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10 April 2013

Subject: Notice of 2013 Annual General Meeting of Shareholders

To: Shareholders

- Enclosure:
1. Copy of the minutes of the 2012 Annual General Meeting of Shareholders
 2. CD-Rom of annual report comprising copies of the audited balance sheet and the profit and loss statements for the year ended 31 December 2012 and the annual report of Board of Directors
 3. Information of the directors who retire by rotation and have been nominated for reappointment as directors for another term
 4. Information of the members of audit committee who may be authorised by shareholders to be their proxy at the 2013 Annual General Meeting of Shareholders
 5. The Company's articles of association which relate to shareholders' meeting
 6. Map of the location of the 2013 Annual General Meeting of Shareholders
 7. Information relating to documents and evidences that shareholders must present at the 2013 Annual General Meeting of Shareholders
 8. Proxy form

NOTICE is hereby given that the 2013 Annual General Meeting of Shareholders of Raimon Land Public Company Limited be held on Thursday 25 April 2013 at 9:30 a.m. at Four Seasons Hotel Bangkok, Ballroom, Ground Floor, No. 155 Rajadamri Road, Pathumwan, Bangkok to consider the following agenda:

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

Facts and rationale

It is proposed that the meeting certifies the minutes of the 2012 Annual General Meeting of shareholders held on 25 April 2012 as per the copy of the minutes of the 2012 Annual General Meeting of Shareholders sent to shareholders together with this notice (Enclosure item no. 1). The Company has also made available the minutes of the 2012 Annual General Meeting of Shareholders in the Company's website for shareholders' information.

Board's opinion

The Board recommends that the minutes of the 2012 Annual General Meeting of Shareholder held on 25 April 2012, be certified.

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

Facts and rationale

The purpose of this agenda is to report the Company's operating results in respect of the fiscal year ended as at 31 December 2012. In addition, Section 127 of the Public Companies Act B.E. 2535 requires the Company to submit the annual report of the Board of Directors approved by the shareholders' meeting to the public companies registrar. The

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

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

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

Board's opinion The Board recommends that the audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2012, be approved.

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

Facts and rationale According to the audited financial statements ended as at 31 December 2012. The net loss in respect of the 2012 operating results is Baht 107,763,990. However, the Company has accumulated loss in respect of the operating results. As a result, the appropriation of profit as legal reserve and payment of dividend cannot be made. According to the Company's dividend policy, the Company may pay dividend in form of cash of not more than 50 percent of the net profit after tax and legal reserve, when the Company has profit and no accumulated loss.

Board's opinion The Board recommends that the no appropriation of profit as legal reserve and no dividend distribution in respect of the operating results for the fiscal year ended as at 31 December 2012, be made, due to the fact that the Company has accumulated loss in respect of its operating results.

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

Facts and rationale According to the Public Companies Act B.E. 2535, at every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a Public Company. In subsequent years, the directors who occupy the position for the longest period must retire by rotation. At the 2013 Annual General Meeting, the directors who retire by rotation are as follows:

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

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

In addition, the Board of Directors also proposes that the shareholders' meeting determine the directors' remuneration for 2013, of not more than Baht 5,000,000. The Board of Directors will be authorized to allocate the directors' remuneration for 2013 to the Company's directors as the Board deems appropriate.

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

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

Comparison Table Relating to Directors' Remuneration Paid in 2013 and 2012:

Type of remuneration	Y 2013 (as proposed)	Y 2012	
	Amount of Directors' Remuneration (Baht)	Names of Director	Remuneration Received (Baht)
1. Monetary remuneration (Baht/year)	Not more than 5,000,000	1. Mr. Sompoch Intranukul	2,210,000
		2. Mr. Kitti Tungswong	-
		3. Mr. Jirawud Kuvanant	-
		4. Mr. Kitti Gajanandana	1,040,000
		5. Mr. Hubert Romary Bertrand Viriot	-
		6. Mr. Werner Johannes Burger	-
		7. Mr. Talal J M A Al Bahar	-
		8. Mr. Numan Mohamed Numan Mohamed	-
		9. Mr. Piaras Rodrigo Moriarty Alvarez	-
		10. Mr. Roland Pang Tze Vui	-
		11. Mr. Pradit Phataraprasit	-
		12. Mr. Lee Chye Tek Lionel	-
		13. Mr. Tan Chin Kwang Johnson	-
		14. Mr. Jason Goh Hseng Wei	-
		15. Mr. Lee Chye Cheng Adrian	-
		16. Miss Nuch Kalyawongsa	-
			3,250,000
2. Bonus (Baht/person)	-	-	-
3. Entitlement to securities/ shares/ warrants/ convertible debenture under the ESOP	-	-	-

Remark

- Mr. Roland Pang Tze Vui was appointed as the Company's director in place of Mr. Piaras Rodrigo Moriarty Alvarez on 16 May 2012
- Mr. Pradit Phataraprasit was appointed as the Chairman of the Board of Directors, the independent director and member of audit committee of the Company in place of Mr. Sompoch Intranukul on 1 February 2013
- Mr. Lee Chye Tek Lionel was appointed as the Company's director in place of Mr. Talal J M A Al Bahar on 1 February 2013
- Mr. Tan Chin Kwang Johnson was appointed as the Company's director in place of Mr. Werner Johannes Burger on 1 February 2013
- Mr. Jason Goh Hseng Wei was appointed as the Company's director in place of Mr. Kitti Tungswong on 4 February 2013
- Mr. Lee Chye Cheng Adrian was appointed as the Company's director in place of Mr. Numan Mohamed Numan Mohamed on 4 February 2013
- Miss Nuch Kalyawongsa was appointed as the Company's director in place of Mr. Hubert Romary Bertrand Viriot on 4 February 2013
- Mr. Piaras Rodrigo Moriarty Alvarez resigned from the Company's director on 16 May 2012
- Mr. Sompoch Intranukul resigned from the Chairman of the Board of Directors, the independent director and the member of audit committee of the Company on 1 February 2013
- Mr. Talal J M A Al Bahar resigned from the Company's director on 1 February 2013
- Mr. Werner Johannes Burger resigned from the Company's director on 1 February 2013
- Mr. Kitti Tungswong resigned from the Company's director on 4 February 2013
- Mr. Numan Mohamed Numan Mohamed resigned from the Company's director on 4 February 2013
- Mr. Hubert Romary Bertrand Viriot resigned from the Company's director on 4 February 2013

Board's opinion

The Board recommends that Mr. Lee Chye Tek Lionel, Mr. Tan Chin Kwang Johnson and Mr. Jason Goh Hseng Wei, the directors who retire by rotation, be re-appointed as the Company's directors for another term with the directors' remuneration for 2013 of not more than Baht 5,000,000, provided that the Board of Directors be authorised to allocate the directors' remuneration for 2013.

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

Facts and rationale

Section 120 of the Public Companies Act requires that every year the annual general meeting of shareholders appoints the Company's auditors and determines their remuneration. The existing auditors may be reappointed.

In addition, the notification of the Securities and Exchange Commission no. Kor Jor. 39/2548 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies (item no. 20) and the notification of the Capital Market Supervisory Board no. Tor Jor. 11/2552 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies requires that such companies ensures the rotation of their auditors if such auditors have performed their duties for 5 consecutive accounting years. However the Company is not required to engage a new audit firm which means the Company may appoint any auditors in the existing audit firm to replace the existing auditors.

The audit committee recommends that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouaanunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2013 with their remuneration of not more than Baht 1,380,000 per annum.

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

Comparison Table of Auditors' Remuneration

Auditors' remuneration	Fiscal Year 2013 (Baht)	Fiscal Year 2012 (Baht)
1. Auditing fee	1,380,000	1,350,000
2. Other service charges and expenses	-None-	-None-

Board's opinion

The Board recommends that the appointment of Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouaanunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. as the Company's auditors for 2013 with their remuneration of not more than Baht 1,380,000 per annum, be approved.

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

Facts and rationale

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

According to the audited financial statements in the annual report sent to shareholders together with this notice (Enclosure item no. 2), as at 31 December 2012, the Company has accumulated losses of Baht 711,360,235, legal reserve of Baht 36,131,233 and share premium of Baht 131,900,646. The offset of the Company's retained loss against such legal reserve and share premium will reduce the Company's retained loss to Baht 543,328,356.

Board's opinion

The Board recommends that the offset of the Company's retained loss of Baht 711,360,235 against the legal reserve of Baht 36,131,233 and the share premium of Baht 131,900,646, be approved.

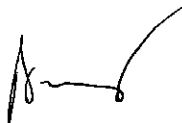
8. To consider any other business (if any)

You are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete the attached proxy form and submit the completed form to the Chairman before attending the meeting.

Yours faithfully,

For and on behalf of

Raimon Land Public Company Limited



Miss Nuch Kalyawongsa
Director

Remarks

1. If any shareholder cannot attend the 2013 Annual General Meeting of Shareholders, such shareholder may grant the proxy to Mr. Kitti Gajanandana or Mr. Jirawud Kuvanant, the Company's directors and the members of audit committee, to act as proxy holder to attend and vote on his/her behalf in respect of the 2013 Annual General Meeting of Shareholders (information of the members of audit committee who may be authorized by shareholders to be their proxy is set out in Enclosure item no. 4) by sending the duly completed proxy form to Raimon Land Public Company Limited at 62 Langsuan Road, 22nd Floor, Unit no. 2201-3, The Millennia Tower, Kweang Lumpini, Khet Pathumwan, Bangkok 10330.
2. Any shareholders wishing to receive the 2012 Annual Report in publication form may contact [Khun Jariya Phakdeewong at telephone no. 0 2651 9601-4.

Enclosure No 1

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Minutes of the 2012 Annual General Meeting of Shareholders

Raimon Land Public Company Limited

Date, Time and Place

The Meeting was held on 25 April, 2012 at 9:30 a.m. at Sofitel So Bangkok (Ballroom, 8th Floor), No. 2 North Sathorn Road, Bangrak, Bangkok.

Directors in Attendance

1. Mr. Sompoch Intranukul, the Chairman of Board of Directors;
2. Mr. Werner Johannes Burger, the Company's Director;
3. Mr. Hubert Romary Bertrand Viriot, the Company's Director and Chief Executive Officer;
4. Mr. Kitti Tungswong, the Company's Director;
5. Mr. Numan Mohamed Numan Mohamed, the Company's Director;
6. Mr. Piaras Rodrigo Moriarty Alvarez, the Company's Director;
7. Mr. Kitti Gajanandana, the Company's Director and the Chairman of the Audit Committee;
8. Mr. Jirawud Kuvanant, the Company's Director and Audit Committee.

being 88.89 % of the total number of the Company's directors

Auditor

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

Preliminary Proceedings

Mr. Sompoch Intranukul, the Chairman of the Board of Director, was the Chairman of the Meeting. The Chairman announced that as there were 202 shareholders present in persons and by proxies, representing 1,353,661,927 shares, being 41.65% of the total issued shares of the Company (total shares of the Company were 3,250,385,569 shares), a quorum was thus constituted. The Chairman then declared the Meeting duly convened to consider the follows agenda:

1. To certify the minutes of the 2011 Annual General Meeting of Shareholders

The Chairman proposed the Meeting to certify the minutes of the 2011 Annual General Meeting of Shareholders held on 28 April 2011. The copy of which was sent to the shareholders together with the notice.

The shareholder asked the Chairman to give the explanation regarding the loss of approximately Baht 400 million shown in the profit and loss statements as stated in the minutes of the 2011 Annual General Meeting of Shareholders on page 14. It also stated that such loss was caused by the written off debt of approximately Baht 300 million. It was asked where such loss came from. Mr. Kitti Tungswong, the Company's Director, was assigned to respond to the Meeting and it was responded that the written off debt was caused by the sale of land located on Ploenchit.

The Chairman informed the Meeting that the Company loss from the sale of land located on Ploenchit.

Resolution The Meeting unanimously resolved that minutes of the 2011 Annual General Meeting of Shareholders, be certified by 1,353,822,115 votes (being 100% of the total votes of shareholders in attendance) with no objections or abstentions.

Remark In this agenda, there were shareholders attended the Meeting after the Meeting convened. Therefore, there were 206 shareholders, representing 1,353,822,115 shares attending at the meeting in this agenda.

2. **To acknowledge the report on the Company's operating results in respect of the fiscal year ended as at 31 December 2011 and to consider and approve the annual report of the Board of Directors for the fiscal year ended as at 31 December 2011**

The Chairman proposed that the Meeting to acknowledge the report on the Company's operating results in respect of the fiscal year ended as at 31 December 2011 and to consider and approve the annual report of the Board of Directors for the fiscal year ended as at 31 December 2011 of which the details were set out in the annual report of the Company that was sent to shareholders together with the notice of this meeting.

Resolution The Meeting unanimously resolved that the report on the Company's operating results in respect of the fiscal year ended as at 31 December 2011, be acknowledged and the annual report of the Board of Directors for the fiscal year ended as at 31 December 2011, be approved by 1,353,822,115 votes (being 100% of the total votes of shareholders in attendance) with no objections or abstentions.

3. **To consider and approve the audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2011**

The Chairman proposed that the Meeting consider and approve the audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2011 of which the details are set out in the Company's financial statements which forms part of the annual report sent to shareholders together with the notice of this meeting.

Mr. Suphoj Eurchailertkul, the Chairman, the Thai Investors Association's proxy, holding 541 shares in the Company, enquired regarding the overview of the Company's operating results of 2011.

Mr. Kitti Tungswong, the Director of the Company, was assigned by the Chairman to respond to this question. Mr. Kitti informed the Meetings that the Company earned Bath 1,151 billion in 2011. This was caused by the change of the revenue recognition standard from the percentage of work completion to be the revenue recognition upon the transfer of ownership. Therefore, in 2011, the Company only recognized the revenue from 2 projects, Northpoint and The Heights. The revenue of the Company, then, was significantly decreased by the change of such accounting standard. As a result, the Company was required to reverse the revenue recognized in 2010. For the Company's expenses, it incurred the selling expenses of approximately Baht 200 million comprising of advertising expenses, commissions and specific business tax. The Company also managed to control its advertising expenses to be at the same level of this industry or 3% (or less)

of the total sale. The administration expenses were approximately Baht 374 million, which increased from 2010 as the result of the expansion of the projects. Therefore, the Company incurred net loss of approximately Baht 481 million. In 2012, the Company planned to transfer the units in The River to the customers as much as possible. If we achieved such plan, the Company's revenue in 2012 would be approximately Baht 10,000 million.

In 2011, the total sale of the Company was approximately Baht 5,000 million, Mr. Suphoj Eurchailertkul, the Thai Investors Association's proxy, holding 541 shares in the Company, also enquired the Chairman whether there were obstacles affecting the Company i.e. the flood.

The Chairman informed the Meeting that the major problem affecting the Company was the change of the accounting standard in respect of the revenue recognition method.

Mr. Kitti Tungswong, the Director of the Company, was assigned by the Chairman to provide further explanation. Mr. Kitti informed the Meeting that the flood did not directly affect the Company but had indirectly effects since the Company was unable to obtain the construction materials during the flood, i.e. the sand. Also the labor was a problem as they went back to help their people at home due to the flood, now all the problems had gone.

Resolution The Meeting unanimously resolved that audited financial position statement and profit and loss statements for the fiscal year ended as at 31 December 2011, be approved by 1,367,822,183 votes (being 100% of the total votes of shareholders in attendance) with no objections or abstentions.

Remark In this agenda, there were shareholders attended the Meeting after the Meeting convened. Therefore, there were 215 shareholders, representing 1,367,822,183 shares attending at the meeting in this agenda.

4. **To consider and approve the non-appropriation of profit as legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2011**

The Chairman informed the Meeting that the Company has accumulated loss in respect of its operating result for fiscal year ended as at 31 December 2011 (according to its audited financial statements ended as at 31 December 2011). The net loss in respect of the 2011 operating results is Baht 135,699,155. As a result, the appropriation of profit as legal reserve and payment of dividend cannot be made. According to the Company's dividend policy, the Company may pay dividend in form of cash of not more than 50 percent of the net profit after tax and legal reserve, when the Company has profit and no accumulated loss.

Therefore the Meeting was asked to consider and approve the non-appropriation of profit as legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2011.

A shareholder enquired the Chairman whether the dividend payment could be made after the transfer of The River in 2012. The Company's financial statements in the Company's Annual Report on page 71 provided that the Company incurred the accumulated loss Baht 603 million.

Mr. Kitti Tungswong, the Director of the Company, was assigned by the Chairman to respond to this question. Mr. Kitti informed the Meeting that the Company should have the sufficient profits to eliminate the accumulated loss of the Company and its subsidiaries. The subsidiary which managed for The River incurred the accumulated loss from its operation in the amount of Baht 1,200 million. If the Company could made profits from The River and eliminate the accumulated loss Baht 1,200 million of such subsidiary together with the accumulated loss of the Company of Baht 600 million, the dividend payment could be made provided that there must be differences of the profits were sufficient to do so.

Resolution The Meeting unanimously resolved that the non-appropriation of profit as legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2011 according to the above details, be approved by 1,375,200,223 votes (being 100% of the total votes of shareholders in attendance) with no objections or abstentions.

Remark In this agenda, there were shareholders attended the Meeting after the Meeting convened. Therefore, there were 226 shareholders, representing 1,375,200,223 shares attending at the meeting in this agenda.

5. To consider and approve the appointment of directors replacing those who retire by rotation and the directors' remuneration for 2012

The Chairman informed the Meeting that according to the Public Companies Act B.E. 2535 at every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a public company. In subsequent years, the directors who occupy the position for the longest period must retire by rotation. At the 2010 AGM, the directors who retired by rotation were as follows:

1. Mr. Sompoch Intranukul
2. Mr. Hubert Viriot
3. Mr. Numan Mohamed Numan Mohamed

The Meeting was then proposed to consider and approve the re-appointment of such directors who retired by rotation to be the Company's directors for another term and the directors's remuneration for 2012, of not more than Baht 5,000,000, provided that the Board of Directors will be authorised to allocate the director's remuneration for 2012 to the directors as the Board deems appropriate.

Resolution The Meeting resolved that

1. Mr. Sompoch Intranukul be re-appointed as the Company's directors for another term with 1,434,779,459 votes (being 99.90% of the total votes of the shareholders in attendance), 797,185 votes for objection and 625,100 for abstention.
2. Mr. Hubert Viriot be re-appointed as the Company's directors for another term with 1,435,404,559 votes (being 99.94% of the total votes of the shareholders in attendance), 797,185 votes for objection and no abstention.
3. Mr. Numan Mohamed Numan Mohamed be re-appointed as the Company's directors for another term with 1,435,399,141 votes (being 99.94% of the total votes of the shareholders in attendance), 797,185 votes for objection and 5,418 votes for abstention.
4. the directors' remuneration for 2012 according to the above details be approved with 1,435,399,141 votes (being 99.94% of the total votes of the shareholders in attendance), 797,185 votes for objection and 5,418 votes for abstention.

Remark In this agenda, there were shareholders attended the Meeting after the Meeting convened. Therefore, there were 242 shareholders, representing 1,436,201,744 shares attending at the meeting in this agenda.

6. **To consider and approve the appointment of the Company's auditors and their remuneration for 2012**

The Chairman informed the Meeting that Section 120 of the Public Companies Act requires that every year the annual general meeting of shareholders appoints the Company's auditors and determines their remuneration. The existing auditors may be reappointed.

In addition, the notification of the Securities and Exchange Commission no. Kor Jor. 39/2548 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies (item no. 20) and the notification of the Capital Market Supervisory Board no. Tor Jor. 11/2552 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies requires that such companies ensure the rotation of their auditors if such auditors have performed their duties for 5 consecutive accounting years. However the Company is not required to engage a new audit firm which means the Company may appoint any auditors in the existing audit firm to replace the existing auditors.

The audit committee recommends that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouuanunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2012 with their remuneration of not more than Baht 1,350,000 per annum.

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

The Chairman therefore proposed that the Meeting consider and approve the appointment of Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouuanunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd. be appointed as the Company's auditors for 2012 with the remuneration of not more than Baht 1,350,000 per annum.

Resolution The Meeting resolved that Mr. Narong Puntawong, Certified Public Accountant No. 3315 and/or Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Miss Siraporn Ouuanunkun, Certified Public Accountant No. 3844, of Ernst & Young Co., Ltd., be appointed as the Company's auditors with the remuneration of not more than Baht 1,350,000 per annum, by 1,439,794,164 votes (being 99.99% of the total votes of shareholders in attendance) and 75,418 votes for abstention but no disapproval. The auditor's fees for the Company and its subsidiaries equaled to the auditor fees in the previous year.

7. **To consider and approve the issue and offering of warrants for the purchase of ordinary shares of the Company**

The Chairman informed the Meeting that the Company wishes to issue and offer the warrants to the existing shareholders. The Board of Directors' meeting no. 3/2012 held on 21 March 2012 (the Board Meeting) resolved to approve the issue and offering of up to 893,856,031 warrants for the purchase of ordinary shares of the Company (the Warrants) by way of right offering (with the indicative features set out below):

Nature	:	Warrants for the purchase of ordinary shares of Raimon Land Public Company Limited No. 3 (RML-W3).
Type	:	Registered and negotiable warrants for the purchase of ordinary shares.
Term	:	3 years from the issue date of the Warrants. The term of the

Warrants is not subject to change.

- Offering amount : Up to 893,856,031 warrants
- Offering price per unit : Baht 0
- Offering method : The Company will offer the Warrants to the existing shareholders after the Company offered new shares from the capital increase to the specific persons (the **Private Placement**). The Warrants will be offered to the existing shareholders whose names are entered in the share register book as at the record date for the right to subscribe the Warrants, in which the Board of Directors will determine after the offering of new shares by way of Private Placement. The allocation ratio of the existing shares to the new warrants will be 4:1. For counting purposes, a fraction of shares will be disregarded.
- Amount of reserved shares : Up to 893,856,031 shares, which is equivalent to 25% of the total paid-up of the Company, equalling to 3,575,424,125 shares (the registered and paid-up capital after the offering by way of Private Placement).
- The number of reserved shares for the exercise of warrants must not exceed 50% of the total issued shares of the Company, as required by the relevant regulations of the Capital Market Supervisory Board.
- Exercise ratio : 1 warrant: 1 ordinary share (subject to variation in accordance with the specified adjustment conditions).
- Exercise price : Baht 2.75. However, a price adjustment may be made in accordance with the specified adjustment conditions.
- Exercise period : From the issue date of the Warrants, the warrant holder is able to exercise the Warrants on the last business day of March, June, September and December, on a year-by-year basis throughout the term of the Warrants (**Exercise Date**).
- The initial Exercise Date will fall on the last business day of either June 2012, September 2012, December 2012 or March 2013 which immediately follows the issue date (the **Initial Exercise Date**). The last Exercise Date will be the date which falls three years of the issue date (the **Last Exercise Date**).
- If the Last Exercise Date falls on a non-business day, the warrants must be exercised on the preceding business day before that non-business day.
- The period of notification of intention to exercise the Warrants (**Final Notice Period**) : Not less than 15 days prior to the Last Exercise Date.

- Reason for issuing additional shares to be reserved for the adjustment of rights : When there is an adjustment of exercise price or exercise ratio in accordance with the conditions for the adjustment of rights upon the occurrence of events prescribed under the regulation of the Capital Market Supervisory Board or any relevant regulations.
- Issue date and offering period : The Company shall offer the Warrants to the existing shareholders after the offering of new shares to specific persons and the Company will proceed such offering within a 1 year period from the date on which the meeting of shareholders approved the issuance and offering of the Warrants.
- Secondary market for the Warrants : The Warrants will be listed on the Stock Exchange of Thailand.
- Secondary market for the ordinary shares relating to the exercise of the Warrants : The ordinary shares issued as a result of the exercise of Warrants will be listed on the Stock Exchange of Thailand.
- Effects on shareholders : As the warrants are to be offered to existing shareholders by way of a rights offering, no material effects are likely to arise. However, the Company will offer the newly issued shares from its increase of capital to specific persons, as a result, the warrants will be offered to such those persons who subscribe the newly issued shares as the shareholders of the Company. Therefore, the effects on the existing shareholders shall be as follows:
1. In the event that specific persons subscribe all of the newly issued shares,
 - 1.1 the price of the Company's share shall not be diluted by more than 10 % of the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for the 15 consecutive trading days prior to the day of the meeting of the board of directors resolving to propose the shareholders' meeting to approve the offering of shares by way of private placement; and
 - 1.2 the earnings per share and the voting rights shall not be diluted by more than 9.1 %, calculating by comparing with the total paid-up capital of the Company, equalling to 3,575,424,125 shares (the registered capital of the Company after the Company offered the newly issued shares to specific persons).
 2. In the event that specific persons exercise the warrants,
 - 2.1 the price of the Company's share shall not be diluted by more than 0% or shall have no negative effect on a current market price of shares, since it is lower than the exercise price of the warrants (no share discount from the market price). The calculation of the price is based on the assumption of the market price prior

to the offering of warrants equalling to Baht 1.56 per share which is the weighted average price of the Company's shares traded on the Stock Exchange of Thailand 15 consecutive trading days prior to the day of the meeting of the board of directors resolving to propose the shareholders' meeting to approve the issue and offering of warrants; and

- 2.2 the earnings per share and the voting rights shall not be diluted by more than 1.82 %, calculating by comparing with the total paid-up capital of the Company, equalling to 4,469,280,156 shares (the registered capital of the Company after the Company offered the newly issued shares to specific persons and the exercising of the Warrants).
3. In the event that any third parties (who are not existing shareholders) exercise the Warrants in full to purchase the ordinary shares,
 - 3.1 the price of the Company's share shall not be diluted by more than 0 % or shall have no negative effect on a current market price of shares, since it is lower than the exercise price of the warrants (no share discount from the market price). The calculation of the price is based on the assumption of the market price prior to the offering of warrants equalling to Baht 1.56 per share which is the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for the 15 consecutive trading days prior to the day of the meeting of the board of directors resolving to propose the shareholders' meeting to approve the issue and offering of warrants; and
 - 3.2 the earnings per share and the voting rights shall not be diluted by more than 20 %, calculating by comparing with the total paid-up capital of the Company, equalling to 4,469,280,156 shares (the registered capital of the Company after the Company offered the newly issued shares to specific persons and the exercising of the Warrants in full).

The power and authority to determine the rules, conditions, amounts and other details of the Warrants (including the criteria for the issuance of additional shares in reserve for the adjustment of the Warrants, the exercise price and ratio) rests solely with the board of directors.

The Chairman therefore proposed that the Meeting consider and approve the issue and offering of up to 893,856,031 warrants for the purchase of ordinary shares of the Company by way of right offering.

Resolution

The Meeting resolved that the issue and offering of up to 893,856,031 warrants for the purchase of ordinary shares of the Company by way of right offering according to the above details, be approved by 1,538,568,565 votes (being 99.99% of the total votes of shareholders in attendance) and disapproved with 5,418 votes for abstention.

Remark In this agenda, there were shareholders attended the Meeting after the Meeting convened. Therefore, there were 261 shareholders, representing 1,538,573,983 shares attending at the meeting in this agenda.

8. To consider and approve the increase of the registered capital and the amendment to Clause 4. of the Memorandum of Association to reflect such capital increase

The Chairman informed the Meeting that the Company's fund-raising is to enhance and reserve fund for expanding projects of the Company and subsidiaries, including for investment in projects in the future and the purchase of land for project developments, to improve the Company's financial liquidity and to retain the Company's working capital. The Company wishes to increase its registered capital by an additional amount of Baht 1,218,894,587 by issuing 1,218,894,587 new ordinary shares with the par value of Baht 1 each, from the existing registered capital of Baht 3,250,385,569 to be the new registered capital of Baht 4,469,280,156, divided into 4,469,280,156 ordinary shares with the par value of Baht 1 each. The newly issued shares will be offered by way of Private Placement and reserved in addition for the exercise of warrants issued and offered to the existing shareholders in proportion to their shareholding.

The Chairman therefore proposed that the Meeting consider and approve the increase of the registered capital and the amendment to Clause 4. of the Memorandum of Association to reflect such capital, to read as follows:

Clause 4. The registered capital	Baht 4,469,280,156	(Baht four billion four hundred and sixty nine million two hundred and eighty thousand one hundred and fifty six)
Divided into	4,469,280,156 shares	(Four billion four hundred and sixty nine million two hundred and eighty thousand one hundred and fifty six shares)
At the par value of	Baht 1 each	(Baht one each)
Categorised into		
Ordinary shares	4,469,280,156 shares	(Four billion four hundred and sixty nine million two hundred and eighty thousand one hundred and fifty six shares)
Preferred shares	- shares	(-)

Resolution The Meeting unanimously resolved that the increase of the registered capital and the amendment to Clause 4. of the Memorandum of Association to reflect such capital according to the above details, be approved by 1,568,964,256 votes (being 100% of the total votes of shareholders in attendance) with no objections or abstentions.

Remark In this agenda, there some shareholders attended the Meeting after the Meeting convened. Therefore, there were 266 shareholders, representing 1,568,964,256 shares attending at the meeting in this agenda.

9. To consider and approve the allotment of new ordinary shares

The Chairman informed the Meeting that as the Company is planning to increase its capital through an issue of 1,218,894,587 new ordinary shares, the Board proposes that the Meeting consider and approve the allocation of 1,218,894,587 new ordinary shares with the par value of

Baht 1 per share. The newly issued shares will be offered by way of Private Placement and reserved in addition for the exercise of warrants issued and offered to the existing shareholders in proportion to their shareholding; details as follows:

- (1) To allocate 325,038,556 new ordinary shares to be offered in one or several tranches from time to time at an offering price of not less than 90% of the market price by way of private placement, in accordance with the Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551 (and its amendment) regarding applications and permissions for the offer of new shares. The market price shall be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for the 15 consecutive trading days prior to the day of the meeting of the board of directors (excluding the date of the meeting itself) resolving to propose the shareholders' meeting to approve the offering of shares by way of private, in accordance with the Notification of the Securities and Exchange Commission No. Sor.Jor. 39/2551 regarding the calculation of the price of newly issued shares and the determination of the market price when issuing the newly issued shares below the market price. The Committee or its designated person is authorised to determine the offering price, offering period, conditions and other details of the allotment. If the Company offers the new shares to any investor who falls within the meaning of "connected party" under the applicable notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, the Company will proceed as required by such relevant regulations.
- (2) To allocate 893,856,031 new ordinary shares which will be reserved for the exercise of Warrants to be offered to existing shareholders. If there are shares remaining as a result of the non-exercise of Warrants, the Company shall propose this matter to a shareholders' meeting for further consideration.

The Chairman therefore proposed that the Meeting consider and approve the allocation of 1,218,894,587 new ordinary shares having a par value of Baht 1 per share

Resolution The Meeting unanimously resolved that the allocation of 1,218,894,587 new ordinary shares having a par value of Baht 1 per share according to the above details, be approved by 1,568,964,256 votes (being 100% of the total votes of shareholders in attendance) with no objections or abstentions.

10. To consider any other business (if any)

A shareholder enquired the Chairman regarding the need of capital increase that why the Company must hurry to increase its capital now as the Company was getting the cash from the transfer of ownership of The River in near future. Why did it have to be capital increase by way of private placement not the rights offering? Also the offering price was significantly lower than the current market price.

Mr. Kitti Tungriwong, the Company's Director, was assigned by the Chairman to deal with this question. Mr. Kitti informed the Meeting that the transfer of ownership of The River would start in next 1 to 2 months. The transfer period would be approximately 6 to 7 months. The Company would do its best to speed up the transfer process. However, the cash earned from such transfer of ownership would be used to repay bank loan. As a result, the Company presently required funding to expand its business and to use as working capital for its operation. This could be seen in next 3 years. The Company would have steady revenue from the transfer of ownership of its projects. It would have revenue from the transfer of The River, 185 Rajadamri and ZIRE WONGAMAT and UNIXX in 2012, 2013 and 2014, respectively. Therefore, in this year or at this time the Company required funding for the purchase of land to develop its projects until the completion in next 3 to 4 years. This was to ensure that the Company would have pipe-line revenue in the following years and to reduce debt to equity ratio which was relatively high at present.

The placement of new shares by way of private placement was made to the long term and reputable investors. The offering price was previously determined.

A shareholder enquired the Chairman regarding the name of the investors. Mr. Kitti Tunsriwong, the Company's Director, was assigned to deal with this question and informed the Meeting that the Company was currently negotiating with the investors. There were some terms which were not agreed on. Due to such uncertainty, the Company was unable to disclose the names of such investors.

A shareholder enquired the Chairman regarding the period for capital increase and offering period of rights warrants. Mr. Kitti Tungsriwong, the Company's Director, was assigned to deal with this question and informed the Meeting that the offering period for new shares and rights warrants would be completed in next 1 to 2 months.

A shareholder enquired the Chairman regarding the rumor that Khun Chareon would take over the Company or new shares. Mr. Kitti Tungsriwong, the Company's Director, was assigned to deal with this question and informed the Meeting that to our best knowledge, it was just the rumor.

A shareholder enquired the Chairman regarding the perspective on the Company as the major shareholder or IFA Hotels & Resorts 3 Ltd. (IFA) had recently sold shares in the Company.

Mr. Werner Johannes Burger, the Company's director and representative of the major shareholder, was assigned to deal with this question and informed the Meeting that IFA perceived the investment in the Company as long term investment. It held majority of shares in the Company for more than 5 years. The sale of shares in the Company was made for liquidity of shares in the Company. This was made in accordance with the recommendation of its financial adviser. The adviser also recommended that in order to develop the growth of the Company, it should seek for potential investors to jointly invest in the Company.

A shareholder enquired the Chairman regarding the period for the transfer of ownership in The River. Would the Company recognize all revenue? Mr. Kitti Tungsriwong, the Company's Director, was assigned to deal with this question and informed the Meeting that the Company planned to transfer ownership in The River in June 2012. The Company targeted to transfer ownership of all sold units or totaling approximately Baht 10,000 million. However, this depended on various factors including customers. Some customers resided abroad. The Company would try its best to transfer ownership in The River as much as possible.

A shareholder enquired the Chairman regarding the business plan of the Company in 2012.

Mr. Hubert Viriot, the Company's director and Chief Executive Officer, was assigned to deal with this question and informed the Meeting that in 2012 the Company planned to expand the market share of the Company, especially Thai customers. It planned to launch 2 new projects in 2012, which was the same as last year. It would also move up to 3 or 4 projects in the following years. Each project to be launched in 2012 would have value of approximately 2,000 to 3,000 million. The projects would mainly be located in Bangkok and Pattaya.

As there was no other business being proposed to the Meeting, the Chairman declared the Meeting adjourned at 11.10 a.m.

(Signed by) -Mr Sompoch Intranukul- Chairman
(Mr. Sompoch Intranukul)

-Translation-

Information of Retiring Directors To Be Reappointed As Director

Name : Mr. Lee Chye Tek Lionel

Age : 40 years

Nationality : Singapore

Educational background : Graduate Diploma in Business Administration,
Western Sydney International College

Training relating to role and duties of director : -None-

Professional experience :

Work Experience in Past 5 Years		
Period	Position	Name / Company / Type of Business
Feb 2013 - Present	Director	Raimon Land Plc. - Real Estate Business
1996 - Present	Managing Director	Ezra Holding - Investment Business
Present	Director	Macquarie Limited - Investment Business

Type of director : Director

Number of years of service : Appointed as the Company's director on 1 February 2013 and being the director of the Company for 3 months.

Being Director / Executive in Other Companies which may have conflict of interest with the Company : -None-

Relationship with executives or major shareholders of the Company or its subsidiaries : Older brother of Mr. Lee Chye Cheng Adrian

-Translation-

Relationship with companies or its subsidiaries or juristic persons which may have conflict of interest in past 2 years : -None-

Direct or indirect interest in any entity with which the company or its subsidiary (if any) enters into agreement : -None-

Shareholding in the company : -None-

Legal Dispute : -None-

Number of meetings attended in 2012 : Board of Directors' Meeting 2012 - times

Number of meetings attended In 2013 : Board of Directors' Meeting 2013 5/7 times

-Translation-

Information of Retiring Directors To Be Reappointed As Director

Name : Mr. Tan Chin Kwang Johnson

Age : 52 years

Nationality : Singapore

Educational background : Bachelor of Arts and Social Science Economics,
National University Singapore

Training relating to role and duties of director : -None-

Professional experience :

Work Experience in Past 5 Years		
Period	Position	Name / Company / Type of Business
Feb 2013 - Present	Director	Raimon Land Plc. - Real Estate Business
2009 - Present	Director	IB Partners Pte. Ltd. -Investment Business (Private Equity Investor)

Type of director : Director

Number of years of service : Appointed as the Company's director on 1 February 2013 and being the director of the Company for 3 months.

Being Director / Executive in Other Companies which may have conflict of interest with the Company : -None-

Relationship with executives or major shareholders of the Company or its subsidiaries : -None-

Relationship with companies or : -None-

-Translation-

its subsidiaries or juristic persons which may have conflict of interest in past 2 years

Direct or indirect interest in any entity with which the company or its subsidiary (if any) enters into agreement : -None-

Shareholding in the company : -None-

Legal Dispute : -None-

Number of meetings attended in 2012 : Board of Directors' Meeting 2012 - times

Number of meetings attended : Board of Directors' Meeting 2013 5/7 times

In 2013

-Translation-

Information of Retiring Directors To Be Reappointed As Director

Name : Mr. Jason Goh Seng Wei

Age : 37 years

Nationality : Singapore

Educational background : BSC (Double Honours) in Law (Second Upper)
and Accounting (First Class)
University of Southampton

Training relating to role and duties of director : -None-

Professional experience :

Work Experience in Past 5 Years		
Period	Position	Name / Company / Type of Business
Feb 2013 - Present	Director	Raimon Land Plc. - Real Estate Business
2009 - Present	General Manager	Ezra Holding Limited - Investment Business

Type of director : Director

Number of years of service : Appointed as the Company's director on 4 February 2013 and being the director of the Company for 3 months.

Being Director / Executive in Other Companies which may have conflict of interest with the Company : -None-

Relationship with executives or major shareholders of the Company or its subsidiaries : -None-

-Translation-

Relationship with companies or its subsidiaries or juristic persons which may have conflict of interest in past 2 years : -None-

Direct or indirect interest in any entity with which the company or its subsidiary (if any) enters into agreement : -None-

Shareholding in the company : -None-

Legal Dispute : -None-

Number of meetings attended in 2012 : Board of Directors' Meeting 2012 - times

Number of meetings attended In 2013 : Board of Directors' Meeting 2013 5/7 times

-Translation-

**Information of Audit Committee to be Authorised to be Shareholders' Proxy
at 2013 AGM of Shareholders**

Name	Mr. Kitti Gajanandana
Position	Chairman of Audit Committee
Age	61 years
Address	293/1 Soi Mitra-a-nand, Kwaeng Thanon Nakornchaisri, Khet Dusit, Bangkok 10300
Direct or indirect interest in the agenda proposed to 1/2013 AGM for consideration	-None-

-Translation-

**Information of Audit Committee to be Authorised to be Shareholders' Proxy
at 2013 AGM of Shareholders**

Name	Mr. Jirawud Kuvanant
Position	Audit Committee
Age	53 years
Address	248/106 Charansanitwong Road, Kwaeng Bangphlat, Khet Bangphlat, Bangkok 10700
Direct or indirect interest in the agenda proposed to 1/2013 AGM for consideration	-None-

- Translation -

Articles of Association Relating to Shareholders' Meeting

- Clause 33. The board of directors must hold a shareholders' meeting as annual general meeting within four (4) months after the end of the accounting period of the Company.
- Any other meeting of shareholders is called an extraordinary general meeting. The board of directors may call an extraordinary general meeting at any time whenever it deems appropriate. Shareholders (i) holding in aggregate of twenty (20) percent or more of the total issued shares or (ii) twenty-five (25) shareholders or more holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request shall clearly specify the purpose of the meeting in such written request. The board of directors shall call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.
- Clause 34. The Chairman of the board of director or who is a director assigned by the Chairman of the board of directors shall determine the date, time and venue of the meeting. The venue of the meeting may be in the area other than the area where the Company's head office is located or in any adjacent provinces.
- Clause 35. In calling a meeting of shareholders, the board of directors shall prepare a notice indicating the venue, date, time, agenda and matters to be proposed with supporting at the meeting together with any other appropriate details. The written appointment shall clearly specify each matter's requirement whether for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The written appointment shall at least be sent to the shareholders and the Public Companies Registrar seven (7) days prior to the meeting date. The written appointment must also be published in a newspaper at least three (3) days prior to the meeting date for a period of three (3) consecutive days.
- Clause 36. A quorum of a meeting of shareholders requires the number of twenty-five (25) shareholders or more or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).
- If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.
- Clause 37. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. A letter appointing a proxy shall be dated and signed by the shareholder and made in a form prescribed by the Public Companies Registrar.
- The proxy letter shall be submitted with the Chairman or his/her assignee before the proxy attends the meeting.
- Clause 38. The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

- Translation -

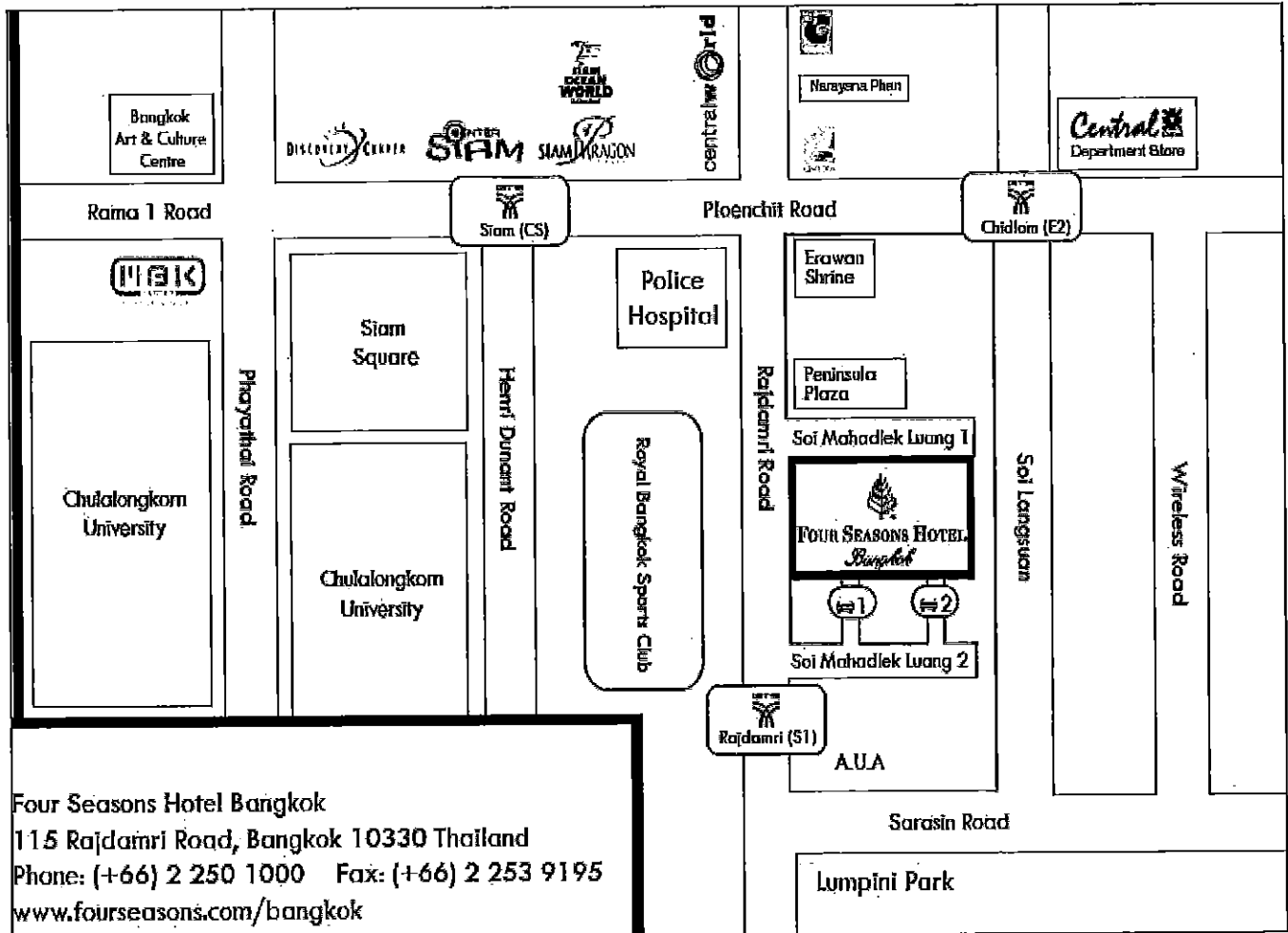
Clause 39. The resolution of shareholders' meeting shall be passed by the following votes:

- (1) normal case requires a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. In case equal votes, the Chairman of the meeting shall have a second or casting vote.
- (2) the following cases require seventy-five (75) percent or more of the votes cast by the shareholders attending and eligible to vote at the meeting:
 - (a) a sale or transfer of all or substantial part of the business of the Company to an person;
 - (b) a purchase or an acceptance of transfer of business of other companies or private companies;
 - (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company;
 - (d) an assignment of the management control of the business of the Company to other person;
 - (e) a merger with any person for the purposes of profit and loss sharing;
 - (f) an amendment to the Memorandum or Articles of Association of the Company;
 - (g) an increase or decrease of capital and an issuing of debentures; or
 - (h) a merger or dissolution of the Company.

Clause 40. The businesses to be carried out by an annual general meeting are as follows:

- (1) to consider a report of the board of directors proposed to the meeting which demonstrates the operating results of the past year;
- (2) to consider and approve the balance sheet and profit and loss statements;
- (3) to consider an appropriation of profit;
- (4) to consider and to elect directors replacing those retire by rotation;
- (5) to appoint an external auditor and to fix auditor's remuneration
- (6) other businesses

Four Seasons Hotel Map



- Translation-

Documents or evidence showing the identity of the shareholder or a representative of the shareholder entitled to attend the meeting

The policy of the Board of The Stock Exchange of Thailand, dated 19 February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing the identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

1. Natural person

1.1 *Thai nationality*

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 *Non-Thai nationality*

- (a) Passport of the shareholder; or
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 *Juristic person registered in Thailand*

- (a) Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 *Juristic person registered outside of Thailand*

- (a) Corporate affidavit; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public. A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.30 - 9.30 a.m. on 25 April 2013.

-Translation-

Form of Proxy, Form B.
(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) I/We nationality
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

(2) being a shareholder of Raimon Land Public Company Limited,
 holding shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

Mr. Kitti Gajanandana age 61 years,
 residing/located at No. 293/1, Soi Mitra-a-nand, Tambol/Kwaeng Thanon Nakornchaisri,
 Amphur/Khet Dusit, Province Bangkok, Postal Code 10300, or

Mr. Jirawud Kuvanant age 53 years,
 residing/located at No. 248/106, Charansanitwong Road, Tambol/Kwaeng Bangphlat
 Amphur/Khet Bangphlat, Province Bangkok, Postal Code 10700, or

..... age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

any one of them as my/our proxy to attend and vote on my/our behalf at the 2012 Annual General Meeting
 of Shareholders to be held on 25 April 2012 at 9:30 a.m. at Four Seasons Hotel Bangkok
 (Ballroom, 1st Floor), No. 155 Rajdamri Road, Pathumwan, Bangkok
 or such other date, time and place as may be adjourned.

-Translation-

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- (1) Agenda no. 1 re: To certify the minutes of the 2012 Annual General Meeting of Shareholders
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 2 re: To acknowledge the Company's operating results of the fiscal year ended as at 31 December 2012 and to consider and approve the Annual Report of the Board of Directors for the fiscal year ended as at 31 December 2012
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 3 re: To consider and approve the audited financial statement for the fiscal year ended as at 31 December 2011
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 4 re: To consider and approve the unappropriated of profit as the legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2012
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- (2) Agenda no. 5 re: To consider and approve the appointment of directors replacing those who retire by rotation and the directors' remuneration for 2013
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of the entire board
- Approve Disapprove Abstain

-Translation-

- Appointment of any director(s)

Name of Director Mr. Lee Chye Tek Lionel

- Approve Disapprove Abstain

Name of Director Mr. Tan Chin Kwang Johnson

- Approve Disapprove Abstain

Name of Director Mr. Jason Goh Seng Wei

- Approve Disapprove Abstain

- Agenda no. 6 re: To consider and approve the appointment of the Company's auditors and their remuneration for 2013

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (b) The proxy must cast the votes in accordance with the following instructions:

- Approve Disapprove Abstain

- Agenda no. 7 re: To consider and approve the offset of the retained loss by share premium

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (b) The proxy must cast the votes in accordance with the following instructions:

- Approve Disapprove Abstain

- Agenda no. 8 re: Other business (if any)

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (b) The proxy must cast the votes in accordance with the following instructions:

- Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as a shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

-Translation-

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agenda item to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

-Translation-

Attachment to Proxy Form B.

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

For the 2012 Annual General Meeting of Shareholders to be held on 25 April 2013 at 9:30 a.m.
at Four Seasons Hotel Bangkok (Ballroom, 1st Floor), No. 155 Rajdamri Road, Pathumwan, Bangkok,
or such other date, time and place as may be adjourned.

 Agenda no. _____ re: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ re: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ re: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ re: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ re: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

-Translation-

Agenda no. re: Appointment of directors (Continued)

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

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Approve Disapprove Abstain

Name of Director

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