

Documentation for consideration of Agenda 1

(Translation by Siam Premier International Law Office Limited)

Bangkok Land Public Company Limited
Minutes of Extraordinary General Meeting of Shareholders No. 1/2556
held at Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center,
Muang Thong Thani, Chaengwatthana Road, Bann Mai Sub-district,
Pak Kred District, Nonthaburi Province,
on 11 June 2013

The meeting began at 11.30 hrs.

Mr. Anant Kanjanapas, Board of Directors Chairman, presided over the meeting with Mr. Pravate Earmsmut serving as the meeting's secretary (the "**Secretary**"). The Secretary informed the meeting that there were a total of 434 shareholders attending the meeting in person and 342 by proxy thereby representing a total of 776 shareholders with a total of 7,158,323,471 shares or 34.6779% of the total number of the Company's shares having been sold which formed a quorum. After the meeting began, additional shareholders and proxies registered for attendance giving the total number of shareholders attending the meeting in person to be 571 and 415 by proxy, or a total of 986 shareholders representing a total of 7,253,849,127 shares or 35.1406% of the Company's shares that have been sold.

The Chairman then declared the meeting opened and asked the Secretary to introduce the directors present at the meeting as well as give an explanation on the voting method.

The Secretary introduced the directors and legal advisor attending the meeting as follows:

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| 1. Mr. Anant Kanjanapas | Chairman of the Board and Chief Executive Officer |
| 2. Mr. Shui Pang Kanjanapas | Executive Director |
| 3. Mr. Sui Hung Kanjanapas | Executive Director |
| 4. Mr. Burin Wongsanguan | Director |
| 5. Mr. Tawin Boonruangkhaio | Director |
| 6. Mr. Thumrong Chientachakul | Independent Director and Chairman of the Audit Committee |
| 7. Mr. Siriwat Likitnuruk | Independent Director and Audit Committee Member |
| 8. Mr. Supavat Saicheua | Independent Director and Audit Committee Member |
| 9. Mr. Panya Boonyapiwat | Independent Director |
| 10. Mrs. Kulkanist Khamsirivatchara | Company Legal Advisor |
| 11. Mr. Chamras Hongpaisan | Accounting and Executive Manager |
| 12. Securities Depositary Centre (Thailand) Co., Ltd. | Examiner of registration of shareholders and vote-counting |

The Secretary explained the method of voting which can be summarized as follows:

One share will be counted as one vote such that the number of votes to which each shareholder is entitled to vote will be in accordance with the number of shares a shareholder holds or the proxy holds under the proxy. A shareholder who has interest in any particular matter in the agenda may not vote on that matter. In voting on each matter of the agenda, the Chairman will ask the shareholders if any one has any objection/protest or would be abstaining. If there was none, he would conclude that unanimous resolution has been adopted by shareholders on that particular matter as proposed by the Chairman. However, if there should be any shareholder objecting or wishing to abstain from voting, he/she would be asked to mark with a sign ☒ in the block in the column that the shareholder wishes to vote for in the ballot that has been distributed. As for

shareholders who have not raised objections or abstained, it will be construed that they have duly approved of that item in the agenda submitted such that there will be no need for him/her to mark his/her vote in the ballot. The Company will deduct the votes of disapproval and/or abstention from the total number of votes present at the meeting or which have voted (as applicable) in order to sum up the total number of votes for each item of agenda. Furthermore, for proxies by whom their assignors have already specified their votes on any particular item of agenda in the proxy instrument, whether such be approval, disapproval or abstention – they will not need to vote in the ballot cards as the votes will be counted by the Company from the proxy instrument. The Secretary will inform the meeting of the results of votes counted for each item of agenda which will be inclusive of votes cast by shareholders present in the meeting as well as those of the latest proxies assigned for that particular item.

After that, the Secretary informed the meeting that resolutions of this shareholders meeting will be required as follows: Agenda 1, 2 and 7 must be adopted by majority votes of all votes held by shareholders present at the meeting who had cast their votes while Agenda 3 to 6 must be adopted by not less than three-fourths of all votes of shareholders attending the meeting and having the rights to vote.

In this respect, the Secretary asked the shareholders who wished to ask questions or comments at the meeting to give their names and surnames for the purpose of recording into the minutes of the meeting.

After the Secretary finished the explanation on the voting method, the Chairman apologized to the shareholders for any inconvenience caused in this meeting as the facilities were insufficient in accommodating the number of shareholders. However, the Company was delighted that the shareholders attended the meeting overwhelmingly more than previous ones. The Company will use its best effort on an arrangement of the next meeting. The Chairman then proposed that the meeting consider the various matters in the agenda as follows:

Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders No. 40 held on 30 July 2012

The Chairman asked the Secretary to give the meeting details for information.

The Secretary proposed that the meeting consider and adopt the minutes of the Annual General Meeting of Shareholders No. 40 held on 30 July 2012 which had been sent to shareholders together with the invitation notice to this meeting. They had also been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time prescribed by laws.

Having considered the matter, the meeting by majority vote of all votes held by shareholders present at the meeting and casting their votes approved that the minutes of the Annual General Meeting of Shareholders No. 40 as proposed by the Chairman be adopted (with 7,220,927,075 votes or 99.9949% of the total votes of shareholders attending the meeting and casting votes approving this matter; 363,335 votes disapproving and 2,194,000 votes abstaining).

Agenda 2 To consider and approve the issuance and sale of Warrants to purchase ordinary shares of the Company No. 4 (BLAND-W4) in the amount of not exceeding 6,950,000,000 units to the existing shareholders pro rata to their shareholding

The Chairman asked the Secretary to give the meeting details for information.

The Secretary informed the meeting that the Board of Directors had considered the matter and is of the opinion that the Shareholders should approve the issuance and sale of the Warrants of which essential details are summarized as follows:

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| Name of Warrants | Warrants to purchase ordinary shares of Bangkok Land |
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| | Public Company Limited No. 4 (the “ Warrants No. 4 ” or “ BLAND-W4 ”) |
| Type of Warrants | In named certificate and transferable |
| Tenor of the Warrants | 5 years from the Warrants issuance and offering date |
| Issuance Amount | Not exceeding 6,950,000,000 units |
| No. of Ordinary Shares Reserved for the Exercise of the Warrants | <p>Not exceeding 6,950,000,000 shares (at a par value of Baht 1 each) which shall not exceed 33.67 % of the total paid-up shares of the Company as of 13 May 2013.</p> <p>The number of the above shares reserved for the exercise of the Warrants No. 4 when added to the number of shares reserved for the exercise of the Warrants No. 3 (BLAND-W3) is equal to 43.32% of the total issued shares of the Company.</p> |
| Offering Method | <p>Allocating and offering to the existing shareholders of the Company pro-rata to their shareholding. The shareholders who are entitled to receive the Warrants No. 4 shall be the shareholders whose names appear in the shareholders register book on the Record Date (i.e. 20 May 2013) whereby the Company shall close its share register book to collect the names of the shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 on 21 May 2013. The offering ratio will be calculated from the number of total issued shares of the Company on 20 May 2013 (Record Date) divided by the number of the Warrants to be actually issued (any fraction from calculation is disregarded).</p> <p>The Company will allocate and offer to existing shareholders of the Company at the offering ratio of 2.97 existing ordinary shares to 1 unit of the Warrant.</p> <p>Holders of the Warrants No. 4 who wish to exercise the right to purchase the Company’s shares do not need to be shareholders of the Company.</p> |
| Offering Price | Baht 0 (Nil) |
| Exercise Price | <p>Baht 2.0 per share, save for the adjustment of the exercise price.</p> <p>In case of adjustment of the exercise price, the new exercise price of the Warrants No. 4 after such adjustment shall, in any event, not be less than the share par value of the Company.</p> |
| Exercise Period | The Warrants exercise dates are the last business day of March, June, September and December of each calendar year throughout the tenor of the Warrants No. 4 and the 5 th |

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| | anniversary of the issuance and offering date of the Warrants No. 4. |
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Other details are in accordance with the indicative terms of the Warrants which had been sent to shareholders together with the invitation notice to this meeting.

The Secretary further informed the meeting that the Board of Directors proposed the shareholders' meeting to empower and authorize the Board of Directors and/or the Chairman of the Board and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board to have the powers to determine the details and other conditions of the Warrants No. 4 as per the details specified in the invitation notice to this meeting.

Mr. Anupoj Panapornsirikul, shareholders' right protection volunteer, Thai Investors Association, inquired about the Company's utilization plan on the capital increase derived from the issuance and sale of the Warrants No. 4 as well as on the circulating fund of the Company. The Chairman informed the meeting that the financial status of the Company in general is quite sturdy. However, the Board of Directors of the Company is of the opinion that the investment capital of the Company such as the investment capital for IMPACT project is a long-term investment. In this case, there will be a risk from interest fluctuation if the Company depends on an outsource loan. The Company then selected to raise funds by means of issuing the Warrants No. 4. Nevertheless, the Warrants holders are not compelled to exercise their rights to purchase shares of the Company but have the option to trade the Warrants in the Stock Exchange of Thailand (the "SET"). In addition, the Company is currently considering setting up the Real Estate Investment Trust (the "REIT") by selling certain assets of IMPACT in order to strengthen the Company's cash flow. In this regard, the capital increase derived from the issuance and sale of the Warrants No. 4 will mainly be spent to expand the lakeside of IMPACT, which has approximately 300 rai of land, in order to construct an exhibition center of around 100,000 square meters. The exhibition center will comprise of a 5,000 seats auditorium for hosting meetings and concerts as well as a shopping center of mainly restaurants and stores, which will be valued in a total amount of about 10 billion baht. Consequently, the Company is in need of funds to carry on the above project which are expected to be beneficial to the Company.

Mr. Hungchai Auckvassakul, a shareholder and proxy, suggested the Company to set a Record Date determining the date showing mark XW for the issuance and sale of the Warrants after the shareholders' meeting approved such issuance and sale. Moreover, he inquired whether the shareholders have the right to purchase IMPACT shares which are about to be listed with the SET. The Chairman thanked the shareholder for the suggestion and acknowledged such matter for further consideration. As for REIT investing in IMPACT, the Company intended to offer the rights of first refusal to the shareholders first. The REIT is expected to be traded on the SET by the end of 2013.

The Chairman then proposed that the meeting consider and approve the issuance and sale of the Warrants as well as the authorization as proposed.

Having considered the matter, the meeting by majority votes of all votes held by shareholders present at the meeting and casting their votes approved the issuance and sale of the Warrants to the existing shareholders of the Company pro-rata to their shareholding as well as approved the authorization as proposed in all respects (with 7,234,952,620 votes or 99.8444% of the total votes of shareholders attending the meeting and casting votes approving this matter; 11,271,111 votes disapproving, and 569,800 votes abstaining).

Agenda 3 To consider and approve the reduction of the registered capital of the Company

The Chairman asked the Secretary to give the meeting details for information.

The Secretary explained to the meeting that the Company would like to increase its registered capital in order to accommodate the exercise of rights by holders of the Warrants which will be issued to the

shareholders pursuant to Agenda 2 above. To be in compliance with the law, the Company is required to reduce its registered capital from Baht 26,671,687,159 to Baht 22,634,073,225 by canceling 4,037,613,934 authorized but unissued ordinary shares at a par value of Baht 1 each (save for the authorized but unissued ordinary shares amounting to 1,991,725,989 shares which have been reserved for exercising of the holders of the Warrants No. 3 of the Company (BLAND W-3)).

Mr. Hungchai Auckvassakul, a shareholder and proxy, asked whether this reduction of the registered capital is done by deducting the ordinary shares which are preserved to accommodate the exercise of rights of the holders of the Warrants No. 2, or not. Mrs. Kulkanist Khamsirivatchara, Legal Advisor of the Company, explained to the meeting that this reduction of the registered capital is done by deducting the ordinary shares preserved to accommodate the exercise of rights of the holders of the Warrants No. 2 who did not exercise their rights. Due to the expiration of the Warrants No. 2, the Company is required to deduct such preserved capital prior to the new increase of capital.

The Chairman then asked the meeting to consider and approve the reduction of the registered capital of the Company.

Having considered the matter, the meeting by votes of not less than three-fourths of the shareholders attending the meeting and having the rights to vote approved the reduction of the registered capital of the Company as proposed by the Chairman in all respects (with 7,247,322,110 votes or 99.9981% of the total votes of shareholders attending the meeting and having the rights to vote approving this matter; 83,500 votes disapproving, and 50,100 votes abstaining).

Agenda 4 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the reduction of the registered capital

The Chairman asked the Secretary to give the meeting details for information.

The Secretary informed the meeting that, to be in line with the reduction of the registered capital in Agenda 3, the shareholders should approve the amendment to Clause 4 of the Company’s Memorandum of Association as follows:

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| “Clause 4. Registered capital of | 22,634,073,225 Baht | (Twenty Two Billion Six Hundred Thirty Four Million Seventy Three Thousand Two Hundred Twenty Five Baht) |
| Divided into | 22,634,073,225 shares | (Twenty Two Billion Six Hundred Thirty Four Million Seventy Three Thousand Two Hundred Twenty Five shares) |
| With a par value of Baht 1 (one Baht) each | | |
| Categorized into | | |
| Ordinary shares | 22,634,073,225 shares | (Twenty Two Billion Six Hundred Thirty Four Million Seventy Three Thousand Two Hundred Twenty Five shares) |
| Preference shares | - shares | (- shares)” |

The Chairman thereafter asked the meeting to consider and approve the amendment to the Company’s Memorandum of Association.

Having considered the matter, the meeting by votes of not less than three-fourths of the shareholders attending the meeting and having the right to vote approved the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital of the Company as proposed by the Chairman in all respects (with 7,248,296,327 votes or 99.9999% of the total votes of shareholders attending the meeting and having the right to vote approving this matter; 0 votes disapproving, and 100 votes abstaining).

Agenda 5 To consider and approve the increase of the Company's registered capital

The Chairman asked the Secretary to give the meeting details for information.

The Secretary informed the meeting that the Board of Directors had considered the matter and is of the opinion that the shareholders should approve the increase of the Company's registered capital from Baht 22,634,073,225 to Baht 29,584,073,225 by issuing 6,950,000,000 new ordinary shares at a par value of Baht 1 each in order to accommodate the exercise of rights by holders of the Warrants No. 4 pursuant to Agenda 2 above.

Mr. Pruettthan Sriwongliang, a proxy, asked whether the 6,950,000,000 new ordinary issued shares can be allocated as the shares dividend for the shareholders. Mrs. Kulkanist Khamsirivatchara, Legal Advisor of the Company, responded that such shares are issued to accommodate the exercise of rights of the Warrants No. 4, and thus, cannot be allocated for other objectives.

The Chairman thereafter asked the meeting to consider and approve the increase of the Company's registered capital.

Having considered the matter, the meeting by votes of not less than three-fourths of the shareholders attending the meeting and having the rights to vote approved the increase of the Company's registered capital as proposed by the Chairman in all respects (with 7,236,387,216 votes or 99.8356% of the total votes of shareholders attending the meeting and having the right to vote approving this matter; 11,909,111 votes disapproving, and 100 votes abstaining).

Agenda 6 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital

The Chairman asked the Secretary to give the meeting details for information.

The Secretary informed the meeting that, to be in line with the increase of the registered capital in Agenda 5, the shareholders should approve the amendment to Clause 4 of the Company's Memorandum of Association as follows:

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| "Clause 4. Registered capital of | 29,584,073,225 Baht | (Twenty Nine Billion Five Hundred Eighty Four Million Seventy Three Thousand Two Hundred Twenty Five Baht) |
| Divided into | 29,584,073,225 shares | (Twenty Nine Billion Five Hundred Eighty Four Million Seventy Three Thousand Two Hundred Twenty Five shares) |
| With a par value of | Baht 1 (one Baht) each | |
| Categorized into | | |

| | | |
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| Ordinary shares | 29,584,073,225 shares | (Twenty Nine Billion Five Hundred Eighty Four Million Seventy Three Thousand Two Hundred Twenty Five shares) |
| Preference shares | - shares | (- shares)” |

Mr. Pruettthanan Sriwongliang, a proxy, inquired the reason why Agenda 4 to 6 are separate from one another. The Secretary informed the meeting that the Company divided such agendas for consideration and convenience. Mr. Pruettthanan Sriwongliang further asked about the reason why the Memorandum of Association mentioned in the invitation notice to this meeting specified that the Company has no preference shares. Mrs. Kulkanist Khamsirivatchara, Legal Advisor of the Company, explained that the Company has no preference shares. However, the preference shares need to be mentioned as it is the format of the Department of Business Development, Ministry of Commerce.

Having considered the matter, the meeting by votes of not less than three-fourths of the shareholders attending the meeting and having the right to vote approved the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital of the Company as proposed by the Chairman in all respects (with 7,238,322,427 votes or 99.8428% of the total votes of shareholders attending the meeting and having the right to vote approving this matter; 10,863,500 votes disapproving, and 530,100 votes abstaining).

Agenda 7 To consider and approve the allotment of the newly issued shares resulting from the capital increase

The Chairman asked the Secretary to give the meeting details for information.

The Secretary informed the meeting that the Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the allotment of the newly issued shares totaling 6,950,000,000 shares to accommodate the exercise of the rights of the holders of the Warrants No. 4 as had been approved in Agenda 2.

The Chairman thereafter asked the meeting to consider and approve the allotment of the newly issued shares of the Company.

Having considered the matter, the meeting by majority votes of all votes held by shareholders present at the meeting and casting their votes approved the allotment of the newly issued shares of the Company as proposed in all respects (with 7,242,832,927 votes or 99.8493% of the total votes of shareholders attending the meeting and casting votes approving this matter; 10,927,000 votes disapproving, and 100 votes abstaining).

Agenda 8 Other matters (if any)

Mr. Chatree Charoennueng, a shareholder, expressed his gratitude to the Board of Directors, Executives and staff of the Company particularly the Chairman for driving the Company to achieve good profits. He further suggested the Company arrange for vehicles to transport the shareholders attending the meeting. The Chairman accepted the matter for consideration.

Mr. Somchai Hongsmatip, a shareholder, inquired about the electricity expenses of Muang Thong Thani and asked whether the Company has a plan to generate its own electricity. The Chairman informed the meeting that the electricity expenses of Muang Thong Thani currently cost over 20 million baht. However, the Company has planned well on every type of public utilities especially water supply, electricity and waste management as Muang Thong Thani has an area of 4,500 rai. In addition, the Company had donated 4 rai of land to the Electricity Generating Authority of Thailand for constructing 4 sub-stations in Muang Thong

Thani area. As for water supply, there is a reservoir and a lake in Muang Thong Thani to drain water in order to prevent flooding. After the flood of 2012, the Company heightened the roads in Muang Thong Thani and prepared water pumps as well as built a dam in order to prevent floods, all of which show the Company's precautions.

Mr. Hungchai Auckvassakul, a shareholder and proxy, stated that he supported the issuance of the Warrant No. 4 because it is a bonus for both major and minor shareholders. He admired the Chairman for creating the Company's strength.

The Chairman deeply apologized to the shareholders for any inconvenience and delay in registration since there were many more shareholders attending this meeting than previous ones. The Company will use its best effort to make progress and profits for all shareholders.

Mr. Somboon Loraphong, the shareholder asked questions on the following matters: 1) the cost estimate of 1,350 rai of land; 2) according to the financial statements of the Company during 1 April 2012 and 31 March 2013, the Company's growth was equal to 207%. Is it possible that the shareholders will receive higher dividends? The Chairman informed the meeting that the strength of the Company should be considered from the Net Assets. Investment in the SET is risky and the actual value of the stocks should be supported by assets rather than its trading price. The Company owns a number of assets which is evidence of the wealth of the Company. The shareholders are able to consider such matter from annual reports or quarterly reports of the Company.

There being no other matters submitted by the shareholders for the meeting's consideration, the Chairman thanked the shareholders who attended the meeting and declared the meeting adjourned.

The meeting ended at 12.50 hrs.



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(Mr. Anant Kanjanapas)
Chairman of the Meeting/Director

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(Mr. Sui Hong Kanjanapas)
Director

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(Mr. Pravate Earnsmut)
Meeting Secretary