

BANGKOK LAND PUBLIC COMPANY LIMITED

**Annual General Meeting of Shareholders No.37
29 July 2009 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**



10 July 2009

Subject: Invitation to the Annual General Meeting of Shareholders No.37

Attention: All Shareholders of the Company

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.37 to be held on 29 July 2009 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. 36 held on 29 July 2008

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should adopt said minutes as attached with this invitation (Enclosure No.1). These minutes has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. The Company had also disclosed these minutes on the Company’s website.

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 2009

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 2009 (Enclosure No. 2) as required by Article 34(1) of the Company’s Articles of Association.

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 2009, 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) which has already reviewed and approved by the Audit Committee and the Company’s Board of Directors respectively.

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 2009

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that, in compliance with the law and Article 39 of the Company's Articles of Association, the Company cannot pay dividend as the Company's separate financial statements still carry accumulated losses as at 31 March 2009. 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 2009, no appropriation 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 2009.(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 in compliance with the Public Company Act and Article 16 of the Company's Articles of Association (Enclosure No.9) 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. Karn Karnjanawatee: Independent Director and Audit Committee
- 2) Mr. Shui Pang: Non-Executive Director
- 3) Mr. Pongtorn Palivanich: Independent Director and Chairman of Audit Committee
- 4) Mr. Wattanasak Sanitwongse: Non-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 2010

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 2010 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 2010

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 2010, 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 2010, 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.6)

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).

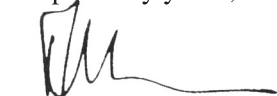
Pursuant to Section 105 of Public Company Limited Act, any shareholders of the Company may propose additional agendas in shareholders meeting. However, such matter must be proposed by shareholder(s) holding shares of not less than one-third of the paid-up capital of the Company.

The Company has fixed 8 July 2009 (Record Date) as the date to register shareholders who has the right to attend the 37th Annual General Shareholders' Meeting and 9 July 2009 as the date to close the share registration book to collect the names of these shareholders in accordance with section 225 of the Securities and Exchange Act.

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 Chairman of the Company to attend the Meeting and vote on your behalf, please complete and duly execute the proxy in favor of the Chairman of the Company, Mr. Anant Kanjanapas, (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.

To facilitate an orderly and speedy registration process at the 37th Annual General Shareholders' Meeting, shareholders and/or proxies please bring and present the registration form (letter bears a barcode) together with your identification documents to the Company's officers at the shareholder registration counter on the date of the meeting.

Respectfully yours,



(Mr. Anant Kanjanapas)
Chairman of the Board

List of the Enclosure attached the Notice of the 37th Annual General Shareholders' Meeting

Enclosure No.1	Copy of Minutes of the 36 th Annual General Shareholders' Meeting held on 29 July 2008 (Supplementary Information for consideration of Agenda Item 1)
Enclosure No.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 2009 (Supplementary Information for acknowledgement of Agenda Item 2 and for consideration of Agenda Item 3)
Enclosure No.3	The Appropriation of Legal Reserve and Dividend Policy of the Company (Supplementary Information for consideration of Agenda Item 4)
Enclosure No.4	Brief CV's of the retired directors who have been proposed for re-election as the Company's directors for another term and Definition of Independent Directors of Bangkok Land Public Company Limited (Supplementary Information for consideration of Agenda Item 5)
Enclosure No.5	Directors' remuneration (Supplementary Information for consideration of Agenda Item 6)
Enclosure No.6	Comments of Audit Committee and Board of Director concerning the appointment of the Company's auditor together with Details of proposed auditor and audit fee for the year ending 31 March 2010 (Supplementary Information for consideration of Agenda Item 7)
Enclosure No.7	Proxy Form B
Enclosure No.8	Brief CV of the director who will be proxy for Shareholders
Enclosure No.9	Contents 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
Enclosure No.10	Explanation for proxy, registration and the requirement of document verifying eligibility to attend and vote in the 37 th Annual General Shareholders' Meeting
Enclosure No.11	Map of Meeting Venue for the 37 th Annual General Shareholders' Meeting