



11 July 2023

Subject: Invitation to the 51st Annual General Meeting of Shareholders
Attention: Shareholders of the Company

The Board of Directors Meeting of Bangkok Land Public Company Limited (“the Company”) has passed a resolution to convene the 51st Annual General Meeting of Shareholders on 26 July 2023 at 02.00 p.m. by means of electronic (E-Meeting) to consider the following agendas:-

Agenda 1 To adopt the minutes of the 50th Annual General Meeting of Shareholders held on 26 July 2022

Objective and Reason In respect to the Public Limited Companies Act B.E.2535 (as amended) and the regulations of the Securities and Exchange of Thailand, the Company shall submit to the Stock Exchange of Thailand and Ministry of Commerce, a copy of the Minutes of the 50th Annual General Meeting of Shareholders within the date according to the requirement of the law. The Company already prepared the minutes of the abovementioned meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce and also posted on the Company’s website.

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that Shareholders should adopt the said minutes as attached to this invitation (Annex 2).

Voting This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxy attending and casting votes at the meeting.

Agenda 2 To acknowledge the report on the Company’s operation results for the fiscal year ended 31 March 2023

Objective and Reason The summary of the Company’s performance and major changes during the previous fiscal year was declared in the Annual Registration Statements / Annual Report (Form 56-1 One Report) for the fiscal year ended 31 March 2023 of the Company. In compliance with Article 34(1) of the Company’s Article of Association, the Board of Directors has to report the operating results to the Shareholders of the Company in the Annual General Meeting of Shareholders.

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that Shareholders should acknowledge the report of the Company’s operation results for the fiscal year ended 31 March 2023. The details are provided in the form of QR Code which can be downloaded from the attachment. (Annex 1).

Voting This matter is for acknowledgement and thus a resolution is not required.

BANGKOK LAND PUBLIC COMPANY LIMITED

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Agenda 3 To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2023, and acknowledge the Report of the Auditor

Objective and Reason In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 36 of the Company's Articles of Association, the Company has prepared the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2023, which were audited and certified by the Company's auditor, reviewed by the Audit Committee and approved by the Board of Directors for Shareholders to acknowledge and approve.

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that Shareholders should approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31 March 2023 which was audited by the Auditor, reviewed by the Audit Committee and approved by the Company's Board of Directors. The details are in the Annual Registration Statements/Annual Report (Form 56-1 One Report) which is provided in the QR Code Form as attached (Annex 1).

Voting This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxy attending and casting votes at the meeting.

Agenda 4 To consider and approve the appropriation of net profit to be legal reserve in compliance with the law and the suspension of dividend payment for the fiscal year ended 31 March 2023

Objective and Reason In compliance with Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 39 of the Company's Articles of Association, the Company must appropriate at least 5 percent of the annual net profit less the total accumulated losses brought forward (if any) to a legal reserve until the reserve fund is not less than 10 percent of the registered capital of the Company.

As of 31 March 2022, the Company has appropriated annual net profit as legal reserve in the total amount of Baht 1,015,047,648 equivalent to 3.86 percent of the registered capital of the Company. Therefore, the Company has to propose an additional appropriation at 5 percent of annual net profit as of 31 March 2023 in the amount of Baht 77,098,968 (Baht Seventy Seven Million Ninety Eight Thousand Nine Hundred and Sixty Eight) as a legal reserve.

Opinion of the Board The Board of Directors has considered the matters and is of the opinion that:

(1) Shareholders should approve the appropriation to the legal reserve in the amount of Baht 77,098,968 for the year ended 31 March 2023

(2) Shareholders should approve the suspension of dividend payment for the year ended 31 March 2023

The details of these matters are attached (Annex 3).

Voting This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxy attending and casting votes at the meeting.

Agenda 5 To consider the election of directors in place of those directors whose term will expire by rotation

Objective and Reason In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 16 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third of the Directors have to retire by rotation. For this year, the 3 following directors would retire by rotation:

- | | |
|---------------------------|----------------------|
| 1. Mr. Suihung Kanjanapas | Executive Director |
| 2. Mr. Burin Wongsanguan | Director |
| 3. Mr. Panya Boonyapiwat | Independent Director |

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that Shareholders should re-elect (1) Mr. Suihung Kanjanapas (2) Mr. Burin Wongsanguan and (3) Mr. Panya Boonyapiwat whom have to retire by rotation to resume their position in the Company for another term. (Annex 4).

Voting This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxy attending and casting votes at the meeting.

Agenda 6 To consider and approve the payment of directors' remuneration for the fiscal year ending 31 March 2024

Objective and Reason In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (as amended), the Shareholders' Meeting shall consider and approve the directors' remuneration.

Opinion of the Board The Board of Directors had considered the duties of the directors in the committee and the audit committee and is of the opinion that the Shareholders should approve the payment of the directors' remuneration for the year ending 31 March 2024 in the amount of not exceeding Baht 7,623,000 (Baht Seven Million Six Hundred Twenty Three Thousand) and the Shareholders should approve the authorization of the Board of Directors or the person entrusted by the Board to have the power to distribute the said funds to each director as the Board or the said person deem appropriate by consideration based on each director's performance (Annex 5).

Voting This matter requires an affirmative resolution not less than two-thirds of the total number of votes of shareholder and proxy attending the meeting.

Agenda 7 To consider and approve the appointment of the auditor and fixing of remuneration of the Company's auditors for the year ending 31 March 2024

Objective and Reason In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, the Shareholders' Meeting shall

consider and approve the appointment of auditors and fix their remuneration. For the fiscal year ending 31 March 2024, the Audit Committee of the Company has considered and recommended the Board of Directors to appoint the auditors of the Company and fixed the remuneration for the fiscal year ending 31 March 2024.

Opinion of the Board

The Board of Directors (with the recommendation of the Audit Committee) has considered the matter and is of the opinion that Shareholders should appoint Miss Kannika Wipanutrat Certified Public Account No.7305 and/or Miss Nonglak Pattabunfith Certified Public Account No.4713 and/or Mr.Jirote Sirirorote Certified Public Account No.5113 and/or Miss Sumana Senivongse Certified Public Account No.5897 and/or Mr. Komin Linphrachaya Certified Public Account No.3675 and/or Miss Kojchamon Sunhuan Certified Public Account No.11536 and/or Mr. Jadesada Hungsapruerk Certified Public Account No.3759 of Karin audit Co., Ltd. as the auditors of the Company for the year ending 31 March 2024, whereby the auditors shall have the authority to conduct the audit and express an opinion on the Financial Statements of the Company, including the consolidated financial statements. In the case that the said auditors cannot carry out their duties, Karin Audit Co., Ltd. is authorized to appoint another auditor of Karin Audit Co., Ltd. to perform the work. Total audit fee including the fee for auditing Consolidated Financial Statements and the fee for reviewing Quarterly Financial Statements of the Company and its subsidiaries, is in the amount of not exceeding Baht 7,040,000 (Baht Seven Million Forty Thousand). The audit fee for the Company's Financial Statements in particular is Baht 1,620,000 (Baht One Million Six Hundred Twenty Thousand) (Annex 6).

Voting

This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxy attending and casting votes at the meeting.

Agenda 8 **To consider other matters (if any)**

Pursuant to Section 105 of the Public Limited Companies Act B.E. 2535 (as amended), any shareholders of the Company may propose additional agendas at the Shareholders Meeting. However, such matter must be proposed by Shareholder (s) holding shares of not less than one-third of the total shares issued by the Company.

The Company had fixed 15 June 2023 as the Record Date to determine the name of the Shareholders who have the right to attend and vote at the 51st Annual General Meeting of Shareholders.

The 51st Annual General Meeting of Shareholder will be held in the form of meeting via electronic media (E-Meeting). In this regards, the Company would like to ask for the cooperation of Shareholders and proxies wishing to attend the meeting strictly follow the guidelines and procedures for attending the meeting via electronic media this time. The Company has attached the guidelines and procedures for attending the said meeting (Annex 9) with this invitation letter.

The Company has also prepared Proxy Form A which is a general proxy form and Proxy Form C which is only for foreign shareholders who hold the Company's shares through custodian account in Thailand. Shareholders can download Form A or Form C from the Company website www.bangkokland.co.th.

Respectfully yours,

A handwritten signature in black ink, consisting of several loops and a long vertical stroke at the end.

Suihung Kanjanapas
Chairman of the Board

List of the documents attached to the Notice of the 51st Annual General Meeting of Shareholders

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