



BANGKOK LAND PUBLIC COMPANY LIMITED

**Annual General Meeting of Shareholders No.42
30 July 2014 at 11.00 a.m.**

**at Grand Diamond Ballroom, 2nd Floor, IMPACT Forum
Muang Thong Thani, Chaengwattana Road
Bannmai, Pakkred, Nonthaburi**

(Translation)

14 July 2014

Subject: Invitation to the Annual General Meeting of Shareholders No.42

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 Annual General Meeting of Shareholders No.42 on 30 July 2014 at 11.00 a.m. at Grand Diamond Ballroom, 2nd Floor, IMPACT Forum , Muang Thong Thani, Chaengwattana Road, Bannmai, Pakkred, Nonthaburi Province, to consider the following agenda:

Agenda 1

To adopt the minutes of the Annual General Meeting of Shareholders No. 41 held on 31 July 2013

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that Shareholders should adopt the said minutes as attached to this invitation (Annex 1). The said minutes has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by law. The Company had also posted the said 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 2

To acknowledge the results of operation of the Company for the year ended 31 March 2014

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that Shareholders should acknowledge the report of the results of operation of the Company for the year ended 31 March 2014 pursuant to Article 34(1) of the Company's Articles of Association.

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

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 2014, 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 Shareholders should approve the Statements of Financial Position and the Statements of Comprehensive Income audited by the Auditor, and the Shareholders should also acknowledge the Report of the Auditor on page 43 to 96 of the Annual Report which has been reviewed and approved by the Audit Committee and the Company's Board of Directors.

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.



บริษัท บางกอกแลนด์ จำกัด (มหาชน)

BANGKOK LAND PUBLIC COMPANY LIMITED

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Agenda 4

To consider and approve the appropriation of annual net profit from business operation to legal reserve and the payment of dividend for the year ended 31 March 2014

Opinion of the Board

The Board of Directors has considered the matters and is of the opinion that:

(1) in compliance with the law and article 39 of the Company's Articles of Association, Shareholders should approve the appropriation of profit to legal reserve for the year ended 31 March 2014.(Annex 2)

(2) Shareholders should approve the payment of dividend for the year ended 31 March 2014 at the amount of Baht 0.04 per share to the Shareholders whose name appeared in the share register book of the Company on 9 July 2014 (Record Date). The closing date of the share register to collect the names of the said shareholders pursuant to Section 225 of the Securities and Exchange Act B.E.2535 (as amended) was 10 July 2014. Payment of dividends shall be made to the Shareholders on 14 August 2014. (Annex 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 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 Limited Companies Act B.E.2535 (as amended) and Article 16 of the Company's Articles of Association one-third of the directors shall retire from office (Annex 9). The Board of Directors has further considered the matter and is of the opinion that Shareholders should re-elect the following directors who retire by rotation to resume their positions as directors of the Company for another term:

- | | |
|-------------------------------|--|
| 1) Mr. Anant Kanjanapas | Chairman and Chief Executive Officer |
| 2) Mr. Shui Pang Kanjanapas | Executive Director |
| 3) Mr. Tawin Boonruangkhaio | Director |
| 4) Mr. Thumrong Chientachakul | Independent Director and Chairman of the Audit Committee |

The brief CVs of the above directors are presented on Annex 3.

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 the Meeting in accordance with the procedures described in Article 15 of the Company's Articles of Association (Annex 9).

Agenda 6

To consider and approve the payment of directors' remuneration for the year ending 31 March 2015

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 2015 in the amount of not exceeding Baht 6,897,000 (Baht Six Million Eight Hundred Ninety Seven Thousand) (Annex 5), 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 not less than two-thirds of the total number of votes of Shareholders attending the Meeting.

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 2015

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 Shareholders should appoint Ms.Kannika Wipanut Certified Public Account No.7305 and/or Ms. Wimolsri Jongudomsombut Certified Public Account No.3899 of Karin Audit Co., Ltd. as the auditors of the Company for the year ending 31 March 2015, whereby the 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. Total audit fee for the year ending 31 March 2015, including the fee for auditing Consolidated Financial Statements and the fee for reviewing Quarterly Financial Statements of the Company and its subsidiaries, is Baht 5,330,000. The auditing fee for the Company's Financial Statements in particular is Baht 1,210,000 (Annex 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 8

To consider and approve the amendment of Articles 3 and 9 of the Articles of Association of the Company

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that in order to make the Articles of Association of the Company comply with applicable law, it is appropriate to propose to the Shareholders' meeting to approve the amendment of Articles 3 and 9 of the Articles of Association of the Company by redacting the current wordings and using new wordings as in the following details:

Current Wordings

“**Article 3** Other provisions not mentioned in these regulations shall hold and apply in accordance with the provisions of the law governing public limited companies.”

“**Article 9** The Company shall not own shares nor take a pledge of its own shares.”

New Wordings

“**Article 3** Other provisions not mentioned in these regulations shall hold and apply in accordance with the provisions of the law governing public limited companies, and the law governing securities and the stock exchange in all respects.”

“**Article 9** The Company shall not own shares nor take a pledge of its own shares except in the following cases:

(1) The Company may repurchase shares from shareholders who consider that they have been unfairly treated and had voted against a shareholders’ resolution approving the amendment to the Company’s Articles of Association concerning voting rights and dividend entitlement.

(2) The Company may repurchase shares for the purpose of financial management when the Company has accumulated profits and surplus liquidity and the share buyback will not lead the Company into financial difficulties. The share repurchase must be approved by a shareholders’ meeting, except in the case where the share repurchase does not exceed ten percent (10%) of the Company's paid-up capital, in which case, the Company’s Board of Directors has the authority to make the decision to repurchase the shares.

Shares held by the Company as a result of shares repurchased will not be counted in constituting a quorum of the shareholders’ meeting and will not have any voting rights or rights to receive dividends.

The procedures with respect to the repurchase of shares, the offering including the decrease of registered shares shall be made in accordance with the rules and procedures set out in the laws governing public limited companies and securities and exchange applicable at that time.”

Pursuant to the law, this matter requires of not less than 3/4 of the total number of votes of Shareholders attending and having the right to vote at the Meeting.

Agenda 9

To consider other matters (if any).

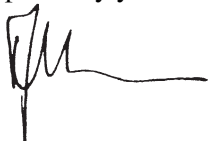
Pursuant to Section 105 of the Public Limited Companies Act B.E.2535 (as amended), any Shareholders of the Company may propose additional agendas at the shareholders meeting. However, such matter must be proposed by Shareholder(s) holding shares of not less than one-third of the total shares issued by the Company.

The Company had fixed 9 July 2014 as the Record Date to register the name of the Shareholders who have the right to attend and vote at the 42nd Annual General Meeting of Shareholders and the right to receive dividends for the year ended 31 March 2014 and 10 July 2014 as the date to compile the names of the said Shareholders pursuant to Section 225 of the Securities and Exchange Act B.E.2535 (as amended).

You are cordially invited to attend this meeting as per date, time and venue stated above. For 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, Shareholder(s) who wish to appoint Mr. Anant Kanjanapas (Chairman of the Board), Mr. Thumrong Chientachakul (Chairman of the Audit Committee) to attend the Meeting and vote on your behalf, please complete and duly execute the proxy in favor of Mr. Anant Kanjanapas or Mr. Thumrong Chientachakul (Annex 8). The duly completed and executed proxy, affixed with 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 42nd Annual General Meeting of Shareholders, 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,

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

(Mr. Anant Kanjanapas)
Chairman of the Board

List of the documents attached to the Notice of the 42nd Annual General Meeting of Shareholders

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Others	1) Annual Report, including a copy of the Statements of Financial Position and the Statements of Comprehensive Income and Auditor's Report for the fiscal year ended 31 March 2014 in CD form (Documentation for acknowledgement of Agenda 2 and for consideration of Agenda 3) 2) Information memorandum regarding the asset acquisition/disposition transaction by Impact Exhibition Management Company Limited a 100% subsidiary of Bangkok Land Public Company Limited	