

ANNUAL  
REPORT  
2015

RAIMON LAND



# GENERAL INFORMATION

Name	RAIMON LAND PUBLIC COMPANY LIMITED	
Type of Business	Property Development	
Address	62 The Millennia Tower, 22/F, Units 2201–3, Langsuan Road, Lumpini, Pathumwan, Bangkok 10330	
Company Registration	0107536001508	
Homepage	<a href="http://www.raimonland.com">www.raimonland.com</a>	
Email	<a href="mailto:info@raimonland.com">info@raimonland.com</a>	
Investor Relations	<a href="mailto:ir@raimonland.com">ir@raimonland.com</a>	
Telephone	66 (0) 2029 1800	
Facsimile	66 (0) 2651 9614	
Capital as at 31 <sup>st</sup> December 2015	Registered Capital	Baht 5,809,676,871
	Paid-up Capital	Baht 3,575,483,607

# CONTENTS

Message from the Chairman	2
Group Vision of Raimon Land	3
Message from Chairman of the Audit Committee	4

## 01 CORPORATE REVIEWS

New Projects	6
Board of Directors	8
Market Outlook & RML Strategy Overview	12
Operation Highlights	16
Financial Highlights	17
Management Discussion and Analysis	18
Raimon Land Projects	20
Projects in 2015	22

## 02 CORPORATE INFORMATION

Corporate Structure	26
General Information of the Company, Subsidiaries and Other Related Companies	27
Shareholders and Capital Structure	28
Corporate Social Responsibility towards Society and the Environment	29
Anti - Corruption Policy	31
Shareholders and Capital Structure	33
Management Structure	35
Corporate Governance	42
Internal Control and Risks Management	49
Connected Transactions	50
Risk Factors	51

## 03 FINANCIAL STATEMENTS

Board of Director's Responsibility for Financial Report	53
Independent Auditor's Report	54
Financial Statements	55
Notes to Consolidated Financial Statements	64



# MESSAGE FROM THE CHAIRMAN



The Company received  
Product Leadership Award  
for Property Development  
**BY FROST &  
SULLIVAN IN 2016**

**PRADIT PHATARAPRASIT**  
Chairman of the Board of Directors  
Raimon Land PLC.

Dear Shareholders,

On behalf of the Board and management, I would like to thank you for your continued support in 2015. It has been a successful year for Raimon Land as we launched two projects with combined value worth 4 billion baht, namely Mews Yennakat and the Lofts Asoke. We also announced the first dividend payment to shareholders since 2009. This marks a significant milestone for us as all key internal restructuring has been completed and we are positioning ourselves for future growth.

We have redefined our company's vision and mission to reinstate our regional leadership in luxury development. Our vision to become "the premier development and property company" will encourage our staff to focus on what's important to all stakeholders and better understand our organization-wide change and alignment of critical resources for the next five to ten years, if not more.

On the development front, we will continue to deliver customer satisfaction by providing award-winning quality development both in terms of design and functionality. We will strive to deliver new product concepts to the market in order to cement our position as an innovator of the industry, as we have done with the introduction of various features in Mews Yennakat and the Lofts Asoke.

We will strive to increase income from investment to diversify our revenue base, thus our mission to expand our portfolio of income-generating assets. The augmented investment income will reduce the Company's financial risks associated with industry down cycle and ensure that the Company can afford to weather any unexpected macro-economic landscape. The introduction of Klapsons and asset enhancement of Space 48 and Vue are all parts of the strategy to achieve the mission on this front.

Superior homeownership and tenancy experience is another critical mission for us to complete our vision. As we are engaged in the industry on the long-term basis, we highly emphasize loyalty towards our customers and staff's commitment in providing solutions to any problems that may arise. This is of paramount importance and will ensure that Raimon Land will become a respectable brand for all prospective homeowners, investors and the real estate community.

2016 will prove to be another exciting year for Raimon Land, despite the less favorable industry landscape as compared to the boom experienced during the past years. Nevertheless, with the redefined vision and mission, and, most importantly, the support from all stakeholders, we as a unified organization will be able to move forward to achieve our vision as the premier property and development company.

# GROUP VISION OF RAIMON LAND

The Group Vision is a commitment to both ourselves and to our customers and community. By committing ourselves to the Group Vision, we will be able to identify our mission and focus on what is really important to all stakeholders. Our core values are our spirit towards achieving our mission and represent the value that all members of Raimon Land should uphold.

## 01 VISION

To become a premier development  
and property company

## 02 MISSION

### DEVELOPMENT

Provide homeowners satisfaction  
with award-winning quality  
development in terms of design  
and function

### PORTFOLIO ASSETS

Provide tenants with  
top-notch space under  
the company's portfolio  
of investment assets

### AFTER-SALES

Provide smooth homeownership  
and tenancy experience  
by delivering excellent  
property management and  
after-sales services

## 03 CORE VALUES

### COMMITMENT TO COMMUNITY

- Strive to become an exemplary member of the community and look to improve quality of life and education of local community
- Emphasize on environment sustainability

### COMMITMENT TO CUSTOMERS

- Always strive for projects that truly meet and exceed customers' expectation
- Continuously look to improve the quality of construction, project planning, and property management
- Reasonable product pricing while maintaining maximum returns to stakeholders

### COMMITMENT TO STAFF

- Provide staff with sustainable working environment
- Provide staff with equal opportunity to grow within and support every initiative that would create loyalty toward organization

### COMMITMENT TO SHAREHOLDERS

- Manage the business with utmost fairness, transparency and honesty to all stakeholders
- Maintain and improve financial strength of the Company with an aim to enlarge market share and subsequent profits in order to maximize shareholders' values

# MESSAGE FROM CHAIRMAN OF THE AUDIT COMMITTEE

Dear Shareholders of Raimon Land Public Company Limited,

The Audit Committee of Raimon Land Public Company Limited (the “Committee”) was appointed according to a resolution of the Board of Directors, comprising of three Independent Directors: Mr. Kitti Gajanandana, Chairman of the Committee; Mr. Pradit Phataraprasit; and Dr. Siri Ganjarerndee. The Secretary to the Committee is Mr. Jakkalin Kornkul, who also serves as the Head of Internal Audit Department. The Committee members are fully qualified in accordance with the various requirements and regulations (relating to Independent Directors and Audit Committee members), as well as has carried out its duties and responsibilities in accordance with the established best practices guidelines for Audit Committees as announced by the SET, in accordance with the Company’s Audit Committee Charter, and which is assigned by the Board of Directors, that are consistent with the applicable regulations of the SET.

During 2015, the Audit Committee held six Committee meetings, while up to the date of this Report there were two Committee meetings in 2016. Such Committee meetings were held together with the Company’s Management, External Auditors, and Head of Internal Audit Office which include a meeting without the Company’s Management as appropriate whereby a summary of these meetings is as follows.

## 1. REVIEW OF THE QUARTERLY AND ANNUAL FINANCIAL STATEMENTS 2015 OF THE COMPANY AND ITS SUBSIDIARIES

These financial statements were reviewed, in order to propose them to the Board of Directors for consideration and acceptance; whereby questions and clarifications were discussed with the Management and Auditors with regards to the accuracy and comprehensiveness of the financial statements, as well as the sufficiency of note to financial statements disclosures. The Committee also acknowledged and reviewed the audit process undertaken in 2015. The Audit Committee concurs with the Auditors that these financial statements are presented fairly, in all material respects with regard to the financial and other information presented and disclosed, as well as are in accordance with Thai Financial Reporting Standards.

## 2. REVIEW OF THE INTERNAL CONTROLS SYSTEM

Within the established framework and guidelines of the SEC and the SET and the principles established by COSO, the Audit Committee is of the opinion that an appropriate system of internal controls is in place to sufficiently and effectively oversee as well as monitor that the Company’s



operations and activities are all in accordance with the established objectives, goals, legal requirements and regulations.

## 3. REVIEW AND ASSESS THAT THE INTERNAL CONTROLS SYSTEM IS SUFFICIENT, APPROPRIATE AND EFFECTIVE

This review is undertaken by the Internal Audit Department, in order to assess that the existing system of internal controls will enable the Company’s business operations to achieve the established goals and objectives; whereby an assessment by the Audit Committee of the internal audit reports are made, regularly on a quarterly basis, to ensure that they are in accordance with the approved internal audit plans and activities for 2015. This review covers the major operating systems of the Company as well as regular monitoring that ongoing improvements are being implemented by the Management group according to the recommendations made by the Internal Audit Department. Additionally, regular follow-ups, by the Committee, are made on the results of the internal audit exercises, together with ongoing assessments to ensure that oversight of business operations and activities of the Company and its Subsidiary Companies are sufficient, appropriate and effective.

## 4. REVIEW THE INTERNAL AUDIT ACTIVITIES

Assessed the role, scope of work and activities, duties and responsibilities, degree of independence, manpower requirements, staff qualifications, and budget of the Internal Audit department, as well as reviewed the annual internal audit plans together with approval of the appointment, performance evaluation, and proposed transfer or termination of the Head of the Internal Audit Department.

## 5. REVIEW COMPLIANCE TO VARIOUS LAWS AND REGULATIONS

Reviewed that the Company is in full compliance with all relevant legal requirements and regulations (such as: laws and rules relating to securities and the SET, regulations of the SET and any other relevant laws relating to the Company's business) as well as with any commitments and agreements made with other third parties; whereby the Audit Committee is of the opinion that no issues of irregularity or non-compliance of any significance have been found.

## 6. REVIEW OF RISKS MANAGEMENT SYSTEM

A review of the risks management system was made to ensure that it is fully consistent with the internal controls system, effectively covering every aspect of operations. Also an assessment was made of the policies and guidelines for risks management, together with the progress made to date in regards to the overall management of risks. In 2015, the Company has established framework for Risk Management Committee and currently in the process of creating responsible team while further enhancing risk management system.

## 7. REVIEW OF CONNECTED TRANSACTIONS AND THOSE THAT MAY INVOLVE A CONFLICT OF INTERESTS

In accordance with the relevant laws as well as the requirements of the SEC and the SET in regards to information disclosures of such transactions, and based on the Auditor's opinion that those transactions of any significance with connected parties have been fully disclosed in the financial statements and associated notes; thus the Audit Committee is in agreement with the Auditors and is also of the opinion that these connected transactions are considered reasonable and to the best benefit for the Company's business operations as well as have been fully disclosed as required.

## 8. CONSIDERATION OF SELECTING AND NOMINATING EXTERNAL AUDITORS TOGETHER WITH THE AUDIT FEE FOR 2016.

Consideration was made in regard to selecting qualified external Auditors, in order to nominate them for approval by the 2016 AGM; whereby the Audit Committee assessed their performance and degree of independence together with the appropriate Audit Fee and is of the opinion that the nomination of Mrs. Chonlaros Suntiasvaraporn – CPA No. 4523, or Mr. Narong Puntawong – CPA No.3315, or Mr. Supachai Phanyawattano – CPA No. 3930 of EY Office Limited be made to appoint these persons as the Company's External Auditors for the 2016 financial year, together with a proposed Auditor's Fee not exceeding Baht 3,462,000 for the Company and its subsidiaries.

During the past financial period, the External Auditors have performed their duties with full professional abilities, have proposed various recommendations relating to the internal controls and risks management systems, and have demonstrated a high degree of independence in their activities. They have also performed in full accordance with the requirements of the SEC and SET.

In view of the fact that listed companies are required to rotate the External Auditor, who is authorised to sign off on the Financial Statements and reports of the Company, every 5 financial years, thus the Company has appointed Mrs. Chonlaros Suntiasvaraporn as the authorized External Auditor for the first year. Please note that the External Auditor does not have any relationships no connections whatsoever with the Company and its Subsidiary Companies.

## OPINION/COMMENTS ON THE PERFORMANCE OF THE AUDIT COMMITTEE'S DUTIES

In summary, the Audit Committee has fully discharged its duties and responsibilities in accordance with the Audit Committee's Charter that has been approved by the Board of Directors; whereby the Audit Committee has reviewed the above matters and is of the opinion that the Company has made and maintained accurate and correct accounts of its operations and associated financial information; as well as has in place a good internal controls system, has continuously monitored the results of its business activities, has fully complied to all laws and regulations and other commitments made, has fully disclosed all connected transactions, and, lastly, has adhered to the principles of good corporate governance.

25 February, 2016

On behalf of the Audit Committee,



MR. KITTI GAJANANDANA  
Chairman, Audit Committee.



# NEW PROJECTS

For further information on our  
new projects, please contact  
02-651-9600 or  
[direct.marketing@raimonland.com](mailto:direct.marketing@raimonland.com)

## THE LOFTS ASOKE SUKHUMVIT, BANGKOK

1. External View
2. Living Room (Bold)
3. Drop Off
4. Living Room (Raw)
5. Swimming Pool



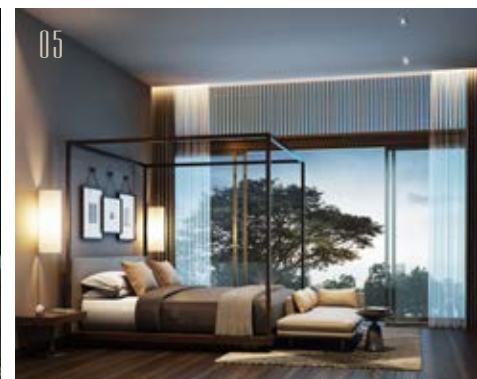
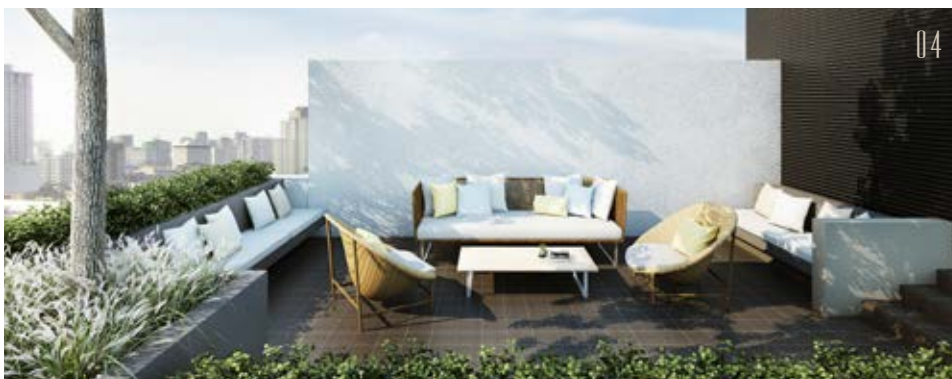


For further information on our  
new projects, please contact  
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[direct.marketing@raimonland.com](mailto:direct.marketing@raimonland.com)

## MEWS YEN AKAT

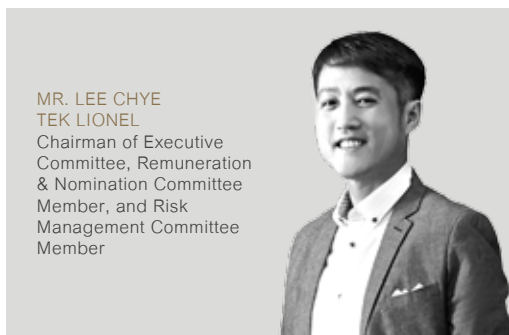
YEN AKAT, BANGKOK

1. Garage
2. Entrance
3. Pool
4. Roof Garden
5. Master Bedroom



# BOARD OF DIRECTORS

Raimon Land has assembled a group of strong, well-respected persons to form its Board of Directors. These individuals are well-qualified in various management disciplines. The Board of Directors possesses an extensive wealth of property development knowledge in relation to a diverse range of property segments. As a result, the Board of Directors is well-positioned to effectively guide and advise the Executive Management to achieve long-term value creation for all shareholders and stakeholders on a sustainable basis. The Board of Directors comprises of these persons:



# DETAILS OF DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

as of March 5, 2015

## 01 MR. PRADIT PHATARAPRASIT Age 61

### EDUCATION

- Master's Degree in Political Science  
Thammasat University
- Bachelor's Degree in Economics &  
Business Management Franklin Pierce  
University, USA

### SHAREHOLDING PROPORTION (%)

- Ordinary Shares (RML) : None

### FAMILY'S RELATIONSHIP BETWEEN MANAGEMENT

-

### WORK EXPERIENCE

#### PRESENT

Chairman of the Board, Independent  
Director, Audit Committee Member,  
Chairman of Remuneration &  
Nomination Committee  
Raimon land Co., Ltd.

#### PRESENT

Chief Executive Officer  
Winvestment Co., Ltd.

#### PRESENT

Chairman of the Board  
Thai Argo Exchange Co.,Ltd.

#### 2001-2004

Managing Director  
Sangsom Co., Ltd.

#### 1993-2007

Chairman  
Phataraprasit Holdings Co.,Ltd.

#### 1988-2007

Chief Executive Officer  
Patra Porcelain Co.,Ltd.

#### 1988-1995

Managing Director  
Siam Chao Pra Ya Holdings Co.,Ltd.

#### 1988-1995

Executive Director  
Bank of Asia Co.,Ltd.

#### 1985-1988

Vice Chairman  
The Mall group Co.,Ltd.

## 02 MR. LEE CHYE TEK LIONEL Age 43

### EDUCATION

- Graduate Diploma in Business  
Administration, Western Sydney  
International College

### SHAREHOLDING PROPORTION (%)

- Ordinary Shares (RML) :  
893,000,000 shares (24.98%)
- RML - W4 : 123,250,000 units

### FAMILY'S RELATIONSHIP BETWEEN MANAGEMENT

Older Brother of Mr.Lee Chye Cheng Adrian

### WORK EXPERIENCE

#### PRESENT

Executive Director, Remuneration &  
Nomination Committee Member and Risk  
Management Committee Member  
Raimon Land Plc.

#### 1996 - PRESENT

Managing Director  
Ezra Holdings Limited, Group

### DIRECTORSHIP IN RELATED COMPANIES

#### PRESENT

Director  
RV, TP, CP, RP, PV, RES, RU, RD, RS, RE,  
DS, PS

CP	RV	TP	RR
RD	RES	RU	RS
RE	RP	PV	PP
DS	PS		

## 03 MR. TAN CHIN KWANG JOHNSON Age 55

### EDUCATION

- Bachelor of Arts and  
Social Science Economics,  
National University Singapore (Honors)
- Directors Certification Program  
(DCP 175/2013)

### SHAREHOLDING PROPORTION (%)

- Ordinary Shares (RML) :  
19,282,900 shares (0.50%)
- RML - W4 : 4,820,725 units
- RML - WB : 44,500,000 units

### FAMILY'S RELATIONSHIP BETWEEN MANAGEMENT

-

### WORK EXPERIENCE

#### PRESENT

Chief Executive Officer, Executive Director,  
and Risk Management Committee Member  
Raimon Land Co., Ltd.

#### 2009 - PRESENT

Director  
IB Partners Pte. Ltd.

#### 2009

Chief Executive Director/  
Regional Head of Corporate Finance, SEA  
BNP Paribas Capital (Singapore) Pte. Ltd.

#### 2006-2009

Managing Director  
Macquarie Limited

### DIRECTORSHIP IN RELATED COMPANY

CP = Contemporary Property Co., Ltd.  
RV = The River Co., Ltd.  
TP = Taksin Properties Co., Ltd.  
RR = Raimon Land Resort Co., Ltd.  
RD = Raimon Land Development Co., Ltd.  
RES = Raimon Land Residences Co., Ltd.  
RU = Raimon Land Unixx Co., Ltd.  
RS = Raimon Land Services Co., Ltd.  
RE = Raimon Land Ekkamai Co., Ltd.  
RP = Raimon Land Planner Co., Ltd.  
PV = Raimon Land Park View Development  
Co., Ltd.  
PP = Praram 4 Properties Co., Ltd.  
DS = Raimon Land Development (Singapore)  
Pte. Ltd.  
PS = Raimon Land Properties (Singapore)  
Pte. Ltd.

**04 MR. LEE CHYE  
CHENG ADRIAN**  
Age 36

**EDUCATION**

- Bachelor's Degree in Finance  
University of Strathclyde Glasgow

**SHAREHOLDING PROPORTION (%)**

- Ordinary Shares (RML) : None
- RML-WB : 44,500,000 units

**FAMILY'S RELATIONSHIP BETWEEN  
MANAGEMENT**

Younger Brother of Mr. Lee Chye Tek Lionel

**WORK EXPERIENCE**

**PRESENT**

Executive Director  
Raimon land Co., Ltd.

**PRESENT**

Director  
Jit Sun Investment Pte. Ltd.

**PRESENT**

Managing Director  
Loyz Energy Limited

**PRESENT**

Director  
Select Group Limited

**PRESENT**

Director  
Interlink Petroleum Limited

**DIRECTORSHIP IN RELATED  
COMPANIES**

**PRESENT**

Director  
RV, TP, CP, RP, PV, RES, RU, RD, RS, RE,  
DS, PS, PP

**05 MISS NUCH  
KALYAWONGSA**  
Age 63

**EDUCATION**

- Masters of Science in Accounting,  
Thammasat University
- Bachelor's Degree in Accounting,  
Chulalongkorn University
- Director Certification Program  
(DCP 210/2015)

**SHAREHOLDING PROPORTION (%)**

- Ordinary Shares (RML) : None

**FAMILY'S RELATIONSHIP BETWEEN  
MANAGEMENT**

-

**WORK EXPERIENCE**

**PRESENT**

Executive Director  
Raimon land Co., Ltd.

**FEB 2013-AUG 2014**

Chief Financial Officer  
Raimon Land Plc.

**2012-FEB 2013**

Finance and Accounting Manager  
K2 Shipping Asia Limited  
- Sea Freight Forwarder

**2006-2009**

Director, Group of Finance and Accounting  
Thoresen & Company (Bangkok) Limited  
- Sea Freight Forwarder

**1990-2006**

General Manager, Finance and Accounting  
Thoresen & Company (Bangkok) Limited  
- Sea Freight Forwarder

**DIRECTORSHIP IN RELATED  
COMPANIES**

**PRESENT**

Director  
RV, TP, CP, RR, RP, PV, RES, RU, RD, RS,  
PP, RE

**06 MR. SATAPORN  
AMORNWORAPAK**  
Age 44

**EDUCATION**

- Master's Degree of Business  
Administration Major Finance  
Kasetsart University
- Bachelor's Degree of Business  
Administration Major Accounting  
Rajamangala University of  
Technology - Centre
- Director Certification Program  
(DCP 213/2015)

**SHAREHOLDING PROPORTION (%)**

- Ordinary Shares (RML) : None

**FAMILY'S RELATIONSHIP BETWEEN  
MANAGEMENT**

-

**WORK EXPERIENCE**

**PRESENT**

Executive Director and Risk Management  
Committee Member  
Raimon Land Co., Ltd.

**AUG 2014-PRESENT**

Chief Financial Officer  
Raimon Land Plc.

**APR 2013-AUG 2014**

Vice President of Finance and Operation  
Raimon Land Plc.

**2011-2013**

Chief Financial Officer  
Univentures Plc.

**2008-2011**

Chief Financial Officer  
Mermaid Maritime Plc.

**2006-2008**

Senior Accounting Manager  
Thoresen Thai Agencies Plc.

**2003-2006**

Internal Audit Manager  
Thoresen Thai Agencies Plc.

**1994-2003**

Senior Audit Manager  
Pricewaterhouse Coopers Co., Ltd.

**DIRECTORSHIP IN RELATED  
COMPANIES**

**PRESENT**

Director  
TP, RR, PP

CP	RV	TP	RR
RD	RES	RU	RS
RE	RP	PV	PP
DS	PS		

**DIRECTORSHIP IN RELATED COMPANY**

CP = Contemporary Property Co., Ltd.  
RV = The River Co., Ltd.  
TP = Taksin Properties Co., Ltd.  
RR = Raimon Land Resort Co., Ltd.  
RD = Raimon Land Development Co., Ltd.  
RES = Raimon Land Residences Co., Ltd.  
RU = Raimon Land Unixx Co., Ltd.  
RS = Raimon Land Services Co., Ltd.  
RE = Raimon Land Ekkamai Co., Ltd.  
RP = Raimon Land Planner Co., Ltd.

PV = Raimon Land Park View Development  
Co., Ltd.  
PP = Praram 4 Properties Co., Ltd.  
DS = Raimon Land Development (Singapore)  
Pte. Ltd.  
PS = Raimon Land Properties (Singapore)  
Pte. Ltd.



**07** DR. SIRI  
GANJARERNDDEE  
Age 68

#### EDUCATION

- Phd. In Monetary Economics, Econometrics and Operations Research, Monash University, Australia
- Master of Economics, (Economic Statistics and Monetary Economics) University of Sydney, Australia
- Bachelor of Economics (Hons), University of Sydney Australia.
- Audit Committee Program (ACP 6/2005)
- Directors Certification Program (DCP 60/2004)
- Directors Accreditation Program (DAP 4/2003)

#### SHAREHOLDING PROPORTION (%)

- Ordinary Shares (RML) : None

#### FAMILY'S RELATIONSHIP BETWEEN MANAGEMENT

-

#### WORK EXPERIENCE

##### PRESENT

Independent Director, Chairman of Risk Management Committee and Audit Committee Member  
Raimon Land PLC

##### 2010-PRESENT

Independent Director, Chairman of Audit Committee, Member of Nomination, Compensation & Corporate Governance Committee  
Indorama Venture PLC.

##### 2008-PRESENT

Independent Director; Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee  
The Post Publishing PLC.

##### 2000-PRESENT

Vice Chairman, Board of Directors; Chairman, The Audit Committee  
The Thai Vegetable Oil PLC.

##### 1999-PRESENT

Director, Board of Directors, Member of the Executive Committee; Chairman of the Nomination and Remuneration Committee  
Bangkok Life Insurance PLC.

##### 2003-PRESENT

Director  
TRIS Corporation Co., Ltd.

**08** MR. KITTI  
GAJANANDANA  
Age 65

#### EDUCATION

- Master Degree in Business Administration (MBA)  
North Texas State University
- Bachelor's Degree in Accounting  
Chulalongkorn University

#### SHAREHOLDING PROPORTION (%)

- Ordinary Shares (RML) : None

#### FAMILY'S RELATIONSHIP BETWEEN MANAGEMENT

-

#### WORK EXPERIENCE

##### 2004-PRESENT

Independent Director, Chairman of Audit Committee, Remuneration & Nomination Committee Member  
Raimon Land Plc.

##### 2015-PRESENT

Advisor  
Chaopraya Elevator Company Limited

**09** MR. ROLAND  
PANG TZE VUI  
Age 39

#### EDUCATION

- Master's Degree in Finance  
University of Manchester, UK
- Bachelor's Degree in Economics  
London School of Economics, UK
- Director Certification Program (DCP 165/2012)

#### SHAREHOLDING PROPORTION (%)

- Ordinary Shares (RML) : None

#### FAMILY'S RELATIONSHIP BETWEEN MANAGEMENT

-

#### WORK EXPERIENCE

##### 2012-PRESENT

Director and Risk Management Committee Member  
Raimon Land Plc.

##### 2004-PRESENT

Investment Manager  
Thai Prosperity Advisory Co.,Ltd.

##### 2003-2004

Manager (International Division)  
Brunei Economic Development Board

##### 2000-2003

Corporate Client Management  
Baiduri Bank, Brunei Darussalam

# MARKET OUTLOOK & RML STRATEGY OVERVIEW

Market Review : 2015

## GLOBAL AND REGIONAL

The Thai economy remains driven most primarily by exports, accounting for some 60-70% of GDP, and tourism, estimated at between 10-19%. Thus the performance of the major global economies is highly relevant to investors and policymakers in the kingdom as it underlies the demand for Thailand's international trade and inbound tourism. 2015 proved to be a modestly positive year—if at times turbulent—for the global economic landscape, with various implications for Thailand.

The Federal Reserve in the United States finally raised the short-term interest rate by a modest quarter of a percent in Q4 2015, citing a healthy economy and sustained employment growth. As the rise in rates was modest, market impact was minimal although it remains to be seen how the market will accommodate further rate hikes as part of a gradual campaign into 2016. The US dollar strengthened against most currencies in 2016, and global investors continued to pour into American assets, highlighted by a string of high profile purchases of prime real estate assets by overseas investors in key US 'gateway cities' such as New York City and Chicago.



China, which remains Thailand's largest consumer of exports at approximately 12%, grew its gross domestic production by 6.9% in 2015, only slightly lower than 7.3% in 2014. Due to an ever increasing base, the 6.9% growth in 2015 translates to more additional production than the 14.2% growth in 2007, which puts to rest some concern about a declining growth rate in recent years. Nonetheless concerns remain about the near-to-medium term future of the Chinese economy. The whole of 2015 and Q1 2016 have seen turbulent times on the Shanghai Stock Exchange, with the government halting trading on multiple occasions to stop a free-fall. In addition, capital outflows are at an all-time high, the RMB weakened in Q4 2015, and investors harbor concerns about the reliability of Chinese government economic reporting.

The Euro zone remained a story of continued stagnation in some countries (e.g. Spain and Greece) and steady performance in others (e.g. Germany). As a whole, the European economies turned in slightly higher economic production numbers than in recent years (although still slow at 1.5% GDP growth in 2015), despite the November terrorist attacks in 2015 and slowing demand from China; however, any further pickup in economic growth faces these and other headwinds in 2016 (e.g. wary and limited consumer spending, turbulent stock markets, and poor global demand for European industrial products). The Russian ruble remained at multi-year lows against the USD at the end of 2015.

## THAILAND

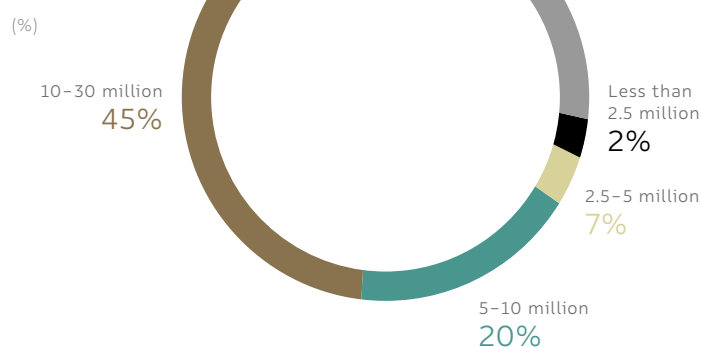
Growth in the Thai economy remains hamstrung by weakish global demand in the traditional Thai export industries and high household debt among the low and medium-income consumer sectors.

The military-led government continues to investigate and approve major infrastructural investment schemes to drive economic growth, calling on the private sector to aid in execution through public-private partnership (PPP) structures. Indeed eight such projects are “fast-tracked” and will begin in 2016, including 3 new mass transit lines and two motorways. Unfortunately governments past and present have been unable to develop significant innovation in the industrial and manufacturing sector. With the relaxation of labor and capital controls coming with the onset of the Asian Economic Community at the end of 2015—and the competitiveness implications this may have for some of Thailand’s neighbors where cheap labor is also available, e.g. Vietnam or Indonesia—the transition to a higher-technology and value-added industrial sector is as critical as ever for Thailand.

The domestic consumer demand picture is increasingly bifurcated. On one side is the low and medium-low income segment, which has been the main driver for the continued increase in Thailand’s household debt level, which stood at 80.6% of GDP at the end of Q3 2015. The debt burden of this sector is likely even under-reported as many turn to private lenders when banks will not extend credit. It is this sector which has been the target of most the government’s stimulus measures in 2015, particularly in the property market.

On the other side is the middle to high-income consumer segment, who are cash and asset-rich but in 2015 were more reluctant to spend than in previous years, perhaps preferring to take a “wait-and-see” approach in the current political and investment climate. It is this sector that has been the target for the various tax reforms proposed by the government, mainly significant increases on the taxes enacted on property, inheritances, and gifts. These reforms have thus far not been enacted, and the proposals watered down such that any impact would be minimal. Discussions on this are set to continue in 2016.

Raimon Land  
Revenue Split by  
Unit Price



The bright spot for the Thai economy continues to be the tourism-related industries. Thailand welcomed nearly 30 million tourists in 2015, up from 28 million in 2014 despite the August bombing at the Erawan Shrine. Much of the growth continues to be from the Chinese arrivals, which accounted for 36% of all tourist arrivals in 2015—Thailand is the third most popular destination for outbound Chinese, behind only neighbors South Korea and Japan. The Chinese outbound tourism market is still considering by some industry analysts to be quite young, with much room for continued growth, and companies in Thailand that are well equipped to handle the continued growth in Chinese tourist arrivals will be well positioned.



## BANGKOK CONDOMINIUM MARKET

Given the global and domestic economic outlook, a relatively quiet 2015 in the Bangkok condominium market is more readily understandable.

Marketwide, developers were most focused on moving unsold inventory in 2015, with far fewer launches, particularly in midtown and suburban locations, where there is a significant supply overhang from the aggressive launch strategy of major (and smaller) developers over the last several years. Banks have tightened retail lending for condominium purchases, and this too has most directly impacted the midtown and suburban segments of the market, with cheaper unit prices more accessible to low and middle-income buyers. Many listed developers of this type of product are reporting record high default rates as these buyers fail to get approval for a mortgage when it comes time to transfer completed units.

Despite the focus on moving inventory and garnering sales momentum for projects already in the pipeline, large developers were still keen on acquiring prime plots in the downtown area, where demand for quality projects remains consistent. This was demonstrated by a new record-high price per square wah for a land plot in Bangkok set in a Q3 transaction and various plots in Bangkok submarkets also fetching new high-watermark prices for those areas.

Indeed most of the projects launched in these prime areas showed strong takeup rates, due to the increasing scarcity of freehold land and a consumer base for these types of products that remains well capitalized and that views prime real estate as a good store of value. It remains to be seen how many of the buyers of these newly launched projects will be occupants, are buy-to-let buyers, or are speculators; however, the fastest selling units in these projects have typically been the cheaper studio or 1-bedroom offerings. Two-bedroom units and above are often viewed as indicative of “real” occupier demand, as they are more expensive and rarely bought for speculative purposes.



## MARKET OUTLOOK & RML STRATEGY OVERVIEW

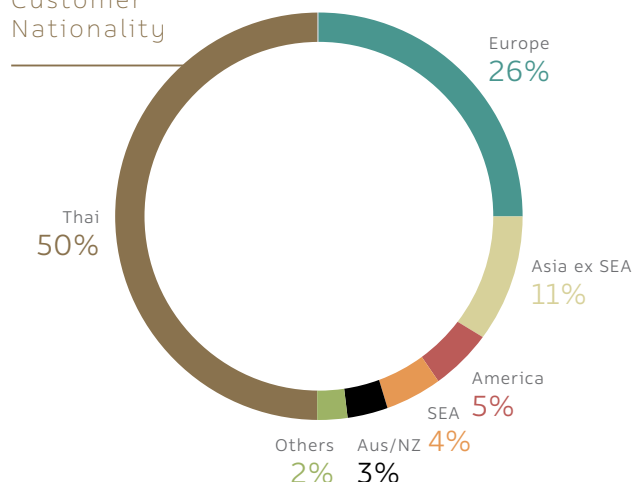
Our outlook and strategy for 2016 and beyond incorporates the changes and trends we have observed in the residential and commercial real estate markets over the past 12 months. Real estate is a cyclical market and we believe there are still opportunities at this stage in the cycle for well positioned companies to take advantage of opportunities in both residential development, where Raimon Land has its core competencies, as well as on the commercial side, where the company continues to develop opportunities.

Our primary focus remains the development of luxury freehold condominiums and landed housing. This is where our core competencies and strategic advantages lie, and we will continue to exploit our expertise in this area. On the demand side, we did not witness a significant slowdown of buyers for our projects in 2015 like many other developers in the market; this is owing to the fact that many of our buyers are repeat buyers, and as a luxury developer our clients are usually cash-rich and not dependent on bank financing. We expect this to continue and the market for projects that are truly ultra-luxury in terms of location, design, accessibility, and amenities to continue to be robust.

In addition, over the last several years, we have witnessed Thai consumers at all levels of the market become more discerning buyers of real estate, owing to the emergence and popularity of real estate review websites which offer buyers comprehensive information and commentary on the quality of different projects. This evolution in the marketplace has been a positive one for Raimon Land, as it has showcased the superior design, focus on functionality, and attention to detail that goes into the few, distinguished projects the company undertakes (as opposed to the “copy and paste” design mindset prevalent in the mass market). It has emphasized for off-plan buyers the importance of a successful track record in these areas, at a time when there are several new entrants into the luxury real estate sectors (due to poorer prospects and/or economics in the low-to-medium end market).

On the supply side, the company will continue to proactively source prime land plots for residential development, and we expect the surge in land prices over the last several years to slow as most luxury developers already have significant pipelines in development and/or unsold inventory, resulting in fewer bidders for super prime plots. For landed properties, we expect economic pressure on some landowners and SME owners may create opportunities for savvy buyers of suitable downtown and midtown plots.

Raimon Land  
Value Sold by  
Customer  
Nationality



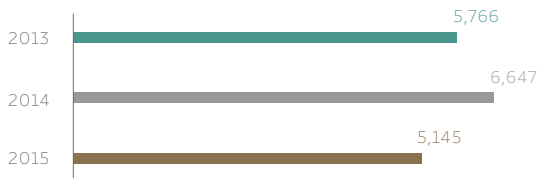
In addition to the residential market in Bangkok, the company is also proactive in sourcing development opportunities in the resort markets due to the ongoing favorable outlook of these markets as tourist destinations, especially for the Chinese. As one of the first listed developers to develop projects in the resort markets of Pattaya and Phuket in the mid-2000's, Raimon Land has a history of identifying and creating value outside of Bangkok; more recently the company has been monitoring the rise of Chiang Mai as an investment destination, as well as the more established markets of Pattaya and Phuket, as a new wave of tourism carries these markets into the future.

Finally, the company continues to seek opportunities in the commercial real estate market, primarily in the office market in Bangkok. For many years, development of well-located, Class A office space was overlooked despite relatively stable ongoing demand, as the most profitable use of a prime land plot was to develop a condominium. This has led to a shortage in the market for Class A office space. Given this, and as part of its strategy to build recurring revenue outside of residential development, the company is presently working on opportunities to either acquire existing income-producing assets or develop new ones in prime office locations.

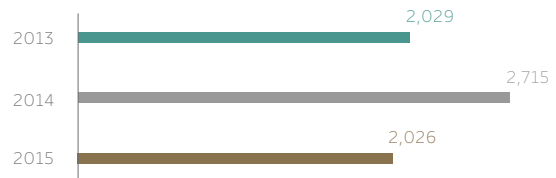
Overall, we expect 2016 to be moderately more active than 2015 in terms of consumer demand for Raimon Land products as well as the domestic economy more generally. While the company will not be a direct beneficiary of the government's planned stimuli measures for the property industry, which are aimed at buyers of units costing up to 3 million baht, we expect that the greater economic stimulus to be provided by the infrastructural investment schemes to spur downstream economic activity and ultimately enable stronger growth than was achieved in 2015. In addition, the regional demand picture is still healthy, with very positive momentum from the regional tourism source markets, as well as Bangkok luxury real estate remaining a favorable value proposition vis-à-vis its Southeast Asian neighbors.

# OPERATION HIGHLIGHTS

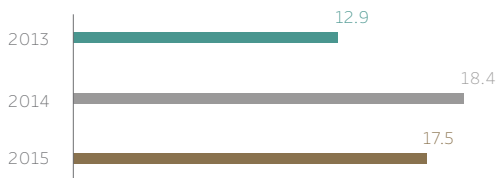
Consolidated Revenues (Million Baht)



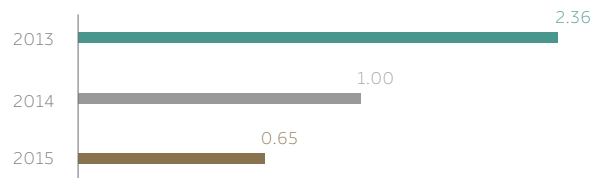
Gross Profit from Core Revenues (Million Baht)



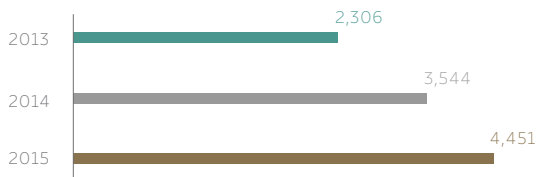
Net Profit Margin (%)



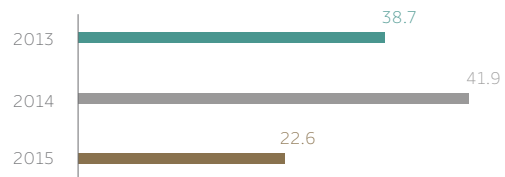
Interest Bearing Debts to Equity Ratio (Times)



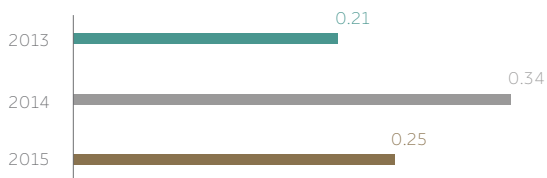
Total Shareholders Equity (Million Baht)



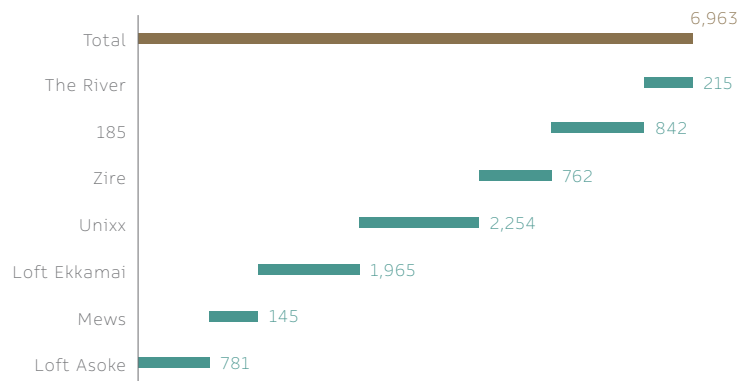
Returns to Shareholders Equity (%)



Earning per Share (Baht)



Backlog (Million Baht)



# FINANCIAL HIGHLIGHTS

(CONSOLIDATED FINANCIAL STATEMENTS)

	FY 2015	FY 2014	FY 2013
	(Baht in millions, except share, per share data and ratio)		
STATEMENT OF INCOME			
Sales of residential condominium units	5,042.34	6,547.11	5,656.43
Total revenues	5,145.49	6,647.15	5,765.69
Cost of residential condominium units sold	3,016.13	3,832.48	3,627.26
Total expenses	3,846.15	4,874.80	4,603.45
Gross profit from core business	2,026.21	2,714.64	2,029.17
Net profit (loss)	900.46	1,224.50	746.34
Net profit (loss) - Equity holders of the Company	900.90	1,224.52	746.27
STATEMENT OF FINANCIAL POSITION			
Total assets	9,946.98	11,190.70	13,584.43
Total liabilities	5,495.99	7,646.52	11,277.98
Issued and paid up share capital	3,575.48	3,575.42	3,575.42
Total shareholders' equity	4,450.99	3,544.17	2,306.45
Equity attributable to owners of the Company	4,448.42	3,541.17	2,302.06
LIQUIDITY RATIOS (TIMES)			
Current ratio	2.09	1.57	1.25
Quick ratio	0.18	0.17	0.13
PROFITABILITY RATIOS (%)			
Gross profit margin <sup>(1)</sup>	40.18%	41.46%	35.87%
Net profit margin	17.50%	18.42%	12.94%
Return on equity <sup>(2)</sup>	22.55%	41.91%	38.73%
Return on assets	8.52%	9.89%	5.22%
EFFICIENCY RATIOS (TIMES)			
Total assets turnover	0.51	0.59	0.42
LEVERAGE RATIOS (TIMES)			
Debt to equity ratio	1.23	2.16	4.89
Interest-bearing debt to Equity	0.65	1.00	2.36
Interest coverage ratio <sup>(3)</sup>	8.48	13.28	6.75
PERCENTAGE OF GROWTH (% PER YEAR)			
Total asset growth	-11.11%	-17.62%	-9.42%
Total liabilities growth	-28.12%	-32.20%	-16.09%
Total shareholder's equity growth	25.59%	53.66%	48.24%
Total revenues growth	-22.59%	15.29%	4.45%
Total expenses growth <sup>(4)</sup>	-18.68%	5.88%	-0.75%
PER SHARE RATIOS (BAHT)			
Earning per share	0.25	0.34	0.21
Book value per share <sup>(5)</sup>	1.24	0.99	0.65
OTHER FINANCIAL DATA			
Net cash flows from operating activities	657.76	1,914.42	(75.28)
Net cash flows from investing activities	9.20	(61.74)	(26.46)
Net cash flows from financing activities	(659.63)	(1,910.73)	(773.34)

<sup>(1)</sup> Gross profit margin = (total sales – cost of sales)/total sales, whereas total sales consists of sale of residential condominium units

<sup>(2)</sup> Return on equity = Profit (loss) - Equity holders of the Company / the average of total shareholders' equity of this year and last year

<sup>(3)</sup> Interest coverage ratio = Profit (loss) before finance cost and income tax/finance cost, finance cost means interest and other charges associated with financing eg. front end fee, etc.

<sup>(4)</sup> Exclude the impairment loss of investment properties and reduction of project development cost to net realisable value

<sup>(5)</sup> Book value include non-controlling interests of the subsidiaries

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERALL PERFORMANCE

For FY2015, The Company achieved consolidated net profit and EBITDA of Baht 900 million and Baht 1,365 million respectively. Consolidated gross margin marginally decreased from 41% in FY2014 to 40% in FY2015.

As of 31 December 2015, backlog totaled Baht 6,964 million, with Unixx South Pattaya contributing to 33% of total amount. The Lofts Ekkamai constituted 28% of total backlog, with 185 Rajadamri, the Lofts Asoke, Zire Wongamat, the River, and Mews Yen Akat constituting 12%, 11%, 11%, 3% and 2% respectively.

Due to steady transfer of units at 185 Rajadamri, Zire Wongamat and the River, the Company was able to pay back Baht 655 million worth of debt. As a result, consolidated interest-bearing debt to equity ratio stood at 0.65 times as of 31 December 2015, a reduction from 1.00 times as of 31 December 2014.

## DISCUSSION ON PROFIT AND LOSS

### REVENUES

In FY2015, the Company recorded consolidated revenues of Baht 5,145 million, a decrease of Baht 1,502 million (or 23%) when compared with FY2014. 98% of consolidated revenues was derived from recognized sales income (i.e. transfer income) from residential condominium units for 4 projects, namely: 185 Rajadamri (Baht 2,795 million or 54%), Zire Wongamat (Baht 1,716 million or 33%) The River (Baht 513 million or 10%), and Unixx South Pattaya (Baht 18 million or 1%)

PROJECT	FY2015		FY2014	
	Revenue (Million Baht)	%	Revenue (Million Baht)	%
185 Rajadamri	2,795	54%	5,044	76%
Zire Wongamat	1,716	33%	144	2%
The River	513	10%	1,321	20%
Unixx South Pattaya	18	1%	-	0%
Northpoint	-	0%	38	1%
Others*	103	2%	100	1%
<b>TOTAL</b>	<b>5,145</b>	<b>100%</b>	<b>6,647</b>	<b>100%</b>

\* Include rental and service income, marketing commission income, project management fee, interest and others

### COST OF GOODS SOLD

In FY2015, consolidated cost of goods sold decreased mainly from reduction of transfer units at 185 Rajadamri.

PROJECT	FY2015		FY2014	
	Cost of Sales (Million Baht)	%	Cost of Sales (Million Baht)	%
185 Rajadamri	1,472	49%	2,843	74%
The River	325	11%	853	22%
Zire Wongamat	1,208	40%	100	3%
Unixx South Pattaya	11	0%	-	0%
Northpoint	-	0%	36	1%
<b>TOTAL</b>	<b>3,016</b>	<b>100%</b>	<b>3,832</b>	<b>100%</b>

### GROSS PROFIT MARGIN

Consolidated gross profit margin reduced marginally to 40% in FY2015, a reduction from 41% in FY2014. However, the Company still maintained healthy gross profit margin as compared to that of 36% in FY2013.

### SELLING AND ADMINISTRATIVE EXPENSES

Consolidated selling and administrative expenses were second largest expenses for the Company. Consolidated selling and administrative expenses represented 22% of total expenses for FY2015. The amount decreased from Baht 1,042 million in FY2014 to Baht 830 million in FY2015 (a 20% decrease). The decrease was driven mainly by reduction in special business tax and transfer fees, and reduction of project development costs to net realizable value.

SELLING AND ADMINISTRATIVE EXPENSES	FY2015 (Million Baht)	FY2014 (Million Baht)	Change FY2014-2015 (%)
Salary and staff benefits and management's remuneration	224.3	252.0	-10.99%
Special business tax & transfer fees	210.4	283.5	-25.78%
Other selling expenses	116.0	127.7	-9.16%
Other expenses	279.3	379.1	-26.33%
<b>TOTAL</b>	<b>830.0</b>	<b>1,042.3</b>	<b>-20.37%</b>



## COST OF FINANCING

Consolidated cost of financing primarily resulted from interest costs in association with development loans, which are capitalized as development costs for respective projects till completion. Thereafter, such interest costs will be recorded as finance costs in the Statement of Income. Upon project completion, loans are repaid in installments along with transfer of ownerships. For FY2015, the Company's consolidated cost of financing increased due to the facts that construction of Zire Wongamat was completed during 4Q2014, thus interests associated with the project was booked under cost of financing, up until the Company fully paid loan associated with the project in 3Q2015. In addition, the Company issued THB 500 million debenture back in 29 July 2015, at interest rate of 4.80% per annum. As a result the Company's cost of financing increased year-on-year.

## NET PROFITS (LOSSES)

In FY2015, The Company had consolidated net profit of Baht 900 million, compared with Baht 1,225 million in FY2014. The decrease was due to following reasons:

1. Consolidated transfer revenue was reduced by 23% or THB 1,505 million. The reduction was attributable to reduction in transfer associated with 185 Rajadamri of THB 2,249 million, the River of THB 808 million, Northpoint of THB 38 million. The increase of transfer associated with Zire Wongamat and Unixx South Pattaya of THB 1,572 million and THB 18 million, respectively, however could not offset the reduction mentioned previously.
2. The Company's consolidated gross margin decreased marginally from 41% in FY2014 to 40% in FY2015.

FY2015 Earnings Per Share	0.25 Baht
FY2014 Earning Per Share	0.34 Baht

## DISCUSSION ON BALANCE SHEET

### ASSETS

The Company's consolidated total assets, as at 31 December 2015, decreased by 11% when compared to that of 31 December 2014. Significant changes in consolidated total assets as per followings:

1. Reduction of project development costs due to unit transfer associated mainly with 185 Rajadamri, the River and Zire Wongamat
2. Construction progress of projects resulting in reduction in advance payment to contractors of THB 275 million
3. Reduction of deferred tax assets of THB 144 million due to reduced difference between revenue recognition from accounting basis and tax basis of 185 Rajadamri and Zire Wongamat, resulting in non-current asset being reduced significantly

### LIABILITIES

As of 31 December 2015, the Company's consolidated total liabilities decreased by Baht 2,151 million (YoY

decrease of 28%). Interest bearing debt and non-interest bearing debt reduced by THB 655 million and THB 1,496 million respectively. The reduction was due mainly for loan repayment and revenue recognition associated with deposits mainly attributable to Zire Wongamat and 185 Rajadamri.

## SHAREHOLDERS' EQUITY

As of 31 December 2015, consolidated Shareholders' Equity totaled Baht 4,451 million, an increase of Baht 907 million (or 26%YoY) from FY2014, due to consolidated net profit totaling of Baht 900 million for the FY2015.

## DISCUSSION ON CASH FLOWS AND CAPITALIZATION

### CASH FLOWS (Million Baht)

	FY2015
Cash and cash equivalents at the beginning of the year	498
Net cash flow from operating activities	658
Net cash flow from investing activities	9
Net cash flow from financing activities	(660)
Cash and cash equivalents at the end of the year	505

During 2015, the Company had a positive net cash flow from operating activities totaling Baht 658 million, primarily resulting from cash inflow associated with unit delivery at Zire Wongamat and 185 Rajadamri.

During 2015, the Company had a negative net cash flow from financing activities totaling Baht 660 million, primarily due to loan repayment at Zire Wongamat at THB 1,662 million, net of issuance of debentures and project loans drawn down at subsidiary totaling THB 1,010 million.

Overall, the ability to transfer units at Zire Wongamat in the Company's reduced consolidated interest-bearing debts by approximately THB 655 million. In addition, FY2015 consolidated net profit of THB 900 million increased shareholders' equity base, resulting in interest bearing debt to equity ratio reduced from 1.00x to 0.65x for FY2014 and FY2015 respectively.

## COMMITMENTS AND CONTINGENT LIABILITIES

The Company and its subsidiaries have pending litigation cases, relating to allegations of breaches of agreements to purchase and to sell from some customers and torts. However, the Company and its subsidiaries are defending the lawsuits, and since the Company's lawyers and management believe that the Company and its subsidiaries will not have a material effect from the litigation, no addition entries have been made in respect of these cases beyond provision already recorded.

# RAIMON LAND PROJECTS

BY YEAR OF COMPLETION



| \* Indicative only : subject to change

THE RIVER

THE RIVER

185  
RAJADAMRI  
Living Your Legacy

185  
RAJADAMRI

ZIRE  
WONGAMAT

ZIRE  
WONGAMAT

UNIXX  
SOUTH PATTAYA

UNIXX  
SOUTH  
PATTAYA

THE  
LOFTS  
EKKAMAI

THE  
LOFTS  
EKKAMAI

THE  
LOFTS  
ASOKE

THE  
LOFTS  
ASOKE

MEWS  
YEN AKAT

MEWS  
YEN AKAT

2012

2013

2014

2015

2016

2017

2018



# PROJECTS IN 2015

COMPLETED  
PROJECT

01

## THE RIVER

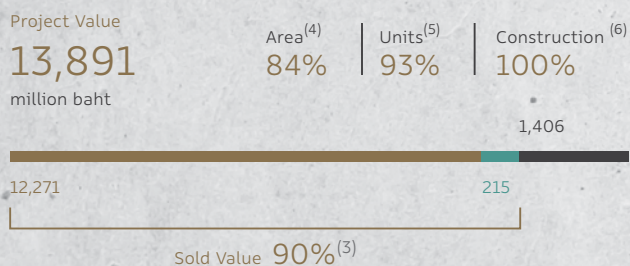
Chareonnakorn Soi 13, Bangkok

THE RESIDENCE. THE LIFESTYLE. THE ADDRESS.  
**THE RIVER**



Comprised of 837 units and situated next to the Chaophraya River in Bangkok, The River is the tallest premium riverside residential condominium project in Bangkok. In 2012, the project received the "Best Luxury Condo Development (Bangkok)" in the Development Category as well as "Best Condo (Thailand)" in the Architectural/Interior Design Category at the 2012 Thailand Property Awards.

At the end of 2015, the project has a total combined saleable value of approximately Baht 14 billion. Currently, the project has achieved total sales of approximately Baht 12.5 billion, equivalent to 90% of the project value or 84% of the total saleable area. Ownership transfers to buyers for units in this project have been made amounting to a total value of Baht 12.3 billion. Average selling price for unsold units currently stands at approximately 230,000 baht per square meter.



02

## 185 RAJADAMRI

Rajadamri, Bangkok

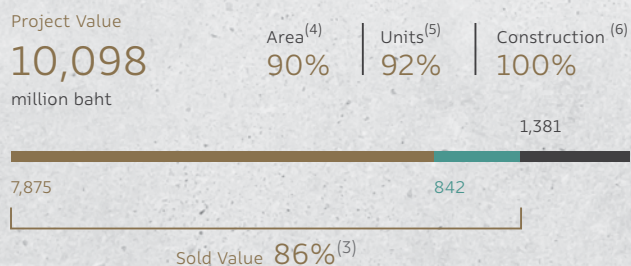
185  
**RAJADAMRI**  
Living Your Legacy



Comprised of 266 units, 185 Rajadamri is a super-luxury residential condominium project, situated on the freehold plot on Rajadamri Road in central Bangkok. The location is in the central business district, nearby premium shopping malls, top schools, foreign embassies and consulates, 5-star luxury hotels, Lumpini

Park with its peaceful green spaces, and the elite Royal Bangkok Sports Club. As validation of the project's premium quality positioning, 185 Rajadamri project received "Best Luxury Condo Development Award (Bangkok)" at the 2013 Thailand Property Awards and also "Best Condominium Development of the Year Award - Thailand" at the 2013 South East Asia Property Awards.

At the end of 2015, the project has a total combined saleable value of approximately Baht 10 billion. Currently, the project has achieved total sales of approximately Baht 8,717 million, equivalent to 86% of the project value or 90% of the total saleable area. Ownership transfers to buyers for units in this project have been made amounting to a total value of Baht 7,875 million. Average selling price for unsold units currently stands approximately at 360,000 baht per square meter.



Recognized Value<sup>1</sup>  
Backlog  
Unsold Value<sup>2</sup>

Note 1. Includes value of units not transferred but with 100% cash received  
2. Based on latest price of unsold units  
3. Total sold value to total project value

4. Total sold area to total project's saleable area  
5. Total sold units to total project's saleable units  
6. Main building work completion



03

ZIRE  
WONGAMAT

## ZIRE WONGAMAT Wongamat, Pattaya

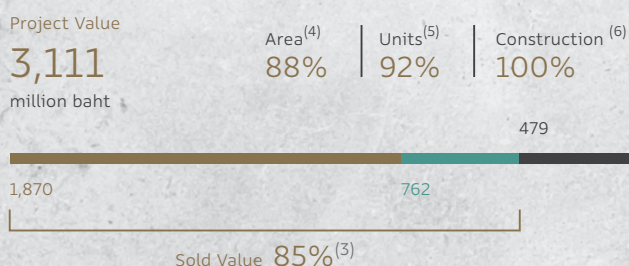


The project consists of 465 residential condominium units in varying styles and formats—from studio units, 1-2 bed room units, and duplexes.



Zire Wongamat is the third residential condominium project in Pattaya by Raimon Land. Situated on Wongamat Beach and adjacent to Northpoint (a Raimon Land project completed in 2011), the project is only 90 kilometers away from Bangkok. Developed on a 5-rai plot of beachfront land, Zire Wongamat comprises of two uniquely designed towers of 37 and 53 floors, and offers breathtaking panoramic views of the Gulf of Thailand.

At the end of 2015, the project has a total combined saleable value of approximately Baht 3,111 million. As of December 2015, the project has achieved total sales of approximately Baht 2,632 million, equivalent to 85% of the project value or 88% of the total saleable area. Ownership transfers to buyers for units in this project have been made amounting to a total value of Baht 1,870 million. Average selling price for unsold units currently stands approximately at 137,000 baht per square meter.



04

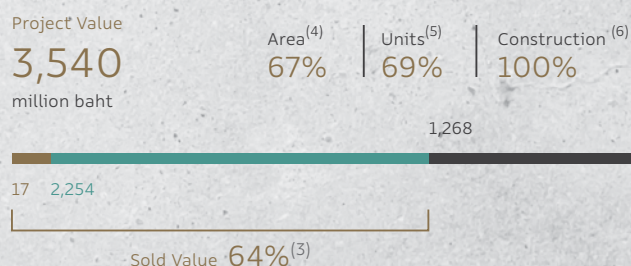
## UNIXX SOUTH PATTAYA Pratumnak, Pattaya



Unixx South Pattaya consists of 1,210 units with an average size of not more than 40 square meter. The project is the fourth condominium project

in Pattaya by Raimon Land and was conceived to meet the demands of mid-market clients, targeting both Thai and foreign buyers. The project is developed with those living in Pattaya as well as those in Bangkok looking for a weekend getaway property. The project is situated on a land plot of more than 7 rai on Pratumnak Road and belongs to a subsidiary company of Raimon Land.

At the end of 2015, the project has a total combined saleable value of approximately Baht 3,540 million. As of December 2015, the project has achieved total sales of approximately Baht 2,272 million, equivalent to 64% of the project value or 67% of the total saleable area. Transfer of ownership commenced in the fourth quarter of 2015 with transfer at the end of 2015 of THB 17 million. Average selling price for unsold units currently stands approximately at 83,000 baht per square meter.



Recognized Value<sup>1</sup>  
Backlog  
Unsold Value<sup>2</sup>

Note 1. Includes value of units not transferred but with 100% cash received  
2. Based on latest price of unsold units  
3. Total sold value to total project value

4. Total sold area to total project's saleable area  
5. Total sold units to total project's saleable units  
6. Main building work completion



05

THE  
LOFTS  
EKKAMAI

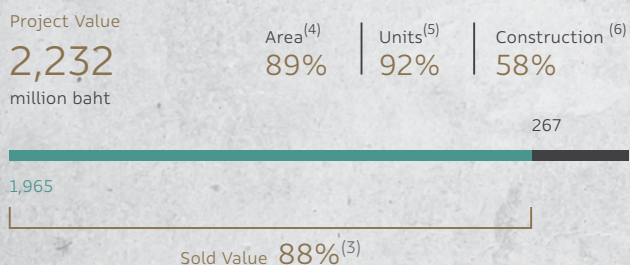
06

THE LOFTS EKKAMAI  
Sukhumvit, BangkokTHE LOFTS ASOKE  
Asoke, BangkokTHE  
LOFTS  
ASOKE

Comprised of 263 units, The Lofts Ekkamai, situated only 150 meters from Ekkamai BTS station and only a few minutes' drive

from expressways, is a residential project located right in central Bangkok. It is neighbored by popular shopping malls and one of the city's most frequented dining and entertainment areas, known as Thonglor-Ekkamai. The project is located on a freehold land plot of approximately 2 rai.

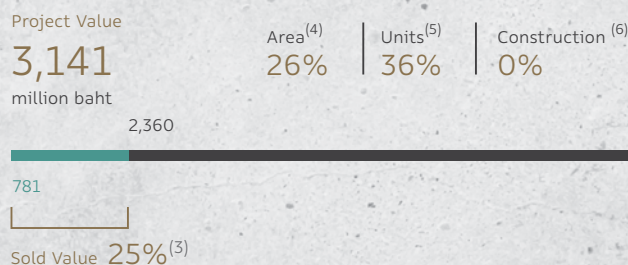
At the end of 2015, the project has a total combined saleable value of approximately Baht 2,232 million. As of December 2015, the project has achieved total sales of approximately Baht 1,965 million, equivalent to 88% of the project value or 89% of the total saleable area. Transfer of ownership is expected to commence in the fourth quarter of 2016. Average selling price for unsold units currently stands approximately at 180,000 baht per square meter.



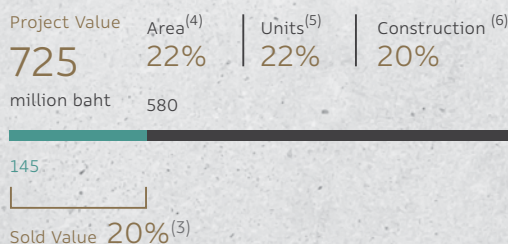
The Lofts Asoke features 211 freehold units, ranging from 1 & 2 loft simplexes (35–87sq.m.) up to sky loft duplexes (76–145sq.m.), with raw and bold living spaces. The Lofts Asoke enjoys a prime location in Sukhumvit, surrounded by shopping, dining, work and play – next to the upcoming Bangkok Rama IX CBD and Makkasan Complex. Travel from the development is made easy with direct access to MRT, Airport Link, Expressway and vicinity to BTS.



Sale of the project was launched around end of 2015 with project value of Baht 3,141 million. As of December 2015, the project has achieved total sales of approximately Baht 781 million, equivalent to 25% of the project value or 26% of the total saleable area. Transfer of ownership is expected to commence in the fourth quarter of 2018. Average selling price for unsold units currently stands approximately at 210,000 baht per square meter.

07 MEWS YEN AKAT  
Yen Akat, BangkokMEWS  
— YEN AKAT —

Situated on Soi Yen Akat 2, Mews Yen Akat is the inaugural project of Limited Edition Series. The project is located on a freehold land plot of approximately 2 rai with 9 units for sale. Sale of the project was launched in 2015 with project value of 725 million baht. As of December 2015, the project has achieved total sales of approximately Baht 145 million, equivalent to 20% of the project value or 22% of the total saleable area. Transfer of ownership is expected to commence in the fourth quarter of 2016/early 2017. Average selling price for unsold units currently stands approximately at 135,000 baht per square meter.



Recognized Value<sup>1</sup>  
Backlog  
Unsold Value<sup>2</sup>

Note 1. Includes value of units not transferred but with 100% cash received  
2. Based on latest price of unsold units  
3. Total sold value to total project value

4. Total sold area to total project's saleable area  
5. Total sold units to total project's saleable units  
6. Main building work completion



As part of our mission to develop a balanced business portfolio, the Company has the strategy to acquire and/or develop fixed assets to generate stable income stream. As of 31 December 2015, the Company had three fixed asset development under its portfolio, all of which had significant improvement in terms of occupancy as compared to 2014.

01

### THE VUE Charoennakorn, Bangkok



Vue is a lifestyle shopping centre project of approximately 4,118 square meters, situated in front of The River condominium project, located on Charoen Nakorn Road. It sits on a land plot approximately 3 rai in size. The building has 4 above-ground and one underground floors, with a 'Max Valu' Supermarket as an anchor tenant. Other tenants include the well-known Korean coffeehouse brand Tom N Tom's and King Kong Yakiniku, as well as other restaurants, coffee shops, and bakeries, medical clinics, and banks. As of 31 December 2015, the occupancy rate is 69%.

02

### SPACE 48 Rajadapisek, Bangkok



This office building, situated within the Preecha Complex, has a total area of 2,200 square meters and is located on Rajadapisek Road approximately 260 meters from Suthisarn MRT Station. The building has 8 office floors and additional car parking floors. The Company has redesigned and refurbished the facilities in 2013. As of 31 December 2015, 100% of the available space has been rented out.

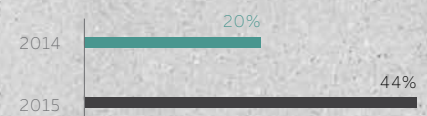
03

### "KLAPSONS" PROJECT Charoennakorn, Bangkok



Nestled inside the award-winning property, The River, situated at a prime waterfront location on the banks of the Chao Phraya River, Klapsons The River Residences features 69 stunning river-view rooms with intelligently designed living spaces and generous facilities. Unit size ranges from 58 to 146 sqm. This serviced apartment development had an average occupancy rate for December 2015 of 44%.

#### Occupancy by Projects





# CORPORATE STRUCTURE OF RAIMON LAND PLC.



Notes : \* Established on 28 October 2015



# GENERAL INFORMATION OF THE COMPANY,

## SUBSIDIARIES AND OTHER RELATED COMPANIES



RAIMON LAND PLC.  
5,809,676,871  
3,575,483,607

NAME  
Authorized Shares  
Issued Shares



THE RIVER  
CO., LTD.  
1,232,030,000  
1,232,030,000



TAKSIN PROPERTIES  
CO., LTD.  
1,200,000,000  
1,200,000,000



CONTEMPORARY  
PROPERTY CO., LTD.  
200,000,000  
200,000,000



RAIMON LAND  
RESORTS CO., LTD.  
7,000,000  
7,000,000



RAIMON LAND  
PLANNER CO., LTD.  
2,000,000  
2,000,000



RAIMON LAND PARK VIEW  
DEVELOPMENT CO., LTD.  
100,000,000  
100,000,000



RAIMON LAND  
DEVELOPMENT CO., LTD.  
500,000,000  
500,000,000



RAIMON LAND  
RESIDENCES CO., LTD.  
10,000,000  
10,000,000



RAIMON LAND  
SERVICES CO., LTD.  
500,000  
500,000



RAIMON LAND  
UNIXX CO., LTD.  
2,300,000,000  
1,735,000,000



RAIMON LAND  
EKKAMAI CO., LTD.  
10,000,000  
5,000,000

The Millennia Tower, 22/F, Units 2201-3,  
62 Langsuan Road, Lumpini, Pathumwan,  
Bangkok 10330  
Tel : 66 (0) 2029 1800  
Fax : 66 (0) 2651 9614  
Email : info@raimonland.com  
Website : www.raimonland.com



RAIMON LAND DEVELOPMENT  
(SINGAPORE) PTE. LTD.  
SGD 2  
SGD 2



RAIMON LAND PROPERTIES  
(SINGAPORE) PTE. LTD.  
SGD 2  
SGD 2

15 Hoe Chiang Road,  
#19-01 Tower Fifteen  
Singapore (089316)



PRARAM 4 CO., LTD.  
45,000,000  
45,000,000

48/5 Soi Rungroeng, Samsaennok,  
Huai Kwang, Bangkok

EY THAILAND  
External Auditor for  
the Company and Subsidiaries

BANGKOK JURIST  
CO., LTD.  
Legal Advisor to the Company

THAILAND SECURITIES  
DEPOSITORY CO., LTD.  
Securities Registrar

Other Related Companies

Notes: Further details can be found in Form 56-1

# SHAREHOLDERS AND CAPITAL STRUCTURE

As of February 1, 2016

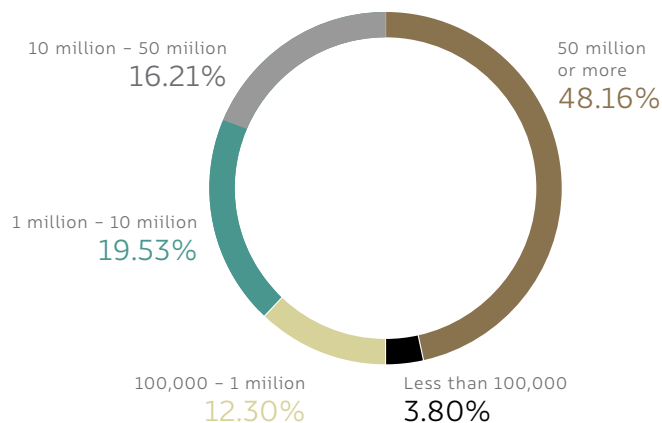
COMMON STOCK	
Authorized	5,809,676,871
Issued	3,575,483,607
Par Value (baht)	1.00
Market	SET
Industry	Property & Construction
Sector	Property Development
First Trade Date	10/09/1993
Securities Code	RML
Number of Shareholders	8,855
Foreign Limit	49.0%
Foreign Holding	28.9%

RML-W4	
First Trade : 29/06/2015	893,853,790
Exercised during 2015	–
Total as of 31/12/2015	893,853,790
Market	SET
Securities Code	RML-W4
Last Exercise Date	14/06/2018
Expiration Date	14/06/2018
Exercise Frequency	Quarterly

RML-WB	
Total as of 01/01/2015	89,000,000
Exercised during 2015	–
Total as of 31/12/2015	89,000,000
Market	N/A
Securities Code	N/A
Last Exercise Date	14/11/2018
Expiration Date	14/11/2018
Exercise Frequency	Monthly

PRINCIPAL SHAREHOLDERS		
	Shares	Stake (%)
JS ASSET MANAGEMENT PTE. LTD	893,000,000	24.98%
Thai NVDR Co., Ltd.	297,502,625	8.32%
Thai Prosperity Fund II	250,000,000	6.99%
Mr. Jirawud Kuvanan	224,540,800	6.28%
Mr. Permsak Meekusol	56,866,400	1.59%
Mr. Shin Kittipanuwach	45,000,000	1.26%
Mr. Kanapol Kittipanuwach	45,000,000	1.26%
Mr. Narat Sukthinthai	40,645,000	1.14%
Mr. Supachai Sutthipongchai	40,000,000	1.12%
Ms. Orachorn Charoenponganant	36,857,382	1.03%

SHAREHOLDING BY SCALE		
	Shares	Stake (%)
50 million or more	1,721,909,825	48.16%
10 million - 50 million	579,609,882	16.21%
1 million - 10 million	698,279,775	19.53%
100,000 - 1 million	439,736,568	12.30%
Less than 100,000	135,947,557	3.80%



# CORPORATE SOCIAL RESPONSIBILITY

TOWARDS SOCIETY AND THE ENVIRONMENT

## ORGANIZATIONAL GOVERNANCE, HUMAN RIGHTS, AND LABOR PRACTICES

The Company is committed to good organizational governance, fair human rights and labor practices. The Company has stipulated code of conduct which is published on the Company's website: <http://rml.listedcompany.com/>. In addition, in order to promote the Company's staff to comply with code of conduct, the Company has provided employees with access to information via the Company's internal system called Sharepoint.

## RESPONSIBILITY TOWARDS CUSTOMERS

The Company emphasizes on customers' benefits during the process of project concept design all the way through selection of construction materials (details of each project may vary) with key following points:

- Ample common area and sufficient parking space for customers
- Rigorous security system including elevator key card access and strict policy on external visitors
- Design and construction materials which help reduce energy consumption and customers' energy-related expenses
- Double glaze glass to prevent noise pollution

In addition, in the case of unpredictable events that render customers unable to affect a transfer, the Company, on case by case basis, has a policy to assist customers as followings:

- In the case of death or severe sickness, the Company will return deposits without penalties
- In the case of sudden change in customers' financial position arising from abrupt unemployment or significant change in foreign exchange rate, the Company shall hold the customers' deposit for a period of one year with the purpose of re-deploying the amount as deposits for an alternative unit within the same or other project
- In the case customers have not fully paid for deposits and there is a sudden change in customers' financial position, the Company shall recommend customers to switch to a more economical unit

## ENVIRONMENT PROTECTION

The Company emphasizes environment protection during the process of project concept design all the way through selection of construction materials (details of each project may vary) with key following points:

1. **Energy Conservation**
  - Double Glazing and/or additional Low E coating (solar barrier)–to reduced heat (lower A/C and electrical load) and noise gain
  - Use of automatic control air conditioning systems that make use of chilled water to reduce energy usage and to be more environmentally -friendly
  - Use of an electrical system that supports the use of LED light bulbs thus helping to save energy
2. **Environment Preservation**
  - Re-cycling of 'grey' water from units to use for landscape irrigation or floor cleaning
  - Low water consumption bathroom/toilet fittings, example: 4 litres per minute rather than 6 liters/ minute, dual flush cisterns
  - Efficient pressure control systems for all water/ plumbing outlets that help to conserve overall water usage
  - Salt water chlorination system for swimming pools to reduce pollution arising from chlorine purification
  - Use of wood laminated materials in the construction work that help reduce the overall quantity of solid wood material and, thus, the number of trees that are felled. In the case of wood, forested (renewable) timber is used rather than rain forest timber
  - Ceramic tile, using this product rather than natural stone or even timber
  - Preservation of existing mature trees on projects, where possible
3. **Design Element**
  - Targets 50% of project's open area as green area and provides greeneries wherever possible such as green wall for carpark section of the building

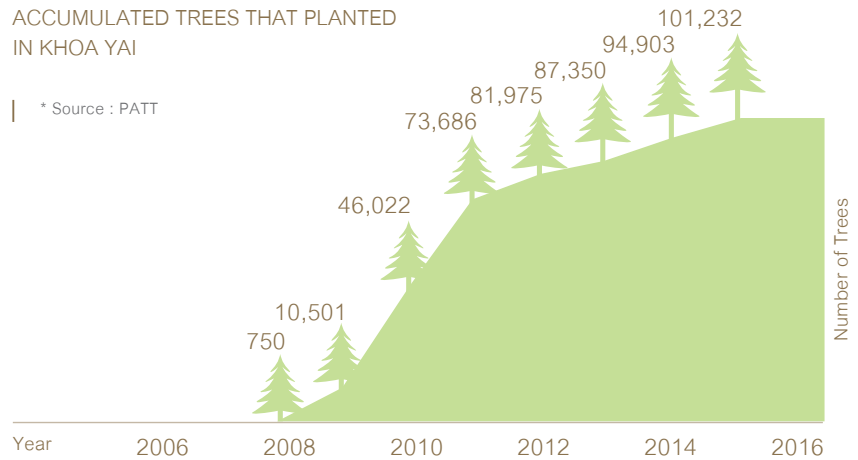
# CSR AFTER-PROCESS

## ENVIRONMENTAL SUPPORT

2015 is the eighth consecutive year that Raimon Land had actively supported the “Plant-A-Tree-Today (PATT) Foundation”, by funding a saplings or young trees nursery facility located within the Khao Yai National Park Reserve. The Company funds the organization 20,000 baht monthly or 240,000 baht annually. To date, the project has successfully planted more than 100,000 trees.

### ACCUMULATED TREES THAT PLANTED IN KHOA YAI

\* Source : PATT



## EDUCATIONAL SUPPORT

In every society, education is paramount to success. As such, Raimon Land sees this scholarship endowment as a meaningful way to express its role in the community.

On 22 August 2014, the Company founded Raimon Land Scholarships for 25 students who exhibited exceptional academic merit from Chulalongkorn University's faculties of architecture and engineering, by a special committee, for two types of scholarships:

- Raimon Land Gold Medal Scholarships were awarded to final year students who finished at the top of their class. Each recipient received a THB 40,000 scholarship.
- Raimon Land Prize Scholarships were awarded to students with notable academic records who require financial assistance. Each recipient received a THB 60,000 scholarship.

In 2015, the scholarship program awarded 18 scholarships to qualified students. The Company also supported Chulalongkorn University by providing technology equipments and educational tools for its multi-purpose visual lab.





# ANTI-CORRUPTION POLICY

According to the resolution of the Board of Directors, Meeting No.1/2015, dated 2 March 2015, the Board of Directors have approved the Company to participate in "Thailand's Private Sector Collective Action Coalition against Corruption." (CAC) The purpose of the participation is to demonstrate the Company's commitment to prevent and eliminate corruptions that may arise in any types and forms. On 26 June 2015, the Company joined a conference with regards to amended process for CAC membership certification. On 14 August 2015, a resolution was passed for the Company to be CAC certified by December 2016.

To achieve such goal, relevant person(s) of the Company attended "Anti-Corruption the Practical Guide (ACPG) 22/2015" between 24-25 September 2015 and also participated in "Anti-Corruption in Thailand: Sustaining the Momentum" on 15 October 2015.

CAC certification process was proposed to Audit Committee Meeting No. 02/2016 dated 25 February 2016. The Company expected to be certified as planned. In addition, during 2015, a resolution was passed to establish Risk Management Committee during Board of Directors' Meeting No.10/2015 dated 27 November 2015. The Company also prepared assessment on anti-corruption risk which was proposed to Audit Committee during Audit Committee Meeting No.02/2016.

On 7 October 2015, THAI PAT Institute (THAI PAT), with the support from SEC, assigned the Company rating for anti-corruption at "3 (established)," meaning that the Company had established anti-corruption policy, had conducted assessment on risks relating to frauds, had educated its staff on anti-corruption policy and had followed-up and revised the validity of such policy annually.

With the recommendation of the Audit Committee and approval of the Board of Directors, the Company has started implementing Anti-corruption Policy since 3 March 2015 with following key points:

1. Management and employee at all levels and departments, including consultants, whether permanent, fixed-term or temporary, must not corrupt or accept corruption of all forms in any circumstances, covering the business of the Company in every country and in every relevant government agency, public enterprise agency and private organization.
2. The following course of action may be considered as corruption, whether direct or indirect, or may incur risks of corruption act. Hence, the "employees" of the Company shall pay utmost attention to and/or refrain from the following actions:
  - a. Giving and accepting gifts and hospitality
  - b. Giving and accepting cash or cash equivalent
  - c. Offering bribery to a government official
  - d. Giving and accepting bribery in any course of business
  - e. Fraudulent action with any private organization
  - f. Any charitable donation or contribution shall be made with the condition of being transparent and compliant with the laws
3. All employees shall notify any act of corruption as defined in the policy to their supervisor, management of the Company, or an internal audit department.

4. Any employee who commits the corruption and violates the terms of this policy will be subject to disciplinary action. In case such act violates the law, the conviction must be applied
5. This policy must be reviewed regularly by the Company and revised properly on a yearly basis
6. The Company complies with the anti-corruption laws in Thailand

This Anti-Corruption policy is effective and uploaded to the Company's website on 31 March 2015

## Practices according to the Regulation and Controls to Prevent and Detect Risk from Fraud and Corruption

1. In 2015, the Company continued to provide staff with training on anti-corruption practices including (1) distribution of information on Anti-corruption policy, (2) review of such policy at least once a year, (3) distribution of case study on corruption in a real estate company, and (4) establishment of no-gift policy during the Holidays.
2. The Company conducted "Fraud and Corruption Risk Assessment" for the second year. The Company used the questionnaire which cover all major business processes where frauds were likely to occur including:
  - a. Sales and cash receipt
  - b. Procurement and payment of services and/or supplies
  - c. Human resources management
  - d. Employees' expenses reimbursement
  - e. Financial reporting
  - f. Company's assets accessibility

From the evaluation of existing internal controls, the Company found that there is an adequate internal control system which would allow for detection and reduction of fraud.

In 2016, the Company plans to review and evaluate the risk of fraud and corruption on regular basis in order to ensure that the Company has appropriate and effective system to prevent fraud. The Company also plans to announce and distribute information from relevant regulatory bodies and will provide necessary training for all employees according to fraud and corruption on continued basis.

## Whistle-Blowing Policy

1. The Company shall establish whistle-blowing channels outside traditional mean so that whistle-blowing reports can be submitted by the employees, suppliers, or the public through this channel.
2. The Company shall establish whistleblower channels through Mr. Kittit Gajanandana, Chairman of the Audit Committee (email:kitti.gaja@gmail.com or 293/1 Soi Mitr-anan, Nakornchaisri Road Subdistrict, Dusit District, Bangkok 10300) or Dr. Siri Ganjarerndee (email:siripusa@gmail.com or 44/2 Moo 6 Bangpai Subdistrict, Bangkai District, Bangkok 10160). The Company shall keep the identity of the whistleblower confidential and shall provide comprehensive protection to the whistleblower.
3. The Company shall disclose information only as needed in order to preserve whistleblower's safety against discrimination or retaliation.



A  
NEW BEGINNING

FOR

THE NEXT ERA

# SHAREHOLDERS AND CAPITAL STRUCTURE

## EQUITY FINANCING:

### 1. ORDINARY SHARES (RML)

Please refer to section on Shareholders and capital Structure (Page 28)

### 2. SHAREHOLDERS

Please refer to section on Shareholders and capital Structure (Page 28)

### 3. OTHER SECURITIES

#### 3.1 Warrants (RML-W4)

On 15 June 2015, the Company issued 893,853,790 warrants (RML-W4), which can be exercised to subscribe for newly issued ordinary shares of the Company at the rate of 1 warrant per 1 ordinary share with the exercise price of Baht 1.97. These warrants can be exercised on the last business day of each March, June, September and December starting from 30 September 2015 to 15 June 2018.

During 2015, no warrants holders exercised their rights to purchase ordinary shares of the Company, with the following details:

WARRANT (UNITS)	
Total No. of warrants units as at 15 June 2015	893,853,790
Total No. of warrants exercised during 2015	-
Remaining total No. of warrants units as at 31 December 2015	893,853,790

#### 3.2 ESOP - Warrants (RML-WB)

On 1 November 2013, a resolution was passed at the EGM No 1/2013 of the Company approving the issue and offer for sale of 89 million ESOP warrant units at the offering price of Baht 0.00 per unit. The warrant unit has an exercise conversion rate of 1 warrant unit per 1 ordinary share, with the exercise price of Baht 1.67. The warrants were offered to 2 executive directors of the Company at 44.5 million units each.

On 12 November 2013, a resolution was passed at the Board of Directors meeting No.12/2013 approving the issue of 89 million warrants of the Company (RML-WB) on 15 November 2013, whereby the holders of these warrants can exercise their rights to purchase ordinary shares of the Company on the last business day of every month during the period of not more than 5 years, starting from the issue date of the warrants.

As at 31 December 2015, no RML-WB warrant unit holder has exercised his right to purchase ordinary shares of the Company.

WARRANT (UNITS)	
Total No. of warrant units as at 1 January 2015	89,000,000
Total No. of warrants exercised during 2015	-
Remaining total No. of warrants units as at 31 December 2015	89,000,000

#### 4. DEBT FINANCING:

The Company has following debt financing:

TYPE OF LIABILITIES (Baht-Million)	31 DECEMBER 2015
Short term loans from financial institutions*	100
Long term loans from financial institutions**	2,784
<b>TOTAL INTEREST-BEARING LIABILITIES</b>	<b>2,884</b>

\* Bill of Exchanges—details as per section 4.1

\*\* Includes current portion of the loans and debentures

##### 4.1 Bill of Exchange

As of 31 December 2015, the Company has following bills of exchange outstanding:

ISSUER	ISSUE DATE	DISCOUNT	DUE DATE	FACE VALUE
Asia Plus PLC	29 October 15	1,649,062.3	26 April 16	100,000,000.00
<b>TOTAL</b>				<b>100,000,000.00</b>

##### 4.2 Debentures

On 29 July 2015, the Company issued 500,000 units of unsecured debentures with a face value of Baht 1,000 each, or a total of Baht 500 million. The debentures will mature on 29 July 2018, bearing interest at a rate of 4.8 percent per annum. The interest is paid on quarterly basis.

The debenture agreement contains covenants as specified in the agreement and restrictions on the Company, related to such matters as the maintenance of a certain debt to equity ratio.

#### 5. DIVIDEND POLICY

##### 5.1 Company's Policy

In the case the Company achieves a net profit and there is no existing accumulated loss carried forward, the Company shall pay out dividends, in the form of cash, of no more than 50% of total net profit after tax, net of allocation for any required legal reserves.

##### 5.2 Statutory Reserve for the Company

According to clause 116 of Public Company Limited Act (B.E. 2535), the Company is required to allocate at least 5 percent of its total net profit after tax (net of accumulated loss carried forward, if any) as statutory reserve. The Company is required to allocate for statutory reserve until such reserve has reached an amount equivalent to 10 percent of the Company's registered capital. This statutory reserve cannot be used for dividend payment purpose.

##### 5.3 Subsidiaries' Policy

Board of directors of each respective subsidiary is authorized to provide resolutions for dividend payment. The dividend payment shall be paid out of total net profit after tax only. For interim dividend payment, the board of directors of each respective subsidiary may consider to affect such payment as long as it is deemed that such subsidiary has enough net profit after tax to do so.

##### 5.4 Statutory Reserve for the Subsidiaries

Upon each dividend payment, subsidiaries are required to allocate at least one twentieth of their respective net profit after tax for statutory reserve. The subsidiaries are required to allocate for their respective statutory reserves until such reserves have reached one tenth of the subsidiaries' respective capital.



# MANAGEMENT STRUCTURE

## BOARD OF DIRECTORS

REMUNERATION  
& NOMINATION  
COMMITTEE

RISK  
MANAGEMENT  
COMMITTEE

EXECUTIVE  
COMMITTEE

AUDIT  
COMMITTEE

CHIEF  
EXECUTIVE OFFICER  
Mr. Tan Chin  
Kwang Johnson

INTERNAL  
AUDITOR

01

EXECUTIVE  
DIRECTOR  
Ms. Nuch  
Kalyawongsa

VICE  
PRESIDENT,  
HUMAN  
RESOURCES

DEPUTY  
VICE  
PRESIDENT,  
LEGAL

02

CHIEF FINANCIAL  
OFFICER  
Mr. Sataporn  
Amornvorapak

DEPUTY  
VICE  
PRESIDENT,  
FINANCE AND  
ACCOUNTING

ASSISTANT  
VICE  
PRESIDENT  
INFORMATION  
TECHNOLOGY

ASSISTANT  
VICE  
PRESIDENT  
CORPORATE  
FINANCE

ASSISTANT  
VICE PRESIDENT  
CORPORATE  
PLANNING  
AND INVESTOR  
RELATIONS

03

VICE PRESIDENT,  
DEVELOPMENT  
Mr. Gerard  
Conor Healy

VICE  
PRESIDENT  
CONSTRUCTION

VICE PRESIDENT  
PROPERTY  
MANAGEMENT

VICE PRESIDENT  
DESIGN

04

DEPUTY VICE  
PRESIDENT,  
BUSINESS  
DEVELOPMENT  
Mr. Simon Derville

05

DEPUTY VICE  
PRESIDENT, SALES  
Ms. Chatuporn  
Supayong

06

VICE PRESIDENT,  
MARKETING  
& BRANDING  
Mr. Kipsan Oslo Beck

Management Structure of Raimon Land Public Company Limited as of 31 January 2015

**Remarks:**

- Resolution was passed during Board of Directors' Meeting No.10/2015 to dissolve Remuneration Committee and establish Remuneration and Nomination Committee
- Resolution was passed during Board of Directors' Meeting No.10/2015 to setup Risk Management Committee

# BOARD OF DIRECTORS

## ATTENDANCE AT BOARD OF DIRECTORS MEETINGS IN 2015

In 2015, there were a total of 10 Board of Directors meetings, whereby the attendance record of directors is as follows:

	NAME	Date of Appointment	Number of Attendances
1	Mr. Pradit Phataraprasit	27 April 2015	10/10
2	Mr. Lee Chye Tek Lionel	1 February 2013	5/10
3	Mr. Tan Chin Kwang Johnson	1 February 2013	10/10
4	Mr. Lee Chye Cheng Adrian	27 April 2015	5/10
5	Ms. Nuch Kalyawongsa	27 April 2015	10/10
6	Mr. Roland Pang Tze Vui	23 April 2014	9/10
7	Mr. Kittti Gajanandana	23 April 2014	10/10
8	Mr. Sataporn Amornvorapak	14 August 2014	10/10
9	Dr. Siri Ganjarerndee	14 August 2014	10/10

## MANAGEMENT TEAM

List of the Company's Management according to Tor. Jor. 23/2551 (Clause 89/1)

1	Mr. Tan Chin Kwang Johnson	Chief Executive Officer
2	Ms. Nuch Kalyawongsa	Executive Director
3	Mr. Sataporn Amornvorapak	Chief Financial Officer
4	Mr. Gerard Conor Healy	Vice President, Development
5	Mr. Simon Derville	Deputy Vice President, Business Development
6	Ms. Chatuporn Supayong	Deputy Vice President, Sales
7	Mr. Kipsan Oslo Beck	Vice President, Marketing and Branding

# COMPANY SECRETARY

MR. WIT SUTHIRACHARTKUL

## POLICY GOVERNING COMPANY SECRETARY

The Board of Directors has stipulated a requirement for Company Secretary. Appointment of Company Secretary takes into considerations relevant rules, regulations and good corporate governance. The Company Secretary is required to have background in laws or accounting, and preferably been trained under relevant programs. The Company Secretary is expected to provide legal advices to the Board of Directors in conjunction with supervising activities of Board of Directors. In addition, the Company Secretary is required to organize meetings, prepare relevant documents, and ensure that resolutions of the Board of Directors have been carried out.

In 2015, the Board of Directors appointed Mr. Wit Suthirachartkul, Assistant Vice President, Investor Relations, as the Company Secretary on the ground that Mr. Wit Suthirachartkul has relevant experience and is qualified for such position.

## REQUIRED ATTRIBUTES FOR COMPANY SECRETARY

1. Has a thorough understanding on the Company's business, roles and responsibilities of Company Secretary, responsibilities of the Board of Directors, and possesses knowledge of relevant rules and regulations
2. Performs roles and responsibilities according to applicable rules and regulations, codes, article of associations with the utmost care, honesty, integrity, and commitment with the aim to achieve the Company's objectives under good corporate governance
3. Strictly adheres to integrity and good conducts and always takes into consideration every stakeholder, in addition to refraining from any activities that might negatively affect the Company's reputation
4. Ensures the Company's confidentiality and does not seek any personal benefits or gains from any type of business dealings
5. Has excellent interpersonal skill and is capable of coordinating with various internal and external parties.

## ROLES AND RESPONSIBILITIES OF COMPANY SECRETARY

1. Provides preliminary advices to the Board of Directors in relation to rules and regulations of the Company as well as ensures that such rules and regulations are being enforced
2. Coordinating and facilitating shareholder and Board of Director meetings as per stipulated by the Company's rules and regulations
3. Organizing, preparing agendas for and taking minutes of board meetings and annual general meetings as well as ensuring that all resolutions either by shareholders or by the Board of Directors are carried out
4. Organizing and preparing statutory books including: Register of Board of Directors, Annual Reports, Invitation Letters for shareholder and Board of Director meetings
5. Bookkeeping of report of conflict of interests whether by Directors and/or management as well as ensuring that such report is submitted to relevant authorities
6. Overseeing information distribution and disclosure to relevant authorities as per applicable rules and regulations

# DIRECTOR AND MANAGEMENT REMUNERATION

## DIRECTOR REMUNERATION

The Company has established a transparent policy on Director Remuneration whether in the form of monetary or non-monetary benefits. Amount of remuneration is based on responsibility, duty, and benefits the Company expected to derive from a board member. In addition, such remuneration is required to be comparable with those of other publicly listed company on the Stock Exchange of Thailand; provided that such comparable companies are of similar industry and size. Finally, remuneration is required to be sufficiently attractive to retain and motivate board members to perform their duties with utmost transparency, with the aim to achieve the Company's goal. The Remuneration Committee is required to define general guidelines for the Company's incentive pay to the Board of Directors and Executive Management, which must be ultimately approved by the general meeting of the Company.

NAME	REMUNERATION IN 2015 (BAHT)
Mr. Pradit Phataraprasit	1,670,000
Mr. Kittti Gajanandana	967,500
Dr. Siri Ganjarende	847,500
TOTAL	3,485,000

## MANAGEMENT REMUNERATION

The Board of Director takes into consideration responsibilities, duties, and performance of each individual executive when determining incentive pay for the management. The Remuneration Committee is required to define guidelines for the Company's incentive pay to the management. Such pay is expected to be sufficiently attractive in order to retain and motivate the management of the Company.

TYPE OF REMUNERATION	REMUNERATION IN 2015 (BAHT)
Salary	39,717,784
Bonus	15,762,732
Contribution to Provident Fund	1,724,972
Others	18,839,995
TOTAL	76,045,483



# OTHER TYPES OF REMUNERATION

## SUMMARY OF WARRANTS TO THE DIRECTORS, MANAGEMENT AND/OR THE EMPLOYEES OF THE COMPANY, UNDER THE ESOP PLAN (RML-WB)

### Program Objectives

1. To retain key person(s) within the organization and to maintain commitment of such person(s)
2. To allow Directors to participate in ownership of the Company
3. To retain personnel with high capability and efficiency on a long-term basis, and also to support the Directors' motivation to work for the Company's long-term benefits

### Key details of the ESOP-Warrants to be issued and allocated to the Directors of the Company

- The term of the ESOP-Warrants shall be 5 years, from the date of the first issue and allocation
- The total number of ESOP-Warrants to be issued and offered is 89,000,000 units, or representing 2.49% of the Company's paid-up shares outstanding
- Offering price of 0 Baht per unit
- The ESOP-Warrants shall be allocated as followings :

NAME	POSITION	ALLOTMENT	
		Units	Percentage of total issuance
Mr. Tan Chin Kwang Johnson	Chief Executive Officer and Executive Director	44,500,000	50.00
Mr. Lee Chye Cheng Adrian	Executive Director	44,500,000	50.00

- Each unit of ESOP-Warrants shall be convertible into one ordinary share
- The exercise price of Baht 1.67 per share, which is 25% higher than the weighted average closing price of the Company's ordinary shares trading on SET during 15 consecutive business days prior to the approval date by the Board of Directors on this matter (between 5-25 September 2013), which is equaled to Baht 1.34 per share

# HUMAN RESOURCES

## TOTAL EMPLOYEES, CATEGORIZED BY DEPARTMENTS

As of 31 December 2015, the Company had a total of 181 employees not including Directors and senior management. Details of employees as per departments as following:

DEPARTMENTS	NUMBER OF EMPLOYEES
Research & Business Development	4
Customer Relations Management	26
Construction	4
Design	1
Project Development & Design	4
Direct Sales	8
Executive Office	1
Facilities Maintenance Management	15
Finance & Accounting	22
HR Management	3
Administration	14
Internal Audit	2
Information Technology	4
Legal	2
Marketing	7
Property Management	4
Property Management (Raimon Land Services Co., Ltd.)	38
Sales	22
<b>TOTAL</b>	<b>181</b>

## EMPLOYEE REMUNERATION

TYPES OF REMUNERATION	TOTAL REMUNERATION IN 2015 (BAHT)
Salaries and Overtime	97,465,780
Bonus	17,735,933
Sales Commission	16,020,885
Contribution to the Employee provident fund	3,627,932
Others	3,008,506
<b>TOTAL</b>	<b>137,859,036</b>

## POLICY FOR STAFF DEVELOPMENT

The Company greatly emphasizes on staff development. Details of such policy can be found on the Company's website : <http://rml.listedcompany.com/>

## SUMMARY TABLE OF STAFF TRAINING

ITEMS	DETAILS	HOURS
1	Preparation for Bond Issuance	32.00
2	Finance and Cash Flow Management Strategy for Real Estate	17.00
3	CEO Survey : Economic Outlook	3.30
4	Key Legislation for Real Estate Investment	9.00
5	IR Business Strategy	4.00
6	IR Preparation for Roadshows	4.00
7	Thai Labor Standard for ASEAN	14.00
8	FAQS on Withholding Tax : Frequently Encountered Issues	29.20
9	VAT Issues and Mitigation	8.00
10	How Can Mid -and Small -Cap Attract Investors	3.00
11	First Step to Investor Relations	8.30
12	Course on CSR Reporting	6.30
13	Company Secretary for Good Corporate Governance	8.30
14	Bloomberg IR Training	2.30
15	Introduction to Capital Market and Analysts	8.30
16	Understanding Roles and Importance of Investors	8.30
17	City Planning Forum	3.30
18	Recruiting the Right Employees	5.00
19	New Accounting standard 2015	4.00
20	Difference between Financial Accounting and Tax Accounting 2015	8.00
21	Key Changes in TFRS	44.50
22	Internal Audit System for Company Filing for IPO	4.30
23	Anti-Corruption The Practical Guide (ACPG)	8.00
24	Recruitment Centre & Talent Search	3.00
25	Basic Website Construction	7.00
26	Pack5 and Fair Value	7.30
27	Standard Template for Financial Accounting	7.30
28	Sales Force Open House 2015	7.00
29	COSO for Internal Auditors as Business Consultants No.1/58	7.30
30	Information Security No. 14	9.00
31	IR Certification No. 4	7.30
32	PHP101-J	7.30
33	Communication Strategy	672.00
	<b>TOTAL</b>	<b>976.90</b>



# CORPORATE GOVERNANCE

## CORPORATE GOVERNANCE POLICY

Raimon Land Plc has set out policies for corporate governance that adhere to the 'Principles of Good Corporate Governance for Listed Companies' promoted by the Stock Exchange of Thailand. The Company ensures transparency, integrity and accountability in line with international standards by setting up an Audit Committee comprised of 3 qualified individuals. These individuals are tasked to independently audit and monitor performance of the Board of Directors. To further ensure good corporate governance and better supervision, the Company has appointed an internal auditor since the end of 2003. Structurally, the Audit Committee and internal auditor are completely independent from the Company's Executive Committee. The Board has committed itself to compliance with the 'Code of Best Practice for Directors of Listed Companies' and the 5 principles of 'Good Corporate Governance, 2003' as follows:

### 1. RIGHTS OF SHAREHOLDERS:

- The Board of Directors acknowledges that good corporate governance is vital for the benefits of the Company and shareholders. Thus, the Board of Directors has set up policies and procedures to ensure transparency in accordance to relevant laws and business ethics, with the aim to maximize shareholders' benefits and to prevent any conflicts of interest. In addition, good corporate governance, along with internal control systems executed by independent directors and Audit Committee, is essential to sufficient risk management, and having proper internal control systems in place as well as having internal audit system reviewed by Independent Directors/Audit Committee Members.
- The Company shall disclose up-to-date information to the public via its corporate profile, corporate website and company newsletter, all of which in English and Thai
- Shareholders are notified at least 7 days in advance (14 days under the case of special agendas) of each shareholder' meeting in a written letter that specifies the date, time and venue of the meeting. The letter shall also provide detailed agendas, each of which shall be accompanied by the Board of Directors' opinion on such matter. Such practice is to ensure that all shareholders shall receive adequate time and information for decision making process
- The Company is fully aware of the right of shareholders to access information. The Company welcomes shareholders' comments and ideas. The Company has arranged for representatives of the Executive Committee, management, Audit Committee and auditors to attend every meeting. Complete and accurate minutes are taken at each meeting and

shall be submitted to the Stock Exchange of Thailand within 14 days following such meeting. Every meeting minute shall be presented to shareholders in subsequent meeting for shareholders' acceptance

### 2. EQUITABLE TREATMENT OF SHAREHOLDERS

- All shareholders have equal rights to attend and vote at meetings as specified in the Articles of Association. Should a shareholder be unable to attend a meeting, the shareholder is encouraged to appoint a proxy to attend the meeting or assign an independent director to vote for his stead. All shareholders shall be treated equally with respect to their rights.
- Chairman of the shareholders' meeting shall provide shareholders an opportunity to express opinions and ask questions related to the agenda or related to the Company in general
- The Board of Directors provides an opportunity for shareholders to elect directors on an individual basis.
- The Board of Directors uses voting cards for important agenda items such as election of directors, related party transactions, acquisitions or disposals of core assets, etc.

### 3. ROLE OF STAKEHOLDERS

- The Company values the rights of stakeholders including shareholders, customers, employees, suppliers, competitors, official authorities, society and environment. The Company has published Code of Conduct to provide ethical guidelines for the Company's directors, management, and employees. The Company expects every person in the organization to strictly adhere to such Code of Conduct
- The Board of Directors has established clear policies on fair treatment to each group of stakeholders for implementation and measurement of policy effectiveness in order to prevent infringement of stakeholder right and to redress violations of stakeholders' legal rights

### 4. DISCLOSURE AND TRANSPARENCY

- The Company recognizes the importance of accurate, complete, transparent and timely disclosure of financial, general and other information that may affect the price of the Company's securities. Further, the Company has set up Investors Relation Department in order to handle communication with investors and analysts with an emphasis on complete, transparent and timely disclosures
- The Company's Board of Directors is responsible for the accuracy of the Company's and its subsidiaries'

consolidated financial statements and related information as shown in the annual reports, which are prepared in accordance with generally accepted Thai accounting principles. Conservative judgments and best estimates have been used to prepare the financial statements to ensure adequate and proper disclosure in the notes to the financial statements

- The Company's Board of Directors has arranged for an efficient internal control system to ensure that financial information is recorded accurately, completely and adequately in order to safeguard the Company's assets; and to help identify any loopholes in order to establish preventive measures in relation to any significant fraud or operation irregularities
- The Company has provided a transparent and appropriate guideline to determine directors' remuneration. Such guideline is required to be in accordance with market practices. Directors' remuneration is approved by shareholders at the general meeting, while management remuneration is approved by the Board of Directors or the Executive Committee. Executive remuneration shall take into account the Company's operating results as well as the performance of relevant executives

## 5. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- The Board of Directors of the Company consists of 9 directors as follows:

Directors	6 persons
Independent Directors	3 persons

- Independent Directors shall constitute at least one third of the Board of Directors. Independent Directors is comprised of (1) Chairman of the Board of Directors/Audit Committee member and (2) two Audit Committee members. The Independent Directors/Audit Committee are encouraged to express their views and maintain their independence when performing operation and transaction audit as well as evaluating internal control systems
- The Company has made a clear outline defining the authority and responsibility of the Board of Directors, Executive Committee, Audit Committee and Chief Executive Officer. In addition, Chairman of the Board of Directors shall act as an independent director and possess no relationship with management. Chairman of the Board of Directors shall not be representative of major shareholders, nor shall be the same person with Chief Executive Officer.
- The Company's directors shall act for the best interests of the Company, stakeholders, and shareholders as per followings:
  - a. Review and approve key business matters such as the Company's vision and mission, strategy, financial targets, risks and company business plan
  - b. Monitor that management execution is performed in an efficient and effective manner
  - c. Establish and approve corporate governance

policy and ensure consistency through policy revision, expected to perform at least annually

d. Ensure that internal control system, including financial control, is consistent with the Company's policy as well as reviewing internal control system at least annually

### 5.1 Director Authorisation and Restriction

Any 2 of the following 5 Directors - Mr. Lee Chye Tek Lionel, Mr. Tan Chin Kwang Johnson, Mr. Lee Chye Cheng Adrian, Ms. Nuch Kalyawongsa, and Mr. Sataporn Amonvorapak – signing together with the affixing of the official company seal.

### 5.2 Scope of Authority of the Company's Board of Directors

The Company's directors are required to perform their duties in compliance with all relevant laws and regulations; the Company's objectives and articles of association; and the resolutions by shareholders in good faith. The Company's directors are prohibited from carrying out any business of the same nature as and in competition with the Company's business and from being partners or shareholders or directors of other juristic persons carrying out a similar and competitive business, unless the shareholders are informed of such in a shareholders meeting prior to his/her appointment. If a director has direct or indirect interests in any agreements to be entered into with the Company or increases or decreases his/her shareholding or debenture holding in the Company and its affiliates or debenture, the director must inform the Company without delay.

### 5.3 Board Meeting and Relevant Notification

The Board of Directors shall convene at least 4 times annually. Directors are required to attend extraordinary meeting as required. Unless there is an emergency, letter of invitation shall be distributed to the board members 7 days prior to the meeting in order to provide directors sufficient time to digest the information. In addition, letter of invitation is expected to contain information concerning date, time, agendas and place of meeting. The Company is expected to produce meeting minutes within 14 days of the board meeting, and all directors are entitled to access the meeting minutes. The Company shall file all approved meeting minutes.

### 5.4 Meeting Quorum and Voting

- Meeting quorum requires at least half of the directors to be present. In the case the Chairman of the Board is absent, the Vice-chairman shall automatically be elected as chairman of the meeting. In the case the Company does not have Vice-chairman, one of the directors present at the meeting shall be elected as chairman
- Decision shall be based upon majority rule
- Each of the directors has 1 vote. Those having conflict of interests shall be abstained from voting. In the case there is a tie, the chairman is entitled to cast an additional vote

## SUB-COMMITTEE

(As of 31 December 2015)

The Company consists of the Board of Directors along with four sub-committees as following:

### BOARD OF DIRECTORS



[---] In the process of being changed or established

\* Resolution was passed during Board of Directors' Meeting No. 10/2015 to dissolve Remuneration Committee and establish Remuneration and Nomination Committee

\*\* Resolution was passed during Board of Directors' Meeting No. 10/2015 to setup Risk Management Committee

## EXECUTIVE COMMITTEE

### MEMBERS OF THE EXECUTIVE COMMITTEE

- |                               |                                 |
|-------------------------------|---------------------------------|
| 1. Mr. Lee Chye Tek Lionel    | Chairman of Executive Committee |
| 2. Mr. Tan Chin Kwang Johnson | Executive Committee Member      |
| 3. Mr. Lee Chye Cheng Adrian  | Executive Committee Member      |
| 4. Ms. Nuch Kalyawongsa       | Executive Committee Member      |
| 5. Mr. Sataporn Amornvorapak  | Executive Committee Member      |

### SCOPE OF AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

1. To manage the Company in all respects on a day-to-day basis
2. To provide company policies, business plans, budget and administrative structure
3. To provide operational guidelines in response to change in economic conditions to the Board of Directors for consideration.
4. To review the Company's operating results and ensure that operations undertaken are in accordance with policy.

The Executive Committee has no authority to approve a transaction that may create a conflict of interest; that would benefit a member of the Executive Committee or connected person; that would conflict with the Company or its subsidiaries as per regulations by Stock Exchange of Thailand. Such transaction must be submitted to the Board of Directors and/or shareholders meeting for approval, as required by the Company's Articles of Association and relevant laws.

## AUDIT COMMITTEE

The Audit Committee is comprised of three independent directors. Each of the independent directors has sufficient knowledge, experience, and qualification as per rules and regulations stipulated by the Stock Exchange of Thailand and The Securities and Exchange Commission.

### MEMBERS OF THE AUDIT COMMITTEE

- |                             |  |
|-----------------------------|--|
| 1. Mr. Kitti Gajanandana    | Chairman of Audit Committee (Independent Director) |
| 2. Mr. Pradit Phataraprasit | Audit Committee Member (Independent Director)      |
| 3. Dr. Siri Ganjarerndee    | Audit Committee Member (Independent Director)      |

Mr. Kitti Gajanandana is an Audit Committee member qualified for auditing the Company's financial statement and acting as Chairman of Audit Committee.

### SECRETARY TO AUDIT COMMITTEE

- |                      |   |
|----------------------|---|
| Mr. Jakkalin Kornkul | Assistant Vice President - Internal Audit |
|----------------------|---|

### SCOPE OF AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

1. To review the Company's financial statements to ensure that financial reports are fairly presented in all material respects
2. To ensure that the Company's internal control system is adequate and efficient, encompassing all relevant operational, financial reporting, and other matters
3. To evaluate that there are adequate budget, human resource, and independence of internal auditors for an efficient internal audit system; to recommend any appointment, transfer, termination of head and any staff within internal audit department or any relevant units
4. To review the Company's compliance with all laws pertaining to its business and the regulations of the Securities Exchange Commission and the Stock Exchange of Thailand
5. To propose, appoint, and terminate external auditors; to propose audit fee; and to attend meeting with external auditors, without management presence, at least annually
6. To disclose adequately and accurately all information pertaining to connected transactions or transactions that may have conflict of interest as required by rules and regulations
7. To ensure that the Company has an adequate system of risk management
8. To establish whistle-blowing process for the purpose of receiving lead to potential corruption and/or any financial irregularities as well as provide identity protection to whistle-blower
9. To prepare the Audit Committee Report, signed by the Chairman of Audit Committee, and published in the Company's annual report. The report shall consist of followings:



- Opinion on the credibility of financial reporting
- Opinion on the adequacy of internal control system, risk management, and anti-corruption measures
- Opinion on compliance with rules and regulations as stipulated by the Securities and Exchange Commission, the Stock Exchange of Thailand and any applicable business laws
- Opinion on the appropriateness of external auditor(s)
- Opinion on connected transaction and conflict of interests
- Number of meetings and meeting attendances of the Audit Committee
- Overall opinion or observation by the Audit Committee formed during performance of duty as per charter
- Other matters deemed necessary for shareholders to acknowledge while in accordance with duties and responsibilities assigned by the Board of Directors

10. To report to the Board of Directors the work carried out by the Audit Committee at least once per quarter.
11. To have an authority to summon directors, management, department heads, and any employees to discuss and/or answer to the Audit Committees' inquiry
12. Under the performance of duty, should the Audit Committee has found or suspected that any transaction or action may cause material impact to the Company's financial position and/or operation, the Audit Committee is required to report to the Board of Directors for a timely rectification. Transaction and action may include:
  - Any transaction that may create conflict of interests
  - Any corruption and/or irregularities in relation to internal control system
  - Violation of any rules and regulations as stipulated by the Securities Exchange and Commission, the Stock Exchange of Thailand and any relevant business laws
13. To perform any other tasks as assigned by the Board of Directors and agreed by the Audit Committee.

The term of an Audit Committee member is 4 years. In the event that a vacancy occurs for any reason other than the expiration of the term, then the Board of Directors will appoint another Director, who are qualified under SET regulations and requirements, as a replacement member of the Audit Committee. The replacement member will only serve for the remaining period of the term.

## ATTENDANCE AT AUDIT COMMITTEE MEETINGS IN 2015

In 2015, the Audit Committee convened 6 times. Details of attendances as per following:

NAME	Number of Attendance	Number of Absence
1 Mr. Kitti Gajanandana	6	0
2 Mr. Pradit Phataraprasit	4	2
3 Dr. Siri Ganjarerndee	6	0

## REMUNERATION COMMITTEE

Members of the Remuneration Committee are as followings:

- |                             |   |
|-----------------------------|---|
| 1. Mr. Pradit Phataraprasit | Chairman of Remuneration Committee (Independent Director) |
| 2. Mr. Kitti Gajanandana    | Remuneration Committee Member (Independent Director)      |
| 3. Mr. Lee Chye Tek Lionel  | Remuneration Committee Member                             |

## SCOPE OF AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE REMUNERATION COMMITTEE

1. Provide guidelines for the remuneration of Directors in order to propose to the Board of Directors, which must be ultimately approved by the shareholders.
2. Provide guidelines for the remuneration of the Chief Executive Officer in order to propose to and for approval by the Board of Directors.
3. The Remuneration Committee has the authority to summon executives or related persons to a meeting in order to provide additional explanation and information.
4. The Remuneration Committee may seek advice from experts at the expense of the Company in order to perform their duties in accordance with the Charter.
5. The Remuneration committee's duties are assigned by the Board of Directors.

Each term of Remuneration Committee member shall be 3 years. The Remuneration Committee members who complete the term may be reappointed. In case of vacancy due to the reason other than the expiration of the term, the Board of Directors shall appoint a director who is qualified according to the requirement by the Stock Exchange of Thailand. The appointed director shall serve the remaining period of the term.

## NOMINATION OF REMUNERATION COMMITTEE MEMBER

The Board of Directors takes into consideration personal qualification and appropriate member composition for the committee during nomination process. Nevertheless, in the case there is no qualified person, the Board of Directors may institute a special committee, comprised of the Company's directors and/or external advisors, to nominate Remuneration Committee member(s).

## ATTENDANCES AT REMUNERATION COMMITTEE MEETINGS IN 2015

In 2015, the Audit Committee convened 1 time. Details of attendances as per following:

NAME	Number of Attendance	Number of Absence
1 Mr. Pradit Phataraprasit	1	0
2 Mr. Kittti Gajanandana	1	0
3 Mr. Lee Chye Tek Lionel	0	1

## NOTE ON UPCOMING CHANGE OF REMUNERATION COMMITTEE

Resolution was passed during Board of Directors' Meeting No. 10/2015 to dissolve current Remuneration Committee ("Current Committee") and establish Remuneration and Nomination Committee ("New Committee"). The New Committee shall oversee all tasks currently assigned to the Current Committee along with additional tasks in relation to evaluating the board of directors and examining skills and characteristics required in board and key management candidates.

The Company is in the process of establishing the New Committee. Information pertaining to the New Committee shall be posted on the Company's website once available. Members of the New Committee are as followings:

- |                             |  |
|-----------------------------|--|
| 1. Mr. Pradit Phataraprasit | Chairman of Remuneration and Nomination Committee (Independent Director) |
| 2. Mr. Kittti Gajanandana   | Remuneration and Nomination Committee Member (Independent Director)      |
| 3. Mr. Lee Chye Tek Lionel  | Remuneration and Nomination Committee Member                             |

## RISK MANAGEMENT COMMITTEE

Resolution was passed during Board of Directors' Meeting No. 10/2015 to establish Risk Management Committee. The purpose of the Risk Management Committee is to perform centralized oversight and policy setting of risk management activities and to provide communication to the Board of Directors regarding important risks and related risk management activities. The Company is in the process of establishing Risk Management Committee. Information pertaining to the committee shall be posted on the Company's website once available. Members of the Risk Management Committee are as followings:

- |                               |  |
|-------------------------------|--|
| 1. Dr. Siri Gajarerndee       | Chairman of Risk Management Committee (Independent Director) |
| 2. Mr. Roland Pang Tze Vui    | Risk Management Committee Member                             |
| 3. Mr. Lee Chye Tek Lionel    | Risk Management Committee Member                             |
| 4. Mr. Tan Chin Kwang Johnson | Risk Management Committee Member                             |
| 5. Mr. Sataporn Amornvorapak  | Risk Management Committee Member                             |

## APPOINTMENT OF DIRECTORS AND EXECUTIVES

### APPOINTMENT OF DIRECTORS

An appointment of directors must be approved by the shareholders at the general shareholders' meeting, except for the case where vacancy was caused by a reason beyond term expiration. Under such case, the Board of Directors shall be entitled to appoint a person to fill such vacancy. The appointed person shall serve the remaining period of the term.

In practice, the nomination of directors can be carried out by the Board of Directors, without Nomination Committee process. In addition, shareholders may nominate a candidate for consideration during shareholders' meeting. The person, regardless of how he or she is nominated, has to be qualified, knowledgeable, capable, and experienced in relevant fields. In addition, the person shall not have prohibited traits as defined in the Public Companies Act and notifications of the Securities and Exchange Commission. The requirements and procedures for selection of company directors are given below.

According to Section 4 of the Company's Articles of Association, the Board of Directors comprises of at least 5 directors and at least half of the directors must reside in Thailand.

The appointment of directors must be carried out at the shareholders' meeting in accordance with the following requirements and procedures:

1. Each shareholder has one vote to one share
2. In appointing directors, each shareholder may vote for candidate(s) individually or as a group, as long as voting requirement in item no. 1 applies. However, the votes are indivisible (the voting for appointment of directors shall be non-cumulative voting).
3. The directors will be selected based on the total number of votes; in the case of a tie, the Chairman will cast the deciding vote.
4. At every annual general shareholders' Meeting, one-third of the directors - or the number nearest to one-third - must retire from the board. The retiring directors may be re-elected.
5. There must be drawing by lots to determine the directors retiring by rotation on the first and second years following a conversion into a public company. In each subsequent year, the directors who have been directors for the longest period must retire. In addition to the retirement by rotation, director vacates from the post upon:
  - a. Passing away
  - b. Resignation
  - c. Disqualifications or possessing prohibited traits according to the Public Companies Act
  - d. Removal by a resolution of the shareholders at the general shareholders' meeting
  - e. Dismissal by a court order

6. Any director wishing to resign is required to submit a resignation letter to the Company. The resignation is effective immediately upon the letter being received by Company. The director may notify the registrar of the resignation.

#### **SELECTION OF INDEPENDENT DIRECTORS**

The Company realizes the importance of having independent directors. Independent directors are in charge with auditing and supervising the Executive Committee in order to ensure transparency; to comply with relevant internal control systems, laws and regulations; as well as improving the Company's operational efficiency. An independent director must be knowledgeable, competent and experienced. Independent directors are selected according to the criteria set by the Company. The Board of Directors shall setup a special sub-committee to submit a short-list of candidates for consideration. Once approved, the nomination is proposed to the shareholders for approval at a shareholders' meeting, as outlined in the Company's Articles of Association. To qualify as an independent director, an individual must meet the following criteria:

- Holding less than 1% of the Company's total voting shares;
- Having no involvement in the management of the Company; not being an employee or a consultant; not having power to exert control in the Company, its affiliates, associated companies or connected person; not possessing a potential conflict of interest for at least 2 years prior to appointment; not having any juristic relationship with the legal consultant or external auditor of the Company or its affiliates
- Having no involvement in any business relationship in terms of finance and/or management of the Company, affiliates, joint venture or connected person of the amount equal to or more than 3 percent total net tangible assets; not having a relationship as a customer, a supplier, a trade creditor/debtor, or a financial creditor/debtor; receiving no benefits from the Company; and
- Not having familial relationship with management, major shareholders of the Company or its affiliates and associated companies, nor someone that may create a conflict of interest; and shall not be appointed to represent interests of particular directors or major shareholders.

#### **DIRECTOR ORIENTATION**

The Company has established policy in relation to director orientation with the aim to acclimatize the newly appointed director(s). The newly appointed director(s) will have an opportunity to discuss with Chairman of the Board and Executive Committee. The discussion shall cover expectation, roles, and responsibilities in relation to directorship as well as the Company's policies in relation to good corporate governance. In addition, the newly appointed director(s) shall have an opportunity to understand the Company's business and process via having site visits at applicable business units.

#### **POLICY TO PROMOTE CONTINUOUS DEVELOPMENT OF THE DIRECTORS AND EXECUTIVES**

The Board of Directors has a policy that promotes continuous development of directors, executives, and company secretary in order to improve productivity. The Board of Directors encourages every person to attend seminars and courses with relevant institutions, such as Thai Institute of Directors, the Stock Exchange of Thailand, among others, as deemed appropriate.

#### **SUPERVISION ON INSIDER INFORMATION**

The Company emphasizes on the confidentiality of sensitive information. It has established policies and procedures to prevent management from abusing insider information for their own benefits. The Company shall take legal action against any individual, who misuses insider information to the extent of criminal prosecution. In addition, the Company limits the access to such information by management and officers to the extent possible. The Company ensures that relevant officers adhere to the restrictions on trading of Company's shares using insider information; and/or forbids any inappropriate use of information in case the Company enters into a transaction which may have impact on security price. The management and officers are fully aware that they must not trade the Company's securities or cause others to trade on non-public information. Such information must not be disclosed to any other party prior to notification to the Stock Exchange of Thailand.

In addition, the Company also requires management to report any changes in their holdings in the Company's securities to the Securities and Exchange Commission, as outlined in Section 59 of Securities and Exchange Act B.E. 2535. An executive is required to provide a copy of the report to the Company on the date that the executive reports it to the Securities Exchange Commission of Thailand.



REPORT OF SHAREHOLDING BY DIRECTORS AND  
MANAGEMENT OF THE COMPANY, AS OF 31 DECEMBER 2015

	NUMBER OF ORDINARY SHARES (RML)		
	Beginning of Year	End of Year	Difference
Mr. Lee Chye Tek Lionel	893,000,000	893,000,000	0
Mr. Tan Chin Kwang Johnson	19,282,900	19,282,900	0
Mr. Gerard Conor Healy	96	96	0
Mr. Kipsan Oslo Beck	0	430,000	430,000

AUDITOR FEE FOR 2015

COMPANY BEING AUDITED	AUDITOR FEE
1 Raimon Land PLC.	1,520,000
2 Taksin Properties Co., Ltd.	420,000
3 Raimon Land Development Co., Ltd.	300,000
4 Raimon Land Unixx Co., Ltd.	240,000
5 The River Co., Ltd.	50,000
6 Contemporary Property Co., Ltd.	50,000
7 Raimon Land Park View Development Co., Ltd.	50,000
8 Raimon Land Resorts Co., Ltd.	50,000
9 Raimon Land Planner Co., Ltd.	50,000
10 Raimon Land Residences Co., Ltd.	50,000
11 Raimon Land Services Co., Ltd.	80,000
12 Raimon Land Ekkamai Co., Ltd.	220,000
13 Praram 4 Properties Co., Ltd.	30,000
<b>TOTAL</b>	<b>3,110,000</b>

# INTERNAL CONTROL AND RISKS MANAGEMENT

Raimon Land PLC. (“The Company”) is fully cognizant that internal control is vital for an organization. Effective internal control systems will help ensure greater corporate accuracy, efficiency, transparency and accountability, as well as the prevention, or at least minimization, of any potential damages that the Company may endure. As such, the Company has continuously improved a system of internal control that is both effective and efficient, as well as has established an Internal Audit Department responsible for assessing the sufficiency and effectiveness of such system.

The Internal Audit Department is a unit fully independent from management. The department is charged with the responsibility to review and audit activities of all business departments within the company and its Subsidiary Companies, with the aim to ensure that all business departments comply with established internal control procedures. The Internal Audit Department focuses on preventive measures through implementing various internal control procedures that are effective and appropriate for the Company’s business operations; and also gives useful recommendations or relevant information to support those undertaking the business activities with the aim to improve efficiency and productivity while ensuring full compliance. Any business activities are expected to have full transparency and accountability in accordance with the principles of good corporate governance. The AVP-Internal Audit is required to report quarterly findings to the Audit Committee, following which the Audit Committee shall then brief the Board of Directors on a quarterly basis.

## SUMMARY OF THE AUDIT COMMITTEE’S OPINION

The Audit Committee and the Internal Audit Department together assessed the sufficiency of the existing internal control system for the 2015 financial year. Both of these assessments were performed in accordance with the framework established by SEC under the guidelines of COSO (The Committee of Sponsoring Organizations of the Treadway Commission), revised in May 2013. Such guideline consists of following key elements: Control Environment; Risks Assessment; Control Activities; Information and Communications Systems; and Monitoring Activities.

Having in place a good internal control system will help prevent and manage risks along with any damages potentially inflicted upon the Company and its Stakeholders. Based on its review and assessment, the Audit Committee is confident that there is an effective internal control system in place. This will ensure that operations and business activities of the Company are in accordance with the established objectives, goals, relevant legal requirements and regulations. In addition, the system shall be able to protect the Company’s assets from any unlawful actions and resultant damages. Furthermore, the Audit Committee considers that the accounting records are fully correct and creditable.

In order to ensure that an effective internal control system and procedures are implemented; and to ensure that various business departments are in compliance, the Company has appointed Mr. Jakkalin Kornkul as AVP– Internal Audit, and concurrently as the Secretary of the Audit Committee during the meeting no. 01/2014. Mr. Jakkalin shall have the responsibility of ensuring that operations of the Company and its Subsidiary Companies conform to established internal control procedures. The Audit Committee considers that Mr. Jakkalin Kornkul is academically well-qualified; has sufficient relevant experience in relations to the duties as an Internal Auditor; and has regularly received training and knowhow enhancement in such profession on an ongoing basis. Therefore, the Audit Committee endorses appointment of Mr. Jakkalin Kornkul to this position.

Finally, any appointment, discharge, or transfer of AVP –Internal Audit and Secretary of the Audit Committee is required to have the formal concurrence and endorsement of the Audit Committee.

# CONNECTED TRANSACTIONS

## DETAILS OF CONNECTED TRANSACTIONS

For the financial year ended 31 December 2015, apart from those transactions already disclosed in the Note to the Financial Statements, the Company and Subsidiary Companies did not undertake any transactions with any parties who may have a possible conflict of interests; namely: the majority Shareholder, Directors, and those related or connected to these parties.

## NECESSITY AND REASONABLENESS OF TRANSACTIONS

In undertaking such connected transaction, the Company takes into consideration the necessity and reasonableness of such transactions as well as whether they are in line with normal business practices, in order to achieve maximum benefit and be in the best interests for the Company; whereby other key considerations taken into account include: the appropriateness of the fees charged and compensation relative to current fair market process and conditions that are comparable to the normal transactions undertaken by the Company with other non-related parties or businesses, and the associated general terms and conditions.

As such, undertaking such connected transactions should not unfairly transfer of any benefits from the Company to another party who may have a conflict of interests or vested interests in regards to the proposed transaction. During 2015, the Audit Committee has acknowledged and given its concurrence to all proposed connected transactions as well as decisions and actions by the Board of Directors/the Management in such matters, taking into account the appropriateness of proceeding with such connected transactions.

## PROCEDURES FOR THE APPROVAL OF 'CONNECTED TRANSACTIONS'

Approval for undertaking any such connected transactions by the Company has been fully in accordance with the Securities and Exchange Act as well as any notifications, rules and regulations of the SET; whereby those Directors or persons involve and with a vested interest in the proposed connected transaction will not participate in the consideration and approval of such transactions, unless it is considered as being a valid exception and waiver according to the Securities and Exchange Act as well as any notifications, rules and regulations of the SET regarding 'Disclosures of Information and Other Acts of Listed Companies in regards Connected Transactions B.E. 2546'.

## POLICIES AND POTENTIAL FOR UNDERTAKING FUTURE 'CONNECTED TRANSACTIONS'

For the future, the Company may undertake further connected transactions if it is considered to be of maximum benefits for and best interests of the Company; whereby the Company has established associated policies for undertaking such connected transactions that are in line with normal business practices, at fair market prices and comparable to those transactions undertaken by the Company with non-related parties. The Company is determined to full comply with the Securities and Exchange Act as well as any notifications, rules and regulations of the SET, together with any requirements on the disclosures of information on connected transactions or any acquisition or disposal of any assets of the Company and its Subsidiary Companies. Additionally, the Audit Committee will participate with the Board of Directors in meetings to consider and approve any proposed connected transactions, so as to gives its opinion as to the appropriateness of the transaction price and the reasonableness in undertaking such transactions.



# RISK FACTORS

## BUSINESS RISKS

### RISKS RELATING TO LAND ACQUISITION

Raimon Land's strategy for property development is to acquire land plots with high development potential. Key attributes of such plots include a strongly desirable location, proximity to lifestyle amenities and/or offices, and convenient access to transportation whether in the form of major roads, expressways or public transportation. Land plots that meet these criteria are highly sought after and therefore command an increasingly high price.

Raimon Land reduces the risk of not being able to acquire such plots through maintaining strong relationships with landowners in prime areas as well as various key members of the property community including brokers, consultants and lawyers. In addition, the Company allows potential sellers to submit land plots for consideration via the Company's website. Top management also leverages its own personal and professional network to bring in any land acquisition opportunity.

Finally, the Company is a leader in terms of producing in-house market research that keeps its business development team and top management supplied with up-to-date industry landscape. This helps mitigate the risks of acquiring an inappropriate land plot for development.

### RISKS RELATING TO PROJECT DEVELOPMENT

Prices of construction materials may fluctuate significantly which in turn affects cost of project development. Raimon Land minimizes such risks through employing single contractor per development under a 'Turnkey Construction Contract.' Such arrangement allows the Company to effectively control costs. Furthermore, the Company at time directly sources construction materials from manufacturers and suppliers, as well as agreeing in advance to a fixed delivery price. This helps reduce potential price fluctuations that may have an impact on the project's profitability.

Additionally, in undertaking each development project, the Company employs external advisors who are knowledgeable and experienced. Selection of these third-party advisors is based on their know-how, capabilities, reputation and track record. Latest technology, applications or special equipment are used to enhance the quality of their work and to control costs within the Company's budget. Latest technology and applications are also used for the purpose of improving efficiency and productivity of the construction processes and procedures.

The Company has expanded its property development business into provincial markets over the past 10 years, focusing on major destinations such as Phuket and Pattaya. Nevertheless, in expanding to these markets, there are inherent risks, including different housing requirements

in relation to local characteristics. Furthermore, the Company's brand may not be as well recognized by the locals as compared to those in Bangkok. Finally, local rules and regulations in the provinces are different from that of Bangkok. Therefore, in order to minimize such risks, the Company undertakes detailed research and market surveys in each location in order to ensure a deep understanding of different local consumer groups and property markets in each province.

Despite the preceding risks, undertaking new projects in various provinces is also a mean to mitigate risks in terms of over concentration in a single area. Furthermore, developing projects in different locales will also help spread brand recognition to a wider audience and client base.

### RISKS RELATING TO SALES AND PAYMENT COLLECTION

Deploying a 'pre-sales' strategy both reduces marketing risks and allows the Company to be more flexible in terms of adjusting strategy to changing market landscape. It also allows the Company to make use of down payments as working capital. However, such pre-sales strategy introduces risks relating to cost control since selling prices are fixed prior to commencement of construction. This can result in a disappointing profitability margin due to higher-than-expected cost. In order to minimize such risks, the Company executes Turnkey Construction Contracts with contractors and purchases selected construction materials in advance directly from the suppliers/manufacturers. Thus, such risks are somewhat mitigated. Additionally, the Company can always deploy a phased presales strategy in order to reflect cost fluctuations during each phase of the sales activities.

Raimon Land minimizes the risks relating to collection of sales revenues by requiring a relatively high down payment from customers of approximately 25-40% of the selling price of the unit. Industry averages are less than 25%. This decreases the likelihood that customers may decline to transfer ownership, as they risk losing a substantial amount of money. Additionally, the Company implements various measures to ensure that payments are systematically followed-up. The Client Relations Management group establishes a close connection with and looks after each client rigorously. The Client Relations Management group is also required to report to senior management in a timely manner in the event that a payment issue arises.

Raimon Land is well-known in the market as a leading premium residential property developer. Many of its projects are well received by both Thai and international communities. This is a direct result of the Company's track record in delivering projects with good value for money

and consistency in exceeding consumers' expectation. As a result, Raimon Land commands a large 'repeated customer' base. Currently, the Company places great importance on its clients, whether from regional markets or within Thailand. Catering to various customer groups mitigates consumer concentration risks and allows the Company to be experimental with new design and concepts to cater for each customer group. This in effect mitigates risks that the Company will have outdated products. Finally, expanding into international markets also allows the Company to mitigate any risks in relation to local macro economic factors.

#### **RISKS RELATING TO CHANGES IN THE RELEVANT LEGAL AND REGULATORY REQUIREMENTS**

There are risks relating to ongoing changes in relevant rules and regulations, especially those governing construction of large and/or tall buildings. Changes can arise from various government acts (City & Town Planning Acts, Building Acts), regulations (Open Space Ratio, Floor Area Ratio) and codes (BMA Code, the Treasury Department Code, the Land Department Code, and regulations on the required environmental permits). The Company has continually minimized these risks by closely monitoring any amendments in legal and regulatory framework along with establishing close contacts with relevant government agencies in order to efficiently receive regulatory updates. In addition, the Company undertakes detailed feasibility assessments for each project within the framework of all applicable laws, rules and regulations. As such, the Company is confident that its projects are rigorously reviewed and complied with any stipulated rules and regulations.

#### **FINANCIAL AND OTHER POTENTIAL RISKS**

##### **RISKS RELATING TO INTEREST RATES FLUCTUATIONS**

Substantial part of the Company's borrowings carries either a floating interest rate or MLR, which is based on ever-changing financial market conditions. Thus, fluctuations in interest rate may impact the Company's operations and cash flows. However, to minimize such risk, the Company establishes close relationships with banks and various lending institutions, and is always seeking out the most appropriate source of borrowing at the best rates.

##### **RISKS RELATING TO WARRANTS ISSUED – BOTH RML-W4 AND RML-WB**

As at 31 December 2015, the Company has issued RML-W4 and RML-WB totaling 893,853,790 and 89,000,000 units respectively. As such, in the event that some of the warrant

holders, who are non-existing Shareholders, exercise their rights, there will be an Earnings Per Share dilution as well as a Control dilution (of not more than 22%), which is based on the amount of 4,558,337,397 shares.

##### **RISKS RELATING TO SHORTAGE OF QUALIFIED AND CAPABLE HUMAN RESOURCES**

The Company is part of the property development business sector, which requires a capable management team and staff who are highly knowledgeable, capable, and well-experienced. Given the Company recognizes the value and importance of human resources; it has always recruited well-qualified individuals.

Given a highly competitive landscape, the Company's senior management is consistently approached to work for other companies. This can potentially create risk of vacuum in high-level management position. In order to ensure continuity in management, the Company has put in places appropriate incentive schemes whether in the form of monetary remuneration or career path opportunity. The Company highly believes that it will be able to retain key persons and staff in order to ensure continuity in management.

##### **RISKS RELATING TO THE ECONOMIC SLOWDOWN IN THAILAND**

During the past year, there has been a significant decline in consumer demand and private consumption in Thailand, resulting from the increasing level of household debt, a slowdown in government investments, specifically for transportation megaprojects, and lackluster export as a result of global recession. Such negative situations had a direct, adverse affect on the overall economy of Thailand.

Furthermore, financial institutions have started to tighten their lending policies toward real estate developers. Simultaneously, individuals seeking home mortgages are required to place high deposit rate as well as facing higher home loan rejection rate. These factors have negatively impacted the real estate industry, particularly to housing demand for low to middle segment.

With regards to deposit policy, the Company continues to require a deposit rate of 25-40 percent of unit value. This, as a result, works as an effective tool to filter away speculators from the Company's projects. In addition, majority of the Company's customers are those with high purchasing power and typically do not require home financing to affect a transfer (less than 20 percent of customers apply for home financing). As such, the Company is still able to maintain a less than one percent transfer failure rate.

# BOARD OF DIRECTOR'S RESPONSIBILITY

FOR FINANCIAL REPORT

FINANCIAL STATEMENTS  
OF RAIMON LAND PUBLIC  
COMPANY LIMITED AND ITS  
SUBSIDIARIES  
FOR THE FISCAL YEAR  
ENDING 31 DECEMBER 2015

AUDITOR: SIRAPORN OUAANUNKUN,  
EY OFFICE LIMITED

The Company has carefully reviewed separated and consolidated financial statements (the "Financial Statements") and hereby certifies that:

1. The Financial Statements are fairly presented, in all material respects including statements of financial positions, comprehensive income, and cash flow of the Company and its subsidiaries
2. The Company has established an adequate system for information disclosure to ensure that the Company has disclosed all material information in relation to the Company and its subsidiaries. The Company ensures that such system is being implemented
3. The Company has established an adequate internal control system, which is strictly implemented. In addition, the Company has disclosed evaluation reports on internal control system, dated 31 December 2014, to external auditors and Audit Committee. The reports provide detailed analysis of loopholes; significant changes of internal control system; and any potential dishonesty that may occur during the preparation of financial statements of the Company and its subsidiaries.

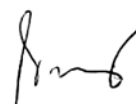
NAME

POSITION

SIGNATURE

Ms. Nuch Kalyawongsa

Director



Mr. Sataporn Amornvorapak

Director



## NOTE:

Clause No. 89/20 of Securities and Exchange Act (B.E 2535), revised by Securities and Exchange Act (No.4) (B.E. 2551) has stipulated that directors and management of the Company are responsible for any damages that may occur to shareholders arising from misrepresentation or omission of material information. Such information includes financial statements, statements of profit and loss, balance sheet, and any other relevant reports required for disclosure as per Clause No. 56 or Clause No. 199. Such responsibility is not limited to directors who have signed such documents. However, directors or management who can testify his or her innocence, according to his or her roles and responsibilities, shall not be made at fault as per Clause No. 89/20



# INDEPENDENT AUDITOR'S REPORT

To the shareholders of raimon land public company limited

I have audited the accompanying consolidated financial statements of Raimon Land Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of Raimon Land Public Company Limited for the same period.

## MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

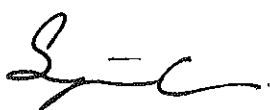
My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

## OPINION

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Raimon Land Public Company Limited and its subsidiaries and of Raimon Land Public Company Limited as at 31 December 2015, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Siraporn Ouuanunkun  
Certified Public Accountant (Thailand) No. 3844

EY Office Limited  
Bangkok: 25 February 2016

# STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	505,200,969	497,738,581	132,415,817	136,010,162
Restricted bank deposits		-	25,100,000	-	25,100,000
Trade and other receivables	8	7,970,054	21,510,568	356,727,413	530,559,201
Short-term loans to related parties and interest receivables	6	-	-	2,412,362,891	1,751,801,843
Project development cost	9	7,694,622,005	8,451,503,171	1,165,587,489	2,528,790,702
Advance payment to contractors		111,005,202	386,245,321	5,596,627	20,583,079
Withholding tax deducted at source		29,090,860	22,423,034	-	-
Other current assets		80,809,522	91,016,184	8,500,666	15,209,607
<b>Total current assets</b>		<b>8,428,698,612</b>	<b>9,495,536,859</b>	<b>4,081,190,903</b>	<b>5,008,054,594</b>
<b>Non-current assets</b>					
Restricted bank deposits	7	3,800,000	3,800,000	3,800,000	3,800,000
Investments in subsidiaries	10	-	-	3,835,494,304	2,967,362,876
Land awaiting development		14,670,181	14,670,181	13,715,589	13,715,589
Investment properties	11	137,019,088	144,449,542	42,472,672	45,919,904
Property, plant and equipment	12	873,149,093	912,907,864	33,735,638	45,234,704
Deferred tax assets	24	312,249,430	455,898,687	45,555,026	152,991,596
Leasehold right	13	69,944,775	72,889,054	-	-
Withholding tax deducted at source		93,268,826	70,845,862	7,275,071	7,275,071
Other non-current assets		14,175,589	19,698,056	8,664,110	7,955,887
<b>Total non-current assets</b>		<b>1,518,276,982</b>	<b>1,695,159,246</b>	<b>3,990,712,410</b>	<b>3,244,255,627</b>
<b>Total assets</b>		<b>9,946,975,594</b>	<b>11,190,696,105</b>	<b>8,071,903,313</b>	<b>8,252,310,221</b>

The accompanying notes are an integral part of the financial statements.

# STATEMENT OF FINANCIAL POSITION (CONT.)

As at 31 December 2015

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	14	100,000,000	510,000,000	100,000,000	510,000,000
Trade and other payables	15	141,427,931	325,015,417	11,492,173	33,556,913
Accrued expenses		67,239,371	107,384,265	49,638,658	80,488,902
Retention payables		214,329,427	218,841,990	51,199,736	82,869,700
Deposits and advance received from customers		2,046,028,206	3,265,310,121	447,959,648	1,492,741,447
Current portion of long-term loans from financial institutions	16	1,371,518,683	1,483,261,968	1,049,996,163	10,000,000
Short-term loans from related party and accrued interest	6	-	-	157,593,605	114,858,783
Accrued income tax		52,915,044	78,474,281	52,354,259	78,453,236
Other current liabilities		41,994,068	51,738,414	29,269,789	36,371,948
Total current liabilities		4,035,452,730	6,040,026,456	1,949,504,031	2,439,340,929
Non-current liabilities					
Long-term loans from financial institutions, net of current portion	16	914,366,246	1,544,851,718	-	968,737,562
Debentures	17	497,706,096	-	497,706,096	-
Deferred tax liabilities	24	29,268,598	40,407,079	-	-
Provision for long-term employee benefits	18	13,649,834	11,851,992	13,293,461	11,851,992
Other non-current liabilities		5,547,026	9,384,677	5,377,595	8,895,600
Total non-current liabilities		1,460,537,800	1,606,495,466	516,377,152	989,485,154
Total liabilities		5,495,990,530	7,646,521,922	2,465,881,183	3,428,826,083

The accompanying notes are an integral part of the financial statements.

# STATEMENT OF FINANCIAL POSITION (CONT.)

As at 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
<b>Shareholders' equity</b>					
Share capital					
Registered	19				
5,809,676,871 ordinary shares of Baht 1 each (31 December 2014: 4,558,280,156 ordinary shares of Baht 1 each)		5,809,676,871	4,558,280,156	5,809,676,871	4,558,280,156
Issued and fully paid-up					
3,575,483,607 ordinary shares of Baht 1 each (31 December 2014: 3,575,424,125 ordinary shares of Baht 1 each)		3,575,483,607	3,575,424,125	3,575,483,607	3,575,424,125
Share premium		104,094	-	104,094	-
Excess of investment in subsidiary arising as a result of additional purchase of investment in the subsidiary at a price higher than the net book value of the subsidiary at the acquisition date		(564,048,205)	(564,048,205)	-	-
Capital reserve for share-based payment transactions	21	24,796,124	19,845,174	24,796,124	19,845,174
Retained earnings					
Appropriated - statutory reserve	22	101,000,000	62,000,000	101,000,000	62,000,000
Unappropriated		1,311,353,068	448,341,345	1,904,638,305	1,166,214,839
Other components of shareholders' equity		(268,347)	(395,795)	-	-
Equity attributable to owners of the Company		4,448,420,341	3,541,166,644	5,606,022,130	4,823,484,138
Non-controlling interests of the subsidiaries		2,564,723	3,007,539	-	-
<b>Total shareholders' equity</b>		<b>4,450,985,064</b>	<b>3,544,174,183</b>	<b>5,606,022,130</b>	<b>4,823,484,138</b>
<b>Total liabilities and shareholders' equity</b>		<b>9,946,975,594</b>	<b>11,190,696,105</b>	<b>8,071,903,313</b>	<b>8,252,310,221</b>

The accompanying notes are an integral part of the financial statements.



# STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2015

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
Profit or loss:					
Revenues					
Sales of residential condominium units		5,042,338,803	6,547,112,245	2,794,929,094	5,118,712,437
Rental and service income		38,972,375	33,800,111	9,144,546	15,854,751
Other income					
Project management fee income	6	18,635,038	11,987,844	48,868,215	74,193,658
Marketing commission income	6	24,765,032	22,073,025	73,497,234	78,050,185
Guarantee fee income	6	-	-	15,774,533	22,870,440
Interest income	6	1,710,730	3,053,346	123,854,337	128,086,854
Dividend income	6, 10	-	-	-	488,902,898
Others		19,064,711	29,124,922	3,750,490	4,515,966
Total revenues		5,145,486,689	6,647,151,493	3,069,818,449	5,931,187,189
Expenses					
Cost of residential condominium units sold		3,016,127,792	3,832,475,642	1,490,210,851	2,933,438,081
Selling expenses		326,406,395	411,143,900	145,236,939	270,654,792
Administrative expenses		503,615,166	631,176,528	333,697,542	339,307,981
Total expenses		3,846,149,353	4,874,796,070	1,969,145,332	3,543,400,854
Profit before finance cost and income tax expenses		1,299,337,336	1,772,355,423	1,100,673,117	2,387,786,335
Finance cost		(153,134,835)	(133,504,562)	(104,619,861)	(113,428,139)
Profit before income tax expenses		1,146,202,501	1,638,850,861	996,053,256	2,274,358,196
Income tax expenses	24	(245,747,219)	(414,345,873)	(219,743,340)	(442,187,782)
Profit for the year		900,455,282	1,224,504,988	776,309,916	1,832,170,414

The accompanying notes are an integral part of the financial statements.

# STATEMENT OF COMPREHENSIVE INCOME (CONT.)

For the year ended 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
<b>Other comprehensive income for the year</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currency - net of income tax		127,448	(141,656)	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		127,448	(141,656)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain - net of income tax	18, 24	1,113,550	-	1,113,550	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		1,113,550	-	1,113,550	-
<b>Other comprehensive income (loss) for the year</b>		<b>1,240,998</b>	<b>(141,656)</b>	<b>1,113,550</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>901,696,280</b>	<b>1,224,363,332</b>	<b>777,423,466</b>	<b>1,832,170,414</b>
<b>Profit (loss) attributable to:</b>					
Equity holders of the Company		900,898,173	1,224,519,079	776,309,916	1,832,170,414
Non-controlling interests of the subsidiaries		(442,891)	(14,091)		
		<u>900,455,282</u>	<u>1,224,504,988</u>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		902,139,171	1,224,377,423	777,423,466	1,832,170,414
Non-controlling interests of the subsidiaries		(442,891)	(14,091)		
		<u>901,696,280</u>	<u>1,224,363,332</u>		
<b>Earnings per share</b>	25				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.25	0.34	0.22	0.51
Diluted earnings per share					
Profit attributable to equity holders of the Company		0.25	0.34	0.22	0.51

The accompanying notes are an integral part of the financial statements.

RAIMON LAND PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

# STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 December 2015

Consolidated financial statements													(Unit: Baht)
Equity attributable to owners of the Company													
	Note	Issued and paid-up share capital	Share premium	Excess of investment in subsidiary arising as a result of additional purchase of investment in the subsidiary at a price higher than net book value of the subsidiary at the acquisition date	Capital reserve for share-based payment transactions	Retained earnings (deficits)		Exchange differences on translation of financial statements in foreign currency	Other components of equity		Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity	
						Appropriated	Unappropriated		Total other components of shareholders' equity	Total equity attributable to owners of the Company			
<b>Balance as at 1 January 2014</b>		3,575,424,125	-	(564,048,205)	4,503,854	-	(713,566,280)	(254,139)	(254,139)	(254,139)	2,302,059,355	4,391,794	2,306,451,149
Profit for the year		-	-	-	-	-	1,224,519,079	-	-	-	1,224,519,079	(14,091)	1,224,504,988
Other comprehensive income for the year		-	-	-	-	-	-	(141,656)	(141,656)	(141,656)	(141,656)	-	(141,656)
Total comprehensive income for the year		-	-	-	-	-	1,224,519,079	(141,656)	(141,656)	(141,656)	1,224,377,423	(14,091)	1,224,363,332
Capital reserve for share-based payment transactions	21	-	-	-	15,341,320	-	-	-	-	-	15,341,320	-	15,341,320
Increase in non-controlling interests of the subsidiary from capital increase in the subsidiary		-	-	-	-	-	-	-	-	-	-	525	525
Dividend payment from a subsidiary to non-controlling interest of the subsidiary		-	-	-	-	-	(611,454)	-	-	-	(611,454)	(1,370,689)	(1,982,143)
Statutory reserve	22	-	-	-	-	62,000,000	(62,000,000)	-	-	-	-	-	-
<b>Balance as at 31 December 2014</b>		3,575,424,125	-	(564,048,205)	19,845,174	62,000,000	448,341,345	(395,795)	(395,795)	(395,795)	3,541,166,644	3,007,539	3,544,174,183
<b>Balance as at 1 January 2015</b>		3,575,424,125	-	(564,048,205)	19,845,174	62,000,000	448,341,345	(395,795)	(395,795)	(395,795)	3,541,166,644	3,007,539	3,544,174,183
Profit for the year		-	-	-	-	-	900,898,173	-	-	-	900,898,173	(442,891)	900,455,282
Other comprehensive income for the year		-	-	-	-	-	1,113,550	127,448	127,448	127,448	1,240,998	-	1,240,998
Total comprehensive income for the year		-	-	-	-	-	902,011,723	127,448	127,448	127,448	902,139,171	(442,891)	901,696,280
Increase in investments in subsidiary	10	-	-	-	-	-	-	-	-	-	-	300	300
Decrease in minority interest from liquidation in subsidiaries	10	-	-	-	-	-	-	-	-	-	-	(225)	(225)
Increase in share capital from exercise of warrants	20.1	59,482	104,094	-	-	-	-	-	-	-	163,576	-	163,576
Capital reserve for share-based payment transactions	21	-	-	-	4,950,950	-	-	-	-	-	4,950,950	-	4,950,950
Statutory reserve	22	-	-	-	-	39,000,000	(39,000,000)	-	-	-	-	-	-
<b>Balance as at 31 December 2015</b>		3,575,483,607	104,094	(564,048,205)	24,796,124	101,000,000	1,311,353,068	(268,347)	(268,347)	(268,347)	4,448,420,341	2,564,723	4,450,985,064

The accompanying notes are an integral part of the financial statements.

# STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)

For the year ended 31 December 2015

(Unit: Baht)

Separate financial statements							
	Note	Issued and paid-up share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings		Total
					Appropriated	Unappropriated	
Balance as at 1 January 2014		3,575,424,125	-	4,503,854	-	(603,955,575)	2,975,972,404
Profit for the year		-	-	-	-	1,832,170,414	1,832,170,414
Total comprehensive income for the year		-	-	-	-	1,832,170,414	1,832,170,414
Capital reserve for share-based payment transactions	21	-	-	15,341,320	-	-	15,341,320
Statutory reserve	22	-	-	-	62,000,000	(62,000,000)	-
Balance as at 31 December 2014		3,575,424,125	-	19,845,174	62,000,000	1,166,214,839	4,823,484,138
Balance as at 1 January 2015		3,575,424,125	-	19,845,174	62,000,000	1,166,214,839	4,823,484,138
Profit for the year		-	-	-	-	776,309,916	776,309,916
Other comprehensive income for the year		-	-	-	-	1,113,550	1,113,550
Total comprehensive income for the year		-	-	-	-	777,423,466	777,423,466
Increase in share capital from exercise of warrants	20.1	59,482	104,094	-	-	-	163,576
Capital reserve for share-based payment transactions	21	-	-	4,950,950	-	-	4,950,950
Statutory reserve	22	-	-	-	39,000,000	(39,000,000)	-
Balance as at 31 December 2015		3,575,483,607	104,094	24,796,124	101,000,000	1,904,638,305	5,606,022,130

The accompanying notes are an integral part of the financial statements.



# CASH FLOW STATEMENT

For the year ended 31 December 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Cash flows from operating activities</b>				
Profit before tax	1,146,202,501	1,638,850,861	996,053,256	2,274,358,196
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	65,689,882	59,061,448	19,842,218	15,708,453
Allowance for doubtful accounts and advance payment	-	9,829,146	-	120,347
Loss on disposal/ written-off of building and equipment	2,591,245	130,612	2,548,184	-
Unrealised loss on exchange rate	-	2,388,665	-	-
Expenses from provision for long-term employee benefits	4,574,623	3,105,318	4,218,250	3,105,318
Written-off of withholding tax	425	235,264	-	-
Reduce project development cost to net realisable value	-	135,130,831	-	-
Loss on diminution in value of investment in subsidiaries	-	-	-	5,631,503
Profit on liquidation of investment in subsidiaries	-	-	(1,033,123)	-
Decrease in non-controlling interests from liquidation of subsidiaries	(225)	-	-	-
Share-base payment transactions	4,950,950	15,341,320	4,950,950	15,341,320
Dividend income from subsidiaries	-	-	-	(488,902,898)
Interest income	(1,710,730)	(3,053,346)	(123,854,337)	(128,086,854)
Interest expenses	142,677,668	113,788,563	99,540,710	109,486,894
Amortisation of debenture issuing cost	381,096	-	381,096	-
Profit from operating activities before changes in operating assets and liabilities	1,365,357,435	1,974,808,682	1,002,647,204	1,806,762,279
Operating assets decrease (increase)				
Trade and other receivables	13,540,514	4,868,929	173,831,788	(46,653,388)
Project development cost	781,791,345	2,026,784,470	1,363,203,213	2,585,252,447
Advance payment to contractors	275,240,119	117,975,491	14,986,452	13,580,828
Other current assets	5,456,489	7,506,455	1,921,730	(1,914,791)
Other non-current assets	4,202,172	(6,609,365)	(1,848,886)	(658,489)
Operating liabilities increase (decrease)				
Trade and other payables	(183,587,486)	(194,244,627)	(22,064,740)	(24,876,363)
Accrued expenses	(44,001,205)	17,053,008	(35,161,936)	39,498,961
Retention payables	(4,512,563)	51,688,588	(31,669,964)	4,083,835
Deposits and advance received from customers	(1,219,281,915)	(1,614,072,330)	(1,044,781,799)	(1,829,779,983)
Provision for long-term employee benefits	(1,384,843)	(596,977)	(1,384,843)	(596,977)
Other current liabilities	(10,091,020)	4,922,353	(7,448,833)	3,163,813
Other non-current liabilities	471,244	(2,565,006)	319,011	(2,245,069)
Cash flows from operating activities	983,200,286	2,387,519,671	1,412,548,397	2,545,617,103
Cash received from interest income	1,673,692	3,053,346	154,320,435	358,869,426
Cash paid for interest expenses	(158,944,325)	(233,486,596)	(86,706,986)	(179,256,796)
Cash refund from withholding tax deducted at source	-	40,523,490	-	-
Cash paid for corporate income tax	(168,165,283)	(283,193,188)	(138,684,134)	(203,140,668)
<b>Net cash flows from operating activities</b>	<b>657,764,370</b>	<b>1,914,416,723</b>	<b>1,341,477,712</b>	<b>2,522,089,065</b>

The accompanying notes are an integral part of the financial statements.

# CASH FLOW STATEMENT (CONT.)

For the year ended 31 December 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Cash flows from investing activities</b>				
Decrease in restricted bank deposits	25,100,000	-	25,100,000	-
Decrease (increase) in short-term loans to related parties	-	-	(691,027,146)	1,160,575,772
Cash paid for acquisition of investment properties	(86,177)	(21,962,783)	(86,177)	(6,784,781)
Cash paid for acquisition of equipment	(15,894,744)	(39,981,182)	(5,323,894)	(24,748,189)
Cash received from disposal of equipment	85,808	207,000	38,845	-
Cash paid for purchase of investments in subsidiaries	-	-	(869,999,700)	(1,694,251,304)
Dividend received from subsidiaries	-	-	-	488,902,898
Cash received from liquidation of subsidiaries	-	-	2,901,395	-
<b>Net cash flows from (used in) investing activities</b>	<b>9,204,887</b>	<b>(61,736,965)</b>	<b>(1,538,396,677)</b>	<b>(76,305,604)</b>
<b>Cash flows from financing activities</b>				
Decrease in short-term loans from financial institutions	(410,000,000)	(215,000,000)	(410,000,000)	(215,000,000)
Increase (decrease) in short-term loans from related party	-	-	39,000,000	(91,877,145)
Increase (decrease) in long-term loans from financial institutions	(742,228,757)	(1,694,798,754)	71,258,601	(2,191,673,697)
Cash received from issuance of debentures	500,000,000	-	500,000,000	-
Cash paid for debenture issuing cost	(2,675,000)	-	(2,675,000)	-
Cash paid for liabilities under finance lease agreements	(4,894,436)	-	(4,422,557)	-
Cash received from non-controlling interests				
of the subsidiary from capital increase in the subsidiary	300	525	-	-
Dividend payment from a subsidiary to				
non-controlling interest of the subsidiary	-	(930,345)	-	-
Cash received from exercise of warrants	163,576	-	163,576	-
<b>Net cash flows from (used in) financing activities</b>	<b>(659,634,317)</b>	<b>(1,910,728,574)</b>	<b>193,324,620</b>	<b>(2,498,550,842)</b>
<b>Increase (decrease) in translation adjustment</b>	<b>127,448</b>	<b>(141,656)</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>7,462,388</b>	<b>(58,190,472)</b>	<b>(3,594,345)</b>	<b>(52,767,381)</b>
Cash and cash equivalents at beginning of the year	497,738,581	555,929,053	136,010,162	188,777,543
<b>Cash and cash equivalents at end of the year</b>	<b>505,200,969</b>	<b>497,738,581</b>	<b>132,415,817</b>	<b>136,010,162</b>
<b>Supplemental disclosure of cash flows information</b>				
Non-cash transactions:				
Transferred investment properties to property, plant and equipment	-	859,639,297	-	-
Increase in equipment under finance lease agreements	932,215	9,073,352	932,215	9,073,352

The accompanying notes are an integral part of the financial statements.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 1. GENERAL INFORMATION

Raimon Land Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its major shareholder is JS Asset Management Pte. Ltd., a company existing under Singapore laws. The Company is principally engaged in the property development. The registered office of the Company is at 62 The Millennia Tower, 22<sup>nd</sup> Floor, Unit 2201-3, Langsuan Road, Lumpini, Pathumwan, Bangkok.

## 2. BASIS OF PREPARATION

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547, and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Raimon Land Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
			Percent	Percent
Contemporary Property Company Limited	Ceased operations	Thailand	98.59	98.59
Raimon Land Planner Company Limited	Plan and planner administrator	Thailand	95.00	95.00
The River Company Limited (Held by the Company 89.0% and indirect held by Contemporary Property Company Limited 11.0%)	Property development	Thailand	100.00	100.00
Taksin Properties Company Limited (Held by the Company 68.8% and indirect held by The River Company Limited 31.2% (2014: Indirect held by The River Company Limited 100.0%))	Property development	Thailand	100.00	100.00

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
			Percent	Percent
Raimon Land Park View Development Company Limited	Ceased operations	Thailand	99.99	99.99
Raimon Land Resorts Company Limited	Investment and service	Thailand	99.99	99.99
Northpoint PRC Company Limited	Dissolution	Thailand	-	99.99
Raimon Land Residences Company Limited	Property development	Thailand	99.99	99.99
Raimon Land Unixx Company Limited (Held by the Company 99.8% and indirect held by Rimon Land Residences Company Limited 0.2% )	Property development	Thailand	99.99	99.99
Raimon Land Development Company Limited	Property development	Thailand	99.99	99.99
Raimon Land Services Company Limited	Services	Thailand	99.96	99.96
Raimon Land Ekkamai Company Limited	Property development	Thailand	99.99	99.99
Raimon Land Sukhumvit Company Limited	Dissolution	Thailand	-	99.99
Praram 4 Properties Company Limited	Property development	Thailand	99.99	-
Raimon Land Development (Singapore) Pte. Ltd.	Property development and Investment	Singapore	100.00	100.00
Raimon Land Properties (Singapore) Pte. Ltd.	Property development	Singapore	100.00	100.00

In January 2015, the Company invested in 8,250,000 additional ordinary shares of Taksin Properties Company Limited, a subsidiary, at a par value of Baht 100 each, totaling Baht 825 million, representing a 100 percent of the additional ordinary shares. This investment resulted the Company's direct shareholding of 68.8 percent of the subsidiary's registered share capital.

In October 2015, the Company incorporated Praram 4 Properties Company Limited and holds 99.99 percent of the registered share capital of this subsidiary.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.



- f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

### 3. NEW FINANCIAL REPORTING STANDARDS

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

#### (a) Financial reporting standards that became effective in the current year

The Company has adopted the revised (revised 2014) and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, some of these standards involve changes to key principles, which are summarised below:

##### TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognise actuarial gains and losses immediately in other comprehensive income while the former standard allowed the entity to recognise such gains and losses immediately in either profit or loss or other comprehensive income, or to recognise them gradually in profit or loss.

The Company and its subsidiaries have changed the recognition of actuarial gains and losses in the current period from an immediate recognition in profit or loss to an immediate recognition in other comprehensive income. However, there was no impact on the current period's financial statements.

##### TFRS 10 Consolidated Financial Statements

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the content of TAS 27 *Consolidated and Separate Financial Statements* dealing with consolidated financial statements. This standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over investees and determining which entities have to be included in preparation of the consolidated financial statements.

This standard does not have any impact on the Company's and its subsidiaries' financial statements.

##### TFRS 12 Disclosure of Interests in Other Entities

This standard stipulates disclosures relating to an entity's interests in subsidiaries, joint arrangements and associates, including structured entities. This standard therefore has no financial impact on the financial statements of the Company and its subsidiaries.

### TFRS 13 Fair Value Measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

This standard does not have any significant impact on the Company's and its subsidiaries' financial statements.

#### (b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised (revised 2015) and new financial reporting standards and accounting treatment guidance which is effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards. The Company's management believes that the revised and new financial reporting standards and accounting treatment guidance will not have any significant impact on the financial statements when it is initially applied.

## 4. SIGNIFICANT ACCOUNTING POLICIES

### 4.1 Revenue recognition

#### *Sales of residential condominium units*

Revenues from sales of residential condominium units are recognised as revenues when significant risks and rewards are transferred to the buyer.

#### *Rental and related service income*

Rental and related service income of units in office buildings, residential condominium and community mall are recognised on a time proportion basis.

#### *Interest income*

Interest income is recognised on an accrual basis based on the effective interest rate.

### 4.2 Cost of residential condominium units sold

In determining the cost of residential condominium units sold, the total development costs are attributed to units sold on the basis of the sale value.

### 4.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

### 4.4 Trade accounts receivable and allowance for doubtful accounts

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

### 4.5 Project development cost

Project development cost is valued at the lower of cost and net realisable value. The details of cost calculation are as follows:

- |                          |   |  |
|--------------------------|---|--|
| Land                     | - | The Company and its subsidiaries record cost of land separately for each project.  |
| Construction in progress | - | Construction in progress consists of the cost of design, cost of construction, public utility costs and interest capitalised to cost of projects. The Company and its subsidiaries record cost of design, construction and public utilities based on the actual cost incurred. |

#### 4.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of the projects that necessarily takes a substantial period of time to get ready for its intended sale are capitalised as part of the cost of the respective projects and will be ceased when the projects are completed or when the construction is suspended until active development resumes. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### 4.7 Investments

Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

#### 4.8 Investment properties and depreciation

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over the following estimated useful lives and the leasehold remaining period:

Land and office building for rent	20 years
Community mall	27 years

Depreciation of the investment properties is included in determining income.

No depreciation is provided on land.

#### 4.9 Property, plant and equipment and depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of buildings and equipment is calculated by reference to their costs on a straight-line basis over the following estimated useful lives:

Land improvement	5 years
Buildings and building improvement	20 years
Residential condominium units for services	30 years
Furniture, fixtures and office equipment	2 - 10 years
Motor vehicles	5 years

Depreciation is included in determining operating income.

No depreciation is provided on land.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### 4.10 Leasehold right and amortisation

Leasehold right is stated at cost less accumulated amortisation. Amortisation of leasehold right is calculated by reference to its cost on a straight-line basis over the leasehold period.

#### 4.11 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company and its subsidiaries,

whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company and its subsidiaries that give them significant influence over the Company and its subsidiaries, key management personnel, directors, and officers with authority in the planning and direction of the Company's and its subsidiaries' operations.

#### 4.12 Long-term leases

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The asset acquired under finance leases is depreciated over the useful life of the asset.

Leases of property or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

#### 4.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining operating income.

#### 4.14 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

#### 4.15 Employee benefits

##### *Short-term employee benefits*

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

##### *Post-employment benefits*

##### *Defined contribution plans*

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.



#### *Defined benefit plans*

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

#### **4.16 Equity-settled share-based payment transactions**

The Company recognises the share-based payment transactions at the date on which the options are granted, based on the fair value of the share options. They are recorded as expenses over the expected life of the share options, and a capital reserve for share-based payment transactions is presented in shareholders' equity.

#### **4.17 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

##### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

##### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

#### **4.18 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## 5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Project development costs estimation**

In recognising revenue from real estate sales, the Company and its subsidiaries need to estimate all project development costs, including land costs, land improvement costs, design costs, construction costs, and borrowing costs for construction. The management estimates these costs based on their business experience and revisit the estimation on a periodical basis or when the actual costs incurred significantly vary from the estimation.

### **Provision for impairment of investments**

The Company and its subsidiaries will treat available-for-sale investments and other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment of the management.

### **Leases**

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

### **Investment properties/ Property, plant and equipment/ Depreciation**

In determining depreciation of investment properties, plant and equipment, the management is required to make estimates of the useful lives and residual values of the Company’s and its subsidiaries’ investment properties, plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review investment properties, property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### **Classification of long-term loans**

In classifying the current portion of long-term loans from banks, the management of the Company and its subsidiaries has used judgement to estimate collateral redemptions and loan settlement in accordance with the terms and conditions stipulated in the loan agreements.

### **Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

#### Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

#### Cost of share-based payment transactions

Estimating the cost of share-based payment transactions requires the determination of the fair value of the options granted under the transactions which involves appropriate assumptions, including but not limited to the expected life of the share options, share price volatility and dividend yield.

#### Litigation

The Company and its subsidiaries have contingent liabilities as a result of litigation. The management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

## 6. RELATED PARTY TRANSACTIONS

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2015	2014	2015	2014	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Sales of residential condominium units	-	-	-	36	At prices charged to the third parties
Project management fee income	-	-	49	74	As stipulated in agreements
Marketing commission income	-	-	49	56	At prices charged to the third parties
Guarantee fee income	-	-	16	23	At 1.5% of average outstanding guarantee per annum (2014: At 1% and 1.5% of average outstanding guarantee per annum)
Interest income	-	-	123	127	Interest rate of 5.5% per annum and average MLR-1.75 to -1.875% per annum (2014: Interest rate of 5.5% per annum and average MLR- 1.875 per annum)
Dividend income	-	-	-	489	Announced rate
Interest expenses	-	-	4	4	Interest rates of 3.0% per annum
Service fee expenses	-	-	5	11	As stipulated in agreements
Purchase of condominium units	-	-	5	-	At prices charged to the third parties

	Consolidated financial statements		Separate financial statements		
	2015	2014	2015	2014	Transfer pricing policy
<u>Transactions with related companies</u>					
(Related by directors)					
Service fee expenses	1	1	-	-	Similar to market price

As at 31 December 2015 and 2014, the balances of the accounts between the Company, its subsidiaries and those related parties are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Amounts due from related parties (Note 8)</b>				
Subsidiaries				
- Taksin Properties Company Limited	-	-	291,095	453,318
- Raimon Land Development Company Limited	-	-	459	57,021
- Raimon Land Unixx Company Limited	-	-	48,385	5,762
- Raimon Land Ekkamai Company Limited	-	-	16,383	12,002
- Raimon Land Development (Singapore) Pte. Ltd.	-	-	-	1,726
- Praram 4 Properties Company Limited	-	-	5	-
Related companies (related by directors)	718	16,444	-	379
	718	16,444	356,327	530,208
<b>Amounts due to related parties (Note 15)</b>				
Subsidiaries				
- Taksin Properties Company Limited	-	-	20	2
- Raimon Land Development (Singapore) Pte. Ltd.	-	-	1,128	2,256
- Raimon Land Residences Company Limited	-	-	-	690
- Raimon Land Services Company Limited	-	-	-	6,909
Major shareholders				
- JS Asset Management Pte. Ltd.	2	1,711	-	-
Related companies (related by directors)	1,240	2,260	515	347
	1,242	3,971	1,663	10,204
<b>Deposits and cash received from customers - related parties</b>				
- Directors and employees	4,146	1,349	-	-
- Related companies (related by directors)	13,012	11,212	9,332	9,332
	17,158	12,561	9,332	9,332



Loans to related parties and loans from related party

As at 31 December 2015 and 2014, the balance of loans to and related interest receivable, and loans from and related accrued interest between the Company and those related companies and the movement are as follows:

((Unit: Thousand Baht))

	Separate financial statements			
	Balance as at 31 December 2014	Increase during the year	Decrease during the year	Balance as at 31 December 2015
<b>Short-term loans to related parties and interest receivable</b>				
<u>Subsidiaries</u>				
- Raimon Land Park View Development Company Limited				
Loans	15,375	216	-	15,591
Interest receivable	3,567	856	-	4,423
- Raimon Land Resorts Company Limited				
Loans	537	-	-	537
Interest receivable	17	29	-	46
- Raimon Land Development Company Limited				
Loans	345,578	333,000	(261,430)	417,148
Interest receivable	100,692	28,454	(127,047)	2,099
- Taksin Properties Company Limited				
Loans	811,032	102,000	(863,032)	50,000
Interest receivable	3,789	9,134	(12,501)	422
- Raimon Land Unixx Company Limited				
Loans	148,750	1,392,540	(12,267)	1,529,023
Interest receivable	9,487	55,774	-	65,261
- Raimon Land Residences Company Limited				
Loans	-	-	-	-
Interest receivable	-	15,194	(14,088)	1,106
- Raimon Land Ekkamai Company Limited				
Loans	275,060	193,000	(193,000)	275,060
Interest receivable	37,918	13,729	-	51,647
Total	1,751,802	2,143,926	(1,483,365)	2,412,363

**Short-term loan from related party and accrued interest**Subsidiary

- Contemporary Property Company Limited				
Loan	90,623	39,000	-	129,623
Accrued interest	24,236	3,735	-	27,971
	114,859	42,735	-	157,594

#### Directors and management's benefits

During the years ended 31 December 2015 and 2014, the Company and its subsidiaries had employee benefit expense payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term employee benefits	76	83	76	83
Post-employment benefits	4	2	4	2
Share-based payment transactions (Note 21)	5	15	5	15
Total	85	100	85	100

#### Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its subsidiaries, as described in note 27.3 to the consolidated financial statements.

#### Short-term loans to subsidiaries

Loans to subsidiaries are unsecured loans carrying interest at rates of 5.5 percent per annum and MLR-1.75 to -1.875 percent per annum (2014: interest at rates 5.5 percent per annum and MLR-1.875 percent per annum) and due at call.

During the current year, the Company entered into short-term loan agreements with subsidiaries as follows:

##### Raimon Land Development Company Limited

On 1 March 2015, the Company entered into a loan agreement to increase loan facilities to be Baht 550 million. The unsecured loan carries interest at a rate of 5.5 percent per annum and is due at call.

##### Raimon Land Unixx Company Limited

On 22 March 2015, the Company entered into a loan agreement to provide a loan facility of Baht 900 million to Raimon Land Unixx Company Limited. The unsecured loan carries interest at a rate of the average MLR-1.75 percent per annum and is due at call.

#### Short-term loan from subsidiary

Loan from subsidiary is unsecured loan carrying interest at a rate of 3 percent per annum and due at call

## 7. CASH AND CASH EQUIVALENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash	433	422	123	93
Bank deposits	504,768	497,317	132,293	135,917
Total	505,201	497,739	132,416	136,010

As at 31 December 2015, bank deposits in saving accounts and fixed deposits carried interests between 0.125 and 2.25 percent per annum (2014: between 0.25 and 2.00 percent per annum).

Restricted bank deposits represent saving accounts pledged with banks to secure letters of guarantee by bank amounting to Baht 3.8 million. The interest rate of these deposits is 0.3 percent per annum (2014: 0.4 percent per annum).

## 8. TRADE AND OTHER RECEIVABLES

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade accounts receivable - unrelated parties	7,105	7,079	505	511
Other receivables - related parties (Note 6)	718	16,444	356,327	530,208
Other receivables - unrelated parties	5,774	3,615	158	103
Total	13,597	27,138	356,990	530,822
Less: Allowance for doubtful debts	(5,627)	(5,627)	(263)	(263)
Trade and other receivables, net	7,970	21,511	356,727	530,559

## 9. PROJECT DEVELOPMENT COST

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Land and construction under development	2,221,600	2,364,292	-	-
Developed land and construction	5,620,302	6,234,491	1,177,736	2,540,940
Total	7,841,902	8,598,783	1,177,736	2,540,940
Reduce cost to net realisable value	(147,280)	(147,280)	(12,149)	(12,149)
Net	7,694,622	8,451,503	1,165,587	2,528,791
Capitalised borrowing costs during the year	25,363	122,600	-	28,810
Capitalisation rate (Percent per annum)	5	5	-	5
Mortgaged as collateral for credit facilities and guarantees	5,637,847	8,186,042	1,113,563	2,511,247

## 10. INVESTMENTS IN SUBSIDIARIES

Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost	
	2015	2014	2015	2014	2015	2014
			(%)	(%)		
Contemporary Property Company Limited	200,000	200,000	98.59	98.59	196,126	196,126
Raimon Land Planner Company Limited	2,000	2,000	95.00	95.00	1,900	1,900
Raimon Land Park View Development Company Limited	100,000	100,000	99.99	99.99	100,000	100,000
The River Company Limited (Held by the Company 89.0% and indirect held by Contemporary Property Company Limited 11.0%)	1,232,030	1,232,030	100.00	100.00	1,121,994	1,121,994
Taksin Properties Company Limited (Held by the Company 68.8% and indirect held by The River Company Limited 31.2% (2014: Indirect held by The River Company Limited 100.0%))	1,200,000	375,000	100.00	100.00	825,000	-
Raimon Land Resorts Company Limited	7,000	7,000	99.99	99.99	7,000	7,000
Northpoint PRC Company Limited	-	2,500	-	99.99	-	2,500
Raimon Land Residences Company Limited	10,000	10,000	99.99	99.99	5,100	5,100
Raimon Land Unixx Company Limited (Held by the Company 99.8% and indirect held by Raimon Land Residences Company Limited 0.2%)	1,737,500	1,737,500	99.99	99.99	1,727,500	1,727,500
Raimon Land Development Company Limited	500,000	500,000	99.99	99.99	390,694	390,694
Raimon Land Services Company Limited	500	500	99.96	99.96	500	500
Raimon Land Ekkamai Company Limited	5,000	5,000	99.99	99.99	5,000	5,000
Raimon Land Sukhumvit Company Limited	-	5,000	-	99.99	-	5,000
Praram 4 Properties Company Limited	45,000	-	99.99	-	45,000	-
Raimon Land Development (Singapore) Pte. Ltd.	-	-	100.00	100.00	-	-
Raimon Land Properties (Singapore) Pte. Ltd.	-	-	100.00	100.00	-	-
Total					4,425,814	3,563,314
Less: Allowance for loss on diminution in value of investments in subsidiaries					(590,320)	(595,951)
Investments in subsidiaries, net					3,835,494	2,967,363

For the year ended 31 December 2014, the Company recorded dividend received from the subsidiaries approximately Baht 489 million (Baht 351 million from The River Company Limited and Baht 138 million from Contemporary Property Company Limited). During the year 2015, there was no dividend paid from subsidiaries.

**Taksin Properties Company Limited (the subsidiary)**

On 30 January 2015, the Extraordinary General Meeting of Taksin Properties Company Limited's shareholders approved an increase in its registered share capital from Baht 375 million to Baht 1,200 million through the issuance of 8,250,000 ordinary shares with a par value of Baht 100 per share and registered the additional share capital with the Ministry of Commerce on 12 February 2015. The Company invested Baht 825 million for a total of the additional ordinary shares as a result the shareholding of the Company in the subsidiary is 68.8 percent and the shareholding of The River Company Limited in the subsidiary decreased from 100.00 percent to 31.2 percent.

**Northpoint PRC Company Limited (the subsidiary)**

On 7 September 2015, the Extraordinary General Meeting of shareholders of Northpoint PRC Company Limited passed a special resolution to dissolve the company, and the subsidiary registered its dissolution with the Ministry of Commerce on 9 September 2015. Subsequently, on 26 November 2015, the subsidiary's liquidator completed the liquidation process, repaid share capital to its shareholders and notified the Ministry of Commerce about the dissolution.

**Raimon Land Sukhumvit Company Limited (the subsidiary)**

On 7 September 2015, the Extraordinary General Meeting of shareholders of Raimon Land Sukhumvit Company Limited passed a special resolution to dissolve the company, and the subsidiary registered its dissolution with the Ministry of Commerce on 9 September 2015. Subsequently, on 26 November 2015, the subsidiary's liquidator completed the liquidation process, repaid share capital to its shareholders and notified the Ministry of Commerce about the dissolution.

**Praram 4 Properties Company Limited (the subsidiary)**

On 28 October 2015, the Company incorporated Praram 4 Properties Company Limited, with a registered capital of Baht 45 million, comprising 450,000 ordinary shares with a par value of Baht 100 each. The Company invested 449,997 ordinary shares, which represents 99.99 percent shareholding of the registered share capital, and paid total amount of Baht 45 million.

## 11. INVESTMENT PROPERTIES

The net book value of investment properties as at 31 December 2015 and 2014 is presented below.

(Unit: Thousand Baht)					
	Consolidated financial statements			Separate financial statements	
	Land and office building for rent	Community mall	Total	Land and office building for rent	Total
As at 31 December 2015					
Cost	67,675	233,175	300,850	67,675	67,675
<u>Less</u> Accumulated depreciation	(25,202)	(17,785)	(42,987)	(25,202)	(25,202)
<u>Less</u> Allowance for diminution in value	-	(120,844)	(120,844)	-	-
Net book value	42,473	94,546	137,019	42,473	42,473
As at 31 December 2014					
Cost	67,589	233,175	300,764	67,589	67,589
<u>Less</u> Accumulated depreciation	(21,669)	(13,801)	(35,470)	(21,669)	(21,669)
<u>Less</u> Allowance for diminution in value	-	(120,844)	(120,844)	-	-
Net book value	45,920	98,530	144,450	45,920	45,920



A reconciliation of the net book value of investment properties for the years 2015 and 2014 is presented below.

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Net book value at beginning of year	144,450	1,025,111	45,920	42,113
Acquisition of assets	86	14,825	86	6,785
Transferred to property, plant and equipment	-	(859,639)	-	-
Depreciation charge	(7,517)	(35,847)	(3,533)	(2,978)
Net book value at end of year	137,019	144,450	42,473	45,920

The fair value of the investment properties as at 31 December 2015 and 2014 stated below:

(Unit: Million Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Land and office building for rent	81	81	81	81
Community mall (included leasehold right)	177	177	-	-

The fair value of the above investment properties has been determined based on valuation performed by the accredited independent valuer, using the income approach which is the fair value measurement level 3 based on the fair value hierarchy. The main assumptions used in the valuation of the land and office building for rent and the community mall include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

The Company has pledged investment properties amounting to approximately Baht 41 million (2014: Baht 44 million) as collateral against credit facilities received from a financial institution.

## 12. PROPERTY, PLANT AND EQUIPMENT

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land and land improve- ment	Building and building improve- ment	Residential condo- minium units for services	Furniture and fixtures	Office equipment	Motor vehicles	Total
<b>Cost:</b>							
1 January 2014	13,388	16,967	-	86,561	38,817	29,372	185,105
Additions	-	-	-	22,737	6,973	19,345	49,055
Transferred from investment properties	-	-	867,052	3,204	-	-	870,256
Disposals/ written-off	-	-	-	(1,024)	(5)	(10,467)	(11,496)
31 December 2014	13,388	16,967	867,052	111,478	45,785	38,250	1,092,920
Additions	77	713	7,740	2,792	5,505	-	16,827
Disposals/ written-off	-	-	-	(4,311)	(7,762)	-	(12,073)
31 December 2015	13,465	17,680	874,792	109,959	43,528	38,250	1,097,674
<b>Accumulated depreciation:</b>							
1 January 2014	-	12,060	-	67,057	23,616	22,238	124,971
Depreciation for the year	-	-	-	10,147	5,529	3,426	19,102
Transferred from investment properties	-	-	28,902	-	-	-	28,902
Depreciation on disposals/ written-off	-	-	-	(686)	(5)	(10,467)	(11,158)
31 December 2014	-	12,060	28,902	76,518	29,140	15,197	161,817
Depreciation for the year	7	15	29,141	12,276	6,798	5,672	53,909
Depreciation on disposals/ written-off	-	-	-	(1,972)	(7,424)	-	(9,396)
31 December 2015	7	12,075	58,043	86,822	28,514	20,869	206,330
<b>Allowance for impairment loss:</b>							
31 December 2014	13,288	4,907	-	-	-	-	18,195
31 December 2015	13,288	4,907	-	-	-	-	18,195
<b>Net book value:</b>							
31 December 2014	100	-	838,150	34,960	16,645	23,053	912,908
31 December 2015	170	698	816,749	23,137	15,014	17,381	873,149
<b>Depreciation for the year:</b>							
2014 (all included in administrative expenses)							19,102
2015 (all included in administrative expenses)							53,909

(Unit: Thousand Baht)

Separate financial statements						
	Land and land improvement	Building and building improvement	Furniture and fixtures	Office equipment	Motor vehicles	Total
<b>Cost:</b>						
1 January 2014	13,388	16,967	54,723	22,615	14,592	122,285
Additions	-	-	9,945	4,532	19,345	33,822
Disposals/ written-off	-	-	-	(5)	-	(5)
31 December 2014	13,388	16,967	64,668	27,142	33,937	156,102
Additions	77	713	973	4,493	-	6,256
Disposals/ written-off	-	-	(3,870)	(6,169)	-	(10,039)
31 December 2015	13,465	17,680	61,771	25,466	33,937	152,319
<b>Accumulated depreciation:</b>						
1 January 2014	-	12,060	44,231	16,294	8,383	80,968
Depreciation for the year	-	-	5,413	3,183	3,113	11,709
Depreciation on disposals/ written-off	-	-	-	(5)	-	(5)
31 December 2014	-	12,060	49,644	19,472	11,496	92,672
Depreciation for the year	8	15	5,511	4,275	5,359	15,168
Depreciation on disposals/ written-off	-	-	(1,621)	(5,831)	-	(7,452)
31 December 2015	8	12,075	53,534	17,916	16,855	100,388
<b>Allowance for impairment loss:</b>						
31 December 2014	13,288	4,907	-	-	-	18,195
31 December 2015	13,288	4,907	-	-	-	18,195
<b>Net book value:</b>						
31 December 2014	100	-	15,024	7,670	22,441	45,235
31 December 2015	169	698	8,237	7,550	17,082	33,736
<b>Depreciation for the year:</b>						
2014 (all included in administrative expenses)						11,709
2015 (all included in administrative expenses)						15,168

As at 31 December 2015, the Company and its subsidiaries had equipment and motor vehicles with net book value of Baht 16 million (2014: Baht 19 million) which were acquired under finance lease agreements (the Company only: Baht 15 million, 2014: Baht 17 million).

As at 31 December 2015, certain items of equipment and motor vehicles of the Company and its subsidiaries were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 97 Million (2014: Baht 95 million) (the Company only: Baht 70 million, 2014: Baht 67 million).

A subsidiary has pledged its property, plant and equipment amounting to approximately Baht 817 million (2014: Baht 838 million) as collateral against credit facilities received from financial institutions.

### 13. LEASEHOLD RIGHT

(Unit: Thousand Baht)

	Consolidated financial statements	
	2015	2014
Leasehold right	100,000	100,000
Less: Accumulated amortisation	(30,055)	(27,111)
Leasehold right - net	69,945	72,889
Amortisation charges included in administrative expenses	2,944	2,944

### 14. SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

As at 31 December 2015, the Company has balance of bill of exchanges amounting to Baht 100 million (2014: Baht 510 million) from a financial institution, which carries interest at rate similar to market price and are due in April 2016.

### 15. TRADE AND OTHER PAYABLES

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade payables - unrelated parties	92,602	275,379	2,700	14,265
Other payables - related parties (Note 6)	1,242	3,971	1,663	10,204
Other payables - unrelated parties	47,584	45,665	7,129	9,088
Total trade and other payables	141,428	325,015	11,492	33,557

### 16. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Long-term loans	2,285,885	3,028,114	1,049,996	978,738
Less: Current portion	(1,371,519)	(1,483,262)	(1,049,996)	(10,000)
Long-term loans, net of current portion	914,366	1,544,852	-	968,738

On 27 March 2015, the Company entered into a long-term loan agreement with a local bank, granting the loan facilities of Baht 1,335 million. This loan carries interest rate reference to MLR. Loan repayment is due when condominium units are transferred

to customers, as specified in the loan agreement, and full settlement due within June 2019. However, the Company expects to repay the whole outstanding amount within 2016; as a result, this loan is classified to current portion of long-term loan.

On 28 October 2015, the Company entered into a credit facility agreement with a local bank, granting the facility of Baht 1,004 million. The credit facility is to be used for the business of the Company subject to the objectives registered with the Ministry of Commerce, including the acquisition of land in relation to the Company's business.

#### Raimon Land Unixx Company Limited (the subsidiary)

On 26 November 2015, the subsidiary entered into a long-term loan agreement with a local bank, granting the loan facilities of Baht 230 million for development of its project. This loan carries interest rate reference to MLR. Loan repayment is due when residential units are transferred to customers, as specified in the loan agreement, and full settlement due within November 2018.

The Company and its subsidiaries have credit facilities from banks totaling Baht 6,127 million (2014: Baht 4,758 million) (the Company only: Baht 4,087 million, 2014: Baht 1,748 million) under numerous agreements, carrying interest rates reference to MLR. Loan repayments are due when condominium units are transferred to customers, as specified in the loan agreements, and full settlement due within dates between May 2016 to September 2024 (2014: June 2015 to September 2024) (the Company only: June 2016 to June 2019, 2014: June 2015 to July 2017).

These loans are secured by the mortgage of the condominium units of the projects, the land and construction thereon of the projects, residential condominium units for services, the transfer of beneficiary rights under purchase and sale agreements for the project's condominium units, the transfer of beneficiary rights under insurance policies for the projects, the transfer of the beneficiary rights under the performance bonds of construction agreements with the major project contractors, the transfer of rights in bank accounts, leasehold rights, and guarantee provided by the Company.

The loan agreements of the Company and its subsidiaries contain covenants as specified in the agreements that, among other things, require the Company and its subsidiaries to maintain certain debt to equity ratio according to the agreements.

As at 31 December 2015, the long-term credit facilities of the Company and its subsidiaries which have not yet been drawn down amounted to Baht 2,704 million (2014: Baht 1,347 million) (the Company only: Baht 2,351 million, 2014: Baht 769 million).

## 17. DEBENTURES

(Unit: Thousand Baht)

	Consolidated/Separate financial statements	
	2015	2014
Debentures	500,000	-
Less: Deferred debenture issuing costs	(2,294)	-
Debentures, net	497,706	-

On 29 July 2015, the Company issued 500,000 units of unsecured debentures with a face value of Baht 1,000 each, or a total of Baht 500 million. The debentures mature on 29 July 2018, bear interest at a rate of 4.8 percent per annum. The interest is paid on quarterly basis.

The debenture agreement contains covenants as specified in the agreement and restrictions on the Company, related to such matters as the maintenance of a certain debt to equity ratio.



## 18. PROVISION FOR LONG-TERM EMPLOYEE BENEFITS

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Provision for long-term employee benefits at beginning of year	11,852	9,344	11,852	9,344
Included in profit or loss:				
Current service cost	3,350	2,763	3,000	2,763
Interest cost	455	342	448	342
Past service costs and losses on settlement	770	-	770	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	(1,725)	-	(1,725)	-
Financial assumptions changes	1,659	-	1,659	-
Experience adjustments	(1,326)	-	(1,326)	-
Benefit paid during the year	(1,385)	(597)	(1,385)	(597)
Provision for long-term employee benefits at end of year	13,650	11,852	13,293	11,852

Line items in profit or loss which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Administrative expenses	4,575	3,105	4,218	3,105
Total expenses recognised in profit or loss	4,575	3,105	4,218	3,105

The Company and its subsidiaries expect that no long-term employee benefits will be paid during the next year.

As at 31 December 2015, the weighted average duration of the liabilities for long-term employee benefit is 25 years (Separate financial statements: 25 years) (2014: 26 years, separate financial statements: 26 years).

Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Discount rate	2.57 - 2.62	4	2.62	4
Salary increase rate	3	3	3	3
Turnover rate	0 - 34	0 - 20	0 - 34	0 - 20

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2015 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	Increase 1 %	Decrease 1 %	Increase 1 %	Decrease 1 %
Discount rate	(1,177)	1,346	(1,149)	1,314
Salary increase rate	1,276	(1,138)	1,244	(1,109)
Turnover rate	(1,254)	370	(1,224)	363

## 19. SHARE CAPITAL

On 29 May 2015, an Extraordinary General Meeting of the Company's shareholders No.1/2015 passed the following resolutions.

- a) To decrease the Company's registered share capital by cancelling of unissued 15,716 ordinary shares, from the existing registered capital of Baht 4,558,280,156 to be Baht 4,558,264,440, divided into 4,558,264,440 ordinary shares at the par value of Baht 1 each.
- b) To issue and offer up to 893,870,902 warrants (RML-W4) to purchase new ordinary shares of the Company to the existing shareholders at a ratio of 4 existing ordinary shares per 1 warrant that free of charge.
- c) To increase the Company's registered share capital by Baht 1,251,412,431 from Baht 4,558,264,440 (4,558,264,440 ordinary shares of Baht 1 each) to Baht 5,809,676,871 (5,809,676,871 ordinary shares of Baht 1 each), through the issue of 1,251,412,431 additional shares of Baht 1 each. The additional registered share capital is to be allotted as follows:
  - 357,541,529 new ordinary shares for offering to the specified investors by way of private placement.
  - No more than 893,870,902 new ordinary shares to be reserved for the exercise of warrants that will issue and offer to the existing shareholders.

The Company registered the decrease and the increase in its share capital with the Ministry of Commerce on 4 June 2015 and 5 June 2015, respectively.

## 20. WARRANTS TO PURCHASE NEW ORDINARY SHARES OF THE COMPANY ISSUED TO THE COMPANY'S SHAREHOLDERS

- 20.1 On 25 April 2012, the 2012 Annual General Meeting of the Company's shareholders passed the approval to issue and offer up to 894 million warrants to the shareholders, free of charge. These warrants are exercisable for a period of 3 years from the issued date in a ratio of 1 warrant for 1 ordinary share and at an exercise price of Baht 2.75 each.

On 17 May 2012, the Company issued 893,840,315 warrants (RML-W3). Each warrant can be exercised to purchase 1 new ordinary share at an exercise price of Baht 2.75 each, and exercised on the last business day of each March, June, September and December. The initial exercise date was on 29 June 2012 and the last exercise date was on 15 May 2015.

In May 2015, there was the exercise of 59,482 warrants (RML-W3) at a price of Baht 2.75 each result in the recording share premium of Baht 0.1 million. The Company registered the change in the paid-up share capital from Baht 3,575,424,125 to Baht 3,575,483,607 with the Ministry of Commerce on 3 June 2015.

The outstanding warrants (RML-W3) were expired for exercise on 15 May 2015.

- 20.2 On 15 June 2015, the Company issued 893,853,790 warrants (RML-W4) as approval in the Extraordinary General Meeting as described in Note 19 to the consolidated financial statements. Each warrant can be exercised to purchase 1 new ordinary share at an exercise price of Baht 1.97 each. These warrants can be exercised for 3 years from the issued date, on the last business day of each March, June, September and December. The initial exercise date fell on 30 September 2015 and the last exercise date will be on 14 June 2018.

As at 31 December 2015, there was not exercised for these warrants (RML-W4).

## 21. WARRANTS TO PURCHASE NEW ORDINARY SHARES OF THE COMPANY ISSUED TO THE EXECUTIVE DIRECTORS AND/OR EMPLOYEES OF THE COMPANY

On 1 November 2013, the Extraordinary General Meeting of the Company's shareholders No. 1/2013 passed the approval for the Company to issue and offer 89 million units of warrants to purchase the Company's ordinary shares ("ESOP-Warrants") at the rate of Baht 0 per unit and at the exercise ratio of 1 unit per 1 ordinary share and at the exercise price of Baht 1.67 per share to two executive directors of the Company, 44.5 million units each.

On 12 November 2013, the Board of Directors' Meeting of the Company No. 12/2013 passed the approval for the date of issue warrants (RML-WB) of 89 million units on 15 November 2013. The holders of the warrants are able to exercise their rights to purchase the Company's ordinary shares on the last business day of each month at the agreed option for a term of 5 years from the issued date.

As at 31 December 2015, there was not exercised for these warrants (RML-WB).

The expenses recognised from share-based payment transactions for the year ended 31 December 2015 of the Company were Baht 5 million (2014: Baht 15 million).

The fair value of the warrants (RML-WB) was measured based on Binomial option pricing model as presented below.

	<u>RML-WB</u>
Fair value of warrants at grant date	0.22 - 0.48 Baht per share
Share price at grant date	1.32 Baht per share
Exercise price	1.67 Baht per share
Expected dividend yield	0 %
Expected stock volatility*	45.51 %
Risk-free interest rate	2.83 %

\* The expected volatility of the share options is based on historical data of the Company's stock price during the period 16 November 2011 to 15 November 2014.

## 22. STATUTORY RESERVE

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

During the year ended 31 December 2015, the Company set a statutory reserve approximately Baht 39 million.

## 23. EXPENSES BY NATURE

Significant expenses by nature are as follow:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cost of residential condominium units sold	3,016,128	3,832,476	1,490,211	2,933,438
Salary and other employee benefits	224,253	251,957	205,828	225,125
Management fee	12,528	4,360	-	-
Depreciation and amortisation charges	65,690	59,061	19,842	15,708
Special business tax and transfer fees	210,433	283,480	115,381	225,558
Other selling expenses	115,973	127,664	29,856	45,097
Reduce project development cost to net realisable value	-	135,131	-	-

## 24. INCOME TAX

Income tax expenses for the years ended 31 December 2015 and 2014 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Current income tax:</b>				
Current income tax charge	113,515	287,300	112,585	281,594
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	132,232	127,046	107,158	160,594
<b>Income tax expenses reported in the statement of comprehensive income</b>	<b>245,747</b>	<b>414,346</b>	<b>219,743</b>	<b>442,188</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2015 and 2014 are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Deferred tax relating to actuarial gains	278	-	278	-

The reconciliation between accounting profit and income tax expense is shown below.

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Accounting profit before tax	1,146,203	1,638,851	996,053	2,274,358
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiply by income tax rate	229,241	327,770	199,211	454,872
Difference in tax rates of subsidiaries	(463)	(161)	-	-
Effects of:				
Tax exemption for dividend income from subsidiaries	-	-	-	(97,781)
Non tax exemption for dividend income from subsidiaries	-	4,337	-	-
Utilisation of unrecognised deferred tax assets in the previous year	(7,887)	-	(1,562)	(18,599)
Write-off deferred tax assets				
- Allowance for doubtful accounts	1,000	69,154	-	-
- Allowance for diminution of investments	20,000	1,020	20,000	1,020
Deferred tax assets which were not recognised during the year				
- Tax losses of subsidiaries	1,522	1,545	-	-
- Allowance for diminution of investments	-	-	-	98,171
- Allowance for doubtful accounts	-	1,965	-	24
- Others	71	-	-	-
Non-deductible expenses	2,263	8,716	2,094	4,481
<b>Total</b>	<b>16,969</b>	<b>86,737</b>	<b>20,532</b>	<b>(12,684)</b>
<b>Income tax expenses reported in the statement of comprehensive income</b>	<b>245,747</b>	<b>414,346</b>	<b>219,743</b>	<b>442,188</b>



As at 31 December 2015 and 2014, the components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Deferred tax assets</b>				
Unused tax loss	72,523	92,108	-	-
Allowance for diminution of investments	-	20,000	-	20,000
Allowance for doubtful accounts	-	1,000	-	-
Allowance for diminution in value of project development cost	22,741	22,741	2,430	2,430
Allowance for investment properties impairment	22,292	23,231	-	-
Provision for long-term employee benefits	2,658	2,370	2,659	2,370
Cash received from customers and project development cost from the difference between tax and accounting of revenue recognition	191,617	292,247	40,466	128,192
Others	418	2,202	-	-
<b>Total deferred tax assets</b>	<b>312,249</b>	<b>455,899</b>	<b>45,555</b>	<b>152,992</b>
<b>Deferred tax liabilities</b>				
Surplus of project development cost	29,269	40,407	-	-
<b>Total deferred tax liabilities</b>	<b>29,269</b>	<b>40,407</b>	<b>-</b>	<b>-</b>

As at 31 December 2015, the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 717 million (2014: Baht 992 million) (the Company only: Baht 590 million, 2014: Baht 493 million). Deferred tax assets have not been recognised on these amount as the Company and its subsidiaries believe future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 126 million will expire by 2016 - 2020.

## 25. EARNINGS PER SHARE

Basis earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued. However, warrants was not included in calculation of diluted earnings per share for the year 2015 since the exercise price plus the balance of fair value of each warrants is higher than the average market price for the year.

	Consolidated financial statements					
	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	2015	2014	2015	2014	2015	2014
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	900,898	1,224,519	3,575,484	3,575,424	0.25	0.34
<b>Effect of dilutive potential ordinary shares</b>						
Warrants to purchase ordinary shares of the Company issued to executive directors of the Company (ESOP-RML-WB)	-	-	-	7,180		
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of warrants to ordinary shares	900,898	1,224,519	3,575,484	3,582,604	0.25	0.34
	Separate financial statements					
	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	2015	2014	2015	2014	2015	2014
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	776,310	1,832,170	3,575,484	3,575,424	0.22	0.51
<b>Effect of dilutive potential ordinary shares</b>						
Warrants to purchase ordinary shares of the Company issued to executive directors of the Company (ESOP-RML-WB)	-	-	-	7,180		
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of warrants to ordinary shares	776,310	1,832,170	3,575,484	3,582,604	0.22	0.51

## 26. PROVIDENT FUND

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The fund is monthly contributed to by employees, at the rate of 3 percent or 5 percent of their basic salaries, and by the Company at the rate of 5 percent of employees' basic salaries. The fund, which is managed by Kasikorn Thai Asset Management Company Limited will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2015 amounting to approximately Baht 5 million (2014: Baht 5 million) were recognised as expenses.

## 27. COMMITMENTS AND CONTINGENT LIABILITIES

### 27.1 Capital commitments

As at 31 December 2015, the Company and its subsidiaries had capital commitments of approximately Baht 750 million (2014: Baht 1,655 million) (the Company only: Baht 26 million, 2014: Baht 167 million) relating to design and construction contracts of their projects.

### 27.2 Long-term service commitments

The Company and its subsidiaries had commitment in respect of agency fees of the projects to pay under the "Agency Agreement" at the rate of 1 to 7 percent of project units' sale price.

### 27.3 Guarantee

27.3.1 As at 31 December 2015, the Company has guaranteed bank credit facilities of its subsidiaries amounting to Baht 2,030 million (2014: Baht 2,880 million).

27.3.2 As at 31 December 2015, the Company and its subsidiary had outstanding bank guarantees issued by banks on behalf of the Company and its subsidiary of approximately Baht 7 million (2014: Baht 7 million) (the Company only: Baht 4 million, 2014: Baht 4 million) to guarantee electricity use.

### 27.4 Tax assessment

During the year 2012, a subsidiary received letters of corporate income tax and special business tax assessment from the Revenue Department, whereby significant tax was assessed on the mortgage value to be included in value of land sales of the subsidiary. The subsidiary submitted a letter appealing the assessment to the Tax Appeal Committee of the Revenue Department. The Company's management believes that the subsidiary will be able to oppose this assessment and that there will be no significant effect to the consolidated statement of financial position and consolidated statement of comprehensive income.

Even if the subsidiary loses the case, the Company's management believes that losses resulting from this tax assessment will be incurred only by the subsidiary, which ceased its operations in 2010 and has total assets amounting to Baht 21.8 million included in the consolidated financial statements as at 31 December 2015, of which Baht 21.6 million is withholding tax that the subsidiary has requested for refund.

### 27.5 Litigations

As at 31 December 2015, the Company and its subsidiaries have pending litigation cases, relating to allegations of breaches of agreements to purchase and to sell from some customers and torts. However, the Company and its subsidiaries are defending the lawsuits, and since the Company's lawyers and management believe that the Company and its subsidiaries will not have a material effect from the litigation, no addition entries have been made in respect of these cases beyond provision already recorded.

## 28. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on their project property development.

The Company and its subsidiaries have aggregated all operating segments and presented them as the reportable segment (property development). The aggregated operating segments have similar economic characteristics and are similar in the other respects required by the financial reporting standard. The operation of the Company and its subsidiaries is carried out from the single geographic location, Thailand. As a result, all of the revenues, operating profits and assets as reflected in these consolidated financial statements pertain to the aforementioned reportable operating segment and geographical area.

## 29. FINANCIAL INSTRUMENTS

### 29.1 Financial risk management

The Company's and the subsidiaries' financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, restricted bank deposits, trade and other receivables, loans to, investments, trade and other payables, short-term loan, long-term loans and debentures. The financial risks associated with these financial instruments and how they are managed is described below.

#### *Credit risk*

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables and loans to. The Company's and its subsidiaries' management manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentration of credit risk involved the real estate business since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loan to as stated in the statements of financial position.

#### *Interest rate risk*

The Company's and the subsidiaries' exposure to interest rate risk relates primarily to their cash at banks, loans to, short-term loans, long-term loans and debentures. Most of the Company's and the subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statement					
	As at 31 December 2015					
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	within 1 year	1 – 5 years				
(% p.a.)						
<b>Financial Assets</b>						
Cash and cash equivalent	25	-	474	6	505	0.125 - 2.25
Restricted bank deposits	-	-	4	-	4	0.30
Trade and other receivables	-	-	-	8	8	-
	25	-	478	14	517	
<b>Financial Liabilities</b>						
Short-term loans from financial institutions	100	-	-	-	100	3.40
Trade and other payables	-	-	-	141	141	-
Long-term loans from financial institutions	-	-	2,286	-	2,286	Reference to MLR
Debentures	-	498	-	-	498	4.80
	100	498	2,286	141	3,025	

(Unit: Million Baht)

Consolidated financial statement						
As at 31 December 2014						
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	within 1 year	1 – 5 years				
(% p.a.)						
<b>Financial Assets</b>						
Cash and cash equivalent	-	-	498	-	498	0.25 - 2.00
Restricted bank deposits	-	-	29	-	29	0.40
Trade and other receivables	-	-	-	22	22	-
	-	-	527	22	549	
<b>Financial Liabilities</b>						
Short-term loans from financial institutions	510	-	-	-	510	3.60 - 5.10
Trade and other payables	-	-	-	325	325	-
Long-term loans from financial institutions	-	-	3,028	-	3,028	Reference to MLR
	510	-	3,028	325	3,863	

(Unit: Million Baht)

	Separate financial statement					
	As at 31 December 2015					
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	within 1 year	1 – 5 years				
( % p.a.)						
<b>Financial Assets</b>						
Cash and cash equivalent	-	-	132	-	132	0.30 - 0.625
Restricted bank deposits	-	-	4	-	4	0.30
Trade and other receivables	-	-	-	357	357	-
Short-term loans to related companies and interest receivable	837	-	1,450	125	2,412	5.5 and MLR-1.75 to -1.875
	837	-	1,586	482	2,905	
<b>Financial Liabilities</b>						
Short-term loans from financial institutions	100	-	-	-	100	3.40
Trade and other payables	-	-	-	11	11	-
Short-term loan from related party and accrued interest	130	-	-	28	158	3.00
Long-term loans from financial institutions	-	-	1,050	-	1,050	Reference to MLR
Debentures	-	498	-	-	498	4.80
	230	498	1,050	39	1,817	



(Unit: Million Baht)

Separate financial statement						
As at 31 December 2014						
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	within 1 year	1 – 5 years				

**Foreign currency risk**

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company and its subsidiaries consider themselves not to be exposed to foreign currency risk because the majority of financial transactions are in Baht currency.

**29.2 Fair values of financial instruments**

Since the majority of the Company's and its subsidiaries' financial instruments are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

**30. CAPITAL MANAGEMENT**

The primary objective of the Company's and its subsidiaries' capital management is to ensure that it has an appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2015, the Group's interest-bearing debt-to-equity ratio was 0.65:1 (2014: 1:1) and the Company's was 0.32:1 (2014: 0.33:1).

## 31. EVENTS AFTER THE REPORTING PERIOD

On 22 January 2016, a meeting of the Company's Board of Directors No. 1/2016 passed a resolution to approve the Company's investment in 100 percent of the total interests in Raimon Land CC5 LLC, a company incorporated in USA, by acquiring Raimon Land CC5 LLC's interests from JS Asset Management Pte. Ltd., which is major shareholder of the Company with the consideration of USD 10.87 million. Raimon Land CC5 LLC has its investment in the proportion of 51 percent of Citycenter 5 Partners LP which own office building for rent located in USA.

This resolution will be proposed for approval by the 2016 Annual General Meeting of the Company's shareholders.

## 32. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2016.

Further information could be found in  
the Company's Form 56-1 uploaded at [www.sec.or.th](http://www.sec.or.th)  
or the Company's website : [www.raimonland.com](http://www.raimonland.com)





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