



March 31, 2017

Subject: Notice of the 2017 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:**
1. Copy of the minutes of the 2016 Annual General Meeting of Shareholders
 2. Annual report comprises Copy of the audited Financial Statement ended December 31, 2016 and the Annual Report of the Board of Directors in CD-ROM format
 3. Information on the nominated Directors to replace the Directors who retire by rotation
 4. Profiles of the Independent Director for Appointment as Proxy by the Shareholders and the definition of Independent Directors
 5. The Company's Articles of Association specifically related to shareholders meeting
 6. List of documents and evidence verifying the identity of shareholder which a shareholder or its proxy shall present on the date of the shareholders meeting
 7. Key Feature of the Scheme in relation to the offering of newly issued securities to employees of Raimon Land Public Company Limited and its subsidiaries No.3
 8. Capital Increase Form (F 53-4)
 9. Map of the venue
 10. Proxy form

NOTICE is hereby given that **the 2017 Annual General Meeting of Shareholders** of Raimon Land Public Company Limited (the "Company") be held on **Monday April 24, 2017, at 2.00 p.m., at Ballroom, 4th Floor, Conrad Bangkok Hotel, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330** to consider the following agendas:

Agenda 1 **To consider and adopt the minutes of the 2016 Annual General Meeting of Shareholders**

Facts and rationale

The 2016 Annual General Meeting of Shareholders was held on April 25, 2016, and a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the "SET") within 14 days from the date of the meeting pursuant to the relevant laws and to the Department of Business Development, Ministry of Commerce within the time stipulated by the law. The Company has also disseminated such minutes via the Company's website as another means of access by the Shareholders. In this regard, it appears that no shareholder opposed or requested for any amendment to such minutes, the details of which are as per **Enclosure 1**

Board's opinion

The Board sees that the minutes of The 2016 Annual General Meeting of Shareholders, held on April 25, 2016 was correctly and completely recorded and deems it appropriate to propose to the Shareholders Meeting to consider and adopt the said minutes.

Vote Casting

Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes.

Agenda 2

To consider and acknowledge the report on the Company's operating results and the annual report of the Board of Directors for the fiscal year ended December 31, 2016

Facts and rationale

The Company has summarized the operating results and the significant changes that occurred during the fiscal year ended December 31, 2016 in the annual report for the year 2016, as detailed in **Enclosure 2** which has been sent to the shareholders together with this invitation.

Board's opinion

The Board deems it appropriate to propose to the Shareholders Meeting to consider and acknowledge the report on the Company's operating results and the Annual Report of the Board of Directors for the fiscal year ended December 31, 2016.

Vote Casting

This agenda is for acknowledgement and will be no casting of votes.

Agenda 3

To consider and approve the statements of financial position and statements of comprehensive income of the Company for the year 2016 ended December 31, 2016

Facts and rationale

Under Section 112 of the Public Companies Act B.E. 2535 (as amended) and Article 43 of the Company's Articles of Association, the Board of Directors shall arrange to have statements of financial position and statements of comprehensive income as at the end of every fiscal year proposed to shareholders for consideration and approval at every Annual General Meeting. Therefore, it is deemed appropriate to propose to the Shareholders Meeting to consider and approve the audited statements of financial position and statements of comprehensive income of the Company for the year 2016 ended December 31, 2016, details are as per **Enclosure 2**.

Board's opinion

The Board deems it appropriate that the statements of financial position and statement of comprehensive income for the year 2016 ended 31 December 2016, be proposed to the 2017 AGM for consideration and approval.

Vote Casting

Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4

To consider and approve the appropriation of profit as legal reserve and the distribution of dividend in respect of the Company's operating results for the year 2016 ended December 31, 2016

Facts and rationale

Under Section 116 of the Public Companies Act B.E. 2535 and Article 46 of the Company's Articles of Association, the Company must allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital, unless the Articles of Association of the Company or other law provides for a greater amount of the reserve fund.

The Company currently has THB 4,558,354,509.00 as registered capital and legal reserve of THB 101,000,000, equivalent to 2.22 percent of the registered capital. From the audited financial statements in respect of the previous year ended December 31, 2016, which was reviewed by the Audit Committee, it revealed that the Company has annual net profit of THB 149,604,144 (One Hundred And Forty Nine Million Six Hundred and Four Thousand One Hundred and Forty Four Baht) in respect of the separate financial statement. Thus, the Company views that part of annual profit in the amount of THB 8,000,000 (Eight Million Baht) (equivalent to approximately 5.35 percent of annual net profit) be allocated as legal reserve, after which the Company's legal reserve will amount to THB 109,000,000, equivalent to 2.39 percent of the register capital.

In addition, the Company will distribute another portion of the annual net profit to be dividend in respect of the Company's operating results for the year 2016 ended December 31, 2016 at the rate of THB 0.070 per share, comprises: (1) dividend for the Company's operating result for the year 2016 ended December 31, 2016 in the amount of THB 0.055 per share and (2) special dividend in the occasion of the 30th anniversary of the Company in the amount of THB 0.0150 per share. The total dividend amount of THB 250,283,852 (Two Hundred and Fifty Million Two Hundred and Eighty Three Thousand Eight Hundred and Fifty Two Baht) shall be paid to the Company's shareholders. The percentage of dividend paid by the Company compared with the net profit according to the separate financial statements equals to 167.30 percent which exceeds the Company's policy to pay dividend in form of cash of not more than 50 percent of net profit after tax and legal reserve when the Company has profit and no accumulated loss. However, since the Company has substantial profit with retained earnings in the amount of THB 1,849,596,760, it is deemed appropriate to distribute said dividend to the Shareholders as a token of appreciation in the occasion of the Company's 30th anniversary of business.

In this regard, the Company will pay the dividend to the shareholders on May 19, 2017, provided that May 3, 2017 is fixed as the record date for determining the names of the shareholders who are entitled to receive dividend and May 4, 2017 is fixed as the closing date of the share register book for gathering the shareholders' names in accordance with Section 225 of the Securities and Exchange Act B.E. 2535.

Table of comparison of the dividends in relation to the operating results from 2014 to 2016

Details of dividend payment		2016 (as proposed)	2015	2014
1.	Net profit (THB)	149,604,144	776,309,916	1,832,170,414
2.	Number of the Company's issued shares (Shares)	3,575,483,607	3,575,483,607	3,575,424,125
3.	Amount of dividend per share (THB)	0.070	0.055	-
4.	Total amount of dividends paid (THB)	250,283,852	196,651,598	-
5.	Percentage of the net profit according to the separate financial statements (%)	167.30%	25%	-

Remark The right to receive the dividend is uncertain unless the Shareholders Meeting grants its approval

Board's opinion

The Board of Directors deems it appropriate that (1) the appropriation of net profit in the amount of THB 8,000,000 (Eight Million Baht) (equivalent to approximately 5 percent of annual net profit in respect of separate financial statements) as legal reserve, and (2) the distribution of dividend in respect of the Company's operating results for the year 2016 ended December 31, 2016, at the rate of THB 0.070 per share, totaling THB 250,283,852 (Two Hundred and Fifty Million Two Hundred and Eighty Three Thousand Eight Hundred and Fifty Two Baht), according to the above details, shall be proposed to the Shareholders Meeting for further consideration and approval.

Vote Casting

Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5

To consider and approve the appointment of directors replacing those who retire by rotation

Facts and rationale

Under Section 71, paragraph two of the Public Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, at every annual general shareholders meeting, 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) shall 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 2017 Annual General Meeting of Shareholders, the directors who shall retire by rotation are as follows:

Name of Directors who retire by rotation	Position	Number of Board of Directors' meeting attendance in the year 2016	Number of Subcommittee meeting attendance in the year 2016	Term of directorship in the Company
1. Siri Ganjarerndee	Independent Director / Member of the Audit Committee / Member of the Risk Management Committee	7/7	7/7 3/3	2 years and 8 months
2. Mr. Roland Pang Tze Vui	Director / Member of the Risk Management Committee	7/7	3/3	4 years and 11 months
3. Mr. Kitti Gajanandana	Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee	7/7	7/7 3/3	13 years

However, as Mr. Kitti Gajanandana had informed the Company that he did not wish to continue his Directorship in the Company for another term, the Nomination and Remuneration Committee, through careful consideration and selection, then propose Mr. Weidt Nuchjalearn for the appointment of Director of the Company in replacement of Mr. Kitti Gajanandana. In this regard, the Nomination and Remuneration Committee has the opinion that Mr. Siri Ganjarerndee, Mr. Roland Pang Tze Vui and Mr. Weidt Nuchjalearn are qualified in terms of knowledge, capability, experience and past performance rendered as the Directors of the Company, which will be beneficial to the Company. The Committee, therefore, deems it appropriate to propose Mr. Weidt Nuchjalearn as an Independent Director in replacement of Mr. Kitti Gajanandana and the 2 Directors, i.e. Mr. Siri Ganjarerndee and Mr. Roland Pang Tze Vui to be the Directors of the Company for another term.

The Nomination and Remuneration Committee had considered the 3 aforementioned Director candidates, according to the nomination procedures and is of the opinion that the 3 candidates are qualified and do not possess any prohibited characteristics under the Public Limited Company Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulations. Moreover, the person who will hold the position of Independent Director also possesses the qualifications of the Independent Director as prescribed in the definition of the Independent Directors of the Company, which is equal to the definition prescribed in the regulation of the Office of the Securities and Exchange Commission (the “SEC”) and the SET as per **Enclosure 4** which has been sent to the Shareholders together with this invitation.

Board's opinion

In order to continuously manage the operation of the Company, the Board sees that the re-appointment of **Mr.Siri Ganjarende** and **Mr. Roland Pang Tze Vui**, the Directors who retire by rotation, and the appointment of **Mr. Weidt Nuchjalearn** as the Independent Director in replacement of Mr. Kitti Gajanandana be proposed to the Shareholders Meeting for consideration and approval. Where the Board agrees that the directors candidates possess the relevant knowledge, capability, experience and past performance rendered as the Directors of the Company and the two independent director candidates are also able to express opinion freely. Details are as per **Enclosure 3**, which has been sent to the Shareholders together with this invitation.

Vote Casting

Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes. (in the matter of appointing directors to replace those who retire by rotation, the Company shall consider and approve on person-by-person basis)

Agenda 6

To consider and approve the directors' remuneration for the year 2017 and additional director's bonus for the year 2016

Facts and rationale

According to Section 90 of the Public Limited Company B.E. 2535 (as amended) and Article 14 of the Articles of Association of the Company, the directors of the Company are eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or and in other forms as decided by the shareholders meeting. In addition, such distribution of remuneration shall be specified in a fixed amount, or in principle, or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rule.

The directors' remuneration for 2017 is determined to be in the amount of not exceeding THB 9,300,000 (Nine Million and Three Hundred Thousand Baht), whereby the Board of Directors shall be authorized to allocate the monetary remuneration in favour of the directors for the year 2017 as deemed appropriate, provided that; in consideration of the determination of the directors' remuneration, the Nomination and Remuneration Committee shall consider the results of the Company' performance of previous year together with the comparison and the referenced business of same nature as well as an average of the directors' remuneration of other businesses with the same size and the growth of business and profit of the Company.

Furthermore, the Nomination and Remuneration Committee has considered and approved the additional bonus for the Directors of the Company for the year 2016 in the amount of not exceeding THB 930,000 (Nine Hundred and Thirty Thousand Baht), whereby the Board of Directors shall be authorized to allocate the additional director's bonus for the year 2016 as deemed appropriate

Table of Comparison of the Directors' Remuneration For 2017 and 2016

Name of Directors	Monthly Fee 2016 (THB)	Proposed remuneration for the year 2017		
		Position	Monthly Fee per position (THB)	Total Monthly Fee (THB)
1. Mr. Pradit Phataraprasit	85,000	Chairman of the Board of Directors	49,000	85,000
		Chairman of the Nomination and Remuneration Committee	18,000	
		Member of the Audit Committee	18,000	
2. Mr. Kittu Gajanandana ⁽¹⁾	40,000	Director	28,000	63,000
		Chairman of the Audit Committee	25,000	
		Member of the Nomination and Remuneration Committee	10,000	
3. Mr. Siri Ganjarerndee	40,000	Director	28,000	66,000
		Chairman of the Risk Management Committee	20,000	
		Member of the Audit Committee	18,000	
4. Mr. Lee Chye Tek Lionel	250,000	Chairman of Executive Committee	250,000	275,000
		Member of the Nomination and Remuneration Committee	10,000	
		Member of the Risk Management Committee	15,000	
5. Mr. Roland Pang Tze Vui	25,000	Director	28,000	43,000
		Member of the Risk Management Committee	15,000	
6. Mr. Tan Chin Kwang Johnson	-	Director	28,000	48,000
		Executive Director	20,000	
7. Ms. Nuch Kalayawongsa	-	Director	28,000	28,000
Total (THB)	440,000		608,000	608,000
<u>Remuneration paid in the form of warrants to purchase newly issued ordinary shares of the Company under RML-WC</u>				
(1) Mr. Lee Chye Cheng Adrian		Not exceeding 7,300,000 units		-
(2) Mr. Sataporn Amornvorapak		Not exceeding 7,300,000 units		-

- Remark:**
1. Mr. Kittu Gajanandana will no longer be a Director of the Company from the year 2017 onwards, in his place; Mr. Weidt Nuchjalearn will take the position of an Independent Director.
 2. Directors who are also executives will not receive remuneration as Directors
 3. The additional directors' bonus of THB 930,000 for the year 2016 is pending the Shareholders Meeting's approval.
 4. For the year 2017, Mr. Lee Chye Cheng Adrian and Mr. Sataporn Amornvorapak will also receive remuneration paid in the form of warrants to purchase newly issued ordinary shares of the Company under the RML-WC in the number of not exceeding 7,300,000 units each, subjecting to the Shareholders Meeting's approval of Agenda 9-11.

Board's opinion

The Board agrees with the Nomination and Remuneration Committee's opinion, thus, proposing that the Shareholders Meeting consider and approve the directors' remuneration for the year 2017 in the amount of not exceeding THB 9,300,000 (Nine Million and Three Hundred Thousand Baht) and the additional directors' bonus in the amount of not exceeding THB 930,000 (Nine Hundred and Thirty Thousand Baht), whereby the Board of Directors shall be authorized to allocate the monetary remuneration in favour of the directors for 2017 as deemed appropriate.

Vote Casting

Resolution in this agenda shall be adopted by more than two-thirds of the shareholders attending the meeting.

Agenda 7

To consider and approve the appointment of the Company's auditors and the auditors' remuneration for the year 2017

Facts and rationale

Under **Section 120** of the Public Companies Act B.E. 2535, it requires that every year, the annual general meeting of shareholders shall appoint the Company's auditor and determine the auditor's remuneration. The existing auditors may be reappointed.

In addition, under the Notification of the Securities and Exchange Commission No. Kor Jor. 39/2548 Regarding the Rules, Criteria and Procedures for Disclosures of Financial Status and the Results of the Performance of the Company Issuing Securities (No. 20), and the Notification of the Capital Market Supervisory Board No. Tor Jor. 11/2552 Regarding the Rules, Criteria and Procedures for Disclosures of Financial Status and the Results of the Performance of the Company Issuing Securities, the Company shall arrange for the rotation of the auditor(s) if such auditor(s) have performed their duties for 5 consecutive accounting years, whereby the Company is not required to engage a new audit firm. The Company may appoint any other auditors in the original audit firm to replace the existing auditors.

The Audit Committee has considered and recommended the Board of Directors appoint any of the following auditors of EY Office Ltd to audit and certify the Company's financial statements:

1. **Mrs. Chonlaros Suntiasvaraporn** Certified Public Accountant No. 4523 (certified the Company's financial statements for the year 2016) and/or
2. **Ms. Waraporn Prapasirikul** Certified public accountant no. 4579 (never certified the Company's financial statements) and/or
3. **Supachai Phanyawattano** Certified Public Accountant No. 3930 (never certified the Company's financial statements)

as the Company's auditors for the year 2017, and to determine the auditors' remuneration in the amount of not exceeding THB 1,820,000 (One Million eight hundred and twenty thousand Baht). The Audit Committee sees that in the previous fiscal year, the auditors had performed with professional knowledge and capability in giving opinions on the internal control system and risks as well as having independence and performed in accordance with the SET and the SEC regulations. All of the above auditors have neither relationships with nor interests in the Company, its management, major shareholders or any related parties thereof. Therefore, they are independent to examine and able to express an unbiased opinion on the financial position statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the SET regulations.

Table of Comparison Between the Auditors' Remuneration for the Year 2017 and 2016

Auditors' remuneration		Fiscal Year 2017	Fiscal Year 2016
1.	Auditing fee	Not more than THB 1,820,000	Not more than THB 1,580,000
2.	Other service expenses	-	-

Remark: the Company's and its subsidiaries' auditor for the year 2016 and 2017 is EY Office Ltd.

Board's opinion

The Board sees that the appointment of the auditors from EY Office Ltd. as the Company's auditors for 2017 and the auditors' remuneration of not more than THB 1,820,000 (One Million eight hundred and twenty thousand Baht) shall be proposed to the Shareholders Meeting.

Vote Casting

Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8

To consider and approve the reduction of the Company's registered capital by cancelling the authorized but unissued shares and the amendment of Clause 4 of the Company's Memorandum of Association so as to reflect the capital reduction

Facts and Rationale

Section 136 of the Public Companies Act B.E. 2535 stipulates that the Company may increase its capital by issuing new shares only when all of the shares have been issued and paid up, save for the authorized but unissued shares reserved for the exercise of warrants or conversion of convertible debentures.

However, the Company has remaining unissued ordinary shares from the allocation of warrants to the existing shareholders by way of rights issue (RML-W4) in accordance with the resolutions of the Shareholders' Meeting No.1/2015 held on May 29, 2015 in the number of 17,112 shares, at the par value

of THB 1 each, totaling THB 17,112. Therefore, it is necessary that the Company reduce the registered capital in the same amount by cancelling said authorized but unissued shares.

In this regard, after the reduction of the Company's registered capital, the Company will have the total of THB 4,558,337,397 as registered capital, divided into 4,558,337,397 ordinary shares, at the par value of THB 1 each, consisting of the following:

- (1) Registered paid-up shares in the amount of 3,575,483,607 shares
- (2) The remaining ordinary shares allotted to reserve for the exercise of warrants issued and offered to the directors and/or employees of the Company (RML-WB) in accordance with the Shareholders Meeting No.1/2013 held on November 1, 2013 in the amount of 89,000,000 shares at the par value of THB 1 each, and
- (3) The remaining ordinary shares allotted to reserve for the exercise of the Company's warrants issued and offered to the existing shareholders by way of rights issue (RML-W4) in accordance with the Shareholders Meeting No.1/2015, held on May 29, 2015 in the amount of 893,853,790 shares at the par value of THB 1 each.

In this regard, so as to be in line with the reduction of registered capital, it is deemed appropriate to propose to the Shareholders Meeting to amend Clause 4 of the Company's Memorandum of Association, with the following wordings:

"Clause 4 Registered capital		4,558,337,397 Baht	(Four Thousand Five Hundred And Fifty Eight Million Three Hundred And Thirty Seven Thousand Three Hundred And Ninety Seven Baht)
Divided into	4,558,337,397 Shares		(Four Thousand Five Hundred And Fifty Eight Million Three Hundred And Thirty Seven Thousand Three Hundred And Ninety Seven Shares)
Par value each share		1 Baht	(Baht One)
Classified into			
Ordinary shares	4,558,337,397 Shares		(Four Thousand Five Hundred And Fifty Eight Million Three Hundred And Thirty Seven Thousand Three Hundred And Ninety Seven Shares)

Preference shares - Share (-)"

In this regard, the person authorized by the Board of Directors of the Company shall register the amended Memorandum of Association of the Company with the Department of Business Development of Ministry of Commerce and shall have the authority to amend and adjust the wordings as ordered by the registrar.

Board's opinion

The Board sees that the reduction of the Company's registered capital by cancelling 17,112 authorized but unissued shares at the par value of THB 1 each from the existing registered capital of THB 4,558,354,509 to be the new registered capital of THB 4,558,337,397, divided into 4,558,337,397 shares at the par value of THB 1 each and the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect such capital reduction, according to the above details, shall be proposed to the Shareholders Meeting for consideration and approval.

Vote Casting

Resolution in this agenda shall be adopted by more than three-fourths of the shareholders attending the meeting and having the right to vote.

Since the matters in Agenda 9-11 to be proposed for consideration and approval at the Shareholders Meeting are in regards to the issuance and offering of warrants for the Company's employees to purchase the Company's shares under the RML-WC scheme. Therefore, Agenda 9-11 are related and conditional upon one another, if any of Agenda 9-11 is disapproved, the other Agendas that have earlier been approved shall be deemed to be cancelled and no other related Agendas shall be further proposed for consideration.

Agenda 9

To Consider and approve the issuance and offering of warrants to the employees of the Company and its subsidiaries under the RML-WC

Facts and Rationale

Nowadays, the real estate industry is highly competitive, in order to encourage employees of the Companies and to retain personnel with high capability and effectiveness working for the Companies on the long-term basis which will enhance the benefit of the Companies and Shareholders in the future, it is deemed appropriate to propose to the Shareholders Meeting to consider and approve the issuance and offering of warrants to purchase the Company's shares in the amount of not exceeding 146,000,000 units, equivalent to 4 percent of the total ordinary shares of the Company on February 24, 2017 with no cost to the employees of the Company and its subsidiaries under the Scheme in relation to the offering of newly issued securities to employees of Company and its subsidiaries No.3 ("RML-WC"). The amount of warrants each employee shall receive as well as the qualifications of the employees eligible for the RML-WC warrants are as appeared in the Key Feature of the Scheme in relation to the offering of newly issued securities to employees of Company and its subsidiaries No.3 in

Enclosure 7

In addition, in the event that the warrant holder is no longer an employee due to the employment termination or removal from his/her position, it is deemed appropriate to propose to the Shareholders Meeting that the Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer shall have the power to allocate the warrants by taking into account the criteria, conditions, and methods in compliance with the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551 Re: Offering of Newly Issued Securities to Directors and Employees of a Company dated December 15, 2008 (as amended).

Furthermore, the Company propose to the Shareholders Meeting to consider and approve the authorization of the Board of Directors and/or the Chief Executive Officer and/or a person authorized by the Board of Directors and/or the Chief Executive Officer to consider and determine other details with regards to the issuance and offering of the new shares to accommodate the exercise of warrants to employees of the Companies under the RML-WC including, but not limited to (1) determine, amend, or add details and conditions related to the issuance and offering of the warrants, as permissible by law, or the parts which are not significant, for example, the issuing date and time, the issuance and offering method of warrants, the exercise method (2) enter into negotiations, agreements, and execution of relevant documents and agreements concerning the allocation of RML-WC warrants (3) execute the applications for approval, requests for waiver, necessary documents and evidences required.

Board's opinion

The Board is of the opinion that the issuance and offering of warrants to the employees of the Company and its subsidiaries under the RML-WC is reasonable and will aid in the benefit of the Company as detailed in **Enclosure 7** and shall be proposed to the Shareholders Meeting for consideration and approval according to above details.

Vote Casting

Resolution in this agenda shall be adopted by more than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, and no shareholder(s) having an aggregate shareholding of more than 10 percent of the votes of the shareholders attending the meeting and vote oppose the issuance and offering of the warrants.

Agenda 10

To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association so as to reflect the capital increase

Facts and Rationale

Referring to the issuance and offering of warrants to the employees of the Company and its subsidiaries under the RML-WC in Agenda 9, it is deemed appropriate to propose to the Shareholders Meeting to consider and approve the increase of the Company's registered capital in the amount of THB 146,000,000 from the existing registered capital of THB 4,558,337,397 to THB 4,704,337,397 by issuing 146,000,000 newly issued ordinary shares

at the par value of THB 1 each to accommodate the issuance and offering of the RML-WC warrants in the amount of not exceeding 146,000,000 units with no cost. Details of the capital increase are appeared in the Capital Increase form (F53-4) in **Enclosure 8**

In this regard, so as to be in line with the increase of the registered capital, it is deemed appropriate to propose to the Shareholders Meeting to amend Clause 4 of the Company's Memorandum of Association, with the following wordings:

“Clause 4 Registered capital		4,704,337,397 Baht	(Four Thousand Seven Hundred And Four Million Three Hundred And Thirty Seven Thousand Three Hundred And Ninety Seven Baht)
Divided into		4,704,337,397 Shares	(Four Thousand Seven Hundred And Four Million Three Hundred And Thirty Seven Thousand Three Hundred And Ninety Seven Shares)
Par value each share		1 Baht	(Baht One)
Classified into			
Ordinary shares		4,704,337,397 Shares	(Four Thousand Seven Hundred And Four Million Three Hundred And Thirty Seven Thousand Three Hundred And Ninety Seven Shares)
Preference shares		- Share	(-)

Board's opinion

The Board sees that the increase of the Company's registered capital and the amendment of Clause 4 of the Memorandum of Association of the Company so as to reflect the capital increase, according to the above details, shall be proposed to the Shareholders Meeting for consideration and approval.

Vote Casting

Resolution in this agenda shall be adopted by more than three-fourths of the shareholders attending the meeting and having the right to vote.

Agenda 11

To consider and approve the allocation of newly issued ordinary shares of the Company

Facts and Rationale

Referring to the increase of the registered capital in Agenda 10 the Board deemed it appropriate to propose to the Shareholders Meeting to consider and approve the allocation of the newly issued ordinary shares in the number of not exceeding 146,000,000 shares at the par value of THB 1 each to accommodate the exercise of ordinary shares of the Company under the RML-WC. Details are as appeared in the Capital Increase Form (F 53-4) in **Enclosure 8**.

In addition, it is deemed appropriate to propose to the Shareholders Meeting to authorize the Board of Directors and/or the Chief Executive Officer and/or a person authorized by the Board of Directors and/or the Chief Executive Officer to consider and determine other details with regards to the issuance and offering of the new shares to accommodate the exercise of warrants to employees of the Companies including, but not limited to (1) the allocations of the newly issued ordinary shares, whether singly or sequentially, period of the offering, payment of share subscription price, other conditions and details in connection with the allocation of such newly issued ordinary shares; and (2) entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and (3) execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares to the relevant authorities or agencies and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

Board's opinion

The Board sees that the allocation of the newly issued ordinary shares of the Company, according to the details above, shall be proposed to the Shareholders Meeting for consideration and approval.

Vote Casting

Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes.

Agenda 12 Other business (if any)

In addition, the Company had published the letter convening the shareholders meeting attached with the enclosures on the Company's website at www.raimonland.com since March 24, 2017. Therefore, the Company hereby invites all shareholders to attend the 2017 Annual General Meeting of Shareholders, on April 24, 2017, at 2.00 p.m., at Ballroom, 4th Floor, Conrad Bangkok Hotel, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330. The map of the venue is set out in **Enclosure 9**.

To protect the rights and benefits of shareholders who are unable to attend the meeting and would like to appoint a proxy, the shareholders shall use either Proxy Form A or Proxy Form B. In the event that foreign shareholders would like to appoint a custodian, such shareholders shall use Proxy Form C, as set out in **Enclosure 10**.



In this regard, shareholders may appoint **Mr. Pradit Phataraprasit**, the Independent Director of the Company, as their proxy to attend the meeting and cast votes on their behalf with details of the said Independent Director are set out in **Enclosure 4**. Such shareholder shall state the name of the independent director in the relevant proxy form, then submit the form attached with support documentation, as detailed in **Enclosure 6**, to the Investor Relations Department, **Raimon land Public Company Limited at No.3 Rajanakarn Building 19th floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120** at Telephone Number: +66 (0) 2 029 1889 Furthermore, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by April 20, 2017.

It is recommended that the shareholders study the List of documents or evidence verifying the identity of shareholder or its proxy entitled to attend the meeting which shall be presented on the date of the shareholders' meeting as set out in **Enclosure 6**. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6, the Meeting of Shareholders, as set out in **Enclosure 5**.

Remark shareholder who wishes to receive the 2016 Annual Report in publication form may contact **Khun Nadda Saecheang** at Telephone Number 02 029 1889

Yours faithfully,
Raimon Land Public Company Limited

(Mr. Sataporn Amornvorapak)
Executive Director



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Date, time and place:

The Meeting was held on Monday 25 April 2016 at 9:30 a.m. at Ballroom, Fourth Floor, Conrad Bangkok Hotel, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.

Directors attended:

- | | | |
|----|----------------------------|--|
| 1. | Mr. Pradit Phataraprasit | Chairman of the Board of Directors, Independent Director and Audit Committee |
| 2. | Mr. Tan Chin Kwang Johnson | Director |
| 3. | Mr. Roland Pang | Director |
| 4. | Mr. Lee Chye Tek Lionel | Director |
| 5. | Mr. Lee Chye Cheng Adrian | Director |
| 6. | Mr. Sataporn Amornvorapak | Director |
| 7. | Mr. Kitti Gajanandana | Independent Director and Chairman of the Audit Committee |
| 8. | Mr. Siri Ganjarerndee | Independent Director and Audit Committee |
| 9. | Ms. Nuch Kalyawongsa | Director |

Management attended:

- | | | |
|----|----------------------------|-------------------------|
| 1. | Mr. Tan Chin Kwang Johnson | Chief Executive Officer |
| 2. | Mr. Sataporn Amornvorapak | Chief Finance Officer |

Other attendees

1. Auditors from EY Office Limited
2. Legal adviser from Bangkok Jurist Ltd.

Before convening the shareholders' meeting, the Chairman informed the Meeting the procedures to conduct the Meeting and voting's procedures for the shareholders in each agenda item as follows:

1. The shareholders who are personally attending the Meeting and proxy holders who have been given proxy to vote at this Meeting will have each been given a ballot paper when they registered for the Meeting.
2. The Meeting will consider the agenda items in the order as per the notice of the Meeting. The information in each agenda will be presented and the shareholders will be given opportunity to ask questions they may have before asking for the resolution in the relevant agenda. If the shareholders or proxyholders wish to ask questions or express their views, they are required to inform their names and last names to the Chairman. In case of proxyholders, they are required to inform the shareholders who give proxies to attend the Meeting.
3. After the shareholders have been given the information related to each agenda item, except agenda item 6, which is presented to the Meeting for acknowledgement, the shareholders who disagree or abstain from voting on an agenda item must indicate their voting choices on the ballot paper given before the Meeting. When this is done, please raise your hand so that the staff can collect the ballot paper from you. In order to save time, while the votes are being counted, the Meeting will consider the next agenda item but will not vote until after the resolution of the previous agenda item has been announced.
4. Each shareholder has one vote per share held.



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5. In counting the votes, agenda item nos. 1, 3, 4, 5 and 7 require majority of the votes of the shareholders who attend and exercise their votes while agenda item no. 6 thirds -requires two of the votes of the shareholders in attendance. For agenda item no. 8, it requires three-fourths of the votes of the shareholders who attend the meeting and have the voting rights. The Company will deduct votes of disapproval and abstention from the total votes of the Meeting. The rest of the votes will be deemed votes of approval. Where no-one has stated an opposing or different opinion, the Meeting will be deemed to have unanimously agreed or given a unanimous approval. In order to save time, the Chairman will move to the next agenda during the time of vote counting.

Preliminary proceedings:

Mr. Pradit Phataraprasit, the Chairman of the Board of Directors, was the Chairman of the Meeting. The Chairman assigned the Company's Secretary to announce that as there were 323 shareholders present constituting 1,609,341,076 shares or 45 percent of total paid-up capital (3,575,483,607 shares), thus the quorum had been met.

Agenda item no.1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015

The Chairman proposed that the Meeting certified the minutes of the Extraordinary General Meeting of Shareholders held on 29 May 2015, a copy of the minutes of which has been sent to the shareholders together with the notice of this Meeting. Such minutes have properly and correctly recorded and the Company has also disseminated such minutes via the Company's website for another means of access by shareholders. In this regard, it appears that no shareholder opposed or requested for any amendment to such minutes

Resolution: The Meeting resolved that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015, be certified as proposed by the Chairman with the majority of votes of the shareholders attending the Meeting and exercising their voting rights as per the details below:

	Votes	%
Approved	1,609,973,246	99.9999
Disapproved	100	0.0000
Abstained	40,000	0.0011

Agenda item no. 2 To acknowledge the report on the Company's operating results and the Annual Report of the Board of Directors in respect of the fiscal year ended as at 31 December 2015

The Chairman assigned Mr. Sataporn Amornvorapak to report the Meeting the Company's operating results for the previous year.

Mr. Sataporn Amornvorapak reported the Company's operating results for the previous year to the Meeting, the summary of which was set out below:



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- Launch of two new projects with combined value of THB 3.87bn
- Completion of construction for three projects in 2015 and 2016 with total combined value of THB 6.5bn
- Sale progress of 91%, 90%, 87%, 67%, 90%, 20% and 30%, in terms of value, for the River, 185 Rajdamri, Zire, Unixx, Lofts Ekkamai, Mews and Lofts Asoke respectively
- Transfer revenue of THB 5,042mm for FY2015 with net profit margin of 17.5%. Earnings and EPS of THB 900mm and THB 0.25, respectively
- Backlog and unsold inventory of THB 6,964mm and THB 7,882mm respectively
- Interesting bearing debt to equity ratio of 0.6x as at 31 December 2015, a significant reduction from 4.0x as at 31 December 2012
- THB 500mm debenture issuance
- Three awards received for Lofts Asoke, Zire, and Lofts Ekkamai
- First dividend payment since 2009 of THB 0.055 per share
- Anti-corruption progress of 74% based on self-evaluation form

Summary Q&A during the agenda

Shareholder 1 (name undisclosed)

- Q: There has been no land acquisition recently. I would like Chief Executive Office to explain the business strategy going forward
 - Mr. Tan Chin Kwang Johnson informed the Meeting that the Board of Directors had signed off the 3-5 year business plan at the beginning of this year. Details of which shall be discussed later. In addition, the understanding that there has been no land acquisition was inaccurate as the Company had acquired land for Lofts Ekkamai, Mews, and Lofts Asoke in 2013, 2014 and 2015 respectively (no land acquisition from 2010-2012).
- Q: I would like the management to self-evaluate the management performance
 - Mr. Tan Chin Kwang Johnson informed that despite the share price reduction, the performance of the Company was satisfactory as the average net income for the past three years was around THB 1bn.
 - Mr. Lee Chye Tek Lionel mentioned that the shareholder should not focus only on land acquisition. In order to develop a profitable and successful project, apart from land acquisition, development, sales and transfer were also vital parts of the success as these would ensure the Company with a consistent cash flow for operation
- Q: Please provide samples of what you called success
 - Mr. Tan Chin Kwang Johnson summarized the Company's key success as following: (1) successful completion of Unixx, Zire and 185, (2)



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introduction of new products and design under Mews and Lofts Asoke to diversify the Company's cash conversion cycle. Mr. Johnson further explained the shareholder that what the management had deemed as success may have been different from that of shareholder given the mismatch in opinion on market situation. He explained that the Executive Committee (ExCom) which ran day to day meeting for the Company had a view that the market was currently oversupplied, which some shareholders may have disagreed. Hence, the current business strategy was seen as too conservative.

- Q: Had the Board of Directors done its duty to monitor the performance of the management team?
 - Mr. Pradit Phataraprasit mentioned that the Board of Directors had done its best duty to monitor the performance of management. Mr. Pradit said that he understood many shareholders may not have been happy with recent share price performance, but this was caused by timing and market situation. Mr. Pradit explained further that the first payment of dividends since 2009 was a proof that management had run the Company well.

Shareholder 2 (Mr. Jeerapong)

- Q: I would like to congratulate the management for the job well done. I also believed the Company was well undervalued. However, I would like the directors to explain the reason behind the cancellation of Houston deal, which was a related party transaction.
 - Mr. Tan Chin Kwang Johnson expressed his appreciation for the shareholder's understanding of his conservative approach. He explained that he believed having a low margin was better than having no margin (i.e. loss).
 - Mr. Sataporn Amornvorapak mentioned that, for Houston deal, the directors decided to call it off due to the fact that Houston real estate market was severely eroded, hence returns originally expected may not have been possible to achieve.

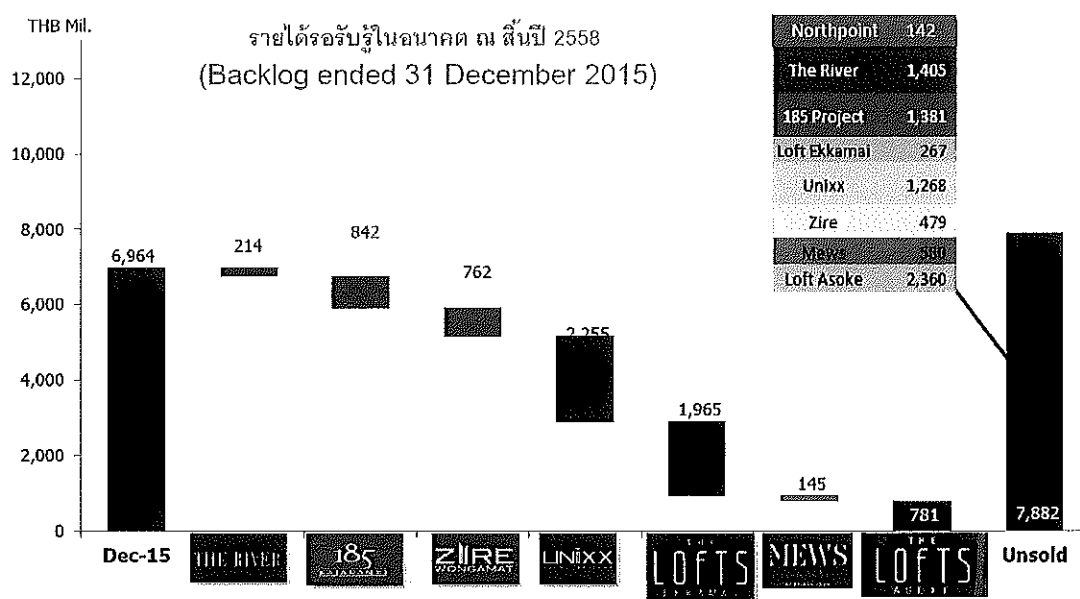
Shareholder 3 (Mr. Siriwat)

- Q: I would like the management to give revenue guidance along with expectation on profitability. I also concurred with the shareholder speaking earlier that cancellation of Houston deal was a right move.
 - Mr. Tan Chin Kwang Johnson mentioned that FY2016 transfer revenue was expected to be comparable with that of FY2015. With regards to profitability, he expected that the margin would come down as net profit margin achieved during FY2015 was unusually high for Thai developers. In addition, given that for the past few years, there had been numerous restructuring and organizational alignments. Hence, it was very difficult to squeeze further efficiency out of the Company. The profitability margin was expected to be normalized in FY2016.



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- Q: I would like the management to explain why there was a big drop in Corporate Income Tax (CIT) despite transfer revenue was largely stabilized. Also, please provide some guidance on revenue mix for FY2016.
 - Mr. Sataporn Amorvorapak explained to the shareholder that there was a mismatch between movement of CIT and that of transfer revenue due to timing issue. This was because, per accounting practice, the revenue would not be booked until the unit was transferred within the calendar year of cash receipt.



Shareholder 4 (Mr. Pongsathorn)

- Q: Any plan to diversify abroad or into different product category? Any potential partnership, acquisition of recurring income asset or any corporate action in relation to REITs?
 - Mr. Lee Chye Tek Lionel replied that in order for the Company to realize its vision as a “Premier Property Company,” the main mission of the Company was to deliver a highly successful and profitable projects supported by three pillars: (1) introduction of innovative products to the market, (2) acquisition of recurring income assets, and (3) focus on existing strength which was high end condominium development. Thus, the Company was always on the lookout for any diversification opportunity.
- Q: Given the Company engaged in high-end market, it should not be too worried about demand and supply as wealthy customers always had liquidity to purchase regarding of the market cycle.
 - Mr. Tan Chin Kwang Johnson agreed with the remark. He mentioned that should a right opportunity come, management would ensure that the opportunity would not be lost. For example, Lofts Asoke was a good sample for a product that can command premium price point.



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- Q: Cancellation of Houston was a good decision. Please do not reconsider the transaction again.
 - The Directors acknowledged.

Shareholder 5 (Name undisclosed)

- Q: Backlog value shown net of deposit amount received?
 - Mr. Sataporn Amornvorapak replied that the backlog amount was inclusive of deposit received.
- Q: What was management strategy to manage inventory?
 - Mr. Tan Chin Kwang Johnson said that the Company did have discount policy but that was not the main emphasis. The Company would instead revamp or renovate the units so that they were freshened for sales again.
- Q: Given that share price had declined substantially, had there been any consideration to do share buyback? Did the management see the Company as a takeover target?
 - Mr. Tan Chin Kwang answered that the Directors and management had explored all opportunity to demonstrate to the market that the shares were undervalued, including share buyback. Apart from share buyback, the management believed that there were other suitable approaches such as (1) highlighting to the market the real value of the Company through IR program, and (2) paying out dividends. The management believed that such approaches were more appropriate to the Company currently.

Shareholder 6 (Mr. Chaiyamate)

- Q: Given that Houston deal was cancelled, had the management considered using the cash saving from the transaction to pay shareholders instead?
 - Mr. Tan Chin Kwang Johnson informed that the Company had decided to maintain the cash as the management would like to save up liquidity in the case there was a good land acquisition opportunity (i.e. paying out to complete Houston deal would generate income for the Company, while dividends did not). The management would like to ensure that the Company had sufficient liquidity all the time so that it would not have to raise capital via rights offering.
- Q: Why did not the management purchase the land three years ago? The price of the land had increased so much now.
 - Mr. Tan Chin Kwang Johnson informed that land acquisition was only part of the project development process. Shareholder should not focus only on the cost aspect of the Company. The Company could acquire land even today with high price as long as it could make a good margin.
 - Mr. Lee Chye Tek Lionel further added that the Company was not in a sufficiently robust financial state three years ago. Hence, there were many lost opportunities.

The Chairman then proposed that the Meeting acknowledged the report on Company's operating results and the Annual Report of the Board of Directors in



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respect of the fiscal year ended as at 31 December 2015. The details of such report were set out in the 2015 Annual Report, which was sent to the shareholders together with the notice of this Meeting.

Resolution: The Meeting resolved that the report on Company's operating results and the Annual Report of the Board of Directors in respect of the fiscal year ended as at 31 December 2015, be acknowledged.

Agenda item no. 3

To consider and approve the financial statements (statements of financial position and statements of comprehensive income) of the Company in respect of 2015 ended as at 31 December 2015

The Chairman assigned Mr. Sataporn Amornvorapak to report the Company's financial statements to the Company.

After finishing the report, Mr. Sataporn Amornvorapak then proposed that the Meeting considered and approved the audited financial statements (statements of financial position and statement of comprehensive income) in respect of 2015 ended as at 31 December 2015, the details of which were set out in the copy of the financial statements in the 2015 Annual Report sent to the shareholders together with the notice of this Meeting. The details of the financial statements were summarized as follows:

Consolidated Financials (THB mm)	Company-only Financials (THB mm)
<ul style="list-style-type: none"> ▪ Revenue: 5,042mm ▪ Net profit: 900mm ▪ Gross margin of 40.2% ▪ Net margin of 17.5% ▪ Total assets: 9,947mm ▪ Interest-bearing debt: 2,883mm ▪ Total equity: 4,451mm ▪ IDE of 0.6x 	<ul style="list-style-type: none"> ▪ Revenue: 2,794mm ▪ Net profit: 776mm

Resolution: The Meeting resolved that the audited financial statements (statements of financial position and statement of comprehensive income) in respect of 2015 ended as at 31 December 2015, approved as proposed with the majority of votes of the shareholders attending the Meeting and exercising their voting rights as per the details below:



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	Votes	%
Approved	1,644,536,820	99.6548
Disapproved	100	0.0000
Abstained	22,423,100	1.3451

Agenda item no. 4

To consider and approve the appropriation of profit as legal reserve and the distribution of dividend in respect of the Company's operating results for 2015 ended as at 31 December 2015

The Chairman informed the Meeting that from the audited financial statements in respect of the previous year ended as at 31 December 2016, it revealed that the Company had annual net profit of THB 776,309,916 (Baht Seven Hundred and Seventy Six Million and Three Hundred and Nine Thousand Nine Hundred and Sixteen) in respect of the separate financial statements. Thus, it was proposed that the Meeting considered and approved the appropriation of part of annual profit in the amount of THB 39,000,000 (Baht Thirty Nine Million) (equivalent to approximately 5 percent of annual net profit) as legal reserve and the distribution of the dividend in respect of the Company's operating results for 2015 ended as at 31 December 2015, at the rate of Baht 0.055 per shares, totaling approximately THB 196,651,598 (Baht One Hundred and Ninety Six Million Six Hundred and Fifty One Thousand Five Hundred and Ninety Eight) to the Company's shareholders, provided that the percentage of dividend paid by the Company compared with the net profit according to the separate financial statements equaled to 25 percent, which was consistent with the Company's dividend policy. The Company had a policy to pay dividend in form of cash of not more than 50 per cent of net profit after tax and legal reserve when the Company has profit and no accumulated loss.

The dividend would be payable to the shareholders on 24 May 2016, provided that Tuesday 3 May 2016 was fixed as the record date for determining the names of the shareholders who were entitled to receive dividend and Wednesday 4 May 2016 was fixed as the closing date of the share register book for gathering the shareholders' names in accordance with Section 225 of the Securities and Exchange Act B.E. 2535.

Resolution: The Meeting resolved that (1) the appropriation of part of the net profit in the amount of THB 39,000,000 (Baht Thirty Nine Million Only) (equivalent to approximately 5 per cent of annual net profit in respect of separate financial statements) as legal reserve be approved with following details:

	Votes	%
Approved	1,667,062,711	99.9945
Disapproved	100	0.0000
Abstained	91,000	0.0054



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and (2) the distribution of the dividend in respect of the Company's operating results for 2015 ended as at 31 December 2015, at the rate of Baht 0.055 per shares, totalling approximately THB 196,651,598 (Baht One Hundred and Ninety Six Million Six Hundred and Fifty One Thousand Five Hundred and Ninety Eight), provided that the percentage of dividend paid by the Company compared with the net profit according to the separate financial statements equalled to 25 percent, which was consistent with the Company's dividend policy, be approved according to the details proposed by the Chairman with the majority of votes of the shareholders attending the Meeting and exercising their voting rights as per the details below:

	Votes	%
Approved	1,667,068,711	99.9948
Disapproved	100	0.0000
Abstained	85,000	0.0050

Agenda item no. 5 To consider and approve the re-appointment of the directors who retire by rotation for another term

The Chairman asked the directors retiring by rotation to leave the Meeting in order to comply with the good corporate governance policy.

The Chairman informed the Meeting that at every annual general shareholders' meeting, one-third (1/3) of the directors, or if it was not a multiple of three, then the number nearest to one-third (1/3) should 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 occupied the position for the longest period must retire by rotation. At the 2016 Annual General Meeting of Shareholders, the directors who should retire by rotation are as follows:

1. Mr. Lee Chye Tek Lionel
2. Mr. Tan Chin Kwang Johnson; and
3. Mr. Sataporn Amornvorapak

The selection of persons to serve on the Board of Directors of the Company had not been made through the procedures of the Nominating Committee. The selection process was at the mutual discretion of the Company's Board of Directors, which selected suitable candidates whose qualifications met the requirements provided under the Public Companies Act B.E. 2535 and the notifications of the Securities and Exchange Commission (SEC) and the SET. The Board of Directors had considered the qualifications of each of such directors in all respects and was of the view that these 3 directors who would



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retire by rotation were qualified in term of educational background, knowledge, capability, experience and past performance rendered as the Company's directors, which were beneficial to the Company.

The Chairman proposed that the Meeting considered and approved the re-appointment of Mr. Lee Chye Tek Lionel, Mr. Tan Chin Kwang Johnson and Mr. Sataporn Amornvorapak, individually, as the Company's directors for another term.

Resolution: The Meeting resolved that the re-appointment of Mr. Lee Chye Tek Lionel, Mr. Tan Chin Kwang Johnson and Mr. Sataporn Amornvorapak as the Company's directors for another term, be approved with the majority of votes of the shareholders attending the Meeting and exercising their voting rights as per the details below:

1. Mr. Lee Chye Tek Lionel

	Votes	%
Approved	1,483,234,511	88.9680
Disapproved	183,756,300	11.0221
Abstained	163,000	0.0097

2. Mr. Tan Chin Kwang Johnson

	Votes	%
Approved	1,570,678,111	94.2131
Disapproved	96,312,700	5.7770
Abstained	163,000	0.0097

3. Mr. Sataporn Amornvorapak

	Votes	%
Approved	1,648,956,211	98.9084
Disapproved	18,034,600	1.0817
Abstained	163,000	0.0097

Agenda item no. 6

To determine the directors' remuneration for 2016

The Chairman (acting as the Chairman of Remuneration Committee) informed the Meeting that in considering the determination of the directors' remuneration, the Remuneration Committee took into account the results of the Company's performance of previous year together with the comparison and the referenced



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business of same nature as well as an average of the directors' remuneration of other businesses with the same size and the growth of business and profit of the Company. Thus, it was proposed that the Meeting consider and approve the directors' remuneration for 2016 of not more than THB 7,000,000 (Baht Seven Million Only), whereby the Board of Directors shall be authorized to allocate the monetary remuneration in favor of the directors for the year 2016 as deemed appropriate.

Summary Q&A during the agenda

Shareholder 1 (Mr. Permsak)

- Q: Why such a big increase despite a rather flat performance?
 - Mr. Pradit Phataraprasit mentioned that the increase was due largely to (1) establishment of risk management committee and (2) remuneration for Executive Committee Chairman (Mr. Lee Chye Tek Lionel). Given the Company was moving to the next phase of growth, thus it was expected that the Executive Committee Chairman would be actively involved in the Company and significantly increased his responsibility.

Shareholder 2 (Mr. Chaimate)

- Q: Please itemize the remuneration
 - Mr. Pradit Phataraprasit showed the itemized remuneration as per below:

Name	Monthly fee 2015	Proposed monthly fee 2016
Pradit Phataraprasit	85,000	85,000
Kitti Gajanandana	40,000	40,000
Siri Garnjarerndee	30,000	40,000
Lee Chye Tek Lionel	-	250,000
Roland Pang Tze Vui	-	25,000
Total / Month		440,000
Total / Year		5,280,000
Total / Year (+ Bonus)		6,864,000 (propose 7,000,000)

Resolution: The Meeting resolved that the determination of directors' remuneration for 2016 for not more than THB 7,000,000 (Baht Seven Million Only), whereby the Board of Directors shall be authorized to allocate the monetary remuneration in favor of the directors for 2016 as deemed appropriate, be approved with the two-third of the votes of the shareholders attending the Meeting as per the details below:



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	Votes	%
Approved	1,599,072,411	95.9151
Disapproved	67,933,600	4.0747
Abstained	167,800	0.0100

Agenda item no. 7 To consider and approve the appointment of the Company's auditors and the auditors' remuneration for the year 2016

The Chairman assigned Mr. Kittti Gajanandana, the Chairman of the Audit Committee to inform the Meeting this agenda item.

Mr. Kittti Gajanandana, the Chairman of the Audit Committee, informed the Meeting that the Audit Committee had considered and recommended to the shareholders' meeting to appoint Mr. Narong Puntawong, Certified Public Accountant No. 3315 (who had not certified the Company's financial statements) and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 (who had not certified the Company's financial statements) and/or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523 (who would certify the Company's financial statements in respect of 2016), of EY Office Ltd. as the Company's auditors for 2016, and to fix the auditors' remuneration of not more than Baht 1,580,000 (Baht One Million Five Hundred and Eighty Thousand Only) per annum. None of the above auditors had relationship with nor interests in the Company, its management, major shareholders or any related parties thereof. Therefore, they were independent to examine and able to express an unbiased opinion on the financial position statements of the Company. Their performances were sound and satisfactory and their qualifications were not contrary to the SET regulations.

Resolution: The Meeting resolved that 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 EY Office Ltd. as the Company's auditors for 2016 and the auditors' remuneration of not more than Baht 1,580,000 (Baht One Million Five Hundred and Eighty Thousand Only) per annum, be approved as proposed with the majority of votes of the shareholders attending the Meeting and exercising their voting rights as per the details below:

	Votes	%
Approved	1,661,387,111	99.6529
Disapproved	5,684,900	0.3409
Abstained	101,800	0.0061



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Agenda item no. 8 To consider and approve the reduction of the Company's registered capital by cancelling authorized but unissued shares and the amendment to Clause 4. of the Company's Memorandum of Association so as to reflect the capital reduction

The Chairman assigned Mr. Sataporn Amornvorapak to inform the Meeting this agenda item.

Mr. Sataporn Amornvorapak informed the Meeting that the Company's current registered capital and paid-up capital were as follows:

- The Company's registered capital of Baht 5,809,676,871 divided into 5,809,676,871 shares at the par value of Baht 1 each.
- The Company's paid up capital of Baht 3,575,483,607 divided into 3,575,483,607 at the par value of Baht 1 each.

As a result, the Company had 2,234,193,264 authorized but unissued shares at the par value of Baht 1 each, which were allotted for the following purposes:

- (1) 357,541,529 shares at the par value of Baht 1 each, allotted to reserve for the general mandate for offering to the specified investor(s) by way of private placement in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor. 28/2551 (and its amendment) regarding Applications and Permissions for Offer of New Shares in accordance with the Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 May 2015;
- (2) 893,780,833 shares at the par value of Baht 1 each, allotted to reserve for the exercise of warrants to purchase ordinary shares in the Company issued and offered to the Company shareholders by way of rights issue no. 3 (**RML-W3**) in accordance with the 2012 Annual General Meeting of Shareholders held on 25 April 2012;
- (3) 89,000,000 shares at the par value of Baht 1 each, allotted to reserve for the exercise of warrants to purchase ordinary shares in the Company issued and offered to the Company's directors and/or employees under employee stock option plan (**RML-WB**) in accordance with the Extraordinary General Meeting of Shareholders No. 1/2013 held on 1 November 2013;
- (4) 893,870,902 shares at the par value of Baht 1 each, allotted to reserve for the exercise of warrants to purchase ordinary shares in the Company issued and offered to the Company shareholders by way of rights issue no. 4 (**RML-W4**) in accordance with the Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 May 2015.

However the Company had not proceeded with the private placement offering of 357,541,529 shares under (1) and the number of 893,780,833 units of RML-W3 had become expired (the total issued RML-W3 equals to 893,840,315 units and 59,482 units were exercised, therefore the number of 893,780,833 units of RML-W3 remains unexercised). Therefore, the number of 357,541,529 shares under (1) and 893,780,833 reserved shares in relation to RML-W3 under (2), totaling 1,251,322,362 shares, were no longer required.



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As such, the Chairman proposed that the Meeting considered and approved the reduction of the registered capital by cancelling 1,251,322,362 authorised but unissued shares under (1) and (2) above before its capital increase and, the Company is also required to amend Clause 4 of the Company's Memorandum of Association so as to reflect the capital reduction according to the following details:

Clause 4 Registered capital	4,558,354,509 Baht	(Baht Four thousand five hundred and fifty eight million three hundred and fifty four thousand five hundred and nine)
Divided into	4,558,354,509 Share	(Four thousand five hundred and fifty eight million three hundred and fifty four thousand five hundred and nine share)
Par value each share	1 Baht	(Baht One)
Classified into		
Ordinary shares	4,558,354,509 Share	(Four thousand five hundred and fifty eight million three hundred and fifty four thousand five hundred and nine share)
Preference shares	- Share	(-)

Resolution: The Meeting resolved that the reduction of the Company's registered capital by cancelling 1,251,322,362 authorized but unissued shares at the par value of Baht 1 each from the existing registered capital of Baht 5,809,676,871 to be the new registered capital of Baht 4,558,354,509, divided into 4,558,354,509 shares at the par value of Baht 1 each and the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect such capital reduction, be approved as proposed with three-fourths of the votes of the shareholders attending the Meeting and having the voting rights as per the details below:



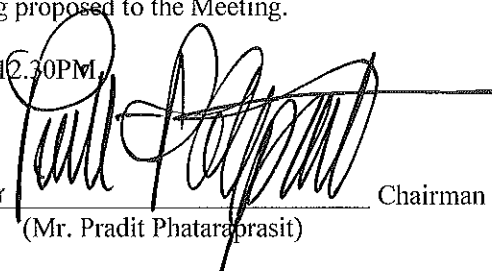
**Minutes of the 2016 Annual General Meeting of Shareholders
of
RAIMON LAND PUBLIC COMPANY LIMITED**

	Votes	%
Approved	1,667,032,611	99.9915
Disapproved	200	0.0000
Abstained	141,000	0.0084

Agenda item no. 9 Other Business (if any)

No other business being proposed to the Meeting.


The Meeting closed at 12.30PM.

(Signed by)  Chairman
(Mr. Pradit Phataraprasit)

บริษัท ไรมอน แลนด์ จำกัด (มหาชน)
Raimon Land Public Company Limited

ข้อมูลผู้ที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ
Information on the nominated Directors to replace the Directors who retire by rotation

นายศิริ การเจริญดี
Mr. Siri Ganjarende

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายศิริ การเจริญดี Mr. Siri Ganjarende		
อายุ Age	68 ปี 68 years		
สัญชาติ Nationality	ไทย Thai		
ตำแหน่งในบริษัท/ประเภทกรรมการที่ เสนอจะแต่งตั้ง Position/ Types of director nominated for appointment	กรรมการอิสระ/กรรมการตรวจสอบ Independent Director/ Member of the Audit Committee		
คุณวุฒิการศึกษาสูงสุด Educational background	ปริญญาเอก - คุชกูบัณฑิต (เศรษฐศาสตร์) มหาวิทยาลัยโมนาช ประเทศออสเตรเลีย Phd. In Monetary Economics, Econometrics and Operations Research, Monash University, Australia		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	Directors Certification Program DCP 60/2004 Directors Accreditation Program DAP 4/2003 Audit Committee Program ACP 6/2005		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการอิสระ/กรรมการ ตรวจสอบ Independent Director/ Member of the Audit Committee	บมจ. ไรมอน แลนด์/ธุรกิจอสังหาริมทรัพย์ Raimon Land Public Company Limited/Real Estate
	ปัจจุบัน Present	กรรมการ Director	บริษัท ทริส คอร์ปอเรชั่น จำกัด TRIS Corporation Co., Ltd.
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ได้รับการแต่งตั้งเป็นกรรมการบริษัทเมื่อวันที่ 14 สิงหาคม 2557 และดำรงตำแหน่งกรรมการบริษัท มาแล้วเป็นเวลา 2 ปี 8 เดือน Appointed as the Company's director on 14 August 2014 and being the director of the Company for 2 years and 8 months		
การถือครองหุ้นในบริษัท Shareholding in the Company	ไม่มี None		
ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้น รายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries	ไม่มี None		

บริษัท ไรมอน แลนด์ จำกัด (มหาชน)
Raimon Land Public Company Limited

ข้อมูลผู้ที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ
Information on the nominated Directors to replace the Directors who retire by rotation

นายศิริ การเจริญดี
Mr. Siri Ganjarende

หัวข้อ	รายละเอียด
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	กรรมการอิสระ: บมจ. อินโดรามา เวนเจอร์ส, บมจ. โฟสต์ ฟัลป์บิชซิง, บมจ. น้ำมันพืชไทย บมจ. กรุงเทพประกันชีวิต, รพ.สมิติเวช Independent: Indorama Venture PLC., The Post Publishing PLC., The Thai Director Vegetable Oil PLC., Bangkok Life Insurance PLC., Samitivej PLC
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies	กรรมการ: บริษัท ทริส คอร์ปอเรชั่น จำกัด Director: TRIS Corporation Co., Ltd.
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่อาจทำให้มีความขัดแย้ง ทางผลประโยชน์ต่อบริษัท Directorship/executive position in other companies potentially having conflict of interest with the Company	ไม่มี None
เป็น/ไม่เป็นกรรมการที่มีส่วนร่วม ใน การบริหารงาน พนักงาน ลูกจ้าง หรือ ที่ปรึกษาที่ได้รับเงินเดือนประจำของ บริษัทหรือบริษัทย่อย Being an executive director of the Company, an officer, an employee, or an advisor regularly receiving a salary from the Company or its subsidiary	ไม่มี None
เป็น/ไม่เป็นผู้ให้บริการทางวิชาชีพของ บริษัทหรือบริษัทย่อย Being a professional service provider for the Company or its subsidiary	ไม่มี None
มี/ไม่มีความสัมพันธ์ทางธุรกิจที่มี นัยสำคัญอันอาจมีผลทำให้ไม่สามารถ ทำหน้าที่ได้อย่างเป็นอิสระ Having business relationship that may materially affect the independence of his/her performance	ไม่มี None
ประวัติการเข้าร่วมประชุมปี 2559 Number of meetings attended in 2016	การประชุมคณะกรรมการบริษัท 7 / 7 ครั้ง Board of Directors' Meeting 7 / 7 times
ข้อพิพาททางกฎหมาย Legal Dispute	ไม่มี None

บริษัท ไรมอน แลนด์ จำกัด (มหาชน)

Raimon Land Public Company Limited

ข้อมูลผู้ที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ

Information on the nominated Directors to replace the Directors who retire by rotation

นายโรแลนด์ บัง ชือ วุย

Mr. Roland Pang Tze Vui

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายโรแลนด์ บัง ชือ วุย Mr. Roland Pang Tze Vui		
อายุ Age	39 ปี 39 years		
สัญชาติ Nationality	บรูไน Bruneian		
ตำแหน่งในบริษัท/ประเภทกรรมการที่ เสนอจะแต่งตั้ง Position/ Types of director nominated for appointment	กรรมการ Director		
คุณวุฒิการศึกษาสูงสุด Educational background	บริหารธุรกิจมหาบัณฑิต สาขาการเงิน มหาวิทยาลัยแมนเชสเตอร์ สหราชอาณาจักร Masters' Degree in Finance, University of Manchester, UK		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	อบรมบทบาทหน้าที่กรรมการ รุ่น DCP 165/2012 Director Certification Program (DCP 165/2012)		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการ / กรรมการบริหารความเสี่ยง Director / Risk Management Director	บมจ. ไรมอน แลนด์/ธุรกิจอสังหาริมทรัพย์ Raimon Land Public Company Limited/Real Estate
	ปัจจุบัน Present	ผู้จัดการการลงทุน Investment Manager	บริษัท ไทยพรอสเพริตี้ แอดไวซอรี จำกัด Thai Prosperity Advisory Co., Ltd.
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ได้รับการแต่งตั้งเป็นกรรมการบริษัทเมื่อวันที่ 16 พฤษภาคม 2555 และดำรงตำแหน่งกรรมการ บริษัทมาแล้วเป็นเวลา 4 ปี 11 เดือน Appointed as the Company's director on 16 May 2012 and being the director of the Company for 4 years and 11 months		
การถือครองหุ้นในบริษัท Shareholding in the Company	ไม่มี None		
ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้น รายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries	ไม่มี None		

บริษัท ไรมอน แลนด์ จำกัด (มหาชน)
Raimon Land Public Company Limited

ข้อมูลผู้ที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ
Information on the nominated Directors to replace the Directors who retire by rotation

นายโรแลนด์ ปัง ชีอ วุย
Mr. Roland Pang Tze Vui

หัวข้อ	รายละเอียด
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	ไม่มี None
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies	ไม่มี None
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่อาจทำให้เกิดความขัดแย้ง ทางผลประโยชน์ต่อบริษัท Directorship/executive position in other companies potentially having conflict of interest with the Company	ไม่มี None
ประวัติการเข้าร่วมประชุมปี 2559 Number of meetings attended in 2016	การประชุมคณะกรรมการบริษัท 7 / 7 ครั้ง Board of Directors' Meeting 7 / 7 times
ข้อพิพาททางกฎหมาย Legal Dispute	ไม่มี None

บริษัท ไรมอน แลนด์ จำกัด (มหาชน)


Raimon Land Public Company Limited

ข้อมูลผู้ที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ

Information on the nominated Directors to replace the Directors who retire by rotation

นายเวทย์ นุชเจริญ

Mr. Weidt Nuchjalearn

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายเวทย์ นุชเจริญ Mr. Weidt Nuchjalearn		
อายุ Age	63 ปี 63 years		
สัญชาติ Nationality	ไทย Thai		
ประเภทกรรมการที่เสนอจะแต่งตั้ง Types of director nominated for appointment	กรรมการอิสระ/ประธานกรรมการตรวจสอบ Independent Director/ Chairman of the Audit Committee		
คุณวุฒิการศึกษาสูงสุด Educational background	พาดิษยศาสตรมหาบัณฑิต (บริหารธุรกิจ) มหาวิทยาลัยธรรมศาสตร์ Master of Commerce (Business Administration), Thammasat University		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	หลักสูตร Role of the chairman Program (RCP) รุ่น 31/2556 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย Role of the Chairman Program (RCP) Class 31/2013, Thai Institute of Directors Association		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการ Director	บมจ. ศรีสวัสดิ์ พาวเวอร์ 1979 / ลีสซิ่ง Srisawad Power 1979 PLC / Leasing
	ปัจจุบัน Present	กรรมการ Director	บมจ. ทิพยประกันภัย / ประกันภัย Dhipaya Insurance PLC / Insurance
	ปัจจุบัน Present	ประธานกรรมการตรวจสอบ Chairman of Audit Committee	บมจ. ไทยฟู้ดส์ กรุ๊ป / อาหาร Thaifood Group PLC / Food
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ไม่เคยได้รับการแต่งตั้งเป็นกรรมการบริษัท Never been appointed as a director of the Company		
การถือครองหุ้นในบริษัท Shareholding in the Company	ไม่มี None		
ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้นรายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries	ไม่มี None		

บริษัท ไรมอน แลนด์ จำกัด (มหาชน)
Raimon Land Public Company Limited

ข้อมูลผู้ที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการแทนกรรมการที่ออกตามวาระ
Information on the nominated Directors to replace the Directors who retire by rotation

นายเวทย์ นุชเจริญ
Mr. Weidt Nuchjalearn

หัวข้อ	รายละเอียด
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	กรรมการ, บมจ. ศรีสวัสดิ์ พาวเวอร์ 1979 / Director, Srisawad Power 1979 PLC กรรมการ, บมจ. ทิพย์ประกันภัย / Director, Dhipaya Insurance PLC ประธานกรรมการตรวจสอบ, บมจ. ไทยฟู้ดส์ กรุ๊ป / Chairman of Audit Committee Director, Thaifood Group PLC
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies+	กรรมการ องค์การอุตสาหกรรมป่าไม้ กรรมการ องค์การสวนสัตว์แห่งประเทศไทย Director, Forest Industry Organization Director, Zoological Park Organization of Thailand
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่อาจทำให้มีความ ขัดแย้งทางผลประโยชน์ต่อบริษัท Directorship/executive position in other companies potentially having conflict of interest with the Company	ไม่มี None
เป็น/ไม่เป็นกรรมการที่มีส่วนร่วม ใน การบริหารงาน พนักงาน ลูกจ้าง หรือที่ปรึกษาที่ได้รับเงินเดือนประจำ ของบริษัทหรือบริษัทย่อย Being an executive director of the Company, an officer, an employee, or an advisor regularly receiving a salary from the Company or its subsidiary	ไม่มี None
เป็น/ไม่เป็นผู้ให้บริการทางวิชาชีพ ของบริษัทหรือบริษัทย่อย Being a professional service provider for the Company or its subsidiary	ไม่มี None
มี/ไม่มีความสัมพันธ์ทางธุรกิจที่มี นัยสำคัญ อันอาจมีผลทำให้ไม่ สามารถทำหน้าที่ได้อย่างเป็นอิสระ Having business relationship that may materially affect the independence of his/her performance	ไม่มี None
ข้อพิพาททางกฎหมาย Legal Dispute	ไม่มี None

บริษัท ไรมอน แลนด์ จำกัด(มหาชน)
Raimon Land Public Company Limited

ข้อมูลกรรมการอิสระประกอบกรมอบฉันทะของผู้ถือหุ้น และนิยามกรรมการอิสระ

Profiles of Independent Directors for Appointment as Proxy by the Shareholders and the Definition of Independent Directors

ชื่อ-นามสกุล Name	นายประดิษฐ์ ภัทรประสิทธิ์ Mr. Pradit Phataraprasit
ตำแหน่ง Position	ประธานกรรมการ/ กรรมการอิสระ/ กรรมการตรวจสอบ/ ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน Chairman of the Board of Directors/ Independent Director/ Audit Committee/ Chairman of Nomination and Remuneration Committee
อายุ Age	62 ปี 62 Years Old
ที่อยู่ Address	119/12 หมู่ที่ 3 ตำบลหัวดง อำเภอเมืองพิจิตร จังหวัดพิจิตร 119/12 Moo No. 3 Hua Dong Sub-district, Muang Pichit District, Phichit Province
ส่วนได้เสียทั้งทางตรงและทางอ้อมในวาระที่พิจารณา Direct or indirect interest in the agenda proposed	ไม่มี None

นิยามกรรมการอิสระ

Definition of Independent Directors

(นิยามกรรมการอิสระของบริษัท ซึ่งเป็นไปตามข้อกำหนดของสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ และตลาดหลักทรัพย์แห่งประเทศไทย)

(Definition of Independent Directors of the Company is in accordance with the requirements of the Office of the Securities and Exchange

Commission and the Stock Exchange of Thailand.)

- ถือหุ้นไม่เกินร้อยละ 1 ของจำนวนหุ้นที่มีสิทธิออกเสียงทั้งหมดของบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท ทั้งนี้ ให้นับรวมการถือหุ้นของผู้ที่เกี่ยวข้องของกรรมการอิสระรายนั้น ๆ ด้วย
- Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
- ไม่เป็นหรือเคยเป็นกรรมการที่มีส่วนร่วมในการบริหารงาน ลูกจ้าง พนักงาน ที่ปรึกษาที่ได้รับเงินเดือนประจำ หรือผู้มีอำนาจควบคุมของบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม บริษัทย่อยลำดับเดียวกัน ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็นกรรมการอิสระ ทั้งนี้ ลักษณะต้องห้ามดังกล่าว ไม่รวมถึงกรณีกรรมการอิสระซึ่งเคยเป็นข้าราชการ หรือที่ปรึกษาของส่วนราชการ ซึ่งเป็นผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท
- Neither being a director who takes part or used to take part in management, nor being or used to be an employee, a staff, an advisor who regularly receives salary, nor a person who have a control over the Company, the Company's parent company, its subsidiaries, or its associated companies, or its subsidiaries in the same level, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years before the date being appointed as an Independent Director. In this regard, such characteristics shall not include the case that Independent Director used to be a government officer or an advisor of a government sector which is the major shareholder or controlling person of the Company.
- ไม่เป็นบุคคลที่มีความสัมพันธ์ทางสายโลหิต หรือโดยการจดทะเบียนตามกฎหมายในลักษณะที่เป็นบิดามารดา คู่สมรส พี่น้อง และบุตร รวมทั้ง คู่สมรสของบุตร ของกรรมการรายอื่น ผู้บริหาร ผู้ถือหุ้นรายใหญ่ ผู้มีอำนาจควบคุม หรือบุคคลที่จะได้รับการเสนอให้เป็นกรรมการ ผู้บริหารหรือผู้มีอำนาจควบคุมของบริษัท หรือบริษัทย่อย
- Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as director, executive or controlling person of the Company or its subsidiary.
- ไม่มีหรือเคยมีความสัมพันธ์ทางธุรกิจกับบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท ในลักษณะที่อาจเป็นการขัดขวางการใช้วิจารณญาณอย่างอิสระของกรรมการอิสระ รวมทั้งไม่เป็นหรือเคยเป็นผู้ถือหุ้นที่มีนัย หรือผู้มีอำนาจควบคุมของผู้ที่มีความสัมพันธ์ทางธุรกิจกับบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็นกรรมการอิสระ
- อนึ่ง “ความสัมพันธ์ทางธุรกิจ” ให้เป็นไปตามคำนิยามที่กำหนดในข้อกำหนดที่เกี่ยวข้องของสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์
- Neither having, nor used to have any business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons in a manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither be, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, its parent company, its subsidiary, its associated company, its major shareholders, or its controlling persons, unless such director has resigned from the position for at least two years before the date being appointed as Independent Director.

In this regard, the definition of the terms “business relationship” shall be the same as the definition specified in the relevant notifications of the Office of the Securities and Exchange Commission.

5. ไม่เป็นหรือเคยเป็นผู้สอบบัญชีของบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท และไม่เป็นผู้ถือหุ้นที่มีนัย
ผู้มีอำนาจควบคุม หรือหุ้นส่วนของสำนักงานสอบบัญชีที่มีผู้สอบบัญชีของบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจ
ควบคุมของบริษัท สังกัดอยู่ เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็นกรรมการอิสระ
5. Neither being, nor used to be the auditor of the Company, its parent company, its subsidiary, its associated company, its major
shareholders, its controlling persons, nor being a key shareholder, controlling person or partner of the audit office having the auditor
providing auditing service to the Company, its parent company, its subsidiary, its associated company, its major shareholders, its
controlling persons, as a member, unless such director has resigned from such position for at least two years before the date being
appointed as Independent Director.
6. ไม่เป็นหรือเคยเป็นผู้ให้บริการทางวิชาชีพใด ๆ ซึ่งรวมถึงการให้บริการเป็นที่ปรึกษากฎหมายหรือที่ปรึกษาทางการเงินซึ่งได้รับค่าบริการเกินกว่า 2 ล้าน
บาทต่อปีจากบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท และไม่เป็นผู้ถือหุ้นที่มีนัย ผู้มีอำนาจควบคุม
หรือหุ้นส่วนของผู้ให้บริการทางวิชาชีพนั้นด้วย เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็น
กรรมการอิสระ
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that
received fees in the amount of more than Baht Two million per year from the Company, its parent company, its subsidiary, its associated
company, its major shareholders, its controlling persons, nor being shareholder, the controlling person, or partner of such professional
services provider, unless such director has resigned from such position for at least two years before the date being appointed as
Independent Director.
7. ไม่เป็นกรรมการที่ได้รับการแต่งตั้งขึ้นเพื่อเป็นตัวแทนของกรรมการของบริษัท ผู้ถือหุ้นรายใหญ่ หรือผู้ถือหุ้นซึ่งเป็นผู้ที่เกี่ยวข้องกับผู้ถือหุ้นรายใหญ่
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major
shareholders.
8. ไม่ประกอบกิจการที่มีสภาพอย่างเดียวกันและเป็นการแข่งขันที่มิชอบกับกิจการของบริษัท หรือบริษัทย่อย หรือไม่เป็นหุ้นส่วนที่มีนัยในห้างหุ้นส่วน หรือเป็น
กรรมการที่มีส่วนร่วมบริหารงาน ลูกจ้าง พนักงาน ที่ปรึกษาที่ได้รับเงินเดือนประจำหรือถือหุ้นเกินร้อยละ 1 ของจำนวนหุ้นที่มีสิทธิออกเสียงทั้งหมดของ
บริษัทอื่นซึ่งประกอบกิจการที่มีสภาพอย่างเดียวกันและเป็นการแข่งขันที่มิชอบกับกิจการของบริษัท หรือบริษัทย่อย
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor
being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who
receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the
business having the same nature and significantly competes with the businesses of the Company or its subsidiary.
9. ไม่มีลักษณะอื่นใดที่ทำให้ไม่สามารถให้ความเห็นอย่างเป็นอิสระเกี่ยวกับการดำเนินงานของบริษัท
9. Having no other conditions that may obstruct the independent expression of opinion on the Company's operation.

บริษัท ไรมอน แลนด์ จำกัด(มหาชน)

ข้อบังคับของบริษัทเฉพาะที่เกี่ยวกับการประชุมผู้ถือหุ้นและการออกเสียงลงคะแนน

ข้อ 33 คณะกรรมการต้องจัดให้มีการประชุมผู้ถือหุ้นเป็นการประชุมสามัญประจำปีภายใน 4 เดือนนับแต่วันสิ้นสุดของรอบปีบัญชีของบริษัท

การประชุมผู้ถือหุ้นคราวอื่นนอกจากที่กล่าวแล้วให้เรียกว่าการประชุมวิสามัญ คณะกรรมการจะเรียกประชุมผู้ถือหุ้นเป็นการประชุมวิสามัญเมื่อใดก็ได้แต่จะเห็นสมควร หรือผู้ถือหุ้นรวมกันนับจำนวนหุ้นได้ไม่น้อยกว่าร้อยละ 20 ของจำนวนหุ้นที่จำหน่ายได้ทั้งหมด หรือผู้ถือหุ้นไม่น้อยกว่า 25 คน ซึ่งมีหุ้นนับรวมกันได้ไม่น้อยกว่าร้อยละ 10 ของจำนวนหุ้นที่จำหน่ายได้ทั้งหมด จะเข้าชื่อกันทำหนังสือขอให้คณะกรรมการเรียกประชุมผู้ถือหุ้นเป็นการประชุมวิสามัญเมื่อใดก็ได้ แต่ต้องระบุเหตุผลในการขอให้เรียกประชุมไว้ให้ชัดเจนในหนังสือดังกล่าวด้วย คณะกรรมการต้องจัดให้มีการประชุมผู้ถือหุ้นภายใน 1 เดือนนับแต่วันได้รับหนังสือจากผู้ถือหุ้น

ข้อ 34 ให้ประธานกรรมการหรือกรรมการผู้ซึ่งได้รับมอบหมายจากประธานกรรมการ เป็นผู้กำหนดวัน เวลา และสถานที่ในการประชุมผู้ถือหุ้น ซึ่งสถานที่ที่ประชุมนั้น อาจกำหนดเป็นอย่างอื่นนอกเหนือไปจากท้องที่อันเป็นที่ตั้งสำนักงานใหญ่ของบริษัทหรือจังหวัดใกล้เคียงก็ได้

ข้อ 35 ในการเรียกประชุมผู้ถือหุ้น ให้คณะกรรมการจัดทำเป็นหนังสือนัดประชุมระบุสถานที่ วัน เวลา ระเบียบวาระการประชุม และเรื่องที่จะเสนอต่อที่ประชุม พร้อมด้วยรายละเอียดตามสมควร โดยระบุให้ชัดเจนว่าเป็นเรื่องที่จะเสนอเพื่อทราบ เพื่ออนุมัติหรือเพื่อพิจารณาแล้วแต่กรณี รวมทั้งความเห็นของคณะกรรมการในเรื่องดังกล่าว และจัดส่งให้ผู้ถือหุ้นและนายทะเบียนทราบไม่น้อยกว่า 7 วันก่อนวันประชุม และโฆษณาคำบอกกล่าวนัดประชุมในหนังสือพิมพ์ติดต่อกัน 3 วันก่อนวันประชุมไม่น้อยกว่า 3 วัน

ข้อ 36 ในการประชุมผู้ถือหุ้น ต้องมีผู้ถือหุ้นและผู้รับมอบฉันทะจากผู้ถือหุ้น (ถ้ามี) มาประชุมไม่น้อยกว่า 25 คน หรือไม่น้อยกว่ากึ่งหนึ่งของจำนวนผู้ถือหุ้นทั้งหมด และต้องมีหุ้นนับรวมกันได้ไม่น้อยกว่า 1 ใน 3 ของจำนวนหุ้นที่จำหน่ายได้ทั้งหมด จึงจะเป็นองค์ประชุม

ในกรณีที่ปรากฏว่า การประชุมผู้ถือหุ้นครั้งใดเมื่อล่วงเลยไปแล้วถึง 1 ชั่วโมง จำนวนผู้ถือหุ้น ซึ่งมาเข้าร่วมประชุมไม่ครบองค์ประชุมตามที่กำหนดไว้ หากว่าการประชุมผู้ถือหุ้นได้เรียกนัดเพราะผู้ถือหุ้นร้องขอ การประชุมเป็นอันระงับไป ถ้าการประชุมผู้ถือหุ้นนั้นมิใช่เป็นการเรียกประชุมเพราะผู้ถือหุ้นร้องขอ ให้นัดประชุมใหม่ และให้ส่งหนังสือนัดประชุมไปยังผู้ถือหุ้นไม่น้อยกว่า 7 วันก่อนวันประชุม ในการประชุมครั้งหลังนี้ ไม่บังคับว่าจะต้องครบองค์ประชุม

ข้อ 37 ในการประชุมผู้ถือหุ้น ผู้ถือหุ้นอาจมอบฉันทะให้บุคคลอื่นเข้าประชุมและออกเสียงแทนตนในการประชุมก็ได้ หนังสือมอบฉันทะจะต้องลงวันที่และลายมือชื่อของผู้ถือหุ้นที่มอบฉันทะ และจะต้องเป็นไปตามแบบที่นายทะเบียนกำหนด

หนังสือมอบฉันทะนี้จะต้องมอบให้แก่ประธานกรรมการหรือผู้ที่ประธานกรรมการมอบหมาย ณ ที่ประชุมก่อนผู้รับมอบฉันทะเข้าประชุม

- ข้อ 38 ประสานกรรมการเป็นประธานของที่ประชุมผู้ถือหุ้น ในกรณีที่ประธานกรรมการไม่อยู่ในที่ประชุมหรือไม่สามารถปฏิบัติหน้าที่ได้ ถ้ามีรองประธานกรรมการ ให้รองประธานกรรมการเป็นประธาน ถ้าไม่มีรองประธานกรรมการ หรือมีแต่ไม่สามารถปฏิบัติหน้าที่ได้ ให้ผู้ถือหุ้นซึ่งมาประชุมเลือกผู้ถือหุ้นคนหนึ่งเป็นประธานที่ประชุม
- ข้อ 39 มติของที่ประชุมผู้ถือหุ้นนั้นให้ประกอบด้วยคะแนนเสียงดังต่อไปนี้
- (1) ในกรณีปกติ ให้ถือคะแนนเสียงข้างมากของผู้ถือหุ้นซึ่งมาประชุมและออกเสียงลงคะแนน ถ้ามีคะแนนเสียงเท่ากัน ให้ประธานในที่ประชุมออกเสียงเพิ่มขึ้นอีกเสียงหนึ่งเป็นเสียงชี้ขาด
 - (2) ในกรณีดังต่อไปนี้ ให้ถือคะแนนเสียงไม่น้อยกว่าร้อยละ 75 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้น ซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน
 - (ก) การขายหรือโอนกิจการของบริษัททั้งหมดหรือบางส่วนที่สำคัญให้แก่บุคคลอื่น
 - (ข) การซื้อหรือรับโอนกิจการของบริษัทอื่นหรือบริษัทเอกชนมาเป็นของบริษัท
 - (ค) การทำ แก้ไข หรือเลิกสัญญาเกี่ยวกับการให้เข้ากิจการของบริษัททั้งหมดหรือบางส่วนที่สำคัญ
 - (ง) การมอบหมายให้บุคคลอื่นเข้าจัดการธุรกิจของบริษัท
 - (จ) การรวมกิจการกับบุคคลอื่น โดยมีวัตถุประสงค์จะแบ่งกำไรขาดทุนกัน
 - (ฉ) การแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิหรือข้อบังคับ
 - (ช) การเพิ่มหรือลดทุนของบริษัทหรือการออกหุ้นกู้
 - (ซ) การควบหรือเลิกบริษัท
- ข้อ 40 กิจการอันที่ประชุมสามัญประจำปีพึงกระทำมีดังนี้
- (1) พิจารณารายงานของคณะกรรมการที่เสนอต่อที่ประชุมแสดงถึงผลการดำเนินการของบริษัทในรอบปีที่ผ่านมา
 - (2) พิจารณาและอนุมัติงบดุลและบัญชีกำไรขาดทุน
 - (3) พิจารณาจัดสรรเงินกำไร
 - (4) พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ
 - (5) แต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน
 - (6) กิจการอื่น ๆ

Raimon Land Public Company Limited

Articles of Association Specifically Related to Shareholders' Meeting and Voting

Article 33 The Board of Directors shall hold the annual general meeting of shareholders within 4 months from the date ending the fiscal period of the Company.

Other meetings of shareholders in addition to the said meeting shall be called extra-ordinary meetings. The Board of Directors may convene an extra-ordinary meeting of shareholders at any time it deems appropriate. Alternatively, the shareholders holding shares in aggregate amounting to not less 20 per cent of the total number of shares sold, or there are 25 shareholders holding shares in aggregate amounting to not less than 10 per cent of the total number of shares sold, may subscribe their names to prepare a notice requesting the Board of Directors to convene an extra-ordinary meeting of shareholders at any time, but they shall also specify clear reasons for such request in the notice. The Board of Directors shall hold a meeting of shareholders within 1 month from the date of the receipt of the notice.

Article 34 The chairman of the Board of Directors or the director entrusted by the chairman shall determine a date, time and place of a meeting of shareholders. The place of the meeting may be determined to be other place than in the area of which the Company's head office is situated or in a neighboring province.

Article 35 In convening a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying the place, date, time, agendas, and matters to be proposed to the meeting together with appropriate details, and by expressly specifying as to the matters to be set for acknowledgement; approval, or consideration, as the case may be, including opinion of the Board of Directors on said matters, and send the same to the shareholders and the registrar for acknowledgment not less than 7 days before the meeting date. And, the notice of meeting shall also be announced in a newspaper for a consecutive period of 3 days and for not less than 3 days prior to the meeting date.

Article 36 In a meeting of shareholders, there shall be the shareholders and proxies (if any) present at the meeting in a number of not less than 25 persons or not less than one half of the total number of the shareholders, and there shall have shares in aggregate amounting to not less than 1/3 of the total number of shares sold, then, a quorum is formed.

In the case where it is found that at any meeting of shareholders, upon the lapse of 1 hour from the time determined for the commencement of the meeting, the number of the shareholders present is not sufficient to form a quorum as required, if such meeting is convened because the shareholders have requested, it shall be restrained, if such meeting is convened because the shareholders have not requested, it shall be re-convened and the notice of meeting shall be sent to the shareholders not less than 7 days prior to the meeting date.. In the subsequent meeting, no quorum is required.

Article 37 In a meeting of shareholders, the shareholders may authorise other persons as their own proxies to be present and vote at a meeting on their behalf. The A proxy document shall be dated and signed by the shareholders who authorised the persons as their own proxies and shall be pursuant to the form determined by the registrar.

A proxy document shall be submitted to the chairman of the Board or his or her entrusted person at the meeting's place before attending the meeting.

Article 38

The chairman of the Board shall preside over the meeting of shareholders. In the case where the chairman is not present at the meeting or cannot perform his or her duty, then a vice-chairman, if any, shall act as the chairman. If there is no vice-chairman, or, if there is a vice-chairman who, however, cannot perform his or her duty, then the shareholders present at the meeting shall elect one shareholder among them to be the chairman of the meeting.

Article 39 A resolution of the meeting of shareholders shall consist of votes as follows:

- (1) In a normal case, it shall consist of the majority of votes of the shareholders present and voting. In case of an equality of votes, the chairman of the meeting shall have one additional decisive vote.
- (2) In case of the followings, it shall consist of votes of not less than 75 per cent of the total votes of the shareholders present at the meeting and have the right to vote:
 - (a) to sale or transfer of business of the Company, in whole or in essential part, to other persons;
 - (b) to purchase or acceptance of transfer of business of other companies or private companies;
 - (c) to enter into, amend or terminate a contract relating to a lease of business of the Company, in whole or in essential part;
 - (d) to entrust other persons to manage the Company;
 - (e) to join business with other persons with the objectives of sharing profit and loss;
 - (f) to amend the Memorandum of Association or the Articles of Association;
 - (g) to increase or decrease the Company's capital or to issue debentures; and
 - (h) to amalgamate or dissolve the Company.

Article 40

The matters/businesses which an annual general meeting should act are as follows:

- (1) to reviewing the Board of Directors' report regarding the Company's operating performance during the previous period as proposed to the meeting;
- (2) to consider and approve the balance sheet and the profit and loss statement;
- (3) to consider the allocation of profits;
- (4) to consider the election of new directors in place of those who shall retire upon the expiration of their terms;
- (5) to consider the appointment of the auditor and determine the auditor's remuneration; and
- (6) Other business.

บริษัท ไรมอน แลนด์ จำกัด(มหาชน)

รายการเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม-
ต้องนำมาแสดงในวันประชุมผู้ถือหุ้น

ตามนโยบายคณะกรรมการตลาดหลักทรัพย์แห่งประเทศไทย เรื่อง ข้อพึงปฏิบัติสำหรับการจัดประชุมผู้ถือหุ้นของบริษัทจดทะเบียน ลงวันที่ 19 กุมภาพันธ์ 2542 โดยมีวัตถุประสงค์เพื่อให้บริษัทจดทะเบียนถือเป็นแนวทางปฏิบัติที่ดี ซึ่งจะเป็นการสร้างเชื่อมั่นให้เกิดขึ้นแก่ผู้ถือหุ้น ผู้ลงทุน และผู้ที่เกี่ยวข้องกับทุกฝ่าย และเพื่อให้การประชุมผู้ถือหุ้นของบริษัทจดทะเบียนเป็นไปด้วยความโปร่งใส ซื่อสัตย์ และเป็นประโยชน์ต่อผู้ถือหุ้น บริษัทฯ จึงเห็นควรกำหนดให้มีการตรวจสอบเอกสาร หรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม เพื่อให้ผู้ถือหุ้นยึดถือปฏิบัติต่อไป ทั้งนี้ เนื่องจากผู้ถือหุ้นบางรายอาจยังไม่คุ้นเคยกับข้อพึงปฏิบัติที่นำมาใช้ในการประชุมผู้ถือหุ้น บริษัทฯ จึงขอสงวนสิทธิที่จะผ่อนผันการยื่นเอกสาร หรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุมแต่ละรายการตามที่บริษัทฯ จะพิจารณาเห็นเหมาะสม

1. บุคคลธรรมดา

1.1 ผู้ถือหุ้นที่มีสัญชาติไทย

- (ก) บัตรประจำตัวของผู้ถือหุ้น (บัตรประจำตัวประชาชน หรือบัตรข้าราชการ หรือบัตรพนักงานรัฐวิสาหกิจ)
- (ข) ในกรณีมอบฉันทะ สำเนาบัตรประจำตัวของผู้มอบฉันทะ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

1.2 ผู้ถือหุ้นชาวต่างประเทศ

- (ก) หนังสือเดินทางของผู้ถือหุ้น
- (ข) ในกรณีมอบฉันทะ สำเนาหนังสือเดินทางของผู้มอบฉันทะ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

2. นิติบุคคล

2.1 นิติบุคคลที่จดทะเบียนในประเทศไทย

- (ก) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 30 วัน โดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์
- (ข) สำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะพร้อมบัตรประจำตัว หรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

2.2 นิติบุคคลที่จดทะเบียนในต่างประเทศ

- (ก) หนังสือรับรองนิติบุคคล
- (ข) สำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะพร้อมบัตรประจำตัว หรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้อง และหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศควรมีการรับรองลายมือชื่อโดยโนตารีพับลิคไม่เกิน 1 ปี

ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียนและยื่นเอกสารหรือหลักฐาน เพื่อการตรวจสอบ ณ สถานที่ประชุมได้
ตั้งแต่วันที่ 13:00 – 14:00 น. ของวันจันทร์ที่ 24 เมษายน 2560

Raimon Land Public Company Limited

List of documents or evidence verifying the identity of shareholder or its proxy entitled to attend the meeting which shall be presented on the date of the shareholders' meeting

The policy of the Board of Governors 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 verifying 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, copy of 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, copy of 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) copy of 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) Copy of 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 not exceeding 1 year.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1:00 – 2:00 p.m. on Monday April 24, 2017.

**Key Feature of the Scheme in relation to the offering of newly issued securities to employees¹ of
Raimon Land Public Company Limited (the “Company”) and its subsidiaries (collectively, the “Companies”) No.3
 (“RML-WC”)**

1. Reason and necessity of RML-WC

- To be a motivation and reward for the performance of the Companies’ employees, so that they will be encouraged to perform their work to the fullest and create the maximum return for the Companies and its shareholders.
- To create benefit to shareholders as the Companies will have key persons, having suitable skills and capabilities, working in cooperation to the best of their abilities, thus helping the Companies to have a good operational result and a financial stability which will enhance the future benefit for all shareholders.
- To further align the value of shareholders and key staff towards the goal of sustainable value creation

2. Details of the warrants to purchase ordinary shares

Name	:	Warrants to purchase the ordinary shares of Raimon Land Public Company Limited (RML-WC)
Types	:	Warrants entered in name certificates and non-transferable
Issuing amount	:	146,000,000 units
Offering price per unit	:	Baht 0 (zero Baht)
Exercise ratio	:	1 unit of warrant has the right to purchase 1 ordinary share, except there is an adjustment of right under the right adjustment conditions.
Exercise price	:	Baht 1.31 per share, except there is an adjustment of right under the right adjustment conditions.
Issuance date	:	Date to be determined by the Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer after the Company obtained the approval from the shareholders’ meeting.
Term of the warrants	:	3 years from the issuance date. In this regard, after the issuance of the warrants, the Company shall not extend the term of the warrants.
Allocation method	:	The Company shall issue and allocate 146,000,000 units of warrants to employees of the Companies and grant the board of directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer to consider and determine the qualifications of employees of the Companies eligible to

¹ Employees mean the Companies’ personnel including the executives

		receive the warrants and the amount of warrants in which each employee of the Companies shall receive.
Exercise condition and exercise period	:	<p>Save for the case where the employees are disqualified from exercising their right under the warrants as specified in item 3.2.3,</p> <p>After the allocation of the warrants, holders of the warrants can exercise their right to purchase ordinary shares 4 times per year in the proportion of not more than one-third of the allocated warrants each year by way of exercising such right on the last business day of the end of every quarter until the warrant is at maturity.</p> <p>In the event that the holders of the warrants do not fully exercise their right to purchase ordinary shares of the Company in each year, the allocated but unexercised warrants may be used in the following year.</p> <p>“exercise date” means the last business day of every quarter and the last exercise date shall be the period of 5 business days prior to the third anniversary of the issuance date of the warrants.</p> <p>“business day” means normal business day of the Company.</p>
Period for the notification of the intention to exercise the warrants	:	Holders of the warrants who intend to exercise their right to purchase the ordinary shares of the Company shall notify such intention during the period of 5 business days prior to each exercise date, except for the last exercise in which the intention must be notified during the period of 15 business days prior to the last exercise date.
Offering period	:	The Company must complete the offering of the warrants within 1 year from the date that the 2017 Annual General Meeting of Shareholders approved the issuance and offering of the warrants under RML-WC.
Shares accommodated for the exercise of the warrants	:	146,000,000 shares
Secondary market of the warrants	:	The Company will not list the warrants on the Stock Exchange of Thailand
Secondary market of the shares issued upon the exercise of the warrants	:	The Company will list the ordinary shares derived from the exercise of right under the warrants on the Stock Exchange of Thailand.
Events that require the issuance of new shares to accommodate	:	When the Company adjusts the exercise price and/or the exercise ratio pursuant to the provisions concerning the rights adjustment as stipulated in the Terms & Conditions,

the rights adjustment		which resemble the events stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants (as amended)
Any other rights and benefits other than the ordinary benefit of ordinary shares	:	-None-

3. Methods and conditions of the allocation of the warrants and the exercise of warrants

3.1 Methods and conditions of the allocation of the warrants

- 3.1.1 The Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer, upon approval by the 2017 Annual General Meeting of shareholders, shall have an authority to (1) consider and determine the qualification and names of the employees who are eligible to receive the warrants and the amount of warrants each employee shall receive; and (2) amend, add or decrease the amount of the warrants already allocated to the employees.
- 3.1.2 In the event that any employee is unable to exercise the right under the warrants as specified in Items 3.2.3, the Company may re-allocate the warrants returned from such employee to other employee(s). The Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer shall have the power to allocate the warrants by taking into account the criteria, conditions, and methods in compliance with the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551 Re: Offering of Newly Issued Securities to Directors and Employees of a Company dated December 15, 2008 (as amended).
- 3.1.3 The qualifications of the employees eligible for the allotment of the warrants are as follows:
 - (1) Being an employee of the Companies (i) whose probation period has passed and (ii) who is not a temporary employee; and
 - (2) In cases other than those stated in item (1) above, the Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer shall have authority to make considerations.

3.2 Conditions on the exercise of the warrants

- 3.2.1 The warrant holder must retain the status as an employee on the exercise date except for the case specified in item 3.2.2.
- 3.2.2 Exception cases are as detailed below:
 - (a) In the event that any warrant holder is no longer an employee due to death, disappearance, severe illness, or incompetence causing him/her to be incapable of managing his/her own affairs, or any other causes as the Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer deems appropriate, that person or a person specified as an heir or guardian or curator shall be entitled to exercise the right under the warrants during the term of such warrants.
 - (b) In the event that the warrant holder is no longer an employee due to retirement, such employee shall remain entitled to exercise the right under the warrants during the term of the warrants.

- (c) In the event that the warrant holder is no longer an employee due to the employment termination or removal from his/her position which does not result from his/her fault, or in the event that the warrant holder is no longer an employee due to the change of control in the Companies or any transfer ordered by the Companies, or any organizational restructuring, such warrant holder shall still remain entitled to exercise the right under the warrants during the term of the warrants.

3.2.3 Unless the Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer resolves otherwise, in the event that any warrant holder resigns or is dismissed, discharged or terminated as a result of his/her misconduct, such warrant holders shall no longer be entitled to exercise the right under the warrants and shall immediately return the unexercised warrants to the Company in order that the Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer shall be able to re-allocate the returned warrants to other employees as deemed appropriate.

3.2.4 In the event that the employee does not exercise the right to purchase the ordinary shares under the warrants or does not fully exercise their right under the warrants; and the term of warrants is expired, it shall be deemed that the employee of the Companies has waived their remaining right under the warrants and such employee shall have no claim against the Company.

3.2.5 The Board of Directors and/or the Chief Executive Officer and/or persons authorized by the Board of Directors and/or the Chief Executive Officer shall have full authority to consider, determine and amend the conditions for the exercise of right under the warrants, which may differ from those stated above.

4. Name of employees who are directors who shall receive the warrant are as follows:

No.	Name	Position	Amount of the allocated warrants (units)	Shares to be received from the exercise of the warrants	Percentage of the amount of the allocated warrant per total amount of warrant under RML-WC
1	Mr. Lee Chye Cheng Adrian	Chief Executive Officer /Director	Up to 7,300,000units	Up to 7,300,000 shares	Not exceeding 5%
2	Mr. Sataporn Amornvorapak	Chief Financial Officer / Director	Up to 7,300,000units	Up to 7,300,000 shares	Not exceeding 5%

5. Description and conditions of the warrants

The warrants to be issued and offered to the employees of the Company under RML-WC are subject to the notification of the Capital Market Supervisory Board No. Tor Chor. 32/2551 Re: The Offering of Newly Issued Securities to Directors or Employees of a Company dated December 15, 2008 (as amended), and the notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants (as amended) dated December 15, 2008 (as amended), or any other notification replacing them and any other relevant rules and regulations.

6. Dilution effect to shareholders

Currently, the Company has the remaining and unexercised (1) RML-W4 which are allocated to existing shareholders in the amount of 893,853,790 units, 1 unit of the RML-W4 shall be entitled to purchase 1 newly issued ordinary share

at the exercise price of Baht 1.97 per share and (2) RML-WB which are allocated to directors executives and/or employees in the amount of 89,000,000 units, 1 unit of the RML-WB shall be entitled to purchase 1 newly issues ordinary share at the exercise price of Baht 1.67 per share.

In the event that RML-WC holders fully exercise their right, the calculation is based on the assumption that the market price before the offering of shares is Baht 1.38 per share which is the weighted average price of shares of the Company traded for 7 consecutive days prior to the date of the Board of Director's Meeting No. 2/2017 on February 24, 2017 (between February 15, 2017 to February 23, 2017). The calculation details are as follows:

Case 1: RML-W4 and RML-WB are not exercised

Control Dilution

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Shares reserved for RML-WC}}{\text{Paid-Up Shares} + \text{Shares reserved for RML-WC}} \\
 &= \frac{146,000,000}{(3,575,483,607 + 146,000,000)} \\
 &= 3.92\%
 \end{aligned}$$

Price Dilution

$$\begin{aligned}
 \text{Price Dilution} &= \frac{(\text{Market Price before allotment} - \text{Market Price after allotment})}{\text{Market Price}} \\
 &= \frac{(1.38 - 1.377)}{1.38} \\
 &= 0.20\%
 \end{aligned}$$

Market Price after allotment is calculated from:

$$\begin{aligned}
 \text{Market Price after allotment} &= \frac{(\text{Paid-Up Shares} \times \text{Market Price}) + (\text{Shares reserved for RML-WC} \times \text{Exercise price of RML-WC})}{\text{Paid-Up Shares} + \text{Shares reserved for RML-WC}} \\
 &= \frac{(3,575,483,607 \times 1.38) + (146,000,000 \times 1.31)}{3,575,483,607 + 146,000,000} \\
 &= \frac{(4,934,167,378 + 191,260,000)}{3,721,483,607} \\
 &= \text{Baht 1.377}
 \end{aligned}$$

Case 2: RML-W4 are fully exercised, wherein the RML-W4 holders are not the existing shareholders and RML-WB are fully exercised

Control Dilution

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Shares reserved for RML-WC}}{\text{Paid-Up Shares} + \text{Shares reserved for RML-WC}}
 \end{aligned}$$

$$= \frac{146,000,000}{(3,575,483,607 + 893,853,790 + 89,000,000 + 146,000,000)}$$

$$= 3.10\%$$

Price Dilution

$$\text{Price Dilution} = \frac{(\text{Market Price} - \text{Market Price after allotment})}{\text{Market Price}}$$

$$= \frac{(1.38 - 1.495)}{1.38}$$

$$= -8.36\% \text{ (No Price dilution)}$$

Market Price after allotment is calculated from:

$$\begin{aligned} \text{Market Price after allotment} &= \frac{(\text{Paid-Up Shares} \times \text{Market Price}) + (\text{Shares reserved for RML-W4} \times \text{Exercise price of RML-W4}) + (\text{Shares reserved for RML-WB} \times \text{Exercise price of RML-WB}) + (\text{Shares reserved for RML-WC} \times \text{Exercise price of RML-WC})}{\text{Paid-Up Shares} + \text{Shares reserved for RML-W4} + \text{Shares reserved for RML-WB} + \text{Shares reserved for RML-WC}} \\ &= \frac{(3,575,483,607 \times 1.38) + (893,853,790 \times 1.97) + (89,000,000 \times 1.67) + (146,000,000 \times 1.31)}{(3,575,483,607 + 893,853,790 + 89,000,000 + 146,000,000)} \\ &= \frac{(4,934,167,378 + 1,760,891,966 + 148,630,000 + 191,260,000)}{4,704,337,397} \\ &= \text{Baht 1.495} \end{aligned}$$

7. Right of shareholders to oppose the offering

The offering of warrants to the employees of the Companies must be approved by the shareholders meeting by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, and no shareholder(s) having an aggregate shareholding of more than 10 percent of the votes of the shareholders attending the meeting and vote oppose the issuance and offering of the warrants.

8. Obligation between the Company and employees of the Company in the issuance of the warrants

-None-

9. List of independent directors whom the shareholders may appoint as their proxies to attend the shareholders' meeting

1. Mr. Pradit Phataraprasit

(F 53-4)

Capital Increase Form
Raimon Land Public Company Limited
February 24, 2017

We, Raimon Land Public Company Limited (the “**Company**”) hereby notify the resolutions of the Board of Directors’ Meeting No. 2/2017 held on February 24, 2017, during 10.30-14.00 hours, in relation to the reduction of the registered capital, the increase of the registered capital and the allocation of the newly issued ordinary shares as follows:

1. The reduction and increase of the registered capital

- 1.1 The Board of Directors’ Meeting approved to reduce the registered capital of the Company from Baht 4,558,354,509 to Baht 4,558,337,397 by canceling 17,112 unissued shares of the Company with a par value of Baht 1 per share.
- 1.2 The Board of Directors’ Meeting approved to increase the registered capital of the Company from Baht 4,558,337,397 to Baht 4,704,337,397 by issuing 146,000,000 newly issued ordinary shares with a par value of Baht 1 per share, totaling Baht 146,000,000, detailed as follows:

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary	146,000,000	1	146,000,000
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of new shares

2.1 Details of allotment

Allotted to	Type/Number (shares)	Ratio (Old : New)	Sale price per share (Baht)	Date and time of subscription and share payment	Remark
To accommodate the exercise of the warrants to purchase ordinary shares of the Company which will be allocated to employees of the Company and its subsidiaries (collectively, the “ Companies ”) under the Scheme in relation to the Offering of Newly Issued Securities to Employees of the Companies No.3	146,000,000	<u>Exercise ratio:</u> 1 unit per 1 share	<u>Exercise price:</u> Baht 1.31 per 1 share	Remark 1	

Remark:

1. Authorized the Board of Directors and/or the Chief Executive Officer and/or a person authorized by the Board of Directors and/or the Chief Executive Officer to consider and determine other details with regard to the issuance and offering of the new shares to accommodate the exercise of warrants to employees of the Companies including, but not limited to, (1) allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, other conditions and details in connection with the allocation of such newly issued ordinary shares; and (2) entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and (3) execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

Please refer to the details in the Key Feature of The Scheme in relation to the Offering of Newly Issued Securities to Employees of Raimon Land Public Company Limited and its Subsidiaries No.3 (**Enclosure 1**)

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

There will not be fractions of shares.

3. Schedule for shareholders meeting to approve the capital increase and the allocation of shares

The Company will convene the 2017 Annual General Meeting of Shareholders on April 24, 2017 at 14.00 hours at Ballroom, 4th floor, Conrad Bangkok hotel, No.87 Witthayu Rd, Khwaeng Lumpini, Khet Pathum Wan, Krung Thep Maha Nakhon 10330 and the date for determining the names of shareholders who shall be entitled to attend the 2017 Annual General Meeting of Shareholders will be on March 13, 2017 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer will be on March 14, 2017.

4. Approval of the reduction of capital and the capital increase/share allotment by relevant governmental agency and related conditions

- 4.1 The Company will register the reduction of the registered capital and the increase of registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.
- 4.2 The Company will list the ordinary shares derived from the exercise of right under the warrants on the Stock Exchange of Thailand.

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

5.1 Objectives of the capital increase

- 5.1.1 To accommodate the exercises of right under the warrants offered to employees of the Companies
- 5.1.2 To encourage employees of the Companies and to retain personnel with high capability and effectiveness working for the Companies on the long-term basis and also support the personnel's willingness to work for the benefit of the Companies and Shareholders for the future.

5.2 The plans for utilizing proceeds received from the capital increase

The Company shall utilize all proceeds from the capital increase as a working capital of the Company.

6. Benefits which the companies will receive from the capital increase/share allotment

1. To remain the Company's cash flow liquidity.
2. The Company shall have more capital for investing and expanding the business.
3. To encourage employees of the Companies and to retain personnel with high capability and effectiveness working for the Companies on the long-term basis and also support the personnel's willingness to work for the benefit of the Companies and Shareholders for the future.

7. Benefits which the shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

The Company has a policy to pay dividend at the rate of not exceeding 50 percent 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.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from

The holder of the warrants shall be entitled to receive dividends from the Company's business operations when holders of the warrants exercise their rights under the warrants by subscribing for the newly issued ordinary shares of the Company and are registered as the shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment

Currently, the Company has the remaining and unexercised (1) RML-W4 which are allocated to existing shareholders at the amount of 893,853,790 units, 1 unit of the RML-W4 shall be entitled to purchase 1 newly issued ordinary share at the exercise price of Baht 1.97 per share and (2) RML-WB which are allocated to directors, executives and/or employees in the amount of 89,000,000 units, 1 unit of the RML-WB shall be entitled to purchase 1 newly issued ordinary share at the exercise price of Baht 1.67 per share.

In the event that warrant holders fully exercise their right, the calculation is based on the assumption that the market price before the offering of shares is Baht 1.38 per share which is the weighted average price of shares of the Company traded for 7 consecutive days prior to the date of the Board of Director's Meeting No. 2/2017 on February 24, 2017 (between February 15, 2017 to February 23, 2017). The details are as follows:

Case 1: RML-W4 and RML-WB are not exercised

Control Dilution

3.92 percent

Price Dilution

0.20 percent

Case 2: RML-W4 are fully exercised, wherein the RML-W4 holders are not the existing shareholders and RML-WB are fully exercised

Control Dilution

3.10 percent

Price Dilution

-8.36 percent (no price dilution)

Please refer to the details of effects to shareholders contemplated in Key Feature of the Scheme in relation to the Offering of Newly Issued Securities to Employees of Raimon Land Public Company Limited and its Subsidiaries No.3 (**Enclosure1**)

9. Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in the case that such performance of duty cause damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act B.E. 2535 (as amended). In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535 (as amended).

10. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 2/2017	February 24, 2017
2.	The date for determining the names of shareholders who shall entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date)	March 13, 2017
3.	The date for gathering the names of shareholders under section 225 of Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer	March 14, 2017
4.	2017 Annual General Meeting of Shareholders	April 24, 2017
5.	Registration of capital reduction with the Department of Business Development, the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution
6.	Registration of capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution

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

Please be informed accordingly

Sincerely yours,

Mr. Sataporn Amornvorapak

Authorized Director

บริษัท ไรมอน แลนด์ จำกัด (มหาชน) (Raimon Land Public Company Limited)

สิ่งที่ส่งมาด้วยลำดับที่ 9

Enclosure 9

แผนที่: สถานที่จัดการประชุมสามัญผู้ถือหุ้นประจำปี 2560 (Map: Venue of the 2017 Annual General Shareholders Meeting)

ห้องบอลรูม ชั้น 4 โรงแรมคอนราด กรุงเทพฯ เลขที่ 87 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 โทรศัพท์ 02-690-9999

Ballroom, 4th Floor, Conrad Bangkok Hotel, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 Tel. 02-690-9999

