 the Company has the revenue from sales of THB 1,704.36 million, 2,706.89 million and 3,098.91 million respectively due to in 2008 and 2009 the Company has an increasing in the revenue from sales from 2007 and 2008 by THB 1,002.53 million and 392.02 million or representing the growth rate of 58.82 percent and 14.48 percent respectively. The reason why its major revenue increasing continuously is the increasing in sales of many projects and the progress of construction of the Company and its subsidiaries is as planned.

For the first 9 months of 2010, the Company has the revenue from sales of THB 2,117.75 million decreasing compared to the same period of 2009 by THB 220.73 million or representing 9.44 percent

decreasing due to the fact that the Company is able to recognize the revenue from the Northpoint project lower than the previous year.

Cost of goods sold

The Company has the cost of goods sold of THB 1,160.34 million, 1,773.92 million, 2,296.86 million and 1,420.20 million in 2007 – 2009 and the first 9 months of 2010 respectively. The Company has a ratio of cost of goods sold to sales of 68.08 percent, 65.53 percent, 74.12 and 67.06 percent in 2007 – 2009 and the first 9 months of 2010 respectively, which is consistent to the increasing in the revenue in each project resulting the Company to have a good gross profit margin at 31.92 percent, 34.47 percent, 25.88 percent and 32.94 percent in 2007 – 2009 and the first 9 months of 2010.

Selling and administrative expenses

The Company has the selling and administrative expenses of THB 600.53 million, 820.78 million, 850.26 million and 445.98 million in 2007 – 2009 and the first 9 months of 2010 respectively or representing 35.24 percent, 30.32 percent, 27.44 and 21.06 percent of the revenue from sales. It is seen that this ratio trends to decrease continuously in 2007 – 2009 due to the Company is able to operate promotional plan effectively resulting the sales to be as planned in accordance with the policy of the Company to invest in a medium to large projects which generates more margin than a small project.

Net profit (attributable to the shareholders of the Company)

The Company has the net profit of THB (30.43) million, 145.79 million, (277.11) million and (229.99) million in 2007 – 2009 and the first 9 months of 2010 respectively. The Company has an operating loss in 2009 – 2010 due to in 2009 the Company has an allowance for loss on diminution in value of land awaiting for sale approximately THB 189 million and in 2010 the Company recognizes the loss on sale of land of jointly controlled entity through the share of loss from the investments in joint venture approximately THB 250 million.

Financial status

The Company has the total assets of THB 7,926.17 million, 9,679.93 million, 9,547.02 million and 8,339.59 million in 2007 – 2009 and the first 9 months of 2010 respectively. The reason why its total assets in 2008 increasing from 2007 by THB 1,753.76 million is majorly from the additional investment

through its subsidiaries and jointly controlled entities for the property development while its total assets in 2009 decreasing from 2008 by THB 132.91 million is from the amortization of non-operating assets of a project. As at 30 September 2010, the Company has its assets decreasing THB 1,207.43 million compared to year ended of 2009 is majorly from the decreasing in long-term loans to jointly controlled entities and interest receivable by THB 717.88 million.

### Liabilities

The Company has the total liabilities of THB 5,206.42 million, 6,571.43 million, 7,108.18 million and 6,096.28 million in 2007 – 2009 and the first 9 months of 2010 respectively. The continual increasing in liabilities since 2007 – 2009 is majorly from the increasing in long-term loan, for as at 30 September 2010, the Company has a decreasing in liabilities by THB 1,011.90 million or 14.24 percent decreasing compared to year ended of 2009 due to the fact that the Company is able to repay the loans from financial institution in accordance with the management plan of the Company.

In addition, the Company has a debt to equity ratio in 2007 – 2009 and as at 30 September 2010 of 1.91 times, 2.11 times, 2.91 times and 2.72 times respectively considered as a continual increasing. However, if considering the ratio of interest bearing debt to shareholders' equity in 2007 – 2009 and as at 30 September 2010 of 1.38 times, 1.65 times, 2.29 times and 1.87 times respectively, that this ratio of the 9 months period of 2010 is materially decreasing compared to 2009 because the customers gradually transfer the condominiums in each project of the Company resulting the Company to repay for the short-term loans from financial institution and short-term loans from major shareholder.

During 2007 – the quarter 3 of 2010, the Company has the liabilities in relation to the major shareholder and in 2007 – 2009 and as at 30 September 2010, the details of the outstanding balance is as following:

Unit : THB in Million

Short-term Loans from Major Shareholder and Accrued Interest	Outstanding Balance				Conditions
	2007	2008	2009	Quarter 3/2010	
Loans	172.34	322.83	540.69	193.96 <sup>1/</sup>	<sup>1/</sup> Unsecured short-term loans due within 1 February 2011

Unit : THB in Million

Short-term Loans from Major Shareholder and Accrued Interest	Outstanding Balance				Conditions
	2007	2008	2009	Quarter 3/2010	
Accrued Interest	7.27	30.89	10.95	17.83 <sup>2/</sup>	<sup>2/</sup> Interest rate of 10 and 15 per annum
Total	179.61	353.72	551.64	211.79	

Source: Footnote of the financial statements of the Company, its subsidiaries and its jointly controlled entities of 2007 – 2009 and quarter 3 of 2010

#### Shareholders' equity

The Company has the shareholders' equity of THB 2,719.75 million, 3,108.49 million, 2,438.84 million and 2,243.31 million in 2007 – 2009 and the first 9 months of 2010 respectively. In 2008, the Company has an increasing in shareholders' equity from 2007 by THB 388.74 million from the operating performance of the Company of THB 117.43 million and the capital increase of THB 259.62 million by a right offering. However, in 2009 the Company has a decreasing in shareholders' equity by THB 669.66 million or 21.54 percent decreasing due to the Company has net loss of THB 280.63 million. The Company pays the interim dividend in 2009 totaling THB 27.84 million and makes an additional investment in subsidiaries of THB 360.68 million. For as at 30 September 2010, the Company has a decreasing in shareholders' equity by THB 195.53 million due to the Company has an operating loss.

#### Cash flow

The Company has the net cash flows from operating activities of THB (2,801.87) million, (1,471.18) million, (468.68) million and 336.09 million in 2007 – 2009 and the first 9 months of 2010 respectively. The continually negative cash flows from operating activities since 2007 is majorly from the progress of property development and advance the payment to contractors, however in the first 9 months of 2010, the Company has a positive cash flows from operating activities due to the fact that the Company is able to transfer the condominiums to the customers as scheduled and receive the addition of deposit from the customers.

The Company has the net cash flows from investing activities of THB (50.04) million, (633.08) million, (76.17) million and 1,075.46 million in 2007 – 2009 and the first 9 months of 2010 respectively.

The varying in each year is majorly from the financial support to affiliates for property development but in the quarter 3 of 2010 the Company has a cash flow from sales of land awaiting for sale totaling THB 711.80 million and received short-term loans from jointly controlled entities totaling THB 365.76 million.

The Company has the net cash flows from financing activities in 2007 – 2009 and the first 9 months of 2010 of THB 3,069.30 million, 1,939.98 million, 542.67 million and (1,418.06) million respectively. The Company uses loans from the financial institution as a main source of fund for property development projects. However in 2010 the Company has net cash outflows due to the Company is able to transfer the condominium units of many projects to the customers, resulting the Company to repay short-term loans from financial institution and short-term loans from major shareholder approximately THB 1,400.00 million.

#### Liquidity

From the Consideration of major financial ratio, in overall the Company has a good current ratio in 2007 – 2009 between 1.62 – 1.97 times while as at 30 September 2010 the Company has the current ratio of 2.96 times, the major reason is that the Company repays the short-term loans from financial institution and short-term loans from major shareholder as described in the section of cash flow. However, the Company has a quick ratio less than 1.00 times and as at 30 September 2010 the Company has the quick ratio of 0.72 times, such ratio has an increasing trend due to the fact that the capability to additionally find a long-term source of funds in consistency with the development period of each project.

The Company has a cash cycle of 128.72 days, 98.66 days, 94.38 days and 129.19 days in 2007 – 2009 and the first 9 months of 2010 respectively, considered as it is not too high signified that the Company has a good financial policy.

## 2 Details of the transaction

### 2.1 Type and size of assets acquisition and connected transaction

Transaction type	Acquiring of investment in ordinary shares of The River Company Limited ("RV") (formerly known as Taksin Hotel Holding Company Limited) totaling 1,848,005 shares representing 15.00 percent of total issued and paid-up capital of RV from Bangkok Property Investments
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	Pte Limited, which is a related person
Buyer	Raimon Land Public Company Limited
Seller	Bangkok Property Investments Pte Limited
Agreement date	The share purchase agreement has not yet been signed but drafted
Condition Precedents	The Company must receive the approval from the Extra Ordinary General Meeting of Shareholders No. 1/2010 held on 23 December 2010 with votes of not less than three-fourth of the total votes or proxy (if any) attending the meeting and having the right to vote excluding the votes from the shareholders who have the conflict of interest before the increasing in shareholding of RV, which is the connected transaction
Transaction size	THB 315.00 million (totaling 1,848,005 share with the Purchasing Price of THB 170.45 per share) which is agreed for purchasing
Criteria in consideration for assets acquisition transaction <sup>1/</sup>	Criteria of value of consideration which is able to calculate the transaction size at 3.78 percent
Criteria in consideration for connected transaction <sup>2/</sup>	Able to calculate the transaction size at 15.16 percent of net tangible assets

*Remark:      <sup>1/</sup> The calculation approach is in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets by referring to the Notification of the SET's Board of Governors Re: The Disclosure and Best Practice of Listed Companies in Acquisition or Disposal of Assets B.E. 2547 as follows:*

Unit : THB in Million

Criteria	Formula and Calculation	Transaction Size (Percent)
Criteria of net tangible assets	$(284.04 / 2,077.68) \times 15.00\%$	2.05
	$(\text{Net tangible assets of RV} / \text{Net tangible assets of the Company}) \times \text{Shareholding in RV}$	
Criteria of net profit	Unable to calculate due to as at 30 September the Company has net loss	-
	$(\text{Net profit of RV} / \text{Net profit of the Company}) \times \text{Shareholding in RV}$	
Criteria of value of consideration	$315.00 / 8,339.59$	3.78
	$\text{Cash paid as a settlement for ordinary shares of RV} / \text{Total assets of the Company}$	
Criteria of value of securities	Unable to calculate due to there is no securities for acquisition of shares of RV	-
	$\text{Value of securities issued in exchange with shares of RV} / \text{Value of securities of the Company}$	
Net tangible assets = Total assets – Total liabilities – Intangible assets <sup>3/</sup> – Minority interest		
Net profit = Net profit from normal business operation after deducting corporate income tax		
Source: Information from the consolidated interim financial statement as at 30 September 2010		
Remark: <sup>3/</sup> Net tangible assets, details from footnote of the consolidated interim financial statement as at 30 September 2010 of which the details is prepared by the Company		

<sup>2/</sup> The calculation approach is in accordance with Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions by referring to the Notification of the SET's Board of Governors Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 as follows:

Unit : THB in Million

Formula and Calculation	Transaction Size (Percent)
$315.00 / 2,077.68$	15.16



Unit : THB in Million

Formula and Calculation	Transaction Size (Percent)
Cash paid as a settlement for ordinary shares of RV / Net tangible assets of the Company	
Net tangible assets = Total assets – Total liabilities – Intangible assets <sup>3/</sup> – Minority interest	
Source: Information from the consolidated interim financial statement as at 30 September 2010	
Remark: <sup>3/</sup> Net tangible assets, details from footnote of the consolidated interim financial statement as at 30 September 2010 of which the details is prepared by the Company	

History as a shareholder in RV (formerly known as Taksin Hotel Holding Company Limited) of the Company and Contemporary Property Company Limited, the subsidiary of the Company, from 2005 – present.

Shareholding	Transaction
51.00 Percent (6,283,373 / 12,320,300) (The Company 49 Percent and the Subsidiary 2 Percent)	On 27 September 2005, the Company and the subsidiary acquired shares of RV by the Company in the proportion of 49 percent and its subsidiary in the proportion of 2 percent totaling 6,283,373 shares in the purchasing price of THB 68.60 per share or THB 458,999,530 in total. The Company purchased the investment in ordinary shares of RV totaling 6,036,969 shares or THB 418,559,805 in total (including related expenses approximately THB 4.4 million) representing 49 percent of share capital of that company, in addition Contemporary Property Company Limited acquired the shares of that company totaling 246,404 shares or THB 16,903,315 in total representing 2 percent of share capital of that company resulting the total shareholding of group of companies in that company is 51 percent. The company considers such investment as investment in subsidiary and includes the financial statements of RV and its subsidiary (Taksin

Properties Company Limited held by RV 99.99 percent) in the consolidated financial statement of the Company since September 2005.

60.00 Percent  
(7,392,144 / 12,320,300)  
(6,283,373 + 1,108,768 =  
7,392,144)  
(The Company 49 Percent  
and the Subsidiary 11  
Percent)

9 February 2006, the Board of Directors of the Company No. 2/2006 resolved to approve the subsidiary of the Company to enter into a Share Purchase Agreement in RV totaling 1,108,768 shares or approximately 9 percent of total issued shares with a former shareholder in the price of USD 2,095,466.20 (representing THB 83,127,144.15 or THB 74.97 per share at the exchange rate of THB 39.67 per USD 1)

14 September 2007, the Company signed an option agreement with a foreign company to sell shares of 25 percent of total shares in RV to the Company in the price of USD 10 million (the same price when the foreign company purchased the shares from existing shareholders) plus financial expenses which shall arise. That agreement has a option period from 14 June 2007 – 13 September 2009

84.85 Percent  
(10,472,194 / 12,320,300)  
(7,392,144 + 3,080,050 =  
10,472,194)  
(The Company 73.85 Percent  
and the Subsidiary 11  
Percent)

29 April 2009, the Annual General Meeting of Shareholders of 2009 resolved to approve the Company to acquire ordinary shares of 3,080,050 shares or 25 percent of total paid-up shares of RV approximately THB 117.09 per share or approximately THB 360.70 million in total from a former shareholder.

## 2.2 Total value of consideration

Total value of consideration in acquisition of shares of The River Company Limited (formerly known as Taksin Hotel Holding Company Limited) is THB 315.00 million. The details are as follows:

Purchasing price per THB 170.45  
share

Number of shares 1,848,005 shares

Condition Precedents The purchasing of shares under the share purchase agreement must be incurred by the Company (Buyer) must make a settlement within 6 months (six months) since the date at which the shareholders approve the purchasing of shares. The purchasing period might change depending on the meeting date of shareholders' meeting in accordance with the precedent condition as major.

The settlement of shares from the Seller is in whole amount without installment.

## 2.3 Details of related person having no rights to vote

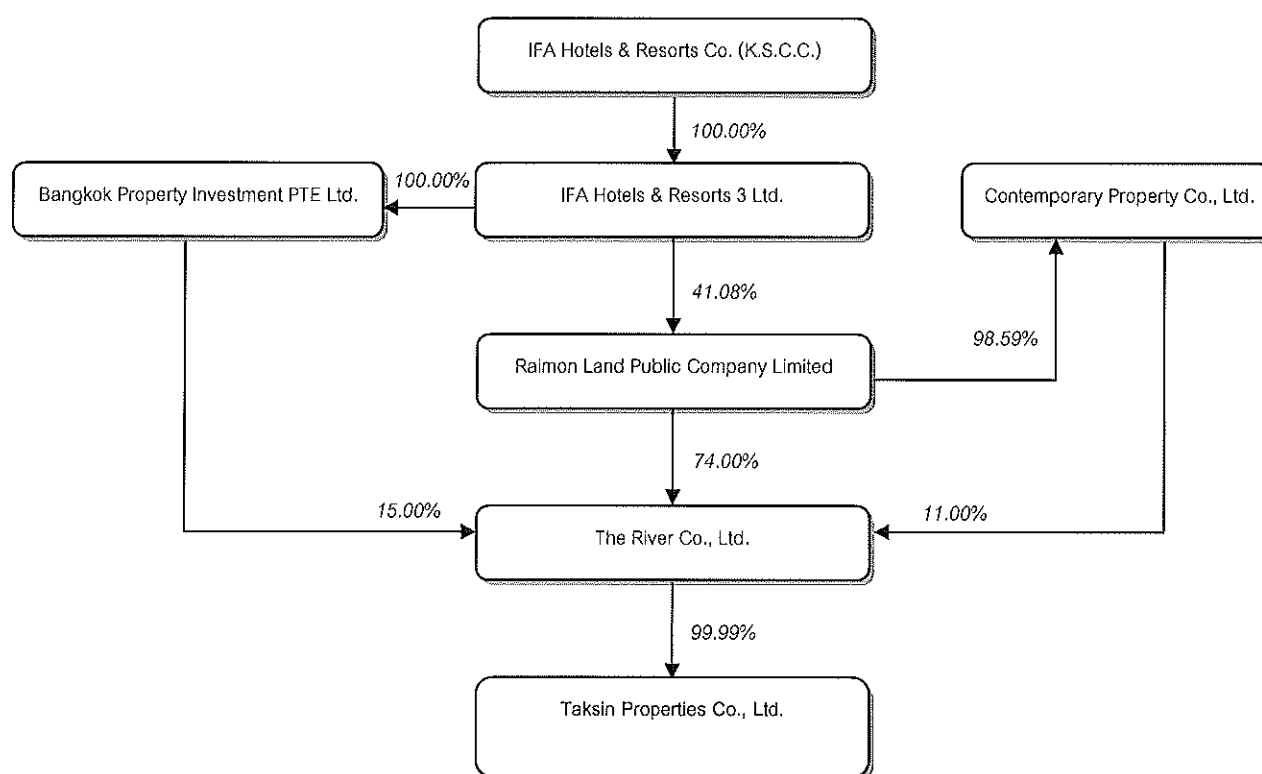
### (1) Counterparty

Buyer	Raimon Land Public Company Limited
Seller	Bangkok Property Investments Pte Limited

### (2) Characters and scope of interests of related person

As at 30 September 2010, the Company has the related person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected

Transactions by referring to the Notification of the SET's Board of Governors Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 as follows:



Bangkok Property Investments Pte Limited	Is a company incorporated in Singapore on 21 September 2005 with the objective to invest in foreign. Is a major shareholder of RV in the proportion of 15.00 percent of issued and paid-up capital, held by IFA Hotels & Resorts 3 Ltd. in the proportion of 100 percent of issued and paid-up capital
--	--

Contemporary Property Company Limited	Is a subsidiary of the Company and is a major shareholder of RV in the proportion of 11.00 percent of issued and paid-up capital, held by the Company in the proportion of 98.59 percent of issued
---------------------------------------	--

and paid-up capital

The River Company Limited Is a subsidiary of the Company and is a parent company of Taksin Properties Company Limited holds shares in the proportion of 99.99 percent of issued and paid-up capital

Taksin Properties Company Limited Is the subsidiary of RV and is the developer of The River which is the largest project of the Company presently.

Raimon Land Public Company Limited Is a major shareholder of RV in the proportion of 74.00 percent of issued and paid-up capital and is a parent company of Contemporary Property Company Limited, which is a shareholder of RV. The Company holds shares in the proportion of 98.59 percent of issued and paid-up capital

IFA Hotels & Resorts 3 Ltd. Is a major shareholder of Raimon Land Public Company Limited, holds shares in the proportion of 41.08 percent of issued and paid-up capital and held by IFA Hotels & Resorts Co. (K.S.C.C.) in the proportion of 100.00 percent of issued and paid-up capital

Information of IFA Hotels & Resorts 3 Ltd. which is a related person

- History of being as a major shareholder of IFA Hotels & Resorts 3 Ltd. ("IFA HR 3") in the Company

- On December 28 2006, IFA HR 3 acquired ordinary shares of the Company from Mr. Frode Teigen totaling 447,649,405 shares representing 21.23 percent of total issued and paid-up shares of the Company at that moment.
- Presently IFA HR 3 holds shares totaling 1,335,127,851 shares representing 41.08 percent of total paid-up shares of the Company. IFA HR 3 is able to hold shares not exceeding 49.00 percent of total issued and paid-up shares due to the limitation of foreign limit.

- IFA HR 3 sent Mr. Talal J M A Al Bahar, Mr. Hubert Romary Bertrand Viriot, Mr. Werner Johannes Burger, Mr. Numan Mohamed Numan Mohamed and Mr. Piaras Rodrigo Moriarty Alvarez as the representatives of IFA to be the directors in the Company until the present.

- History and business operation

Date of incorporation	20 December 2006
Registered country	Republic of Mauritius
Type of business	Management of property development company in Thailand and holding of shares in listed companies, including the development of property for being used as the residences in conjunction with hotels. In addition, the main objective of IFA HR3 is to operate business not contrary to the laws of the Mauritius and not contrary to the laws of the country at which IFA HR 3 has a business transaction as well.

Registered and paid-up capital 1 US Dollar

- Major shareholder of IFA HR 3

IFA HR 3 held 100 percent by IFA Hotels & Resorts Co. (K.S.C.C) ("IFA HR"), which is a listed company in the Kuwait and Johannesburg Stock Exchanges, having IFA Hotels & Resorts Limited, which is a subsidiary of IFA HR and listed on the Stock Exchange of South Africa. IFA HR has the major shareholders at the book closing date of 6 October 2008 as follows:

No.	Name	Percent
1.	International Financial Advisors	65.64
2.	Al Rana General Trading & Contracting Co.	8.73
3.	Kuwait Real Estate Co.	8.63

No.	Name	Percent
4.	International Finance Co.	6.72
5.	Others	10.28
	Total	100.00

Source: website of IFA Hotels & Resorts at <http://ifahotelresorts.com>

Remark: Additional information of IFA Hotels & Resorts is able to access via the website of Kuwait Stock Exchange at [www.kuwaitse.com](http://www.kuwaitse.com) or the website of IFA Hotels & Resorts at <http://ifa.listedcompany.com>

IFA HR is a leader in the development of premier integrated and mixed-use hotel and tourism resort projects and luxury leisure services. The success factors from developing projects which focus on the luxury, difference and high standards are internationally accepted to meet the needs of the customers in high level. IFA HR is a listed company in the Kuwait and Johannesburg Stock Exchanges that specializes in developing projects in relation to a tourism resort throughout Europe, Middle East, Africa and Indian Ocean, Europe, North America and Asia with a market capitalization of over USD 1,000 million, having International Financial Advisors as a major shareholder.

IFA HR is the strategic alliances and joint venture partnerships with many leading companies such as Kingdom Hotel Investments (Saudi Arabia), Nakheel (UAE), United Investments Portugal, RCI (part of Cendant), Tongaat-Hulett Developments (South Africa), Boschendal Ltd (South Africa), Raimon Land (Thailand), Ohlthaver & List (Namibia), Indian Ocean Resorts (Seychelles) and most recently Related (United States).

IFA HR achieved many international awards such as Leading Middle Eastern Overseas Developer in 2008 from World Travel Award Ceremony in Dubai, Business Accommodation of the Year from Business Travel World Award 2009 in London to YOTEL of IFA HR. Nevertheless, the business alliance of IFA HR is also awarded in international level such as Top Business Award for Tourism to Zimballi Coastal Resort Development, which IFA HR co-develops with the business alliance in South Africa.

IFA HR has its head office in Kuwait and its main operating office is in Dubai. IFA HR has the offices in several regions around the world and the international networks.

IFA Hotels & Resorts has diversified the risks by creating a broad investment platform of different asset classes such as an investment in land for project development and investment.

IFA HR is the largest investor in the world renowned Palm Island located in Dubai, United Arab Emirates as well as a number of top class projects including Kingdom of Shebu (consisting of Balwis Residence with 300 guest rooms, 5-star hotel of Fairmont Kingdom of Shelba with 550 guest rooms, luxury apartment of Fairmont Heritage Place with 50 guest rooms and Kingdom of Shelba Vacation Club with 100 guest rooms), The Fairmont Palm Jumeirah (5- star hotel with 381 guest rooms), The Fairmont Palm Residence (558- room luxury apartment) and development of Golden Mile Palm Jumeirah (860-room luxury apartment) and Yotel (famous hotel in London Heathrow Airport, London Gatwick Airport and Amsterdam Airport) As well as shops and office space for rent etc.

Currently IFA HR only invests in Thailand in Asia as it sees a business opportunity due to there is a possibility that Thailand will become a center of trade and investment enables IFA HR to pioneer a high level property market with a commitment to support the company to be a leading property developer in Asia

- Summary of financial status and operating performance of IFA HR

Consolidated Financial Statement	Audited			
	Ended 30 June 2008		Ended 30 June 2009 <sup>1/</sup>	
	KWD in Million	THB In Million <sup>2/</sup>	KWD in Million	THB In Million <sup>2/</sup>
<b>Balance Sheet</b>				
Non-current assets	89.05	10,542.75	129.30	15,309.29
Current assets	188.83	22,357.27	208.96	24,739.81



Consolidated Financial Statement	Audited			
	Ended 30 June 2008		Ended 30 June 2009 <sup>1/</sup>	
	KWD in Million	THB In Million <sup>2/</sup>	KWD in Million	THB In Million <sup>2/</sup>
Total Assets	277.88	32,900.02	338.26	40,049.10
Non-current liabilities	20.89	2,473.45	24.42	2,891.20
Current liabilities	181.12	21,444.15	207.82	24,605.43
Total Liabilities	202.01	23,917.60	232.24	27,496.63
Shareholders' Equity	75.87	8,982.42	106.02	12,552.47
Total Liabilities and Shareholders' Equity	277.88	32,900.02	338.26	40,049.10
<b>Income Statement</b>				
Total revenue (net)	55.59	6,582.08	52.61	6,228.59
Total expenses	16.58	1,963.04	20.64	2,444.34
Earnings before tax, KFAS <sup>3/</sup> , NLST <sup>4/</sup> and directors' remuneration	39.01	4,619.04	31.96	3,784.25
Net Profit (Loss)	38.09	4,510.23	30.69	3,633.47
Attribute to the company	37.46	4,435.52	30.85	3,652.17
Attribute to the minority	0.63	74.71	(0.16)	(18.70)
Net Profit (Loss)	38.09	4,510.23	30.69	3,633.47

Source: Annual report of 2009 of IFA HR

Remark: <sup>1/</sup> The financial statements ended 30 June 2009 are the latest financial statements of the company

<sup>2/</sup> The information in relation to exchange rate is from the website of the Bank of Thailand as at 30 June 2009 specified KWD 1 per THB 118.3958 (the average between buying and selling rates)

<sup>3/</sup> KFAS is Kuwait Foundation for the Advancement of Sciences

<sup>4/</sup> NLST is National Labor Support Tax

- The Board of Directors of IFA HR

List of Board of Directors of IFA HR as represented in the annual report of 2009 consisting of:

No.	Name	Title
1.	Ibrahim Saleh Al-Therban	Chairman
2.	Talal Jassim Al-Bahar	Vice Chairman and CEO
3.	Werner Burger	President and COO
4.	Abdulwahab Ahmad Al Naqib	Member of the Board
5.	Abeyya Ahmed Al-Qatami	Member of the Board
6.	James A.M. Wilson	Member of the Board

Source: website of IFA Hotels & Resorts at [www.ifahotelsresorts.com](http://www.ifahotelsresorts.com)

- Management of IFA HR

List of management of IFA HR as represented in the annual report of 2009 consisting of:

No.	Name	Title
1.	Ibrahim Saleh Al-Therban	Chairman
2.	Talal Jassim Al-Bahar	Vice Chairman and CEO
3.	Werner Burger	President and COO
4.	Patrick Smith	SVP of Asset Management
5.	Numan M. Numan	SVP of Finance and Administration
6.	Wessel Witthuhn	President of African and Indian Ocean Region
7.	Phillip De Sylva	VP of Operations (Africa and Indian Ocean)

Source: website of IFA Hotels & Resorts at [www.ifahotelsresorts.com](http://www.ifahotelsresorts.com)

- Track records of IFA HR from past to present (source : annual report of IFA HR of 2009)

Europe (no involvement by the Company)

- Yotel, UK & The Netherlands
- Pine Cliffs Resort, Portugal

IFA Yacht Ownership Club (no involvement by the Company)

- IFA Dubai

- IFA Cannes
- IFA Phuket

Middle East (no involvement by the Company)

- Kingdom of Sheba, Palm Jumeirah, Dubai
- Fairmont Heritage Place, Kingdom of Sheba, Dubai
- Fairmont Residences, Palm Jumeirah, Dubai
- Fairmont Palm Jumeirah, Dubai
- The Palm Residence, Dubai
- Laguna Tower, Dubai
- Movenpick Hotel & Residence Laguna Tower Dubai
- Alabadiyah Hills, Lebanon
- Four Seasons, Beirut

Africa (no involvement by the Company)

- Zimbali Coastal Resort, South Africa
- Fairmont Zimbali Lodge, South Africa
- Fairmont Zimbali Resort, South Africa
- Fairmont Heritage Place, Zimbali, South Africa
- Zimbali Lakes Resort, South Africa
- Zimbali Office Estate, South Africa
- Boschendal Estate, South Africa
- Legend Golf & Safari Resort, South Africa
- Fairmont Zanzibar
- Kempinski Namibia
- Zilwa, Private Island Estate, Seychelles

North America (no involvement by the Company)

- Hotel in New York City

Asia (Thailand) – IFA HR has been involved with the administration of many projects by sending 5 representatives to be the directors in the Company since it becoming as a major shareholder at the end of 2006.

- The River, Bangkok
- The Lofts Yennakart, Bangkok
- The Lakes, Bangkok
- The Lofts Sathorn, Bangkok
- The Legend Saladaeng, Bangkok
- 185 Rajadamri, Bangkok
- Northpoint, Pattaya
- Northshore, Pattaya
- The Zire Wongamat, Pattaya
- The Heights, Phuket
- Kata Gardens, Phuket

- Details of shareholding in the Company and its subsidiaries of IFA HR 3

Company	Shareholding of IFA HR 3 (Percent)		Remark
	Direct	Indirect	
Raimon Land Public Company Limited	41.08	-	
<b>Active subsidiaries</b>			
The River Company Limited (formerly known as Taksin Hotel Holding Company Limited)	-	15.00	IFA HR 3 indirectly holds shares through BPI
<b>Active jointly controlled entities</b>			
Raimon Land Development Company Limited	-	49.00	IFA HR 3 indirectly holds shares through IFA RLD
Raimon Land Residences Company Limited	-	49.00	IFA HR 3 indirectly holds shares through IFA RLR
Ploenchit Residences Company Limited	-	49.00	IFA HR 3 indirectly holds shares through IFA PR

In the meeting of Board of Directors No. 8/2010 on 15 November 2010 in the agenda relating to the consideration of the acquisition of assets from related person, there are 3 directors having the conflict of interest in relation to the transaction (as a representatives of IFA) consisting of Mr. Talal J M A Al Bahar, Mr. Werner Johannes Burger and Mr. Numan Mohamed Numan Mohamed, who are the directors of IFA and the directors of the Company, not attending the meeting while Mr. Hubert Romary Bertrand Viriot and Mr. Piaras Rodrigo Moriarty Alvarez, who is a representative of IFA as well, attending the meeting but abstaining votes on the agenda in relation to such connected transaction

To vote in the resolution of the meeting of shareholders to approve this transaction, IFA Hotels & Resorts 3 Ltd. holds shares in the Company with the proportion of 41.08 percent of issued and paid-up capital having no rights to vote since it has a conflict of interest in relation to the transaction.

#### 2.4 Summary of draft of agreement to be occur

- The Buyer must receive the approval from the shareholders in accordance with the notification of the Stock Exchange of Thailand and the Office of SEC before entering into the transaction.
- The Purchasing Price of THB 170.45 baht per share or THB 315 million in total will be settled by the Buyer within 6 months since the agreement date.
- After the Seller received the settlement and the precedent condition is done successfully, the Seller will transfer the ordinary shares in accordance with this Share Purchase Agreement and those of ordinary shares will be free of any obligations.
- In any cases where the purchasing of shares under this Share Purchase Agreement is not occurring within 6 months since the date at which the shareholders resolved to approve the acquisition of shares assuming that this agreement is no longer be in force and both counterparties have no right to claim for any damages from the expiration of the agreement.
- This Agreement is under the laws of Thailand

### 3 Details of acquired assets

Name	The River Company Limited (formerly known as Taksin Hotel Holding Company Limited)
Registered capital	THB 1,232,030,000 divided into 12,320,300 shares, fully paid-up
Par value	THB 100 per share
List of the Board of Directors	1. Mr. Hubert Romary Bertrand Viriot 2. Mr. Kittti Tungsriwong 3. Mr. Talal J M A Al Bahar 4. Mr. Werner Johannes Burger
Acquiring shares	1,848,005 shares representing 15 percent of paid-up capital
Obligation	Pledging with 3 financial institutions which are the creditors for The River

In this acquisition of shares, the Company will use the source of fund from the borrowing from financial institution and the Seller will transfer the shares along with a current mortgage obligation to a new financial institution on behalf of the Company as an owner of shares.

The structure of the Board of Directors of RV and its subsidiary after the acquisition of shares will not change.

The River operates business with the objective to hold shares in other company. The River holds shares in the proportion of 99.99 percent in Taksin Properties Company Limited. The details are as follows:

Registered capital	THB 375,000,000 divided into 3,750,000 shares, fully paid-up
Par value	THB 100 per share
List of the Board of Directors	1. Mr. Hubert Romary Bertrand Viriot 2. Mr. Kittti Tungsriwong 3. Mr. Talal J M A Al Bahar 4. Mr. Werner Johannes Burger

The change of shareholding structure of The River

As at 31 December	2005	2006	2007	2008	2009	30 Sep 2010
RAIMON	51%	60%	60%	60%	85%	85%

As at 31 December	2005	2006	2007	2008	2009	30 Sep 2010
BPI	15%	15%	15%	15%	15%	15%
Lehman Brothers Bangkok Riverside Development Pte.Ltd.	0%	0%	25%	25%	0%	0%
Norrison Developments Ltd.	34%	25%	0%	0%	0%	0%
Total	100%	100%	100%	100%	100%	100%

Taksin Properties Company Limited has only 1 developing project which is The River (a residential and/or commercial project). The River is located on the Chao Phraya River and is the largest project of the Company presently. Since the project began its sales until present, sales through the end of the third quarter of 2010 worth up to THB 9.7 billion or approximately 70 percent of total sales area. Currently, Taksin Properties Company Limited has no land blank to develop as future project and has no future plan as well.

In 2010, the project has a substantial construction progress. The construction of the structure of Building B (totaling 42 floors) is complete. For the construction of the structure of Building A (totaling 71 floors) will be completed around January 2011 and when the construction is completed in early 2012, The River will be the highest residential building along the river in Bangkok with the serviced ferries to the train station (Saphan Taksin Station), and overlooking of the capital city and the beautiful river, which is visible from the bedroom, living room and other areas within the room.

#### Details of The River

The project has a freehold area of 12 rai 3 ngan 41 square wah, located on Soi Charoen Nakhon 13, Charoen Nakorn Road, Khlong Ton Sai Sub-district, Khlong San District Bangkok. The project is 800 meters away from Krung Thon Buri Station and 1,000 meters away from Taksin Station 1,000 meters.

The River consisting of 2 main buildings which are the building A (the South) with 71 floors high and building B (the North) with 42 floors high. The project has the condominium units and/or commercial units totaling 838 units.

After the sales of condominium units completed, the project plans to sell a space in the office buildings people interested in commercial operations.

The financial statement (Reviewed) of The River Company Limited as at 30 September 2010

Unit : THB

Balance Sheet	
Assets	
Current Assets	
Cash and deposits at financial institutions	1,409,735.61
Other current assets	19.39
Total Current Assets	<u>1,409,755.00</u>
Non-Current Assets	
Investment in subsidiary	989,661,594.97
Other non-current assets	36.60
Total Non-Current Assets	<u>989,661,631.57</u>
Total Assets	<u>991,071,386.57</u>
Liabilities and Shareholders' Equity	
Current Liabilities	
Short-term loan from subsidiary and accrued interest	161,628,397.92
Accrued expenses	149,651.30
Total Current Liabilities	<u>161,778,049.22</u>
Total Liabilities	<u>161,778,049.22</u>
Shareholders' Equity	
Registered capital 12,320,300 shares, par value of THB 100 per share	<u>1,232,030,000.00</u>
Paid-up capital 12,320,300 shares, par value of THB 100 per share	1,232,030,000.00
Premium on shares	649,740,000.00
Retained earnings (deficits)	<u>(1,052,476,662.65)</u>
Total Shareholders' Equity	<u>829,293,337.35</u>
Total Liabilities and Shareholders' Equity	<u>991,071,386.57</u>
Income Statement of The First 9 Months of 2010	
Revenue	



Interest income	1,939.44
Share on gain from subsidiary	0.00
Total Revenue	1,939.44
Expenses	
Administrative expenses	202,182.30
Financial cost	9,865,637.29
Total Expenses	10,067,819.59
Net Profit (Loss)	(10,065,880.15)

The consolidated financial statement (Reviewed) of The River Company Limited as at 30 September 2010

Including the financial statement of Taksin Properties Company Limited

Unit : THB

Balance Sheet	
Assets	
Current Assets	
Cash and deposits at financial institutions	166,088,091.37
Unbilled completed work	653,516,362.63
Project development cost - net	1,982,383,193.08
Advance payment to contractors	247,846,186.99
Other current assets	72,179,933.76
Total Current Assets	3,122,013,767.83
Non-Current Assets	
Deposit	6,310,000.00
Leasehold right	86,666,666.65
Property, plant and equipment	14,932,805.33
Other non-current assets	9,340,790.10
Total Non-Current Assets	117,250,262.28
Total Assets	3,239,264,030.11
Liabilities and Shareholders' Equity	
Current Liabilities	
Account payable	113,982,269.55

Account payable – related parties	110,286,602.46
Accrued expenses	334,643,906.39
Other current liabilities	
Deposits received from customers	123,412,168.20
Retention payable	10,441,462.43
Other current liabilities	19,216,537.96
Total Current Liabilities	<u>711,982,946.99</u>
Non-Current liabilities	
Loan from financial institutions and accrued interest	2,221,399,000.00
Total Non-Current Liabilities	<u>2,221,399,000.00</u>
Total Liabilities	<u>2,933,381,946.99</u>
Shareholders' Equity	
Paid-up capital 12,320,300 shares, par value of THB 100 per share	<u>1,232,030,000.00</u>
Premium on shares	649,740,000.00
Retained earnings (deficits)	<u>(1,575,887,916.88)</u>
Total Shareholders' Equity	<u>305,882,083.12</u>
Total Liabilities and Shareholders' Equity	<u>3,239,264,030.11</u>
Income Statement of The First 9 Months of 2010	
Revenue	
Revenue from sales	1,689,365,737.11
Interest income	799,286.77
Other revenue	6,792,035.64
Total Revenue	<u>1,696,957,059.52</u>
Expenses	
Cost of residential condominium units sold	1,049,842,113.37
Selling expenses	119,275,424.10
Administrative expenses	29,388,155.95
Corporate income tax	170,879,267.03
Financial cost	11,181,621.11
Total Expenses	<u>1,380,566,581.56</u>

Net Profit (Loss)	316,390,477.96
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Summary of financial status and performance of The River Company Limited

Balance Sheet (Unit :THB in Thousand)	Consolidated Financial Statement					
	Audited					Reviewed
	2005	2006	2007	2008	2009	30 Sep 2010
<b>Assets</b>						
Cash and cash equivalents	74	21,041	159,431	238,140	245,722	166,088
Unbilled completed work	-	-	-	-	-	653,516
Project development cost, net	905,465	537,470	920,590	1,317,440	1,559,117	1,982,383
Advance payment to contractors	-	-	14,770	399,267	396,512	247,846
Other current assets	-	15,666	11,777	18,700	21,477	72,180
<b>Total Current Assets</b>	<b>905,540</b>	<b>574,177</b>	<b>1,106,568</b>	<b>1,973,548</b>	<b>2,222,827</b>	<b>3,122,014</b>
Deposits	-	6,304	6,542	6,547	6,485	6,310
Leasehold right, net	-	99,167	95,833	92,500	89,168	86,667
Property, plant and equipment, net	-	-	14,367	24,119	19,616	14,933
Other non-current assets	-	-	5	31,628	18,734	9,341
<b>Total Assets</b>	<b>905,540</b>	<b>679,648</b>	<b>1,223,315</b>	<b>2,128,342</b>	<b>2,356,829</b>	<b>3,239,264</b>
<b>Liabilities and Shareholders' Equity</b>						
Trade accounts payable	633	100,511	86,794	22,730	53,130	113,982
Payable - related parties	-	-	92,327	7,651	112,167	110,287
Short-term loans from parent company and accrued interest	27,950	7,874	-	-	-	-

Balance Sheet (Unit :THB in Thousand)	Consolidated Financial Statement					
	Audited					Reviewed
	2005	2006	2007	2008	2009	30 Sep 2010
Short-term debenture and accrued interest	-	434,967	448,548	-	-	-
Accrued expenses	151	6,457	10,422	30,007	99,009	334,644
Cash received in advance from customers	937	-	668,612	928,957	112,568	123,412
Retention payable	-	2,140	20,741	12,929	8,588	10,441
Other current assets	-	3,175	9,447	3,272	178,375	19,217
<b>Total Current Liabilities</b>	<b>29,672</b>	<b>555,125</b>	<b>1,336,889</b>	<b>1,005,547</b>	<b>563,838</b>	<b>711,983</b>
Long-term loans from financial institutions	-	-	-	1,256,000	1,803,500	2,221,399
<b>Total Liabilities</b>	<b>29,672</b>	<b>555,125</b>	<b>1,336,889</b>	<b>2,261,547</b>	<b>2,367,338</b>	<b>2,933,382</b>
Paid-up Capital	1,232,020	1,232,030	1,232,030	1,232,030	1,232,030	1,232,030
Premium on shares	622,000	649,740	649,740	649,740	649,740	649,740
Surplus on revaluation of land	736,660	-	-	-	-	-
Retained earnings (deficit)	(1,714,812)	(1,757,247)	(1,995,344)	(2,014,975)	(1,892,278)	(1,575,888)
<b>Total Shareholders' Equity</b>	<b>875,868</b>	<b>124,523</b>	<b>(113,574)</b>	<b>(133,205)</b>	<b>(10,508)</b>	<b>305,882</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>905,540</b>	<b>679,648</b>	<b>1,223,315</b>	<b>2,128,342</b>	<b>2,356,829</b>	<b>3,239,264</b>

Income Statement (Unit :THB in Thousand)	Consolidated Financial Statement					
	Audited					Reviewed
	2005	2006	2007	2008	2009	30 Sep 2010
Revenue						
Revenue from sales of residential condominium units	-	-	460	734,382	1,683,938	1,689,366
Other revenue	-	468	2,452	4,384	35,857	7,591
<b>Total Revenue</b>	<b>-</b>	<b>468</b>	<b>2,912</b>	<b>738,766</b>	<b>1,719,795</b>	<b>1,696,957</b>
Cost of residential condominium units sold	-	-	-	(406,027)	(1,075,785)	(1,049,842)

Income Statement  (Unit :THB in Thousand)	Consolidated Financial Statement					
	Audited					Reviewed
	2005	2006	2007	2008	2009	30 Sep 2010
Amortization of rental	(2,462)	(2,680)	(3,640)	(3,333)	(3,333)	(2,500)
Selling and administrative expenses	(1,555)	(16,871)	(191,071)	(326,726)	(499,804)	(146,164)
Operating Profit	(4,017)	(19,083)	(191,799)	2,679	140,873	498,451
Financial expenses	-	(23,351)	(46,299)	(22,309)	(14,357)	(11,182)
Earnings before Tax	(4,017)	(42,434)	(238,098)	(19,630)	126,516	487,270
Corporate Income Tax	-	-	-	-	(3,820)	(170,879)
Net Profit	(4,017)	(42,434)	(238,098)	(19,630)	122,696	316,390

Financial Ratios	Consolidated Financial Statement					
	Audited					Reviewed
	2005	2006	2007	2008	2009	30 Sep 2010
<b>Liquidity Ratios</b>						
Current ratio (Times)	30.5	1.2	0.8	2.0	3.9	4.4
Quick ratio (Times)	0.0	0.1	0.1	0.7	1.2	1.6
Accounts receivable turnover (Times)	na	na	na	na	na	na
<b>Profitability Ratios</b>						
Gross profit margin (Percent)	na	na	100.00%	44.71%	36.11%	37.86%
Net profit margin (Percent)	na	-9,065.22%	-8,176.33%	-2.66%	7.13%	18.64%
Return on equity (Percent)	na	na	na	na	na	103.44%
Return on assets (Percent)	na	na	na	na	5.47%	15.08%
<b>Efficiency Ratio</b>						
Total assets turnover (Times)	-	0.0	0.0	0.3	0.7	0.7
Fixed assets turnover (Times)	na	na	0.2	30.6	87.7	151.5
<b>Leverage Ratios</b>						
Debt to equity ratio (Times)	0.0	4.5	na	na	na	9.6
Interest bearing debt to equity ratio (Times)	-	na	na	na	na	7.3

Financial Ratios	Consolidated Financial Statement					
	Audited					Reviewed
	2005	2006	2007	2008	2009	30 Sep 2010
Interest coverage ratio (Times)	na	na	na	-0.1	9.8	44.6
<b>Per Share Ratios</b>						
Book value per share (THB)	71.09	10.11	-9.22	-10.81	-0.85	24.83
Earnings per share (THB)	-0.33	-3.44	-19.33	-1.59	9.96	25.68
Dividend per share (THB)	-	-	-	-	-	-
<b>Growth Ratios</b>						
Total assets growth (Percent)		-24.95%	79.99%	73.98%	10.74%	37.44%
Total liabilities growth (Percent)		1,770.90%	140.83%	69.16%	4.68%	23.91%
Total shareholders' equity growth (Percent)		-85.78%	-191.20%	17.28%	-92.11%	3,010.84%
Total revenue growth (Percent)		na	522.1%	25,269.38%	132.79%	31.56%
Total operating expenses growth (Percent)		386.68%	895.91%	278.04%	114.5%	1.21%

#### Financial status

When RAIMON and group of joint ventures acquired the shares of Taksin Hotel Holding Company Limited (presently known as The River Company Limited or "The River") in the late 2005, the financial status of The River at the time of acquisition having assets as land as a location of the current project with the book value approximately THB 170 million, a director loan approximately THB 28 million and a paid-up capital approximately THB 1,232.02 million divided into ordinary shares of 12,320,020 shares of which the par value is THB 100 per share and the retained losses approximately THB 1,700 million. RAIMON and group of joint ventures repay such a director loan when the transfer of shares completed. After RAIMON and group of joint ventures acquired the company, there is a revaluation of land with the objective to develop such land as a hotel and recorded a revaluation surplus approximately THB 740 million in the shareholders' equity resulting the assets value in the late 2005 increased to be THB 905 million.

Nevertheless in 2006 the company reverses the revaluation of land since RAIMON has a plan to develop project as a condominium instead of hotel. In addition in the same year, the company enters into the long-term rental

agreement with the Crown Property Bureau in order to additionally rent a front of land and signs a servitude agreement with the agreement value of THB 100 and 120 million respectively. The company records a cost of servitude as a project development cost moreover, the company has an additional investment in the project approximately THB 470 million with the source of fund from a short-term debenture approximately THB 435 million and uses the suppliers credit term of THB 100 million.

The company officially launches the project in 2007 where the additional source of fund in developing project approximately THB 300 million comes solely from cash received in advance from customers or approximately 220 percent. The company receives cash received in advance from customers THB 670 million from the reason that the company is able to rapidly sell the project at the moment of official launch.

Since 2008, the company is able to get a long-term borrowing from signing Syndicated Loans with 3 commercial banks with the credit line of THB 5,000 million and partial borrowing is to redeem the whole short-term debenture.

The company withdraws the loan in accordance with the construction progress. As at 30 September 2010 the company has an outstanding balance approximately THB 2,220 million, the construction progress is 47 percent and total investment (excluding land) of THB 4,161 million.

#### Operating performance

The contracted sales of the company in 2008 – quarter 3 of 2010 is 52 percent, 62 percent and 68 percent of project value respectively with the recognized revenue of 47 percent of sales and received the cash settlement from the customers totaling 37 percent of sales.

The average gross profit margin of the project since 2008 – quarter 3 of 2010 is approximately 38 percent. In 2009 the selling and administrative expenses is materially increased with the reason of the termination of steel future contract resulting the company to pay a contract cancellation of approximately THB 228 million. Nevertheless the selling and administrative expenses of the company are materially decreased since the advertising and public relation expenses is materially decreased compared to the first 2 years when launching project.

#### **4. The opinion of the Independent Financial Advisor**

##### **4.1 Objective and reasonableness of the transaction**

Presently the Company operates many medium to large property development projects, which use the high volume of investment. However, the Company has the successfulness in selling and developing project as well. Currently the Company constructs and delivers the quality projects of the Company located in Bangkok, Pattaya and Phuket totaling 8 projects.

In the past, the Company had ever experienced problem in raising capital due to the law that foreign investors could hold shares in the Company not exceeding 49 percent of total paid-up shares. Formerly, the Company is trying to raise capital by issuing and offering new shares to the shareholders including Thai and foreign shareholders. However, the shareholders with Thai national agreed to acquire a small portion of additional shares capital, which results the foreign portion to be slightly increased so that the foreign shareholders could not have a large investment in the company. As a result, the company could not raise capital as planned. Thus, in the past, IFA HR 3 offered the financial support to the Company in term of loan and was a joint venture as a minority shareholder in several subsidiary companies in order to develop property development projects such as The River Company Limited, Raimon Land Development Company Limited, Raimon Land Residences Company Limited and Ploenchit Residences Company Limited for the Company to pursue the development of projects.

From the aforementioned reasonableness, IFA HR 3 as a major shareholder becomes a major shareholder in many projects of the Company including a being as a lender to the projects and jointly controlled entities. As a result, IFA HR 3 unintentionally becomes a company with a conflict of interest so that the Company could not fully recognize profit from the projects or companies.

Hence to eliminate the conflict of interest and fully recognize profit from the projects, the Company has a policy to consolidate its shareholding in many projects including the buy back of shares from IFA HR 3 in many projects in which the Company jointly invests with IFA HR 3.

Currently the Company is under the negotiation to call for a credit facility from a financial institution for a loan in relation to the acquisition of the remaining shares in The River Company Limited from BPI, which is a company in the group of a major shareholder, and the management has a high level of confidence that the Company will receive the approval of such a credit facility.



In addition, the Company has a plan to additionally acquire shares in Raimon Land Development Company Limited ("RLD"), which is a jointly controlled entity held by the Company in the proportion of 51 percent, from IFA Raimon Land Development Company Limited ("IFA RLD") totaling 49 percent so that after the acquisition of shares, the Company will hold shares in RLD in the proportion of 100 percent.

#### 4.2 Advantages and Disadvantages of entering into the transaction

##### 4.2.1 Advantages of entering into the transaction

The additional acquisition of shares in RV from related person of the Company will cause the advantage as following:

- (1) To eliminate the conflict of interest which shall arise

As the major shareholder of the Company acquired shares in the subsidiaries of the Company is to co-develop property development projects, which shall cause the conflict of interest due to the Company and its subsidiaries have many intercompany transactions such as a borrowing, expenses in relation to management fee and marketing commission fee. In addition, the major shareholder is the one which determines the policy and controls the direction of business operation of the Company through its 5 representatives as the directors of the Company from the total of 9 directors. The making of decision to develop a property development projects on behalf of any companies in group of companies shall have a conflict of interest due to the major shareholder has an interest in each company differently.

- (2) The shareholding in group of companies is clear and the management is flexible

As the Company holds shares in the proportion of 100 percent in The River shall cause the shareholding clear and the management within group is rapid and flexible more than the way the major shareholder of the Company jointly holds shares in the subsidiaries.

- (3) The recognizing in revenue from the project is increasing in accordance with the shareholding

The increasing in shareholding of RV, which holds shares in the proportion of 100 percent in Taksin Properties Company Limited, which is the developer of The River, resulting the Company as a shareholder of RV to be able to recognize more revenue in accordance with the increasing shareholding from 84.85 percent to 99.85 percent so that the Company will has a good trend of future operating performance.

Past performance of RV from the consolidated financial statements

Unit : THB in Thousand

Year	Revenue from Sales	Net Profit (Loss)
2007	-	(238,097)
2008	734,382	(19,630)
2009	1,683,938	122,696
9 Months of 2010	1,689,366	316,390

Remark: The consolidated financial statements of 2007 – 2009 and the first 9 months of 2010 are prepared by the management of The River Company Limited to use for the preparation of the consolidated financial statements of the Company. The financial statements of RV and TPC (developer of The River and the subsidiary of RV) are audited financial statements in each year

Forecasting of net profit as per the consolidated financial statements of RV from 2011 - 2013

If the acquisition of shares from BPI is success, the Company will be able to additionally recognize the share of profit since the acquisition date, which is expected to be in the beginning of 2011 to 2013 which is the year expected to wholly sell all condominium units. From the projection of the Company in accordance with the consolidated financial statements, the Company will additionally recognize net profit of THB 320.99 million.

Unit : THB in Million

Year	Forecasting of	The Share of Profit in RV		Increasing By	Interest Expenses	Net Increase
	Net Profit of RV	84.85 Percent	99.85Percent			
2011	770.79	654.02	769.63	115.61	18.90	96.71
2012	1,158.33	982.84	1,156.59	173.75	18.90	154.85
2013	210.80	178.86	210.49	31.63	18.90	12.73
total	2,139.92	1,815.72	2,136.71	320.99	56.70	264.29

Remark: The Independent Financial Advisor estimates the interest rate of loans from financial institution for the acquisition of shares at 6 percent per annum

4.2.2 Disadvantages of entering into the transaction

(1) The Increasing in debt of the Company

As the source of funds for the share acquisition will come from loan from a financial institution for the total amount of THB 315 million, this will result in a 5.18 percent increase in liabilities, which is

calculated from total liabilities of THB 6,096.28 million, as of 30 September 2010, In addition, the debt-to-equity ratio will also increase to 2.86 times from 2.76 times.

- (2) The financial support from the major shareholder shall lessen

From the decreasing in an interest of the major shareholder to RV after the selling of shares to the Company shall cause the financial support from the major shareholder in case where RV is lack of liquidity becomes difficult.

- (3) The accounting impact resulting the shareholders' equity of the Company in accordance with the consolidated financial statement shall lessen

As the consolidated financial statements of RV as at 30 September 2010 include the financial statements of Taksin Properties Company Limited, which is a subsidiary held 99.99 percent, RV has a shareholders' equity of THB 305.88 million which is lower than the Purchasing Price of shares between the Company and BPI. The difference between the Purchasing Price and book value of RV approximately THB 188 million (in accordance with the shareholding of BPI of 15 percent) shall be recorded in the shareholders' equity as negative amount in the account of "Excess of investment in subsidiary arising as a result of additional purchase of investment in the subsidiary at a price higher than the net book value of the subsidiary at the acquisition date" like the transaction in May 2009 that the Company acquired shares of RV in the proportion of 25 percent from the existing shareholder at USD 10.50 million and the Company recorded the negative amount in the account of excess of investment in subsidiary arising as a result of additional purchase of investment in the subsidiary at a price higher than the net book value of the subsidiary at the acquisition date totaling THB 242.94 million. This accounting record depending on the discretion of the auditor, however the shareholders' equity in accordance with the separate financial statements of the Company remains the same.

#### 4.2.3 Risk of entering into the transaction

Loans from financial institutions for the acquisition of shares in The River have resulted to reduce liquidity of the financial. This may affect the ability of repayment.

#### 4.3 Reasonableness in price and condition

In evaluating of the acquisition of shares in RV in the proportion of 15 percent of paid-up capital, the Independent Financial Advisor has evaluated the value of the transaction with the approaches as following:

##### 4.3.1 Discounted Cash Flow Approach : DCF

Discounted Cash Flow Approach calculated by the discount of free cash flow to firm with weighted average cost of capital – WACC so that the result will be the value of the company and then deducting with the interest bearing debt so that the result will be the value of equity or value of ordinary shares of the Company. The projection is prepared in monthly basis to the month at which the selling of condominium units is complete or 2014.

##### Assumption in preparation of the financial projection

###### (1) MLR loan rate

	16-11-2010	2010	2011	2012	2013	2014
Average Interest Rate of Creditors in accordance with the Proportion of the Loan	7.20%	7.20%	7.20%	7.50%	7.50%	7.50%

###### (2) Construction plan and forecasting cost of construction and the remaining developing cost

	30-9-2010	Quarter 4 of 2010	2011	2012
Percentage of Completed Work (%)	47%			
Project Value (THB in Million)	4,339			
Forecasting Progress (%)		62%	85%	100%
Remaining Project Value (THB in Million)		727	1,951	1,209
% Construction Contingency		5%	5%	5%
Remaining Project Value -total (THB in Million)		762	2,046	1,280

Total cost of construction is THB 9,548 million consisting of land and cost in relation to servitude fee totaling THB 1,120 million, cost of construction totaling THB 7,584 million, design and consultant fee totaling THB 325 million and project developing fee totaling THB 519 million. The construction will be completed in April 2012.

(3) Forecasting of revenue

The River has 3 types of revenue which are the revenue from sales of condominium units, the revenue from sales of retail space within the project and the revenue from sales of sales office. The area in each section is (1) area in relation to residential units totaling 106,209 sq.m. (2) area in relation to retail space within the buildings totaling 3,375 sq.m. and (3) area in relation to sales office totaling 2,448 sq.m.

The condominium unit of The River is in a high level with the size in the range of 59-650 sq.m. and having price per sq.m. in the range of THB 90,000-420,000. The project was launched at the ending of 2007 with the sales contracts of 600 rooms and the actual cumulative sales are as follows:

(Unit: THB in Million)

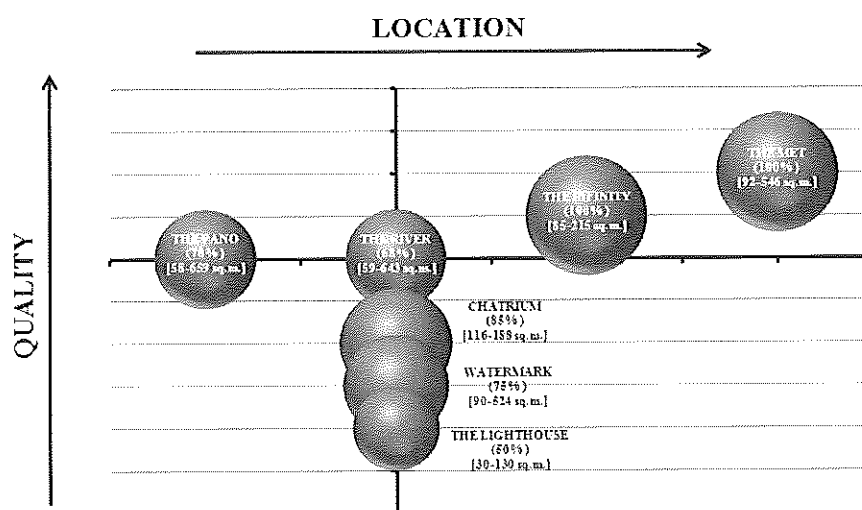
Nov 2007 – Dec 2008	2009	Jan – Sep 2010
7,579	8,931.5	9,670

Project Details						
Building	Project Value (THB in Million)	Selling Area (Sq.m.)	Average Selling Price (THB per Sq.m.)	Percent of Progress		Revenue Recognition
				Sales	Construction	
A	9,349	67,430	138,647	87%	47%	47%
B	5,120	38,779	132,030	36%	47%	47%
Total	14,469	109,209	136,231	68%	47%	47%

The sales of the first 3 quarters of 2010 is significantly decreased due to the political problem when comparing the sales per month at 10 units in 2009 to 4 units in the first 9 months of this year. However, in Aug and Sep, the sales of the project become better with the sales per month of 8 units.

The following chart represents the comparable projects to The River<sup>1</sup> in terms of percentage of sales and room sizes available. Most of the comparable projects are completed while the construction progress of The River as at 30 September 2010 is 47 percent and it is expected to be completed in the beginning of 2012.

The chart suggests that demand for condominium units with room sizes in the range of 90-200 sq.m. and locate in the area of inner-city Bangkok remains high. In addition, the averaged selling prices is lower than the averaged offering prices by only 10-20 percent.



Source: Brooke Real Estate Limited as at 30 September 2010

The selling points of The River, when compared to its comparable projects, which also differentiate The River from its peers, are as follow:

- The attractive scenery from its location, when compared to the comparable projects with similar quality; Conversely, the superior quality of the project, when compared to the comparable projects with similar locations;
- The plaza area within the project;
- Luxurious amenities with a sky garden; and
- Accessibility to both land and water transportation, i.e. ferry and sky train.

With the aforementioned strengths, together with the external supporting factors, including low-interest rate environment, economic recovery in some sectors, liquidity of domestic financial

<sup>1</sup> Information from Brooke Real Estate Limited as at 30 September 2010

institutions, a direct inflow of foreign investment, trade liberalization resulting in foreigners coming to work in the country and the effort of the International Chamber of Commerce to encourage the government to allow foreigners to be able to hold residential housing<sup>2</sup> for a longer period, thus the Independent Financial Advisor has made a forecast for the upcoming sales as followed:

	2008-3Q2010	4Q2010	2011	2012	2013
Revenue from sales of condominium units					
Selling Area (Sq.m.)	72,265	2,941	11,764	11,764	7,475
Average Selling Price (Per Sq.m.)	136,231	149,490	149,490	149,490	143,363
Revenue from sales of retail space within the project					
Selling Area (Sq.m.)	-	-	-	3,375	-
Selling Price (Per Sq.m.)	-	-	-	90,000	-
Revenue from sales of sales office (THB in Million)	-	-	-	200	-

(Unit: THB in Million)

	2008-Q3/2010	Q4/2010	2011	2012	2013
Revenue from sales of condominium units	4,108	1,067	3,960	4,492	843
Revenue from sales of retail space within the project	-	-	-	304	-
Revenue from sales of sales office	-	-	-	200	-

The forecasting of selling price comes from a 10 percent discount from the offering price. And one year after the completion of the project, the Independent Financial Advisor forecast another 15 – 40 percent discount from the previous price level.

Payment plan of customers of condominium units are as follows:

	Before Project Completion	After Project Completion
--	---------------------------	--------------------------

<sup>2</sup> From Bangkok Post Newspaper dated 1 July 1010

Deposit	20%	20%
Down Payment	20%	-
Down Payment Months	3-12	-
Transfer Payment	60%	80%

For the selling of retail space, the Company expects to be wholly sold after the completion of construction due to the Company pricing of only THB 90,000 per sq.m. The Independent Financial Advisor assumes that the pricing is feasible under the assumption that the rental rate of the retail space is approximately THB 2,400 sq.m. per month<sup>3</sup> currently. However, the retail space of the Company is risky in terms of its traffic level, thus a 50 percent discount to THB 1,200 sq.m. per month is used and results in the capitalization rate of 16 percent per year, which is an attractive rate.

The sales office building consists of 4 furnished sample rooms. The Company plans to sell this building after the completion of the project in order to be used for commercial purpose. The selling price is set closed to the cost of the construction. The Independent Financial Advisor recommends that the selling price is feasible in term of value for money.

RV plans to use the leasehold land from the Crown Property Bureau, of which the contract period is 30 years since the completion date of the project, located on Charoen Nakorn Road. In front of the project constructed as a small plaza for rent with the investment not exceeding THB 185 million. RV has fully settled for the leasehold right already but due to the project has an uncertainty, the Independent Financial Advisor not includes this revenue into the forecasting of revenue.

(4) Forecasting of cost of sales and administrative expenses

Cost of sales consisting of land, design fee, cost of construction and development, consultant fee, allocation and application for construction fee and interest capitalization

Selling and administrative expenses consisting of:

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<sup>3</sup> Information from The Knowledge Report, Colliers International Thailand Research, Bangkok Retail Market, 1Q2010



	Per Month
Selling expenses	
— Advertising expenses	THB 0.75 million
— Commission	THB 12 million per month + 3.21% of sales
Administrative expenses – salary	THB 2.5 million
Transfer fee	1%
Specific Business Tax	3.3%

(5) Source of funds for project completion

The Company signed a loan agreement with 3 banks totaling THB 5,000 million for the purchase of land totaling THB 500 million and for the construction and development totaling 4,500 million. Presently the Company uses this credit facility approximately THB 2,700 million.

The source of fund to develop the project to be complete comes from the remaining borrowing of THB 2,300 million, the installment of the customers from the sales of units and credit terms from suppliers.

(6) The calculation of discount rate

In evaluation of share under Discount Cash Flow Approach will use the weighted average cost of capital (WACC) as a discount rate with the formula as following:

$$WACC = (D/V) * K_d + (E/V) * K_e$$

Whereas

D/V = The ratio of interest bearing debt to total investment

E/V = The ratio of investment from shareholders' equity to total investment

K<sub>d</sub> = Average cost of interest bearing debt

K<sub>e</sub> = Return on equity under Capital Asset Pricing Model  $K_e = R_f + \beta * (R_m - R_f)$

Whereas

$R_f$  = Risk free rate by using 10-year government bond (as at 30 September 2010)

$\beta$  = The coefficient of the relationship between the return on RAIMON and return on market, calculated back for 10 years (Source: Bloomberg)

$R_m$  = Return on market calculated from the historical average return from 1989 – present (as at 30 September 2010) of SET index

The Calculation of each variable is as follows:

The ratio of interest bearing debt to total investment (D/V)	:	88%
The ratio of investment from shareholders' equity to total investment (E/V)	:	12%
Average cost of interest bearing debt ( $K_g$ )	:	9.52%
Risk free rate ( $R_f$ )	:	3.25%
The coefficient of the relationship between the return on RAIMON and return on market ( $\beta$ )	:	1.09
Return on market ( $R_m$ )	:	12.04%
WACC	:	9.92%

The reason why the Independent Financial Advisor uses  $\beta$  of RAIMON without the adjustment to be consistent with the capital structure of RV due to RV has debt to equity ratio of 7.3 times resulting  $\beta$  from calculation (relevered) not reflecting intrinsic risk of the project since such capital structure excluding the installment of the customers considered as another major source of fund of the project. In addition, the contracted sales of the project current have passed the break-even point already so that the Independent Financial Advisor does not adjust  $\beta$  for the calculation of discount rate.

- (7) Sensitivity analysis on the number of condominium units sold

The Independent Financial Advisor has studied the impacts of the changing in the number of condominium units sold to fair value by adjusting number of units sold to be increased/decreased +25%/-25% as represented in the table:

	4Q2010	2011	2012	2013	Fair Value
Estimated Residential Units Sold – Normal Case	24	96	96	61	310-326
Estimated Residential Units Sold (+25%)	30	120	120	7	335
Estimated Residential Units Sold (-25%)	18	72	72	115	278-317

(8) Summary of financial projection

Fair Value = THB 310 Million				
(Unit : THB in Thousand)	2010	2011	2012	2013
<i>Income Statement</i>				
Revenue from Sales	2,756,283	3,959,712	4,995,931	842,649
Cost of Sales	(1,732,230)	(2,191,711)	(2,517,034)	(220,989)
Selling and Administrative Expenses	(226,275)	(283,225)	(310,809)	(6,389)
Net Profit	547,353	1,143,925	1,494,849	523,500
Earnings per Share	44.43	92.85	121.33	42.49
<i>Cash Flow Statement</i>				
Cash Flow from Operating Activity	(1,192,863)	(1,428,264)	6,716,046	985,354
Cash Flow from Investing Activity	-	-	-	-
Cash Flow from Financing Activity	1,070,644	1,519,650	(4,393,794)	-
Net Cash Flow	(125,550)	91,386	2,322,252	985,354
<i>Balance Sheet</i>				
Current Assets	4,244,965	6,833,817	3,304,389	3,724,367
Total Assets	4,372,675	6,951,769	3,412,583	3,828,751
Current Liabilities	961,687	877,206	236,965	129,633

Fair Value = THB 310 Million				
(Unit : THB in Thousand)	2010	2011	2012	2013
Total Liabilities	3,835,831	5,271,000	236,965	129,633
Shareholders' Equity	536,844	1,680,770	3,175,618	3,699,118
Book Value per Share	43.57	136.42	257.75	300.25

Fair Value = THB 326 Million				
(Unit : THB in Thousand)	2010	2011	2012	2013
<i>Income Statement</i>				
Revenue from Sales	2,756,283	3,959,712	4,995,931	1,071,630
Cost of Sales	(1,732,230)	(2,191,711)	(2,517,034)	(220,989)
Selling and Administrative Expenses	(226,275)	(283,225)	(310,809)	(6,389)
Net Profit	547,353	1,143,925	1,494,849	695,421
Earnings per Share	44.43	92.85	121.33	56.45
<i>Cash Flow Statement</i>				
Cash Flow from Operating Activity	(1,192,863)	(1,428,264)	6,716,046	1,185,976
Cash Flow from Investing Activity	-	-	-	-
Cash Flow from Financing Activity	1,070,644	1,519,650	(4,393,794)	-
Net Cash Flow	(125,550)	91,386	2,322,252	1,185,976
<i>Balance Sheet</i>				
Current Assets	4,244,965	6,833,817	3,304,389	3,842,730
Total Assets	4,372,675	6,951,769	3,412,583	3,947,113
Current Liabilities	961,687	877,206	236,965	129,633
Total Liabilities	3,835,831	5,271,000	236,965	129,633
Shareholders' Equity	536,844	1,680,770	3,175,618	3,817,480
Book Value per Share	43.57	136.42	257.75	309.85

Summary of financial projection under Discounted Cash Flow Approach of RV

(1) Best case

(Unit: THB in Million)

Items	Current Year	Forecasting Year (Oct 10- 2013)			
	9M/2010A (Jan-Sep)	3M/2010F (Oct-Dec)	2011F	2012F	2013F
Earnings before Interest and Tax – Tax (EBIT – Tax)	311	242	1,144	1,328	695
+Depreciation & Amortization	7	10	10	10	4
-Change in Working Capital	(147)	(920)	(2,609)	5,189	487
-Capital Expenditure	10	(3)	-	-	-
Free Cash Flow to Firm (FCFF)	181	(671)	(1,455)	6,527	1,186
PV of FCFF		(660)	(1,357)	5,325	923
<b>Total Present Value (Oct 10 - 2013)</b>			<b>4,232</b>		
+Cash as at 30 September 2010			165		
- Long-term Loans as at 30 September 2010			2,221		
Value of the Equity			<b>2,175</b>		

(2) Worst case

(Unit: THB in Million)

Items	Current Year	Forecasting Year (Oct 10- 2013)			
	9M/2010A (Jan-Sep)	3M/2010F (Oct-Dec)	2011F	2012F	2013F
Earnings before Interest and Tax – Tax (EBIT – Tax)	311	242	1,144	1,328	524

Items	Current Year	Forecasting Year (Oct 10- 2013)			
	9M/2010A (Jan-Sep)	3M/2010F (Oct-Dec)	2011F	2012F	2013F
+Depreciation & Amortization	7	10	10	10	4
-Change in Working Capital	(147)	(920)	(2,582)	5,212	457
-Capital Expenditure	10	(3)	-	-	-
Free Cash Flow to Firm (FCFF)	181	(671)	(1,428)	6,550	985
PV of FCFF		(660)	(1,332)	5,344	768
<b>Total Present Value (Oct 10 - 2013)</b>		<b>4,120</b>			
+Cash as at 30 September 2010		165			
- Long-term Loans as at 30 September 2010		2,221			
Value of the Equity		2,064			

From the assumptions above, running the sensitivity analysis on prices per sq.m. of condominium units result in the value of shareholders' equity of RV of THB 2,064 - 2,175 million or THB 168 - 177 per share. This calculation has already included the value of TPC which is a subsidiary as a developer of The River, thus the fair value of shares to be purchased totaling 1,848,005 shares is THB 310 - 326 million.

The Discount of the Remaining Residential Units After 1 year from the Completion of the Project		Average Price per sq.m.	Fair Value (THB in Million)
Best Case	-15%	143,363	326
Worst Case	-40%	112,730	310

#### 4.3.2 Book Value Approach

Book Value Approach evaluating the transaction from the book value of shareholders' equity without concerning the economic value of the project despite the fact that the project has already been sold for 68 percent of the total, which has already surpassed the break-even point of the project, and the construction completion has already reached 47 percent. Thus based on this approach, the value to the shareholders will be significantly distorted.

Nevertheless the book value of RV as at 30 September 2010 is approximately THB 306 million or THB 24.83 per share. If calculating only 15 percent of acquisition portion from BPI, the value is THB 45.90 million which is lower than the Purchasing Price of THB 315 million.

Balance of RV (Reviewed) as at 30 September 2010 is as following

Unit : THB

Balance Sheet	
Assets	
Current Assets	
Cash and deposits at financial institutions	166,088,091.37
Unbilled completed work	653,516,362.63
Project development cost - net	1,982,383,193.08
Advance payment to contractors	247,846,186.99
Other current assets	72,179,933.76
Total Current Assets	<u>3,122,013,767.83</u>
Non-Current Assets	
Deposit	6,310,000.00
Leasehold right	86,666,666.65
Property, plant and equipment	14,932,805.33
Other non-current assets	9,340,790.10
Total Non-Current Assets	<u>117,250,262.28</u>
Total Assets	<u>3,239,264,030.11</u>
Liabilities and Shareholders' Equity	
Current Liabilities	
Account payable	113,982,269.55
Account payable – related parties	110,286,602.46
Accrued expenses	334,643,906.39
Other current liabilities	
Deposits received from customers	123,412,168.20
Retention payable	10,441,462.43

Other current liabilities	19,216,537.96
Total Current Liabilities	<u>711,982,946.99</u>
Non-Current liabilities	
Loan from financial institutions and accrued interest	2,221,399,000.00
Total Non-Current Liabilities	<u>2,221,399,000.00</u>
Total Liabilities	<u>2,933,381,946.99</u>
Shareholders' Equity	
Paid-up capital 12,320,300 shares, par value of THB 100 per share	<u>1,232,030,000.00</u>
Premium on shares	649,740,000.00
Retained earnings (deficits)	(1,575,887,916.88)
Total Shareholders' Equity	<u>305,882,083.12</u>
Total Liabilities and Shareholders' Equity	<u>3,239,264,030.11</u>
Book Value Per Share	<u>24.83</u>

#### 4.3.3 Adjusted Book Value Approach

Adjusted Book Value Approach calculated from the adjustment of assets value to be fair value. In this case, using the market value to deduct with depreciation or using the Depreciated Replacement Cost by using the independent appraiser approved by the SEC which is Brooke Real Estate Limited evaluated on 30 September 2010. The evaluation method of land is Market Comparison. The independent appraiser considers the comparison in the market value of the comparable lands totaling 7 plots and then calculates the price under weighted rating assumption. The evaluation of building is the Depreciated Replacement Cost by estimating the cost of construction for the new buildings deducting with depreciation in relation to the sales office.

Appraised value of land is THB 1,028 million (THB 200,000 sq.wah)

Appraised value of buildings is THB 7,460 million

Total appraised value after the completion of construction is THB 8,488 million



Book value of cost of development in the section of land and construction as at 30 September 2010 is THB 3,974.91 million while the independent appraiser evaluates those at THB 4,155 million so that the excess of book value is THB 180.09 million. The adjusted book value is calculated as following:

Shareholders' equity of RV (Book value of shares) as at 30 September 2010 THB 305.88 million

The difference in the appraised value and book value of cost of development THB 180.09 million

Shareholders' equity of RV (Book value of shares) after adjusted THB 485.97 million

Adjusted book value per share THB 39.44

Thus adjusted book value of RV as at 30 September 2010 is approximately THB 486 million or THB 39 per share. If calculating only the acquisition portion from BPI of 15 percent, the value is THB 73 million which is lower than the Purchasing Price of THB 315 million.

#### 4.3.4 Conclusion

Valuation Approach	Value of Acquiring Shares (THB in Million)	Higher/Lower than Purchasing Price (%)	Appropriateness	Opinion of the Independent Financial Advisor
Discounted Cash Flow Approach (DCF)	310-326	-1.6% - +3.5%	Appropriate	Reflecting the revenue and future operating performance based on the actual construction progress of the project
Book Value Approach	46	-86%	Limited	Not reflecting the intrinsic value of the project
Adjusted Book Value Approach	73	-77%	Limited	Not reflecting the intrinsic value of the project

The Independent Financial Advisor recommends that Discounted Cash Flow Approach (CDF) is appropriate to the evaluation of shares of RV in the acquisition portion between THB 310 -326 million.

## 5. Summary of opinion of the Independent Financial Advisor

As the Board of Directors of Raimon Land Public Company Limited resolved to approve the acquisition of shares in The River Company Limited totaling 1,848,005 shares representing 15 percent of total paid-up shares at the Purchasing Price of THB 170.45 per share or THB 315 million in total from Bangkok Property Investments Pte Limited, which is a related person, in accordance with the notification of the Stock Exchange of Thailand and the notification of the Capital Market Supervisory Board.

The Independent Financial Advisor recommends that the entering into the transaction pursues several advantages to the Company.

- (1) The elimination of the conflict of interest which shall arise
- (2) The shareholding in group of companies is clear and the management is flexible
- (3) The recognizing in revenue from the project is increasing in accordance with the shareholding

But there are several disadvantages enter into the transaction

- (1) The increasing in debt of the Company
- (2) The financial support from the major shareholder shall lessen
- (3) The accounting impact resulting the shareholders' equity of the Company in accordance with the consolidated financial statement shall lessen

And there is risk for Financial Liquidity

The Independent Financial Advisor recommends that these disadvantages are insignificant to the Company while the Company would rather gain the arising advantages.

Thus the Independent Financial Advisor evaluates the shares of The River Company Limited by using the Discounted Cash Flow Approach and recommends that the Discounted Cash Flow Approach is appropriate in valuation of ordinary shares of RV more than other approaches as represented in the summary table above. Due to the fact that the number of condominium units sold as at 30 September 2010 is up to 70

percent approximately while the completion of the construction is 47 percent, thus the evaluation under the Residual Method is reasonable more than the evaluation under the Depreciated Replacement Cost since the Residual Method considers the operating performance, future cash flow, impacts of future business operation including the risks of operating business in the future. The shares totaling 1,848,005 shares evaluated under the Discounted Cash Flow Approach is in the range of THB 310 – 326 million or representing THB 167.75 – 176.41 per share while the agreeable price between the Company and the seller of THB 315 million is appropriate and if considering the terms and conditions of the transaction from the draft of Share Purchase Agreement, there is no risk to the Company in case where the Company as a Buyer could not make a settlement for the acquisition of shares since the agreement determines that “if the acquisition of shares under this agreement is not taking place in any cases within 6 months since the date at which the shareholders resolved to approve the acquisition of shares, this agreement provides no longer effective and both parties do not have a right to claim for any damages from the expiration of the agreement”

The Independent Financial Advisor recommends that the entering into this assets acquisition and connected transaction is reasonable, beneficial to the Company and the Purchasing Price is fair so that the shareholders should approve the entering of transaction.

Nevertheless the making of decision to vote for the approval of the entering of this transaction is under the consideration of the shareholders of the Company. The shareholders should study the information in the documents enclosed with the notice to the Extra Ordinary General Meeting of Shareholders No. 1/2010 in order to properly use in the making of decision to vote.

Sincerely Yours

Capital Link Advisory Company Limited

*(Signature of Mr. Kobkiat Boontharawara)*

\_\_\_\_\_  
(Mr. Kobkiat Boontharawara)

Authorized Director

\_\_\_\_\_  
(Mr. Kriangkrai Siravanichkan)

Authorized Director

\_\_\_\_\_  
(Mr. Kriangkrai Siravanichkan)

The operational Controller

-Translation-

**Information of Audit Committee to be Authorised to be Shareholders' Proxy  
at 1/2010 EGM of Shareholders**

<b>Name</b>	Mr. Kittu Gajanandana
<b>Position</b>	Audit Committee
<b>Age</b>	59 years
<b>Address</b>	293/1 Soi Mitra-a-nand, Kwaeng Thanon Nakornchaisri, Khet Dusit, Bangkok 10300
<b>Direct or indirect interest in the agenda proposed to 1/2010 EGM for consideration</b>	-None-

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<b>Name</b>	Mr. Jirawud Kuvanant
<b>Position</b>	Audit Committee
<b>Age</b>	51 years
<b>Address</b>	359/2 Moo 17 Tambol Nat Muang, Amphur Nai Muang Khonkean Province 40000
<b>Direct or indirect interest in the agenda proposed to 1/2010 EGM for consideration</b>	-None-

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- Translation -

### **Articles of Association Relating to Shareholders' Meeting**

Clause 33. The board of directors must hold a shareholders' meeting as annual general meeting within four (4) months after the end of the accounting period of the Company.

Any other meeting of shareholders is called an extraordinary general meeting. The board of directors may call an extraordinary general meeting at any time whenever it deems appropriate. Shareholders (i) holding in aggregate of twenty (20) percent or more of the total issued shares or (ii) twenty-five (25) shareholders or more holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request shall clearly specify the purpose of the meeting in such written request. The board of directors shall call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.

Clause 34. The Chairman of the board of director or who is a director assigned by the Chairman of the board of directors shall determine the date, time and venue of the meeting. The venue of the meeting may be in the area other than the area where the Company's head office is located or in any adjacent provinces.

Clause 35. In calling a meeting of shareholders, the board of directors shall prepare a notice indicating the venue, date, time, agenda and matters to be proposed with supporting at the meeting together with any other appropriate details. The written appointment shall clearly specify each matter's requirement whether for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The written appointment shall at least be sent to the shareholders and the Public Companies Registrar seven (7) days prior to the meeting date. The written appointment must also be published in a newspaper at least three (3) days prior to the meeting date for a period of three (3) consecutive days.

Clause 36. A quorum of a meeting of shareholders requires the number of twenty-five (25) shareholders or more or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

Clause 37. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. A letter appointing a proxy shall be dated and signed by the shareholder and made in a form prescribed by the Public Companies Registrar.

The proxy letter shall be submitted with the Chairman or his/her assignee before the proxy attends the meeting.

Clause 38. The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

Clause 39. The resolution of shareholders' meeting shall be passed by the following votes:

- (1) normal case requires a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. In case equal votes, the Chairman of the meeting shall have a second or casting vote.
- (2) the following cases require seventy-five (75) percent or more of the votes cast by the shareholders attending and eligible to vote at the meeting:
  - (a) a sale or transfer of all or substantial part of the business of the Company to an person;
  - (b) a purchase or an acceptance of transfer of business of other companies or private companies;
  - (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company;
  - (d) an assignment of the management control of the business of the Company to other person;
  - (e) a merger with any person for the purposes of profit and loss sharing;
  - (f) an amendment to the Memorandum or Articles of Association of the Company;
  - (g) an increase or decrease of capital and an issuing of debentures; or
  - (h) a merger or dissolution of the Company.

Clause 40. The businesses to be carried out by an annual general meeting are as follows:

- (1) to consider a report of the board of directors proposed to the meeting which demonstrates the operating results of the past year;
- (2) to consider and approve the balance sheet and profit and loss statements;
- (3) to consider an appropriation of profit;
- (4) to consider and to elect directors replacing those retire by rotation;
- (5) to appoint an external auditor and to fix auditor's remuneration
- (6) other businesses



PAN PACIFIC

Bangkok

Enclosure no. 6

## Pan Pacific Hotel, Bangkok

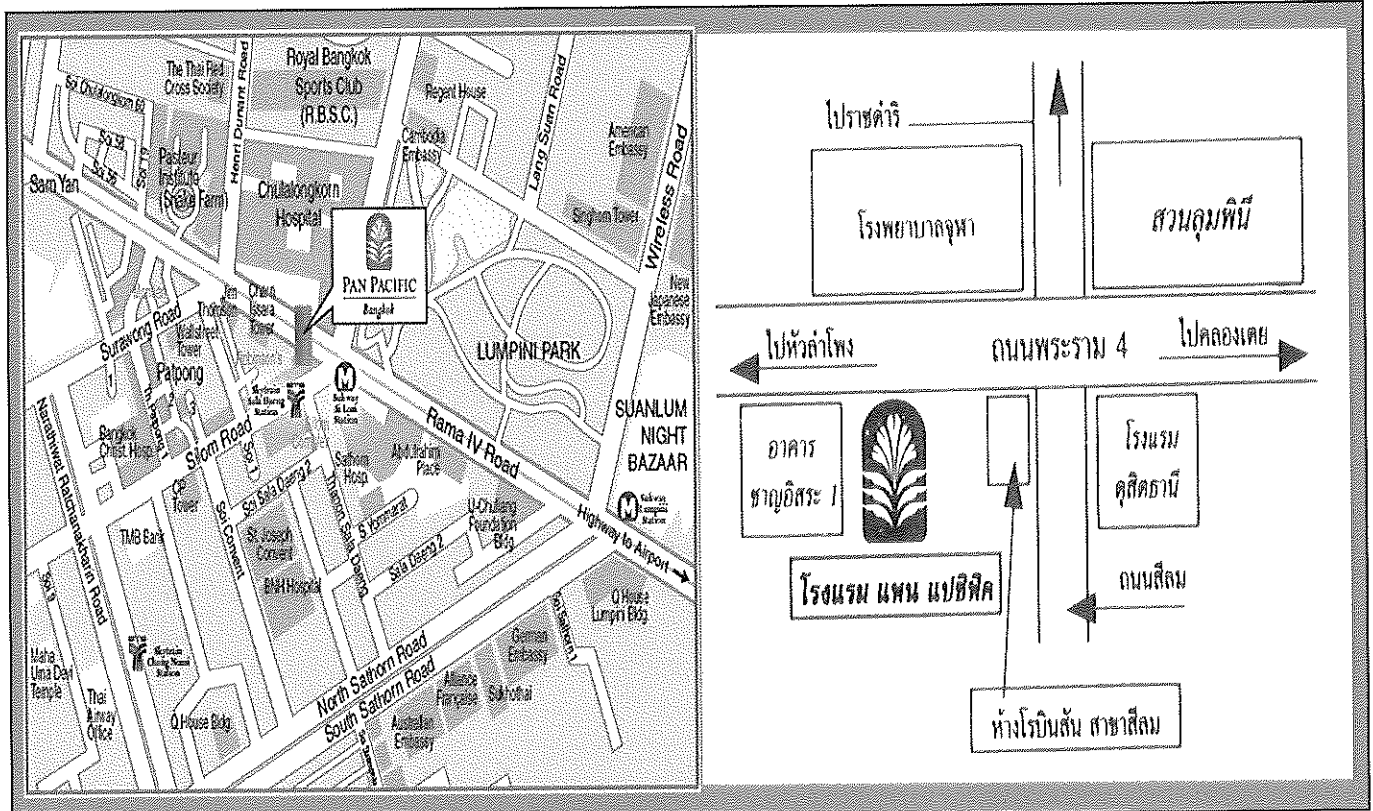
952 Rama IV Road, Suriyawongse, Bangrak, Bangkok 10500  
Thailand

Tel: (66) 2 6329000 Fax: (66) 2 6329011

## โรงแรม แพน แปซิฟิก กรุงเทพฯ

952 ถนนพระราม 4 สิริยวงศ์ บางรัก กรุงเทพฯ 10500

โทร. 0-2632-9000 โทรสาร 0-2632-9011



**Documents or evidence showing the identity of the shareholder or  
a representative of the shareholder entitled to attend the meeting**

The policy of the Board of The Stock Exchange of Thailand, dated 19 February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing the identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

**1. Natural person**

**1.1 *Thai nationality***

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**1.2 *Non-Thai nationality***

- (a) passport of the shareholder; or
- (b) in case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**2. Juristic person**

**2.1 *Juristic person registered in Thailand***

- (a) corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

**2.2 *Juristic person registered outside of Thailand***

- (a) corporate affidavit; and
- (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8:30 a.m. on 23 December 2010.



**Form of Proxy, Form B.**  
**(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)**  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

-----  
 Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... nationality .....  
 residing/located at No. .... Road, Tambol/Kwaeng .....  
 Amphur/Khet ..... Province ..... Postal Code .....

(2) being a shareholder of ..... Raimon Land ..... Public Company Limited,  
 holding ..... shares in total which are entitled to cast ..... votes as follows:

ordinary shares: ..... shares in total which are entitled to cast ..... votes; and  
 preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint

☐ .....  
 age ..... years, residing/located at No. .... Soi .....  
 Tambol/Kwaeng ..... Amphur/Khet .....  
 Province ..... Postal Code ..... or

☐ .....  
 age ..... years, residing/located at No. .... Road,  
 Tambol/Kwaeng ..... Amphur/Khet .....  
 Province ..... Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders to be held on 23 December 2010 at 9.30 a.m. at Pacific 1-3 room, Pan Pacific Bangkok Hotel, no. 952 Rama IV Road, Suriyawong, Bangrak, Bangkok 10500 or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

(1) ☐ Agenda no. 1 re: To certify the minutes of the 2010 Annual General Meeting of Shareholders

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda no. 2 re: To consider and approve the connected transaction relating to the acquisition of 1,848,005 shares in The River Co., Ltd. from Bangkok Property Investments Pte Ltd.

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as a shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Grantee  
(.....)

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agenda item to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of ..... Raimon Land ..... Public Company Limited.

For the Meeting of Extraordinary General Meeting of Shareholders No. 1/2010 to be held on 23 December 2010 at 9.30 a.m. at Pacific 1-3 room, Pan Pacific Bangkok Hotel, no. 952 Rama IV Road, Suriyawong, Bangrak, Bangkok 10500 or such other date, time and place as may be adjourned.

-----  
☐ Agenda no. .... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. .... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. .... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. .... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. .... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. .... re: Appointment of directors (Continued)

Name of Director .....

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director .....

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of Director .....  
☐ Approve                      ☐ Disapprove                      ☐ Abstain