

- Translation -

17 October 2013

**Subject:** Notice of Extraordinary General Meeting of Shareholders No. 1/2013

**To:** Shareholders of Raimon Land Public Company Limited (the “Company”)

- Enclosures:**
1. Copy of the minutes of the 2013 Annual General Meeting of Shareholders
  2. (a) Preliminary details of offering and conditions of the Warrants, and ordinary shares of the Raimon Land Public Company Limited to directors and employees of the Company  
(b) Report of capital increase
  3. Information of the members of audit committee who may be authorised by shareholders to be their proxy at the Extraordinary General Meeting of Shareholders No. 1/2013
  4. The Company’s articles of association which relate to shareholders’ meeting
  5. Map of the location of the Extraordinary General Meeting of Shareholders No. 1/2013
  6. Information relating to documents and evidences that shareholders must present at the Extraordinary General Meeting of Shareholders
  7. Proxy form (Form B.)

NOTICE is hereby given by the Board of Directors of the Company that the Extraordinary General Meeting of Shareholders No. 1/2013 of Raimon Land Public Company Limited be held on Friday, 1 November 2013 at 10:00 a.m. at Grand Hyatt Erawan Bangkok, 494 Rajdamri Road, Bangkok, Thailand, 10330 to consider the following agenda:

**Agenda 1. To certify the minutes of the 2013 Annual General Meeting of Shareholders**

**Facts and rationale:** It is proposed that the shareholders’ meeting certifies the minutes of the 2013 Annual General Meeting of shareholders held on 25 April 2013 as per the copy of the minutes of the 2013 Annual General Meeting of Shareholders sent to shareholders together with this notice (Enclosure No. 1). The Company has also made available the minutes of the 2013 Annual General Meeting of Shareholders in the Company’s website for shareholders’ information.

**Board’s opinion:** The Board deemed appropriate that the Shareholders approve the minutes of the 2013 Annual General Meeting of Shareholder held on 25 April 2013 be certified.

**Agenda 2. To consider and approve the issuance and offering of Warrants to the Directors, Management and/or the Employees of the Company under ESOP Project.**

**Facts and rationale:** At present, the competition in the real estate development business is extremely high and there are active recruitments for the high-level executives to work for other companies. Therefore, (a) to retain the personnel with the organization, and to maintain working

motivation, (b) to let the Directors participate in the ownership of the Company, and (c) to maintain the personnel with a high capability and efficiency to work for the Company on the long-term basis, giving the Directors willingness to work and creativity which will benefit the Company and the Shareholders in the future, the Board of Directors deems appropriate for the shareholders' meeting to consider and approve the issue and offer of Warrants in the amount of 89,000,000 units to two directors of the Company, i.e. **Mr. Tan Chin Kwang Johnson**, the CEO and Executive Director of the Company, and **Mr. Lee Chye Cheng Adrian**, Executive Director of the Company.

**The Remuneration Committee's Opinion:** considered and approved the issuance and offering of the Warrants, the details of which are shown in Enclosure No. 2 (a), and submitted the proposal to the Board of Directors.

**Board's opinion:** The Board agreed with the opinion of the Remuneration Committee and deemed appropriate to submit to the shareholders' meeting to approve the issuance and offering of the Warrants 89,000,000 units to the directors of the Company to purchase the Company's ordinary shares at the rate of 0 (zero) baht per unit and at the exercise ratio of 1 unit per 1 ordinary share and at the exercise price of 1.67 Baht per share ("Warrant"), with the terms and conditions as approved by the Remuneration Committee details of which are shown in Enclosure No. 2 (a).

It is deemed appropriate to propose the shareholders' meeting to consider the delegation of authority to the Board or other persons delegated by the Board to determine other details pertaining to the issuance of the Warrants, including obtaining approval from the relevant authorities and performing any other related actions considered necessary and relevant to the issuance of the Warrants.

**Agenda 3. To consider and approve for the Company to allot the Warrants to the Directors being entitled to be allocated more than 5% of the amount of the Warrants to be issued in this occasion whose names are as follows.**

No.	Names	Number of allocated Warrants	Percentage of total allocated Warrants	Attendance of Company's meetings in the previous year
1	Mr. Tan Chin Kwang Johnson	44,500,000	50.00	7/7 times
2	Mr. Lee Chye Cheng Adrian	44,500,000	50.00	4/6 times

**Facts and rationale:** To motivate the Directors, Executives and/or Employees, who have important roles in the Company's sustainable existence and the future growth of the Company to remain with the Company on a long-term basis. In addition, ESOP-Warrant could also promote ownership stakes in the Company and help increasing their motivation and dedication. This in return should benefit both the Company and the shareholders in the long-run.

**The Remuneration Committee's Opinion:** approved for submission to the Board of Directors to consider and approve the allocation of more than five percent of the total Warrants to both of the Directors named above in accordance with the opinion in Enclosure No. 2 (a).

**The Board's Opinion:** The Board has agreed with the proposal and deemed appropriate to submit to the shareholders' meeting to approve the allocation of more than five percent of the total Warrants to both of the Directors named above with the objectives to motivate the Directors, Executives and/or Employees, who have important roles in the Company's sustainable existence and the future growth of the Company

to remain with the Company on a long-term basis. In addition, ESOP-Warrant could also promote ownership stakes in the Company and help increasing their motivation and dedication. This in return should benefit both the Company and the shareholders in the long-run.

**Agenda 4. To consider and approve the increase of the registered capital of the Company**

**Facts and rationale:** In case the shareholders' meeting has approved the issuance and offering of the Warrants to the Directors as per details of to the previous agenda, the Company needs to reserve the ordinary shares to accommodate the exercise of rights of the holders of Warrants. The shareholders' meeting is then proposed by the Board of Directors to consider and approve the increase of the registered capital of the Company, from the existing amount of 4,469,280,156.- Baht to 4,558,280,156.- Baht; namely, to increase the registered capital by another 89,000,000 Baht by issuing 89,000,000 new ordinary shares, at par value of 1.- Baht per share, and the entire newly issued ordinary shares shall be reserved to accommodate the exercise of rights to buy ordinary shares of the holders of Warrants which will be issued and offered to the Directors of the Company under ESOP Project.

**Board's opinion** The Board of Directors deems it appropriate for the shareholders' meeting to approve the increasing of the registered capital of the Company, from the existing amount of 4,469,280,156.- Baht to 4,558,280,156.- Baht; namely, to increase the registered capital by another 89,000,000 Baht by issuing 89,000,000 new ordinary shares, par value of 1.- Baht per share, and the said entire newly issued ordinary shares shall be reserved to accommodate the exercise rights to buy ordinary shares of the holders of Warrants, which will be issued and offered to the Directors of the Company under ESOP Project.

**Agenda 5. To consider and approve for an amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the registered capital.**

**Facts and rationale:** To be in line with the resolution for the increase of registered capital of the Company in the previous agenda, the shareholders' meeting is proposed to consider and approve for an amendment to Clause 4 of the Memorandum of Association as follows:

“Clause 4.	Registered capital is	4,558,280,156.-	Baht
	Divided into	4,558,280,156	Shares
	With a par value of	1.-	Baht each.

Shares are classified into:-

Ordinary Shares of	4,558,280,156	Shares
Preference Shares	---	Shares”

**Board's opinion** The Board deemed appropriate the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the registered capital according to the above details.

**Agenda 6. To consider and approve for the debenture issuance plan.**

**Facts and Rationale:** The shareholders' meeting is proposed to consider and approve the issue and offer of the debentures in the amount of not exceeding Baht 7,500 million, either in whole or in part which could be single or multiple offerings, for the term of not more than 5 years for each issue, details of which are as follows:

- Use of Proceeds:** As working capital and/or appropriate source of fund for the performance of the Company and/or business expansion and/or repayment of loan and/or redemption of the debentures
- Type:** Any type of debentures, whether secured or unsecured, amortized or bullet payment, with or without debentureholders' representative, subject to market conditions at the time of issuance and offering of the relevant debentures
- Amount:** Not exceeding Baht 7,500 million. In case of issuance in foreign currency, the exchange rate prevailing on the date the debentures are issued and offered in each occasion shall be applied.
- Currency:** Baht / US Dollar and/or other currencies.
- Offering:** To be offered domestically and/or internationally to any investors and/or on the private placement basis and/or the institutional investors and/or the high net worth investors and/or any specific investors and/or any investors specified by the Capital Market Supervisory Board, either in whole or in part which could be single or multiple offerings and/or on a revolving basis. The offering can also be made to existing holders of debentures, which are going to be matured or redeemed prior. In this regards, the Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from relevant regulatory.
- Term:** Not exceeding 5 years from the issuing date.
- Interest rate:** Depending upon the appropriateness and the market condition or feature and condition of the debenture under such issuance at the time of the issuance and offering for sales. The Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from relevant regulatory.
- Premature Redemption:** The holder of debentures and/or the Company may or may not be entitled to the right of premature redemption, subject to the terms and conditions of each issuance. In this regards, the Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from relevant regulatory.
- Special Condition:** For the case where the Company has redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company may additionally issue and offer debentures in substitution within the offering amount as provided above.

**Other Conditions:** Terms and conditions of the debentures, such as type of debentures to be issued each time, par value, offering price per unit, interest rate, appointment of debentureholders' representative, details of the offering, allocation method, early redemption, and registration on the secondary markets (if any) shall be determined and fixed by the Board of Directors and/or any person(s) entrusted by the Board of Directors.

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

**Board's opinion** The Board deemed appropriate the issue and offer of the debentures in the amount of not exceeding Baht 7,500 million, either in whole or in part which could be single or multiple offerings, for the term of not more than 5 years for each issue in accordance with the particulars above.

**Agenda 7. To consider any other business (if any)**

You are invited to attend the shareholders' 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 shareholders' meeting is kindly requested to complete the attached proxy form and submit the completed form to the Chairman before attending the shareholders' meeting.

Yours faithfully,  
For and on behalf of  
**Raimon Land Public Company Limited**



Miss Nuch Kalyawongsa  
Director

**Remarks**

If any shareholder cannot attend the Extraordinary General Meeting of Shareholders No. 1/2013, 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 Extraordinary General Meeting of Shareholders No. 1/2013 (information of the members of audit committee who may be authorized by shareholders to be their proxy is set out in Enclosure No. 3) 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.