



## 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

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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 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 Wipanut 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**

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## ANNEX 1

QR Code for the Annual Registration Statements

Annual Report (Form 56-1 One Report)

for the fiscal year ended 31 March 2024

QR Code for scanning to view  
the Annual Registration Statements/Annual Report (Form 56-1  
One Report) for the fiscal year ended 31 March 2024



## 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

(Translation)  
Bangkok Land Public Company Limited (the “Company”)  
Minutes of Annual General Meeting of Shareholders No.51  
held via electronic means (E-AGM)  
at Boardroom 1, 10th Floor, Bangkok Land Building,  
47/569-576, Moo 3, Popular 3 Road, Tambol Bannmai,  
Amphur Pak Kret, Nonthaburi Province,  
on 26 July 2023

The Meeting began at 14.00 hrs.

Mr. Sui Hung Kanjanapas, Chairman of the Board, presided over the Meeting (the “Chairman”) with Mrs. Jongjira Jamkrajay serving as the Secretary of the Meeting (the “Secretary”). The Secretary informed the Meeting that there were 27 shareholders attending the Meeting in person with a total of 4,806,545,767 shares or 27.6992% of the total number of the Company’s shares having been issued; and 37 shareholders attending by proxy with a total of 2,093,655,038 shares or 12.0653% of the total number of the Company’s shares having been issued, thereby aggregating a total of 64 shareholders with a total of 6,900,200,805 shares or 39.7645% of the total number of the Company’s shares having been sold being 17,352,625,154 shares (after deducting the number of Treasury Stock), which formed a quorum. After the Meeting began, there were additional shareholders and proxies registered for attendance causing the total number of shareholders attending the Meeting in person and by proxy to be 71 shareholders representing a total of 6,979,698,467 shares or 40.2227% of the Company’s shares that have been issued of 17,352,625,154 shares (after deducting the number of Treasury Stock).

The Secretary introduced all directors (representing 100% of the total number of directors), executives, auditors, and legal advisor of the Company attending the Meeting as follows:

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mr. Sui Hung Kanjanapas    | Chairman of the Board and Chairman of Nomination and Remuneration Committee   |
| 2. | Mr. Shui Pang Kanjanapas   | Vice Chairman, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Chief Executive Officer |
| 3. | Mr. Burin Wongsanguan      | Director  |
| 4. | Mr. Prasan Hokchoon        | Independent Director and Chairman of the Audit Committee  |
| 5. | Mr. Supavat Saicheua       | Independent Director, Member of Audit Committee and Member of Risk Management Committee   |
| 6. | Mr. Siriwat Likitnuruk     | Independent Director and Member of Audit Committee  |
| 7. | Mr. Panya Boonyapiwat      | Independent Director  |
| 8. | Mr. Jakapan Panomouppatham | Independent Director Member of Nomination and Remuneration Committee, and Chairman of Risk Management Committee                 |

9.	Ms. Kunwadee Jintavorn	Project Director
10.	Mr. Chamras Hongpaisarn	Accounting and Executive Manager
11.	Ms. Pornpilai Kosolprapha	Legal Advisor of the Company
12.	Ms. Kannikar Wipanurat	Auditor of the Company
13.	Ms. Bongkotrat Suamsiri	Auditor of the Company
14.	Inventech Systems (Thailand) Co., Ltd.	Organizer of the E-meeting and Examiner of registration of shareholders and vote-counting

After that, the Secretary explained the voting procedure which can be summarized as follows:

In voting, 1 share shall be counted as 1 vote. The Meeting will consider each agenda in the sequence specified in the invitation to this Meeting. There will be presentation in each agenda and opportunity will be provided for shareholders to ask questions before casting votes.

In counting votes, the Company will deduct the disapprove votes and abstain votes from the total votes of the shareholders attending the Meeting and/or casting votes; the remaining votes will be considered as affirmative votes.

To cast their votes, the shareholders would be asked by the Secretary to choose the agenda. Once the agenda was chosen, the system would display the following voting buttons:

1. “Approve” button;
2. “Disapprove” button; and
3. “Abstain” button.

The shareholders could vote at will, and if they wish to cancel their latest vote, they would need to press the “Cancel Vote” button. The Secretary would inform the Meeting of the results of voting on each agenda. The total number of votes would be the sum of all votes of the shareholders present in person or by proxy. The vote on any agenda would be counted from the number of shares held by the shareholders present in person and by proxy at the time of voting. If any shareholder left the Meeting while the meeting was still in progress, the system would delete that shareholder’s votes from the list of the agenda not yet dealt with at the Meeting.

The resolutions of this shareholders Meeting will be required as follows: Agenda 1, 3, 4 and 7 must be resolved by a majority vote of the total number of votes of the shareholders attending the Meeting and casting their votes. Agenda 2 is a notification to the shareholders and therefore, no vote is required. Agenda 5 is a matter regarding the election of directors in replacement of the directors whose terms expired by rotation which will require a majority vote in accordance with the criteria and methods specified in Article 16 of the Articles of Association of the Company. Agenda 6 is to approve the payment of the remuneration of the directors which shall be passed by a resolution of not less than two-thirds of the total number of votes of the shareholders attending the Meeting. Agenda 8 is to consider other businesses which will allow the shareholders to raise the queries in this Agenda.

In addition, the Company had provided the opportunity for the shareholders to ask questions during the Meeting. The shareholders can raise their questions through 2 channels: (1) sending the questions through Q&A system together with the shareholders' full names and status as shareholders or proxies; and (2) asking the questions via VDO conference by also providing full names and status as shareholders or proxies.

The Chairman then assigned the Secretary to proceed with the Meeting and propose the Meeting to consider the matters in accordance with the agenda as follows:

**Agenda 1      To adopt the minutes of the Annual General Meeting of Shareholders No. 50 held on 26 July 2022**

The Secretary proposed the Meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders No. 50 held on 26 July 2022 which had been sent to shareholders together with the invitation to this Meeting and posted on the Company's website. The Secretary also informed the Meeting that the same had also been submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the procedure and within the timeframe prescribed by laws.

The Secretary asked the Meeting to adopt the minutes of the Annual General Meeting of Shareholders No. 50 held on 26 July 2022.

After due consideration, the Meeting unanimously resolved to adopt the minutes of the Annual General Meeting of Shareholders No. 50 held on 26 July 2022 as proposed in all respects (with 6,978,523,352 votes (or 100% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 0 vote disapproving this matter (or 0% of the total number of votes of shareholders attending the Meeting and casting their votes); 0 vote abstaining; and 0 void ballot(s)).

**Agenda 2      To acknowledge the results of operation of the Company for the fiscal year ended 31 March 2023**

The Secretary requested for the Chairman and Mr. Shui Pang Kanjanapas, Vice Chairman and Chief Executive Officer, to summarize the results of operation of the Company for the fiscal year ended 31 March 2023 for the Meeting.

The Chairman informed the Meeting that the Company has started a new project called Mori Condominium that was located in the center of Muang Thong Thani near 2 electric train stations that will be brought to Muang Thong Thani. The starting price was around THB 849,000 and from the launch date until now in total of 1 year, the sales have reached 75% amounting to over THB 1,000 million. The construction was 90% complete and the transfer to customers was expected to occur within September 2023. As for Mori Walk, a parking lot for

residents of Mori Condominium with the lower floor operating as rental space for opening stores, around 50% of the rental space has been reserved.

As for Double Lake Condominium, a project that has been on sale for some time, the sales have reached 80% and the transfer to customers was expected to also occur within September 2023. Moreover, the Company will launch additional promotional campaigns to close the project. Double Lake Condominium was in a more advantageous position than competitors, as full parking space was available and will be located near electric train stations that will be brought to Muang Thong Thani as well as the toll ways in Muang Thong Thani.

Other businesses can be summarized as follows:

1. Cosmo Office Park – during the outbreak of Covid-19, the company group has reduced the rent to tenants to retain them. In 2023, there was a growth of over 4% and there were many major customers who have made contact, especially those in the business of construction of data centers and information technology because the internet signal in Muang Thong Thani was highly stable. Cosmo Office Park was expected to increase to 50% in 2024.
2. Bangkok Land Office – having a relatively stable rental income with main tenants being major customers engaging in information technology business; it was expected that in 2024, the rental rate may reach 80-90%.
3. Shopping malls i.e. Cosmo Bazaar, Cosmo Walk, Cosmo Outlet Square, and BEEHIVE Lifestyle Mall - during the outbreak of Covid-19, the company group has reduced the rent to help them go through the crisis. Since the beginning of 2022, the rent has returned to normal and overall, the income from rental space has therefore increased to become closer to the period before the outbreak of Covid-19.

For the Pink Line transit that will enter Muang Thong Thani, there would be 2 stations: (1) IMPACT Muang Thong Thani Station which will be located in front of IMPACT Challenger and (2) a station which will be located at Muang Thong Thani lake. The former was expected to face delay due to the narrowness of the construction area. Whereas, the latter was expected to open slightly earlier than expected. Both Pink Line stations were expected to open for service around 2025. In this regard, in constructing the electric train stations, the Company has jointly invested with Northern Bangkok Monorail Co., Ltd. (NBM) and has incurred expenses of around THB 1,293 million, the first instalment of around THB 323 million of which was paid in August 2022 and another in August 2023 of around THB 323 million.

Mr. Shui Pang Kanjanapas, Vice Chairman and Chief Executive Officer, further clarified that after the impact of Covid-19, the number of Company's events has been increasing but was still lower than that before the Covid-19 situation due to the economic conditions and small and medium enterprises (SMEs). It was expected that there was a high probability that the number of events will return to the level before the Covid-19 situation.



Moreover, in 2023, the Company has acquired around 50.83% of shares of Expolink Global Network Ltd. which is a company that jointly organized THAIFEX – Anuga event, the largest food export event in Thailand at the moment, with Chamber of Commerce and Department of International Trade Promotion with the goal of cooperating with co-investors from Germany to expand THAIFEX.

Since the year 2021, the company group has allocated area to be built as a field hospital for Covid-19 patients, whereby the Novotel Hotel was also open for doctors and nurses and the Ibis Hotel has been converted into a hospitel. At the present, the hotels' income and occupancy rate have started to improve to become close to the situation before the Covid-19.

The Lenôtre Culinary Arts School has officially opened in the beginning of 2023 offering both short-term and long-term courses which can be divided into (1) Bakery, i.e. bread categories (2) Pastry, i.e. desserts and (3) Cuisine, i.e. food. Currently, long-term students averaged at 50 percent and it was expected that there will be more foreign students in the future.

The Secretary then informed the Meeting that the operating results of the Company for the fiscal year ended 31 March 2023 can be summarized as follows: the company group had income of THB 5,106,695,417, an increase of THB 1,189,307,512 from last year; the operating results of the company group came from sales income of THB 957,891,285, income from rents and services of THB 2,813,064,329 and other incomes of THB 1,335,739,803; and once deducted with sales costs and expenses, the Company had annual profit of THB 1,135,700,669, an increase of THB 483,701,937 from last year.

Mr. Thongthos Phaenglad, rights watch volunteer and proxy of the Thai Investors Association, inquired as follows:

- (1) Impacts to the Company following the re-opening of the Queen Sirikit National Convention Center and Company's preparation in response to such impacts;
- (2) Business and operation status of Bangkok Land (Cayman Islands) Ltd.;
- (3) The risk that would affect the Company the most out of all the 5 aspects risks associated with the Company's business operations.

The Chairman assigned Mr. Shui Pang Kanjanapas, Vice Chairman and Chief Executive Officer, to clarify to the Meeting which can be summarized as follows: following the re-opening of the Queen Sirikit National Convention Center in 2022, the Company's executives had visited and exchanged opinions with executives of the Queen Sirikit National Convention Center and were of the opinion that the Queen Sirikit National Convention Center's focus was focus on meetings and small to medium events; whereas, the Company focused on large event, given that Muang Thong Thani had larger area and more convenient access. In this regard, the re-opening of the Queen Sirikit National Convention Center did affect the Company but some of the events that were moved to be organized with the Company have not been moved back to the Queen Sirikit National Convention Center. Furthermore, the Company has communicated with foreign customers, e.g. those from China and India, who have shown interests in organizing events that require large area to accommodate a large number of

participants. Therefore, the Company should be able to accommodate the needs of the customers of this kind better.

The Chairman assigned Mr. Chamras Hongpaisarn, Accounting and Executive Manager, to clarify about Bangkok Land (Cayman Islands) Ltd. which can be summarized as follows: Bangkok Land (Cayman Islands) Ltd. was established in 1992 to operate financial management business but it was no longer in business.

After that, the Chairman clarified to the Meeting that the risks in all 5 aspects were of importance. Nevertheless, the Company and its Risk Management Committee have closely, prudently and carefully supervised the risks.

The Board of Directors of the Company has considered and approved the report on the operation results of the Company for the fiscal year ended 31 March 2023, and thus deemed it appropriate to propose the Meeting to acknowledge the same without requiring any voting in this Agenda.

The Meeting acknowledged the results of the operation of the Company for the fiscal year ended 31 March 2023.

**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**

The Secretary informed the Meeting that the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2023 was audited by the Company's auditor without the auditor having comments or remarks, as well as reviewed by the Audit Committee and approved by the Company's Board of Directors. The details were as per set out in pages 71-131 of the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) in QR Code format (Enclosure 1), which had been sent to the shareholders together with the invitation to this Meeting. The Company has also disclosed the same on the website of the Stock Exchange of Thailand and the Company's website. The summary of which was as follows:

For the fiscal year ended 31 March 2023, the Statements of Financial Position of the company group showed total assets of THB 64,811,265,572, an increase of THB 1,348,557,678 from last year, total liabilities of THB 11,386,039,524, an increase of THB 702,495,318 from last year, and shareholders' equity of THB 53,425,226,048, an increase of THB 646,062,360 from last year.

For the Statements of Comprehensive Income for the fiscal year ended 31 March 2023, the company group had total income from sales, rents and services, and other incomes of THB 5,106,695,417, an increase of THB 1,189,307,512 from last year. The sales costs and expenses of the company group were THB 3,970,994,748, an increase of THB 705,605,575 from last year. The annual profit of the company group was THB 1,135,700,669, an

increase of THB 483,701,937 from last year. Basic earnings per share was THB 0.38, an increase of 5 Satang from last year.

Mr. Thongthos Phaenglad, rights watch volunteer and proxy of the Thai Investors Association, inquired as follows:

- (1) According to the notes no. 6 attached to the Financial Statements, whether the trade receivables and current receivables, deduction of expected credit loss, and accounts receivables overdue more than 12 months were the same and the cause of such amount;
- (2) Collection of debts under (1) by the Company.

The Chairman assigned Mr. Chamras Hongpaisarn, Accounting and Executive Manager, to clarify to the Meeting as summarized as follows: the listed items were the same thing which was mainly incurred due to the lack of liquidity of debtors who were juristic person of condominium and their failure to pay utility bills to the Company. The Company has been following up closely and as a result, the receivables overdue for more than 12 months have decreased by THB 4 million compared to the previous year.

The Secretary thereafter asked the Meeting 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 which has been audited by the Company's auditor and to acknowledge the Auditor's report which has been reviewed by the Audit Committee and approved by the Board of Directors of the Company.

After due consideration, the Meeting resolved by a majority vote of the total number of votes of shareholders attending the Meeting and casting their votes to 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 auditor's report as proposed in all respects (with 6,968,532,925 votes (or 99.9999% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 15 votes (or 0% of the total number of votes of shareholders attending the Meeting and casting their votes) disapproving; 10,890,500 votes abstaining; and 0 void ballot(s)).

**Agenda 4      To consider and approve the appropriation of annual net profit from business operation to legal reserve and no payment of dividends for the fiscal year ended 31 March 2023**

The Chairman asked the Secretary to explain the details of Agenda 4 to the Meeting.

The Secretary informed the Meeting that the Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve as follows:

1. To consider and approve the appropriation of profit to be legal reserve for the year ended 31 March 2023 amounting to THB 77,098,968; and
2. To consider and approve no payment of dividends for the year ended 31 March 2023.

The details of appropriation of annual net profits as a legal reserve and the dividend payment for the fiscal year ended 31 March 2023 had already been sent to all shareholders along with the invitation to this Meeting (Enclosure 3).

Mr. Thongthos Phaenglad, rights watch volunteer and proxy of the Thai Investors Association, inquired the reason for the suspension of dividend payment despite the profit and the Company's investment.

The Chairman informed the Meeting that the Company had to reserve part of the funds for construction of Pink Line electric train stations of around THB 1,293 million. Moreover, it had to use the funds to invest in the construction of Mori Condominium and Lenôtre Culinary Arts School that has recently opened.

Mr. Chamras Hongpaisarn, Accounting and Executive Manager, further clarified that the profit of THB 1,541 million was profit as appeared in the Separate Financial Statements of the Company. However, according to the Consolidated Financial Statements of the company group, the profits of the parent company was only THB 654 million which had to be reserved for the investments as clarified by the Chairman. Therefore, the Company has suspended the dividend payment.

Mr. Nakorn Praprasert, a shareholder, inquired about the reason for the suspension of dividend payment despite the profit, and disagreed with the Company's investment reason for such non-payment since the Company still had many methods to manage the money.

The Chairman clarified to the Meeting that due to the Covid-19 situation, Muang Thong Thani was not able to organize events for 2-3 consecutive years since the government's policy did not allow a large gathering of people. Accordingly, Impact had almost no income and had been accumulating losses for 2 years. Nevertheless, the Company has taken into account the shareholders as a priority and thus paid dividends from cash flow to prevent the shareholders from being affected by the impact from Covid-19. However, now that the situation was back to normal, the Company had to continue its business operation and invest in the construction costs of the 2 Pink Line electric train stations that would come to Muang Thong Thani in the amount of around THB 1,293 million. The Company viewed that the investment would benefit the Company and help increase the price of the Company's land located in Muang Thong Thani. The performance of various businesses of the Company should also improve. In addition, the Company had to use some of the funds to invest in the construction costs of Mori Condominium which was expected to generate income to the Company with sales of around THB 1,400 million and thereby causing the Company to have more cash flow in the future.

Mr. Charoensak Tantichinanont, a shareholder, inquired about the possibility of the executives declaring interim dividend payment.

The Chairman informed the Meeting that the interim dividend payment might be possible depending on the operation results of the Company and the consideration of the Board of Directors at that time.

The Secretary thereafter asked the Meeting to consider and approve the appropriation of annual net profits derived from the business operation as a legal reserve and the non-payment of dividends for the fiscal year ended 31 March 2023 as aforementioned.

After due consideration, the Meeting resolved by a majority vote of the total number of votes of shareholders attending the Meeting and casting their votes to approve the appropriation of annual net profits from business operation as a legal reserve and the non-payment of dividends for the year ended 31 March 2023 as proposed in all respects (with 6,899,367,052 votes (or 98.8529% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 80,056,415 votes (or 1.1470% of the total number of votes of shareholders attending the Meeting and casting their votes) disapproving; 0 vote abstaining; and 0 void ballots).

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

The Secretary informed the Meeting that in compliance with law and the Articles of Association of the Company, one-third of the total number of directors who have been in the director position at the longest term shall be due to retire by rotation. At this Meeting, there were three directors who will retire by rotation, namely:

- |     |                         |  |
|-----|-------------------------|--|
| (1) | Mr. Sui Hung Kanjanapas | Chairman of the Board and<br>Chairman of Nomination and Remuneration Committee |
| (2) | Mr. Burin Wongsanguan   | Director; and  |
| (3) | Mr. Panya Boonyapiwat   | Independent Director.  |

The Nomination and Remuneration Committee has considered the qualifications and performance of the directors who retired by rotation under this Agenda and viewed that all 3 directors have performed their duties completely and appropriately. The Board of Directors has resolved to propose to the shareholders' meeting to re-elect all 3 directors who were due to retire by rotation to be the directors of the Company for another term. The brief profile of those 3 directors had already been sent to the shareholders along with the invitation to this Meeting (Enclosure 4).

The Secretary thereafter asked the Meeting to consider re-electing all 3 directors who were due to retire by rotation to be the directors of the Company for another term. The Secretary also asked all shareholders to cast their votes to appoint the directors on individual basis.

After due consideration, the Meeting resolved by a majority vote to re-elect such 3 directors who retired by rotation to be the directors of the Company for another term as proposed in all respects with the following votes:

(1) Mr. Sui Hung Kanjanapas Chairman of the Board and  
Chairman of Nomination and Remuneration Committee  
(with 6,889,088,502 votes (or 98.7018% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 90,609,965 votes (or 1.2981% of the total number of votes of shareholders attending the Meeting and casting their votes) disapproving, 0 vote abstaining; and 0 void ballots).

(2) Mr. Burin Wongsanguan Director  
(with 6,978,038,750 votes (or 99.9762% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 1,659,717 votes (or 0.0237% of the total number of votes of shareholders attending the Meeting and casting their votes) disapproving, 0 vote abstaining; and 0 void ballots).

(3) Mr. Panya Boonyapiwat Independent Director.  
(with 6,978,327,452 votes (or 99.9803% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 1,371,015 votes (or 0.0196% of the total number of votes of shareholders attending the Meeting and casting their votes) disapproving, 0 vote abstaining; and 0 void ballots).

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

The Secretary informed the Meeting that the Board of Directors has resolved to propose to the shareholders' meeting to consider and approve the payment of directors' remuneration for the year ending 31 March 2024 in the aggregate amount of not exceeding THB 7,623,000, by authorizing the Board of Directors of the Company and/or the person entrusted by the Board of Directors of the Company to have the power to distribute the said amount to each director as the Board of Directors deemed appropriate by taking into consideration of personal performance of each director as the main criteria. Details of the payment of directors' remuneration for the fiscal year ended 31 March 2024 were sent to shareholders together with the invitation to this Meeting (Enclosure 5).

The Secretary thereafter asked the Meeting to consider and approve the payment of directors' remuneration for the performance of the fiscal year ended 31 March 2024 and the authorization as aforementioned.

After due consideration, the Meeting resolved by not less than two-thirds of the total number of votes of shareholders attending the Meeting to approve the payment of directors' remuneration for their performance of the fiscal year ended 31 March 2024 and the authorization as proposed in all respects (with 6,979,688,452 votes (or 99.9998% of the total votes of shareholders attending the Meeting) approving this matter; 10,015 votes (or 0.0001% of the total votes of shareholders attending the Meeting) disapproving; 0 vote (or 0% of the total votes of shareholders attending the Meeting) abstaining; and 0 void ballot(s)).

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

The Secretary informed the Meeting that in compliance with the law, the Meeting is required to consider and appoint the auditors for the fiscal year ended 31 March 2024 and fix the remuneration for the said auditors. The Secretary proposed the appointment of Miss Kannikar Wipaturat, Certified Public Account No. 7305, and/or Miss Nonglak Pattanabandit, CPA Registration No. 4713, and/or Mr. Jirote Sirirorote, Certified Public Account No.5113, and/or Mrs. Sumana Seniwongse Na Ayudhaya, CPA registration No. 5897 and/or Mr. Komin Linphrachaya, Certified Public Account Registration No.3675 and/or Ms. Kojchamon Sunhuan, Certified Public Account Registration No.11536 and/or Mr. Jadesada Hungsapruet, Certified Public Account No.3759 of Karin Audit Company Limited as auditors of the Company for the fiscal year ending 31 March 2024 with the authority to audit and express opinion on the financial statements of the Company (including the consolidated financial statements). In the event that the said auditors cannot perform their duties, Karin Audit Company Limited shall have the power to appoint another auditor from Karin Audit Company Limited to perform the duties in place of those auditors. The auditor's remuneration for the fiscal year ended 31 March 2024, which included the fees for auditing the Consolidated Financial Statements and reviewing the Quarterly Financial Statements of the Company and its subsidiaries was determined at not exceeding THB 7,040,000 in total. The audit fee for the Company in particular was THB 1,620,000.

The opinion of the Audit Committee and the Board of Directors in relation to the appointment of the auditor and fixing of the audit fees together with the details of the auditors proposed for appointment for the year ended 31 March 2024 were sent to shareholders together with the invitation to this Meeting (Enclosure 6).

The Secretary thereafter asked the Meeting to consider and approve the appointment of the auditor and fixing of remuneration of the Company's auditor for the fiscal year ended 31 March 2024 as aforementioned.

After due consideration, the Meeting resolved by a majority vote of the total number of votes of shareholders attending the Meeting and casting their votes to approve the appointment of the auditor and the fixing of the auditor's remuneration for the fiscal year ended 31 March 2024 as proposed in all respects (with 6,979,698,452 votes (or 99.99% of the total number of votes of shareholders attending the Meeting and casting their votes) approving this matter; 15 votes (or 0% of the total number of votes of shareholders attending the Meeting and casting their votes) disapproving; 0 vote abstaining; and 0 void ballot(s)).

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

Mr. Thongthos Phaenglad, rights watch volunteer and proxy of the Thai Investors Association, inquired about the Company's operational plan for the year 2023-2024, whether the Company will still maintain the same proportion for the 4 business operations or will it focus on investing in any specific business.

The Chairman clarified to the Meeting that the operational plan would remain in the similar proportion.

Mr. Charoensak Tantichinanont, the shareholder, inquired about the treasury stock plan to support the share price of the Company that was much lower than the actual price.

The Chairman clarified to the Meeting that the Company's share price would be in accordance with the trend of the Stock Exchange of Thailand. Despite the improvement of the Covid-19 situation, war and economic uncertainties still remained. The stock price also dropped across the market and the stocks in the real estate sector were also in declining trend. In this regard, the Company had no plan to repurchase the shares.

No shareholders proposed any other matters for the Meeting's consideration.

The Chairman thanked the shareholders who attended the Meeting and declared the Meeting adjourned.

The Meeting ended at 15.50 hrs.



(Mr. Suihung Kanjanapas)  
Chairman of the Meeting



(Mrs. Jongjira Jamkrajay)  
Secretary of the Meeting



## ANNEX 3

The Appropriation of Legal Reserve  
and Dividend Policy of the Company  
Supplementary for consideration of Agenda 4

## Legal Reserve

### Legal Reserve Policy of the Company

Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 39 of the Company's Article of Association provide that the Company must appropriate net profit to be legal reserve fund of at least 5% of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10% of the registered capital of the Company.

### Appropriation of legal reserve that is proposed to the shareholders' meeting for consideration and approval

The statements of financial position, statements of comprehensive income and statements of changes in shareholders' equity of the Company in the separate financial statements for the year ended 31 March 2024 recorded a net annual profit of Baht 1,423,437,806 (One Billion Four Hundred Twenty-Three Million Four Hundred Thirty-seven Thousand Eight Hundred and Six Baht)

In order to comply with the laws and the Articles of Association of the Company, the Board of Directors Meeting No.3/2024 held on 30 May 2024 has considered the matter and has deemed it appropriate to propose to the annual general meeting of shareholders to consider and approve the appropriation of the profit of Baht 71,171,890 (Seventy One Million One Hundred Seventy One Thousand Eight Hundred Ninety Baht) which is equivalent to 5% of the net profit for the year ended 31 March 2024 as the legal reserve.

#### Details of legal reserve appropriation of the Company

(Unit:Baht)

Legal Reserve Appropriation	As of 31 March 2024	As of 31 March 2023
Registered Capital of the Company	26,273,882,154	26,295,658,054
10 percent of Registered Capital	2,627,388,215	2,629,565,805
Appropriated Legal Reserve	1,092,146,616	1,015,047,648
Additional appropriation of Legal Reserve	<b>71,171,890</b>	77,098,968
Balance of Legal Reserve	1,163,318,506	1,092,146,616

## Dividend

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.

### Dividend Policy of the Company

The Company has a policy to pay a dividend of not more than 50% of its net profit after tax and legal reserves. In approving dividend payments to the Company's shareholders, the Board of Directors must take into consideration the operating results of the Company and its subsidiaries, financial position, liquidity, future business plan and other management-related factors.

Subsidiaries of the Company do not set dividend payment policies, the payment is based on a percentage of net profit after tax. Payment of dividend will be decided by each of the subsidiary's board of directors on a case-by-case basis, and in considering the payment, operating results, financial position, liquidity, future business plans and other management-related factors will be taken into consideration.

### Dividend payment for the year ended 31 March 2024

The Board of Directors' meeting No.3/2024 held on 30 May 2024 has considered the operating results of the Company and its subsidiaries, financial position, liquidity, future business plan and other management-related factors, and has deemed it appropriate to propose to the annual general meeting of shareholders to consider and approve the payment of dividend for the operation results for the year ended 31 March 2024.

### Dividend that will be proposed to the shareholders' meeting for consideration and approval

The Separate Financial Statements of the Company for the year ended 31 March 2024 recorded unappropriated retaining earnings of Baht 7,602,835,794 (Seven Billion Six Hundred Two Million Eight Hundred Thirty-Five Thousand Seven Hundred Ninety-Four Baht). The Board of Directors' meeting No.3/2024 held on 30 May 2024 has considered the matter of dividend payment and deemed it appropriate to pay the dividend to Company's shareholders at the rate of Baht 0.01 (One tang) per one ordinary share. Total amount of dividend payment will be Baht 173,526,251.54 (One Hundred Seventy-

Three Million Five Hundred Twenty-Six Thousand Two Hundred Fifty-One Baht and Fifty-Four Satang) or 12.19% of the Company's net profit from the Separate Financial Statements for the year ended 31 March 2024.

The record date on which shareholders have the right to receive the dividend shall be on 26 July 2024 and the payment of dividend shall be made on 16 August 2024. The Board of Directors' Meeting has also resolved to propose this matter to the shareholders' meeting for consideration and approval.

Comparison of Dividend Payment for the year ended 31 March 2022-2024

Details of Dividend	Year 2024	Year 2023	Year 2022
Total amount of Dividend (Baht)	173,526,251.54	-	520,578,754.62
Dividend per one ordinary share (Baht)	0.01	-	0.03
Dividend Ratio			
- net profit from separate financial statements	12.19%	-	34.30%
- net profit from consolidated financial statements	12.48%	-	79.84%
Number of shares having the rights to receive Dividend	17,352,625,154	-	17,352,625,154

## ANNEX 4

Brief CVs of the retired directors who have been proposed for re-election as the Company's directors for another term together with

Definition of Independent Directors

Supplementary for consideration of Agenda 5

**Mr. Prasan Hokchoon**  
**Independent Director and Chairman of Audit Committee**



**Age** 68 years

**Education** Bachelor of Accounting, Chulalongkorn University  
Certificate Public Accountant  
Certified of Completion in Internal Quality Assessor for High Education Training Course

**Professional Training Courses**

- **Thai Institute of Director (IOD)**  
Directors Accreditation Program (DAP) Class 164/2019(2562)  
Role of the Chairman Program (RCP) Class 56/2024 (2567)
- **Federation of Accounting Professions**  
AC Hot Update Get Ready for the New Era of CG, 2017 (2560)

**Current Position** Independent Director and Chairman of Audit Committee, Bangkok Land Public Company Limited  
Vice President, Rattana Bundit University

**No. of shares holding in the Company** None (as of 14 June 2024)

**No. of years of BLAND's directorship** 8 years 5 months (Since 27 January 2016)

**Meeting attendance during year 2023-2024 (As of 31 March 2024)**

Annual General Meeting of Shareholders	Total no. of meetings 1 Attendance 1
Board of Directors' Meeting	Total no. of meetings 5 Attendance 5
Audit Committee's Meeting	Total no. of meetings 4 Attendance 4

**Directorship in any listed companies in the Stock Exchange of Thailand** None

**Directorship in any non-listed companies**

Year 2001 – Present Vice President, Rattana Bundit University

**Directorship or Management in any business which may be caused to occur the conflict of interest or be the competitor of the Company business** None

**Mr. Siriwat Likitnuruk**  
**Independent Director and Member of Audit Committee**



**Age** 71 years

**Education** Bachelor of Arts (Economics), Thammasat University  
 Master of Arts (Economics), University of Manchester, the United Kingdom

**Professional Training Courses**

- **Thai Institute of Director (IOD)**  
 Directors Accreditation Program (DAP) Class 40/2005(2548)

**Current Position** Independent Director and Member of Audit Committee, Bangkok Land  
 Public Company Limited

**No. of shares holding in the Company** None (as of 14 June 2024)

**Number of years of BLAND's directorship** 13 years 8 months (since 19 October 2010)

**Meeting attendance during year 2023-2024 (As of 31 March 2024)**

Annual General Meeting of Shareholders	Total no. of meetings 1 Attendance 1
Board of Director's Meeting	Total no. of meetings 5 Attendance 5
Audit Committee's Meeting	Total no. of meetings 4 Attendance 4

**Directorship in any listed companies in the Stock Exchange of Thailand** None

**Directorship in any non-listed companies** None

**Directorship or Management in any business which  
 may be caused to occur the conflict of interest or  
 be the competitor of the Company business** None

**Mr. Supavat Saicheua**  
**Independent Director, Member of Audit Committee**  
**and Member of Risk Management Committee**



**Age** 66 years

**Education** Bachelor of Arts (Economics), University of Philippines, the Philippines  
Master of Arts (Economics), Western Michigan University, United State of America  
Certificate in post graduate course on European Economic Integration at the  
University of Amsterdam

**Professional Training Courses**

- **Thai Institute of Director (IOD)**  
Financial Statements Demystified for Director (FDD) Class 1/2009 (2552)  
Director Certification Program (DCP) Class 126/2009 (2552)  
Audit Committee Program (ACP) Class 31/2009 (2552)  
Monitoring the Internal Audit Function (MIA) Class 8/2010 (2553)  
Monitoring Fraud Risk Management (MFM) Class 3/2010 (2553)  
Monitoring the Quality of Financial Reporting (MFR) Class 11/2010 (2553)  
Advance Audit Committee Program (AACP) Class 4/2010 (2553)  
Risk Management Program for Corporate Leaders (RCL) Class 166/2019 (2562)

**Current Position**

Bangkok Land Public Company Limited	Independent Director, Member of Audit Committee and Member of Risk Management Committee
Tekatatn Company Limited	Independent Director, Chairman of Audit Committee, Member of Risk Management Committee and Member of Nomination and Remuneration Committee
Frontline Engineering Company Limited	Independent Director, Director, Member of Audit Committee, Member of Risk Management Committee and Member of Nomination and Remuneration Committee

**No. of shares holding in the Company** None (as of 14 June 2024)

**No. of years of BLAND's directorship** 13 years 11 months (Since 29 July 2010)



Mr. Supavat Saicheua (CONT.)

Independent Director, Member of Audit Committee and Member of Risk Management Committee

**Meeting attendance during year 2023-2024 (As of 31 March 2024)**

Annual General Meeting of Shareholders	Total no. of meetings 1 Attendance 1
Board of Director's Meeting	Total no. of meetings 5 Attendance 5
Audit Committee's Meeting	Total no. of meetings 4 Attendance 4
Risk Management Committee's Meeting	Total no. of meetings 2 Attendance 2

Directorship in any listed companies in the Stock Exchange of Thailand      None

**Directorship in any non-listed companies**

April 2022 - Present	Tekatatn Company Limited Independent Director Chairman of Audit Committee Member of Risk Management Committee Member of Nomination and Remuneration Committee
May 2023 – Present	Frontline Engineering Company Limited Independent Director Director Member of Audit Committee Member of Nomination and Remuneration Committee Member of Risk Management Committee

Directorship or Management in any business which may be caused to occur the conflict of interest or be the competitor of the Company business      None

## Definition of Independent Director of Bangkok Land Public Company Limited

Number of Independent Director shall be at least one third (1/3) of total number of Directors but in any case shall not be less than 3 directors. All Independent Directors must possess qualifications as follows:

1. Holding shares not exceeding one (1) percent of the total number of voting shares of the Company, its parent company, subsidiary, associate company or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. Neither being nor having been an executive director, customer, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of appointment.
3. Not being a person related by blood or registration under laws, as father, mother, spouse, sibling, and child, including spouse of the child, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiary.
4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company or juristic person who may have conflicts of interest in; the manner which may interfere with his/her independent judgement, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, associate company or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two (2) years prior to the date of appointment.

The term ‘business relationship’ includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, where the value of transaction is more than Baht Twenty (20) million or more than three (3) percent of net tangible assets, whichever is lower. The value of transaction shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions. The transactions occurred within a year of the transaction shall also be included in the calculation of value of the transaction.

5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associate company or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate company or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two (2) years prior to the date of appointment.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding Baht Two (2) million from the Company, its parent company, subsidiary, associate company or juristic person who may have conflicts of interest. In case the professional advisor is a juristic person, this shall include neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two (2) years prior to the date of appointment.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
8. Not operating any business which has the same nature as and is in significant competition with the business of the Company or its subsidiary or being a substantial partner in a partnership or being a director who is involved in the management, or being an employee, a staff or a consultant under the pay-roll or holding shares that exceed 1 percent of the total voting shares of another company which has the same nature as and is in competition with the business of the Company or its subsidiary.
9. Not having any other characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

## ANNEX 5

Directors' remuneration for the fiscal year ended  
31 March 2025

Supplementary for consideration of Agenda 6

## **Policy and Criteria for the Payment of Remuneration to the Directors of the Company**

The Company determines the remuneration to the directors of the Company by taking into account the following matters:-

- Obligations and Responsibilities in performing duties;
- Long-Term benefits to Shareholders;
- The remuneration should be uncomplicated, transparent and easy to check;
- Operating results of the Company in the past year;
- Comparing with the business of similar types and sizes.

The Company has no policy to provide benefits in any form other than remuneration to the Company's directors. In determining the remuneration payable to the directors, the Nomination and Remuneration Committee will assess the performance of directors each year and present to the Board of Directors for approval before proposing to the Annual General Meeting of Shareholders for approval.

### **Remuneration of Directors for the year ended 31 March 2024 (For Comparison Purposes Only)**

The 51<sup>st</sup> Annual General Meeting of Shareholders on 26 July 2023 approved the directors' remuneration for the year ended 31 March 2024 in the sum of not exceeding Baht 7,623,000 (Seven Million Six Hundred Twenty-Three Thousand Baht). Payment shall be allotted to the Company's directors within the 3<sup>rd</sup> quarter of 2024.

### **Proposed Remuneration of Directors for the year ended 31 March 2025**

The meeting of the Nomination and Remuneration Committee No.1/2567(2024) on 30 May 2024 has supported and agreed to maintain the remuneration to the Company's directors at the same amount of not exceeding Baht 7,623,000

The Board of Directors' Meeting No. 3/2024 held on 30 May 2024 considered and resolved to pay remuneration to directors for the year ended 31 March 2025, as recommended by the Nomination and Remuneration Committee and deemed it appropriate to propose to the 52<sup>nd</sup> Annual General Meeting of Shareholders to consider and approve the remuneration for the directors as follows:

- (1) to approve remuneration of directors in the amount of not exceeding Baht 7,623,000 (Seven Million Six Hundred Twenty-Three Thousand Baht) for the year ended 31 March 2025;
- (2) to authorize the Board of Directors and/or the person entrusted by the Board of Directors to have the power to distribute the approved amount to each director as deemed appropriate;
- (3) No additional remuneration or benefits have been specified.

**Table showing the Details of Remuneration Payable to Directors**

Remuneration Payable to	Number of Directors (person)	Remuneration per director for Year 2025* (Baht)	Total Remuneration for Year 2025* (Baht)	Total Remuneration for Year 2024 (Baht)
Board of Directors	8	907,500.00	7,260,000.00	7,260,000.00
Audit Committee				
- Chairman	1	181,500.00	181,500.00	181,500.00
- Members	2	90,750.00	181,500.00	181,500.00
Total Remuneration			7,623,000.00	7,623,000.00

\* To the 52<sup>nd</sup> Annual General Meeting of Shareholders for approval

The Board of Director Meeting No.7/2019 held on 14 November 2019 has resolved to approve the appointment of 2 additional sub-committees i.e. the Risk Management Committee and the Nomination and Remuneration Committee as well as the determination of scope of power, duties and responsibilities for both committees as aforementioned.

As of 31 March 2024 the Company has not fixed any remuneration for such 2 committees at the moment.

## 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

## Opinion of the Audit Committee

The meeting of the Audit Committee No.2/2024(2567) on 30 May 2024 expressed its opinion that for the fiscal year ended 31 March 2024, Karin Audit Company Limited, the auditor of the Company, has properly and fully performed its duties in an independent manner and has therefore deemed it appropriate to propose the Board of Directors to consider and appoint the said firm as the auditor of the Company for another term with a total fee for the year ended 31 March 2025 in the amount of not exceeding Baht 7,100,000 (Seven Million One Hundred Thousand Baht) (For the year ended 31 March 2024 - in the amount of not exceeding Baht 7,040,000). This audit fee includes the fee for auditing consolidated financial statements and the fee for reviewing quarterly financial statements of the Company and its subsidiaries. The audit fee for the Company's financial statements in particular is Baht 1,620,000.00 (One Million Six Hundred Twenty Thousand Baht) (For the fiscal year ended 31 March 2024 – Baht 1,620,000).

### Auditors and Audit fee proposed to be approved at the 52<sup>nd</sup> Annual General Meeting of Shareholders

The Board of Directors' Meeting No.3/2024(2567) held on 30 May 2024 has considered (with the recommendation and approval from the meeting of the Audit Committee) and deemed it appropriate to propose the appointment of the auditor and determination of the audit fee for the year ended 31 March 2025 to the 52<sup>nd</sup> Annual General of Shareholders as follows:-

(1) Proposed to appoint auditors from Karin Audit Co., Ltd., with the names as follows:

Name-Surname	Certified Public Account Registration Number	Company shareholding ratio	Signing to certify the Company's financial statements (year)
Ms. Kannika Wipanurat	7305	-	3 (Year ended March 2022-2024)
Ms. Nonglak Pattanabundith	4713	-	-
Mr. Jirote Sirirorote	5113	-	5 (Year ended March 2017-2021)
Ms. Sumana Senivongse	5897	-	-
Mr. Komin Linphrachaya	3675	-	-
Ms. Kojchamon Sunhuan	11536	-	-
Mr. Jadesada Hungsapruet	3759	-	-

to be the auditor of the Company and its subsidiaries for the year ended 31 March 2025 by giving the above auditors the power to audit and express an opinion on the Company's financial statements (including the consolidated financial statements). All nominated auditors are qualified as approved by the Office of the Securities and Exchange Commission.



The said auditors do not hold any share of the Company. They also do not have any relationships or any interests with the Company, subsidiaries, executives, major shareholders or any person related to the said persons and thus they are independent to audit and express their opinions on the financial statements of the Company and its subsidiaries.

In case that the said auditors cannot carry out their duties, Karin Audit Co.,Ltd. is authorized to appoint another auditor of its firm to perform the work.

(2) To fix the auditor remuneration in the amount of not exceeding Baht 7,100,000 (Seven Million One Hundred Thousand Baht) for auditing consolidated financial statements and reviewing quarterly financial statements of the Company and its subsidiaries. The audit fee for the Company's financial statements in particular is Baht 1,620,000.00 (One Million Six Hundred Twenty Thousand Baht). Karin Audit Co.,Ltd. does not charge any other service fees-for auditing the Company and its subsidiaries.

**Table comparing three consecutive years of auditor remuneration**

For the fiscal year ended 31 March	Company and its subsidiaries (Baht)	Particular Company (Baht)
2023	not exceeding of 7,000,000	1,520,000.00
2024	not exceeding of 7,040,000	1,620,000.00
2025	not exceeding of 7,100,000*	1,620,000.00

\* This audit fee which will be proposed to the 52<sup>nd</sup> Annual General Meeting of Shareholders for consideration and approval is an additional audit fee for auditing the accounts of 2 subsidiaries, Baht 30,000 for each, totaling Baht 60,000.

## ANNEX 7

Proxy Form B and Information of independent directors nominated by the Company as a proxy from the shareholders

## แบบหนังสือมอบฉันทะ แบบ ข.

## Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....

Shareholders register no.

Written at

วันที่..... เดือน..... พ.ศ. ....

Date

Month

Year

(1) ข้าพเจ้า.....อายุ.....ปี บัตรประจำตัวประชาชนเลขที่.....

I/We

Age

year

I.D.Card No.

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at

Road

Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บางกอกแลนด์ จำกัด (มหาชน)

being a shareholder of Bangkok Land Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง ดังนี้

holding the total amount

shares and having the right to vote equal to

votes as follows

หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share

shares and having the right to vote equal to

votes

หุ้นบุริมสิทธิ .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง

preference share

shares and having the right to vote equal to

votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปีบัตรประจำตัวประชาชนเลขที่.....

Age

years

I.D.Card No.

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at

Road

Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

District

Province

Postal Code

or

(2).....อายุ.....ปีบัตรประจำตัวประชาชนเลขที่.....

Age

years

I.D.Card No.

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at

Road

Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

District

Province

Postal Code

or



(3) ☐ นายปัญญา บุญญาภิวัฒน์ อายุ 61 ปี บัตรประจำตัวประชาชนเลขที่ 3-1006-02417-26-4 อยู่บ้านเลขที่ 46/11 หมู่ 12 แขวงคลองกุ่ม เขตบึงกุ่ม กรุงเทพมหานคร 10240 ซึ่งเป็นกรรมการอิสระ หรือ

Mr. Panya Boonyapiwat Age 61 years I.D. Card No. 3-1006-02417-26-4 Residing at 46/11 Moo 12 Kwaeng KlongKum, Khet BuengKum, Bangkok 10240 who is an Independent Director or

☐ นายจักรพันธ์ พนมอุปัทม์ อายุ 51 ปี บัตรประจำตัวประชาชนเลขที่ 5-1006-99030-34-0 อยู่บ้านเลขที่ 5/20 คอนโด เดอะ ริทึม สุขุมวิท 42 แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งเป็นกรรมการอิสระ กรรมการสรรหาและพิจารณาค่าตอบแทน และประธานคณะกรรมการบริหารความเสี่ยง

Mr. Jakapan Panomouppatham Age 51 years I.D. Card No. 5-1006-99030-34-0 Residing at 5/20 The Rhythm Condominium Sukhumvit 42, Kwaeng Prakanong, Khet Klongtoey, Bangkok 10110 who is an Independent Director, Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 52 ในวันที่ 18 กรกฎาคม 2567 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย anyone of the above as my/our proxy to attend and vote at the 52<sup>nd</sup> Annual General Meeting of Shareholders to be held on 18 July 2024 at 02.00 p.m. by electronic means (E-Meeting) or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 51 ซึ่งประชุมเมื่อวันที่ 26 กรกฎาคม 2566  
Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders No.51 held on 26 July 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุด ณ วันที่ 31 มีนาคม 2567

Agenda 2 Subject To acknowledge the results of operations of the Company for the year ended 31 March 2024

หมายเหตุวาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ

Remark This matter is for acknowledgement. The resolution is not required.

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จสำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2567 และรับทราบรายงานของผู้สอบบัญชี

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิจากการดำเนินงานเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 มีนาคม 2567

Agenda 4 To consider and approve the appropriation of annual net profit from the business operation to legal reserve and the payment of dividend for the year ended 31 March 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Vote for all the nominated candidates as a whole.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee.



1. ชื่อกรรมการ นายประสาน ฮกชุน  
Director's name Mr. Prasan Hokchoon  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ นายศิริวัฒน์ ลิขิตนุรักษ์  
Director's name Mr. Siriwat likitnuruk  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นายศุภวัฒน์ สายเชื้อ  
Director's name Mr. Supavat Saicheua  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณาอนุมัติการจ่ายค่าตอบแทนให้แก่กรรมการสำหรับการดำเนินงานในรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2568

Agenda 6 To consider and approve the payment of directors' remuneration for the year ending 31 March 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2568

Agenda 7 To consider and approve the appointment of the auditors and fixing of remuneration of the Company's auditors for the year ending 31 March 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 8 พิจารณาเรื่อง อื่น ๆ (ถ้ามี)

Agenda 8 To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may consider appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
( ..... )

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
( ..... )



**หมายเหตุ :** 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

**Remarks:** 1. The shareholders appointing the proxy must authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to several proxies for splitting votes.

2. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.

3. In case there is any further agenda apart from those specified above brought into consideration in the Meeting, the proxy holder can use the Supplementary Proxy Form B. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplementary Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแลนด์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 52 ในวันที่ 18 กรกฎาคม 2567 เวลา 14.00 น. โดยวิธีประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The appointment of proxy by the shareholder of Bangkok Land Public Company Limited at the 52<sup>nd</sup> Annual General Meeting of Shareholders to be held on 18 July 2024 at 02.00 p.m. by electronic means (E-Meeting) or any adjournment at any date, time and place thereof.

☐ วาระที่..... เรื่อง .....

Agenda Item Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง .....

Agenda Item Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง .....

Agenda Item Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain



**Information of independent directors nominated by the Company  
as a proxy from the shareholders**

**Name** Mr. Panya Boonyapiwat  
**Title** Independent Director  
**Age** 61 years  
**Address** 46/11 Moo 12, Kwaeng KlongKum,  
Khet BuengKum, Bangkok 10240



**Name** Mr. Jakapan Panomouppatham  
**Title** Independent Director, Member of the Nomination  
and Remuneration Committee and Chairman of  
the Risk Management Committee  
**Age** 51 years  
**Address** 5/20 The Rhythm Comdominium Sukhumvit 42,  
Kwaeng Prakanong, Khet Klongtoey, Bangkok 10110



In this regards, the independent director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

## ANNEX 8

Contents of the Company's Articles of Association regarding the procedures for the appointment of directors 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

(Translation)

**Articles of Association of Bangkok Land Public Company Limited (only on the part which  
related to the Procedures for the appointment of the Directors  
and the Shareholders' Meeting)**

**Chapter 4: Board of Directors**

**Article 15.** The appointment of director shall be made by a majority vote of the shareholders' meeting in accordance with the following conditions and procedures:

- (1) One shareholder shall have one vote for each share;
- (2) The shareholder shall vote for the election of the director person by person;
- (3) Persons receiving the most votes are those who are elected to be directors, in descending

order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

**Article 16.** At each Ordinary Shareholders' Meeting, one-third of the directors shall retire from office. If the number is not a multiple of three, then the number nearest to one-third shall retire from office.

The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.

The director who vacates from office may be re-elected.

**Article 20.** A director may be prior to due time for rotation, removed by a resolution of the Shareholders' Meeting passed by a majority of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and holding the shares in aggregate of not less than half of the total shares of the shareholders who attend the meeting and have the right to vote.

**Chapter 5: Shareholders' Meeting**

**Article 29** The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months from the end of the Company's fiscal year.

Any meeting other than the above mentioned, shall be called the Extraordinary Meeting of Shareholders. The Board of Directors can call an extraordinary meeting of shareholders at any time deemed necessary or the shareholders with shares totaling not less than 10% of the total subscribed shares may together make a written

request to the Board of Directors to hold an extraordinary meeting at any time. The request must clearly state agendas and reason for holding the extraordinary meeting of shareholders. In such circumstance, the Board of Directors shall hold the extraordinary meeting of shareholders within 45 days from the received date of the written request.

In case the board of directors failed to hold the meeting within the period specified in paragraph 2, the shareholders who had submitted the written request or other shareholders whose shares totaling the required amount can hold the meeting themselves within 45 days from the date of interval from the period specified in paragraph 2. In such circumstance, the board of directors is deemed to hold the meeting and the Company will be responsible for all necessary expenses occurring.

If the case appears that the meeting is held by shareholders in paragraph 3 and the total of shareholders attending the meeting does not form a quorum as prescribed in the Articles of Association, the shareholders under paragraph 3 must jointly be responsible to the Company for the expenses incurring from such meeting.

**Article 30.** In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders for information not less than 7 days prior to the meeting. Publication of notice of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

The shareholders' meeting may be held at the locality in which the Company's head office or the Company's branch office is situated or any other province around the Kingdom or any other place where the Board deems appropriate.

**Article 31.** The Company may suspend its acceptance to register the transfer of shares 21 days prior to each Meeting of Shareholders by making an advance announcement at its head office and all branches to inform the shareholders of such at least 14 days before the date of its suspension of registration of share transfers.

**Article 32.** In the shareholders' meeting, there shall be shareholders and proxies (if any) at a number of not less than twenty-five persons holding in aggregate not less than one-third of the total number of shares sold or shareholders and proxies at a number of not less than one-half of the total number of shareholders holding in aggregate not less than one-third of the total number of shares sold to constitute a quorum.

If after one hour from the time fixed for the shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholders' meeting was convened at the request of

shareholders, it shall be cancelled. If such shareholders' meeting was not convened at the request of shareholders, the meeting shall be called again and in a latter case notice calling for meeting shall be sent to shareholders and the register not less than 7 days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

**Article 33.** In casting votes one share shall be entitled to one vote and the resolution of the shareholders' meeting shall comprise of the following votes:

(1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;

(2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:

(a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;

(b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company;

(c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the businesses of the Company, the assignment to any other persons to manage the business of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;

(d) The amendment of Memorandum or Articles of Association;

(e) The increase or decrease in the Company's capital;

(f) The amalgamation or dissolution of the Company; and

(g) The issuance of debentures.

**Article 34.** Transactions to be conducted at the annual general meeting are as follows:

(1) Acknowledging the report of the Board of Directors covering the work done during the preceding year;

(2) Considering and approving the balance sheets;

(3) Considering the appropriation of profits and the payment of dividends;

(4) Election of new directors in place of those who must retire on the expiration of their terms;

(5) Appointment of the auditor and fixing his remuneration; and

(6) Other businesses.

## The Public Company Limited Act B.E.2535 relating to the shareholders' meeting

**Section 71** At every annual ordinary meeting of shareholders, there shall be an election of the board of directors *en masse* on the same occasion, provided that the board of directors may remain in office to serve as the acting board of directors in furtherance of the operation of the company's business for the time being to the extent necessary until the new board of directors takes office.

The provisions of paragraph one shall not apply to the case where the procedures for an election of directors are provided in the articles of association of the company differently from those provided in section 70, in which case one-third of the number of the directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office.

The directors to vacate office in the first and second years following the registration of the company shall, unless otherwise provided in the articles of association, be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office.

The director who vacates office under this section may be re-elected.

**Section 90** A company shall not pay money or give other property to directors unless it is the payment of remuneration under the articles of association of the company.

In the case where it is not specified in the articles of association, payment of remuneration under paragraph one shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds of the total votes of the shareholders present at the meeting.

**Section 98** The board of directors shall call a meeting of shareholders which is an annual ordinary meeting of shareholders within four months of the last day of the accounting year of the company.

The meeting of shareholders other than the one referred to in paragraph one shall be called extraordinary meetings.

In the case where the Articles of Association do not provide specific prohibition, shareholders' meeting may be conducted via electronic means as provided under the laws on electronic meetings.

**Section 100** Any shareholder or shareholders, holding shares in aggregate not less than 10 percent of the total number of shares sold, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall call the shareholders meeting within forty-five days from the date of receipt of such letter from the shareholders.

In case the Board of Directors does not hold the Shareholders' Meeting within the specified timeline under the paragraph two, the shareholders who subscribed or the other shareholders combined reaching the amount of shares prescribed may call the meeting within forty-five days after the end of the period in paragraph one. In such a case, it shall be deemed that it is the Shareholders' Meeting which is called by the Board of Directors. The Company must reimburse the expenses as necessary arising out of the hosting of such Meeting and arrange for facilitation as appropriate.

In case it appears that the Shareholders' Meeting which is called upon under the paragraph two, the attending shareholders does not meet the quorum as prescribed in the section 103, the shareholders under the paragraph two shall jointly be liable to reimburse the expenses of the hosting of the Shareholders' Meeting to the Company.

**Section 101** In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or in a nearby province, unless otherwise stipulated by the articles of association.

In case the meeting is conducted via electronic means under Section 98 paragraph 3, the place where the head office of the company is located shall be deemed as the place where the meeting is held.

**Section 101/1** In case the meeting is called by the shareholders under Section 100 paragraph 2, such shareholders may send the notice calling for the meeting to the other shareholders by electronic means if such other shareholders have made a request or provided the consent to the Company or the board of directors in accordance with Section 7/1.

**Section 102** Shareholders are entitled to attend and vote at the meeting of shareholders but they may also authorize other person as proxies to attend and vote at any meeting on their behalf. In this regard, section 33 paragraph two, paragraph four and paragraph five and section 34 shall apply mutatis. In the case of appointing the proxy, the instrument appointing the proxy shall be submitted to the chairman of the board or to the person designated by the chairman of the board.



The voting as stipulated in paragraph one which deems each share has one vote shall not apply to the case where the company issues preference shares and provides the right to vote less than that of ordinary shares.

The appointing of proxy under paragraph one may be done via electronic means by using the method that is secured and credible that such proxy appointment is done by the shareholder, and in accordance with the rules and regulations as prescribed by the Registrar.

**Section 103** Unless otherwise prescribed by this Act, in a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such meeting of shareholders was called as a result of a request by the shareholders under section 100, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders under section 100, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Section 104** The chairman of the board shall preside over a meeting of shareholders. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.

**Section 105** The Chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the Sequence of the agenda with a vote of not less than two-third of the number of the shareholders present as the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall, not less than seven days prior to

the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agendas of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of meeting.

**Section 107** Unless otherwise provided in this Act, a resolution of a meeting of shareholders requires votes as follows:

(1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;

(2) in any of the following cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:

(a) selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;

(b) purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company; or

(c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;

(3) in the case where a resolution of a meeting of shareholders in respect of any particular matter is otherwise specified by the company's articles of association to the effect of requiring a greater number of votes than that provided in (1) or (2), such requirement shall be complied with.

**Section 108** If a shareholder meeting was called or a resolution was passed with a failure to comply with or in contravention of the articles of association of the company or the provision of this Act, not less than five shareholders or shareholders representing not less than one-fifth of the total number of shares sold may make a motion to the court for an order to cancel a resolution passed at such meeting, provided that the motion shall be made within one month of the date the resolution was passed. If the court orders cancellation of the resolution of the shareholder meeting under the first paragraph, the company shall notify the shareholders within one month of the date of the final adjustment.

**Section 112** The board of directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve.

For the balance sheet and the profit and loss account to be prepared under paragraph one or be prepared during the course of the accounting year of the company for submission to the meeting of shareholders for consideration and approval, the board of directors shall have them audited by the auditor before submission to the meeting of shareholders.

**Section 115** No dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid.

Unless otherwise provided in the articles of association insofar as they are concerned with preference shares, dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, provided that payment of dividends must be upon approval by a meeting of shareholders

If permitted by the articles of association of the company, the board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper.

**Section 116** The company shall allocate not less than 5 (five) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 (ten) percent of the registered capital, unless the articles of association of the company or other laws require a larger amount of reserve fund.

**Section 120** At an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.


## ANNEX 9

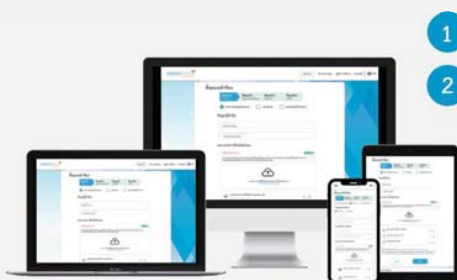
### Guidelines and Procedures for Attending the Electronic Meetings via Inventech Connect

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/BLAND100964R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 9 July 2024 at 8:30 a.m. and shall be closed on 18 July 2024 Until the end of the meeting.
3. The electronic conference system will be available on 18 July 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 17 July 2024 at 5.00 p.m.

Bangkok Land Public Company Limited  
 Company Secretary Department  
 47/569-576 Moo 3, 10<sup>th</sup> Floor, New Geneva Industry Condominium, BannMai, Pakkred  
 Nonthaburi 11120

### If you have any problems with the software, please contact Inventech Call Center



02-931-9131



@inventechconnect



The system available during 9 – 18 July 2024 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**

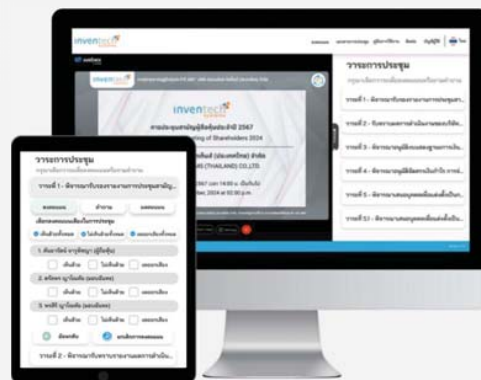


Report a problem

@inventechconnect

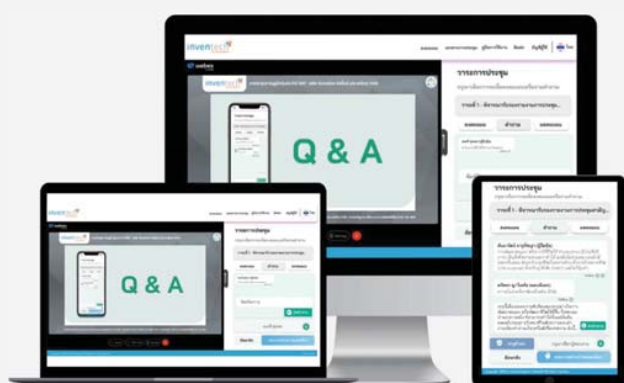
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then your can open the microphone and camera

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

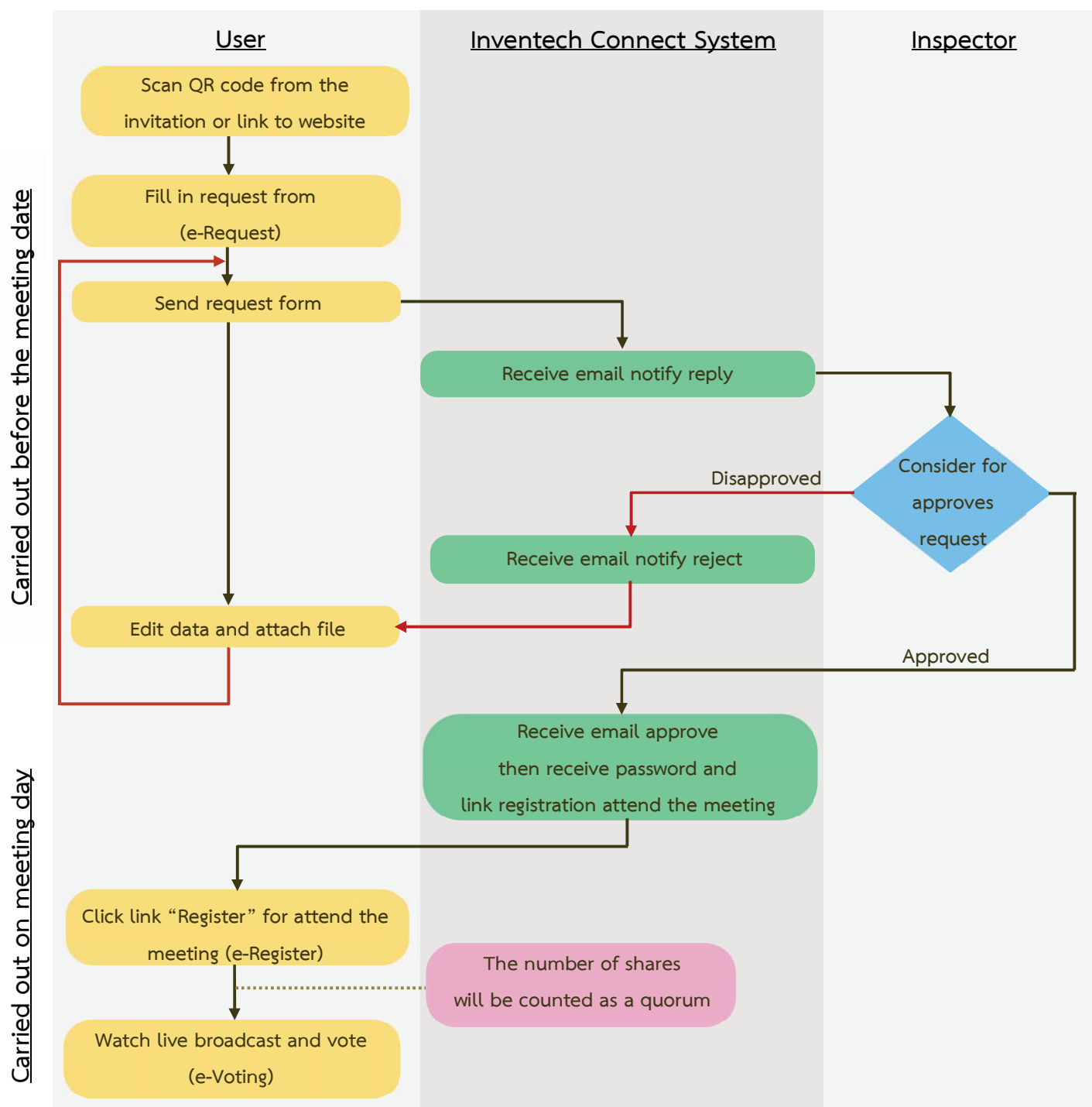


Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**

### Guidelines for attending of Electronic Meeting



#### Condition of use

##### In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

##### In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

## 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



**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**

For shareholders and/or proxies who wish to attend the meeting via electronic means (E-Meeting) in this Annual General Meeting of Shareholders please attach additional documents to confirm your right to attend the meeting as follows:

**In case of an individual shareholder attending the meeting in person**

- A certified true copy of “Identification document” of the shareholder

**In case of an individual shareholder appointing a proxy to attend the meeting on his/her behalf**

- A certified true copy of “Identification document” of the shareholder
- A certified true copy of “Identification document” of the proxy
- The proxy form as attached with this invitation letter that have been filled out the information correctly and completely with the signatures of the grantor and the proxy

**In case of the shareholder who is a juristic person having its representative under the affidavit attending the meeting**

- A certified true copy of “Identification document” of the representative of the juristic shareholder under the affidavit
- A copy of the juristic shareholder's affidavit (issued not more than 1 year), which is certified true copy by the representative of the juristic person including a message indicating that the representative who is attending the meeting has the power to act on behalf of that juristic person.

**In case of the shareholder who is a juristic person appointing a proxy to attend the meeting**

- The proxy form as attached with this invitation letter that have been filled out the information correctly and completely which is signed by the grantor and the proxy
- A certified true copy of “Identification document” of the proxy
- A copy of affidavit of the juristic person (issued not more than 1 year), which is certified true copy by the representative of the juristic person and contains a statement showing that the representative of the juristic

person who has signed the proxy form has the power to act on its behalf and a certified true copy of the “identification document” of the juristic person’s representative

**In case of non-Thai individual shareholder or juristic person established under foreign laws**

The above details shall apply mutatis mutandis to shareholders or attendees who are non-Thai or being a juristic person established under foreign law, as the case may be, subject to the following regulations:

- Affidavit of the juristic person may be issued by the government agency of the country in which such juristic person is located or by an officer of that juristic person (issued no more than 1 year), provided that the affidavit of the juristic person must comprise of the details regarding its name, name of the authorized signatory to bind the juristic person and conditions or restrictions on the power to sign together with its head office location.
- Original documents which are neither in Thai nor in English must be accompanied by an English translation. and the representative of the juristic person has to certify the accuracy of the translation (if any).

**In case of the shareholder who is a foreign investor and appoints a custodian in Thailand to be a share depository and has appointed the proxy according to the Proxy Form C**

- Proxy Form C, which has been completely filled out and signed the name of the grantor and the proxy
- Confirmation letter confirming that the person signing the proxy is authorized to operate a custodian business
- A copy of the custodian’s juristic person registration certificate which is certified true copy by the representative of the juristic person with a company’ seal (if any) and contains a statement indicating that the representative of the juristic person who signs as the grantor of the proxy has the power to act on behalf of the custodian
- A certified true copy of documents issued by government agencies of the representative of the juristic person as in the case of shareholders who are individual persons
- Power of attorney of the shareholder appointing the custodian as a custodian
- A copy of affidavit or certificate of incorporation of the shareholder which is certified true copy by the representative of the juristic person with the company’ seal (if any) and contains a statement indicating that the representative of the juristic person who signs the proxy form has the power to act on behalf of the juristic shareholder

- A certified true copy of documents issued by government agencies of the representative of the juristic person as in the case of shareholders who are individual persons

**Note:**

*- “Identification document” must be a document issued by a government agency which contains a photograph and has not expired, such as a national identification card, official identification card, state enterprise employee identification card, driving license, passport or other identification cards issued by the government agency.*

*- Shareholders should take cautions of the agenda details of the meeting prior to the granting of proxy.*

*- **In case shareholders wish to cancel the granting of proxy**, you may do so by serving a notice in writing to the Chairman of the Board of Directors via E-mail [O\\_AGM@bangkokland.co.th](mailto:O_AGM@bangkokland.co.th) before the commencement of the meeting, or before the voting of each agenda at the latest.*

*- The Company reserves the right to refuse the attendance to the annual general meeting of shareholders, if the shareholder or proxy fails to show evidence or shows evidence that is incorrect or incomplete according to the conditions stated above in all respects and the Company's decision shall be final.*

## ANNEX 11

Voting Criteria and vote counting together with the method to propose the opinions or questions in the meeting

## Voting Criteria and Vote Counting

1. Voting for each agenda will be done by counting one share equal to one vote. Each shareholder will have votes according to the number of shares they hold. Shareholders or proxies are required to vote only for one of the followings: agree, disagree or abstain. They cannot divide their votes in parts unless it is a voting of custodian.

2. In case of proxy, the proxy must vote according to what the grantor has specified in the proxy only.

2.1 If the proxy does not vote in accordance with the intention of the grantor as specified in the proxy form, that vote shall be deemed invalid and shall not be considered as a vote of the shareholders.

2.2 If the grantor does not specify his/her intention on the voting of any agenda in the proxy form, or his/her intention is not clearly stated, or in the case where the meeting considers or resolves on any matter other than those specified in the proxy form including in the event of any change or addition of any facts, the proxy has the right to consider and vote on the grantor's behalf as he or she deems appropriate.

3. Chairman of the meeting or the person assigned by the chairman to conduct the meeting will propose to the shareholders to consider and vote in each agenda as specified in the invitation letter respectively by asking the attendees to vote. For this meeting by electronic means, the voting for each agenda must be done in the meeting application. The attendees must vote in one of the boxes for approving, disapproving or abstaining from voting only. Shareholders who do not vote in the meeting application will be deemed to agree.

4. For voting in Agenda 5, which is the agenda for the election of directors to replace those who retired by rotation, the Company will ask the meeting to consider and elect directors on individual basis. All shareholders must vote in the electronic meeting application whether they agree, disagree or abstain in the election of individual directors. Shareholders who do not vote in the electronic meeting application will be deemed to agree with the election of all directors to return to the office.

**The Resolution of the Annual General Meeting of Shareholders must consist of the following votes:**

1. In normal cases, the majority vote of the shareholders who attend the meeting and cast their votes shall be considered as the resolution of the meeting.
2. Other cases in which the laws or the Articles of Association of the Company provide differently from normal cases, the resolution of the meeting shall be in accordance with what the laws or regulations have prescribed. The chairman of the meeting or the person assigned by the chairman to conduct the meeting will inform such requirements to the shareholders in the meeting before voting on each agenda item. If the votes are equal, the chairman of the meeting shall have one more vote as the casting vote.
3. Any attendee who has special interests in any agenda will not have the right to vote on that agenda, except for the agenda to elect the directors to replace those who retired by rotation whereby all attendees will be entitled to vote without being considered to have special interest. The chairman of the meeting may invite shareholders or proxies of shareholders with special interests to temporarily leave the meeting.

**Vote counting and notification of vote counting results**

The Company will use the method of deducting disapproval, abstaining and voided ballots (if any) from the total number of votes attending the meeting in that agenda. The remainder will be deemed to be approved votes. When the processing of the votes in each agenda is completed, the Company will announce the voting results to the meeting for acknowledgment by dividing into votes of approving, disapproving, abstention and voided ballots (if any), shown as a percentage of the shareholders.

Vote counting in each agenda will be in accordance with the law and the Company's Articles of Association as follows:

1. In considering Agenda 1, 3, 4, 5 and 7, the resolutions must be passed by a majority vote of the shareholders who attend the meeting and cast their votes only excluding the votes of the shareholders who abstained and voided ballots (if any)
2. In considering Agenda 6, which related to directors' remuneration, the matter must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The Company will calculate the votes base by counting the total number of votes of the shareholders attending the meeting.

3. For vote casting as specified in the Proxy Form C., in case that there is no indication of voting and the proxies did not confirm how to vote, the Company will consider it as an abstention of vote.

### **Method to propose the opinions or questions by the attendees**

Before voting on each agenda, the chairman of the meeting or the person assigned by the chairman to conduct the meeting will provide the opportunity for the attendees to ask questions or present opinions related to the agenda. The attendees have to choose the agenda and then press the “Question” button where there will be 2 channels to ask the question as follows:

1. In the event that attendees wish to ask the questions through messages, please type the questions then press “Send” button. The Company will answer the questions in the meeting room on the agenda related to those questions. However, if there are numerous message questions, the Company reserves the right to select the questions as appropriate.

2. In the event that the attendees wish to ask the question via video conference, please press “Conference” then press “OK” to confirm the queue reservation, and with the permission from the staff, turn on the camera and microphone. Before asking the questions, please inform your full name and status of the attendees (shareholders or proxies) in order to complete the record of the Company’s minutes of the meeting.

Shareholders can submit questions in advance via e-mail address: Q\_AGM@bangkokland.co.th between 4 to 17 July 2024 before 05.00 p.m. and during the meeting.

The Company reserves the right to cut off the images and sounds of shareholders asking questions or expressing comments that are impolite, defamatory to others or violate any laws including the violation of the rights of others or disrupting the meeting or causing trouble to other attendees.

In the event that there are many shareholders who want to ask questions via VDO Conference in the system. In order to manage the duration of the meeting, please ask questions via messages so that the Company’s staff can provide the responses or take the questions to answer at the end of the meeting or put the responses on the Company’s website.





## 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)

## **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)**

Bangkok Land Public Company Limited (the “Company”) recognizes the importance of personal data protection and respects the privacy rights of the Company’ shareholders as personal data subjects. In order to comply with the Personal Data Protection Act B.E.2562 (the “Act”), the Company would like to inform you that the Company will collect, gather, use and disclose your personal data to the extent relevant to and in connection with the Annual General Meeting of Shareholders, including for identification and proof of attendance, to exercise the right to vote at the meeting by means of electronic and to comply with any other relevant regulations. Such personal data include name-surname, address, telephone number, e-mail address (if any), identity card number, photos and videos recorded at the Annual General Meeting of Shareholders\*.

The Company would like to ask for the cooperation from shareholders or proxies to submit a copy of your ID card which shall be certified true copy while also crossing out or concealing sensitive information as stipulated in the Act such as blood group and religion which appear on your ID card.

The Company may disclose your personal data to persons or agencies related to this shareholders meeting, such as advisors in organizing the meeting, the electronic meeting system service providers, etc., and will retain your personal data for the period specified by the relevant laws, to achieve the objectives mentioned above.

The Company will maintain personal information of shareholders in both paper and electronic forms at the Company's head office and will retain personal data of shareholders while they are shareholders of the Company for a period of time that is appropriate and necessary for each type of personal data to meet the objectives and requirements of relevant laws.

The owner of the personal data has the statutory right to withdraw his consent, right to access and obtain personal information, right to object to the collection, use or disclose of personal data, right to request deletion or destruction of personal data and right to suspend use of personal data, right to request that personal data be updated and completed and the right to transfer personal data. The exercise of such rights must be in accordance with the law and the Company may refuse to your exercise of the rights as provided by the law.

The shareholders can exercise the rights mentioned above or make any other request regarding your personal data by contacting Company Secretary Department or Investor Relations Department, Bangkok Land Public Company Limited, telephone number 0-2504-4940-9.

*\* Pictures, photographs, video recordings or any other audio-visual materials in this Annual General Meeting of Shareholders including various copyrighted works related to this shareholders meeting shall be the sole right and intellectual property of the Company.*



