

1 November 2019

**Subject:** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2019

**To:** Shareholders

**Enclosure**

1. Copy of the minutes of the 2019 Annual General Meeting of Shareholders
2. Information of the new directors to replace the resigned directors
3. Profiles of the Independent Director for the Appointment of Proxy by the Shareholders and the definition of Independent Directors
4. The Articles of Association of Raimon Land Public Company Limited relating to the shareholders meeting
5. List of documents or evidence identifying the shareholder or proxy which shall be presented on the date of the shareholders meeting
6. Map of the venue of the meeting
7. Proxy form

NOTICE is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2019 of Raimon Land Public Company Limited (the “**Company**”) will be held on Wednesday, 20 November 2019, at 2.00 p.m., at Surasak 1, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok to consider the following agendas:

**Agenda 1      To certify the Minutes of the 2019 Annual General Meeting of Shareholders**

**Facts and rationale**

The Company prepared a copy of the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019 and submitted to the Stock Exchange of Thailand (the “**SET**”) within 14 days from the date of the meeting as required by laws and submitted to the Department of Business Development, the Ministry of Commerce (the “**DBD**”) within the period required by laws, including published the said Minutes 2019 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 as set out in **Enclosure 1** (*Copy of the minutes of the 2019 Annual General Meeting of Shareholders*) which has been delivered to the shareholders together with this invitation.

**Opinion of the Board of Directors**

The Board of Directors have considered and viewed that Minutes of the 2019 Annual General Meeting of Shareholders has been correctly and completely recorded. Therefore, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and certify 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 the abstention in the calculation base.

## **Agenda 2      To consider and approve the amendment to Articles of Association of the Company**

### **Facts and rationale**

The announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders' Meeting. Thus, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the amendment of Article 30. of the Articles of Association to be in line with the aforementioned amendments of the laws with the details as follows:

Amending Article 30. of the Articles of Association as follows:

From

“Article 30. The Board of Directors must convene the meeting at least once within the period of every three (3) months”

To

“Article 30. The Board of Directors must convene the meeting at least once within the period of every three (3) month.

In the case of a meeting of the Board of Directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least one third (1/3) of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (2014) (as amended).”

### **Opinion of the Board of Directors**

The Board of Directors deems appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and approve the amendment of Article 30. of the Articles of Association Re: the Board of Directors and the Shareholders' Meeting, and Provided that the person, designated by the Board of Directors to proceed

the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration as detailed above.

### **Voting**

Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote, including the abstention in the calculation base.

## **Agenda 3 To consider and approve the amendment to objectives of the Company and Clause 3 of the Memorandum of Association of the Company to be in accordance with the amendment to the objectives of the Company**

### **Facts and rationale**

The Company wishes to amend objectives of the Company to cover type of business in which the Company plans to invest in the future.

### **Opinion of the Board of Directors**

The Board of Directors have considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider the amendment to objectives of the Company as follows:

To amend 3 existing objectives:

Clause	Existing objectives	Amended objectives
21.	“Conduct business in relation to factory, restaurant, bar, night club, bowling, massage parlor, cinema and any entertainment houses, resort, stadium and swimming pool”	“Conduct business in relation to factory, <u>hotel</u> , restaurant, bar, night club, bowling, <del>massage parlor</del> , cinema <u>or</u> any entertainment houses, resort, stadium and swimming pool”
29.	“Filing, registering, purchasing, transferring, accepting transfer or obtaining by any other means of the rights of licensing, trademarks, patents, plans, brands, or any production methods that are beneficial to the company which the company deems appropriate or wish to obtain and in order to proceed and comply with the agreement of rights or any such concession”	“ <u>Cooperate with the governmental sectors, independent organization, municipality, municipal district and officials or authorities, including any sectors in relation to business operation in accordance with the objectives in order to file, register, purchase, transfer, accept transfer or obtaining by any other means of the rights of ownerships, licenses, trademarks, copyrights, patents, plans, brands, concessions, privileges or any production methods that are beneficial to the company, which necessary for business operation of the company to achieve</u>

Clause	Existing objectives	Amended objectives
		the company's objectives or the company deems appropriate or wish to obtain and in order to proceed and comply with the agreement of rights or any such concession"
30.	"Conduct land trade business and land allocation, including construction of the house, condominiums and other type of building on such land for sale"	"Conduct <u>business in relation to immovable properties in order to improve, partition title deed, allocate, land trade, land allocate, including construction of the factory, hotel, office buildings, condominiums, houses, commercial buildings, shopping malls, stadiums, fitness centers, health centers and entertainment venues for the purposes of selling, providing service, renting out or providing welfare</u> "

To add 4 new objectives:

Clause	Additional objectives
33.	"Conduct trading business in relation to dessert and bakery, food and beverage, kitchen utensils and tools and equipment for making dessert, bakery, food and beverage"
34.	"Conduct business in relation to private hospital, nursing home, medical treatment for patients and academic training and coaching regarding medical profession and sanitation"
35.	"Conduct trading business in relation to fresh food, dried food, instant food, canned food, flavoring, including materials using for manufacturing, cooking and combining such beverage"
36.	"Use the company's capital to invest in shares, bonds, debentures and other securities of any companies established for operating food industry or other business and sell, disposal or repurchase such shares, bonds, debentures and other securities, except business of securities dealing"

Moreover, the Board of Directors proposes the amendment to Clause 3 of the Company's Memorandum of Association re: objectives of business to reflect the amendment of objectives to the Extraordinary General Meeting of Shareholders No. 1/2019 for approval as follows:

Existing version

"Clause 3. The Company's objectives are 32 clauses as detailed in the attached Bor Mor Jor 002".

#### Revised version

“Clause 3. The Company’s objectives are 36 clauses as detailed in the attached Bor Mor Jor 002”.

#### Voting

Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote, including the abstention in the calculation base.

#### **Agenda 4**

#### **To consider and approve the appointment of new directors of the Company in place of resigned directors**

##### **Facts and rationale**

The Board of Director’s Meeting No. 7/2019 on 4 October 2019 resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the appointment of 2 new directors in place of resigned directors i.e. 1.) Professor Dr. Surakiart Sathirathai and 2.) Miss Nuch Kalayawongsa. The Extraordinary General Meeting of Shareholders No. 1/2019 are proposed to consider approving the appointment of Mr. Kris Narongdej and Mr. Korn Narongdej as new directors in place of Professor Dr. Surakiart Sathirathai and Miss Nuch Kalayawongsa respectively. In this regards, Mr. Kris Narongdej will be Chairman of the Board of Directors and Non-Executive Director and Mr. Korn Narongdej will be Non-Executive Director. In addition, the Company will implement the measures to avoid conflict of interest resulting from the appointment of such new directors.

After the appointment of such 2 new directors of the Company, the Board of Directors of the Company shall consist of 9 directors; by which there is 1 seat remaining vacant therefore the Board of Directors will further appoint another new director for such vacant seat.

The Company would like to inform that previously, the Extraordinary General Meeting of Shareholders No. 1/2018, held on 11 October 2018, resolved to approve the investment in assets of KPNL Land Company Limited (“**KPNL**”) under the process of the Entire Business Transfer and approve the execution on the relevant agreements. In such a shareholder meeting, the Company also clarified to the shareholders regarding conflict of interest of the Company, caused by KPNL being a shareholder of the Company, that the entering into a transaction on the investment in assets of KPNL had not resulted in conflict of interest on the Company, since KPNL shall become the shareholder of the Company only in the number of 14.3 percent of paid-up capital of the Company, and after the increase of paid-up capital and KPNL shall nominate its representatives to be 2 directors of the Company. In such Extraordinary General Meeting of Shareholders No. 1/2018, the Company also informed that KPNL was in the process of seeking for such directors. Nevertheless, persons nominated by KPNL to be directors shall not be members of Narongdej family. Besides, the Company shall further inform details of such persons via channel of the SET.

The Company would like to inform that due to, at present, recession of economic and slow demand from both Thai and foreign customers, as well as high competition among real estate developers, especially in high end condominium segment, the Company has to adapt its plan on business operation, as well as recruiting for persons having capability and experience in expertise in real estate development, especially high end condominium segment in order for the Company to be able to compete with other developers. On account of the said reasons, the Company deems that members of Narongdej family, who are

shareholders of KPNL, have capability and experience, vision in initiating strategies to operate business and been able to provide overview advices and business development plans, expertise in real estate development, especially high end condominium segment and, at present, KPNL had become the shareholder of the Company, holding 833,861,000 shares, or equivalent to 19.99 percent of the total number of sold shares of the Company (aggregated by 66,738,300 shares of Mr. Kris Narongdej, the total number of shares held by KPNL is 900,599,300, or equivalent to 21.58 percent of the total number of sold shares of the Company) (Shareholding information as of 18 October 2019). Consequently, it would be beneficial to the Company to have members of Narongdej family as directors of the Company as the 2 directors nominated by KPNL.

In addition, according to the information memorandum regarding entering into transaction of investing in KPNL's assets, previously notified by the Company to the SET on 16 August 2018, 26 September 2018 and as amended, the appointment of such 2 new directors will not cause any conflict of interest to the Company, i.e.:

- 1) The appointment of members of Narongdej family as directors of the Company causes the Company to have up to 2 out of the total number of 9 directors of the Company, who are representatives of KPNL. (At present, there is one vacant seat which the Board of Director shall further consider appointing.) It is clear that members of Narongdej family who are appointed as directors of the Company cannot have an influence or control over any operation or decision in any matter in relation to the Board of Directors of the Company, including not becoming controlling persons of the Company. Considering the quorum of the board of directors and required votes to approve the resolutions of the board of directors, only the representatives of KPNL who will become the Company's director, thus, cannot approve any resolutions without approvals of other directors.
- 2) Mr. Kris Narongdej and Mr. Korn Narongdej shall perform the duties of the directors of the Company with responsibility, due care and loyalty (fiduciary duties), including the duties of confidentiality and not to disclose inside information of the Company to other person. In addition, in the meeting of the Board of directors of the Company, if Mr. Kris Narongdej and Mr. Korn Narongdej and/or any director has interest in any matter, such directors will not present the meeting and have no right to vote in such matter.
- 3) KPNL owns the trademarks named Diplomat and Capital and intends to allow the Company to continuously be a main user for the trademarks named Diplomat and Capital without any charge. However, in consideration of choosing to use the trademark for the future project, the Company shall consider as appropriate.
- 4) KPNL also promises that as long as KPNL holds shares of more than 10 percent of the entire voting rights of the Company, if there is any condominium project in the future that KPNL has a plan to proceed, KPNL will grant a right for the Company to invest first (First Right to Refusal).
- 5) Current executives of the Company will resume management and control the operation of the Company. Therefore, KPNL does not have any power or control over the Company. In addition, KPNL has no policy to delegate its representative to hold the executive positions of the Company, i.e. Chief Executive Officer (CEO) and Chief Financial Officer (CFO).

In this regard, the Nomination and Remuneration Committee of the Company had considered and elicited qualifications of 2 persons nominated to be directors of the Company and viewed that those 2 persons had knowledge and capability, experience and expertise which are beneficial to the Company's operation and had qualifications and no prohibited characteristics according to the Public Limited Company Act B.E. 2535 (1992)



(including the amendments thereof) and the Securities and Exchange Act B.E. 2535 (1992) (including the amendments thereof), as well as the relevant announcements.

Furthermore, as 2 new directors of the Company are shareholders and directors of KPNL, a real estate development company operating business of the same nature as the Company. In other words, KPNL is still the real estate developer, in hi end condominium segment, by which KPNL, at present, has not planned on the new project to be launched in the future, but KPNL still owns the trademarks named Diplomat and Capital which are kinds of products for hi end condominium. Therefore, in order to be in accordance with Section 86 of the Public Limited Company Act No. 2535 (1992) (including the amendments thereof) and Clause 28 of Articles of Association of the Company stipulating that the directors are forbidden to operate a business of the same nature as and in competition with that of the Company, or to enter to be a partner in an ordinary partnership or a partner of limited liability in a limited partnership or a director of a private company or other company which operates a business of the same nature as and in competition with that of the Company, whether for their own or others' benefit, unless the meeting of shareholders had been notified prior to appointment thereto, the Company shall inform the shareholders to acknowledge the appointment of 2 persons to be directors prior to voting for the appointment. In addition, at the present, apart from KPNL's businesses mentioned above, both Mr. Kris Narongdej and Mr. Korn Narongdej do not operate business of the same or similar nature and in competition or potential competition with that of the Company.

The remuneration of such 2 new directors shall be under the remuneration amount approved by the resolution of 2019 Annual General Meeting of Shareholders.

#### **Opinion of the Board of Directors**

The Board of Directors (by the Directors having no conflict of interest) have considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the appointment of (1) Mr. Kris Narongdej and (2) Mr. Korn Narongdej as new directors of the Company.

#### **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 the abstention in the calculation base.

As KPNL and Mr. Kris Narongdej are the shareholders of the Company, holding shares amounting 833,861,000 shares (19.99 percent of the total issued shares) and 66,738,300 shares (1.59 percent of the total issued shares) respectively, they are deemed interested persons, and therefore are not entitled to vote in this agenda.

#### **Agenda 5      Other business (if any)**

The Company has published the invitation of shareholders meeting attached with the enclosures on the Company's website at [www.raimonland.com](http://www.raimonland.com) since 1 November, 2019. Therefore, the Company hereby invites all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2019 on 20 November, 2019, at 2.00 p.m., at Surasak 1, 11th Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok. The map of venue of the meeting is as set out in **Enclosure 6.**

To protect the rights and benefit 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 case of foreign shareholders who appoint a custodian, such shareholders shall use Proxy Form C, all as set out in **Enclosure 7** (*Proxy form*). In this regard, shareholders may appoint Mr. Rathian Srimongkol or Mr. Kris Thirakaosal, the Independent Director of the Company, as the proxy to attend the meeting and cast the votes on the shareholder's behalf. The details of the said Independent Director are set out in **Enclosure 3** (*Profiles of the Independent Director for the Appointment of Proxy by the Shareholders and the definition of Independent Directors*). The shareholder shall deliver the proxy form with the supporting documents, as detailed in **Enclosure 5** (*List of documents and evidence identifying the shareholder or proxy which shall be presented on the date of the shareholders meeting*), to the Investor Relations Department, **Raimon Land Public Company Limited at No.3 Rajanakarn Building 19<sup>th</sup> floor, South Sathorn Road, Yannawa Sub-district, Sathorn District, 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 document to the Company within 13 November, 2019.

It is recommended that the shareholders shall study the List of documents and evidence identifying the shareholder or proxy which shall be presented on the date of the shareholders meeting as set out in **Enclosure 5** (*List of documents and evidence identifying the shareholder or proxy which shall be presented on the date of the shareholders meeting*). The Company will conduct the meeting in accordance with the Articles of Association of the Company regarding shareholders meeting, as detailed in **Enclosure 4** (*Articles of Association of Raimon Land Public Company Limited relating to the shareholders meeting*).

Yours faithfully,

**Raimon Land Public Company Limited**



(Mr. Sataporn Amornvorapak)

Executive Director





Minutes of the 2019 Annual General Meeting of Shareholders  
of  
Raimon Land Public Company Limited (the “Company”)

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Date, venue and time

The meeting was held on April 29, 2019 at 2.00 p.m., at Surasak Ballroom, 11th floor, Eastin Grand Hotel Sathorn located at 33/1, South Sathorn Road, Kwaeng Yannawa, Khet Sathorn, Bangkok.

Meeting Commencement

Professor, Dr. Surakiart Sathirathai, Chairman of the Board of Directors, acted as the chairman of the 2019 Annual General Meeting of Shareholders (the “Chairman”) of Raimon Land Public Company Limited (the “Company”) and Mr. Sataporn Amornvorapak, the Company Secretary, acted as the secretary of the meeting (the “Secretary”). The Chairman welcomed the shareholders who attended the 2019 Annual General Meeting of Shareholders of the Company and assigned the Secretary to provide details regarding the attendees of the meeting.

The Secretary informed the meeting that there were a total of 230 shareholders who attended the meeting in person and by proxy, with 130 shareholders attending in person and 100 shareholders attending by proxy, holding an aggregate of 2,052,693,748 shares, representing 49.196 percent, which was more than one-third of the total issued shares of the Company (The total issued shares of the Company were 4,172,484,127 shares). A quorum was duly formed according to the Company’s Articles of Association. Then, the Chairman introduced the Directors, Executives and the Company’s advisors who attended the meeting as follows:

**Directors attend the meeting:**

- |    |                                      |  |
|----|--------------------------------------|--|
| 1. | Professor, Dr. Surakiart Sathirathai | Chairman of the Board and Independent Director   |
| 2. | Mr. Rathian Srimongkol               | Vice Chairman of the Board, Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee                              |
| 3. | Mr. Lee Chye Tek Lionel              | Chairman of Executive Committee, Member of Nomination and Remuneration Committee, Chairman of Enterprise Risk Management Committee and Chief Executive Officer |
| 4. | Mr. Kris Thirakaosal                 | Independent Director, Chairman of Nomination and Remuneration Committee and Member of Audit Committee  |
| 5. | Mr. Bancha Wudhiprecha               | Independent Director and Member of Audit Committee   |
| 6. | Ms. Nuch Kalyawongsa                 | Non-Independent Director   |
| 7. | Mr. Lee Chye Cheng Adrian            | Executive Director, Member of Enterprise Risk Management Committee and Chief Operating Officer   |
| 8. | Mr. Sataporn Amornvorapak            | Executive Director, Member of Enterprise Risk Management Committee, Chief Financial Officer and Company Secretary  |
| 9. | Mr. Waroon Warawanisha               | Executive Director and Senior Director of Corporate Finance and Merger & Acquisition   |

(Translation)

Independent Financial Advisor from Asset Pro Management Co., Ltd.

1. Mr. Seksan Thanopajai
2. Mr. Suriya Thamtera
3. Ms. Rassarin Kittakkarakosin

Auditor from EY Office Limited

1. Mrs. Chonlaros Suntiasvaraporn Auditor

Legal advisor from The Capital Law Office Limited

1. Mr. Chatri Trakulmanenate Partner
2. Ms. Wipada Saksri Associate

Prior to the consideration of the meeting agenda, the Secretary informed the meeting about the meeting procedures and the vote casting methods in each agenda item as follows:

1. The shareholders attending the meeting in person and by proxy shall receive voting cards upon registration.
2. The meeting shall proceed in the order as prescribed in the invitation of the meeting, where the details of each agenda item shall be presented and the shareholders shall have the opportunity to make inquiries and express opinions prior to the voting of each agenda item. In the case that a shareholder or proxy holder wishes to make inquiries or express opinions, the shareholder or proxy must declare the shareholder's name to the meeting. If any opinion or inquiry is not related to the agenda item being considered, the Chairman shall request the participant to express such opinion or inquiry during consideration of agenda item 11, which was for considering other business.

*(Translation)*

3. The number of votes of each shareholder shall be in accordance with the number of shares held, where one share is equivalent to one vote.
4. After being informed of the details of each agenda item, the vote casting method shall be as follows:
  - In casting a vote for each agenda item, if no shareholder disapproves or abstains, it shall be deemed that the shareholders have approved such agenda item in accordance with their number of votes. Any shareholder who wishes to disapproved or abstained shall indicate the same and affix his/her signature on the voting card and raise his/her hand for the staff to collect the voting card.
  - To count the votes, the Company would exclude disapprovals or abstentions from the total votes and the remaining votes shall be deemed approval. Any shareholder approving an agenda item shall keep the voting card and return the same to the Company's staff after the meeting. Even the vote casting of the meeting shall be conducted openly and not a secret ballot, the Company wishes to collect all the voting card for the transparency purposes.
  - Please be informed that the vote of any person having an interest in relation to an agenda item shall be deducted from the total of eligible votes.

Any vote casted in the following manner shall be considered as voided ballot and invalid

- A voting card that is marked on more than one mark in the space provided;
- A voting card that casts a vote expressing a conflict of intent

*(Translation)*

- A voting card that is crossed out with no signature affixed; and
- A voting card that has more votes than the right to vote

Any shareholder wishing to amend his/her vote must cross out the voting card and affix his/her signature there to.

5. Any shareholder wishing to leave before the meeting is adjourned or leave the meeting room during the consideration of any agenda item may exercise his/her rights by submitting the voting cards to the Company's staff in advance before leaving the meeting room.
6. The vote required for an approval in each agenda item may be varied, where the meeting will be informed by the Chairman in each agenda item prior to casting a vote.

Then, the Secretary gave an opportunity to the shareholders to inquire about the meeting procedures and the vote casting method but no shareholder made any inquiry. Then, the Chairman preceded the meeting according to the meeting agenda as prescribed in the invitation of the meeting, as follows:

**Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018**

The Chairman requested the Secretary to present the details of this agenda item to the meeting.

The Secretary informed the meeting that the Board of Directors had deemed it appropriate to propose that the meeting consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018, held on October 11, 2018, which the Company had delivered to the Stock Exchange of Thailand (the “SET”) within 14 days from the date of the meeting and submitted to the Department of Business Development, the Ministry of Commerce (the “DBD”) within the period required by laws. The Company also published the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on the Company’s website as another alternative to provide information to the shareholders. Nevertheless, there was no opposition or request to amend the said minutes. The details of which were as set out in Enclosure 1 (*Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018*) which had been delivered to the shareholders together with the invitation to the meeting.

Then, the Secretary gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Secretary then requested the meeting to cast the vote on this agenda item where the resolution for this agenda required a simple majority vote of the shareholders attending the meeting and casting their votes excluding abstentions in the calculation base.



(Translation)

### **Resolution of the Meeting**

The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018, as proposed in all respects, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,057,743,464	100
Disapproval	0	0
Abstention	20,000	-
Invalid Voting Cards	0	-
Total (242 persons)	2,057,763,464	

Remark: During the consideration of this agenda item, there were 12 additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 5,069,716 shares. Therefore, there were a total of 242 shareholders and proxy holders, holding an aggregate of 2,057,763,464 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 2**      **To consider and acknowledge the Company's operating results for the fiscal year ended December 31, 2018, the 2018 Annual Report of the Board of Directors and the Company's business plan and strategy**

The Chairman requested Mr. Lee Chye Tek Lionel, the Chief Executive Officer, to present the details of this agenda item to the meeting.

Mr. Lee Chye Tek Lionel informed the meeting of the operating results of the previous year where the key details were summarized as follows:

### Material Events

- In March 2018, the Company had opened Baan Ying and Dink Dink restaurants in Singapore and planned to expand the restaurant franchise into new markets, i.e. Taiwan, Cambodia and China.
- In April 2018, the Company had signed a Joint Venture Agreement with Tokyo Tatemono Asia Pte. Ltd. (TTA) to jointly develop The Estelle Prompong Project and TAIT 12 Project, where the Company held 51 percent shares and TTA held 49 percent shares.
- In October 2018, the Company had launched The Estelle Prompong Project.
- In November 2018, the Company had launched TAIT 12 Project.
- In December 2018, the Company had completed the investment in KPNL's assets and registered the increase of its paid-up capital with the Department of Business Development by the issuance of 597,000,000 shares, changing its previous paid-up capital of Baht 3,575,484,127 to Baht 4,172,484,127.

### The Company's Operating Results

The Company is a leading real estate developer of luxury residence. From 2004, the Company had condominium and housing projects in its development of more than 20 projects, with a total of 5,126 units and project value of more than Baht 64,000 million. The Company's market share was approximately 14 percent for condominiums in the Bangkok Metropolitan Region with an average price of more than Baht 10 million per unit and scheduled to complete from 2018 onward.

*(Translation)*

The main revenue of the Company could be categorized into revenue generated from real estate business for sale of approximately 88 percent and other commercial business including F&B business of approximately 12 percent.

Future Projects

The Company targeted the revenue for the next five years to be Baht 10,000 million and it planned to create new business to generate recurring income of approximately Baht 3,000 million per year or equivalent to 30 percent of the total revenue within 2023, including developing new projects at least two projects per year with a total value of more than Baht 10,000 million in aggregate for such 2 projects.

The Company had planned to diversify its investment in business categories that generate recurring income, i.e. 1. Office Building, 2. Hotel, 3. Medical and Health and 4. Food and Beverage.

1. Office Building

The Company had launched the ONE CITY CENTRE Project, an office building and retail space for rent, located at Ploenchit Road on 6 rai of land with approximately 65,000 square meters of leasable area. The Company expected to recognize revenue from this project of approximately Baht 800–1,000 million.

2. Hotel

2.1 KITCH HOTEL

This hotel will be highlight as food hotel. The first location will be located on Charoennakhon Road, which was only 200 meters from

*(Translation)*

the ICON SIAM. The hotel consisted of 72 rooms and the Company planned to open additional hotels in Pattaya, Phuket, Krabi and Chiangmai.

## 2.2 New Age Hotel

It was a 250-room (approximately) hotel with the “New Age” concept, located on Sukhumvit Road. The Company would be able to present details on such project in the next shareholders meeting.

## 3. Medical and Health

The Company was currently conducting a feasibility study on the development of a medical center project in the major tourism areas, i.e. Khao Yai and Phuket, where the Company would emphasize on utilization of innovation and modern technology.

## 4. Food and Beverage

The Company still worked together with its partner to develop and seek new opportunities to expand the restaurant business beyond the existing restaurant in Singapore. The Company has a plan to expand its restaurant franchise into new markets, i.e. Taiwan, Cambodia and China.

Then, the Secretary reported the progress of the Company's Anti-corruption Policy to the meeting as follows.

- During 2018, the Company communicated the Anti-Corruption policy, the Anti-Corruption program, No-Gift Policy, and Code of Conduct to new staffs (44 persons) during orientation.
- The Internal Audit Department regularly participated in the observation of bidding envelopes opening. In 2018, the Internal

(Translation)

Audit Department participated in the observation of over 20 bidding envelopes opening to ensure the Company's compliance with the Anti-corruption Policy.

- Enterprise Risk Management Training was conducted on October 12, 2018 for whole organization, which included the corruption risk.
- Performance Appraisal of all employees included self-assessment regarding the Anti-Corruption.

Details of the Company's operating result were as set out in Enclosure 2 (*The 2018 Annual Report of the Board of Directors*), which had been delivered to the shareholders together with the invitation to the meeting.

The Secretary gave the meeting an opportunity to express opinions and make inquiries about the agenda item and a shareholder expressed an opinion and made an inquiry where the responses to the same were given as summarized at the end of this agenda item.

Remark This agenda item was for acknowledgement and no casting of vote was required.

## Agenda 2

## Questions / Answers / Suggestions

1st Shareholder

The shareholder asked about the progress of the 185 Ratchadamri Project and recommended that the Company should reconsider the investment in the project in Khao Yai.

Mr. Lee Chye Tek  
Lionel

The 185 Ratchadamri Project was a greatly successful project of the Company. The project in Khao Yai would not be a

*(Translation)*

condominium project but it would be a hotel project that would focus on medical and health and potentially be located on 5 rai of land. The Company was currently in the process of making a development plan for such project.

**Agenda 3    To consider and approve the audited financial statements of the Company for the fiscal year ended December 31, 2018**

The Chairman requested the Secretary to present the details of this agenda item to the meeting.

The Secretary informed the meeting that the Board of Directors deemed appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and approve the Company's audited financial statements for the fiscal year ended December 31, which have been audited by the auditor and reviewed by the Audit Committee, and approved by the Board of Directors. The details of which were as set out in **Enclosure 2** (*The 2018 Annual Report of the Board of Directors, comprising a copy of the audited financial statements of the Company for the fiscal year ended December 31, 2018*) which had been delivered to the shareholders together with the invitation to the meeting. The key details of the financial statements are as summarized as follows:



(Translation)

Statements of comprehensive income						
	<u>Consolidated</u>		<u>Changes</u>	<u>Separate</u>		<u>Changes</u>
	<u>Financial Statement</u>			<u>Financial Statements</u>		
	<u>(Million Baht)</u>			<u>(Million Baht)</u>		
	<u>2018</u>	<u>2017</u>	<u>%</u>	<u>2018</u>	<u>2017</u>	<u>%</u>
Revenues from sales of real estate	2,933.3	2,866.3	2.3%	1,307.8	422.8	209.3%
Total revenues	3,326.9	3,015.9	10.3%	2,107.6	778.3	170.8%
Total expenses	3,095.4	2,688.7	15.1%	1,388.9	709.8	95.7%
EBIT	231.4	327.2	(29.3%)	718.7	68.5	949.2%
Finance cost	(149.0)	(77.1)	93.3%	(144.9)	(101.6)	42.6%
Income tax expense	(59.2)	(59.0)	0.3%	(81.8)	(9.6)	752.1%
Profit (loss) for the year	8.6	192.9	(95.5%)	492.0	(42.6)	1,054.9%
Gross profit margin	25.2%	32.5%		28.2%	53.8%	
Net profit margin	0.3%	6.3%		23.3%	(5.5%)	

Statements of financial position - Assets						
	<u>Consolidated</u>		<u>Changes</u>	<u>Separate</u>		<u>Changes</u>
	<u>Financial Statement</u>			<u>Financial Statements</u>		
	<u>(Million Baht)</u>			<u>(Million Baht)</u>		
	<u>2018</u>	<u>2017</u>	<u>%</u>	<u>2018</u>	<u>2017</u>	<u>%</u>
Cash, cash equivalents and temporary investments	1,120.9	648.8	72.8%	221.9	362.8	(38.8%)
Real estate project development cost	6,123.2	6,872.5	(10.9%)	1,112.0	378.6	193.8%
Other current assets	712.4	391.5	82.0%	1,725.9	3,362.0	(48.7%)
Plant properties and equipment <sup>1</sup>	4,856.2	1,505.9	222.5%	72.7	88.0	(17.4%)
Other non-current assets	1,517.0	1,039.3	46.0%	6,887.2	4,018.3	71.4%
Total assets	14,329.7	10,458.0	37.0%	10,019.7	8,209.7	22.0%

<sup>1</sup> Property, plant and equipment includes Investment properties, Leasehold right and Land awaiting development.

(Translation)

Statements of financial position - Liabilities						
	<u>Consolidated</u>		<u>Changes</u>	<u>Separate</u>		<u>Changes</u>
	<u>Financial Statement</u>			<u>Financial Statements</u>		
	<u>(Million Baht)</u>			<u>(Million Baht)</u>		
	<u>2018</u>	<u>2017</u>	<u>%</u>	<u>2018</u>	<u>2017</u>	<u>%</u>
Interest-bearing liabilities	6,561.4	4,059.7	61.6%	3,189.3	2,749.3	16.0%
Other liabilities	2,046.4	1,331.6	53.7%	411.0	190.2	116.1%
Total liabilities	8,607.8	5,391.3	59.7%	3,600.3	2,939.5	22.5%

Statements of financial position - Shareholders' equity						
	<u>Consolidated</u>		<u>Changes</u>	<u>Separate</u>		<u>Changes</u>
	<u>Financial Statement</u>			<u>Financial Statements</u>		
	<u>(Million Baht)</u>			<u>(Million Baht)</u>		
	<u>2018</u>	<u>2017</u>	<u>%</u>	<u>2018</u>	<u>2017</u>	<u>%</u>
Issued and fully paid-up capital	4,172.5	3,575.5	16.7%	4,172.5	3,575.5	16.7%
Appropriated retained earnings	134.0	109.0	22.9%	134.0	109.0	22.9%
Unappropriated retained earnings	1,776.7	1,900.0	(6.5%)	1,916.8	1,556.7	23.1%
Other components of shareholders' equity	(361.3)	(517.8)	(30.2%)	196.1	29.0	576.2%
Total shareholders' equity	5,721.9	5,066.7	12.9%	6,419.4	5,270.2	21.8%
Total liabilities and shareholders' equity	14,329.7	10,458.0	37.0%	10,019.7	8,209.7	22.0%

Then, the Secretary gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Secretary then requested the meeting to cast the vote on this agenda item where the resolution for this agenda required a simple majority vote of the shareholders attending the meeting and casting their votes excluding abstentions in the calculation base.

(Translation)

### **Resolution of the Meeting**

The meeting resolved to approve the Company's financial statements for the fiscal year ended December 31, 2018 as proposed in all respects, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,058,334,750	100
Disapproval	0	0
Abstention	20,000	-
Invalid Voting Cards	1,400,000	-
Total (259 persons)	2,059,754,750	

Remark: During the consideration of this agenda item, there were 17 additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 1,991,286 shares. Therefore, there were a total of 259 shareholders and proxy holders, holding an aggregate of 2,059,754,750 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 4** To consider and approve the appropriation of the net profit of the year 2018 as a legal reserve and the dividend payments for the year 2019

The Chairman requested the Secretary to present the details of this agenda item to the meeting.

The Secretary informed the meeting that pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLC Act") and Article 46 of the Company's Articles of Association, the

*(Translation)*

Company must allocate part of the annual net profit as a legal reserve in an amount of not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the legal reserve amounts to not less than 10 percent of the registered capital, unless the Articles of Association of the Company or other law requires for a greater amount of the legal reserve.

The Company's current registered capital was Baht 4,268,262,367 and its legal reserve was Baht 109,000,000 before the appropriation, equivalent to 4.42 percent of the Company's registered capital, which was still less than 10 percent of the registered capital. However, the Company's net profit was Baht 492,018,512 according to the Company's separate financial statements for the fiscal year ended December 31, 2018. Therefore, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders to consider and approve the appropriation of the net profit of the year 2018 in the amount of Baht 25,000,000 as a legal reserve.

Pursuant to Section 115 of the PLC 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. In addition, the Company had a policy to pay dividend of not more than 50 percent of the net profit, according to the separate financial statements after tax and appropriation for all legal reserves when the Company had profit and no accumulated loss.

In this regard, the Company's unappropriated retained earnings from the Company's operating results according to the Company's financial statements for the fiscal year ended December 31, 2018 was Baht

(Translation)

1,916,757,407. Therefore, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the dividend payments from the Company's unappropriated retained earnings at the rate of Baht 0.015 per share, or equivalent to Baht 62,587,261.91 in total, or representing 3.27 percent of the Company's unappropriated retained earnings.

A comparison of the dividend payments from the Company's operating results in the previous years were detailed as follows:

Details of dividend payment	Year 2019 (as proposed)	Year 2018	Year 2017
1. Net profit (Separate financial Statements) (Baht) of 2018, 2017 and 2016, respectively	492,018,512	N/A*	149,604,144
2. Number of the Company's issued shares (Shares)	4,172,484,127	3,575,483,607	3,575,483,607
3. Dividends paid per share (Baht)	0.015	0.0313	0.07
4. Total amount of dividends paid (Baht)	62,587,261.91	111,912,637	250,283,852
5. Dividend pay-out ratio	N/A*	N/A*	167.30

**Remark:**

\*The dividend payments of the year 2018 and 2019 were made from the retained earnings.

However, the right to receive dividends was uncertain until the 2019 Annual General Meeting of Shareholders would grant approval.

In this regard, the Company would pay dividends to the shareholders whose name appeared on the Company's share register book on May 9, 2019 (Record Date) and the dividends would be paid on May 28, 2019.

*(Translation)*

Then, the Secretary gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Secretary then requested the meeting to cast the vote on this agenda item where the resolution for this agenda required a simple majority vote of the shareholders attending the meeting and casting their votes excluding abstentions in the calculation base.

#### **Resolution of the Meeting**

The meeting resolved to approve the appropriation of the net profit of the year 2018 as a legal reserve and the dividend payments for the year 2019 as proposed in all respects, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,058,336,750	99.9320
Disapproval	1,400,000	0
Abstention	20,000	-
Invalid Voting Cards	0	-
Total (261 persons)	2,059,756,750	

Remark: During the consideration of this agenda item, there were 2 additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 2,000 shares. Therefore, there were a total of 261 shareholders and proxy holders, holding an aggregate of 2,059,756,750 shares, who attended the meeting during the consideration of this agenda item.



**Agenda 5      To consider and approve the election of Directors to replace those who will retire by rotation**

The Chairman informed the meeting that to be in compliance with the good corporate governance, prior the consideration of this agenda item, the Chairman requested the Directors attending the meeting who must retire by rotation, i.e. (1) Mr. Lee Chye Tek Lionel, (2) Mr. Sataporn Amornvorapak and (3) Mr. Waroon Warawanisha, to leave the meeting room during the consideration of this agenda item. Then, the Chairman requested Mr. Kris Thirakaosal, Chairman of Nomination and Remuneration Committee, to present the details of this agenda item.

Mr. Kris Thirakaosal informed the meeting that pursuant to paragraph two of Section 71 of the PLC Act and Article 16 of the Company's Articles of Association, 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 where the retired directors may be re-elected. There were three directors who must retire by rotation at the 2019 Annual General Meeting of Shareholders as follows:

(Translation)

Name of Directors who shall retire by rotation	Position	Number of Board of Directors' meeting attendance in 2018	Number of Subcommittee meeting attendance in 2018	Term of directorship
1. Mr. Lee Chye Tek Lionel	Chairman of Executive Committee/	12/12	14/14	6.1 years
	Member of Enterprise Risk Management Committee		4/4	
2. Mr. Sataporn Amornvorapak	Executive Director/	12/12	14/14	5.8 years
	Member of Enterprise Risk Management Committee		4/4	
3. Mr. Waroon Warawanisha*	Executive Director	11/11	7/7*	1.2 years

\* Mr. Waroon Warawanisha had been appointed as a Member of Executive Committee on June 20, 2018.

In this regard, the Nomination and Remuneration Committee, had reviewed the qualifications of the three Directors who must retire by rotation at the 2019 Annual General Meeting of Shareholders and viewed that they had knowledge, capability, experience and expertise that would benefit the Company's operations. Additionally, they had the qualification and did not possess any prohibited characteristics under the PLC Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) and other relevant regulations. The details of which were as set out in **Enclosure 3** (*Information of the candidate for the election of*

(Translation)

*Directors to replace the Directors who will retire by rotation*) which had been delivered to the shareholders together with the invitation to the meeting.

Then, Mr. Kris Thirakaosal gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. Mr. Kris Thirakaosal then requested the meeting to cast the vote on this agenda item where the resolution for this agenda required a simple majority vote of the shareholders attending the meeting and casting their votes excluding abstentions in the calculation base and the vote casting would be conducted per each re-election of Director.

#### **Resolution of the Meeting**

The meeting resolved to approve the re-election of (1) Mr. Lee Chye Tek Lionel, (2) Mr. Sataporn Amornvorapak and (3) Mr. Waroon Warawanisha as Directors for another term as proposed in all respects, with the following voting results:

1. Approval was granted for the re-election of Mr. Lee Chye Tek Lionel as a Director of the Company, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,057,092,950	99.9320
Disapproval	1,400,000	0.0680
Abstention	1,354,000	-
Invalid Voting Cards	0	-
Total (263 persons)	2,059,846,950	

(Translation)

2. Approval was granted for the re-election of Mr. Sataporn Amornvorapak as a Director of the Company, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,056,461,350	99.9013
Disapproval	2,031,600	0.0987
Abstention	1,354,000	-
Invalid Voting Cards	0	-
Total (263 persons)	2,059,846,950	

3. Approval was granted for the re-election of Mr. Waroon Warawanisha as a Director of the Company, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,056,461,350	99.9013
Disapproval	2,031,600	0.0987
Abstention	1,354,000	-
Invalid Voting Cards	0	-
Total (263 persons)	2,059,846,950	

Remark: During the consideration of this agenda item, there were two additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 90,200 shares. Therefore, there were a total of 263 shareholders and proxy holders, holding an aggregate of

*(Translation)*

2,059,846,950 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 6      To consider and approve the Directors' remuneration and bonus for the year 2019**

The Chairman requested Mr. Kris Thirakaosal, Chairman of the Nomination and Remuneration Committee, to present the details of this agenda item.

Mr. Kris Thirakaosal informed the meeting that pursuant to Section 90 of the PLC Act and Article 14 of the Company's Articles of Association, the Directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or other forms in accordance with the Company's Articles of Association or as considered by the general meeting of shareholders. The remuneration may be determined in a fixed amount, or in principle, or determined from time to time until it is changed. Moreover, the Directors shall be entitled to receive any other allowances and benefits according to the Company's rules.

In this regard, the Directors' remuneration for the year 2019 was determined in the amount of not exceeding Baht 9,000,000 whereby the Board of Directors shall be authorized to allocate the monetary remuneration to the Directors for the year 2019 as appropriate. In consideration of the determination of the Directors' remuneration, the Nomination and Remuneration Committee had considered the remuneration based on the Company' operating results of the previous year and made a comparison to other companies in same industry and the average of the Directors' remuneration of other businesses having a similar size, as well as business expansion and profit growth of the

(Translation)

Company. Therefore, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the Directors' remuneration and bonus for the year 2019 detailed as follows:

- (1) to pay the Directors' monthly remuneration, where the details of which were as presented in the table showing a comparison between the Directors' remuneration for 2019 and 2018 as follows:

<i>Name of Directors</i>	<i>Monthly Remuneration in 2018 (Baht)</i>	<i>Proposed remuneration for 2019</i>		
		<i>Position</i>	<i>Monthly Remuneration per position (Baht)</i>	<i>Total Monthly Remuneration (Baht)</i>
1. Professor, Dr. Surakiart Sathirathai	250,000	Chairman of the Board	250,000	250,000
2. Mr. Rathian Srimongkol	63,000	Director	29,000	79,000
		Chairman of the Audit Committee	35,000	
		Member of Nomination and Remuneration Committee	15,000	
3. Ms. Nuch Kalyawongsa	28,000	Director	29,000	29,000
4. Mr. Kris Thirakaosal	64,000	Director	29,000	74,000
		Member of Audit Committee	25,000	
		Chairman of Nomination and Remuneration Committee	20,000	
5. Mr. Bancha Wudhiprecha	46,000	Director	29,000	54,000
		Member of Audit Committee	25,000	
Total (Baht)	451,000		486,000	486,000

*(Translation)*

In this regard, the Directors holding the executive position shall not be entitled to receive remuneration as Directors since they would receive the monthly salary as employees of the Company.

(2) Directors' Bonus

The Nomination and Remuneration Committee considered and deemed it appropriate to propose that the Board of Directors shall be authorized to allocate bonus to the Directors for the year 2019 as appropriate. In this regard, the total monthly remuneration as mentioned above and the bonus shall in aggregate not exceed Baht 9,000,000.

Then, Mr. Kris Thirakaosal gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. Mr. Kris Thirakaosal then requested the meeting to cast the vote on this agenda item where the resolution for this agenda required a vote of not less than two-thirds of the shareholders attending the meeting including the abstention in the calculation base.

**Resolution of the Meeting**

The meeting resolved to approve the Directors' remuneration and bonus for the year 2019 as proposed in all respects, with the following voting results:

(Translation)

Voting	No. of Votes	Representing (%)
Approval	2,050,377,050	99.5403
Disapproval	8,650,000	0.4199
Abstention	820,000	0.0398
Invalid Voting Cards	0	-
Total (264 persons)	2,059,847,050	

Remark: During the consideration of this agenda item, there was one additional shareholder and/or proxy holder who attended the meeting, holding an aggregate of 100 shares. Therefore, there were a total of 264 shareholders and proxy holders, holding an aggregate of 2,059,847,050 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 7      To consider and approve the appointment of auditors and determination of the auditors' remuneration for the fiscal year 2019**

The Chairman requested Mr. Rathian Srimongkol, the Chairman of the Audit Committee, to present the details of this agenda item to the meeting.

Mr. Rathian Srimongkol informed the meeting that pursuant to Section 120 of the PLC Act, it has required that the annual general meeting of shareholders shall appoint the auditor and determine the auditors' remuneration every year and the existing auditors were eligible to be reappointed.



*(Translation)*

In addition, according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 44/2556 Re: the Rules, Criteria and Procedures for Disclosures of Financial Status and the Operating Results of the Company Issuing Securities, the company shall arrange for the rotation of the auditor(s) if such auditor(s) have performed the duties for seven consecutive fiscal years.

The Audit Committee had considered and recommended the Board of Directors to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year ended December 31, 2019 and appoint any of the following auditors to review and give opinion on the Company's financial statements:

- |  |   |
|--|---|
| <b>1. Mr. Chavala Tienpasertkij</b>      | Certified Public Accountant No. 4301 (having not certified the Company's financial statements);<br>and/or |
| <b>2. Dr. Kiatniyom Kuntisook</b>        | Certified public accountant No. 4800 (having not certified the Company's financial statements);<br>and/or |
| <b>3. Dr. Suwatchai Meakhaamnouychai</b> | Certified Public Accountant No. 6638 (having not certified the Company's financial statements);<br>and/or |

(Translation)

4. Mr. Nantawat Sumraunhant

Certified Public Accountant No.  
7731 (having not certified the  
Company's financial statements)

In this regard, the Audit Committee had viewed that none of the proposed auditors had any relationship or conflict of interests with the Company, Executives, major shareholders or any related person thereof. Therefore, the auditors were independent to audit and give opinion on the financial statements of the Company. Moreover, the auditors had the qualifications in line with the SET regulations.

Additionally, the Company had deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the auditors' remuneration in the amount of not exceeding Baht 1,860,000. A comparison of the auditors' remuneration for 2019 and 2018 were as set out below.

Table of Comparison of the Auditors' Remuneration for 2019 and 2018

Auditors' Remuneration	Fiscal Year 2019	Fiscal Year 2018
1. Audit fee	Not exceeding Baht 1,860,000	Not exceeding Baht 1,920,000
2. Other service fee	None	None

**Remark** In the case that the auditors of the Company's subsidiaries were from other audit firm, the Board of Directors would ensure that the financial statements shall be completed on time.

(Translation)

Then, Mr. Rathian Srimongkol gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. Mr. Rathian Srimongkol then requested the meeting to cast the vote on this agenda item where the resolution for this agenda item required a simple majority vote of the shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

**Resolution of the Meeting**

The meeting resolved to approve the appointment of auditors and determination of the auditors' remuneration for the fiscal year 2019 as proposed in all respects, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,057,841,140	99.9320
Disapproval	1,400,000	0.0680
Abstention	820,000	-
Invalid Voting Cards	0	-
Total (268 persons)	2,060,061,140	

Remark: During the consideration of this agenda item, there were four additional shareholder and/or proxy holder who attended the meeting, holding an aggregate of 214,090 shares. Therefore, there were a total of 268 shareholders and proxy holders, holding an aggregate of 2,060,061,140 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 8** To consider and approve the reduction of the Company's registered capital by cancelling the authorized but unissued shares of the Company and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

The Chairman requested the Secretary to present the details of this agenda item to the meeting.

The Secretary informed the meeting that the Company had 95,778,240 authorized but unissued shares, with a par value of Baht 1 per share, to accommodate the exercise of the warrants to purchase the Company's ordinary shares (RML-WB), which was already expired on November 15, 2018.

In this regard, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the reduction of Company's registered capital by Baht 95,778,240 from the existing registered capital of Baht 4,268,262,367 to Baht 4,172,484,127 by cancelling 95,778,240 authorized but unissued shares, with a par value of Baht 1 per share.

Following such reduction of the registered capital, the Company's registered capital would be Baht 4,172,484,127, divided into 4,172,484,127 ordinary shares, with a par value of Baht 1 per share, where such 4,172,484,127 ordinary shares would be paid-up.

In addition, to be in line with the reduction of the Company's registered capital, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the amendment

*(Translation)*

to Clause 4. of the Company's Memorandum of Association by adopting the following wordings:

"Clause 4	Registered	Baht	(Baht Four thousand
	Capital:	4,172,484,127	one hundred and
			seventy two million
			four hundred and
			eighty-four thousand
			one hundred and
			twenty-seven)
	Divided into:	4,172,484,127	(Four thousand one
		shares	hundred and seventy
			two million four
			hundred and eighty-
			four thousand and one
			hundred twenty seven
			shares)
	Par value per	Baht 1	(Baht One)
	share:		
	Divided into:		
	Ordinary	4,172,484,127	(Four thousand one
	shares:	shares	hundred and seventy
			two million four
			hundred and eighty-
			four thousand and one
			hundred twenty seven
			shares)

*(Translation)*

Preference - shares ( - shares)"

shares:

In this regard, it was proposed that any person designated by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the DBD, shall be authorized to amend and adjust the above wordings to be in line with the registrar's order.

Then, the Secretary gave the shareholders an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Secretary then requested the meeting to cast the vote on this agenda item where the resolution for this agenda item required a vote of not less than three-fourths of the shareholders attending the meeting and entitling to vote including the abstention in the calculation base.

#### **Resolution of the Meeting**

The meeting resolved to approve the reduction of the Company's registered capital by cancelling the authorized but unissued shares of the Company and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital as proposed in all respects, with the following voting results:

(Translation)

Voting	No. of Votes	Representing (%)
Approval	2,058,750,528	99.9311
Disapproval	1,400,000	0.0680
Abstention	20,000	0.0010
Invalid Voting Cards	0	-
Total (272 persons)	2,060,170,528	

Remark: During the consideration of this agenda item, there were 4 additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 109,388 shares. Therefore, there were a total of 272 shareholders and proxy holders, holding an aggregate of 2,060,170,528 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 9      To consider and approve the investment in the ONE CITY CENTRE Project, a commercial building development project**

The Chairman requested the Secretary to present the details of this agenda item to the meeting.

The Secretary informed the meeting that the Board of Director's Meeting No. 7/2559, held on November 10, 2016, had passed a resolution to approve the entry into a long-term 30-year lease of a plot of land in the vicinity of Ploenchit Road, with a total area of 6 rai and 28 square wa and the lessor already handed over such leased land to the Company.

To start the implementation of the Company's strategy to grow revenue by diversify its business and creating new business, which would also

*(Translation)*

enhance the competitive edge and increase the business opportunities of the Company, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the investment of RML 548 Company Limited ("**RML548**"), the Company's wholly own subsidiary, in the ONE CITY CENTRE Project, an office building development project (the "**OCC Project**"), located on the leased land as mentioned above by RML548, for a total investment value of Baht 8,771.44 million (the "**Investment in the OCC Project**"), divided into construction cost and other expenses in the amount of Baht 5,449.46 million and rent payable for the leased land as approved at the Board of Director's Meeting No. 7/2559, held on November 10, 2016, in the amount of Baht 3,321.98 million.

The OCC Project is a grade A 61-storey office building with a net leasable area of approximately 59,949 square meters, comprising office space of approximately 54,649 square meters and retail space of approximately 5,300 square meters, located on a total area of 6 rai and 28 square wah in the vicinity of Ploenchit Road, which was a prime area surrounded by various facilities, such as the Ploenchit BTS Station, Central Embassy and Central Chidlom, under the 30-year long-term lease, which the Company already registered with the Department of Lands.

The Investment in the OCC Project constituted an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, B.E. 2551 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets,



*(Translation)*

B.E. 2547 (as amended) (the “**Notifications on Acquisition or Disposition**”). The value of the transaction as calculated according to the total value of consideration criterion, which gave the highest transaction value, was equivalent to 72.07 percent, divided into 1) the construction cost and other expenses of 38.03 percent and 2) the leased land rent of 34.04 percent<sup>2</sup>.

However, within the past six months, the Company had an acquisition transaction in respect of the right to use the “klapsons” trademark to operate its hospitality business for a period of ten years from January 1, 2019 to December 31, 2028 where the Company would pay a licensing fee in the amount of not exceeding Baht 19,806,228. The value of such transaction calculated according to the total value of consideration criterion was 0.15 percent, which was based on the Company’s audited consolidated financial statements for the year ended September 30, 2018.

Additionally, the Board of Directors would propose that the 2019 Annual General Meeting of Shareholders consider and approve the acquisition of assets of Raimon Land Nineteen Company Limited from a connected person together with the consideration and approval for the Investment in the OCC Project. The transaction value of the acquisition of assets of Raimon Land Nineteen Company Limited calculated according to the total value of consideration criterion, which resulted the highest transaction value, was equivalent to 1.33 percent. Such calculation was according to the Company’s audited consolidated financial statements for the year ended December 31, 2018.

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<sup>2</sup> The transaction value was approved at the Board of Director’s Meeting No. 7/2559, held on November 10, 2016.

*(Translation)*

The transaction value of such three transactions calculated according to the total value of consideration criterion, which gave the highest transaction value under the Notifications on Acquisition or Disposition, was equivalent to 73.55 percent, which was more than 50 percent, but lower than 100 percent. The Investment in the OCC Project was, therefore, deemed as a Class 1 Transaction pursuant to the Notifications on Acquisition or Disposition.

The Company, therefore, was required to prepare an information memorandum on the acquisition of assets for disclosure to the SET, convene a shareholders' meeting to consider and approve the entry into the transaction with a vote of not less than three-fourths of the total votes of the shareholders presented and entitled to vote, excluding the vote of the shareholder having conflict of interest in the calculation base and the Company was required to appoint the independent financial advisor to provide an opinion on the proposed transaction for further decision-making of the shareholders. In this regard, the Company had appointed Asset Pro Management Company Limited as the independent financial advisor to provide an opinion on the proposed transaction for further decision-making of the shareholders. The details related to the Investment in the OCC Project transaction were as set out in **Enclosure 4** (*Information Memorandum on the Acquisition of Assets of Raimon Land Public Company Limited regarding the Investment in the ONE CITY CENTRE Project*) and **Enclosure 6** (*Opinion of the Independent Financial Advisor on the Acquisition of Assets and Connected Transaction of Raimon Land Public Company Limited*), which had been delivered to the shareholders together with the invitation to the meeting.

*(Translation)*

In this regard, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the authorization of the authorized Directors of the Company and/or any person(s) authorized by such persons take all actions required for and relevant to the Investment in the OCC Project including, but not limited to (a) the negotiating the terms and conditions of contracts in relation to the construction, system work, and other works relevant to the Investment in the OCC Project, (b) determining and/or amending of any details relevant to the Investment in the OCC Project, (c) executing the agreements and documents relevant to the Investment in the OCC Project, including, but not limited to the contracts in relation to the construction, system work, and other works relevant to the OCC Project, (d) executing the applications, including other required documents and evidence for the Investment in the OCC Project, including contacting and filing applications, documents and evidence to the government or the relevant authorities and (e) undertaking any other actions required for and relevant to the Investment in the OCC Project until its completion.

In addition, the Secretary presented the advantages and disadvantages of entering into the transaction and not entering into the transaction as summarized as follows:

Advantages of entering into the transaction

- 1) The Company would be able to create an opportunity to recognise revenue and profit in the future.
- 2) The transaction would recognize recurring income.
- 3) The Company would be able to utilize the potential leaseholds for the benefit of office building.

*(Translation)*

- 4) The transaction would be another channel to increase experience and enter into the business of development and management of office building and retail space for rent.

Disadvantages of entering into the transaction

- 1) The project was limited for a period of 30 years.
- 2) The investment required a large amount of cash, resulting on the Company losing the opportunity to invest in other projects.

Advantages of not entering into the transaction

- 1) The Company would not incur financial burden from the investment of the project.
- 2) The existing cash could be utilized for other projects.

Disadvantages of not entering into the transaction

- 1) The Company would be losing on opportunity to recognise revenue and profit in the future.
- 2) The Company would not be able to recognise recurring income.
- 3) The Company would lose on the opportunity to utilize the potential leaseholds for the benefit of office building.
- 4) The Company would lose on opportunity to increase experience and enter into the business of development and management of office building and retail space for rent.

Risks of entering into the transaction

- 1) The increase in competition might cause the demand and the rental fee to deviate from expectation.
- 2) The construction might be delayed.

*(Translation)*

- 3) The cost of construction materials and cost of project development might be higher than expected.
- 4) The fluctuation of interest rate and the sufficiency of capital for the project development.
- 5) The Company might not obtain approval from shareholders' meeting.

Then, the Secretary gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Secretary then requested the meeting to cast the vote on this agenda item where the resolution for this agenda required a vote of not less than three-fourths of the shareholders attending the meeting and entitling to vote including the abstention in the calculation base and excluding the vote of shareholder having conflict of interest.

#### **Resolution of the Meeting**

The meeting resolved to approve the investment in the ONE CITY CENTRE Project, a commercial building development project as proposed in all respects, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	2,058,916,531	99.9311
Disapproval	1,400,000	0.0680
Abstention	20,000	0.0010
Invalid Voting Cards	0	-
Total (282 persons)	2,060,336,531	

*(Translation)*

Remark: During the consideration of this agenda item, there were 10 additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 166,003 shares. Therefore, there were a total of 282 shareholders and proxy holders, holding an aggregate of 2,060,336,531 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 10 To consider and approve the acquisition of assets of Raimon Land Nineteen Company Limited from a connected person**

The Chairman requested the Secretary to present the details of this agenda item to the meeting.

The Secretary informed the meeting that referring to the Extraordinary Meeting of Shareholders No.1/2018 of the Company, held on October 11, 2018, had passed a resolution to approve the investment in the assets of KPN Land Company Limited (“**KPNL**”) via an entire business transfer (the “**Transaction of Investment in the Assets of KPNL**”), which resulted the Company’s acquisition of KPNL’s assets, which included 51 percent of the total issued shares of Raimon Land Nineteen Company Limited (the “**Target Company**”), the owner of the luxury condominium project which was in development and located on the title deeds nos. 24160 and 24161, with a total area of approximately 1 rai 0 ngarn, and 8 square wah, and situated in the vicinity of Soi Sukhumvit 19, Khwaeng Khlong Toei Nuea, Khet Watthana, Bangkok (the “**SHAA Asoke Project**”) (formerly known as the “S19 Project”). The Company already paid cash and issued newly-issued ordinary shares as consideration for the Transaction of Investment in the Assets of KPNL, which resulted in KPNL becoming a major shareholder of the Company (the second largest shareholder). As

*(Translation)*

of February 5, 2019, KPNL and a connected person, i.e. Mr. Krit Narongdej, held in aggregate 20.18 percent of the total issued shares of the Company. However, after the Transaction of Investment in the Assets of KPNL, a partner of KPNL under a joint venture agreement, which held 49 percent of the total issued share capital of the Target Company, exercised its put option to demand KPNL to purchase all of its 49 percent shares in the Target Company in accordance with the said joint venture agreement, which resulted in KPNL, the Company's major shareholder (the second largest shareholder), holding 49 percent of the shares in the Target Company.

To eliminate conflict of interest and maximize the Company's benefits as the owner of the SHAA Asoke Project, which had potential to generate good returns to the Company in the future, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the acquisition of Raimon Land Holding Company Limited ("**RMLH**"), the Company's subsidiary whose 100 percent shares are held by the Company, to acquire 245,000 ordinary shares or equivalent to 49 percent of the total issued shares of the Target Company from KPNL, including KPNL's rights as a creditor with respect to the loan that KPNL granted to the Target Company in proportion to its shareholding percentage in the Target Company, at a total price of Baht 191,100,000 (collectively, the "**Acquisition of Shares**") by RMLH. After the Acquisition of Shares, the shareholding proportion of the Company in the Target Company, which was indirectly held through RMLH, would increase from 51 percent to 100 percent of the total issued shares of the Target Company.

*(Translation)*

The Acquisition of Shares constituted a connected transaction relating to assets or services pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, B.E. 2551 (as amended) and the Notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated November 19, B.E. 2546 (as amended) (collectively, the “**Notifications on Connected Transaction**”). The calculated value of the transaction was equivalent to 3.43 percent of the net tangible assets (NTA) of the Company and its subsidiaries, which exceeded Baht 20,000,000 and 3 percent of the NTA of the Company and its subsidiaries according to the audited consolidated financial statements of the Company for the year ended December 31, 2018.

In addition, the Acquisition of Shares also constituted an acquisition of assets pursuant to the Notifications on Acquisition or Disposition. The value of the transaction as calculated according to the total value of consideration criterion, which gave the highest transaction value, was equivalent to 1.33 percent. Such calculation was based on to the Company’s audited consolidated financial statements for the year ended December 31, 2018.

In this regard, within the past six months, the Company had an acquisition transaction in respect of the right to use the “klapsongs” trademark to operate the hospitality business for a period of ten years from January 1, 2019 to December 31, 2028 where the Company would pay for a licensing fee in the amount of not exceeding Baht 19,806,228. The value of such transaction calculated according to the total value of



*(Translation)*

consideration criterion is equivalent to 0.15 percent, which was based on to the Company's audited consolidated financial statements for the year ended September 30, 2018.

In addition, the Board of Directors proposed that the 2019 Annual General Meeting of Shareholders consider and approve the entry into the Investment in the OCC Project. The transaction value calculated according to the total value of consideration criterion, which gave the highest transaction value, was equivalent to 72.07 percent.

The transaction value of such three transactions calculated according to the Notifications on Acquisition or Disposition, based on the total value of consideration criterion, which gave the highest transaction value, under the Notifications on Acquisition or Disposition was equivalent to 73.55 percent, which was more than 50 percent, but lower than 100 percent. The Acquisition of Shares was, therefore, deemed as a Class 1 Transaction pursuant to the Notifications on Acquisition or Disposition.

The Company, therefore, was required to prepare an information memorandum on the acquisition of assets and connected transaction for disclosure to the SET, convene a shareholders' meeting to consider and approve the entry into the transaction and appoint an independent financial advisor to give an opinion on the proposed transaction for further decision-making by the shareholders. In this regard, the Company had appointed Asset Pro Management Company Limited as the independent financial advisor to give an opinion on the proposed transaction for further decision-making of the shareholders. The details on the Acquisition of Shares transaction were as set out in Enclosure 5 *(Information Memorandum on the Acquisition of Assets and Connected*

(Translation)

*Transaction of Raimon Land Public Company Limited regarding the Acquisition of Assets of Raimon Land Nineteen Company Limited from a Connected Person*) and Enclosure 6 (*Opinion of the Independent Financial Advisor on the Acquisition of Assets and Connected Transaction of Raimon Land Public Company Limited*) which had been delivered to the shareholders together with the invitation to meeting.

Additionally, it was deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the authorization of authorized Directors of the Company and/or any person(s) authorized by such persons take all actions required for and relevant to the Acquisition of Shares including, but not limited to (a) negotiating the terms and conditions of the shares sale and purchase agreement (b) determining and/or amending any details relevant to the Acquisition of Shares (c) executing the agreements and documents relevant to the Acquisition of Shares including, but not limited to the shares sale and purchase agreement (d) executing applications, including other required documents and evidence for the Acquisition of Shares, including contacting and filing applications, documents and evidence to the government or the relevant competent authorities and (e) undertaking any other actions required for and relevant to the Acquisition of Shares until its completion.

In addition, the Secretary presented the advantages and disadvantages of entering into the transaction and not entering into the transaction as summarized as follows:

*(Translation)*

Advantages of entering into the transaction

- 1) The Company would be able to fully recognise the operating results in the future after project completion.
- 2) The Company would be able to have absolute control the project.
- 3) The Company would acquire assets in accordance with the Company's business practice.
- 4) The Company would be able to eliminate conflict of interest.

Disadvantage of entering into the transaction

- 1) The investment required cash, resulting in the Company losing the opportunity to invest in other projects.

Advantages of not entering into the transaction

- 1) The Company would not face risks from project uncertainties fully.
- 2) The Company could utilize the existing cash for other projects.

Disadvantages of not entering into the transaction

- 1) The Company would loss on opportunity to fully recognize operating results of the project.
- 2) The Company would not have absolute control over the project.

Risks of entering into the transaction

- 1) The operating results of the project might not meet the Company's expectation.
- 2) There might be a risk on the delay of the project development, resulting in the Company being unstable to transfer ownership to the customer on time.
- 3) There might be a risk on the increase of interest rate.

(Translation)

- 4) There might be a risk on being called to repay the loan relevant to the purchase of land.
- 5) There might be a risk on the loan granted to RML 19 and the total outstanding interest thereon.

The Secretary gave the meeting an opportunity to express opinions and make inquiries about the agenda item and a shareholder expressed an opinion and made an inquiry where the responses to the same were given as summarized at the end of this agenda item. The resolution of this agenda required 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 the abstention in the calculation base and excluding the vote of shareholder having conflict of interest. In this regard, KPNL and Mr. Krit Narongdej, holding an aggregate of 842,042,800 shares, had conflict of interest in relation to this agenda item.

#### **Resolution of the Meeting**

The meeting resolved to approve the acquisition of assets of Raimon Land Nineteen Company Limited from a connected person as proposed in all respects, with the following voting results:

Voting	No. of Votes	Representing (%)
Approval	1,216,894,554	99.8834
Disapproval	1,400,000	0.1149
Abstention	20,000	0.0016
Invalid Voting Cards	0	-
Total (286 persons)	1,218,314,554	

(Translation)

Remark: During the consideration of this agenda item, there were 6 additional shareholders and/or proxy holders who attended the meeting, holding an aggregate of 20,823 shares. Therefore, there were a total of 288 shareholders and proxy holders, holding an aggregate of 2,060,357,354 shares, who attended the meeting during the consideration of this agenda item.

**Agenda 10**

**Questions / Answers / Suggestions**

1st Shareholder

The shareholder asked about the progress of the SHAA Asoke Project

Mr. Lee Chye Cheng  
Adrian

The SHAA Asoke Project was currently being redesigned.

**Agenda 11 Other business (if any)**

No other shareholders made any inquiry or express any opinion, therefore, the Chairman thanked the shareholders for attending the meeting and declared the meeting adjourned at 4.00 p.m.

Signature \_\_\_\_\_ - Signature - \_\_\_\_\_


(Professor, Dr. Surakiart Sathirathai)

Chairman of the Meeting

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

ข้อมูลบุคคลที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการใหม่ของบริษัทฯ แทนกรรมการที่ลาออก  
Information of the new directors of the Company in place of the resigned directors

นายกฤษฎณ์ ณรงค์เดช  
Mr. Kris Narongdej

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายกฤษฎณ์ ณรงค์เดช Mr. Kris Narongdej		
อายุ Age	49 ปี 49 years		
สัญชาติ Nationality	ไทย Thai		
ประเภทกรรมการที่เสนอจะแต่งตั้ง Types of director nominated for appointment	ประธานกรรมการบริษัท และกรรมการที่ไม่เป็นผู้บริหาร Chairman of the Board of Director and Non-Executive Director		
คุณวุฒิการศึกษาสูงสุด Educational background	บริหารธุรกิจมหาบัณฑิต มหาวิทยาลัยบอสตัน แมสซาชูเซตส์ สหรัฐอเมริกา (Magna Cum Laude) Master's Degree: Business Management – Boston University, Massachusetts, USA (Magna Cum Laude)		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	วตท. รุ่น 21 หลักสูตรสถาบันวิทยาการตลาดทุน Leader program CMA21, Capital Market Academy		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ประเภทธุรกิจ
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท เคพีเอ็น กรุ๊ป คอร์ปอเรชั่น จำกัด KPN Group Corporation Co., Ltd
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท เคพีเอ็น แลนด์ จำกัด KPN Land Co., Ltd
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท เคพีเอ็น อวอร์ด จำกัด KPN Award Co., Ltd
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท เคพีเอ็น เทรดดิง จำกัด KPN Trading Co., Ltd
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท เคพีเอ็น ทาวเวอร์ จำกัด KPN Tower Co., Ltd
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท ดับบลิวเอชเอ - เคพีเอ็น อลliance จำกัด WHA-KPN Alliances Co., Ltd
	ปัจจุบัน Present	กรรมการบริหาร Executive Director	บริษัท ซีบีเอ็นพี (ประเทศไทย) จำกัด CBNP (Thailand) Co., Ltd.
	ปัจจุบัน Present	ผู้อำนวยการ Director	กลุ่มบริษัทสยามกลการ Siam Motors Group of Companies
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ยังไม่เคยดำรงตำแหน่งกรรมการของบริษัทฯ Never be appointed as director yet		

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

ข้อมูลบุคคลที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการใหม่ของบริษัทฯ แทนกรรมการที่ลาออก  
Information of the new directors of the Company in place of the resigned directors


นายกฤษณ์ ณรงค์เดช  
Mr. Kris Narongdej

หัวข้อ	รายละเอียด
<p>การถือครองหุ้นในบริษัท</p> <p>ข้อมูล ณ วันที่ 18 ตุลาคม 2562</p> <p>Shareholding in the Company</p> <p>As of 18 October 2019</p>	<p>RML: 66,738,300 หุ้น (1.59%), นอกจากนี้ ยังเป็นผู้ถือหุ้นจำนวนร้อยละ 38 ของ บริษัท เคพีเอ็น โฮลดิ้ง จำกัด ซึ่งเป็นผู้ถือหุ้นร้อยละ 100 ของ KPNL และ KPNL ถือหุ้น RML จำนวน 833,861,000 หุ้น (19.99%)</p> <p>RML: 66,738,300 Shares (1.59%), In addition, Mr. Kris Narongdej is a shareholder holding 38 percent of shares in KPN Holding Co., Ltd. which holds 100 percent of shares in KPNL and KPNL holds 833,861,000 shares (19.99%) of the Company</p>
<p>ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้นรายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries</p>	<ul style="list-style-type: none"> <li>● เป็นพี่ชายของนายกรณ์ ณรงค์เดช ซึ่งเป็นบุคคลที่ได้รับการเสนอชื่อให้เป็นกรรมการในครั้งเดียวกันนี้</li> <li>● เป็นกรรมการบริหารของ KPNL ซึ่งเป็นผู้ถือหุ้นรายใหญ่ของบริษัทฯ</li> <li>● เป็นผู้ถือหุ้นร้อยละ 38 ของ บริษัท เคพีเอ็น โฮลดิ้ง จำกัด ซึ่งเป็นผู้ถือหุ้นร้อยละ 100 ของ KPNL โดย KPNL เป็นผู้ถือหุ้นรายใหญ่ของบริษัทฯ</li> <li>● Elder brother of Mr. Korn Narongdej, which to be nominated as director of the Company this time.</li> <li>● Being Executive Director of KPNL, who is the major shareholder of the Company.</li> <li>● Being a shareholder of 38% of total shares of KPN Holding Co., Ltd. which holds 100 percent of shares in KPNL and KPNL is the major shareholder of the Company.</li> </ul>
<p>การดำรงตำแหน่งกรรมการ/ผู้บริหารในบริษัทจดทะเบียนอื่น</p> <p>Current directorship/ executive position in other listed companies</p>	<p>ไม่มี</p> <p>None</p>
<p>การดำรงตำแหน่งกรรมการ/ผู้บริหารในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน</p> <p>Current directorship/executive position in non-listed companies</p>	<p>โปรดดูหัวข้อประสบการณ์การทำงานของเอกสารฉบับนี้</p> <p>Please see details in working experience section of this document</p>
<p>การดำรงตำแหน่งกรรมการ/ผู้บริหารในกิจการอื่นที่อาจทำให้มีความขัดแย้งทางผลประโยชน์ต่อบริษัท</p> <p>Directorship/executive position in other companies potentially having conflict of interest with the Company</p>	<p>บริษัท เคพีเอ็น แลนด์ จำกัด ซึ่งเป็นบริษัทที่ประกอบธุรกิจประเภทพัฒนาอสังหาริมทรัพย์</p> <p>KPN Land Co. Ltd. which is a company operating business regarding development of immovable property</p>

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

ข้อมูลบุคคลที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการใหม่ของบริษัทฯ แทนกรรมการที่ลาออก  
Information of the new directors of the Company in place of the resigned directors

นายกรณ์ ณรงค์เดช  
Mr. Korn Narongdej

หัวข้อ	รายละเอียด		
ชื่อ-นามสกุล Name-Surname	นายกรณ์ ณรงค์เดช Mr. Korn Narongdej		
อายุ Age	41 ปี 41 years		
สัญชาติ Nationality	ไทย Thai		
ประเภทกรรมการที่เสนอจะแต่งตั้ง Types of director nominated for appointment	กรรมการที่ไม่เป็นผู้บริหาร Non-Executive Director		
คุณวุฒิการศึกษาสูงสุด Educational background	วิทยาศาสตรมหาบัณฑิต (Msc) สาขา Industrial Relations and Personnel Management, London School of Economics (LSE), กรุงลอนดอน, สหราชอาณาจักร Master's Degree: Industrial Relations and Personnel Management, London School of Economics (LSE), London, UK		
การอบรมบทบาทหน้าที่กรรมการ Training relating to role and duties of director	ไม่มี None		
ประสบการณ์การทำงาน Working Experience	ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท/ประเภทธุรกิจ
	ปัจจุบัน Present	ประธานกรรมการบริหารฝ่ายการตลาด Chief Marketing Officer	บริษัท เคพีเอ็น แลนด์ จำกัด KPN Land Co., Ltd
	ปัจจุบัน Present	ประธานกรรมการบริหาร Chief Executive Officer	บริษัท เคพีเอ็น ไไลฟ์สไตล์ จำกัด KPN Lifestyle Co., Ltd
	ปัจจุบัน Present	ประธานกรรมการบริหาร Chief Executive Officer	บริษัท เคพีเอ็น แลนด์ จำกัด KPN Land Co., Ltd
จำนวนปีที่ดำรงตำแหน่งกรรมการ Number of years of service	ยังไม่เคยดำรงตำแหน่งกรรมการของบริษัทฯ Never be appointed as director yet		
การถือครองหุ้นในบริษัท ข้อมูล ณ วันที่ 18 ตุลาคม 2562 Shareholding in the Company As of 18 October 2019	เป็นผู้ถือหุ้นจำนวนร้อยละ 28.5 ของ บริษัท เคพีเอ็น โฮลดิ้ง จำกัด ซึ่งเป็นผู้ถือหุ้นร้อยละ 100 ของ KPNL และ KPNL ถือหุ้น RML จำนวน 833,861,000 หุ้น (19.99%) Being a shareholder holding 28.5 percent of shares in KPN Holding Co., Ltd. which holds 100 percent of shares in KPNL and KPNL holds 833,861,000 shares (19.99%) of the Company		



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

ข้อมูลบุคคลที่ได้รับการเสนอชื่อเพื่อแต่งตั้งเป็นกรรมการใหม่ของบริษัทฯ แทนกรรมการที่ลาออก  
Information of the new directors of the Company in place of the resigned directors

นายกรณ์ ณรงค์เดช  
Mr. Korn Narongdej

หัวข้อ	รายละเอียด
ความสัมพันธ์กับผู้บริหารหรือผู้ถือหุ้นรายใหญ่ของบริษัทหรือบริษัทย่อย Relationship with executives or major shareholders of the Company or its subsidiaries	<ul style="list-style-type: none"> <li>• เป็นน้องชายของนายภุชงค์ ณรงค์เดช ซึ่งเป็นบุคคลที่ได้รับการเสนอชื่อให้เป็นกรรมการในครั้งเดียวกันนี้</li> <li>• เป็นกรรมการและผู้บริหารของ KPNL ซึ่งเป็นผู้ถือหุ้นรายใหญ่ของบริษัทฯ</li> <li>• เป็นผู้ถือหุ้นร้อยละ 28.5 ของ บริษัท เคพีเอ็น โฮลดิ้ง จำกัด ซึ่งเป็นผู้ถือหุ้นร้อยละ 100 ของ KPNL โดย KPNL เป็นผู้ถือหุ้นรายใหญ่ของบริษัทฯ</li> <li>• Younger brother of Mr. Kris Narongdej, which to be nominated as director of the Company this time.</li> <li>• Being director and executive of KPNL, who is the major shareholder of the Company.</li> <li>• Being a shareholder of 28.5% of total shares of KPN Holding Co., Ltd. which holds 100 percent of shares in KPNL and KPNL is the major shareholder of the Company.</li> </ul>
การดำรงตำแหน่งกรรมการ/ผู้บริหารในบริษัทจดทะเบียนอื่น Current directorship/ executive position in other listed companies	ไม่มี None
การดำรงตำแหน่งกรรมการ/ผู้บริหารในกิจการอื่นที่ไม่ใช่บริษัทจดทะเบียน Current directorship/executive position in non-listed companies	โปรดดูหัวข้อประสบการณ์การทำงานของเอกสารฉบับนี้ Please see details in working experience section of this document
การดำรงตำแหน่งกรรมการ/ผู้บริหารในกิจการอื่นที่อาจทำให้มีความขัดแย้งทางผลประโยชน์ต่อบริษัท Directorship/executive position in other companies potentially having conflict of interest with the Company	บริษัท เคพีเอ็น แลนด์ จำกัด ซึ่งเป็นบริษัทที่ประกอบธุรกิจประเภทพัฒนาอสังหาริมทรัพย์ KPN Land Co. Ltd. which is a company operating business regarding development of immovable property

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

ข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้น และนิยามกรรมการอิสระ

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

ชื่อ-นามสกุล Name	นายระเฑียร ศรีมงคล Mr. Rathian Srimongkol
ตำแหน่ง Position	กรรมการอิสระ/ ประธานคณะกรรมการตรวจสอบ/ กรรมการสรรหาและพิจารณาค่าตอบแทน Independent Director/ Chairman of Audit Committee/ Nomination and Remuneration Committee Member
อายุ Age	59 ปี 59 Years Old
ที่อยู่ Address	เลขที่ 22 ซอยรามคำแหง 14 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 No. 22, Soi Ramkhamhaeng 14, Ramkhamhaeng Road, Hua Mak, Bangapi, Bangkok 10240
ส่วนได้เสียทั้งทางตรงและทางอ้อมในวาระที่พิจารณา Direct or indirect interest in the agenda proposed	ไม่มี None

ชื่อ-นามสกุล Name	นายภุชงค์ วีระกาศัลย์ Mr. Kris Thirakaosal
ตำแหน่ง Position	กรรมการอิสระ/ กรรมการตรวจสอบ/ ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน Independent Director/ Audit Committee Member/ Chairman of Nomination and Remuneration Committee
อายุ Age	41 ปี 41 Years Old
ที่อยู่ Address	4 ซ. วิภาวดีรังสิต 16/21 แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 4 Soi Vibhavadi Rangsit 16/21, Dindaeng, Dindaeng, Bangkok
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.

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.

Articles of Association of Raimon Land Public Company Limited

Relating to the Shareholders Meeting

**Article 33** The Board of Directors shall hold a general meeting of shareholders within four months from the last date of the fiscal period of the Company.

Other meetings of shareholders in addition to the said meeting shall be called as an extraordinary meeting. The Board of Directors may convene an extraordinary meeting of shareholders any time as it deemed appropriate or one or more of shareholders aggregately hold shares of not less than 10 percent of the total number of issued shares may subscribe their names for the preparation of letter requesting the Board of Director to convene an extraordinary meeting of shareholder at any time but shall also specify the reasons for such request on the letter. In such case, the Board of Directors must convene the meeting of shareholders within 45 days from the date of receipt of the letter.

In case the Board of Directors does not convene the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders aggregately hold the number of shares as required may convene such meeting within 45 days from the maturity date of the period specified in paragraph two. In this case, the meeting shall be deemed as the shareholders' meeting that called by the Board of Directors and the company shall responsible for any necessary expenses arising from such meeting and facilitate the meeting as it is reasonable.

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 collectively responsible for the expenses arising from such meeting to the company.

**Article 34** The chairman of the Board of Directors or the director authorized by the chairman shall determine the date, time and place of the meeting of shareholders. The place of the meeting may be determined to be other place than the Company's head office or in a neighbor province.

**Article 35** To convene a meeting of shareholders, the Board of Directors shall issue a notice of the meeting specified the place, date, time, agendas, and business to be proposed to the meeting together with appropriate details, and clearly specified that the proposed business is for acknowledgement, approval, or consideration, as the case may be, including opinion of the Board of Directors on the said business, and deliver the same to the shareholders and the registrar for the acknowledgment not less than 7 days before the meeting date. And, the notice of the meeting shall also be announced on a newspaper for 3 consecutive days and not less than 3 days prior to the meeting date.

**Article 36** The meeting of shareholders shall be formed by 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 aggregately hold shares in the amount of not less than 1/3 of the total number of issued shares, then, a quorum is formed.

In the case that the quorum of any shareholders' meeting is not formed as required within 1 hour from the commencing time of the meeting and such meeting is convened by the shareholders request, such meeting shall be cancelled. In the case that such meeting is not convened by the shareholders request, the meeting shall be re-convened and the notice of the meeting shall be delivered to the shareholders not less than 7 days prior to the re-convened meeting date. The re-convened meeting is not required to be formed by the completed quorum.

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

The proxy document shall be submitted to the chairman of the Board of Directors or person authorized by the chairman at the meeting's place before the proxy can attend the meeting.

**Article 38** The chairman of the Board of Directors shall be a chairman of the shareholders' meeting. In the case that the chairman is not present at the meeting or cannot perform the duty, a vice-chairman, if any, shall act as the chairman of the meeting. In case of no vice-chairman, or, the vice-chairman cannot perform the duty, the shareholders present at the meeting shall elect one of the shareholders to be a chairman of the meeting.

**Article 39** A resolution of the meeting of shareholders shall be approved by the votes as follows:

- (1) In a normal case, the approval shall be made by the majority votes of the shareholders present at the meeting and casting their votes. In case that the votes are equal, the chairman of the meeting shall have one additional decisive vote.
- (2) In following cases, the approval shall be made by the votes of not less than 75 percent of total votes of the shareholders present at the meeting and entitling to vote:
  - (a) to sale or transfer business of the Company, in whole or in essential part, to other persons;
  - (b) to purchase or be transferred the business of other companies or private companies;
  - (c) to enter into, amend or terminate agreement relating to a lease of business of the Company, in whole or in essential part;
  - (d) to authorize other persons to manage the Company's business;
  - (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 businesses that shall be conducted at the annual general meeting are as follows:

- (1) to consider the Board of Directors' report regarding the Company's operating performance of the previous that 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 directors to replace those who shall retire by rotation;
- (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 identifying the shareholder or proxy which shall be presented on the date of the shareholders meeting**

The policy of the Board of Stock Exchange of Thailand dated 19 February 1999, regarding the code of conduct for convening the shareholders' meeting of the listed company which targeted to establish a good practice for listed companies. This will build the trust to shareholders, investors and all relevant parties. For the transparency, fairness and benefits of shareholders, the Company deems appropriate to determine the verification of documents or evidence identifying the shareholder or proxy to be followed as a practice of shareholders' meeting by the shareholders. In this regard, some shareholders are familiar with the practice used for the shareholders' meeting, therefore, the Company hereby reserves the right to waive any requirements of the submission of documents or evidence identifying the shareholder or proxy on a case by case as it is deemed appropriate.

**1. Natural person**

**1.1 Thai nationality**

- (a) Identification card of the shareholder (i.e., ID card or identification card of government officer or identification card of state enterprise officer)
- (b) In case of proxy, please provide (1) proxy form (2) copy of identification card of shareholder and (3) identification card or passport (in case of foreigner) of the proxy.

**1.2 Foreign nationality**

- (a) Passport of the shareholder
- (b) In case of proxy, please provide (1) proxy form A or B (2) copy of passport of the shareholder and (3) identification card or passport (in case of foreigner) of the proxy.

**2. Juristic person**

**2.1 Juristic person registered in Thailand**

- (a) Affidavit, issued not later than 30 days prior to the date of shareholders' meeting by the Department of Business Development, the Ministry of Commerce
- (b) In case of proxy, please provide (1) proxy form A or B (2) copy of Identification card or passport (in case of foreigner) of the authorized director(s) who signed on the proxy form and (3) identification card or passport (in case of foreigner) of the proxy.

**2.2 Juristic person registered outside Thailand**

- (a) Certificate of incorporation
- (b) In case of proxy, please provide (1) proxy form A or B or C (2) copy of Identification card or passport (in case of foreigner) of the authorized director(s) who signed on the proxy form and (3) identification card or passport (in case of foreigner) of the proxy.

Copy of the documents must be certified true copy. In case of any documents or evidence prepared or executed outside Thailand, such documents or evidence shall be notarized by a notary public not later than 1 year prior to the date of shareholders' meeting.

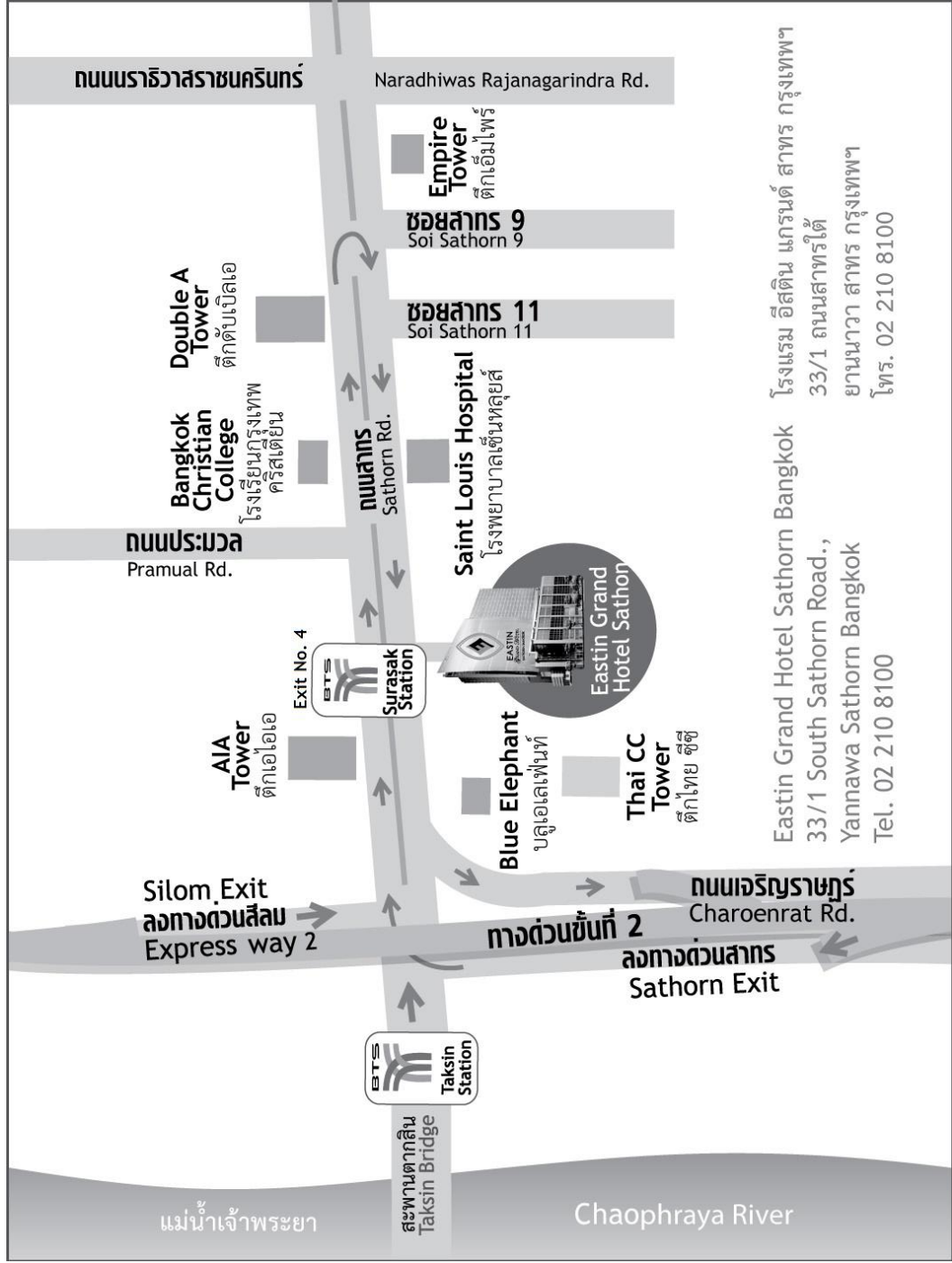
**Shareholder or proxy may register and submit the required documents or evidence for the inspection at the meeting on Wednesday, 20 November, 2019, from 12:00 p.m. onwards.**



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

แผนที่สถานที่จัดการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 (Map of Venue of the Extraordinary General Meeting of Shareholders No. 1/2019)  
ห้องสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร โทรศัพท์ 02-210-8100

Surasak 1, 11th Floor, Eastin Grand Sathorn Hotel No. 33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok Tel. 02-210-8100





**หนังสือมอบฉันทะ แบบ ก.**  
**Proxy Form A**  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of **Raimon Land Public Company Limited** (the “Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If choosing No.1, please mark ✓ at  
☐ 1. and provide details of the  
proxies.

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ  
If choosing No. 2, please mark ✓ at  
☐ 2. and select the Independent  
Director.

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ  
Appoint the following Independent Director of the Company:

- ☐ นายระเจียร ศรีมงคล Mr. Rathian Srimongkol  
☐ นายกฤษณ์ ชีรเกาศัลย์ Mr. Kris Thirakaosal

(รายละเอียดปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้นและนิยามกรรมการ  
อิสระ ตามสิ่งที่ส่งมาด้วย 3) (Profiles of Independent Director for the Appointment as Proxy by the  
Shareholders and Definition of Independent Director as set out in Enclosure 3)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันที่ 20 พฤศจิกายน 2562 เวลา 14.00 น. ณ ห้องสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่เลขที่ 33/1 ถนนสารตราใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“**proxy**”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 on November 20, 2019 at 2 p.m. at Surasak 1, 11th Floor, Eastin Grand Hotel Sathorn, located at no. 33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

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

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

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

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

#### **หมายเหตุ/Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

**หนังสือมอบฉันทะ แบบ ข.**  
**Proxy Form B.**  
**(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)**  
**(Form with fixed and specific details authorizing proxy)**

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of **Raimon Land Public Company Limited** (the “Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1 กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If choosing No.1, please mark ✓ at  
☐ 1. and provide details of the  
proxies.

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ  
If choosing No. 2, please mark ✓ at  
☐ 2. and select the Independent  
Director.

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ  
Appoint the following Independent Director of the Company:

- ☐ นายระพีพร ศรีมงคล Mr. Rathian Srimongkol  
☐ นายกฤษณ์ ธีรเกาศัลย์ Mr. Kris Thirakaosal

(รายละเอียดปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้นและนิยาม  
กรรมการอิสระ ตามสิ่งที่ส่งมาด้วย 3) (Profiles of Independent Director for the Appointment as  
Proxy by the Shareholders and Definition of Independent Director as set out in Enclosure 3)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะ ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันที่ 20 พฤศจิกายน 2562 เวลา 14.00 ณ ห้องสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่เลขที่ 33/1 ถนนสารทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders on November 20, 2019 at 2 p.m. at Surasak 1, 11th Floor, Eastin Grand Hotel Sathorn, located at no. 33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our instruction as follows:

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทฯ ประจำปี 2562

Agenda item no. 1

To certify the Minutes of the 2019 Annual General Meeting of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda item no. 2

To consider and approve the amendment to articles of association of the Company

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3

พิจารณาอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 ให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์

Agenda item no. 3

To consider and approve the amendment to objectives of the Company and Clause 3 of the Memorandum of Association of the Company to be in accordance with the amendment to the objectives of the Company

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 4**

Agenda item no. 4

**พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่ของบริษัทฯ แทนกรรมการที่ลาออก**

To consider and approve the appointment of new directors of the Company in place of resigned directors

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

ก. ☐ เลือกตั้งกรรมการทั้งหมด

A. Elect of the entire group of nominated directors

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Elect of each nominated directors

1. ชื่อกรรมการ นายภุชงค์ นรพงศ์เดช

Director's name Mr. Kris Narongdej

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายภุชงค์ นรพงศ์เดช

Director's name Mr. Korn Narongdej

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 5**

Agenda item no. 5

**วาระอื่น ๆ (ถ้ามี)**

Other businesses (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน)  
A proxy is granted by a shareholder of Raimon Land Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันที่ 20 พฤศจิกายน 2562 เวลา 14.00 น. ณ ห้องสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร  
ตั้งอยู่เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2019 on November 20, 2019 at 2 p.m. at Surasak 1, 11th Floor, Eastin Grand Hotel  
Sathorn, located at no. 33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok, or such other date, time and place as the meeting  
may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain



แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of **Raimon Land Public Company Limited** (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1 กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If choosing No.1, please mark ✓ at  
☐ 1. and provide details of the  
proxies.

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ  
If choosing No. 2, please mark ✓ at  
☐ 2. and select the Independent  
Director.

☐ 2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ

Appoint the following Independent Director of the Company:

- ☐ นายระเชียร ศรีมงคล Mr. Rathian Srimongkol  
☐ นายกฤษณ์ ธีรเกาศัลย์ Mr. Kris Thirakaosal

(รายละเอียดปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้นและนิยามกรรมการ  
อิสระ ตามสิ่งที่ส่งมาด้วย 3) (Profiles of Independent Director for the Appointment as Proxy by the  
Shareholders and the Definition of Independent Director as set out in Enclosure 3)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันที่ 20 พฤศจิกายน 2562 เวลา 14.00 น. ณ ห้องสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 on November 20, 2019 at 2 p.m. at Surasak 1, 11th Floor, Eastin Grand Hotel Sathorn, located at no. 33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We grant my/our proxy to vote on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the number of shares with voting right I/we hold

☐ มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

Total voting right Votes

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทฯ ประจำปี 2562

Agenda item no. 1

To certify the Minutes of the 2019 Annual General Meeting of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

วาระที่ 2

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda item no. 2

To consider and approve the amendment to articles of association of the Company

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3

พิจารณาอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 ให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์

Agenda item no. 3

To consider and approve the amendment to objectives of the Company and Clause 3 of the Memorandum of Association of the Company to be in accordance with the amendment to the objectives of the Company

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 4**

Agenda item no. 4

**พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่ของบริษัทฯ แทนกรรมการที่ลาออก**

To consider and approve the appointment of new directors of the Company in place of resigned directors

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

**ก. ☐ เลือกตั้งกรรมการทั้งหมด****A. Election of entire nominated directors**

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล****B. Election of each nominated directors****1. ชื่อกรรมการ นายกฤษณ์ ณรงค์เดช**

Director's name Mr. Kris Narongdej

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**2. ชื่อกรรมการ นายกรณ์ ณรงค์เดช**

Director's name Mr. Korn Narongdej

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 5**

Agenda item no. 5

**วาระอื่น ๆ (ถ้ามี)**

Other businesses (if any)

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting instructions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting instructions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ/Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำฉันทะแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไรมอน แลนด์ จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันที่ 20 พฤศจิกายน 2562 เวลา 14.00 น. ณ ห้องสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2019 on November 20, 2019 at 2 p.m. at Surasak 1, 11th Floor, Eastin Grand Hotel Sathorn, located at no. 33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok, or such other date, time and place as the meeting may be held.

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

