

March 26, 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

To: Shareholders

- Enclosure**
1. Copy of the minutes of the 2017 Annual General Meeting of Shareholders
 2. Annual report comprises Copy of the audited Financial Statement ended December 31, 2017 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. Capital Increase Form (F 53-4)
 5. Amendment to Article 33 of the Article of Association of Raimon Land Public Company Limited
 6. Profiles of the Independent Director for Appointment as Proxy by the Shareholders and the definition of Independent Directors
 7. The Articles of Association of Raimon Land Public Company Limited specifically related to shareholders meeting
 8. 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
 9. Map of the venue
 10. Proxy form

NOTICE is hereby given that **the 2018 Annual General Meeting of Shareholders** of Raimon Land Public Company Limited (the “Company”) be held on **Friday April 27, 2018, at 2.00 p.m., at Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120** to consider the following agendas:

Agenda 1 **To consider and certify the Minutes of the 2017 Annual General Meeting of Shareholders**

Facts and rationale

The Company prepared a copy of the Minutes of the 2017 Annual General Meeting of Shareholders held on April 24, 2017 and submitted to the Stock Exchange of Thailand (the “SET”) within 14 days from the date of the meeting as required by laws and the Department of Business Development, the Ministry of Commerce (the “DBD”) within the period required by laws, including publishing the said Minutes of the 2017 Annual General Meeting of Shareholders on the Company’s website in order to be another portal to communicate with shareholders. Nevertheless, there was no opposition or request to amend the said Minutes. The details of which are set out in **Enclosure 1**.

Opinion of the Board of Directors

The Board of Directors considered and viewed that the Minutes of the 2017 Annual General Meeting of Shareholders has been correctly and completely recorded. Therefore, it is appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the said Minutes.

Voting

The resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

Agenda 2

To consider and acknowledge the Company's operating results for the fiscal year ended December 31, 2017, the annual report of the Board of Directors for year 2017 and the Company's business plan and strategy

Facts and rationale

The Company has summarized the Company's operating results and the key changes of the Company occurred during the fiscal year ended December 31, 2017 in the Annual Report of the Board of Directors for 2017, including the Company's business plan and strategy, as detailed in **Enclosure 2** delivered to shareholders together with this invitation.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and acknowledge the Company's operating results and the key changes of the Company occurred during the fiscal year ended December 31, 2017 in the Annual Report of the Board of Directors for 2017, including the Company's business plan and strategy, as detailed above.

Voting

This agenda item is for acknowledgement and no casting vote is required.

Agenda 3

To consider and approve the audited financial statements of the Company for the fiscal year ended December 31, 2017

Facts and rationale

Pursuant to Section 112 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "**PCL Act**") and Article 43 of the Company's Article of Association requires that the Company shall prepare the financial position statements and the profit and loss statements for every fiscal year to propose a general meeting of shareholders in every year for consideration and approval.

The Company has prepared the financial position statements and the profit and loss statements for the fiscal year ended December 31, 2017, which have been audited by the Company's auditor and reviewed by the Audit Committee, including obtaining the approval from the Board of Directors, where the details are set out in **Enclosure 2**

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the financial position statements and the profit and loss statements of the Company for the fiscal year ended December 31, 2017 which have been audited by the Company's auditor and reviewed by the Audit Committee, including obtaining the approval from the Board of Directors, as detailed above.

Voting

This resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

Agenda 4

To consider and approve the appropriation of profit as legal reserve and the dividend payments for the year 2018

Facts and rationale

Under Section 116 of the PCL Act 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 Baht 4,704,337,397 as registered capital and legal reserve of Baht 109,000,000, equivalent to 2.32 percent of the registered capital which is still less than 10 percent of the registered capital. However, from the audited financial statements in respect of the previous year ended December 31, 2017, it was revealed that the Company has a net loss of Baht 42,638,549. Thus, the Company proposes that the 2018 Annual General Meeting of Shareholders consider and approve that the annual profit not be appropriated as legal reserve.

In addition, under Section 115 of the PCL Act and Article 45 of the Company's Articles of Association, no dividend shall be paid out of funds other than profit and in the case where the company still sustains an accumulated loss, no dividend shall be paid. Also, the Company has a policy to pay dividend in the form of cash of not more than 50 percent of net profit after tax and all legal reserves specified by the Company when the Company has profit and no accumulated loss. In this regard, the payment of such dividend may be subject to change depending on the investment plans, needs and other appropriate reasons of the Company in the future.

In this regard, the Company has the unappropriated retained earnings from the Company's operating results pursuant to the Company's financial position statements for the fiscal year ended December 31, 2017 in the amount of Baht 1,556,677,361, the Company proposes that the 2018 Annual General Meeting of Shareholders consider and approve the dividend payments from the Company's unappropriated retained earnings at the rate of Baht 0.0313 per share, or equivalent to Baht 111,912,637 in total, or representing 7.19 of the Company's unappropriated retained earnings.

A comparison of the dividend payments for the Company's operating results for year 2015 to 2017

Details of dividend payment	Year 2017 (as proposed)	Year 2016	Year 2015
1. Net profit (business specific) (Baht)	N/A*	149,604,144	776,309,916

Details of dividend payment	Year 2017 (as proposed)	Year 2016	Year 2015
2. Number of the Company's issued shares (Shares)	3,575,483,607	3,575,483,607	3,575,483,607
3. Amount of dividend per share (Baht)	0.0313	0.070	0.055
4. Total amount of dividends paid (Baht)	111,912,637	250,283,852	196,651,598
5. Percentage of the net profit according to the separate financial statements (Percent)	N/A*	167.30	25

Remark:

*This is because the payment of dividends for 2018 is considered based on the accumulation of profits.

However, the right to receive the dividend is uncertain unless the 2018 Annual General Meeting of Shareholders grants approval.

In this regard, the Company will pay the dividend to the shareholders on May 25, 2018 provided that May 8, 2018 is fixed as the record date for determining the names of the shareholders who are entitled to receive the dividends.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders further consider and approve the following matters:

- (1) To approve the non-appropriation of the net profit as legal reserve of the Company as from the audited financial statements in respect of the previous year ended December 31, 2017, the Company has a net loss; and
- (2) The distribution of dividend from the Company's accumulated profit at the rate of Baht 0.0313 per share, totaling Baht 111,912,637 according to the above details.

Voting

This resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

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 PCL Act 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 and directors vacating office may be re-elected.

In this regard, directors who must vacate office in the first and second years following the conversion into a Public Company. If the Company's Article of Association does not provide otherwise, 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 2018 Annual General Meeting of Shareholders, the three 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 2017	Number of Subcommittee meeting attendance in the year 2017	Term of directorship in the Company
1.Mr.Pradit Phataraprasit	Independent Director/ Audit Committee/ Chairman of the Nomination and Remuneration Committee	6/7	4/5 2/2	5 years 3 months
2. Mr. Lee Chye Cheng Adrian	Director/ Enterprise Risk Management Committee member	7/7	4/4	5 years 3 months
3. Miss Nuch Kalyawongsa	Director	7/7	-	5 years 3 months

In this regard, the Nomination and Remuneration Committee, has reviewed the qualifications of the three directors who will retire by rotation at the 2018 Annual General Meeting of Shareholders and views that these three persons have the knowledge, capability, experience, and skills that will be beneficial for the Company's operation. Additionally, the three aforementioned Director candidates, according to the nomination procedures and is of the opinion that the three candidates are qualified and do not possess any prohibited characteristics under the Public Limited Company Act and 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 3** which has been sent to the Shareholders together with this invitation.

Opinion of the Board of Directors

The Board of Directors (by the members of the Board of Directors having no conflict of interest) considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the re-election of Mr. Pradit Phataraprasit, Mr. Lee Chye Cheng Adrian and Miss Nuch Kalyawongsa.

Voting

This resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

Agenda 6 To consider and approve the directors’ remuneration and bonus for the year 2018

Facts and rationale

According to Section 90 of the PCL Act 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.

According to Section 90 of the PCL Act 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 2018 is determined to be in the amount of not exceeding Baht 9,000,000 (Nine Million Baht), whereby the Board of Directors shall be authorized to allocate the monetary remuneration in favour of the directors for the year 2018 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. Therefore, the Company proposes that the 2018 Annual General Meeting of Shareholders consider and approve the directors’ remuneration and bonus for the year 2018.

- (1) Monthly director’s remuneration as per the following details

Table of Comparison of the Directors' Remuneration For 2018 and 2017

<i>Name of Directors</i>	<i>Monthly Fee 2017 (Baht)</i>	<i>Proposed remuneration for the year 2018</i>		
		<i>Position</i>	<i>Monthly Fee per position (Baht)</i>	<i>Total Monthly Fee (Baht)</i>
1. Mr. Pradit Phataraprassit	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. Siri Ganjarende	66,000	Director	28,000	68,000
		Chairman of the Audit Committee	25,000	
		Member of the Enterprise Risk Management Committee	15,000	
3. Mr. Lee Chye Tek Lionel	275,000	Chairman of Executive Committee	250,000	275,000
		Member of the Nomination and Remuneration Committee	10,000	
		Member of the Enterprise Risk Management Committee	15,000	
4. Mr. Roland Pang Tze Vui	43,000	Director	28,000	43,000
		Member of the Enterprise Risk Management Committee	15,000	
5. Mr. Weidt Nuchjalearn	76,000	Director	28,000	76,000
		Chairman of the Enterprise Risk Management Committee	20,000	
		Member of the Audit Committee	18,000	
		Member of the Nomination and Remuneration Committee	10,000	
6. Nuch Kalayawongsa	28,000	Director	28,000	28,000
Total (Baht)	573,000		575,000	575,000

Remark:

Directors who are also executives will not receive remuneration as directors as they already receive remuneration in the form of a monthly salary.

(2) Director's Bonus

Additionally, the Nomination and Remuneration Committee has considered and proposed to delegate the Board of Directors to be authorized to allocate bonuses in favour of the Directors for the year 2018 as deemed appropriate. In this regard, the combined total of the bonuses and the above monthly remuneration shall be an amount not exceeding Baht 9,000,000.

Opinion of Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the remuneration and bonuses for the directors for 2018 as detailed above.

Voting

This resolution of this agenda item requires a vote of not less than two-thirds the total votes of shareholders attending the meeting and casting their votes, including abstention from the calculation base.

Agenda 7

To consider and approve the appointment of the Company's auditors and the auditors' remuneration for the year 2018

Facts and rationale

Under Section 120 of the PCL Act, 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 that EY Office Ltd as the Company's auditors for the financial year ending December 31, 2018 and appoint any of the following auditors 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, 2017) and/or |
| 2. Miss Siraporn Ouuanunkun | Certified public accountant No. 3844
(never certified the Company's financial statements) and/or |

3. Mr. Chatchai Kasemsrithanawat

Certified Public Accountant No.
5813 (never certified the Company's
financial statements)

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.

Additionally, the Company proposes that the 2018 Annual General Meeting of Shareholders consider and approve the auditors' remuneration in the amount of not exceeding Baht 1,920,000 (One million nine hundred and twenty thousand Baht).

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

Auditors' Remuneration	Fiscal Year 2018	Fiscal Year 2017
1. Auditing fee	Not more than Baht 1,920,000	Not more than Baht 1,820,000
2. Other service expenses	-	-

Remark In the case where the auditor of subsidiaries company is under another audit office. The Board of Directors will supervise the Company to prepare financial statements on time.

Opinion of Board of Directors

The Board of directors consider and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the appointment of the auditors from EY Office Ltd. as the Company's auditors for 2018 and the auditors' remuneration of not more than Baht 1,920,000 (One Million nine hundred and twenty thousand Baht).

Voting

This resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

Agenda 8

To consider and approve the issuance and offering of debentures

Facts and rationale

Since the Company wishes to utilize the working capital in its business operation, therefore, it seeks for funding at a lower cost than a loan from the financial institution.

Therefore, in order to reduce such cost, the Company proposes that the 2018 Annual General Meeting of Shareholders consider and approve the issuance and offering of debentures in the amount of not exceeding Baht 4,500 million, where the details of which are set out as follows:

Objectives	As working capital and/or appropriate source of funds for the operations and performance of the Company and/or related business expansion and/or repayment of loans and/or redemption of the debentures and/or Land acquisition.
Type of Debentures	Any type of debentures, whether secured or unsecured, amortized or bullet payment, with or without debenture holders' representative, subject to market conditions at the time of issuance and offering of the relevant debentures.
Amount	Not exceeding Baht 4,500 million. In case of an issuance in a foreign currency, the prevailing exchange rate on the date the debentures are issued and offered (" Issue Date ") shall be applied on each occasion.
Currency	Thai Baht / US Dollar, and/or any other foreign currencies.
Offering	<p>To be offered domestically and/or internationally to any general investors and/or on a private placement basis and/or the institutional investors and/or high net worth investors and/or any specific investors and/or any investors as specified by the Capital Market Supervisory Board; either in whole or in part, which could be single or multiple offerings and/or on a revolving basis.</p> <p>The offering can also be made to existing holders of debentures, which are going to be reach maturity or redeemed prematurely. In this regard, the Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from relevant regulatory.</p>
Interest Rate	This will be subject to the prevailing market conditions at the time of issuance and offering or under the terms and conditions of the debentures issued at such time.
Maturity	Not exceeding 7 years from the date of issuance.
Early Redemption	The debentureholders and/or the Company may or may not have the right to redeem debentures prior to their maturity, subject to the terms and conditions of each debenture issuance. In this regard, the Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from relevant regulatory.
Special Conditions	In the event where the Company has redeemed or repaid the principal of the debentures issued under the offering amount authorized above, the Company may additionally issue and offer new debentures in substitution within the offering amount as provided above.

In this regard, the Board of Directors and/or any person designated by the Board of Directors shall be authorized to determine the types, terms, the offering price, details

of the debentures to be issued, to execute the terms and conditions of the debentures relating to rights and duties of the issuer and the debentureholders, to determine and amend the terms and conditions, and the details relating to the issuance and offering of the debentures to be issued each time, to appoint the underwriter and the registrar, to enter into and execute the Underwriting Agreement and/or other relevant agreements, as well as to have the power to negotiate and agree on the fees and expenses in relation to such relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities and/or other relevant person(s), including to have the power to certify any acts performed in relation to the issuance and offering of the debentures and to do any acts and things necessary for and in relation to the carrying out of the issuance and offering of the debentures and in compliance with the applicable law.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the issuance and offering of debentures in the amount of not exceeding Baht 4,500 million as detailed above.

Voting

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, including abstention in the calculation base.

Agenda 9

To consider and approve the cancellation of the issuance and offering of warrants to the employees of the Company and its subsidiaries to purchase ordinary shares of the Company (RML-WC) under the Scheme of the Offering of Newly Issued Securities to Employees of Raimon Land Public Company Limited and its Subsidiaries No.3 (ESOP)

Facts and rationale

Following that the 2017 Annual General Meeting of Shareholders, held on April 24, 2017, had resolved to approve the issuance and offering of warrants to purchase ordinary shares of the Company (RML-WC) to the employees of the Company and its subsidiaries under the Scheme of the Offering of Newly Issued Securities to Employees of Raimon Land Public Company Limited and its Subsidiaries No.3 (ESOP) (the “**RML-WC Warrants**”) in the amount of not exceeding 146,000,000 units, at no cost. Nevertheless, the Company’s business operating results and performance has not achieved and met the requirements set out under the Company’s policy in order to allocate the RML-WC Warrants to the employees of the Company and its subsidiaries.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the cancellation issuance and offering the RML-WC Warrants, as detailed above.

Voting

This resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

Agenda 10

To consider and approve the reduction of the Company's registered capital by cancelling authorized but unissued shares of the Company and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

Facts and rationale

The Company wishes to cancel the issuance and offering the RML – WC as detailed in Agenda 9 and the Company wishes to increase its registered capital to accommodate the exercise of warrants to purchase ordinary shares of the Company, which details shall be proposed in Agenda 11.

To be in compliance with Section 136 of the PCL Act, which requires that a public company the Company may increase its capital by issuing new shares only when all of the authorized 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, the Company therefore proposes that the 2018 Annual General Meeting of Shareholders consider and approve the reduction of the Company's registered capital by Baht 146,000,000, from the existing registered capital of Baht 4,704,337,397 to Baht 4,558,337,397, by cancelling 146,000,000 authorized but unissued shares, with a par value of Baht 1 per share.

In addition, to be in line with the reduction of the Company's registered capital, the Company proposes that the 2018 Annual General Meeting of Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital by adopting the following wordings in replacement thereof:

“Clause 4	Registered Capital	Baht 4,558,337,397	(Four thousand five hundred fifty eight million three hundred thirty seven thousand three hundred ninety seven Baht)
	Divided into	4,558,337,397 shares	(Four thousand five hundred fifty eight million three hundred thirty seven thousand three hundred ninety seven shares)
	Par value per share	Baht 1	(One Baht)
	Divided into		
	Ordinary shares	4,558,337,397 shares	(Four thousand five hundred fifty eight million three hundred thirty seven thousand three hundred ninety seven shares)
	Preference shares	- shares	(-)”

and delegate the power to the person(s) authorized by the Board of Directors to register the amendment to the Memorandum of Association with the DBD to amend or add wordings in accordance with the Registrar's instruction.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the reduction of the Company's registered capital by Baht 146,000,000, from the existing registered capital Baht 4,704,337,397 to Baht 4,558,337,397, by cancelling authorized but unissued shares of the Company in the number of 146,000,000 shares, with a par value of Baht 1 per share, and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, as detailed above.

Voting

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, including abstention in the calculation base.

Agenda 11

To consider and approve the increase of the Company's registered capital by issuing 23,077,407 newly issued ordinary shares to accommodate the right adjustment for the exercise of warrant to purchase ordinary shares of the Company (RML-W4 and RML-WB) and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Facts and rationale

Following that the 2017 Annual General Meeting of Shareholders had resolved to approve the dividend payments to the Company's shareholders at the dividend payout ratio of 167.30 pursuant to the separated financial statements, under the terms and conditions of warrants to purchase ordinary shares of the Company, in the case that the Company declare the dividend payment at the rate of more than 90 percent of the Company's net profit after deducting corporate income tax from the Company's business operating results for any fiscal period during the terms of warrants, the Company will adjust the exercise price and the exercise ratio of warrants. Therefore, the Company has already adjusted the exercise price and the exercise ratio of warrant to purchase ordinary shares of the Company (RML-W4 and RML-WB) (the "**RML-W4 and RML-WB Warrants**"). Nevertheless, in order to maintain the remaining RML-W4 and RML-WB Warrants to be in line with the number of the Company's newly issued ordinary shares issued to be accommodated the exercise of the RML-W4 and RML-WB Warrants according to the ratio adjusted by the adjustment of the exercise price and the exercise ratio of the RML-W4 and RML-WB Warrants, the Company is required to propose that the 2018 Annual General Meeting of Shareholders to consider and approve the increase the Company's registered capital by Baht 23,077,407, from the existing registered capital of Baht 4,558,337,397 to Baht 4,581,414,804, by issuing 23,077,407 newly issued ordinary shares, with a par value of Baht to accommodate the adjustment of the exercise price and the exercise ratio of the RML-W4 and RML-WB Warrants, where the details are set out in **Enclosure 4**.

In addition, to be in line with the increase of the Company's registered capital as detailed above, the Company proposes that the 2018 Annual General Meeting of

Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association by adopting the following wordings in replacement thereof:

“Clause 4	Registered Capital	Baht 4,581,414,804	(Four thousand five hundred eighty one million four hundred fourteen thousand eight hundred and four Baht)
	Divided into	4,581,414,804 shares	(Four thousand five hundred eighty one million four hundred fourteen thousand eight hundred and four shares)
	Par value per share	Baht 1	(One Baht)
	Divided into		
	Ordinary shares	4,581,414,804 shares	(Four thousand five hundred eighty one million four hundred fourteen thousand eight hundred and four shares)
	Preference shares	- share	(-)”

and delegate the power to the person(s) authorized by the Board of Directors to register the amendment to the Memorandum of Association with the DBD to amend or add wordings in accordance with the Registrar's instruction.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the increase of the Company's registered capital by issuing 23,077,407 newly issued ordinary shares to accommodate the right adjustment for the exercise of the RML-W4 and RML-WB Warrants and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, as detailed above.

Voting

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, including abstention in the calculation base.

Agenda 12 To consider and approve the allocation of the Company's newly issued ordinary shares

Facts and rationale

As the Company wishes to increase its registered capital by issuing 23,077,407 newly issued ordinary shares to accommodate the adjustment of the exercise price and the exercise ratio of the RML-W4 and RML-WB Warrants, the Company proposes that

the 2018 Annual General Meeting of Shareholders consider and approve the allocation of the Company's newly issued ordinary shares in the number of not exceeding 23,077,407 shares to accommodate the exercise of the RML-W4 and RML-WB Warrants.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the allocation of the Company's newly issued ordinary shares in the number of not exceeding 23,077,407 shares to accommodate the exercise of the RML-W4 and RML-WB Warrants, as detailed above.

Voting

This resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding abstention from the calculation base.

Agenda 13 To consider and approve the amendment to the Company's Articles of Association

Facts and rationale

The Company wishes to amend Clause 33 of the Company's Articles of Association to be in line with Section 100 of the PCL Act as amended in accordance with the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation, where the details of which are set out in **Enclosure 5** and delegate the power to the person(s) authorized by the Board of Directors to register the amendment to the Articles of Association with the DBD to amend or add wordings in accordance with the Registrar's instruction.

Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the amendment to Clause 33 of the Company's Articles of Association to be in line with Section 100 of the PCL Act, as detailed above.

Voting

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, including abstention in the calculation base.

Agenda 14 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 26, 2018. Therefore, the Company hereby invites all shareholders to attend the 2018 Annual General Meeting of Shareholders, April 27, 2018, at 2.00 p.m., at Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. 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. Siri Ganjarerndee or Mr. Weidt Nuchjalearn**, 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 6**. 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 8**, 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, 2018.

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 8**. 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 7**.

Remark Any shareholder who wishes to receive the 2017 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

(Translation)



**Minutes of the 2017 Annual General Meeting of Shareholders
of
Raimon Land Public Company Limited (the “Company”)**

Date, venue and time

The meeting was held 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

Meeting commencement

Mr. Pradit Phataraprasit acted as the Chairman of the Meeting (the “**Chairman**”) and Mr. Sataporn Amornvorapak acted as the Company Secretary of the Meeting (the “**Company Secretary**”), informed that in today’s meeting, there are 352 shareholders and proxies attending the Meeting, with 200 shareholders attending in person and 152 attending by proxy, together holding an aggregate of 1,349,805,346 shares or equivalent to 37.75 percent which is more than one-third of the total issued shares of the Company (the Company has the total of 3,575,483,607 shares) constituting a quorum according to the Article of Association of the Company. The directors, executives and advisors the Company attending the Meeting were then introduced as follows:

Directors attended:

- | | |
|------------------------------|---|
| 1. Mr. Pradit Phataraprasit | Independent Director, Chairman of the Board, Chairman of the Nomination and Remuneration Committee, and member of the Audit Committee |
| 2. Mr. Lee Chye Tek Lionel | Chairman of the Executive Committee, member of the Nomination and Remuneration Committee and member of the Risk Management Committee |
| 3. Mr. Lee Chye Cheng Adrian | member of the Executive Committee, and member of the Risk Management Committee |
| 4. Mr. Sataporn Amornvorapak | member of the Executive Committee and member of the Risk Management Committee |
| 5. Mr. Roland Pang Tze Vui | Non-Independent Director and member of the Risk Management Committee |
| 6. Mr. Siri Ganjarerndee | Independent Director, member of the Audit Committee and Chairman of the Risk Management Committee |
| 7. Mr. Kitti Gajanandana | Independent Director, Chairman of the Audit Committee and member of the Nomination and Remuneration Committee |
| 8. Ms. Nuch Kalayawongsa | Non-Independent Director |

Management attended:

- | | |
|------------------------------|-------------------------|
| 1. Mr. Lee Chye Cheng Adrian | Chief Executive Officer |
| 2. Mr. Sataporn Amornvorapak | Chief Financial Officer |

Legal advisor

- | | |
|------------------------|--------------------------------|
| Ms. Yaowarote Klinboon | The Capital Law Office Limited |
|------------------------|--------------------------------|

Financial advisor

- | | |
|--------------------|------------------------------------|
| Ms. Anong Yuvahong | Trinity Securities Company Limited |
|--------------------|------------------------------------|

Auditor

- | | |
|--------------------------------|-------------------|
| Mrs. Chonlaros Suntiasvaraporn | EY Office Limited |
|--------------------------------|-------------------|

Before convening the Meeting, the Chairman informed the Meeting of the procedures to conduct the Meeting and voting protocols for the Shareholders in each agenda item as follows:

1. Each shareholder attending in person or by proxy will receive ballot/voting cards prior to the commencement of the meeting.
2. The Meeting will consider the agenda items in the order as per the notice of the Meeting (the “**Notice**”). The Information in each agenda will be presented and the Shareholders will be given opportunity to ask questions they may have before 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 the case of proxyholders, they are required to inform the Shareholders who give proxies to attend the Meeting. Opinion or questions irrelevant to the current agenda shall be requested to be deferred to agenda 12 which is allocated for consideration of other matters
3. Each Shareholder has one vote per one share held. Those with conflicts of interests shall be excluded from voting in such agenda.
4. After being informed in each agenda, Shareholders who disapprove or abstain are requested to vote in the ballot received at the registration, before returning such ballot to our staff. In this regard, for the efficiency of vote counting, our staff will only collect the ballots of those who disapprove or abstain. Therefore, shareholders or proxyholders are requested to raise hands if disapprove or abstain so our staff can collect the ballots.
5. As for the Shareholders who vote for approval, there is no need to hand the ballot to our staff. Please drop the ballots in the drop box at the exit after the meeting is adjourned.
6. The votes for disapproval and abstention shall be deducted from the total votes of shareholders in attendance. Remaining votes shall be deemed as votes for approval.
7. Vote counting in each agenda may differ, the Chairman will inform the Meeting before the voting in each agenda.

Then, the Chairman proceeded with the Meeting in the order as per the Notice as follows:

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

The Chairman proposed that the Meeting to consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders held on April 25, 2016, which the Company had submit copies to the Stock Exchange of Thailand (the “**SET**”) 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 Shareholders opposed or requested for any amendment to such minutes.

Then, the Chairman gave the Shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. The resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the Meeting and casting their votes.

Resolution of the Meeting

The Meeting had considered and resolved to adopt the minutes of the 2016 Annual General Meeting of Shareholders, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,358,150,405	100.0000
Disapprove	100	0.0000
Abstain	75,400	-
Voided Voting Card(s)	0	0.0000
Total (371 persons)	1,358,155,905	

Remark: In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 8,350,559 shares, with 8,350,559 votes. Therefore, the total votes of shareholders in this agenda equal to 1,358,155,905 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

Mr. Lee Chye Cheng Adrian was assigned by the Chairman to report the details of the operating results of the Company for the year 2016 to the Meeting with relevant details as follows:

- The Company's transfer revenue is approximately THB 5,100 million with the command of the highest margin in the industry at 37.3 percent. While the Net interest bearing debt to equity is now at 0.35 times which shows the potential of growth for the Company in the future.
- The Company was able to sell THB 2,000 million of inventory while the Loft Asoke project, which is under construction, has a good feedback and is already 56 percent sold.
- The Company is preparing to launch 3 new projects, i.e. the Loft Silom which is a luxury high-rise condominium, a luxury detached housing project located at Soi Prasartsuk and the project in Ploenchit area which will be developed into a grade A office building.
- The transfer failure rate is less than 1 percent.
- The current inventory is now at THB 5,461 million, combining with the value of new projects launching this year at approximately THB 4,300 million, the Company will have inventory at the value of approximately THB 9,761 million.
- On March 29, 2017, the Company was awarded "2017 Thailand Property Development of the Year" from Frost & Sullivan.
- As for the update on the anti-corruption policy, the Company is now a certified member of the CAC as of March 9, 2017.

- The Company will continue to develop luxury condominiums as it is the Company's strength as well as developing housing projects and grade A office building projects to increase the Company's stable revenue in the future.

The details of the operating results of the previous year are as appeared in the annual report of the Board of Directors which has been sent to the Shareholders together with the Notice. The Chairman gave the Shareholders an opportunity to inquire and comment on this agenda. The relevant inquiries and comments are as summarized at the end of this agenda.

Remark: this agenda is for acknowledgement and will be no casting of votes.

Agenda 2 inquiry/comment/answer

1st Shareholder I would like to commend the Company for its development and for receiving the award this year as well as implementing the revenue diversification policy. I would like to inquire about the Company's goal on the housing project and the returns on the office project as well as the ratio of the Company's portfolio?

- Mr. Lee Chye Cheng Adrian stated that the Company aims to boost the highest margin possible, so we expect to attain as high a margin as in our condominium sector as it has always been our policy to focus on the margin as opposed to volume. However, since it is the Company's first project in this sector, we will take it slow and once there is an official launch, we should be able to give out clearer information on the margin in this sector. As for the portfolio diversification in 1-3 years' time. We expect it to be 50 percent of condominiums and 50 percent of housing and office projects

2nd Shareholders Despite having unofficially launched the Mews Yen Akat project for some time now, it has only sold around 20 percent. How confident is the Company about the upcoming housing project development?

- Mr. Lee Chye Cheng Adrian stated that the Mews Yen Akat project is the Company's first housing project, therefore, the Company needs time developing the right product and finding the right time to launch. However, the project and the show unit are now complete. Despite not having officially launched yet, the Company is confident in this project as we received a good feedback and please keep in mind that the project only consists of 8 houses.

3rd Shareholder I would like to inquire whether the Company has any prospect clients in mind for the grade A office building project and how will the Company manage the cash flow of the project including the problem of the share price not reflecting the intrinsic value of the Company.

- Mr. Lee Chye Cheng Adrian stated that the share price depends on the shareholders and the investors while the management has the responsibility to grow the business. Looking at the numbers, the current share price is the same

as book value, the net interest bearing debt to equity is now at 0.35 times, the Company delivers more than 15 consecutive quarters of profit selling at very high margins and transferring almost 100 percent of the sold units. In this regard, I would like the Shareholders to take these facts into consideration.

- Mr. Lee Chye Tek Lionel added that in the past 4 years, we have been building up our balance sheet, without it we could never generate recurring revenue as we had planned. As for the Ploenchit project which will be developed into an office building, we expect to receive recurring revenue in 3 years. At the moment, the Company has begun discussing with certain prospect clients and we are fairly confident that we will get all the units leased before the construction is done.
- Mr. Lee Chye Cheng Adrian further stated that in terms of managing cash flow, we are in the middle of negotiating terms. However, we still cannot disclose the full details, but we will make sure that we have sufficient cash flow through all of 3 years as well as negotiating for favorable terms towards the Company and the Shareholders. Regarding the office building development, in the past 10 years there are very few new good quality offices in Bangkok because all the emphasis are in condominiums. Thus, it is now over supplied, whereas the offices are in high demand. With this project, we will be the first good quality office building in the area.

4th Shareholder What uses will the Ploenchit project consist of, what is the value of the project and how will the Company fund the project?

- Mr. Lee Chye Cheng Adrian stated that almost 100 percent of the project will be offices, with some retails area. As for the funding, our balance sheet is strong enough for the entire project, so we will not seek for more capital increase, but we will focus on internal funding and other corporate funding.

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

Mr. Sataporn Amornvorapak was assigned by the Chairman to report the details of the statements of financial position and statements of comprehensive income of the Company for the year 2016 ended December 31, 2016 which were audited by the auditor and reviewed by the Audit Committee. The relevant details are as follows:

งบกำไรขาดทุน สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2559 2016 Income Statement (profit and loss statement)						
(Million baht)	Consolidate Year to date		Change	Company only Year to date		Change
	YE2016	YE2015	%	YE2016	YE2015	%
Total sales	5,073.6	5,042.3	0.6%	1,194.6	2,794.9	-57.3%
Total revenue	5,206.4	5,145.5	1.2%	1,395.5	3,069.8	-54.5%
Net operation expenses	(3,936.6)	(3,780.1)	4.1%	(1,083.9)	(1,949.3)	-44.4%
EBITDA	1,269.8	1,365.4	-7.0%	311.5	1,120.5	-72.2%
Depreciation & amortization	(64.5)	(65.7)	-1.8%	(17.6)	(19.8)	-11.1%
EBIT	1,205.3	1,299.7	-7.3%	293.9	1,100.7	-73.3%
Impairment	(35.9)	-	0.0%	-	-	100.0%
Finance cost	(94.2)	(153.1)	-38.5%	(67.0)	(104.6)	-36.0%
Income tax	(224.6)	(245.7)	-8.6%	(77.3)	(219.7)	-64.8%
Net Profit (loss)	850.7	900.9	-5.6%	149.6	776.3	-80.7%
Gross profit %	37.3%	40.2%	-2.9%	52.3%	46.7%	5.6%
Net Profit (loss)%	16.8%	17.9%	-1.1%	12.5%	27.8%	-15.3%

งบแสดงสถานะทางการเงิน สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2559 2016 Statement of Financial Position (Balance Sheet)						
(Million baht)	Consolidated		Change	Company Only		Change
	YE2016	YE2015	%	YE2016	YE2015	%
Assets						
Cash and cash equivalents	1,133.7	486.2	133.2%	422.4	132.4	219.0%
Project development cost, net	6,265.0	7,694.6	-18.6%	608.2	1,165.6	-47.8%
Other current assets	174.1	247.9	-29.7%	2,473.4	2,783.2	-11.1%
Fxed assets*	1,840.2	1,094.8	68.1%	379.6	89.9	322.2%
Other non-current assets	287.0	423.5	-32.2%	3,756.7	3,900.8	-3.7%
Total assets	9,700.1	9,947.0	-2.5%	7,640.3	8,071.9	-5.3%
Liabilities and shareholders' equity						
Interest bearing debt	2,937.6	2,883.6	1.9%	1,693.7	1,805.3	-6.2%
Other liabilities	1,654.7	2,612.4	-36.7%	384.6	660.6	-41.8%
Total liabilities	4,592.2	5,496.0	-16.4%	2,078.4	2,465.9	-15.7%
Share capital - Issued and paid up	3,575.5	3,575.5	0.0%	3,575.5	3,575.5	0.0%
Share premium	0.1	0.1	0.0%	0.1	0.1	0.0%
Legal reserve	109.0	101.0	7.9%	109.0	101.0	7.9%
Retained earnings (deficits)	1,957.4	1,311.4	49.3%	1,849.6	1,904.6	-2.9%
Others	(534.1)	(537.0)	0.5%	27.7	24.8	11.8%
Total shareholders' equity	5,107.9	4,451.0	14.8%	5,561.9	5,606.0	-0.8%
Total liabilities and shareholders' equity	9,700.1	9,947.0	-2.5%	7,640.3	8,071.9	-5.3%
Interest Bearing Debt Ratio	0.58	0.65	(0.07)	0.30	0.32	(0.02)

* ที่ดิน อาคารและอุปกรณ์รวมเรื่องอสังหาริมทรัพย์เพื่อการลงทุน สิทธิการเช่า และที่ดินรอการพัฒนา

Details are as appeared in the annual report which were sent to the Shareholders together with the Notice. Then, the Chairman gave the shareholders an opportunity to inquire and comment on this agenda. The relevant inquiries and comments are as summarized at the end of this agenda. The resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

Resolution of the Meeting

The Meeting had considered and resolved to approve the statements of financial position and statements of comprehensive income of the Company for the year 2016 ended December 31, 2016 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,552,757,145	100.0000
Disapprove	100	0.0000

Abstain	6,042,500	-
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

Remark: In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 200,643,840 shares, with 200,643,840 votes. Therefore, the total votes of shareholders in this agenda equal to 1,558,799,745 votes.

Agenda 3 inquiry/comment/answer

1st Shareholder Please explain the meaning of the text in the 2016 annual report on Page 68 reads “communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit”

- Mr. Sataporn Amornvorapak explained that the text is in the topic of the auditor’s report which is a standard text in such report and is used with every company. Meaning, in the case that the auditor found significant deficiencies in the internal control system, the auditor shall notify the Company in order to rectify such deficiencies, it does not mean that there is deficiency in the Company’s internal control system.
- The auditor from EY Office Limited confirmed Mr. Sataporn Amornvorapak’s explanation and further explained that such text is according to the accounting standard which begins this year and Ramon Land Public Company Limited does not have any significant matter to be addressed regarding its internal control system.

2nd Shareholder Referring to what Mr. Sataporn Amornvorapak said to focus on the consolidated financial statement instead of the separate financial statement, does the Company intend to use this principle in the coming years as well?

- Mr. Sataporn Amornvorapak explained that in the future, the Company will delegate more of the projects development to its subsidiaries, therefore, the consolidated financial statement will reflect the actual operating result and the actual profit generating capacity of the Company group.

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

The Chairman informed the Meeting that from the Company’s financial statements for the year 2016 ended December 31, 2016 which were audited by the certified auditors and reviewed by the Audit Committee and, it is found that the Company has annual net profit

of THB 149,604,144 in respect of the separate financial statement. The Company then views that part of the annual profit in the amount of THB 8,000,000 (equivalent to approximately 5.35 percent of annual net profit) shall be allocated as legal reserve as per the law that specifies 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. After the allocation, the Company's legal reserve will amount to THB 109,000,000, equivalent to 2.39 percent of the register capital.

As for the dividend in respect of the Company's operating results for the year 2016 ended December 31, 2016 is 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, equivalent to THB 250,283,852 which shall be paid to the Company's shareholders. In this regard, the percentage of dividend paid by the Company compared with the net profit according to the separate financial statements equals 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.

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. The Chairman gave the shareholders an opportunity to inquire and comment on this agenda. The relevant inquiries and comments are as summarized at the end of this agenda. The resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

Resolution of the Meeting

The Meeting had considered and resolved to approve the appropriation of profit in the amount of THB 8,000,000 equivalent to approximately 5.35 percent of annual net 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 at the rate of THB 0.070 per share, totaling THB 250,283,852, whereby the distribution of dividend will be 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 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,558,723,245	99.9999
Disapprove	1,100	0.0001
Abstain	75,400	-
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

Agenda 4 inquiry/comment/answer

1st Shareholder I would like to inquire whether there will be special dividend payment next year. In addition, if the Company delegate the project development to its subsidiaries as previously mentioned, how will it affect the profit ratio for the dividend payment? And what is the management's view on how to rectify this problem?

- Mr. Sataporn Amornvorapak explained that for such case, the law permits the Company to only distribute dividend from the Company's profits, not from the subsidiaries' profits. Therefore, the practice is for the subsidiaries to distribute dividend back to the parent company which will be recorded in the separate financial statement in the form of dividend revenue from the subsidiaries. As a result, the parent company will be able to distribute dividend as usual. As for the special dividend, since it is in the occasion of the Company's 30th anniversary, there will only be once.

Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation

The Chairman informed the Meeting that at every Annual General Meeting of Shareholders, one-third of the directors, or if it is not a multiple of three, then the number nearest to one-third 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:

1. Mr.Siri Ganjarerndee
2. Mr. Roland Pang Tze Vui
3. Mr. Kittu Gajanandana

In order to comply with the good corporate governance, Mr. Siri Ganjarerndee and Mr. Roland Pang Tze Vui who are the directors being proposed for re-election left the meeting room for this agenda. As for Mr. Kittu Gajanandana who had informed the Company that he did not wish to continue his Directorship in the Company for another term remained in the meeting room. The Nomination and Remuneration Committee then proposed Mr. Weidt Nuchjalearn for the appointment of Director of the Company in replacement of Mr. Kittu Gajanandana. Details are in Directors' profiles that were sent to the Shareholders together with the Notice.

In this regard, the Nomination and Remuneration Committee has the opinion that the 3 nominated Directors 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 nominated Directors also 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 a result, for the continuity of the operation of the Company, it was deemed appropriate to propose the 2 Directors, i.e. Mr.Siri Ganjarerndee and Mr. Roland Pang Tze Vui to be the Directors of the Company for another term and Mr. Weidt Nuchjalearn as an Independent Director in replacement of Mr. Kitti Gajanandana. Then the Chairman gave the Shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. The resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

Resolution of the Meeting

The Meeting had considered and resolved to approve the appointment of directors replacing those who retire by rotation with the following voting results:

1. Approved the appointment of Mr.Siri Ganjarerndee as an Independent Director, member of the Audit Committee and Chairman of the Risk Management Committee with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,554,984,445	99.7645
Disapprove	3,669,900	0.2355
Abstain	145,400	-
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

2. Approved the appointment of Mr. Roland Pang Tze Vui as a Director and member of the Risk Management Committee with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,553,851,045	99.6918
Disapprove	4,803,300	0.3082
Abstain	145,400	-
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

3. Approved the appointment of Mr. Weidt Nuchjalearn as an Independent Director in replacement of Mr. Kittti Gajanandana with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,557,792,704	99.9402
Disapprove	931,641	0.0598
Abstain	75,400	-
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

Agenda 6

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

The Chairman, as the Chairman of the Nomination and Remuneration Committee reported that the Nomination and Remuneration Committee had considered and determined the directors' remuneration for 2017 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 as well as the future expansion of the Company and its profit growth. Therefore, it was deemed appropriate that the Shareholders Meeting consider and approve the determination of the directors' remuneration for the year 2017 in the amount of not exceeding THB 9,300,000. (Details are as appeared in the Notice), whereby the Board of Directors shall be authorized to allocate the remuneration as deemed appropriate, provided that the directors who are also executives shall not receive remuneration as directors. Furthermore, the Chairman informed that the Nomination and Remuneration Committee also proposed the additional bonus for the Directors of the Company for the year 2016 in the amount of not exceeding THB 930,000, since there were 2 additional Directors who are no longer Executives during 2016, which was an additional expense that the Company did not expect. In this regard, the Board of Directors shall be authorized to allocate the additional director's bonus for the year 2016 as deemed appropriate.

The Chairman gave the Shareholders an opportunity to inquire and comment on this agenda. The relevant inquiries and comments are as summarized at the end of this agenda. The resolution in this agenda shall be approved by at least two-thirds of the total votes of the shareholders attending the meeting.

Resolution of the Meeting

The Meeting had considered and resolved to approve the directors' remuneration for the year 2017 in the amount of not exceeding THB 9,300,000 and additional director's bonus for the year 2016 in the amount of not exceeding THB 930,000 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,552,922,445	99.6230
Disapprove	3,668,500	0.2353
Abstain	2,208,800	0.1417
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

Agenda 6 inquiry/comment/answer

1st Shareholder How do the directors' remuneration increase from the previous year?

- Mr.Pradit Phataraprasit explained that the Company did a research on directors' remuneration 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 from the research, we are able to come to a conclusion as proposed to the Shareholders to consider. We would like to assure the Shareholders that the Board of Directors will perform the duties to our best.

Agenda 7 To consider and approve the appointment of the Company's auditors and the auditors' remuneration for the year 2017

The Audit Committee had considered and deemed appropriate that the Shareholders appoint any of the following auditors of EY Office Limited as the auditors of the Company for the year 2017:

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. Mr. Supachai Phanyawattano Certified Public Accountant No. 3930 (never certified the Company's financial statements)

As well as determine the auditors' remuneration in the amount of not exceeding THB 1,820,000. 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 relationship with nor interest 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 statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the SET regulations. Then, the Chairman gave the Shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. The resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

Resolution of the Meeting

The Meeting had considered and resolved to approve the appointment of the Company's auditors and the auditors' remuneration for the year 2017 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,558,724,245	100.0000
Disapprove	100	0.0000
Abstain	75,400	-
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

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

The Chairman assigned Mr. Sataporn to inform the Meeting that at the moment, 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 Extraordinary Meeting of Shareholders No.1/2015 held on May 29, 2015 in the number of 17,112 shares, at the par value of THB 1 each, totalling 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 out of the existing registered capital of THB 4,558,354,509.

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 Extraordinary Meeting of Shareholders 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 Extraordinary Meeting of Shareholders No.1/2015, held on May 29, 2015 in the amount of 893,853,790 shares at the par value of THB 1 each.

So as to be in line with the reduction of registered capital, it was deemed appropriate to propose to the Shareholders to amend Clause 4 of the Company's Memorandum of Association with the wording as follows:

“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. The Chairman gave the Shareholders an opportunity to inquire and comment on this agenda. However, no Shareholders inquire or comment on this agenda. The resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

Resolution of the Meeting

The Meeting had considered and resolved to 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 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,551,163,645	99.5101
Disapprove	7,560,700	0.4850
Abstain	75,400	0.0048
Voided Voting Card(s)	0	0.0000
Total (425 persons)	1,558,799,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

Before proceeding with the next agenda, the Chairman informed that since the matters in Agenda 9-11 to be proposed for consideration and approval 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

The Chairman informed the Meeting that nowadays, the real estate industry is highly competitive, in order to encourage the employees to work for the interests of the Company and the shareholders which will also benefit the Shareholders by earning revenue and strengthening the financial stability in the long run and provide the employees with the same form of consideration as the shareholders which will help create a sustainable revenue generating policy for the Company,

The Company deemed it appropriate to propose to the 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"). Details are as appeared in the Key Feature of the Scheme in relation to the Offering of Newly Issued Securities to Employees of the Company and its Subsidiaries No.3 which were sent to the Shareholders together with the Notice. The summary of relevant details are as follows:

Item	Detail
Name:	Warrants to purchase the ordinary shares of Raimon Land Public Company Limited (RML-WC)
Type:	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.

In addition, the executives, who are also directors, receiving the RML-WC warrants are as follows:

1. Mr. Lee Chye Cheng Adrian, Chief Executive Officer/Director, received the allocated warrants in the amount of not exceeding 7,300,000 units.
2. Mr. Sataporn Amornvorapak, Chief Financial Officer/ Director, received the allocated warrants in the amount of not exceeding 7,300,000 units.

Each executive received the allocated warrants in the amount of not exceeding 5 percent of the total amount of the RML-WC warrants.

However, other details regarding 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 Raimon Land Public Company Limited and its subsidiaries No.3 in the Notice. Then, the Chairman gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquired or commented on this agenda. The resolution in this agenda shall be approved 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.

Resolution of the Meeting

The Meeting had considered and resolved to approve the issuance and offering of warrants to the employees of the Company and its subsidiaries under the RML-WC with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,485,100,645	95.2666
Disapprove	73,713,700	4.7286
Abstain	75,400	0.0048

Voided Voting Card(s)	0	0.0000
Total (427 persons)	1,558,889,745	

Remark: In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 90,000 shares, with 90,000 votes. Therefore, the total votes of shareholders in this agenda equal to 1,558,889,745 votes.

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

The Chairman informed the Meeting that referring to the issuance and offering of warrants to the employees of the Company and its subsidiaries under the RML-WC as mentioned above, it is necessary for the Company to increase its registered capital by 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 including the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the capital increase with the wordings as follows:

“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 (-)”

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. Then, the Chairman gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquired or commented on this agenda. The resolution in this agenda shall be

approved by more than three-fourths of the shareholders attending the Meeting and having the right to vote.

Resolution of the Meeting

The Meeting had considered and resolved to 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 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,485,100,645	95.2666
Disapprove	73,643,700	4.7241
Abstain	145,400	0.0093
Voided Voting Card(s)	0	0.0000
Total (427 persons)	1,558,889,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

Agenda 11 To consider and approve the allocation of newly issued ordinary shares of the Company

The Chairman informed the Meeting that referring to the increase of the registered capital of the Company, it was deemed appropriate to propose that that Meeting 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 addition, it was 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. Details are as appeared in the Capital Increase Form (F 53-4) which were sent to the Shareholders together with the Notice. Then, the Chairman gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. The resolution in this agenda shall be approved by the majority votes of the shareholders attending the Meeting and having the right to vote.

Resolution of the Meeting

The Meeting had considered and resolved to approve the allocation of newly issued ordinary shares of the Company with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	1,485,100,645	95.2754
Disapprove	73,643,700	4.7246
Abstain	145,400	-
Voided Voting Card(s)	0	0.0000
Total (427 persons)	1,558,889,745	

Remark: In this agenda, there are no additional shareholders attending the meeting.

Agenda 12 Other matters (if any)

No Shareholders proposed other matters for the Meeting's consideration. However, certain Shareholders inquired and commented on the Company's business operation, the relevant summary are as follows:

Agenda 12 inquiry/comment/answer

- 1st Shareholder
- I would like to inquire about the Company's plan and its direction in business operation in the next 3-5 years and whether the Company will have a growth since the Company has always had a conservative policy. In addition, I would like to suggest that the Company should disclose more of its business plan as well as operate its business more aggressively.
- Mr. Lee Chye Cheng Adrian stated that almost every project of the Company are over 50 percent sold, not only that, but the Company also made a sale of over THB 2,000 million of inventory which shows the efficiency of our selling strategies and that our products are suitable for the target market. The Company also does well in terms of competitions, seeing that the Loft Asoke project still continue to sell at a good price even with the 2 other big projects in the same area. As for the Company's position, we are a leading luxury condominium developer in all aspects from pricing, products and designs and we are the first company that attained a sale of over THB 300,000 per square metres. In this regard, the Company has 3 management strategies. First is to attain high margin, therefore, the Company will purchase lands with careful consideration to get the right land at the right price. Second is creating products that will reciprocate the demands of the market and third is design. All three of which will provide an edge to the Company in the market. However, I do agree

with the Shareholder that the Company is ready to grow and expand, hence there will be the launch of the new projects in Silom and Ploenchit. Moreover, Company will work tirelessly to keep expanding. As for the projection of the next 3-5 years, we are unable to give numbers at the moment because of the regulations of the SET, nevertheless, this year poses to be a challenging one for the Company because the overall economic condition as well as the real estate market's condition are stagnant. Thus, the issuance of the warrants will play an important part in encouraging the executives and staff in the challenging year ahead. I would also like to assure the Shareholders that the Company is ready to invest if we believe that it is the right and appropriate investment.

2nd Shareholder I would like to inquire about the financial structure goal of the Company in the next 3-5 years. For example, the loan ratio.

- Mr. Sataporn Amornvorapak clarified that the Company will need a large amount of investment capital to fund the 3 upcoming projects as mentioned above. The Company expects to receive returns from the Silom project and the Prasartsuk project in the next 3 years. For the Ploenchit project, the Company will receive the land in April 2018. With the construction period of 3 years, we expect to recognize revenue from the project in 4 years. We also have internal target that the net interest bearing debt to equity will not exceeding 1.5 times (on average) and we will set aside part of the annual budget for land acquisition every year.

3rd Shareholder I would like to inquire about how the Company plan this year to reach the same result as year 2015 and year 2016 and what is the exercise price of the RML-WC warrants

- Mr. Lee Chye Cheng Adrian explained that the Company still has inventory and backlog that await the revenue recognition and the rate of transfer failure is less than 1 percent.
- Mr. Sataporn Amornvorapak added that however, the Company expects the revenue to decrease from 2016 around 10-15 percent because transferring is more difficult. In terms of profit ratio of the Company, there may be a slight decrease to reflect the market condition. And the exercise price of the RML-WC warrants is at THB 1.31.

4th Shareholder (1) I would like to inquire about the Company's goal in setting the lease revenue and sale revenue ratio

- Mr. Lee Chye Cheng Adrian explained that as previously mentioned, the Company expects to receive 50 percent of revenue from sale of condominiums and another 50 percent from sale of housing projects and commercial offices.

(2) Is there a fixed ratio of revenue between the sale of high-rise project and low-rise project?

- Mr. Lee Chye Cheng Adrian explained that the Company does not fix a ratio yet, but the main revenue will rely on high-rise project. As we are in the process of studying the market on the low-rise project, we would like to take one step at a time.

In this regard, the Shareholder suggested that the management should communicate the details of future projects including business plans and goals of the Company more clearly to the Shareholders in the future.

No other Shareholders have further inquiries or comments, therefore, the Chairman thanked the Shareholders for taking the time to attend the Meeting and declared the Meeting adjourned at 16.38 pm.




(Mr.Pradit Phataraprasit)

Chairman of the Meeting

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

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

นายประดิษฐ์ ภัทรประสิทธิ์
Mr. Pradit Phataraprasit

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายประดิษฐ์ ภัทรประสิทธิ์ Mr. Pradit Phataraprasit		
อายุ Age	62 ปี 62 years		
สัญชาติ Nationality	ไทย Thai		
ประเภทกรรมการที่เสนอจะแต่งตั้ง Types of director nominated for appointment	กรรมการอิสระ Independent Director		
คุณวุฒิการศึกษาสูงสุด Educational background	รัฐศาสตรมหาบัณฑิต มหาวิทยาลัยธรรมศาสตร์ Master's Degree in Political Science Thammasat University		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	ไม่มี None		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการอิสระ Independent Director	บมจ. ไรมอน แลนด์ Raimon Land Plc.
	ปัจจุบัน Present	ประธานเจ้าหน้าที่บริหาร Chief Executive Officer	บจ. วินเวสต์เม้นท์ จำกัด Winvestment Co., Ltd.
	ปัจจุบัน Present	กรรมการ Director	บริษัท เดอะ มอลล์ กรุ๊ป จำกัด The Mall Group Co., Ltd.
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ได้รับการแต่งตั้งเป็นกรรมการบริษัทครั้งแรกเมื่อวันที่ 1 กุมภาพันธ์ 2556 และดำรงตำแหน่งกรรมการบริษัทมาแล้วทั้งหมดเป็นเวลา 5 ปี 3 เดือน First appointed as the Company's director on 1 February 2013 and being the director of the Company for 5 years and 3 months in total.		
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


นายประดิษฐ์ ภัทรประสิทธิ์
Mr. Pradit Phataraprasit

หัวข้อ	รายละเอียด
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	ไม่มี None
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies	ปัจจุบัน: กรรมการ, บริษัท เดอะ มอลล์ ช้อปปิ้ง คอมเพล็กซ์ จำกัด Present: Director, The Mall Shopping Complex Co., Ltd ปัจจุบัน: ประธานกรรมการบริษัท, บริษัท ไทยแอ็กโกร เอ็กซ์เชนจ์ จำกัด (ตลาดไท) Present: Chairman of the Board, Thai Argo Exchange Co., Ltd.
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 นัยสำคัญอันอาจมีผลทำให้ไม่ สามารถทำหน้าที่ได้อย่างเป็นอิสระ Having business relationship that may materially affect the independence of his/her performance	ไม่มี None
ประวัติการเข้าร่วมประชุมปี 2560 Number of meetings attended in 2017	การประชุมคณะกรรมการบริษัท 6 / 7 ครั้ง Board of Directors' Meeting 6 / 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

นายลี เซ เชง เอเดรียน
Mr. Lee Chye Cheng Adrian

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายลี เซ เชง เอเดรียน Mr. Lee Chye Cheng Adrian		
อายุ Age	37 ปี 37 years		
สัญชาติ Nationality	สิงคโปร์ Singaporean		
ประเภทกรรมการที่เสนอจะแต่งตั้ง Types of director nominated for appointment	กรรมการ Director		
คุณวุฒิการศึกษาสูงสุด Educational background	บริหารบัณฑิต สาขาการเงิน มหาวิทยาลัยสตราไคลด์ เมืองกลาสโกว์ Bachelor's Degree in Finance, University of Strathclyde Glasgow		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	ไม่มี None		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการ Director	บมจ. ไรมอน แลนด์ Raimon Land Plc.
	ปัจจุบัน present	กรรมการ Director	บจ. อินเตอร์ลิงค์ ปีโตรเลียม Interlink Petroleum Limited
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ได้รับการแต่งตั้งเป็นกรรมการบริษัทครั้งแรกเมื่อวันที่ 4 กุมภาพันธ์ 2556 และดำรงตำแหน่งกรรมการบริษัทมาแล้วทั้งหมดเป็นเวลา 5 ปี 3 เดือน First appointed as the Company's director on 4 February 2013 and being the director of the Company for 5 years and 3 months in total.		
การถือครองหุ้นในบริษัท Shareholding in the Company	หุ้นสามัญ (RML) 2,000,000 หุ้น, RML-WB 44,500,000 หน่วย Ordinary Shares (RML) 2,000,000 shares, RML-WB 44,500,000 Units		
ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้นรายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries	น้องชายของนายลี เซ เต็ก โลโอนัล (กรรมการ, ผู้ถือหุ้นรายใหญ่) Younger Brother of Mr. Lee Chye Tek Lionel (Director, Major Shareholder)		
การดำรงตำแหน่งกรรมการ/ผู้บริหารในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	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


นายลี เซ เชนг เอเดรียน
Mr. Lee Chye Cheng Adrian

หัวข้อ	รายละเอียด
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies	ปัจจุบัน: กรรมการ, บจ. ซีดับเบิลยูเอ็กซ์ โกลบอล Present: Director, CWX Global Limited ปัจจุบัน: กรรมการ, บจ. ซีเล็ค กรุ๊ป Present: Director, Select Group Limited
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่อาจทำให้มีความ ขัดแย้งทางผลประโยชน์ต่อบริษัท Directorship/executive position in other companies potentially having conflict of interest with the Company	ไม่มี None
เป็น/ไม่เป็นกรรมการที่มีส่วนร่วม ในการบริหารงาน 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	เป็นกรรมการบริหาร และประธานเจ้าหน้าที่ฝ่ายบริหารของบริษัท Being Executive Director and Chief Executive Officer of the Company
เป็น/ไม่เป็นผู้ให้บริการทางวิชาชีพ ของบริษัทหรือบริษัทย่อย Being a professional service provider for the Company or its subsidiary	ไม่มี None
ประวัติการเข้าร่วมประชุมปี 2560 Number of meetings attended in 2017	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

นางสาวนุช กัลยวงศา
Miss Nuch Kalyawongsa

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นางสาวนุช กัลยาวงศา Miss Nuch Kalyawongsa		
อายุ Age	64 ปี 64 years		
สัญชาติ Nationality	ไทย Thai		
ประเภทกรรมการที่เสนอจะแต่งตั้ง Types of director nominated for appointment	กรรมการ Director		
คุณวุฒิการศึกษาสูงสุด Educational background	บัณฑิตมหาบัณฑิต คณะพาณิชยศาสตร์และการบัญชี มหาวิทยาลัยธรรมศาสตร์ Masters of Science in Accounting, Thammasat University		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	Directors Certification Program, DCP 210/2015		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการ Director	บมจ. ไรมอน แลนด์ Raimon Land Plc.
	2555 - 2556 2012 – 2013	ผู้จัดการฝ่ายบัญชีและการเงิน Finance and Accounting Manager	บจ.เคทู ชิปปิง เอเชีย K2 Shipping Asia Limited
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ได้รับการแต่งตั้งเป็นกรรมการบริษัทครั้งแรกเมื่อวันที่ 4 กุมภาพันธ์ 2556 และดำรงตำแหน่งกรรมการบริษัทมาแล้วทั้งหมดเป็นเวลา 5 ปี 3 เดือน First appointed as the Company's director on 4 February 2013 and being the director of the Company for 5 years and 3 months in total.		
การถือครองหุ้นในบริษัท Shareholding in the Company	ไม่มี None		
ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้นรายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries	ไม่มี None		
การดำรงตำแหน่งกรรมการ/ผู้บริหารในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	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

นางสาวนุช กัลยวงศา
Miss Nuch Kalyawongsa

หัวข้อ	รายละเอียด
การดำรงตำแหน่งกรรมการ/ผู้บริหาร ในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies	ปัจจุบัน: ผู้อำนวยการฝ่ายบัญชีและการเงิน, บริษัท ไฮมีเดีย เทคโนโลยี จำกัด Present: Vice President – Finance and Accounting, Himedia Technology Co., Ltd
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 นัยสำคัญอันอาจมีผลทำให้ไม่ สามารถทำหน้าที่ได้อย่างเป็นอิสระ Having business relationship that may materially affect the independence of his/her performance	ไม่มี None
ประวัติการเข้าร่วมประชุมปี 2560 Number of meetings attended in 2017	การประชุมคณะกรรมการบริษัท 7 / 7 ครั้ง Board of Directors' Meeting 7 / 7 times
ข้อพิพาททางกฎหมาย Legal Dispute	ไม่มี None

(F 53-4)

Capital Increase Form
Raimon Land Public Company Limited
March 15, 2018

We, Raimon Land Public Company Limited (the “**Company**”) hereby notify the resolutions of the Board of Directors’ Meeting No. 2/2018 held on March 15, 2018, from 2.00 p.m. to 4 p.m., 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 resolved to approve the reduction of the Company’s registered capital by Baht 146,000,000, from the existing registered capital of Baht 4,704,337,397 to Baht 4,558,337,397, by canceling 146,000,000 authorized but unissued shares of the Company, with a par value of Baht 1 per share.
- 1.2 The Board of Directors’ meeting resolved to approve the increase of the Company’s registered capital by Baht 23,077,407, from Baht 4,558,337,397 to Baht 4,581,414,804, by issuing 23,077,407 newly issued ordinary shares, with a par value of Baht 1 per share, where the details of which are 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	23,077,407	1	23,077,407
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allocation of new shares

2.1 Details of allocation

The Board of Directors’ Meeting resolved to approve the allocation of the Company’s newly issued shares in the number of 23,077,407 shares, with a par value of Baht 1 per share,

Allocation	Type/Number (shares)	Ratio (Old : New)	Sale price per share (Baht)	Date and time of subscription and share payment	Remark
To accommodate the right adjustment according to the exercise of the warrants to purchase the ordinary shares of the Company (RML – WB, RML – W4 Warrants)	23,077,407	-	-	-	The Company has adjusted the rights to exercise the warrants to purchase ordinary shares of the Company (RML – WB, RML – W4)

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

There will not be fractions of shares.

3. Schedule of the general meeting of shareholders to approve the capital increase and the allocation of the newly issued shares

The 2018 Annual General Meeting of Shareholders has been scheduled to be held on April 27, 2018 at 2.00 p.m., at Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn, located at 33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 1012 and the record date for determining the names of shareholders entitling to attend the 2018 Annual General Meeting of Shareholders will be on March 29, 2018.

4. Application for approval of the capital increase/share allocation by relevant governmental agencies and related conditions

4.1 The Company shall register the reduction of the registered capital and the increase of registered capital and the amendment to the Memorandum of Association 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

To accommodate the exercises of the right adjustment of the RML – WB and RML – W4 Warrants.

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 allocation

To accommodate the exercises of the right adjustment of the RML – WB and RML – W4 Warrants.

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

To accommodate the exercises of the right adjustment of the RML – WB and RML – W4 Warrants.

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

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 2/2018	March 15, 2018
2.	The date for determining the names of shareholders who shall be entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date)	March 29, 2018
4.	2018 Annual General Meeting of Shareholders	April 27, 2018
5.	Registration of capital reduction with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date of shareholders meeting
6.	Registration of capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date of shareholders meeting

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. Lee Chye Cheng Adrian and Mr. Sataporn Amornvorapak

Authorized Director

**Amendment to Articles 33 of the Articles of Association of
Raimon Land Public Company Limited**

Section 100 of the Public Company Limited Act B.E. 2535 (1992) (as amended)	Existing Articles 33 of the Company's Articles of Association	Proposed Amendment to Articles 33 of the Company's Articles of Association
<p>Section 100 One or more shareholders holding shares amounting to not less than ten percent of the total number of issued shares may, by subscribing their names, makes a notice requesting the Board of Directors to convene an extra-ordinary meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may convene such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary</p>	<p>Article 33 The Board of Directors shall hold the annual general meeting of shareholders within four months from the date ending the fiscal period of the Company.</p> <p>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 any time it deems expedient. <u>Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders numbering not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold, may</u> subscribe their names to a notice requesting the Board of Director to convene an extra-ordinary meeting of shareholder at any time but they shall also specify reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within <u>one month</u> from the date of receipt of the notice.</p>	<p>Article 33 The Board of Directors shall hold a general meeting of shareholders within four months from the date of the end of the fiscal period of the Company.</p> <p>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 any time it deems expedient. <u>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of issued shares may</u> subscribe their names to a notice requesting the Board of Director to convene an extra-ordinary meeting of shareholder at any time but they shall also specify reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within <u>forty-five (45) days</u> from the date of receipt of the notice.</p> <p><u>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the</u></p>

Section 100 of the Public Company Limited Act B.E. 2535 (1992) (as amended)	Existing Articles 33 of the Company's Articles of Association	Proposed Amendment to Articles 33 of the Company's Articles of Association
<p>expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Section 103, the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expenses arising from such meeting.</p>		<p><u>number of shares as required may convene such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</u></p> <p><u>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 36, the shareholders as prescribed under paragraph three shall be collectively responsible to the company for expenses arising from such meeting.</u></p>

Remarks:

- (1) The wording in existing Articles 33 of the Company's Articles of Association which will be amended, is shown with underline.
- (2) Proposed Amendment to Articles 33 of the Company's Articles of Association is shown with underline

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

ข้อมูลกรรมการอิสระประกอบกรรมการมอบฉันทะของผู้ถือหุ้น และนิยามกรรมการอิสระ

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

ชื่อ-นามสกุล Name	นายศิริ การเจริญดี Mr. Siri Ganjarende
ตำแหน่ง Position	กรรมการอิสระ/ ประธานคณะกรรมการตรวจสอบ/ กรรมการบริหารความเสี่ยงองค์กร Independent Director/ Chairman of Audit Committee/ Enterprise Risk Management Committee Member
อายุ Age	69 ปี 69 Years Old
ที่อยู่ Address	44/2 หมู่ที่ 6 แขวงบางไผ่ เขตบางแค กรุงเทพมหานคร 44/2 Moo 6, Khwaeng Bang Phai, Khet Bang Khae, Bangkok
ส่วนได้เสียทั้งทางตรงและทางอ้อมในวาระที่พิจารณา Direct or indirect interest in the agenda proposed	ไม่มี None

ชื่อ-นามสกุล Name	นายเวทย์ นุชเจริญ Mr. Weidt Nuchjalearn
ตำแหน่ง Position	กรรมการอิสระ/ ประธานกรรมการบริหารความเสี่ยงองค์กร/ กรรมการตรวจสอบ/ กรรมการสรรหาและพิจารณาค่าตอบแทน Independent Director/ Chairman of Enterprise Risk Management Committee Audit Committee Member/ Nomination and Remuneration Committee Member
อายุ Age	63 ปี 63 Years Old
ที่อยู่ Address	96 ถนนจันทราคมพิทักษ์ ตำบลสนามจันทร์ อำเภอเมืองนครปฐม จังหวัดนครปฐม 96 Chantharakham Phithak Road, Tambon Sanam Chan, Amphoe Mueang Nakhon Pathom, Nakhon Pathom 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.)

1. ถือหุ้นไม่เกินร้อยละ 1 ของจำนวนหุ้นที่มีสิทธิออกเสียงทั้งหมดของบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท ทั้งนี้ ให้นับรวมการถือหุ้นของผู้ที่เกี่ยวข้องของกรรมการอิสระรายนั้น ๆ ด้วย
1. 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.
2. ไม่เป็นหรือเคยเป็นกรรมการที่มีส่วนร่วมในการบริหารงาน ลูกจ้าง พนักงาน ที่ปรึกษาที่ได้รับเงินเดือนประจำ หรือผู้มีอำนาจควบคุมของบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม บริษัทย่อยลำดับเดียวกัน ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็นกรรมการอิสระ ทั้งนี้ ลักษณะต้องห้ามดังกล่าว ไม่รวมถึงกรณีกรรมการอิสระซึ่งเคยเป็นข้าราชการ หรือที่ปรึกษาของส่วนราชการ ซึ่งเป็นผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท
2. 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.
3. ไม่เป็นบุคคลที่มีความสัมพันธ์ทางสายโลหิต หรือโดยการจดทะเบียนตามกฎหมายในลักษณะที่เป็นบิดามารดา คู่สมรส พี่น้อง และบุตร รวมทั้งคู่สมรสของบุตร ของกรรมการรายอื่น ผู้บริหาร ผู้ถือหุ้นรายใหญ่ ผู้มีอำนาจควบคุม หรือบุคคลที่จะได้รับการเสนอให้เป็นกรรมการ ผู้บริหารหรือผู้มีอำนาจควบคุมของบริษัท หรือบริษัทย่อย
3. 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.
4. ไม่มีหรือเคยมีความสัมพันธ์ทางธุรกิจกับบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท ในลักษณะที่อาจเป็นการขัดขวางการใช้วิจารณญาณอย่างอิสระของกรรมการอิสระ รวมทั้งไม่เป็นหรือเคยเป็นผู้ถือหุ้นที่มีนัย หรือผู้มีอำนาจควบคุมของผู้ที่มีความสัมพันธ์ทางธุรกิจกับบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็นกรรมการอิสระ
4. 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.

อนึ่ง “ความสัมพันธ์ทางธุรกิจ” ให้เป็นไปตามคำนิยามที่กำหนดในข้อกำหนดที่เกี่ยวข้องของสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

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 หรือผู้มีอำนาจควบคุมของบริษัท 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 ล้านบาทต่อปีจากบริษัท บริษัทใหญ่ บริษัทย่อย บริษัทร่วม ผู้ถือหุ้นรายใหญ่ หรือผู้มีอำนาจควบคุมของบริษัท และไม่เป็นผู้ถือหุ้นที่มีนัย ผู้มีอำนาจควบคุม หรือหุ้นส่วนของผู้ให้บริการทางวิชาชีพนั้นด้วย เว้นแต่จะได้พ้นจากการมีลักษณะดังกล่าวมาแล้วไม่น้อยกว่า 2 ปี นับแต่วันที่ได้รับการแต่งตั้งให้เป็นกรรมการอิสระ
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. ไม่ประกอบกิจการที่มีสภาพอย่างเดียวกันและเป็นการแข่งขันที่มีนัยกับกิจการของบริษัท หรือบริษัทย่อย หรือไม่เป็นหุ้นส่วนที่มีนัยในห้างหุ้นส่วน หรือเป็นกรรมการที่มีส่วนร่วมบริหารงาน ลูกจ้าง พนักงาน ที่ปรึกษาที่ได้รับเงินเดือนประจำหรือถือหุ้นเกินร้อยละ 1 ของจำนวนหุ้นที่มีสิทธิออกเสียงทั้งหมดของบริษัทอื่นซึ่งประกอบกิจการที่มีสภาพอย่างเดียวกันและเป็นการแข่งขันที่มีนัยกับกิจการของบริษัท 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.

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.

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 on Friday April 27, 2018, from 12:00 p.m onwards.

แผนที่: สถานที่จัดการประชุมสามัญผู้ถือหุ้นประจำปี 2561 (Map: Venue of the 2018 Annual General Shareholders Meeting)

ห้องสุรสักตึกบอลลูน ชั้น 11 โรงแรมอีสติน แกรนด์ โอเทล สาทร์ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร โทรศัพท์ 02-210-8100

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