

HRD 084/2015

27 March 2015

Subject: Notice of the 2015 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. Copy of the Minutes of the 2014 Annual General Meeting of Shareholders
 2. Annual Report 2014 (CD-Rom)
 3. Bibliography of person to be nominated as directors as a replacement of the retiring directors
 4. Bibliography of persons to be nominated as the new directors and definition of independent director
 5. Details of Directors' remuneration
 6. Proxy form A, B, C, name list, details of the independent director
 7. List of documents required to bring along on the date of Meeting
 8. Copy of the Company Article of Association concerning to the meeting
 9. Map of the Meeting venue

NOTICE is hereby given that the 2015 Annual General Meeting of Shareholders will be held on Wednesday 29th April 2015, at 10.00 a.m. at the Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham, Rama 9 Road, Kwaeng Bangkapi, Khet Huay Kwang, Bangkok to consider the agenda as follows:

Agenda 1 To certify the Minutes of the 2014 Annual General Meeting of Shareholders (Details are attached in Attachment 1)

The Company held the 2014 Annual General Meeting of Shareholders on 29 April 2014. The Meeting is requested to consider and certify the minutes of the 2014 Annual General Meeting of Shareholders, details of which are attached in Attachment 1 which has been submitted to The Stock Exchange of Thailand and the Ministry of Commerce as required by law and published on the company's website.

Board's opinion: The Board recommended the Meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders which the Board had considered and viewed that the Minutes of the Meeting has been properly recorded.

Agenda 2 To consider and approve the Company operating result of the year 2014 and the Annual Report of the Board of Directors (Details are attached in Attachment 2)

The Meeting is requested to consider and approve the Company operating result of the year 2014 and the Annual Report of the Board of Directors.

Board's opinion: The Board recommended that the report on the Company operating result of the year 2014 and the Annual Report of the Board of Directors to be approved.

Agenda 3 To consider and approve the Audited Statement of Financial Position and Statement of Income ended 31 December 2014

The Audited Statement of Financial Position and Statement of Income ended 31 December 2014 of the company and subsidiaries which have been audited by the auditor and reviewed by the audit committee. Details of which are attached in Attachment 2 with this notice.

Board's opinion: The Board recommended that the Audited Statement of Financial Position and Statement of Income for the year ended 31 December 2014 of the company and subsidiaries which have been audited by the auditor and reviewed by the audit committee with the following summary to be approved:

Consolidated Financial Statements of the Company and subsidiaries

Particulars	Amount
Total Assets	33,682 Million Baht
Total Liabilities	18,653 Million Baht
Total Revenues	6,578 Million Baht
Net Profit	2,961 Million Baht
Net Profit per share	0.3050 Baht /Share

Separated Financial Statements of the Company

Particulars	Amount
Total Assets	27,007 Million Baht
Total Liabilities	16,919 Million Baht
Total Revenues	4,892 Million Baht
Net Profit	3,351 Million Baht
Net Profit per share	0.3453 Baht /Share

Agenda 4 To consider and approve the dividend and legal reserve

Pursuant to the company's policy on distribution of dividend which provided that the company shall pay dividend at the rate of not less than 50% of net profit of the company's separated financial statements after all deductions as required by law or by the company, subject to company and its affiliate's cash flow, liquidity, contract's obligations and commitments and future investment plans, including justifications and other future consideration as deemed appropriate. The Company has earlier distributed the interim dividend of Baht 0.07 per one ordinary share equal to the approximate amount of 679.4 Million Baht for operating result from 1 January 2014 to 30 June 2014.

Board's opinion: The Board would like to propose to the Meeting for consideration and approval as follows:

- To certify the distribution of interim dividend for the operating result from 1 January 2014 to 30 June 2014 in the amount of Baht 0.07 per share equal to the amount of 679.4 Million Baht
- For the operating result from 1 July 2014 to 31 December 2014, to refrain from the distribution of dividend. The Company will consider the next distribution of dividend, within July 2015, by combination the second half of business operation's year 2014 with the profit of non-core operational assets of the Company (tentative to sell such non-core assets within May 2015) in accordance with the policy of dividend payment. In addition, the appropriation as legal reserve has been properly reserved.

Agenda 5 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation (Details are attached in Attachment 3)

Pursuant to the company's Articles of Associations, at any Annual General Meeting of Shareholders, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from the Company. A retiring director under this clause is eligible for re-election. For the year 2015, the directors retiring by rotation are as follows:

1. Mrs. Jareeporn Anantaprayoon
 - Director
 - Member of Executive Committee
 - Member of Nomination and Remuneration Committee
 - Member of Risk Management Committee
2. Mr. David Richard Nardone
 - Director
 - Member of Executive Committee
 - Member of Risk Management Committee
3. Mr. Phorntep Rattanataipop
 - Independent Director
 - Member of Audit Committee

The Nomination and Remuneration Committee has considered the directors' qualifications on the skill, professional experience and other qualifications that appropriate and beneficial to the Company's business. Thus, the resolution of the Nomination and Remuneration Committee (excluding the directors who have any interest and shall be retired by rotation at this time) is three retiring directors to be re-elected shall be directors of the company for another term.

Board's opinion: The Company's Board of Directors, excluding the directors who have any interests has considered on the qualification, benefit of company's management of each individual person pursuant to the process of nomination and agreed to propose the aforementioned persons being the three retiring directors for re-election as proposed by the Nomination and Remuneration Committee to the Board of Directors for consideration from the Shareholders meeting.

Agenda 6 To consider and approve the amendment to the Company's Articles of Association

In order for the management and administration of the Company's business to be in line with WHA Corporation Public Company Limited as its parent company and the change of authorized directors according to agenda 7, the Company has considered to propose the Shareholders' Meeting for consideration to amend article 31 of the Company's Articles of Association regarding the conditions on the authorized directors who can sign with binding effect on behalf of the Company as follows:

From

"The authorized directors who can sign with binding effect on behalf of the Company will be two directors jointly sign with the Company's seal affixed.

The shareholders' meeting or the Board of Directors' meeting may designate the names of the directors who are authorized to sign to bind the Company together with the affixing of the Company's seal."

Amended as

*"The authorized directors who can sign with binding effect on behalf of the Company will be **three directors** jointly sign with the Company's seal affixed.*

The shareholders' meeting or the Board of Directors' meeting may designate the names of the directors who are authorized to sign to bind the Company together with the affixing of the Company's seal."

Board's opinion: The Board of Directors has considered that such amendment to the Company's Articles of Association is made as a result of the proposed agenda item on the appointment of new directors and the change in the Directors' authorization. Such amendment of the directors' authorization and the number of authorized directors to sign on behalf of the Company should be all in line with WHA Corporation Public Company Limited as the parent company. In addition, the amendment of Articles of Association regarding the number of authorized directors to be in line with the above principle does not in any way affect to the right of shareholders. Therefore, the Board of Directors resolved to propose the amendment of the Company's Articles of Association to the shareholders' meeting for approval.

Agenda 7 To consider and approve the appointment of new directors and the change in the directors' authorization (Details are attached in Attachment 4)

The Nomination and Remuneration Committee has proposed to nominate the new directors which has been considered on the appropriation for high beneficial to the Company's business and considered that the new nominated director has qualified as from knowledge, professional experience, moral and widely vision including of skill and experience in relation of land and property business. This is to support the development of business occasion together with the shareholders can be received the high benefit continually. Four new directors are as follows :

1. Mr. Krailuck Asawachatroj
 - Director
 - Member of Executive Committee
 - Member of Corporate Governance Committee
 - Member of Risk Management Committee
2. Mr. Narong Kritchanhai
 - Director
 - Member of Executive Committee
 - Member of Corporate Governance Committee
3. Mr. Jakrit Chaisanit
 - Director
 - Member of Executive Committee
 - Member of Risk Management Committee
4. Mr. Schitt Laowattana
 - Independent Director
 - Member of Audit Committee

For being in line with the change of directors, the Board has agreed to propose for the Shareholders Meeting's consideration to amend the authorized directors as follows :

"Mr. Somyos Anantaprayoon and Mrs. Jareeporn Anantaprayoon jointly sign with Mr. David Richard Nardone or Mr. Vivat Jiratikarnsakul or Mr. Krailuck Asawachatroj, collectively three directors with the seal of the Company affixed."

Board's opinion: The Board of Directors has considered and agreed with the Nomination and Remuneration Committee to propose to the shareholders' meeting to consider and approve the appointment of four new directors. Their bibliography is attached in attachment 4 with this invitation letter to the shareholder. Thus, the total of the directors are 12 persons. In addition, the Board of Directors has considered to propose to the shareholders' meeting to consider and approve the amendment of the authorized directors as the above details.

Agenda 8 To consider and approve the director's remuneration for the year 2015 (Details are attached in Attachment 5)

The Nomination and Remuneration Committee has considered the appropriation of the director and the sub-committees' remuneration and proposed such remuneration for the year 2015 in the amount of Baht 24,062,500 with equivalent to the rate of the year 2014 as detail in the attachment 5, which is based on the evaluation on the compensation in other business, duties, responsibilities, the Company's financial status and operating results, including the conformity with the market and other reference factor. There is no other remuneration and privilege.

Board's opinion: According to the proposed meeting allowances and remuneration by Nomination and Remuneration Committee and the consideration of the appropriateness of same business's comparison, the company's business expansion and profit growth, the Board of Directors has considered proposing to the Annual General Meeting of Shareholders to consider and approve the meeting allowance and remuneration for the year 2015 of the Board of the directors and the sub-committees in the line of Baht 24,062,500 which is equivalent to the rate of the year 2014. However, the amount of the year 2015 is more than the amount of the year 2014 (in the line of Baht 23,040,000) because of the increase of one executive director and the increase of number of meetings to consider additional agenda arising from the change of shareholders' structure.

Agenda 9 To consider and approve the appointment of auditors and setting their remuneration

The appointment of Auditors and setting their remuneration shall be carried out by the Board of Directors based on the recommendation of the Audit committee. The Board of Directors shall consider and propose to the Shareholders' Meeting for further consideration and approval for the appointment of auditors and setting their remuneration. For the year 2015, the Audit committee has considered and selected Pricewaterhouse Coopers ABAS Limited as the auditor of the Company and Subsidiaries because the audit office of PricewaterhouseCoopers ABAS Ltd. is the same auditor of WHA Corporation PLC as appointed by the parent company. Therefore, it is suitable for the Company's engagement the same audit office as the parent company.

Board's opinion: The Board of Directors, as recommended by the Audit Committee, agreed to propose to the Shareholders' Meeting to approve the appointment of the auditors and setting their remuneration as follows:

First Auditor	Mrs. Anothai Leekitwattana, certified public accountant No. 3442
Second Auditor	Mrs. Nattaporn Phan-Udom, certified public accountant No. 3430
Third Auditor	Mr. Boonlert Kamolchanokkul, certified public accountant No. 5339

For the remuneration of the Auditor of company, the Board of Director as recommended by the Audit Committee has agreed to propose to the Shareholders' Meeting to consider

the remuneration of the auditor of company for the year 2015 in the amount of Baht 1,700,000 (in the year 2014 was Baht 1,425,000).

The Auditors from PricewaterhouseCoopers ABAS Limited also have been appointed to be the auditor of Company's subsidiaries for the year 2015 with the audit fee totally of Baht 5,080,000.

Details	Remuneration	Remuneration
	Year 2015 (Baht)	Year 2014 (Baht)
Audit and Quarterly Review Fee for financial statements of		
- The Company	1,700,000	1,425,000
- Subsidiaries	5,080,000	4,265,000

Moreover, the above audit fee for the year 2015 is excluded the non-audit fee for reviewing the compliance with the condition of the BOI Promotion Certificate in line of Baht 455,000 and the initial service fee in the amount of Baht 995,000.

The proposed auditors have no relation to or any conflict of the interest with the company/ subsidiary/ executive/ major shareholder or any related person and has consistently performed their duty in professional manner.

Agenda 10 To consider other business (if any)

You are therefore invited to attend the Meeting on the date, time and place specified above. Any shareholder wish to appoint anyone or any independent director whose name and detail are listed in the Attachment 6 as his proxy to attend and vote on his behalf, should complete the proxy form in Attachment 6 and submit it to the Company prior to attending the meeting.

The Company set the 31th March 2015 to be the Record date of shareholder in order to determine the shareholders' entitlement to attend the 2015 Annual General Meeting of Shareholders by collecting the name list of shareholders by closing the share register book on 1th April 2015 as specified in Section 225 of the Securities and Exchange Act.

As announced in the Company's website inviting shareholders to propose additional agenda for the 2015 Annual General Meeting of Shareholders and to nominate person to be elected as director in advance pursuant to the company's regulation for the period of October 15th 2014 to December 31st 2014. There is no proposed for agendas for 2015 Annual General Meeting of Shareholders and for nominees as director.

Yours sincerely,

Hemaraj Land and Development Public Company Limited



(Mr. Somyos Anantaprayoon)
Chairman of the Board of Directors

HEMARAJ LAND AND DEVELOPMENT PUBLIC COMPANY LIMITED

Minutes of the 2014 Annual General Meeting of Shareholders
29 April 2014

Date, time and Place

The Meeting was held on Tuesday 29 April 2014 at 10.00 a.m. at the Chatrium Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham, Rama 9 Road, Kwang Huay Kwang, Khet Bangkok, Bangkok.

Before the Meeting

The members of the Board of Directors were introduced to the shareholders attended the Meeting:

1. Mr. Chavalit Sethamechekul	Chairman of the Board of Directors
2. Mr. Sawasdi Horrungruang	Chairman of the Executive Committee,
3. Mr. Thongchai Srisomburanonta	Deputy Chairman of the Executive Committee,
	Member of Nomination and Remuneration Committee,
4. Mr. Thavorn Anankusri	Member of Risk Management Committee Director,
5. Mr. David Richard Nardone	Member of Risk Management Committee Managing Director, CEO,
6. Mr. Vivat Jiratikamsakul	Deputy Managing Director,
7. Miss Pattama Horrungruang	Member of Risk Management Committee Deputy Managing Director, CFO,
8. Mr. Sudhipan Chaiumani	Member of Corporate Governance Committee, Independent Director,
9. Mr. Somphong Wanapha	Chairman of Audit Committee,
10. Mrs. Punnee Worawuthichongsathit	Chairman of the Nomination and Remuneration Committee
	Independent Director,
	Member of Corporate Governance Committee
	Member of Audit Committee,
	Member of Nomination and Remuneration Committee,
	Member of Corporate Governance Committee
11. Mr. Peter John Edmondson	Independent Director,
12. Mr. Vikit Horrungruang	Member of Audit Committee Director

Company Secretary

1. Mr. Sirisak Kijraksa

Auditor who attended the Meeting

1. Professor Emeritus Kesree Narongdej
2. Mr. Somchai Kanjanawongpaisan, who would witness and inspect the vote counting of each Agenda

ชั้น 18 อาคารเอ็มทาวเวอร์ โซน 9 ถนนรามคำแหง แขวงหวาง กรุงเทพมหานคร 10250
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Internal Auditor who attended the Meeting

1. Mrs. Wimolakk Phianrattapanong

Legal Consultant representative from Allen and Overy (Thailand) Co., Ltd.

1. Mr. Arkrapol Pichedvanichok
2. Mr. Sansana Sasanawin

The Master of Ceremonies explained the procedures of the Meeting and voting as follows:

1. Conduction of Meeting:

The Meeting and voting shall be proceeded through the sequence of the given agenda shown in the notice of invitation. The director or the management in charge will present information of each agenda to the Meeting. The shareholders will be allowed to ask question before voting. To optimize the time use of the shareholders, while collecting the casted vote and waiting result of vote in any agenda, the Meeting shall consider the next agenda. Once the vote counting of the previous agenda is finished it will be announced to the Meeting.

2. Voting

After shareholders satisfied on question and answer in each agenda, the Chairman would request all shareholders or proxies to vote on the given casted vote in each separated agenda and affix shareholders or proxies signature thereon. The Company will collect the casted vote which is disapproved vote and abstained vote only. Therefore, shareholders or proxies who disapproved or abstained in each agenda would be required to raise their hands after finishing the vote, and then the officer will collect their casted vote.

After the completion of this Meeting, the Company will collect all remaining casted vote for transparency and accountability. Nevertheless, if the shareholder is necessary to leave this Meeting before the completion of the Meeting, the Company would request the aforementioned shareholder or proxy to hand over all remaining casted votes to the officer.

3. Vote Counting

In this Meeting the Company has procured Barcode System for registration and vote counting operated by Thailand Securities Depository Company Limited (TSD) to implement software for registration and vote counting by Barcode System. One shareholder shall have one vote per one share held. Disapproved vote and abstained vote will be deducted from the total vote of the shareholders attended the Meeting, the remainders shall be considered as approved vote for each Agenda. In case that no shareholder disapproved or abstained in any agenda, such agenda shall be considered as agreed by or as anonymous approval of the Meeting.

Any casted vote with no signature affixed thereon or any vote made not in compliance with the voting right or not as specified in the proxy shall be considered as invalid and not to be considered as a vote of such shareholder or proxy and such shareholder shall be considered to abstain all of its voting right for such Agenda.

4. Meeting Resolution

This Meeting is the Annual General Meeting of Shareholders where the agenda will be considered as usual. The resolution of the Meeting will subject to the majority vote of the shareholder attended the Meeting and voted. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second casting vote, except for Agenda 6, particularly with respect to the director's remuneration, in which case

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the resolution of meeting will subject to the vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Chairman was then invited to declare the open of Meeting and proceed agendas.

Preliminary Proceedings

Mr. Chavalit Sefthameethekul presided as Chairman of the Meeting. The Chairman stated that 639 shareholders representing 4,009,023,776 shares or 41.31% of the issued shares attended the Meeting in person and by proxies (total issued shares is 9,705,186,191 shares), and thereby the quorum was constituted so the Meeting shall be convened by following agendas:

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

The Chairman requested the Meeting to consider and approve the Minutes of the 2013 Annual General Meeting of Shareholders held on 30 April 2013. Copy of which was attached to the Notice of this Meeting.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

The Meeting has considered and approved the Minutes of the 2013 Annual General Meeting of Shareholders with the following votes:

Vote Result	Vote	%
Approved	4,353,910,424	99.9957
Disapproved	-	-
Abstained	185,300	0.0043

Agenda 2. To consider and approve the Company operating result of the year 2013 and the Annual Report of the Board of Directors

The Chairman requested the Managing Director to report the summary of the operating result of the year 2013 to the Meeting to consider and approve the Company's operating result of the year 2013 and to approve the annual report from the Board of Directors, details of which are attached in the Annual Report 2013 earlier sent to the shareholders together with the notice of Meeting.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

The Meeting considered and approved the Company Board of Directors' operating result of the year 2013 and the annual report of the Board of Directors with the following votes:

Vote Result	Vote	%
Approved	4,544,836,612	99.9991
Disapproved	-	-
Abstained	40,000	0.0009

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Agenda 3. To consider and approve the Audited Statement of Financial Position and Statement of Income ended 31 December 2013

The Chairman proposed the Meeting to consider and approve the audited statement of financial position and statement of income ended 31 December 2013 of the Company which were correctly audited by the auditor and reviewed by the Audit Committee, details of which are attached in the Meeting documents earlier sent to the shareholders together with the notice of Meeting.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

The Meeting considered and approved the audited statement of financial position and statement of income for the year ended 31 December 2013 of the Company which were audited by auditor and reviewed by the audit committee with the following votes:

Vote Result	Vote	%
Approved	4,544,911,712	99.9976
Disapproved	-	-
Abstained	107,900	0.0024

Agenda 4. To consider and approve the distribution of dividend and appropriation as legal reserve

The Chairman informed the Meeting that from the operating result and Consolidated Financial Statement for the year 2013, the Company has gained net profit of Baht 4,338 Million and Separated Financial Statement of the Company had net profit of Baht 2,676 Million. In consideration of the Company and its affiliated's cash flow, liquidity, terms and conditions under contractual commitments that the Company was engaged and the investment plan of the Company and subsidiaries including needs and appropriateness in the future, the Board of Directors has considered and proposed the Meeting to consider and approve the appropriation of Baht 56,768,342.98 as legal reserve and approve the distribution of dividend for the year 2013 (from 1 January 2013 to 31 December 2013) in the additional amount of Baht 0.11 per one ordinary share equal to the approximate amount of 1,067.6 Million Baht. Thus, the total of the dividend year 2013 is in the approximate amount of 1,649.9 Million Baht; at rate of Baht 0.17 per one ordinary share (the company has earlier distributed the interim dividend of Baht 0.06 per one ordinary share on 30 October 2013). Such rate is pursuant to the company's policy on distribution of dividend. The Company shall pay such dividend to the shareholders whose names appeared in the share register book that eligible to receive dividend on 27 March 2014 and will collect the name list of shareholders by closing the share register book on 28 March 2014 as specified in Section 225 of the Securities and Exchange Act. The Company will distribute the dividend on 16 May 2014.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

The Meeting considered and approved the appropriation of Baht 56,768,342.98 as legal reserve and approve the distribution of dividend for the year 2013 (from January 2013 to 31 December 2013) in the additional amount of Baht 0.11 per one

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ordinary share equal to the approximate amount of 1,067.6 Million Baht. Thus, the total of the dividend year 2013 is in the approximate amount of 1,649.9 Million Baht; at rate of Baht 0.17 per one ordinary share (the company has earlier distributed the interim dividend of Baht 0.06 per one ordinary share on 30 October 2013). Such rate is pursuant to the company's policy on distribution of dividend. The Company shall pay such dividend to the shareholders whose names appeared in the share register book that eligible to receive dividend on 27 March 2014 and will collect the name list of shareholders by closing the share register book on 28 March 2014 as specified in Section 225 of the Securities and Exchange Act. The Company will distribute the dividend on 16 May 2014.

The Meeting has certified as follows:

Vote Result	Vote	%
Approved	4,545,457,013	99.9976
Disapproved	-	-
Abstained	107,900	0.0024

Agenda 5. To consider and approve the appointment of directors in replacement of those who are due to retire by rotation

The Chairman informed the Meeting that pursuant to the Company's Articles of Associations, at any Annual General Meeting of Shareholders, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from the Company. A retiring director is eligible for re-election. For the year 2014, the directors retiring by rotation are as follows:

1. Mr. Chavalit Sethameteekul
 - Chairman of the Board of Directors
2. Mr. Somphong Wanapha
 - Independent Director
 - Chairman of the Corporate Governance Committee
3. Mrs. Punnee Worawuthichongsathit
 - Independent Director
 - Member of the Audit Committee
 - Member of the Corporate Governance Committee
 - Member of the Nomination and Remuneration Committee
4. Mr. Vivat Jiratitkarnsakul
 - Director and Executive Director
 - Deputy Managing Director
 - Member of the Risk Management Committee

The Nomination and Remuneration Committee has considered the directors' qualifications on the skill, professional experience and other qualifications that appropriate and beneficial to the Company's business. Thus, the resolution of the Nomination and Remuneration Committee (excluding the directors who have any interest and shall be retired by rotation at this time) is four retiring directors to be re-elected shall be directors of the company for another term.

The Board of Directors (excluding the director having a conflict of interest) have considered and agreed with the Nomination and Remuneration Committee's proposal to propose the four retiring directors to be re-elected to be director of the Company for another term by proposing the 2014 Annual General Meeting of shareholders to consider and approve, details of directors are attached in the Meeting documents earlier sent to the shareholders together with the notice of Meeting.

As announced in the Company's website inviting shareholders to propose person to be nominated as for director election in advance pursuant to the company's regulation for the period of 16 October 2013 to 31 December 2013. There is no shareholder proposed any person to be nominated person as director in advance.

The Chairman asked the Meeting if any shareholder might has question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote for individual director with one share one vote and such vote cannot be divided.

The Meeting considered and approved the re-election of the above retiring directors to be the director of Company for another term with the following votes:

Directors	Approved	%	Disapproved	%	Abstained	%
1. Mr. Chavalit Sethameteekul	4,540,643,513	99.891	4,900,400	0.108	54,000	0.001
2. Mr. Somphong Wanapha	4,540,643,513	99.891	4,900,400	0.108	54,000	0.001
3. Mrs. Punnee Worawuthichongsathit	4,502,029,953	99.042	43,513,960	0.957	54,000	0.001
4. Mr. Vivat Jiratitkarnsakul	4,532,279,333	99.707	4,900,400	0.108	8,418,180	0.185

Agenda 6. To consider and approve the director's remuneration for the year 2014

The Chairman informed to the Meeting that the Nomination and Remuneration Committee has considered the appropriation of the director and the sub-committees' remuneration and proposed such remuneration for the year 2014 in the amount of Baht 23,040,000 with equivalent to the amount of the year 2013 which is based on the evaluation on the compensation in other business, duties, responsibilities, the Company's financial status and operating results, including the conformity with the market and other reference factor. Additionally, the Board of Directors has also considered to the excellent performance of the Board of Directors for the year 2013. The Board of Directors has considered proposing to the Meeting to consider and approve the meeting allowance and annual remuneration for the year 2014 of the Board of Directors and the sub-committees as proposed by Nomination and Remuneration Committee and approve the Directors' bonus in the line of Baht 4,200,000. Details of remuneration are attached in the documents sent to the shareholders together with the notice of Meeting.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

The Meeting considered and approved the payment of director's remuneration in form of Meeting allowance and annual remuneration for directors for the year 2014 in the line of Baht 23,040,000 and approve the Directors' bonus in the line of Baht 4,200,000 by authorizing the Board of Directors to consider the appropriate amount for each director with the following votes:

Vote Result	Vote	%
Approved	4,397,824,560	99.99448
Disapproved	1,000	0.00002
Abstained	241,900	0.00550

(Counting Vote of the above table excluded the cast vote of directors who are the shareholders and have voting rights.)

Agenda 7.

To consider and approve the appointment of auditors and setting their remuneration

The Chairman informed to the Meeting that the appointment of Auditors and setting their remuneration of Auditors shall be carried out by the Board of Directors based on the recommendation of the Audit committee. The Board of Directors shall consider and propose to the Shareholders' Meeting for further consideration and approval for the appointment of auditors and setting their remuneration. For the year 2014, the Audit committee has considered and selected A.M.T. & Associates due to having standard of practice and auditing experience. A.M.T. & Associates have proposed Mr. Chaiyuth Ungsuwitaya to be the first auditor, instead of Mr. Sumit Khopitboon (being the auditor signing in the company's financial statements from 2012 to 2013) due to the improvement of the line structure of A.M.T. & Associates.

The Board of Directors as recommended by the Audit Committee agreed to propose to the Meeting to approve the appointment of the following auditors to be the auditor of Company for the year 2014:

- First Auditor Mr. Chaiyuth Ungsuwitaya, a certified public accountant No. 3885 of A.M.T. & Associates or
- Second Auditor Mrs. Natsarak Sarochanunjeen, certified public accountant No. 4563 of A.M.T. & Associates (being the auditor signing in the company's financial statements for 5 years from 2007 to 2011) or
- Third Auditor Professor Emeritus Kesree Narongdej, certified public accountant No.76 of A.M.T. & Associates.

All proposed auditors have no relation to or any conflict of interest with the company/ subsidiary/ executive/ major shareholder or any related person and has consistently performed their duties in professional manner.

For the remuneration of Auditor of Company, the Board of Directors as considered and recommended by the Audit Committee, has agreed to propose the Meeting to consider the remuneration of the auditor of company for the year 2014 in the amount of Baht 1,425,000 excluding other expenses or other service fee (in the year 2013 was Baht 1,315,000).

In addition, the Auditors from A.M.T. & Associates also have been appointed to be the auditor of Company's subsidiaries for the year 2014 with remuneration in the total amount of Baht 4,205,000.

ชั้น 18 อาคารเอ็มทาวเวอร์ เลขที่ 9 ถนนรามคำแหง แขวงสวนหลวง กรุงเทพมหานคร 10250
18th Floor, UM Tower, 9 Ramkhamhaeng Road, Suanluang, Bangkok 10250 Thailand
Tel. (+662) 719-9555, (+662) 719-9559 Fax. (+662) 719-9546 www.hemara.com



Details of remuneration for the auditor are attached in the invitation letter which already sent to the shareholders. Moreover, such remuneration was different from the notice of Meeting, the remuneration of the auditor of company is increased but the remuneration of the auditor of subsidiaries is decreased at the same amount Baht 50,000 because of false typing.

The above audit fee for the year 2014 excluded the non-audit other service fee in the line of 300,000 Baht which was charged for reviewing the compliance with the condition of BOI Promotion Certificates of the Company.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in cased vote.

Resolution

The Meeting has considered and approved to appoint Mr. Chaiyuth Ungsuwitaya, a certified public accountant No. 3885 of A.M.T. & Associates to be the First Auditor, Mrs. Natsarak Sarochanunjeen, certified public accountant No. 4563 of A.M.T. & Associates to be the Second Auditor and Professor Emeritus Kesree Narongdej, certified public accountant No.76 of A.M.T. & Associates to be the Third Auditor for the year 2014 and fixed the auditor's remuneration for the year 2014 at Baht 1,425,000 and the Company shall appoint the auditors from A.M.T. & Associates to be auditor for the Company's subsidiaries for the year 2014 with audit fee in the total amount of Baht 4,205,000 with the following votes:

Vote Result	Vote	%
Approved	4,497,117,113	98.9158
Disapproved	295,100	0.0065
Abstained	48,998,500	1.0777

Agenda 8.

To consider other business (if any)
The Chairman informed the Meeting that the Company had announced in the Company's website inviting shareholders to propose additional agenda for the 2013 Annual General Meeting of Shareholders in advance during 16 October 2013 to 31 December 2013 to the Company's regulations and there was no shareholder proposed agenda for 2014 Annual General Meeting of Shareholders.

Then, the Chairman that all agendas had been considered by the Meeting and asked whether any shareholders would like to propose any issues or ask any questions.

Shareholder Managing Director

- I would like to know projection of land sale for the year 2014 and 2015.
- At the beginning of this year, Hemaraj has target for this year land sales at approximately 1,600 Rais, the same as last two years. Anyway, still depend on the political situation of Thailand. And for the projection of the year 2015, Hemaraj has not disclosed to public.

Shareholder Managing Director

- I would like to know the progress of Koh Lan Project, Pattaya.
- Hemaraj is in process of preparing the Environment report, detailed planning and design, which will take two - three years.

Attachment 1

ชั้น 18 อาคารเอ็มทาวเวอร์ เลขที่ 9 ถนนรามคำแหง แขวงสวนหลวง กรุงเทพมหานคร 10250
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- Shareholder**
- I would like to know the investment policy of power plant projects and proportion of revenue from power plant projects.
- Managing Director**
- Hemaraj plans to extend investments in small power plant, especially for gas power plant in industrial estates now and future. The investments in project are about 25 percentage of capital. As for large power plant or IPP, Hemaraj did not enter into the bid. For the next five years, Revenue from energy will be approximately 15 percent of total operating revenue. As for Gheco-One Power Plant, it runs smoothly and having stable profit which can suitably expect in the future.
- Shareholder**
- How will Hemaraj receive benefit from AEC?
- Deputy Managing Director**
- Our target customers mainly are in automotive and chemical sectors which are capital as well as infrastructure intensive customers. Thailand is the most readiness country comparing to neighboring countries especially in terms of logistic development with two international deep seaport namely Laem Chabang and Map Ta Phut Sea Port. Foreign Investors prefer Thailand and as one of their top picks in AEC.
- Thai Investors Association**
- IOD has established the co-project of Anti-Corruption with private Sector and would like to know whether Hemaraj is interested to announce intention for this project or not.
- Deputy Managing Director**
- We are interested to be the member and this is new matter, so we are studying in details. When we understand for whole, we will be able to participate to be the member properly.

Since there was no any further question, the Chairman thanked for all shareholders and proxies for attending the Meeting.

The Meeting closed at 12.00 a.m.

(Signed by)  Chairman
(Mr. Chavalit Seifhamtheekul)




Name - Surname	Mrs.Jareeporn Anantaprayoon	
Date of Birth	20 July 1967	
Position	Director since 17 March 2015	
Age	48 years	
Nationality	Thai	
Education	Bachelor Degree in Faculty of Public Health, Mahidol University Master Degree of Business Administration (English Program), Bangkok University	
Directorship Training Program from Thai Institute of Directors (IOD)	- Director Accreditation Program (DAP) Year 2012	
Other training	Capital Market Academy (CMA) # 18	
Experience	See attached	
Position in other listed companies	Director and Managing Director : WHA Corporation PCL. Director : Hemaraj Land and Development PCL.	
Position in non-listed companies	Director : WHA Corporation (International) Co., Ltd. Director : WHA Venture Holding Co., Ltd. Director : WHA KPN Alliance Co., Ltd. Director : WHA GUNKUL Green Solar Roof 1 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 2 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 3 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 4 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 5 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 6 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 8 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 9 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 10 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 16 Co., Ltd. Director : WHA GUNKUL Green Solar Roof 17 Co., Ltd. Director : Asia Wealth Securities Co., Ltd. Director : Asia Wealth Holding Co., Ltd. Director : Warehouse Asia Alliance Co., Ltd. Director : WHA Alliance Co., Ltd. Director : S&J Holding Co., Ltd. Director : Hemaraj Eastern Seaboard Industrial Estate Company Limited (HESIE) Director : Eastern Industrial Estate Company Limited (EIE) Director : Hemaraj Saraburi Industrial Land Company (HSIL) Director : Hemaraj Eastern Seaboard Industrial Estate Company Limited 4 (HESIE 4) Director : Hemaraj Rayong Industrial Land Company (HRIL) Director : Rayong 2012 Company Limited Director : Hemaraj Clean Water Company Limited (HCW)	

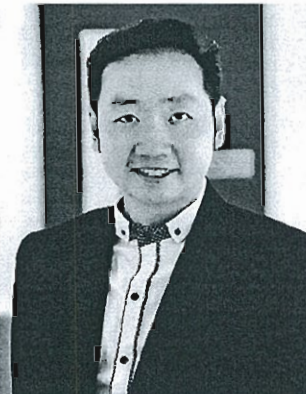
Name - Surname	Mrs.Jareeporn Anantaprayoon
Position in non-listed companies	Director : Hemaraj Water Company Limited Director : Hemaraj Energy Company Limited (HE) Director : H-Construction Management and Engineering Company Limited Director : Eastern Pipeline Services Company Limited Director : SME Factory Company Limited Director : H - Phoenix Property Company Limited Director : The Park Residence Company Limited Director : Eastern Seaboard Property and Marina Services Company Limited Director : Million Island Pattaya Company Limited Director : H-International (BVI) Director : Hemraj International Director : H- International (SG) Director : Eastern Seaboard Industrial Estate (Rayong) Company Limited (ESIE) Director : Glow Hemaraj Wind Company Limited Director : Houay Ho Thai Company Limited (HHT)
Position in rival companies/related companies	None
Hemaraj shareholding (as at 31 December 2015)	None
- Spouse	None
- Minor Child	None
Percent of total shares with voting rights	0.00%
Meeting attendance in 2014	The beginning of Director is from March 2015.
Prohibited Characteristics	No record of : - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.


Working Experience of Mrs. Jareeporn

Duration	Position	Company
Listed Companies		
2007 - Present	Director and Managing Director	WHA Corporation Public Company Limited
2015 - Present	Director	Hemaraj Land and Development Public Company Limited
Non - Listed Companies		
2014 - Present	Director	WHA Corporation (International) Co.,Ltd.
2015 - Present	Director	WHA Venture Holding Co.,Ltd.
2013 - Present	Director	WHA KPN Alliance Co.Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 1 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 2 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 3 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 4 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 5 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 6 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 8 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 9 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 10 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 16 Co.,Ltd.
2013 - present	Director	WHA Gunkul Grean Solar Roof 17 Co.,Ltd.
2013 - present	Director	Asia Wealth Securities Co.,Ltd.
2013 - present	Director	Asia Wealth Holding Co.,Ltd.
2006 - Present	Director	Warehouse Asia Alliance Co.,Ltd.
2003 - ปัจจุบัน	Director	WHA Alliance Co.,Ltd.
1993 - ปัจจุบัน	Director	S&J Holding Co.,Ltd.
2015 - Present	Director	Hemaraj Eastern Seaboard Industrial Estate Company Limited (HESIE)
2015 - Present	Director	Eastern Industrial Estate Company Limited (EIE)
2015 - Present	Director	Hemaraj Saraburi Industrial Land Company (HSIL)
2015 - Present	Director	Hemaraj Eastern Seaboard Industrial Estate Company Limited 4 (HESIE 4)
2015 - Present	Director	Hemaraj Rayong Industrial Land Company (HRIL)
2015 - Present	Director	Rayong 2012 Company Limited
2015 - Present	Director	Hemaraj Clean Water Company Limited (HCW)
2015 - Present	Director	Hemaraj Water Company Limited
2015 - Present	Director	Hemaraj Energy Company Limited (HE)
2015 - Present	Director	H-Construction Management and Engineering Company Limited
2015 - Present	Director	Eastern Pipeline Services Company Limited
2015 - Present	Director	SME Factory Company Limited
2015 - Present	Director	H - Phoenix Property Company Limited
2015 - Present	Director	The Park Residence Company Limited
2015 - Present	Director	Eastern Seaboard Property and Marina Services Company Limited
2015 - Present	Director	Million Island Pattaya Company Limited
2015 - Present	Director	H-International (BVI)
2015 - Present	Director	Hemraj International
2015 - Present	Director	H- International (SG)
2015 - Present	Director	Eastern Seaboard Industrial Estate (Rayong) Company Limited (ESIE)
2015 - Present	Director	Glow Hemaraj Wind Company Limited
2015 - Present	Director	Houay Ho Thai Company Limited (HHT)


Name - Surname	Mr.David Richard Nardone	
Date of Birth	15 December 1955	
Position	Hemaraj Land and Development Plc. since 2 August 1993 to present - Executive Director since 27 April 1994 - President & CEO since 6 May 1998 - Member of Risk Management Committee since 28 February 2013	
Age	59 Years	
Nationality	American	
Education	M.B.A, Northeastern University, Boston, USA	
Directorship Training Program from Thai Institute of Directors (IOD)	Director Certification Program (DCP) Class 57/2005	
Other training	Various	
Experience	- Controller Worldwide Manufacturing and Acting Vice President of Purchasing : Commodore Electronics - Controller North America Sales : Stratus Computer - Controller Central Manufacturing : Data General Corp - Country Controller : Data General (Thailand)	
Position in other listed companies	None	
Position in non-listed companies	- Chairman : Eastern Pipeline Service Co.,Ltd - Chairman : H-Construction Management and Engineering Co.,Ltd - Vice Chairman : Gheco-One Co.,Ltd - Director : The Park Residence Co., Ltd - Director & Executive Director : Eastern Seaboard Industrial Estate(Rayong) Co.,Ltd - Director : Eastern Industrial Estate Co.,Ltd - Director : Hemaraj Eastern Seaboard Industrial Estate - Director : Hemaraj International Limited - Director : H - International (BVI) Co.,Ltd - Director : Hemaraj Water Co.,Ltd - Director : Hemaraj Clean Water Co.,Ltd - Director : Hemaraj Saraburi Industrial Land Co.,Ltd - Director : Hemaraj Rayong Industrial Land Co.,Ltd - Director : H-Phoenix Property Co.,Ltd - Director : Million Island Pattaya Co.,Ltd - Director : Rayong 2012 Co.,Ltd - Director : Huay - Ho Power Co.,Ltd - Director : Huay - Ho Thai Co.,Ltd	


Name - Surname	Mr.David Richard Nardone
Position in non-listed companies	<ul style="list-style-type: none"> - Director : SME Factory Co.,Ltd - Director : Glow Hemaraj Wind Co.,Ltd - Director : Hemaraj Energy Co.,Ltd - Director : Hemaraj Eastern Seaboard Industrial Estate 4 Co.,Ltd.
Position in rival companies/related companies	None
Hemaraj shareholding (as at 31 December 2014)	27,559,783 Shares
- Spouse	None
- Minor Child	None
Percent of total shares with voting rights	0.28%
Meeting attendance in 2014	<ul style="list-style-type: none"> - Board of Directors' meeting 8 from 8 - Annual General Meeting of Shareholders 1 from 1
Prohibited Characteristics	<p>No record of :</p> <ul style="list-style-type: none"> - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.


Name - Surname	Mr. Phorntep Rattanataipop	
Date of Birth	4 June 1973	
Position	Independent Director Member of Audit Committee	
Age	42 years	
Nationality	Thai	
Education	Doctor of Philosophy in Accounting, Newcastle University Master of (Science) Accounting, Thammasart University Bachelor of Accountancy (2nd Class Honours), Chulalongkorn University Bachelor of Business Administration (Money and Banking), Ramkhamhaeng University Bachelor of Art (Political Science) (2nd Class Honours), Ramkhamhaeng University	
Directorship Training Program from Thai Institute of Directors (IOD)	None	
Other training	None	
Experience	2004 to Present, Lecturer of Accounting Department, Faculty of Business Administration Kasetsart University	
Position in other listed companies	None	
Position in non-listed companies	None	
Position in rival companies / related companies	None	
Hemaraj shareholding (as at 31 December 2014)	None	
- Spouse	None	
- Minor Child	None	
Percent of total shares with voting rights	None	
Meeting attendance in 2014	The beginning of Director is from March 2015.	
Prohibited Characteristics	No record of : - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.	
Having Relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	- Non-related persons or close relatives to management or major shareholders of the company and its subsidiaries. - Not a director and participate in day - to - day business, or not an officer, employee or consultant who receives regular salary. - Not a professional service provider (such as Auditor or Legal Consultant) - Don't have any business relationship (such a buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	

Name - Surname	Krailuck Asawachatroj	
Date of Birth	6 November 1972	
Position	Chief Financial Officer Member of Executive Committee Member of Corporate Governance Member of Risk Management Committee	
Age	43	
Nationality	Thai	
Education	MA, Financial Engineering, New York University, USA MBA, Finance, Claremont Graduate University, USA B.Eng, Industrial Engineering, Thammasat University	
Directorship Training Program from Thai Institute of Directors (IOD)	Director Certification Program No. 175/2014	
Other training	None	
Experience	Feb 2015 - Mar 2015 : Chief Strategic Officer WHA Corporation Public Company Limited Aug 2013 - Jan 2015 : Executive Vice President and Chief Financial Officer, Thoresen Thai Agencies PCL Aug 2011 - Aug 2013 : Executive Vice President and Chief Financial Officer, The Erawan Group PCL Aug 2001 - Aug 2011 : Senior Vice President, Corporate Finance Group, Siam Commercial Bank PCL	
Position in other listed companies	None	
Position in non-listed companies	Director : Eastern Seaboard Industrial Estate (Rayong) Co.,Ltd. Director : Hemaraj Eastern Seaboard Industrial Estate Co.,Ltd. Director : Hemaraj Saraburi Industrial Land Co.,Ltd. Director : Hemaraj Rayong Industrial Land Co.,Ltd. Director : H - Construction Management and Engineering Co.,Ltd. Director : Eastern Industrial Estate Co.Ltd. Director : Hemaraj Eastern Seaboard Industrial Estate 4 Co.,Ltd. Director : Rayong 2012 Co.,Ltd. Director : Hemaraj Clean Water Co.,Ltd. Director : Hemaraj Water Co.,Ltd. Director : Hemaraj Energy Co.,Ltd. Director : Eastern Pipeline Services Co.,Ltd. Director : SME Factory Co.,Ltd. Director : H-Phoenix Property Co.,Ltd. Director : The Park Residence Co.,Ltd. Director : Million Island Pattaya Co.,Ltd. Director : Eastern Seaboard Property and Marina Services Co.,Ltd.	

Name - Surname	Krailuck Asawachatroj
Position in rival companies / related companies	None
Hemaraj shareholding (as at 31 December 2014)	
- Spouse	None
- Minor Child	None
Percent of total shares with voting rights	None
Meeting attendance in 2014	To propose the appointment for the 2015 annual general meeting of shareholders
Prohibited Characteristics	No record of : <ul style="list-style-type: none"> - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.

Name - Surname	Mr.Narong Kritchanhai	
Date of Birth	April 12, 1976	
Position	Member of Executive Committee Member of Corporate Governance Committee	
Age	39 years old	
Nationality	Thai	
Education	LL.B. Thammasat University LL.M. Cornell University	
Directorship Training Program from Thai Institute of Directors (IOD)	DAP (2012)	
Other training	-	
Experience	2012 - Present Director WHA Corporation PCL. 2006 - Present Director Nakit Property Co., Ltd. 2006 - Present Director RL Counsel Co., Ltd.	
Position in other listed companies	Director, WHA Corporation Public Company Limited	
Position in non-listed companies	Director, NaKit Property Co., Ltd. Director, RL Counsel Co., Ltd.	
Position in rival companies / related companies	None	
Hemaraj shareholding (as at 31 December 2014)	None	
- Spouse	None	
- Minor Child	None	
Percent of total shares with voting rights	0.00%	
Meeting attendance in 2014	To propose the appointment for the 2015 annual general meeting of shareholders	
Prohibited Characteristics	No record of : - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.	

Name - Surname	Mr.Jakrit Chaisanit	
Date of Birth	29 July 2516	
Position	Director Member of Executive Committee Member of Risk Management Committee	
Age	42	
Nationality	Thai	
Education	Bachelor Degree : Faculty of Engineering, Chulalongkorn University Master Degree - School of Engineering, University of Maryland (College	
Directorship Training Program from Thai Institute of Directors (IOD)	- Director Accreditation Program (DAP) year 2012	
Other training		
Experience	2012 - Present Director and Director of Construction Project Management WHA Corporation PCL. 2014 - Present Director WHA Corporation (International) Co., Ltd. 2003 - Present Director A&J Builders Co., Ltd.	
Position in other listed companies	Director : WHA Corporation PCL.	
Position in non-listed companies	Director : WHA Corporation (International) Co., Ltd. Director : A&J Builders Co., Ltd.	
Position in rival companies / related companies	None	
Hemaraj shareholding (as at 31 December 2014)	None	
- Spouse	None	
- Minor Child	None	
Percent of total shares with voting rights	0.00%	
Meeting attendance in 2014	To propose the appointment for the 2015 annual general meeting of shareholders	
Prohibited Characteristics	No record of : - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.	

Name - Surname	Mr.Djitt Laowattana	
Date of Birth	April 25,1961	
Position	Independent Director Member of Audit Committee	
Age	54 years old	
Nationality	Thai	
Education	<p>B.Eng. (Hons) Mechanical Engineering 1984 King Mongkut's University of Technology Thonburi , Thailand</p> <p>Cert. Precision Mechanics and Robotics 1988 Kyoto University, Japan</p> <p>M.Eng. 1990, Ph.D. Mechanical Engineering 1994 Carnegie Mellon University, USA</p> <p>Cert. Management of Technology 1996 Massachusetts Institute of Technology, USA</p>	
Directorship Training Program from Thai Institute of Directors (IOD)	<p>Cert. Finance for Non-Finance Director , IOD</p> <p>Cert. Understanding the Fundamental of Finance Statement, IOD</p> <p>Cert. Director Certification Program, class 93/2007, IOD</p> <p>Cert. Roles of Chairman Program, Class 19/2008, IOD</p> <p>Cert. Audit Committee Program, Class 29/2009, IOD</p> <p>Cert. Monitoring the System of Internal and Risk Management : MIR, Class 7/2009 , IOD</p> <p>Cert. Monitoring Fraud Risk Management : MFM, Class 1/2009 , IOD</p> <p>Cert.Monitoring Financial Reporting : MFR, Class 9/2009 , IOD</p> <p>Cert. Monitoring Internal Audit Function : MIA, Class 7/2009, IOD</p> <p>Cert. Financial Institutions Governance Program : FGP, Class 3/2011 , IOD</p>	
Other training	<p>Cert. การกำกับดูแลกิจการสำหรับกรรมการและผู้บริหารระดับสูงของรัฐวิสาหกิจและองค์การมหาชน" Class 3/2010 , Public Director Institute (PDI)</p> <p>Cert. หลักสูตรผู้บริหารระดับสูง สถาบันวิทยาการตลาดทุน(วตท) รุ่นที่ 15/2013</p>	

Name - Surname	Mr.Djitt Laowattana
Experience	Associate Professor, Robotics and Automation Executive Director in Academic Expert in IT Strategy Planning and Technology Investment
Position in other listed companies	Director and Audit Committee, Krungthai Computer Services Board of Director, TOT Chairman of Strategy Committee, TOT Director and Audit Committee , GUNKUL Chairman of Corporate Governance Committee, GUNKUL
Position in non-listed companies	Director, Suksapattana Foundation Director, Mahanakorn University Director, Bansomdej Rajabhat University
Position in rival companies / related companies	None
Hemaraj shareholding (as at 31 December 2014)	None
- Spouse	None
- Minor Child	None
Percent of total shares with voting rights	0.00%
Meeting attendance in 2014	To propose the appointment for the 2015 annual general meeting of shareholders
Prohibited Characteristics	No record of : - - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.
Having Relationship in any of these characteristics to the company, its subsidiaries, affiliated company major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	- Non-related persons or close relatives to management or major shareholders of the company and its subsidiaries. - Not a director and participate in day - to - day business, or not an officer, employee or consultant who receives regular salary. - Not a professional service provider (such as Auditor or Legal Consultant) - Don't have any business relationship (such a buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)

Definition of Independent Director

Independent Director's qualifications are more strictly by the Stock Exchange of Thailand and the Securities and Exchange Commission Thailand are as follows:

(a) holding shares *not* exceeding 0.5 per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;

(b) *neither* being *nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended *not* less than two years prior to the date of application filing with the Office;

(c) *not* being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;

(d) *not* having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and *neither* being *nor* having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended *not* less than two years prior to the date of application filing with the Office.

The term "business relationship" includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

(e) *neither* being *nor* having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and *not* being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended *not* less than two years from the date of application filing with the Office;

(f) *neither* being *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and *neither* being *nor* having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years from the date of application filing with the Office;

(g) *not* being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;

(h) *not* having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

Attachment 5

Documents for AGM, Agenda 8

Consideration and approval of director's remuneration

The Board of Directors' Meeting No.7/2015 has considered the remuneration for directors and sub-committees as evaluated and proposed by the Nomination and Remuneration Committee base on consideration of the duties, responsibilities, Company's financial status and operating results in conformity with the market and other business both in the same business and in general. The Board of Directors agreed to propose the Shareholders' Meeting to consider and approve the remuneration of directors and sub-committees for the year 2015, details of each remuneration are as follows:

The meeting allowances and remuneration for the year 2015 in the amount of Baht 24,062,500 with equivalent to the rate of the year 2014. However, the amount of the year 2015 is more than the amount of the year 2014 (in the line of Baht 23,040,000) because of the increase of one executive director and the increase of number of meetings to consider additional agenda arising from the change of shareholders' structure. Details of each remuneration are as follows :

Remuneration	Total Annual Remuneration	Meeting Allowance (Baht)
For Board of Directors	17,662,500	Chairman: 50,000/time
For Executive Committee		Director: 35,000/time
		N/A
For Audit Committee	N/A	Chairman: 50,000/time Member of Committee 40,000/time
Corporate Governance Committee	N/A	Chairman: 30,000/time Member of Committee 20,000/time
Nomination and Remuneration Committee	N/A	Chairman: 30,000/time Member of Committee 20,000/time

Role and duty of the Board of Directors and Sub Committees are detailed in "Management" Chapter of the 2014 Annual Report,

Affix duty stamp of Baht 20

Proxy (Form A)

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 Hemaraj Land and Development 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
(1) _____ age: _____ years, residing at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____ or
(2) _____ age: _____ years, residing at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____ or
(3) _____ age: _____ years, residing at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____

only of them as my/our proxy to attend and vote for me/us at the 2015 Annual General Meeting of Shareholders to be held on Wednesday of 29th April 2015 at 10:00 a.m., at the Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham, Rama 9 Road, Kwaeng Bangkok, Khet Huay Kwang, Bangkok or such other date, time and place as may be adjourned.

Any action performed by my/our proxy in the meeting shall be deemed to have been performed by myself/ourselves in all respects.

Signed	()	Grantor
Signed	()	Proxy
Signed	()	Proxy
Signed	()	Proxy

Remarks

A shareholder must grant a proxy to only one person to attend the meeting and cast the votes. The number of shares held by a shareholder cannot be divided into several portions and granted to more than one proxy in order to divide the votes.

Affix duty stamp of Baht 20

Proxy (Form B)

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 Hemaraj Land and Development 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

(1) _____ age: ____ years, residing at No. _____,
_____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
_____ Province, Postal code _____ or

(2) _____ age: ____ years, residing at No. _____,
_____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
_____ Province, Postal code _____ or

(3) _____ age: ____ years, residing at No. _____,
_____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
_____ Province, Postal code _____

only of them as my/our proxy to attend and vote for me/us at the 2015 Annual General Meeting of Shareholders to be held on Wednesday 29th April 2015 at 10.00 a.m., at the Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham Rama 9 Road, Kwaeng Bangkok, Khet Huay Kwang, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda No. 1 To certify the Minutes of the 2014 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 To consider and approve the Company operating results of the year 2014 and the Annual Report of the Board of directors

(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 To consider and approve the Audited Statement of Financial Position and Statement of Income ended on 31 December 2014

(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 To consider and approve the dividend and legal reserve

(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. 5 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation

(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 the appointment of all directors
 Approve Disapprove Abstain

Approve the appointment of certain directors
Name of the director Mrs. Jareeporn Anantaprayoon
 Approve Disapprove Abstain

Name of the director Mr. David Richard Nardone
 Approve Disapprove Abstain

Name of the director Mr. Phorntep Rattanataipop
 Approve Disapprove Abstain

Agenda No. 6 To consider and approve the amendment to the Company's Articles of Association

(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 To consider and approve the appointment of new directors and the change in the director's authorization

(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 the appointment of all directors
 Approve Disapprove Abstain

Approve the appointment of certain directors
Name of the director Mr. Krailuck Asawachatroj
 Approve Disapprove Abstain

Name of the director Mr. Narong Kritchanchai
 Approve Disapprove Abstain

Name of the director Mr. Jakrit Chaisanit
 Approve Disapprove Abstain

Name of the director Mr. Schitt Laowattana

Approve Disapprove Abstain

The change in the director’s authorization

- (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 To consider and approve the director’s remuneration for the year 2015

- (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. 9 To consider and approve the appointment of auditors and setting their remuneration

- (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. 10 To consider 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) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any act or performance caused by the proxy at the above meeting shall be deemed as my/our act and performance in all respects.

Signed () Grantor

Signed () Proxy

Signed () Proxy

Signed () Proxy

Remarks

1. A shareholder must grant a proxy to only one person to attend the meeting and cast the votes. The number of shares held by a shareholder cannot be divided into several portions and granted to more than one proxy in order to divide the votes.
2. A proxy granted for the appointment of directors may be made for any particular director(s) or for all directors to be elected.
3. Any additional agenda can be specified in the attachment to the proxy form.

Attachment to Proxy Form B

A proxy is granted by a shareholder of Hemaraj Land and Development Public Company Limited.

For the 2015 Annual General Meeting of Shareholders to be held on Wednesday 29th April 2015 at 10.00 a.m., the Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham Rama 9 Road, Kwaeng Bangkapi, Khet Huay Kwang, Bangkok or such other date, time and place as may be adjourned.

Agenda no. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: Appointment of Director (Continue)

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: _____

Approve Disapprove Abstain

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: _____

Approve Disapprove Abstain

Name of Director: _____

Approve Disapprove Abstain

Name of Director: _____

Approve Disapprove Abstain

Name of Director: _____

Approve Disapprove Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed _____ Grantor
(_____)
Date:

Signed _____ Proxy
(_____)
Date:

Affix duty stamp of Baht 20

Proxy (Form C)

(For foreign shareholders who have custodians in Thailand only)

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

Acting as the custodian for _____
 being a shareholder of Hemaraj Land and Development 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,

- (2) Hereby appoint

(1) _____ age: ____ years, residing at No. _____,
 _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
 _____ Province, Postal code _____ or

(2) _____ age: ____ years, residing at No. _____,
 _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
 _____ Province, Postal code _____ or

(3) _____ age: ____ years, residing at No. _____,
 _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
 _____ Province, Postal code _____

Only one of them as my/our proxy to attend and vote for me/us at the 2015 Annual General Meeting of Shareholders be held on Wednesday 29th April 2015 at 10.00 a.m., the Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham Rama 9 Road, Kwaeng Bangkok, Khet Huay Kwang, Bangkok or such other date, time and place as may be adjourned.

- (3) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

To grant equally all of the number of shares held by me/our and have the rights to vote

To grant a part of:

ordinary shares: _____ shares, entitled to cast _____ votes; and

preferred shares: _____ shares, entitled to cast _____ votes,

Total right to vote equal to _____ votes.

(4) In this Meeting, I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda No. 1 To certify the Minutes of the 2014 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 To consider and approve the Company operating results of the year 2014 and the Annual Report of the Board of Directors

(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 To consider and approve the Audited Statement of Financial Position and Statement of Income ended on 31 December 2014

(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 To consider and approve the dividend and legal reserve

(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. 5 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation.

(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 the appointment of all directors

Approve Disapprove Abstain

Approve the appointment of certain directors

Name of the director Mrs. Jareeporn Anantaprayoon

Approve Disapprove Abstain

Name of the director Mr. David Richard Nardone

Approve Disapprove Abstain

Name of the director Mr. Phorntep Rattanataipop

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the amendment to the Company's Articles of Association

(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 To consider and approve the appointment of new directors and the change in the directors' authorization

- (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 the appointment of all directors
 - Approve Disapprove Abstain
 - Approve the appointment of certain directors
 - Name of the director Mr. Krailuck Asawachatroj
 - Approve Disapprove Abstain
 - Name of the director Mr. Narong Kritchanhai
 - Approve Disapprove Abstain
 - Name of the director Mr. Jakrit Chaisanit
 - Approve Disapprove Abstain
 - Name of the director Mr. Schitt Laowattana
 - Approve Disapprove Abstain

The change in the directors' authorization

- (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 To consider and approve the director's remuneration for the year 2015

- (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. 9 To consider and approve the appointment of auditors and setting their remuneration

- (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. 10 To consider 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) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed	()	Grantor
Signed	()	Proxy
Signed	()	Proxy
Signed	()	Proxy

Remarks

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholders.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder wishing to appoint the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified in the Attachment Proxy Form C as enclosed.

Attachment to Proxy Form C

A proxy is granted by a shareholder of Hemaraj Land and Development Public Company Limited.

For the 2015 Annual General Meeting of Shareholders to be held on Wednesday 29th April 2015 at 10.00 a.m., at the Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham Rama 9 Road, Kwaeng Bangkokapi, Khet Huay Kwang, Bangkok or such other date, time and place as may be adjourned.

Agenda no. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: _____

(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. _____ Subject: Appointment of Director (Continue)

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: _____

Approve Disapprove Abstain

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: _____

Approve Disapprove Abstain

Name of Director: _____

Approve Disapprove Abstain

Name of Director: _____

Approve Disapprove Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed _____ Grantor
(_____)
Date:

Signed _____ Proxy
(_____)
Date:

รายชื่อและรายละเอียดเกี่ยวกับกรรมการอิสระ

Name List and Detail of Hemaraj Independent Directors

1. นายสมพงษ์ วนาภา

กรรมการอิสระ / ประธานกรรมการบริษัทภิบาล

อายุ 71 ปี อยู่บ้านเลขที่ 134/11 ซอย 3 หมู่บ้าน ส.ภาณุรังษี ถนนบางกรวย-ไทรน้อย 17

อำเภอบางกรวย จังหวัดนนทบุรี

ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นในครั้งนี้

Mr. Somphong Wanapha

Independent Director / Chairman Corporate Governance Committee

Age 71, residing at 134/11 Soi 3 Muban S.Panurangsri, Bangkrauy Tsainoi 17 Road,

Nonthaburi

Having no interest in the agendas proposed in this Annual General Meeting of the

Shareholders

2. นางพรณี วรวุฒิจงสถิต

กรรมการอิสระ / กรรมการตรวจสอบ / กรรมการบริษัทภิบาล

อายุ 63 ปี อยู่บ้านเลขที่ 612 ซอยทนุรัตน์ แขวงทุ่งวัดดอน เขตสาทร กรุงเทพฯ

ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นในครั้งนี้

Mrs. Punnee Worawuthichongsathit

Independent Director / Member of Audit Committee / Member of Corporate Governance

Committee

Age 63, residing at 612 Soi Tanurat, Kwang Toongwatdon, Khet Sathorn, Bangkok

Having no interest on the agendas proposed in this Annual General Meeting of the

Shareholders

Documents or evidence showing an 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 19th 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 an identity of the shareholder or a representative of the shareholder entitled to attend the shareholders' meeting which should be observed by the shareholders, would cause transparency, fair and 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 Commercial Registration Department, 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 before the meeting.

Articles of Association
of
HEMARAJ LAND AND DEVELOPMENT PUBLIC COMPANY LIMITED
CONCERNING THE SHAREHOLDERS MEETING

.....
Chapter 1 General

Clause 1 The terms referred to in these Articles shall have the following meaning unless otherwise specifically defined herein.

"Company" means Hemaraj Land and Development Public Company Limited

"Law" means the laws on public company limited, laws on securities and exchange, including other laws being enforceable to or relating to the operating of the company

"Registrar" means the registrar in accordance with the laws on public company limited

"Share Registrar" means a person acting as the share registrar of the company.

Clause 2 The provisions of the laws shall apply to the relevant cases unless specifically provided in these Articles.

Etc.

Chapter 4 Board of Director

Clause 14 The Board of Directors of the company shall consist of not less than 5 directors, and not less than half of the number of directors shall have residence in the kingdom.

The director is entitled to receive the remuneration from the company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders' meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the directors have the rights to receive allowance, and other welfare benefits in accordance with the company's regulations.

Etc.

Clause 15 The Board of Directors shall be elected by the shareholders' meeting subject to the following rules and procedures:

15.1 Each shareholder shall have one vote for each share held by him.

15.2 In the election of directors, the shareholders may cast votes for individual director on a one-by-one basis or on several-directors-as-a-team basis or by any other means deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he has under sub-clause 15.1 above, the votes shall not be split for any one or any team more or less.

15.3 The voting for election of directors shall be decided by a majority vote. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

Clause 16 At any the Annual Shareholders' Meeting, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this clause is eligible for re-election.

Etc.

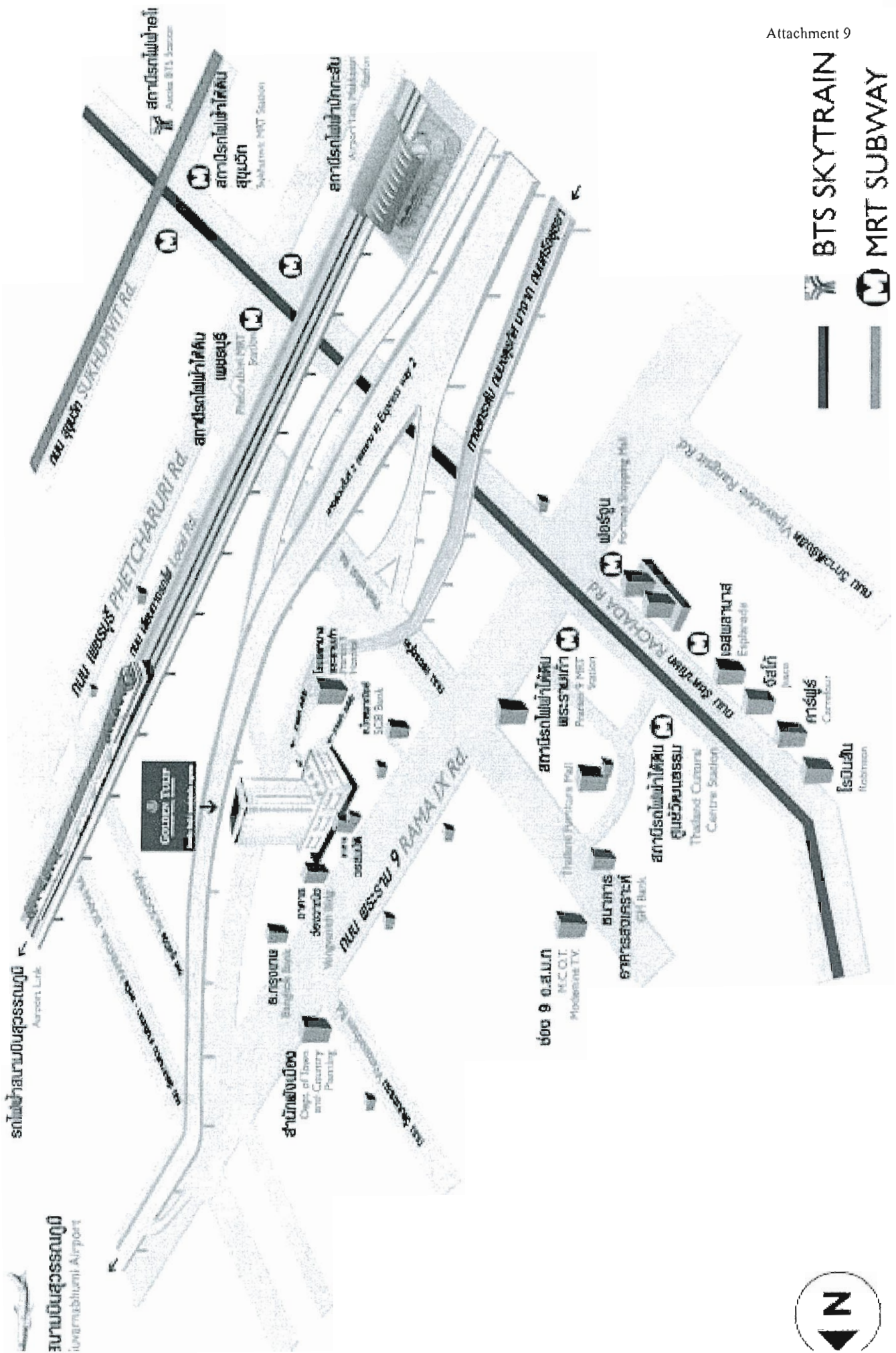
Chapter 5 Shareholders' Meeting



Clause 36 At the shareholders' meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total amount of shares issued.

In case it appears that at any shareholders' meeting, when the appointed time passes for one hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be cancelled. If the Shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned and the notice of such meeting shall be sent to the shareholders not less than 7 days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

Clause 37 At the Shareholders' Meeting, a shareholder may appoint another person as his/here proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.

Etc.



-  BTS SKYTRAIN
-  MRT SUBWAY



Submission of Questions for the 2015 AGM
Hemaraj Land And Development Public Company Limited

Hemaraj Land and Development Public Company Limited recognize the important of shareholders and promoting corporate governance, Hemaraj has established a procedure that facilities shareholders in sending the advance questions for clarification in the 2015 AGM, shareholders can submit their questions relating the agenda for AGM to Hemaraj. Details of submission of Questions are as follows:

1. Questions and shareholder information

- Name, Address, Telephone number, Facsimile and E-mail (if any) of shareholders
- Questions and supplementary information (if any)

2. Channels for receiving the questions

- Via Hemaraj website (www.hemaraj.com)
- Via Registered Mail :

Hemaraj Land and Development Public Company Limited

9, 18th floor UM Tower Building, Ramkhamhaeng Road, Suanluang Subdistrict, Suanluang District, Bangkok, 10250

- Via Facsimile : 02-719-9546-7

3. Period opened for submission of questions

Shareholders shall submit the questions concerning the agenda for the 2015 AGM from 15 October 2014 on word. (on the date disclosed on www.hemaraj.com)

4. Answering the questions

Hemaraj will consider answering questions at the time of 2015 AGM in order to have a chance for other shareholders to receive information equally.