

Minutes of the 2013 Annual General Meeting of Shareholders

Raimon Land Public Company Limited

Date, Time and Place

The Meeting was held on 25 April, 2013 at 9:30 a.m. at Four Seasons Hotel Bangkok, Ballroom, Ground Floor, No. 155 Rajadamri Road, Pathumwan, Bangkok.

Directors in Attendance

1. Mr. Pradit Phataraprasit, the Chairman of Board of Directors, the Independent Director, and the member of Audit Committee;
2. Mr. Lee Chye Tek Lionel, the Company's Director;
3. Mr. Tan Chin Kwang Johnson, the Company's Director;
4. Mr. Jason Goh Hseng Wei, the Company's Director;
5. Miss Nuch Kalyawongsa, the Company's Director;
6. Mr. Kittu Gajanandana, the Independent Director and the Chairman of the Audit Committee; and
7. Mr. Jirawud Kuvanan, the Independent Director and the member of Audit Committee.

being 77.78 % of the total number of the Company's directors.

Auditor

Miss Siraporn Ouuanunkun, the Company's auditor from Ernst & Young Co., Ltd.

Preliminary Proceedings

Mr. Pradit Phataraprasit, was the Chairman of the Meeting. The Chairman announced that as there were 496 shareholders present in persons and by proxies, representing 1,341,449,873 shares, being 37.52 % of the total issued shares of the Company (total shares of the Company were 3,575,424,125 shares), a quorum was thus constituted. The Chairman then declared the Meeting duly convened to consider the follows agenda:

Agenda 1 To certify the minutes of the 2012 Annual General Meeting of Shareholders

The Chairman proposed that the Meeting certify the minutes of the 2012 Annual General Meeting of Shareholders held on 25 April 2012, the copy of which was sent to the shareholders together with the notice.

Resolution The Meeting majority of votes resolved that minutes of the 2012 Annual General Meeting of Shareholders, be certified.

(certified 1,345,056,378 votes / disapproved 0 votes / abstained 345,100 votes)

Agenda 2 To acknowledge the Company's operating results in respect of the fiscal year ended as at 31 December 2012 and to consider and approve the annual report of the Board of Directors for the fiscal year ended as at 31 December 2012

The Chairman proposed that the Meeting to acknowledge the Company's operating results in respect of the fiscal year ended as at 31 December 2012 and to consider and approve the annual report of the Board of Directors for the fiscal year ended as at 31 December 2012 of which the details were set out in the annual report of the Company that was sent to the shareholders together with the notice of this meeting.

Resolution The Meeting majority of votes resolved that the Company's operating results in respect of the fiscal year ended as at 31 December 2012, be acknowledged and the annual report of the Board of Directors for the fiscal year ended as at 31 December 2012, be approved.

(approved 1,401,783,291 votes / disapproved 30,400 votes / abstained 345,100 votes)

Agenda 3 To consider and approve the audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2012

The Chairman proposed that the Meeting consider and approve the audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2012 of which the details were 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.

Resolution The Meeting majority of votes resolved that audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2012, be approved.

(approved 1,401,581,291 votes / disapproved 30,400 votes / abstained 647,100 votes)

Agenda 4 To consider and approve the non-appropriation of profit as legal reserve and the non-distribution of dividend in respect of the operating results for the fiscal year ended as at 31 December 2012

The Chairman informed the Meeting that the Company has accumulated loss in respect of its operating result for fiscal year ended as at 31 December 2012 (according to the audited financial statements ended as at 31 December 2012). The net loss in respect of

the 2012 operating results is Baht 107,763,990. 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-distribution of dividend in respect of the operating results for the fiscal year ended as at 31 December 2012.

Resolution The Meeting majority of votes resolved that the non-appropriation of profit as legal reserve and the non-distribution of dividend in respect of the operating results for the fiscal year ended as at 31 December 2012 according to the above details, be approved.

(approved 1,401,753,291 votes / disapproved 30,400 votes / abstained 575,100 votes)

Agenda 5 **To consider and approve the appointment of directors replacing those who retire by rotation and the directors' remuneration for 2013**

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 2013 AGM, the directors who retired by rotation were as follows:

1. Mr. Lee Chye Tek Lionel
2. Mr. Tan Chin Kwang Johnson
3. Mr. Jason Goh Hseng Wei

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's remuneration for 2013, of not more than Baht 5,000,000, provided that the Board of Directors will be authorised to allocate the director's remuneration for 2013 to the directors as the Board deems appropriate.

Resolution The Meeting majority of votes resolved that

1. Mr. Lee Chye Tek Lionel be re-appointed as the Company's directors for another term.

(approved 1,381,391,191 votes / disapproved 20,242,500 votes / abstained 745,100 votes)

2. Mr. Tan Chin Kwang Johnson be re-appointed as the Company's directors for another term.

(approved 1,381,391,191 votes / disapproved 20,242,500 votes / abstained 745,100 votes)
3. Mr. Jason Goh Hseng Wei be re-appointed as the Company's directors for another term.

(approved 1,381,361,191 votes / disapproved 20,242,500 votes / abstained 775,100 votes)
4. the directors' remuneration for 2013 according to the above details be approved.

(approved 1,380,658,491 votes / disapproved 20,771,300 votes / abstained 949,000 votes)

Agenda 6 To consider and approve the appointment of the Company's auditors and their remuneration for 2013

The Chairman informed the Meeting that Section 120 of the Public Companies Act, B.E. 2535, 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 Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2013 with their remuneration of not more than Baht 1,380,000 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 Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2013 with the remuneration of not more than Baht 1,380,000 per annum.

Resolution

The Meeting majority of votes resolved that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd., be appointed as the Company's auditors with the remuneration of not more than Baht 1,380,000 per annum.

(approved 1,401,803,205 votes / disapproved 30,400 votes / abstained 545,186 votes)

Agenda 7

To consider and approve the offset of the Company's retained loss against the Company's legal reserve and share premium

The Chairman informed the Meeting that according to section 119 of the Public Companies Act B.E. 2535, the Company may transfer the reserve fund under section 51 or section 116 or other reserve funds to compensate for the accumulated losses of the Company. The compensation for the accumulated losses shall be deducted from other reserves before it shall be deducted from the reserve fund under section 116 and from the reserve fund under section 51 respectively.

According to the audited financial statements, as at 31 December 2012, the Company has accumulated losses of Baht 711,360,235, legal reserve (the reserve fund under section 116) of Baht 36,131,233 and share premium (the reserve fund under section 51) of Baht 131,900,646. The offset of the Company's retained loss against such legal reserve and share premium will reduce the Company's retained loss to Baht 543,328,356.

The Chairman therefore proposed that the Meeting consider and the offset of the Company's retained loss against the Company's legal reserve and share premium

Resolution

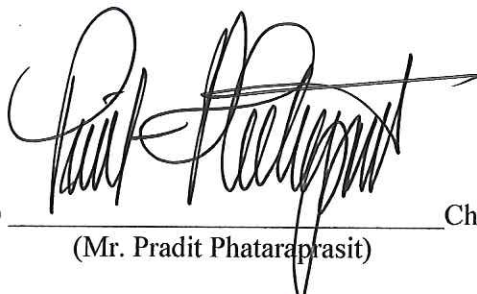
The Meeting majority of votes resolved that the offset of the Company's retained loss against the Company's legal reserve and share premium, be approved.

(approved 1,401,852,291 votes / disapproved 125,400 votes / abstained 401,100 votes)

8. Other business (if any)

No other business being proposed to the Meeting.

Closed at 11.30 am

(Signed by)  Chairman
(Mr. Pradit Phataraprasit)

**Preliminary Details of the Issuance and Offering of Warrants to the Directors,
Management and/or Employees of Raimon Land Public Company Limited**

Subject	Detail
Objectives and necessity of the issuance and offering of securities	<p>The issuance and offering of warrants to directors, management and/or employees of Raimon Land Public Company Limited (“ESOP-Warrants”) have the objectives to be motivations to the Directors, Management and/or the Employees, the personnel who have essential roles on sustainable continuation of the Company and driving the growth of the Company in the future, to remain with the Company in the long-run. In addition, ESOP-Warrants could also help increasing their motivation and dedication through having ownership stakes in the Company. This in return should benefit both the Company and the shareholders in the long-run.</p> <p>For the issuance of ESOP in this occasion, apart from being part of the compensation from the Company to such persons, the Company will receive money to be used as the Company’s working capital.</p>
The Issuer	Raimon Land Public Company Limited (“ the Company ”)
Category	Warrants to purchase the Company’s ordinary shares allotted to the directors, management and/or employees of the Company.
Type of securities	Warrants to purchase the Company’s ordinary shares, with registered holders and non-transferable except for those transferred by inheritance.
Term of ESOP-Warrants	5 years from the issuance date of ESOP-Warrants
Number of ESOP-Warrants issued and offered	89,000,000 units (representing 2.49% of the Company’s paid-up capital as of June, 30, 2013 at 3,575,424,125 shares)
Offering price	Baht 0 per unit
Allotment Method	To be allotted to 2 directors of the Company, which are Mr. Tan Chin Kwang Johnson and Mr. Lee Chye Cheng Adrian directly without the Intermediary Purchaser
Number of shares reserved for the accommodation of exercise of ESOP-Warrants	89,000,000 shares at a par value of Baht 1.00 per share, representing 2.49% of the Company’s paid-up capital as of June 30, 2013 at 3,575,424,125 shares, whereby the Company will complete the offering of reserved shares to ESOP-Warrants holders within the term of ESOP-Warrants.
Exercise ratio	1 unit of ESOP-Warrant for 1 ordinary share (exercise ratio may be changed according to the right adjustment)
Exercise price	Baht 1.67 per share, which is 25.00% higher than the weighted average closing price of the Company’s ordinary shares trading in the Stock Exchange of Thailand (“ the SET ”) during 15 consecutive business days until the approval date of the Board of Directors (from September 5 – 25, 2013), which was Baht 1.34 per share (exercise price may be changed according to the right adjustment)
Offering period	Within 1 year from the approval date of the shareholders’ meeting for the issuance and offering of ESOP-Warrants.
Exercise period	ESOP-Warrants shall be exercisable on the last business day of each month throughout the term of ESOP-Warrants (the Exercise Date). The last exercise date shall be on the 5-year maturity date of ESOP-

Subject	Detail
	<p>Warrants.</p> <p>In case that the Exercise Date falls on the Company's holiday, such Exercise Date shall be changed to the last business day prior to such exercise date. To exercise ESOP-Warrants, ESOP-Warrants holders must declare their intention at least 5 business days prior to the Exercise Date and at least 15 days prior to the last exercise date.</p>
<p>Approval to allot ESOP-Warrants</p>	<p>The allotment of the ESOP-Warrants was considered and approved by Remuneration Committee, which comprises 3 directors, namely Mr. Pradit Phataraprasit, Mr.Kitti Gajanandana and Mr. Lee Chye Tek Lionel, none of which are to be allotted with ESOP-Warrants.</p> <p>For the offering portion of ESOP-Warrants to any individual director, management and/or employee above 5.00% of total issuance size, such person must obtain approval from the shareholders individually and the interested persons are not entitled to vote on such agenda.</p>
<p>Period and percentage of exercise</p>	<p>ESOP-Warrants holders will be able to exercise their rights to purchase the Company's ordinary shares on the last business day of each month, provided that the exercisable percentage during each exercisable period is determined as follows:</p> <p><u>Year 1</u> Not more than 50.00% of total allotted units within 1 year after the offering date.</p> <p><u>Year 2</u> Not more than another 12.50% of total allotted units within 2 years after the offering date.</p> <p><u>Year 3</u> Not more than another 12.50% of total allotted units within 3 years after the offering date.</p> <p><u>Year 4</u> Not more than another 12.50% of total allotted units within 4 years after the offering date.</p> <p><u>Year 5</u> Not more than another 12.50% of total allotted units within 5 years after the offering date.</p> <p>Shall there be any units of the unexercised ESOP-Warrants left during each exercisable period, the remaining units can be accumulated and exercised during the following exercisable period until the expiration date of the ESOP-Warrants; except when the last exercisable period has passed, the holders of the ESOP-Warrants shall not be able to exercise the rights.</p> <p>In case that exercise of ESOP-Warrants creates any fraction of shares less than the board lot as determined by the SET, such fraction of shares shall be exercisable on the last exercise date.</p>
<p>Secondary market for ESOP-Warrants</p>	<p>The Company will not list the ESOP-Warrants as listed securities on the SET.</p>
<p>Secondary market for ordinary shares resulting from ESOP-Warrants conversion</p>	<p>The Company will register new ordinary shares resulted from the exercise of ESOP-Warrants as listed securities on the SET.</p>
<p>ESOP-Warrants Registrar</p>	<p>Thailand Securities Depository Company Limited</p>
<p>Allocation principles</p>	<ol style="list-style-type: none"> 1. 89,000,000 units of ESOP-Warrants shall be allotted to directors, management and/or employees of the Company on the offering date. 2. The persons to be allotted with ESOP-Warrants must hold the position of directors, management and/or employees of the Company as at the offering date. In this regards, Remuneration Committee will

Subject	Detail
	<p>consider the list of directors, management and/or employees as well as their qualification for the allotment and the amount to be allotted to each individual.</p> <p>3. Numbers of ESOP-Warrants to be allotted to each director, management and/or employee are not necessarily equal, depending on their position, year of services, and potential contribution to the Company.</p> <p>4. The offering price and conditions of ESOP-Warrants offering to directors shall not be better than those offering to management and/or employees.</p>
Qualifications of the director, management and/or employees	<p>1. Hold the position of directors, management and/or employees of the Company as at the offering date of ESOP-Warrants.</p> <p>2. Being the chosen directors, management and/or employees who made contribution to the Company.</p>
Conditions of the exercise of the right of ESOP-Warrants holder	<p>1. ESOP-Warrants holder who is eligible to exercise the ESOP-Warrants must maintain their status as directors, management and/or employees on each exercise date.</p> <p>2. In case that the ESOP-Warrants holder is no longer the director, management and/or employee as a result of death, severe illness, disability or any other cause under the consideration of the Board of Directors, such person or the heirs, custodian or curator of such person shall have the right to exercise all of the allotted units of ESOP-Warrants on behalf of such directors, management and/or employees until the expiration date of the ESOP-Warrants.</p> <p>3. In case that the ESOP-Warrants holder is no longer the director, management and/or employees of the Company due to retirement, ending of position terms, as the case may be, rotation by the Company's change of control or order of the Company or corporate restructuring or lay-off by the Company without director, management and/or employees' fault, prior to the expiration date of ESOP-Warrants, such director, management and/or employee shall have the right to exercise all of the allotted units until the expiration date of the ESOP-Warrants.</p> <p>4. In case that the ESOP-Warrants holder is no longer the director, management and/or employee as a result of resignation, voluntary dismissal as director, management and/or employees by any other causes apart from those presented in Clause 2 and 3, as the case may be, or lay-off by the Company due to the fault of such director, management and/or employees, such ESOP-Warrants holder shall not be eligible to exercise the ESOP-Warrants and must immediately return all of the unexercised units of ESOP-Warrants to the Company. In this case, the Company shall have the authority to reallocate the ESOP-Warrants which are returned from the directors, management and/or employees who are no longer eligible to exercise the ESOP-Warrants to other directors, management and/or employee who are eligible under the specified conditions and qualifications under the authority of the Board of Directors or person(s). In this regards, the reallocation of ESOP-Warrants must comply with the regulations of the Securities and Exchange Commission.</p> <p>In case that the ESOP-Warrants holders are no longer the directors, management and/or employees due to any other reasons other than the reasons presented in Clause 2 to 4 above, the Board of Directors</p>

Subject	Detail
Additional conditions in case the Company intends to reallocate the ESOP-Warrants which had already been offered	<p>reserves the right to consider on a case by case basis.</p> <p>The Company will propose to the Extraordinary Shareholders' Meeting No. 1/2013 in order to consider and approve the reallocation of the ESOP-Warrants which are returned to the Company from its directors, management and/or employees due to his/her resignation or cessation of being the Company's directors, management and/or employees of the Company to other qualified directors, management and/or employees of the Company which are subjected to the conditions as follows:</p> <ol style="list-style-type: none"> 1) In case of reallocation to employees only, if, after the reallocation, there will not be any employees who will hold ESOP-Warrants exceeding 5% of total issuance size, the Company can proceed according to the shareholders' meeting resolution without the need to reconvene the shareholders' meeting. 2) In case of reallocation to director in any amount or to any employees in aggregate amount more than 5% of total issuance size after the reallocation, the Company must call for another shareholders' meeting in order to consider and approve such reallocation prior, providing that the notice of invitation to attend the shareholders meeting and the resolution of the shareholders meeting shall be conducted in accordance with the criteria as stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 32/2008 Re: The Offer for Sale of Newly Issued Securities to the Director or Employee, dated December 15, 2008, including any notification or other regulations as further amended or substituted such notification.
Adjustment of ESOP-Warrants holders' rights	<p>The Company shall adjust the exercise price and ratio of ESOP-Warrants to maintain the benefits to the ESOP-Warrants holders upon the occurrences of any of the following events:</p> <ol style="list-style-type: none"> 1) When there is a change in the par value of the Company's ordinary shares as a result of share split or consolidation. 2) When the Company offers new shares at the offering price lower than 90% of the market price. 3) When the Company offers new securities in the types of convertible debentures or warrants whereby the price or the calculation of the new shares to accommodate the convertible debentures or warrants is lower than 90% of the market price of the ordinary shares of the Company. 4) When the Company pays dividends in whole or in part as stock dividend to its shareholders. 5) When the Company pays out cash dividend higher than 90% of the net profit after corporate income tax for any accounting period. 6) In case that there are other events not mentioned in clauses (1) – (5) that may impair the benefits of the ESOP-Warrants holders.
Other conditions	<p>The Board of Directors or any other person(s) designated by the Board of Directors shall have the authority to consider and determine other terms and conditions of these ESOP-Warrants. In addition, they shall have the signing authority for relevant documents as well as the authority to undertake necessary and appropriate activities related the issuance of ESOP-Warrants, including the listing of new ordinary shares resulted from the exercise of ESOP-Warrants on the SET as well as obtaining necessary approvals from relevant regulators.</p>

List of directors who are entitled to the allotment of ESOP-Warrants is as follows:

Name	Position	Allotted units	Per cent of total issuance units
Mr. Tan Chin Kwang Johnson	Chief Executive Officer and Executive Director	44,500,000	50.00
Mr. Lee Chye Cheng Adrian	Executive Director	44,500,000	50.00

Remark: total issuance and offering units of ESOP-Warrants are 89,000,000 units.

Details of the director, management and/or employee of the Company eligible for an offering of more than 5% of the total number of this ESOP-Warrants Offering

1. Mr. Tan Chin Kwang Johnson, Chief Executive Officer and Executive Director of the Company

Allotted units	:	44,500,000 units or representing 50.00% of the total issued and offered ESOP-Warrants in this occasion.
Monetary Benefit to be Obtained*	:	Unable to calculate as exercise price of ESOP-Warrants at THB 1.67 per share is higher than the weighted average closing price of the Company's shares trading in the SET during 15 consecutive business days until the approval date of the Board of Directors, which was THB 1.34 per share.
Opinions of the Board of Directors and the Remuneration Committee	:	<p>Mr. Tan Chin Kwang Johnson is the highest executive and the key driver of the Company. In addition to current day-to-day executive duties, Mr. Tan Chin Kwang Johnson has streamlined processes and identified key risks management issues for the Company as well as turned the Company around and put it on a firm footing. He is also a core person to push forward the Company to sustainable and upward growth parts. He has known and supported by major shareholders and Board of directors.</p> <p>Before entering into the Company, Mr. Tan Chin Kwang Johnson has worked in leading financial advisory and investment banking business including JP Morgan, UBS Warburg, Macquarie and BNP Paribas capital. Furthermore, he has advised as the lead banker for Asean governments, banks, and also real estate related companies. His over 20 year experiences in banking has taken him to the great global cities in Asean, Hong Kong and New York.</p> <p>Accordingly, we believe that the experience of Mr. Tan Chin Kwang Johnson could contribute to the Company's success in the future in various aspects as follows:</p> <ul style="list-style-type: none"> • Based on his past experiences, Mr. Tan Chin Kwang Johnson has established a great relationship with business owners and management of many world leading organizations. He also has access to key decision makers as well as wealthy family groups. This could allow the Company to better reach its target customers for high-end condominium, which are upper class clients with high purchasing power. • Mr. Tan Chin Kwang Johnson could provide the Company the opportunity to access a lower cost of capital via a more efficient capital structure. • With his past experience in merger and acquisition, Mr. Tan Chin Kwang Johnson could help the Company seeking for other investment opportunities in real estate business, which is not limited to only Thai market. Nonetheless, the Company will have a chance to enter international market, which could help strengthen the Company's competitive advantage under ASEAN Economic Community (AEC) that will take place in 2015.

		<ul style="list-style-type: none"> • Most importantly his management skills as CEO/ Managing Director of other larger organizations will encourage to build the next generating team in Raimon Land. <p>Therefore, the Remuneration Committee and the Board of directors deemed appropriate to offer ESOP-Warrants to Mr. Tan Chin Kwang Johnson as an incentive to work with the Company in the long-run as well as to induce him to participate in the Company as an owner and to encourage him to perform his best for the highest benefit of the Company in the future.</p>
Number of the Board of Directors' Meeting Attended in 2013 (appointed as director on February 1, 2013)	:	7/7 times

Remark: * Must be calculated from the difference between market price and exercise price

2. Mr. Lee Chye Cheng Adrian, Executive Director of the Company

Allotted units	:	44,500,000 units or representing 50.00% of the total issued and offered ESOP-Warrants in this occasion.
Monetary Benefit to be Obtained*	:	Unable to calculate as exercise price of ESOP-Warrants at THB 1.67 per share is higher than the weighted average closing price of the Company's shares trading in the SET during 15 consecutive business days until the approval date of the Board of Directors, which was THB 1.34 per share.
Opinions of the Board of Directors and the Remuneration Committee	:	<p>Mr. Lee Chye Cheng Adrian is one of the executive directors of the Company, who is experienced and specialized in real estate management including hotel, service apartment, and commercial building for rental. One of his achievements is Klapson Boutique Hotel, a highly successful hotel in Singapore, awarded with the excellent boutique hotel of the year in 2012. Accordingly, the experience and specialization of Mr. Lee Chye Cheng Adrian will be the significant encouragement of the Company's future success as follows:</p> <ul style="list-style-type: none"> • Provide the Company with an opportunity to invest in income generating assets, giving a strong recurrent income stream to the Company in the future. • Due to his business achievement in Singapore, Mr. Lee Chye Cheng Adrian has a great relationship with leading financial institution in Singapore, which could provide the Company the accessibility to a lower cost of capital. • Mr. Lee Chye Cheng Adrian is the new generation and successful businessman in Singapore. With his good relationship with the Company's target customers in Singapore, it will give an opportunity to the Company for selling and expanding new marketing channel. In June 2013, the Company launched its existing projects in Singapore and received good feedback from the market. <p>Therefore, the Remuneration Committee and the Board of directors deemed appropriate to offer ESOP-Warrants to Mr. Lee Chye Cheng Adrian as an incentive to work with the Company in the long-run as well as to induce him to participate in the Company as an owner and to encourage him to perform his best for the highest benefit of the Company in the future.</p>
Number of the Board of Directors' Meeting Attended in 2013 (appointed as director on February 4, 2013)	:	4/6 times

Remark: * Must be calculated from the difference between market price and exercise price

Effects to shareholders from the issuance and offering of ESOP-Warrants	<p>1. <u>Price Dilution</u>: None, as exercise price of ESOP-Warrants at THB 1.67 per share is higher than the weighted average closing price of the Company's shares trading in the SET during 15 consecutive business days until the approval date of the Board of Directors, which was THB 1.34 per share.</p> <p>2. <u>Control Dilution</u>: In case all 89,000,000 units of ESOP-Warrants are exercised, the effect of control dilution to the existing shareholders will not exceed 2.43%, calculated from the existing paid-up capital of 3,575,424,125 shares</p> $\begin{aligned} \text{Control Dilution} &= \text{Reserved shares} / (\text{Paid-up shares} + \text{Reserved shares}) \\ &= 89,000,000 / (3,575,424,125 + 89,000,000) \\ &= 2.43\% \end{aligned}$
Assistance from the company to find financial resources for directors and/or employees and inheritance.	<p>- None -</p>
Shareholder Rights to object the issuance of ESOP-Warrants in accordance to the Notification of the Office of the Capital Market Supervisory Board TorJor. 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated 15 December 2008	<p>1. According to Section 9 of the Notification of the Office of the Capital Market Supervisory Board TorJor. 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated December 15, 2008, the resolution of the shareholders' meeting for the issuance and offering of the ESOP-Warrants shall be passed by not less than three-fourth of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote, and the shareholders who object shall not exceed 10% of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote.</p> <p>2. According to Section 12(3) of the Notification of the Office of the Capital Market Supervisory Board TorJor. 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated December 15, 2008, the resolution of the shareholders' meeting for the allotment of warrants exceeding 5% of the total allotted units to any director and/or employee shall be passed by not less than three-fourth of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote, and the shareholders who object shall not exceed 5% of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote.</p>

(F 53-4)

Capital Increase Report Form
Raimon Land Public Company Limited
September 25, 2013

We, Raimon Land Public Company Limited (“the Company”) hereby notify the resolutions of the Board of Directors’ Meeting No. 11/2013 held on Wednesday, September 25, 2013 at 18.30 hrs, in respect of the change in the Company’s registered capital / allotments of capital increase shares as follows:

1. The Increase of Capital

The Board of Directors’ Meeting has considered and resolved to approve the increase of the Company’s registered capital from Baht 4,469,280,156, comprising 4,469,280,156 shares at a par value of Baht 1.00 per share to Baht 4,558,280,156, comprising 4,558,280,156 shares at a par value of Baht 1.00 per share, by issuing 89,000,000 new ordinary shares at a par value of Baht 1.00 per share, being the total increase of the registered capital of Baht 89,000,000.

2. Allotment of Capital Increase Ordinary Shares

The Board of Directors’ Meeting resolved to approve for the allotment of 89,000,000 newly issued ordinary shares at a par value of Baht 1.00 per share, totaling Baht 89,000,000 as reserve for accommodating the exercise of the ESOP-Warrants which will be allotted to the directors, management and/or employees of the Company.

2.1 Details of allotments:

Allotted to	Number of shares	Ratio (old : new)	Offering price per share (Baht)	Date and Time of Subscription and payment
Reserve for accommodating the exercise of the ESOP-Warrants that will be allotted to the directors, management and/or employees of the Company	89,000,000	-	- To be allotted to the directors, management and/or employees of the Company free of charge. - Exercise price at Baht 1.67 per share (exercise ratio of 1 ESOP-Warrants for 1 ordinary share)	Please see Attachment Preliminary Details of the Issuance and Offering of Warrant to the Directors, Management and/or Employees of Raimon Land Public Company Limited for details

2.2 Actions to be taken by the Company when there are fractions of shares.

In case that the exercise of ESOP-Warrants which are allotted to the directors, management and/or employees of the Company at any exercise date creates any fraction of shares less than Board Lot as determined by the Stock Exchange of Thailand (the “SET”), such fraction of shares shall be exercisable during the last exercisable period.

2.3 Unallotted remaining shares.

- None -

3. Fixing the Date of Shareholders Meeting for Approval of the Capital Increase and the Allotment of the Capital Increase Ordinary Shares.

The Extraordinary General Shareholders’ Meeting No.1/2013 will be held on November 1, 2013 at 10.00 hrs. at Grand Hyatt Erawan Bangkok, 494 Rajdamri Road, Bangkok, Thailand, 10330.

- ☐ fixing the date that the share register will be closed in order to determine the right to attend the General Meeting of Shareholders from _____ until the meeting is adjourned.
- ☒ fixing the names of Shareholders who are entitled to attend the General Meeting of Shareholders on 10 October 2013 (Record Date) and for compiling the names of the Shareholders under Section 225 of Securities and Exchange Act B.E. 2535 by the method of closing the Share Register on 11 October 2013 (the date following the Record Date).

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

The Company will apply for the registration of the registered capital and the paid-up capital with the Department of Business Development, Ministry of Commerce and will apply for listing of the new ordinary shares resulted from the exercise of ESOP-Warrants by the Company's directors, management and/or employees as listed securities on the SET.

5. Objective of the capital increase and plans for utilizing the proceeds received from the capital increase

- As a reserve for accommodating the exercise of ESOP-Warrants offering to the Company's directors, management and/or employees.
- The Company will have additional capital for its business operation and expansion.

6. Benefits that the Company will receive from the capital increase/share allotments

- To motivate directors, management and/or employees of the Company and to retain the knowledgeable and capable personnel who are essential for the increase of competitive advantage of the Company.
- The Company will have additional capital for its business operation and expansion.

7. Benefits that the shareholders will receive from the capital increase/share allotments

- The Company has the dividend payout policy at not exceeding 50% of the net profits of the Company after deducting income tax and appropriation of legal reserve provided that the Company has profits and no retained loss.
- The holders of ESOP-Warrants will become the shareholders of the Company when the Company has registered its paid-up capital with the Department of Business Development and shall be entitled to receive dividend when the Company considers paying dividend to the shareholders.

8. The issuance and offering of ESOP-Warrants will contribute as the motivation for the directors and management of the Company to work at their full capabilities and with higher efficiency of work, which would help generating long-term growth and maximize benefit to the shareholders. Other details necessary for the shareholders in support of their decision in approval of capital increase/allotment of capital increase shares

- None -

9. Schedule of actions where the Board of Directors of the Company passes the resolution to approve the capital increase or allotment of new shares

Proceedings	Date
1. The date of the Board of Directors' Meeting	September 25, 2013
2. The Record Date to determine the list of eligible shareholders to attend the Extraordinary General Shareholders' Meeting No.1/2013	October 10, 2013
3. The closing date of share register book to collect the list of eligible shareholders to attend the Extraordinary General Shareholders' Meeting No.1/2013	October 11, 2013
4. The date of the Extraordinary General Shareholders' Meeting No.1/2013	November 1, 2013
5. Registration of shareholders' resolution for the increase of registered capital with Department of Business Development, Ministry of Commerce	Within 14 days after the date of approval from the shareholders' meeting
6. Allotment period of ESOP-Warrant	The Board of Directors or the authorized person(s) by the Board of Directors will determine the issuing date to be within 1 year after obtaining an approval from the shareholders' meeting.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

- signature -

Nuch Kalyawongsa
Director

**Information of Audit Committee to be Authorised to be Shareholders' Proxy
at the Extraordinary General Meeting of Shareholders No. 1/2013**

Name	Mr. Kittti Gajanandana
Position	Chairman of Audit Committee
Age	61 years
Address	293/1 Soi Mitra-a-nand, Kwaeng Thanon Nakornchaisri, Khet Dusit, Bangkok 10300
Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of Shareholders No. 1/2013 for consideration	-None-

**Information of Audit Committee to be Authorised to be Shareholders' Proxy
at the Extraordinary General Meeting of Shareholders No. 1/2013**

Name	Mr. Jirawud Kuvanant
Position	Audit Committee
Age	53 years
Address	248/106 Charansanitwong Road, Kwaeng Bangphlat, Khet Bangphlat, Bangkok 10700
Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of Shareholders No. 1/2013 for consideration	-None-

Articles of Association of the Company 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.

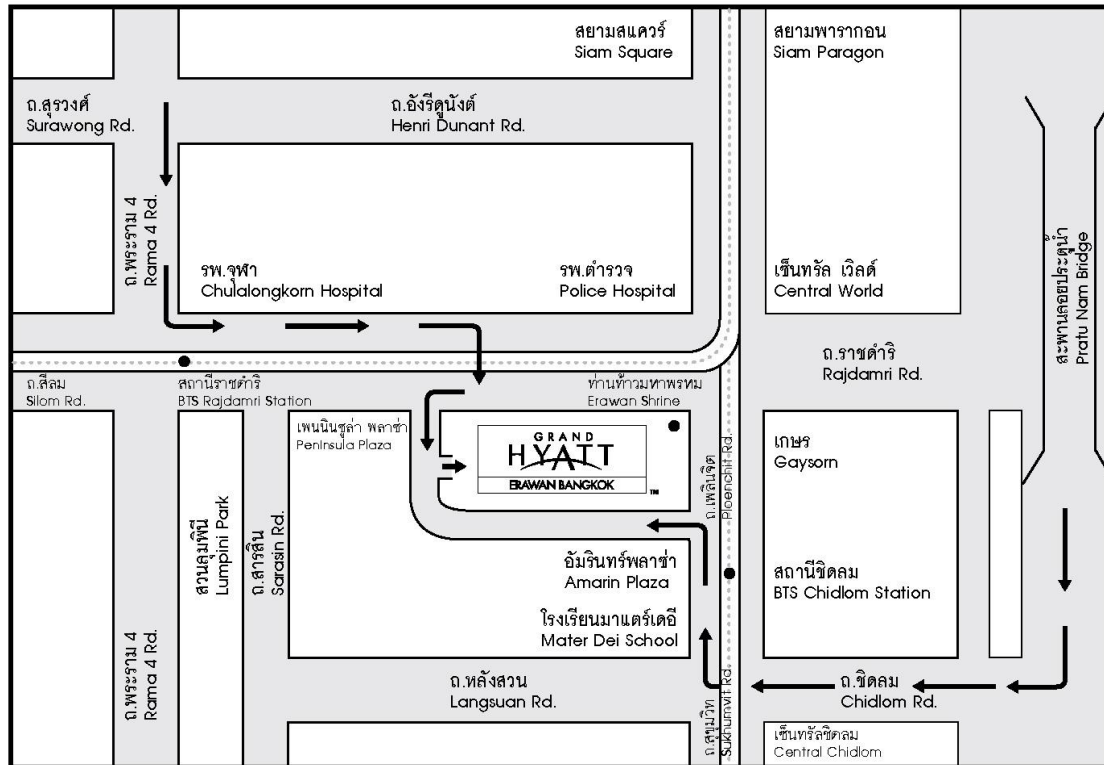
Clause 39. The resolution of shareholders' meeting shall be passed by the following votes:

- (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 business.

Map of the location of the Extraordinary General Meeting of Shareholders No. 1/2013



โรงแรม แกรนด์ ไฮแอท เอราวัณ กรุงเทพฯ 494 ถนนราชดำริ กรุงเทพฯ 10330 โทรศัพท์ 0 2254 1234 แฟกซ์ 0 2254 6275
GRAND HYATT ERAWAN BANGKOK 494 Rajdamri Road Bangkok 10330 TEL 0 2254 1234 FAX 0 2254 6275

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 9.00 a.m. on 1 November 2013.

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะออกใช้โดยชัดแจ้งตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref : Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

เขียนที่ _____
 Written at _____
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
 I/We Nationality
 อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
 Residing at Road Tambol/Khwaeng
 อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
 Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน)

being a shareholder of **Raimon Land Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding the total number of shares, and having the right to vote equivalent to votes as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share of shares, having the right to vote equivalent to votes,
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share of shares, having the right to vote equivalent to votes.

(3) ขอมอบฉันทะให้

Hereby appoint

(1) นายกิตติ คุชนนท์ อายุ 61 ปี อยู่บ้านเลขที่ 293/1
 Name Mr. Kitti Gajanandana age 61 years, residing at no. 293/1
 ซอย มิตรอนันต์ ตำบล/แขวง ถนนนครไชยศรี อำเภอ/เขต ดุสิต
 Soi Mitra-a-nand Tambol/Khwaeng Thanon Nakornchaisri Amphur/Khet Dusit
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10300 หรือ
 Province Bangkok Postal Code 10300 , or
 (2) นายจิรวุฒิ คุวานันท์ อายุ 53 ปี อยู่บ้านเลขที่ 248/106
 Name Mr. Jirawud Kuvananth age 53 years, residing at no. 248/106
 ถนน จรัลสนิทวงศ์ ตำบล/แขวง บางพลัด อำเภอ/เขต บางพลัด
 Road Charansanitwong Tambol/Khwaeng Bangphlat Amphur/Khet Bangphlat
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10700 หรือ
 Province Bangkok Postal Code 10700 , or
 (3) _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Tambol/Khwaeng Amphur/Khet
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น
 any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Shareholders
 ครั้งที่ 1/2556 ในวันศุกร์ที่ 1 พฤศจิกายน 2556 เวลา 10.00 น.
 No. 1/2013 on Friday, 1 November 2013 at 10.00 a.m.
 ณ โรงแรม แกรนด์ ไฮแอท เอราวัณ กรุงเทพฯ 494 ถนนราชดำริ กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 at Grand Hyatt Erawan Bangkok, 494 Rajdamri Road, Bangkok 10330 or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- ☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2556
 Agenda No. 1 To certify the minutes of the 2013 Annual General Meeting of Shareholders

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- ☐ วาระที่ 2 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญให้แก่กรรมการของบริษัทตามโครงการ ESOP
- Agenda No. 2 To consider and approve for the issue and offer of Warrants to the Directors of the Company under ESOP Project.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 3 พิจารณานุมัติการจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้แก่กรรมการของบริษัทที่มีสิทธิได้รับการจัดสรรใบสำคัญแสดงสิทธิเกินกว่าร้อยละ 5 ของใบสำคัญแสดงสิทธิที่ออกในครั้งนี้**
- Agenda No. 3 To consider and approve for the Company to allot the warrants to buy ordinary shares to the Directors being entitled to be allocated more than 5% of the amount of the Warrants to be issued in this occasion**
- 3.1 ☐ เห็นด้วยกับการจัดสรรใบสำคัญแสดงสิทธิให้กรรมการทั้งสองรายตามที่คณะกรรมการเสนอ
- Approve for allotment of the Warrants to the two Directors as proposed by the Board of Directors
- 3.2 ☐ เห็นด้วยกับการจัดสรรใบสำคัญแสดงสิทธิให้กรรมการบางราย ดังนี้ /
- Approve for allotment of the Warrants to certain Director as follows:
1. นายตัน ชิน กวาง จอห์นสัน (Mr. Tan Chin Kwang Johnson)
- ☐ เห็นด้วย ☐ คัดค้าน ☐ จดออกเสียง
- Approve Disapprove Abstain
2. นายลี เซ ชง เอเดรียน (Mr. Lee Chye Cheng Adrian)
- ☐ เห็นด้วย ☐ คัดค้าน ☐ จดออกเสียง
- Approve Disapprove Abstain
- ☐ วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนและการจัดสรรหุ้นสามัญเพิ่มทุน
- Agenda No. 4 To consider and approve for increasing the registered capital and allotting capital increase ordinary shares.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- ☐ วาระที่ 5 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. เพื่อให้เป็นไปตามการเพิ่มทุนจดทะเบียน
- Agenda No. 5 To consider and approve for an amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the registered capital.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- ☐ วาระที่ 6 พิจารณานุมัติการออกและเสนอขายหุ้นกู้
- Agenda No. 6 To consider and approve for debenture issuance plan.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณาอื่นๆ (ถ้ามี)
Agenda No. 7 Other matter (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน)

The appointment of proxy by the shareholder of **Raimon Land Public Company Limited**

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2556 ในวันศุกร์ที่ 1 พฤศจิกายน 2556 เวลา 10.00 น. ณ โรงแรม แกรนด์ ไฮแอท เอราวัณ กรุงเทพฯ 494 ถนนราชดำริ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

In the meeting of the Extraordinary General Meeting of the Shareholders No. 1/2013, on Friday, 1 November 2013 at 10:00 a.m. at Grand Hyatt Erawan Bangkok, 494 Rajdamri Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330 or any adjournment at any date, time and place thereof.

☐ วาระที่.....เรื่อง.....
Agenda No. Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

☐ วาระที่.....เรื่อง.....
Agenda No. Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

☐ วาระที่.....เรื่อง.....
Agenda No. Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

☐ วาระที่.....เรื่อง.....
Agenda No. Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- ☐ วาระที่ เรื่อง
- Agenda No. Re:
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)
- Agenda No. Re: Election of director(s) (Continued)
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ
- Director's name
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |