



## BANGKOK LAND PUBLIC COMPANY LIMITED

Annual General Meeting of Shareholders No.52

Via electronic means (E-AGM)

On 18 July 2024 at 02.00 p.m.

Registration will start at 12.00 p.m.



14 June 2024

Subject: Invitation to the 52<sup>nd</sup> 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 52<sup>nd</sup> Annual General Meeting of Shareholders on 18 July 2024 at 02.00 p.m. via electronic means (E-AGM) to consider the following agenda:-

**Agenda 1**      **To adopt the minutes of the 51<sup>st</sup> Annual General Meeting of Shareholders held on 26 July 2023**

**Objective and Reason** In respect to the Public Limited Companies Act B.E.2535 (as amended) and the regulations of the Stock Exchange of Thailand, public limited companies shall submit a copy of the minutes of the Annual General Meeting of Shareholders to the Stock Exchange of Thailand and Ministry of Commerce within the period as specified by the law. The Company already prepared the minutes of the 51<sup>st</sup> Annual General Meeting of Shareholders and submitted the same to the Stock Exchange of Thailand and Ministry of Commerce as well as posting such minutes on the Company's website.

**Opinion of the Board** The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to adopt the said minutes as attached to this invitation letter (Annex 2).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies 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 2024**

**Objective and Reason** The summary of the Company's performance and major changes during the previous fiscal year was disclosed in the Annual Registration Statements / Annual Report (Form 56-1 One Report) for the fiscal year ended 31 March 2024 of the Company. This is in compliance with Article 34(1) of the Company's Articles of Association which requires the Board of Directors to report the operating results of the Company to the shareholders' meeting.

**Opinion of the Board** The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to acknowledge the report of the Company's operation results for the fiscal year ended 31 March 2024. The details are as appeared in the Annual Registration Statements / Annual Report (Form 56-1 One Report) of the Company which is provided in the form of QR Code (Annex 1).

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

**BANGKOK LAND** PUBLIC COMPANY LIMITED

47/569-576 MOO 3, 10<sup>TH</sup> FLOOR, NEW GENEVA INDUSTRY CONDOMINIUM, POPULAR 3 ROAD, BANMAI SUB-DISTRICT, PAKKRED DISTRICT, NONTABURI 11120

TEL : 02 504 4940-9

• E-MAIL : INFO@BANGKOKLAND.CO.TH

• WWW.BANGKOKLAND.CO.TH

**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 2024, 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 which requires the shareholders' meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income as well as to inform the shareholders of the auditor's report on the performance of the Company in the previous year, 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 2024, which were audited by the Company's certified auditor, reviewed by the Audit Committee and approved by the Board of Directors.

**Opinion of the Board** The Board of Directors has considered the matter and deemed it appropriate to propose to the shareholders' meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31 March 2024 which was audited by the certified auditor, reviewed by the Audit Committee and approved by the Company's Board of Directors. The details are as appeared in the Annual Registration Statements/Annual Report (Form 56-1 One Report) of the Company which is provided in the form of QR Code as attached hereto (Annex 1).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies 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 payment of dividend for the fiscal year ended 31 March 2024

**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 2023, the Company has appropriated annual net profit as legal reserve in the total amount of Baht 1,092,146,616 equivalent to 4.15 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 2024 in the amount of Baht 71,171,890 as a legal reserve.

In addition, Section 115 of the Public Limited Companies Act B.E.2535 (as amended) and Article 38 of the Company's Articles of Association provide that in case the Company does not have an accumulated loss, the Company (with the approval of the shareholders' meeting) may pay dividend out of the profits to the shareholders.

**Opinion of the Board** The Board of Directors has considered the matters and is of the opinion that the shareholders should consider approving:

(1) the appropriation of profits to the legal reserve for the year ended 31 March 2024 in the amount of Baht 71,171,890

(2) the payment of dividend for the year ended 31 March 2024 at the rate of Baht 0.01 (One Satang) per share to the shareholders. The Record Date on which the shareholders have the right to receive the dividend shall be on 26 July 2024 (Record Date). Payment of dividends shall be made to the shareholders on 16 August 2024.

The Board of Directors has considered and is of the opinion that the payment of dividend for the Company's operations for the year ended 31 March 2024 is appropriate and in accordance with the Company's dividend payment policy.

The details are as attached here to (Annex 3).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies 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, the shareholders' meeting shall consider and approve the election of directors in place of those whose term will expire by rotation whereby every year, one-third of the directors have to retire by rotation. For this year, the following 3 directors would retire by rotation:

- |                           |                      |
|---------------------------|----------------------|
| 1. Mr. Prasan Hokchoon    | Independent Director |
| 2. Mr. Supavat Saicheua   | Independent Director |
| 3. Mr. Siriwat Likitnuruk | Independent Director |

**Opinion of the Board** The Nomination of Remuneration Committee has considered the qualifications and performance of the directors who are required to retire by rotation this time and is of the opinion that the 3 directors have performed their duties completely and properly. In addition, such 3 directors have been considered in accordance with the Company's procedures and possess the qualifications as required under the relevant rules and regulations as well as are suitable to the business operation of the Company. The Board of Directors therefore deems it appropriate to propose to the shareholders' meeting to appoint 3 directors, namely 1. Mr. Prasan Hokchoon 2. Mr. Supavat Saicheua and 3 Mr. Siriwat Likitnuruk who are required to retire by rotation to assume the position for another term. The Board of Directors has considered that the 3 persons nominated to be independent directors possess the qualifications as required under the relevant laws in relation to independent directors. In this regard, Mr. Prasan Hokchoon, Mr. Supavat Saicheua and Mr. Siriwat Likitnuruk have been independent directors of the Company for 8 years since 2016, 14 years since 2010 and 14 years since 2010, respectively. However, due to their knowledge, capability, experience and expertise in the Company's business along with the past performance of the 3 independent directors, the Company therefore deems it appropriate to

propose to the 52<sup>nd</sup> Annual General Meeting of Shareholders to re-appoint Mr. Prasan Hokchoon, Mr. Supavat Saicheua and Mr. Siriwat Likitnuruk for another term.

The brief profile of the directors who are to retire by rotation is as attached hereto (Annex 4).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies 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 2025

**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. The Nomination and Remuneration Committee has considered and has deemed it appropriate to propose to the Board of Directors to further propose the shareholders' meeting to consider and approve the payment of directors' remuneration for the performances in the fiscal year ended 31 March 2025

**Opinion of the Board** The Board of Directors has considered (which the recommendation and approval from the Nomination and Remuneration Committee) the duties of the Board of Directors, the Audit Committee and sub-committees and has deemed it appropriate to propose to the shareholders' meeting to consider and approve the payment of the directors' remuneration for the performances in the fiscal year ended 31 March 2025 in the amount of not exceeding Baht 7,623,000 (Seven Million Six Hundred Twenty Three Thousand Baht) and to approve the granting of authorization to the Board of Directors or the person entrusted by the Board of Directors to have the power to distribute the said funds to each director as deemed appropriate by taking into account the performance of each director as a criteria (Annex 5).

**Voting** This matter requires an affirmative resolution not less than two-thirds of the total number of votes of shareholders and proxies 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 2025

**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 determination of their remuneration. For the fiscal year ended 31 March 2025, the Audit Committee of the Company has considered and recommended the Board of Directors to propose to the shareholders' meeting to consider and appoint the auditors of the Company and fix the remuneration for the fiscal year ended 31 March 2025.

**Opinion of the Board** The Board of Directors (with the recommendation and approval of the Audit Committee) has considered the matter and has deemed it appropriate to propose to the shareholders' meeting to consider and appoint Miss Kannika Wipanurat 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 and subsidiaries for the year ended 31 March 2025, whereby such 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. The remuneration of the auditors for auditing the Consolidated Financial Statements and reviewing Quarterly Financial Statements of the Company and its subsidiaries, is to be fixed in the amount of not exceeding Baht 7,100,000 (Seven Million One Hundred Thousand Baht). The audit fee for the Company's Financial Statements in particular shall be fixed at Baht 1,620,000 (One Million Six Hundred Twenty Thousand Baht) (Annex 6).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies 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), shareholders may propose additional agendas at the shareholders' meeting. However, such agenda must be proposed by shareholder(s) holding aggregate shares of not less than one-third of the total shares issued by the Company.

The Company had fixed 14 June 2024 as the Record Date to determine the name of the Shareholders who have the right to attend and vote at the 52<sup>nd</sup> Annual General Meeting of Shareholders.

The 52<sup>nd</sup> Annual General Meeting of Shareholder will be held in the form of meeting via electronic means (E-Meeting). Therefore, 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 means. In this regard, the Company has attached the guidelines and procedures for attending the said meeting with this invitation letter (Annex 9).

In addition, the Company is required to collect the personal data of the shareholders, such as name and surname, the date of birth, age, address, nationality, the identification number (or passport number), telephone number, shareholders' registration number, email address (if any) to comply with the laws. The Company will adhere to the Privacy Notice as provided in Annex12.

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 such forms from the Company's website [www.bangkokland.co.th](http://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 52<sup>nd</sup> Annual General Meeting of Shareholders**

		<b>Page</b>
Annex 1	QR Code for the Annual Registration Statements/Annual Report (Form 56-1 One Report) together with the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2024 (For acknowledgement of Agenda 2 and consideration of Agenda 3)	8
Annex 2	Copy of Minutes of the 51 <sup>st</sup> Annual General Meeting of Shareholders held on 26 July 2023 (Supplementary for consideration of Agenda 1)	10
Annex 3	The Appropriation of Legal Reserve and Dividend Policy of the Company (Supplementary for consideration of Agenda 4)	23
Annex 4	Brief CVs of the retired directors who have been proposed for re-election as the Company's directors for another term and Definition of Independent Directors (Supplementary for consideration of Agenda 5)	27
Annex 5	Directors' remuneration for the fiscal year ended 31 March 2025 (Supplementary for consideration of Agenda 6)	34
Annex 6	The appointment of the Company's auditors and determination of audit fees for the year ended 31 March 2025 (Supplementary for consideration of Agenda 7)	37
Annex 7	Proxy Form B and Information of independent directors nominated by the Company as a proxy from the shareholders	40
Annex 8	Contents of the Company's Articles of Association regarding the procedures for the appointment of director and Meeting of Shareholders and Public Company Limited Act B.E. 2535 (as amended) relating to the 52 <sup>nd</sup> Annual General Meeting of Shareholders	49
Annex 9	Guidelines and Procedures for Attending the Electronic Meetings via Inventech Connect	58
Annex 10	Additional documents to confirm the right to attend the 52 <sup>nd</sup> Annual General Meeting of Shareholders by means of electronic meeting (E-Meeting), granting of proxy and the cancellation of proxy	62
Annex 11	Voting Criteria and vote counting together with the method to propose the opinions or questions in the meeting	66
Annex 12	Guidelines for the protection of personal data (Privacy Notice) at the Annual General Meeting of Shareholders in accordance with the Personal Data Protection Act B.E.2562 (A.D.2019)	71