



14 July 2008

Subject: Invitation to the Annual General Meeting of Shareholders No.36

Attention: All Shareholders of the Company

- Enclosures:
1. A copy of Minutes of the Annual General Meeting of Shareholders No.35
 2. Annual Report, including a copy of the Balance Sheet, Profit and Loss Statements, and Auditor's Report for the fiscal year ended 31 March 2008
 3. Dividend Policy of the Company
 4. Brief CV's of the retired directors who have been proposed for re-election as the Company's directors for another term
 5. Details of proposed auditor and audit fee for the year ending 31 March 2009
 6. Proxy Forms and details of Independent Director
 7. Content of the Company's Articles of Association regarding the procedures for the appointment of director and Shareholders' Meeting and Public Company Limited Act B.E.2535(1992) relating to the Shareholders' Meeting
 8. Document verifying eligibility to attend the Shareholders' Meeting
 9. Map of the Meeting Venue

The Board of Directors Meeting of Bangkok Land Public Company Limited (the "Company") has passed a resolution to call the Annual General Meeting of Shareholders No. 36 to be held on 29 July 2008 at 11.00 a.m. at Jupiter Room 11-13 Impact Challenger, Muang Thong Thani, 96, Chaengwattana Road, Tambon Ban Mai, Amphur Pakkred, Nonthaburi Province 11120, to consider the following agenda:

Agenda Item 1 **To adopt the minutes of the Annual General Meeting of Shareholders No. 35 held on 27 July 2007**

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that the Shareholders should adopt said minutes.

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 2 **To acknowledge the results of operations of the Company for the year ended 31 March 2008**

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that the Shareholders should acknowledge the report of the results of operations of the Company for the year ended on 31 March 2008. (Enclosure No. 2)

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

Agenda Item 3 **To consider and approve the Balance Sheet, and the Profit and Loss Statements of the Company for the fiscal year ended on 31 March 2008 and acknowledge the Report of the Auditor**

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the Balance Sheet and the Profit and Loss Statements audited by the Auditor, and the Shareholders should also acknowledge the Report of the Auditor as per details in the Annual Report. (Enclosure No. 2)

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 4

To consider and approve that there will be no payment of dividend and no appropriation of annual net profit from the business operation to legal reserve for the year ended 31 March 2008.

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that, in compliance with the law, the Company cannot pay dividend as the Company's financial statements still carry accumulated losses as at 31 March 2008. The Board of Directors has further considered that, since the separate financial statements of the Company reported a net loss for the year ended 31 March 2008, no appropriate of profit to legal reserve is therefore required. The Board of Directors has the opinion that Shareholders should approve no dividend payment and no profit appropriation to legal reserve for the year ended 31 March 2008. (Enclosure No.3)

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 5

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

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should re-elect the following directors who retire by rotation to resume their positions as the directors of the Company for another term:

- 1) Mr. Anant Kanjanapas: Chairman and Chief Executive Officer
- 2) Mr. Direk Mahadamrongkul: Non-Executive Director
- 3) Mr. Sakorn Kanjanapas: Non-Executive Director
- 4) Mr. Tawin Boonruangkhaio: Executive Director

The brief CV's of the above directors are attached as Enclosure No. 4.

Pursuant to Article 15 of the Company's Articles of Association, this matter requires an affirmative resolution of a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 6

To consider and approve the payment of directors' remuneration for the year ending 31 March 2009

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the payment of the directors' remuneration for the year ending 31 March 2009 in the amount of Baht 5,500,000, and the Shareholders should approve the authorization of the Board of Directors and/or the person entrusted by the Board to have the power to distribute said funds to each director as the Board or the said person deems appropriate.

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 7**To consider and approve the appointment and remuneration of the Company's auditor for the year ending 31 March 2009****Opinion of the Board**

The Board of Directors (with the recommendation of the Audit Committee) has considered the matter and is of the opinion that the Shareholders should appoint Mr. Jadesada Hungsapruet, Certified Public Account No.3759 of Karin Audit Co., Ltd. as the auditor of the Company for the year ending 31 March 2009, whereby the auditor 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 auditor cannot carry out his duty, Karin Audit Co., Ltd. is authorized to appoint another auditor of Karin Audit Co., Ltd. to perform the work. Total audit fee for the year ending 31 March 2009, including the fee for auditing Consolidated Financial Statements, and the fee for reviewing Quarterly Financial Statements of the Company and its subsidiaries, is Baht 5,110,000. The auditing fee of the Company's Financial Statements in particular is Baht 1,210,000. (Enclosure No. 5)

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 8**Other (if any).**

The Company's share registered book will be closed for determining the rights of the Shareholders for attending the Meeting on 14 July 2008 at 12.00 hours until the 36th Annual General Shareholder Meeting is over.

You are cordially invited to attend this meeting as per date, time and venue stated above. For the Shareholders who wish to attend the meeting, please bring your identification card, or government official identification card, or driver license to evidence your right to attend the meeting.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy. In this regard, the Shareholder who wishes to appoint the Company's Independent Director to attend the Meeting and vote on your behalf, please complete and duly execute the Proxy in favor of the Company's Independent Director and Chairman of the Audit Committee, Mr. Pongtorn Palivanich, (details as attached to this Notice). The duly completed and executed proxy, affixed with the stamp duty, must be deposited with the Chairman of the Meeting and/or the person entrusted by the Chairman prior to the proxy attending the meeting.

Respectfully yours,



(Mr. Anant Kanjanapas)
Chairman of the Board