

9 April 2014

Subject: Notice of 2014 Annual General Meeting of Shareholders

To: Shareholders

- Enclosure:
1. Copy of the minutes of Extraordinary General Meeting of Shareholders No. 1/2013.
 2. CD-Rom of annual report comprising copies of the audited balance sheet and the profit and loss statements for the year ended 31 December 2013 and the annual report of Board of Directors
 3. Information of the directors who retire by rotation and have been nominated for reappointment as directors for another term
 4. Information of the members of audit committee who may be authorised by shareholders to be their proxy at the 2014 Annual General Meeting of Shareholders
 5. The Company's articles of association which relate to shareholders' meeting
 6. Map of the location of the 2014 Annual General Meeting of Shareholders
 7. Information relating to documents and evidences that shareholders must present at the 2014 Annual General Meeting of Shareholders
 8. Proxy form

NOTICE is hereby given that the 2014 Annual General Meeting of Shareholders of Raimon Land Public Company Limited be held on Wednesday 23 April 2014 at 9:30 a.m. at Grand Hyatt Erawan Bangkok, Ballroom, Ground Floor, 494 Rajadamri Road, Pathumwan, Bangkok 10330 to consider the following agenda:

1. To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013

Facts and rationale

It is proposed that the meeting certifies the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013 held on 1 November 2013 as per the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013 sent to shareholders together with this notice (Enclosure item no. 1). The Company has also made available the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013 in the Company's website for shareholders' information.

Board's opinion

The Board recommends that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013 held on 1 November 2013, be certified.

2. To acknowledge the Company's operating results in respect of the fiscal year ended 31 December 2013 and to consider and approve the annual report of the Board of Directors for the fiscal year ended 31 December 2013

Facts and rationale

The purpose of this agenda is to report the Company's operating results in respect of the fiscal year ended as at 31 December 2013. In addition, Section 127 of the Public Companies Act B.E. 2535 requires the Company to submit the annual report of the Board of Directors approved

by the shareholders' meeting to the public companies registrar. The details of the Company's operating results and the annual report of the Board of Directors are set out in the annual report sent to shareholders together with this notice (Enclosure item no. 2).

Board's opinion

The Board recommends that the Company's operating results in respect of the fiscal year ended 31 December 2013, be acknowledged and the annual report of the Board of Directors for the fiscal year ended as at 31 December 2013, be approved.

3. To consider and approve the audited financial position statement and profit and loss statements for the fiscal year ended 31 December 2013

Facts and rationale

Section 112 of the Public Companies Act B.E. 2535 requires the Board of Directors arranges to have the audited balance sheet and profit and loss statements as at the end of the Company's fiscal year proposed to shareholders at the annual general meeting for further consideration. Please see the audited financial statements in the annual report sent to shareholders together with this notice (Enclosure item no. 2). In addition, according to the Accounting Standard item no. 1 (Bound Volume 2009) regarding presentation of financial statements, it requires the Company to use "financial position statement" instead of "balance sheet".

Board's opinion

The Board recommends that the audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2013, be approved.

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 31 December 2013

Facts and rationale

According to the audited financial statements ended as at 31 December 2013. The net loss in respect of the 2013 operating results is Baht 60,627,219, resulting to the Company has accumulated loss of Baht 603,955,575. 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.

Board's opinion

The Board recommends that the no appropriation of profit as legal reserve and no dividend distribution in respect of the operating results for the fiscal year ended 31 December 2013, be made, due to the fact that the Company has accumulated loss in respect of its operating results.

5. To consider and approve the appointment of directors replacing those who retire by rotation and the directors' remuneration for 2014

Facts and rationale

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 2014 Annual General Meeting, the directors who retire by rotation are as follows:

1. Mr. Kitti Gajanandana
2. Mr. Jirawud Kuvanan
3. Mr. Roland Pang Tze Vui

The information of those 3 directors in Enclosure item no. 3.

In addition, the Board of Directors also proposes that the shareholders' meeting determine the directors' remuneration for 2014, of not more than Baht 5,000,000. The Board of Directors will be authorized to allocate the directors' remuneration for 2014 to the Company's directors as the Board deems appropriate.

The director's remuneration is determined on the basis of the Company's operating results in the previous year and by comparing how the other operators in the same industry remunerate their directors.

The details of scope of duties and responsibilities of directors and audit committee are set out in the annual report (Enclosure item no. 2).

Comparison Table Relating to Directors' Remuneration Paid in 2014 and 2013:

Type of remuneration	Y 2014 (as proposed)	Y 2013	
	Amount of Directors' Remuneration (Baht)	Names of Director	Remuneration Received (Baht)
1. Monetary remuneration (Baht/year)	Not more than 5,000,000	1. Mr. Sompoch Intranukul	85,000
		2. Mr. Kitti Tungswong	-
		3. Mr. Jirawud Kuvanan	-
		4. Mr. Kitti Gajanandana	730,000
		5. Mr. Hubert Romary Bertrand Viriot	-
		6. Mr. Werner Johannes Burger	-
		7. Mr. Talal J M A Al Bahar	-
		8. Mr. Numan Mohamed Numan Mohamed	-
		9. Mr. Piaras Rodrigo Moriarty Alvarez	-
		10. Mr. Roland Pang Tze Vui	-
		11. Mr. Pradit Phataraprasit	1,185,000
		12. Mr. Lee Chye Tek Lionel	-
		13. Mr. Tan Chin Kwang Johnson	-
		14. Mr. Jason Goh Hseng Wei	-

Type of remuneration	Y 2014 (as proposed)	Y 2013	
	Amount of Directors' Remuneration (Baht)	Names of Director	Remuneration Received (Baht)
		15. Mr. Lee Chye Cheng Adrian	-
		16. Miss Nuch Kalyawongsa	-
			2,000,000

Remark

- Mr. Pradit Phataraprasit was appointed as the Chairman of the Board of Directors, the independent director and member of audit committee of the Company in place of Mr. Sompoch Intranukul on 1 February 2013
- Mr. Lee Chye Tek Lionel was appointed as the Company's director in place of Mr. Talal J M A Al Bahar on 1 February 2013
- Mr. Tan Chin Kwang Johnson was appointed as the Company's director in place of Mr. Werner Johannes Burger on 1 February 2013
- Mr. Jason Goh Hseng Wei was appointed as the Company's director in place of Mr. Kittu Tungswong on 4 February 2013
- Mr. Lee Chye Cheng Adrian was appointed as the Company's director in place of Mr. Numan Mohamed Numan Mohamed on 4 February 2013
- Miss Nuch Kalyawongsa was appointed as the Company's director in place of Mr. Hubert Romary Bertrand Viriot on 4 February 2013
- Mr. Sompoch Intranukul resigned from the Chairman of the Board of Directors, the independent director and the member of audit committee of the Company on 1 February 2013
- Mr. Talal J M A Al Bahar resigned from the Company's director on 1 February 2013
- Mr. Werner Johannes Burger resigned from the Company's director on 1 February 2013
- Mr. Kittu Tungswong resigned from the Company's director on 4 February 2013
- Mr. Numan Mohamed Numan Mohamed resigned from the Company's director on 4 February 2013
- Mr. Hubert Romary Bertrand Viriot resigned from the Company's director on 4 February 2013

Board's opinion

The Board recommends that Mr. Kittu Gajanandana, Mr. Jirawud Kuvant and Mr. Roland Pang Tze Vui, the directors who retire by rotation, be re-appointed as the Company's directors for another term and the directors' remuneration for 2014 of not more than Baht 5,000,000, provided that the Board of Directors be authorised to allocate the directors' remuneration for 2014.

6. To consider and approve the appointment of the Company's auditors and their audit fee for 2014

Facts and rationale

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 Miss Siraporn Ouannunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2014 with their audit fee of not more than Baht 1,480,000 per annum.

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

Comparison Table of Auditors' Remuneration

Auditors' remuneration	Fiscal Year 2014 (Baht)	Fiscal Year 2013 (Baht)
1. Auditing fee	1,480,000	1,380,000
2. Other service charges and expenses	-None-	-None-

Board's opinion

The Board recommends that 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. as the Company's auditors for 2014 with their remuneration of not more than Baht 1,480,000 per annum, be approved.

7. 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



Miss Nuch Kalyawongsa
 Director

Remarks

1. If any shareholder cannot attend the 2014 Annual General Meeting of Shareholders, such shareholder may grant the proxy to Mr. Kittu Gajanandana or Mr. Jirawud Kuvanan, 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 2014 Annual General Meeting of Shareholders (information of the members of audit committee who may be authorized by shareholders to be their proxy is set out in Enclosure item no. 4) 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, Kweang Lumpini, Khet Pathumwan, Bangkok 10330.
2. Any shareholders wishing to receive the 2013 Annual Report in publication form may contact Khun Natnicha Krisadatikarn at telephone no. 0 2651 9601-4.