

**Report of the Acquisition or Disposition of Non-voting Depository Receipts (NVDRs)  
and Underlying Shares (if any)**

1. Underlying securities name: Hemaraj Land and Development PCL; Underlying securities code: TH0303A10Z07
2. Date of action resulting in reporting obligation with Thai NVDR (TNVDR): 09/04/2015 (Tender Offer Acceptance Date) (dd/mm/yy)

2.1 ( ) Acquisition	( ) Through the Stock Exchange of Thailand via a securities company: _____
(X) Disposition	(X) Direct sale/purchase, please specify the name(s) of parties executing the transaction with the reporting person (if known): <u>WHA Venture Holding Company Limited</u> (Name of Offerer)
	( ) Subscription in excess of rights offering ( ) Exercise of conversion rights
	( ) By way of inheritance ( ) Other (please specify): _____
2.2 ( ) Commencement of status of a concert party	( ) Termination of status of a concert party
2.3 ( ) Acquisition of a juristic person under Section 258	( ) Termination of status of a juristic person under Section 258

3. Date of filing this report to Thai NVDR (TNVDR): 24/04/2015
4. The highest price paid by the reporting person or person in the same group<sup>1</sup> for its acquisition of either NVDRs or underlying shares during the past 90 days period (the first day being the date of action under item 2 which give rise to this reporting obligation):  
4.4400 Baht/Unit, on the date of: 25/02/2015 (dd/mm/yy)
5. Information about the reporting person:

Name: Schroder Investment Group (See Appendix 1 & 2)

Address: c/o Schroder Investment Management (Singapore) Ltd. 65 Chulia Street OCBC Centre Singapore 049513  
adeline.woo@schroders.com

Telephone: +65 6389 7693 Fax: NA E-mail: amy.sng@schroders.com

If the person is authorised to file a report on behalf of the reporting person, please specify the relationship with the reporting person:

NA

6. Person authorised to contact with Thai NVDR (if any).

Name: NA Telephone: NA

Fax: NA E-mail: NA

7. The purpose of this report is:

(X) to comply with NVDRs' prospectus and Section 246 of the Securities and Exchange Act B.E. 2535.

( ) to amend or supplement the form 246-2-NVDR previously filed on the date of: \_\_\_\_\_ (dd/mm/yy) in item: \_\_\_\_\_

8. Type of NVDRs or underlying shares subject to the reporting obligation for this acquisition or disposition:

8.1 Shares				
Common shares	(X)	NVDRs	(X)	underlying shares
Preferred shares	( )	NVDRs	( )	underlying shares
8.2 Convertible securities				
Warrants	( )	NVDRs	( )	underlying shares
Transferable subscription rights (TSRs)	( )	NVDRs	( )	underlying shares

**Information to be provided under item 9 and 10 shall depend on the nature of action that gives rise to the reporting obligation**

<sup>1</sup> "Person in the same group" means

- (i) Party acting in concert with the reporting person
- (ii) Person under Section 258 of the reporting person; and
- (iii) Person under Section 258 of the concert party.

9. For reporting in the event of the acquisition or disposition of NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities, please provide details of the acquisition or disposition that gives rise to this reporting obligation. (If such acquisition or disposition of NVDRs representing underlying shares and/or its underlying securities and NVDRs representing convertible securities and/or its underlying securities results in the holding of NVDRs representing underlying shares and/or its underlying securities and NVDRs representing convertible securities reaches or crosses the trigger points for which the reporting obligations of NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities are required, then a report of each type of securities shall be filed separately).

9.1 Information on the changes in NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities held by the reporting person:

Name of person(s)/juristic person(s)	Types of securities	Securities held before acquisition/disposition		Securities acquired/disposed of		Securities held after acquisition/disposition	
		Number of units <sup>2</sup>	Voting rights <sup>3</sup> % <sup>4</sup>	Number of units <sup>2</sup>	Voting rights <sup>3</sup> % <sup>4</sup>	Number of units <sup>2</sup>	Voting rights <sup>3</sup> % <sup>4</sup>
I. Person acquiring or disposing	NVDRs						
	Underlying Securities						
	Total						
II. Concert party of I (please specify the name(s))	NVDRs						
1	Underlying Securities						
	Total						
2.	NVDRs						
	Underlying Securities						
	Total						
III. Person(s) under Section 258 of I and II (please specify the name(s))	NVDRs						
1.	Underlying Securities						
	Total						
2.	NVDRs						
	Underlying Securities						
	Total						
IV. Person(s) holding on behalf of I (please specify the name(s))	NVDRs						
1.	Underlying Securities						
	Total						
2.	NVDRs						
	Underlying Securities						
	Total						
Total							

9.2 Information on the changes in NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities held on behalf of other person(s):

Name of person(s)/Juristic person(s) V In the case of holding on behalf of other person(s) (please specify the name(s)):	Types of securities	Securities held before acquisition/disposition			Securities acquired/disposed of			Securities held after acquisition/disposition		
		Number of units <sup>2</sup>	Voiting rights <sup>3</sup>	% <sup>4</sup>	Number of units <sup>2</sup>	Voiting rights <sup>3</sup>	% <sup>4</sup>	Number of units <sup>2</sup>	Voiting rights <sup>3</sup>	% <sup>4</sup>
1	NVDRs									
	Underlying Securities									
	Total									
2.	NVDRs									
	Underlying Securities									
	Total									
Total										

<sup>2</sup> To be filled only in the report on acquisition of NVDRs representing convertible securities and/or its underlying securities, In cases where there are more than one type of convertible securities, all information shall be stated in the same report.

<sup>3</sup> In cases where NVDRs representing convertible securities, please report the voiting rights of the underlying securities reserved for conversion. If one (1) share of the underlying securities is equal to one (1) voiting right (1 share = 1 voiting right), please give the total number of NVDRs in the field "Voiting rights"

<sup>4</sup> The percentage of the voiting rights of securities shall be calculated based on the total number of voiting rights of the business (Please see example in Item 5 of the Explanation).

<sup>5</sup> Including either NVDRs and/or underlying securities which the reporting person deposits with other person(s) or has other person(s) hold on his behalf.

10. For reporting in the event of the commencement or termination of status of a concert party or the acquisition or termination of status of a juristic person under Section 258, please provide the information on the change of NVDRs and/or its underlying Securities holding as a result of the commencement or termination of status of a concert party or the acquisition or termination of status of a juristic person under section 258 that give rise to the reporting obligation (if the commencement or termination of such relationship results in the holding of NVDRs representing underlying shares and/or its underlying securities and NVDRs representing convertible securities and/or its underlying securities reaches or crosses the trigger points for which the reporting obligations of NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities are required, then a report of each type of securities shall be filed separately).

Name of person(s)/juristic person(s)	Type(s) of securities	Number of Units <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>
Prior to commencement or termination of relationship as: <input type="checkbox"/> concert party <input type="checkbox"/> juristic person under Section 258				
I. Reporting person	NVDRs			
	Underlying Securities			
	Total			
II. Concert party of I (please specify the name(s)):				
1.	NVDRs			
	Underlying Securities			
	Total			
2.	NVDRs			
	Underlying Securities			
	Total			
III. Person(s) under Section 258 of I and II (please specify the name(s)):				
1.	NVDRs			
	Underlying Securities			
	Total			
2.	NVDRs			
	Underlying Securities			
	Total			
<b>Total NVDRs and/or its underlying Securities holding prior to commencement or termination of the relationship</b>				

Name of person(s)/juristic person(s)	Type(s) of securities	Number of Units <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>
V. ( ) Commencement of status of concert party: 1.	NVDRs			
	Underlying Securities			
	Total			
2.	NVDRs			
	Underlying Securities			
	Total			
( ) Acquisition of a juristic person under Section 258 1.	NVDRs			
	Underlying Securities			
	Total			
2.	NVDRs			
	Underlying Securities			
	Total			
VI. ( ) Termination of status of a concert party: 1.	NVDRs			
	Underlying Securities			
	Total			
2.	NVDRs			
	Underlying Securities			
	Total			
( ) Termination of status of a juristic person under Section 258 1.	NVDRs			
	Underlying Securities			
	Total			
2.	NVDRs			
	Underlying Securities			
	Total			
<b>Total NVDRs and/or its underlying Securities holding after commencement or termination of relationship under V. or VI.</b>				

I hereby certify that the foregoing statement in this report is complete and accurate and contains neither any materially misleading statements nor any omissions of material information that ought to be declared.

Signature Amey Singh  
( Amey Singh (Compliance manager) )  
( Please specify business title (if any) )

Report filer

The companies included in the Schroders Investment Management Group ("Schroders") are:

- 1) Schroder Investment Management Limited ("SIML")
- 2) Schroder Investment Management North America Ltd ("SIMNAL")
- 3) Schroder Investment Management (Hong Kong) Limited ("SIMHK")
- 4) Schroder Investment Management (Singapore) Ltd ("SIMSL")

Details of acquisition or disposition:

Name of person / juristic person	Type of shares	Shares held before acquisition / disposition		Shares acquired / disposed of		Shares held after acquisition / disposition	
		Number (units/Shares)	%	Number (units/Shares)	%	Number (units/Shares)	%
SIML	NVDRs	-	-	-	-	-	-
	Underlying shares	33,852,800	0.349	-	-	33,852,800	0.349
SIMNAL	NVDRs	386,400	0.004	(209,600)	(0.002)	176,800	0.002
	Underlying shares	102,601,800	1.057	(660,800)	(0.007)	101,941,000	1.050
SIMHK	NVDRs	-	-	-	-	-	-
	Underlying shares	27,606,600	0.284	-	-	27,606,600	0.284
SIMSL	NVDRs	96,729,400	0.997	(76,960,800)	(0.793)	19,768,600	0.204
	Underlying shares	247,612,200	2.551	(5,330,500)	(0.055)	242,281,700	2.496
	<b>Total</b>	<b>508,789,200</b>	<b>5.2424</b>	<b>(83,161,700)</b>	<b>(0.8569)</b>	<b>425,627,500</b>	<b>4.3856</b>