



# **BANGKOK LAND PUBLIC COMPANY LIMITED**

**Annual General Meeting of Shareholders No.44  
29 July 2016 at 11.00 a.m.**

**at Royal Jubilee Ballroom, IMPACT Challenger,  
Muang Thong Thani, Chaengwattana Road  
Bannmai, Pakkred, Nonthaburi**



(Translation)

8 July 2016

Subject: Invitation to the Annual General Meeting of Shareholders No.44

Attention: Shareholders of the Company

The Board of Director Meeting of Bangkok Land Public Company Limited (the “Company”) has passed a resolution to convene the Annual General meeting of Shareholders No.44 on 29 July 2016 at 11.00 a.m. at Royal Jubilee Ballroom, IMPACT Challenger, Muang Thong Thani, Chaengwattana Road, Bannmai, Pakkred, Nonthaburi Province, to consider the following agenda:-

**Agenda 1**  
**held**

**To adopt the minutes of the Annual General Meeting of Shareholders No.43 on 29 July 2015**

**Objective and Reason**

In respect to the regulations of the Stock Exchange of Thailand and the Public Limited Companies Act B.E.2535, the Company shall submit to the Stock Exchange of Thailand and Ministry of Commerce, a copy of the Minutes of the Annual General Meeting of Shareholders within the date according to the requirement of the law and also propose to the next shareholders’ meeting. The Company already prepared the minutes of the abovementioned meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce and also already posted on the Company’s website.

**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).

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 2016**

**Objective and Reason**

The summary of the Company’s performance and major changes during the fiscal year ended was declared in the Annual Report of the Company. In compliance with the Public Limited Companies Act and the Article 34(1) of the Company’s Articles of Association, the Board of Directors has to report the operating result to the Shareholders of the Company in the Annual General Meeting of Shareholders.

**Opinion of the Board**

The Board of the 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 ended 31 March 2016.

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 2016, and acknowledge the Report of the Auditor**

**Objective and Reason**

The Company prepared the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2016, which were audited and certified by the Company’s auditor in respect to the Public Limited Companies Act and the Company’s Articles of Association.



บริษัท บางกอกแลนด์ จำกัด (มหาชน)

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**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 on page 39-95 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 votes of Shareholders attending and casting votes at the Meeting.

**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 2016**

**Objection and Reason** The Company has the policy to pay the appropriate dividends when it determines that the Company has appropriate profit to do and in compliance with the Article 39 of the Company's Articles of Association. The Company shall allocate to a reserve fund in an amount of not less than 5% of the annual profit, until the reserve fund reach an amount of not less than 10% of the registered capital of the Company.

**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 2016 (Annex 2).  
(2) Shareholders should approve the payment of dividend for the year ended 31 March 2016 at the amount of Baht 0.07 per share to the shareholders whose name appeared in the share register book of the Company on 7 July 2016 (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 was 8 July 2016. Payment of dividends shall be made to the shareholders on 15 August 2016 (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**

**Objective and Reason** In compliance with Public Limited Companies Act and Article 16 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third of the Directors have to retire by rotation. For this year, the 3 following Directors would retire by rotation:

- |                            |   |
|----------------------------|---|
| 1. Mr.Shui Pang Kanjanapas | Executive Director and Deputy Managing Director |
| 2. Mr.Supavat Saicheua     | Independent Director and Audit Committee Member |
| 3. Mr. Panya Boonyapiwat   | Independent Director                            |

**Opinion of the Board** The Board of Directors has considered the matter and is of the opinion that Shareholders should re-elect the 3 following Directors who retire by rotation to resume their position as directors of the Company for another term:

- |                            |   |
|----------------------------|---|
| 1. Mr.Shui Pang Kanjanapas | Executive Director and Deputy Managing Director |
| 2. Mr.Supavat Saicheua     | Independent Director and Audit Committee Member |

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 2017**

**Objective and Reason** In compliance with the Public Limited Companies Act and the Company's Articles of Association, the Shareholders' Meeting shall consider and fix the directors' remuneration.

**Opinion of the Board** The Board of Directors had considered the business expansion, the Company's profit, the duties of the directors in the committee together with the attending in the meeting of the each director and is of the opinion that at the fiscal year ending 31 March 2017 the business expansion and the investment of the Company will be increased which will be more duties for the current directors so that the Shareholders should approve the payment of the directors' remuneration for the year ending 31 March 2017 in the amount of not exceeding Baht 7,623,000 (Baht Seven Million Six Hundred Twenty Three Thousand) 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 deem appropriate by consideration to fix the remuneration of each director based on each director's performance (Annex 5).

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 auditor and fixing of remuneration of the Company's auditors for the year ending 31 March 2017**

**Objective and Reason** In compliance with the Public Limited Companies Act and the Company's Articles of Association, the Shareholders' Meeting shall consider and approve the appointment of auditors and fix their remuneration. For the year ending 31 March 2017, the Company appointed the auditors from Karin Audit Co., Ltd. to be the auditors of the Company.

**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 Mr Jorote Sirirorote Certified Public Account No.5113 and/or Mr.Jadesada Hungsapruet Certified Public Account No.3759 of Karin Audit Co.,Ltd. as the auditors of the Company for the year ending 31 March 2017, 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 2017, including the fee for auditing Consolidated Financial Statements and the fee for reviewing Quarterly Financial Statements of the Company and its subsidiaries, is Baht 6,585,000. The auditing fee for the Company's Financial Statements in particular is Baht 1,400,000 (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 other matters (if any).**

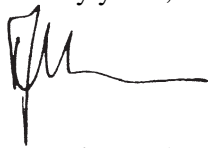
Pursuant to Section 105 of the Public Limited Companies Act B.E.2535, any Shareholders of the Company may propose additional agendas at the Shareholders meeting. However, such matter must be proposed by Shareholder(s) holding shares of not less than one-third of the total shares issued by the Company.

The Company had fixed 7 July 2016 as the Record Date to register the name of the Shareholders who have the right to attend and vote at the 44<sup>th</sup> Annual General Meeting of Shareholders and the right to receive dividends for the year ended 31 March 2016 and 8 July 2016 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. Prasan Hokchoon (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. Prasan Hokchoon (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 44<sup>th</sup> 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,



(Anant Kanjanapas)  
Chairman of the Board



## List of the documents attached to the Notice of the 44<sup>th</sup> Annual General Meeting of Shareholders

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**Documentation for consideration of Agenda 1**

(Translation by Siam Premier International Law Office Limited)

**Bangkok Land Public Company Limited (the “Company”)  
Minutes of Annual General Meeting of Shareholders No. 43  
held at Royal Jubilee Ballroom, IMPACT Challenger,  
Muang Thong Thani, Chaengwatthana Road, Bannmai Sub-district,  
Pakkred District, Nonthaburi Province,  
on 29 July 2015**

The meeting began at 11.00 hrs.

Mr. Anant Kanjanapas, Chairman of the Board of Director (the “**Chairman**”), presided over the meeting with Mr. Pravate Earmsmut serving as the Secretary of the meeting (the “**Secretary**”). The Secretary informed the meeting that there were a total of 581 shareholders attending the meeting in person and 459 by proxy thereby representing a total of 1,040 shareholders with a total of 8,429,653,707 shares or 43.2126% of the total number of the Company’s shares having been sold being 19,507,403,418 shares (after deducted by the number of Treasury Stock), 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 765 and 621 by proxy, or a total of 1,386 shareholders representing a total of 8,651,375,260 shares or 44.3492% of the Company’s shares that have been sold being 19,507,403,418 (after deducted by the number of Treasury Stock).

The Chairman then declared the meeting opened and asked the Secretary to introduce the directors, executives, auditors, legal advisor attending the meeting as well as give an explanation on the voting method.

The Secretary introduced the directors, executives, auditors, legal advisor attending the meeting as follows:

- |                                     |   |
|-------------------------------------|---|
| 1. Mr. Anant Kanjanapas             | Chairman of the Board and<br>Chief Executive Officer        |
| 2. Mr. Sui Hung Kanjanapas          | Executive Director  |
| 3. Mr. Shui Pang Kanjanapas         | Executive Director  |
| 4. Mr. Burin Wongsanguan            | Director  |
| 5. Mr. Tawin Boonruangkhaio         | Director  |
| 6. Mr. Panya Boonyapiwat            | Independent Director  |
| 7. Mr. Thumrong Chientachakul       | Independent Director and<br>Chairman of the Audit Committee |
| 8. Mr. Siriwat Likitnuruk           | Independent Director and Audit Committee                    |
| 9. Mr. Supavat Saicheua             | Independent Director and Audit Committee                    |
| 10. Mr. Chamras Hongpaisarn         | Accounting and Executive Manager                            |
| 11. Miss Kunwadee Jintavorn         | Project Director  |
| 12. Miss Kannikar Wiphanurat        | Auditor of the Company                                      |
| 13. Mrs. Kulkanist Khamsirivatchara | Legal Advisor of the Company                                |
| 14. Mr. Pradit Sahachaiyunta        | Legal Advisor of the Company                                |

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

In voting, one share equals to one vote. Thus, each shareholder will have the number of votes equal to the number of shares that he/she holds in person or by proxy. A shareholder having a special interest in a matter under any agenda shall not be eligible to vote. However, in respect of an appointment of Directors in Agenda 5, all shareholders are eligible to vote without any special interest. In the voting of each agenda, the Secretary will ask the meeting whether there would be any shareholders wishing to disapprove or abstain from voting. If there was none, the Secretary would conclude that unanimous resolution has been adopted by shareholders on that particular matter as proposed. However, if there should be any shareholder disapproving 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 at the time of their registration before commencement of the meeting. As for shareholders who have not disapproved or abstained, it will be construed that they have duly approved of that item in the agenda proposed 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. For the sake of compliance with the Stock Exchange of Thailand's principles of good governance, Agenda 5 re: to consider the election of directors in replacement of the directors whose terms expired by rotation, the Secretary asked that, shareholders wishing to cast their votes of approval, disapproval or abstention should mark their votes accordingly in the ballots handed to them and give them back to the Company's staff members who will be collecting them for vote-counts.

Furthermore, for proxies by whom their grantors have already specified their votes on any particular item of agenda in the proxy instrument, whether such is 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, 3, 4 and 7 must be adopted by majority votes of all votes held by shareholders present at the meeting who had cast their votes. Agenda 2 is a notification to the shareholders and therefore, no vote was required. Agenda 5 was a matter regarding the election of directors which shall require the majority votes of the shareholders presented at the meeting in accordance with the criteria and methods specified in Article 15 of the Articles of Association of the Company. Agenda 6 was to approve the payment of the remuneration of the directors which shall be passed by the votes of more than two-thirds of the total votes of the shareholders present at the meeting. And Agenda 8 to consider other business, the shareholders can raise the queries in this Agenda.

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 completed the explanation of the voting process, the Chairman then asked 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. 42**

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. 42 held on 30 July 2014 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 votes 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. 42 as proposed by the Chairman in all respects be adopted (with 8,596,420,389 votes or 99.9536% of the total votes of shareholders attending the meeting and casting votes approving this matter; 3,986,821 votes disapproving or 0.0463% of the total votes of shareholders attending the meeting and casting votes disapproving this matter; and 28,000 votes abstaining).

**Agenda 2      To acknowledge the results of operations of the Company for the fiscal year ended 31 March 2015**

The Chairman asked the Secretary to explain the details to the Meeting.

The Secretary informed the meeting that the result of operations of the Company for the year ended 31 March 2015 was as shown in the Company's Annual Report pages 9-12 which had been sent to the shareholders along with the invitation notice to the meeting.

Mr. Prateep Vatcharachoekasem, a shareholder, suggested to the Meeting as follows: (1) in order to increase the price of the Company's shares, the Company should clarify more details such as unit trust held the Company, investment policy, projects and terms of the Real Estate Investment Trust under the name of "**IMPACT GROWTH REIT**" which was set up by Impact Exhibition Management Company Limited for the benefits of clear understandings of all shareholders. In addition, the increase of share's price shall also persuade the holders of the Warrants to purchase the Company's shares No.3 (BLAND-W3) which will expire in November 2015, to exercise their rights to purchase the Company's shares; (2) since the current state of economy is under recession, the Company had better decelerate the investment in convention centre and lake pavilion in order to reserve the fund for other investment i.e. the acquisition of shares in real estate companies which support the business of the Company and strengthen business network of the Company; and (3) as the Chairman is very competent and has good alliance network in not only Thailand but also international level, listing the Company's shares to the Stock Exchange of China is recommended to enhance the price of the Company's share. The Chairman thanked the Shareholder, accepted the matters for consideration and further informed the Meeting that the Company disclosed all information pursuant to the applicable law, rules and regulations.

Mr. Suebsak Piphobmongkol, as a shareholder and proxy, inquired on: (1) the progress of the mass rapid transport system project ("**MRT**"); and (2) the price to repurchase the Company's shares. Mr. Chamras Hongpaisarn, Accounting and Executive Manager, informed the Meeting that the average price for the treasury stock is Baht 2.00 each. The Chairman further informed the Meeting that (1) The Company has not yet informed any progress of the MRT; and (2) the price of the Company's shares is subject to the market status, the overall economy which are the external factors beyond the Company's control. Mr. Prateep Vatcharachoekasem, a shareholder, suggested to the Meeting that

ASEAN Economic Community (AEC) will be fully established around the year 2015-2016, the clarification on the IMPACT GROWTH REIT would be helpful for the price of the Company's shares. The Chairman informed the Meeting that the information and other details with regard to the Company and IMPACT GROWTH REIT completely specified in the Annual Report of the Company.

Mr. Prasert Kaewduangtien, a shareholder, inquired on the following matters: (1) the plan of the Company regarding the treasury stocks, will the company dispose the treasury stocks back to the Stock Exchange of Thailand or decrease its registered capital by cutting off the treasury stocks; and (2) the frequency of book value assessment for the Company's assets. The Chairman informed the Meeting that the share repurchase project is just in the beginning process, the Company shall further consider the appropriate plan accordingly. Mr. Chamras Hongpaisarn, Accounting and Executive Manager, informed the Meeting that it is shown in page 45, Annual Report of the Company, a part of statement of financial position, the book value of investment property (non-current asset) is assessed annually, the land held for future use and real estate development cost are booked as inventory stocks which are not under the assessment until the accounting record policy is changed.

Therefore, the Secretary asked the Meeting to acknowledge the results of the operations of the Company for the fiscal year ended 31 March 2015.

The Meeting acknowledged the results of the operations of the Company for the fiscal year ended 31 March 2015 as proposed.

**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 2015, and acknowledged the Report of the Auditor**

The Chairman asked the Secretary to explain the details of this Agenda 3 to the Meeting.

The Secretary 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 2015 and to acknowledge the auditor's report as per details set out in pages 43-94 of the Annual Report, which had been sent to the shareholders together with the invitation notice to this meeting. The Secretary briefed the meeting on the consolidated Financial Statements and the non-consolidated Financial Statements of the Company as follows:

Consolidated Balance Sheet and Profit and Loss Statements of the Company are as follows:

Total Assets	Baht	64,233,987,516
Total Liabilities	Baht	11,196,963,767
Total Revenue	Baht	3,688,588,512
Net Profit	Baht	1,519,311,901

The non-consolidated Balance Sheet and Profit and Loss Statements of the Company are as follows:

Total Assets	Baht	40,897,152,674
Total Liabilities	Baht	15,310,290,241
Total Revenue	Baht	170,360,144
Net Profit	Baht	3,559,105,794

A shareholder inquired to the Meeting on the following matters: (1) the accuracy of the loan amounting to 13.38 USD of the exchangeable bond as shown in page 76 of the English Annual Report; and (2) the reason why the long-term loan as shown in page 78 was not included in long-term debt instruments as shown in page 76 of the English Annual Report. Mr. Chamras Hongpaisarn, Accounting and Executive Manager informed the Meeting that all amount are correctly booked in accordance with the accounting policy of the Company.

Ms. Wipa Suwanich, a shareholder inquired why the Company changed the source of loan from the financial institutions to the insurance company as shown in page 77 of the Annual Report. Mr. Chamras Hongpaisarn, Accounting and Executive Manager informed the Meeting that the Company changed the source of loan due to the benefits of lower interest rate.

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 2015 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.

Having considered the matter, the meeting by majority vote of all votes held by shareholders present at the meeting and casting their votes approved the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2015 and acknowledged the Auditor's report as proposed in all respects (with 8,634,729,138 votes or 99.9536% of the total votes of shareholders attending the meeting and casting votes approving this matter; 4,001,821 votes or 0.0463% of the total votes of shareholders attending the meeting and casting votes disapproving and 9,988,000 votes abstaining).

**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 2015.**

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

The Secretary informed the meeting that the Board of Directors' Meeting No.2/2015 resolved to propose to the Shareholders' Meeting to consider the matters as follows:

- (1) To consider and approve the appropriation of profit to be legal reserve pursuant to the Articles of Association of the Company for the year ended 31 March 2015, amounting to Baht 177,955,290;
- (2) To consider and approve the payment of dividend, at the rate of Baht 0.05 per share to the shareholders whose name appeared in the share register book of the Company on 8 July 2015 (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 9 July 2015. Payment of dividends shall be made to the shareholders on 14 August 2015; and
- (3) To consider and acknowledge the payment of interim dividend which paid to all shareholders on 12 December 2014, at the rate of Baht 0.04 per share.

In addition, the Secretary further informed the Meeting that the Board of Directors' Meeting No.2/2015 deemed appropriate to propose the Shareholders' Meeting to consider and approve the dividend payment for the fiscal year ended 31 March 2015, at the rate of Baht 0.09 per share or in a total amount of Baht 1,762,139,046.66 which divided into the dividend proposed to the Meeting to

approve at the rate of Baht 0.05 per share which shall be payable on 14 August 2015 and the interim dividend which was paid to all shareholders on 12 December 2014, at the rate of Baht 0.04 per share and be proposed to the Meeting for acknowledgement as aforementioned.

The details of the appropriation of net profit to be legal reserve and the payment of dividend for the fiscal year ended 31 March 2015 are provided in Annex 2 which had been sent to shareholders together with the invitation notice to this meeting.

Mr. Chatree Charoennueng, a shareholder and a proxy inquired to the Meeting on the following matters: (1) the rate of dividend tax credit for the dividend which shall be payable to the Shareholders, at the rate of Baht 0.05 per share; and (2) the possibility of changing the Company's fiscal year to end 31 December. Mr. Chamras Hongpaisarn, Accounting and Executive Manager, informed the Meeting that the rate of dividend tax credit is 20 percent. The Chairman informed the Meeting that the unique fiscal year of the Company is beneficial for the Shareholders, the date of Annual General Meeting of the Company would not be redundant with other listed companies.

The Secretary thereafter asked the meeting to consider and approve the appropriation of net profits derived from the operations as a legal reserve and the payment of dividend for the fiscal year ended 31 March 2015 as well as to acknowledge the interim dividend payment as aforementioned.

Having considered the matter, the meeting by majority vote of all votes held by shareholders present at the meeting and casting their votes approved the appropriation of net profits to be a legal reserve and the payment of dividend to the shareholders as well as acknowledged the interim dividend payment as proposed in all respects (with 8,640,880,740 votes or 99.9300% of the total votes of shareholders attending the meeting and casting votes approving this matter; 4,015,821 votes or 0.0464% of the total votes of shareholders attending the meeting and casting votes disapproving and 2,785,000 votes abstaining).

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

The Chairman asked the Secretary to explain to the Meeting the details in relation to the election of the directors in place of the directors who retired by rotation.

The Secretary informed the meeting that by 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 retire by rotation. At this meeting, there were 3 directors who will retire by rotation, namely:

- |                            |   |
|----------------------------|---|
| 1. Mr. Burin Wongsanguan   | Director                                    |
| 2. Mr. Sui Hung Kanjanapas | Executive Director                          |
| 3. Mr. Siriwat Likitnurak  | Independent Director and<br>Audit Committee |

The Board of Directors' Meeting No. 2/2015 had passed a resolution to propose to the shareholders' meeting to re-elect all directors who have retired by rotation to be the directors of the Company for another term. The brief CVs of those directors had already been sent to the shareholders along with the invitation notice to this meeting (Annex 3).



The Secretary thereafter asked the meeting to consider and re-appoint all retired directors to be the directors of the Company for another term. In this regard, the Secretary asked all shareholders to vote for the appointment of each director on the ballots distributed to all shareholders.

Having considered the matter, the meeting by majority vote of all votes held by shareholders present at the meeting re-appointed aforementioned 3 directors who retired due to rotation for another term as proposed in every respect on the following votes:

1. Mr. Burin Wongsanguan, with 8,121,864,163 votes or 93.8916% of the total votes of shareholders attending the meeting approving this matter; 520,208,199 votes or 6.0137% of the total votes of shareholders attending the meeting disapproving, and 8,178,900 votes or 0.0945% of the total votes of shareholders attending the meeting abstaining.
2. Mr. Sui Hung Kanjanapas, with 8,636,093,241 votes or 99.8363% of the total votes of shareholders attending the meeting approving this matter; 5,979,121 votes or 0.0691% of the total votes of shareholders attending the meeting disapproving, and 8,178,900 votes or 0.0945% of the total votes of shareholders attending the meeting abstaining.
3. Mr. Siriwat Likitnurak, with 8,637,709,541 votes or 99.8550% of the total votes of shareholders attending the meeting approving this matter; 4,062,821 votes or 0.0469% of the total votes of shareholders attending the meeting disapproving, and 8,478,900 votes or 0.0980% of the total votes of shareholders attending the meeting abstaining.

**Agenda 6      To consider and approve the payment of directors' remuneration for the fiscal year ended 31 March 2016**

The Chairman asked the Secretary to explain to the meeting the details in relation to the payment of remuneration to the directors for performance of the fiscal year ended 31 March 2016.

The Secretary inform the Meeting that the Board of Directors' Meeting No.2/2015 had resolved to propose to the shareholders to consider and approve payment of the remuneration to the directors for their performance for the fiscal year ended 31 March 2016 in the amount of not exceeding Baht 5,687,000. He further asked the meeting to authorize the Board of Directors or persons entrusted by the Board to have the power to allocate the said amount to each director as they deemed appropriate. Documents in support of consideration on this matter are shown in Annex 5 sent to shareholders together with the invitation notice to this meeting.

Ms. Wipa Suwanich, a shareholder inquired about the number of directors and audit committee of the Company. Mr. Chamras Hongpaisarn, Accounting and Executive Manager, informed the Meeting that there was one director resigned from his position; hence, the number of directors of the Company reduced from 10 to 9 persons. And there are 4 independent directors of the Company which 3 of them are the audit committee.

The Shareholders inquired on the reason why the Company proposed the directors' remuneration in total amount and not clarified the remuneration of each director. Mr. Chamras Hongpaisarn, Accounting and Executive Manager, informed the Meeting that in order to be flexible for the administration and management, the Company therefore proposed the directors' remuneration in total amount and authorized the Board of Directors to allocate the said amount to each director.



The Secretary thereafter asked the meeting to consider and approve payment of the remuneration to the directors for their performance for the fiscal year ended 31 March 2016 and the authorization as aforementioned.

Having considered the matter, the meeting by votes of more than two-thirds of the shareholders present at the meeting approved the payment of the remuneration to the directors for their performance for the fiscal year ended 31 March 2016 in the amount of not exceeding Baht 5,687,000 and the authorization to the Board of Directors or persons entrusted by the Board to have the power to allocate the said amount to each director as they deemed appropriate as aforementioned in all respects (with 8,638,958,877 votes or 99.8575% of the total votes of shareholders attending the meeting approving this matter; 4,242,021 votes or 0.0490% of the total votes of shareholders attending the meeting disapproving, and 8,085,000 votes or 0.0934% of the total votes of shareholders attending the meeting abstaining).

**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 2016**

The Chairman asked the Secretary to explain to the meeting the details in relation to the appointment of the auditor and the fixing of the auditor's remuneration for the year ended 31 March 2016.

The Secretary asked the meeting to consider and appoint the auditors for the fiscal year ended 31 March 2016 and fixing the remuneration for the said auditors. The Secretary proposed the appointment of Ms.Nonglak Pattanabandith, Certified Public Account No.4713 and/or Mr. Jirote Sirirorote, Certified Public Account No.5113 of Karin Audit Company Limited as auditors of the Company for the fiscal year ended 31 March 2016 with the authority to examine 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 2016, which includes the fees for examination of the consolidated Financial Statements and the reviewing of the quarterly Financial Statements of the Company and its subsidiaries are fixed at Baht 5,780,000 in total. The auditor's fee for the Company itself was Baht 1,210,000.

The Shareholders inquired to Meeting on the difference between the auditors' remuneration of current year and previous year. Mr. Chamras Hongpaisarn, Accounting and Executive Manager, informed the Meeting that the auditors' remuneration increased from the previous year around Baht 400,000 as specified in Annex 6 due to the business expansion of IMPACT.

The Secretary thereafter asked the meeting to consider and approve the appointment of the auditors and fixing of remuneration of the Company's auditors for the year ending 31 March 2016 as aforementioned.

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 appointment of the auditors and the fixing of the auditor's remuneration for the fiscal year ended 31 March 2016 as proposed in all respects (with 8,538,094,577 votes or 98.8514% of the total votes of shareholders attending the meeting and casting votes approving this matter; 99,207,521 votes or 1.1485% of the total votes of shareholders attending the meeting and casting votes disapproving, and 14,084,000 votes abstaining).

## **Agenda 8      Other matters (if any)**

Mr. Suebsak Piphobmongkol, as a shareholder and proxy inquired about the ownership of the land on Srinakarin Road and the eminent domain over such land. The Chairman informed the Meeting that since 20 years ago, partial of our land was expropriated to construct Chaturathit Road and the Company was informed that the construction is about to start and expected to finish within 1-2 years. After the completion of such construction, the Company's land will become a potential location and definitely cause benefits to the Company.

The Chairman further informed the Meeting about the future plan of the Company due to the status of recessive economy which is expected to be long-term recession based upon various kinds of factors i.e. the World's economy and political situation; although, the Chairman and Management team are unable to control or manipulate the price of the Company's shares, the Chairman and Management team will try our best to stabilize and strengthen the Company including create the long-term return to all Shareholders.

Mr.Chootana Tiyaopoom, a representative of Thai Investors Association, inquired to the Meeting on policy and timeline of the Company after joining the Collective Action Coalition ("CAC") of the public sector's allied anti-corruption activities in Thailand. Mr. Thumrong Chientachakul, Independent Director and Chairman of the Audit Committee, informed the Meeting that after joining the CAC, the Board of Directors is required to thoroughly consider the information in order to comply with the conditions of the CAC.

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 12.40 hrs.



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

.....  
(Mr. Sui Hung Kanjanapas)  
Director

.....  
(Mr. Pravate Earmsmut)  
Secretary of the Meeting

## **Documentation for consideration of Agenda 4**

**To consider and approve the appropriation of annual net profit from business operation to legal reserve and dividend payment for the fiscal year ended 31 March 2016**

### **Legal Reserve**

#### **Legal Reserve Policy of the Company**

Section 116 of the Public Limited Company Act B.E.2535 and Article 39 of the Company's Articles of Association provide that the Company must appropriate to 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.

#### **Proposal to the Company's Shareholders for consideration and approval**

The separate Statements of Financial Position, Statements of Comprehensive Income and Statements of Changes in Shareholders' Equity of the Company for the year ended 31 March 2016 recorded a net profit of Baht 1,556,565,635.

In accordance with the law and Article 39 of the Company's Article of Association, 5% on the net profit of Baht 77,828,281 shall be transferred to the Company's legal reserve account for the year ended 31 March 2016.

The Board of Directors Meeting (No.3/2559) held on 30 May 2016 has considered the matter and is of the opinion that Baht 77,828,281 should be transferred to the legal reserve account of the Company, and such matter should be proposed to the Company's shareholders for consideration and approval.

### **Dividend**

#### **Dividend Policy of the Company**

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

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

#### **Proposal to the Company's Shareholders for consideration and approval**

The Separate Statements of Financial Position of the Company for the year ended 31 March 2016 recorded an unappropriated retaining earnings of Baht 5,376,152,042. The Board of Directors Meeting (No.3/2559) held on 30 May 2016 has considered the matter of dividend payment and recommended that the Company to pay dividend to Company's shareholders at the rate of Baht 0.07 (Seven Satang) per one ordinary share.

Total recommended dividend amounts to Baht 1,365,521,731.77 (Baht One Billion Three Hundred Sixty Five Million Five Hundred Twenty One Thousand Seven Hundred Thirty One and Seventy Seven Satang) or 87.73 percent of the Company's net profit for the year ended 31 March 2016.

The Record Date on which Shareholders have the right to receive dividends was set as 7 July 2016 and the share register was closed on 8 July 2016 to collect the names of the said Shareholders in accordance with Section 225 of Securities and Exchange Act B.E.2535. Payment of dividends shall be made on 15 August 2016.

The Board of Directors Meeting has also approved to present the matter to the Company's shareholders for consideration and approval.

**Comparison of Dividend Payment for the year ended 31 March 2016 and 2015**

Details of Dividend	Year 2016	Year 2015
Total amount of Dividend (Baht)	1,365,521,731.77	1,762,139,046.66
Dividend per one ordinary share (Baht)	0.07	0.09
Ratio of Dividend *		
- on Company's net profit	87.73%	49.51%
- on Consolidated net profit	39.66%	146.43%
Number of shares having the rights to receive Dividend	19,507,453,311	20,662,414,818

\* calculated base on net profit for the year ended 31 March 2015 & 2016

## Documentation for consideration of Agenda 5

To consider the election of directors in place of those directors who retire by rotation

### Brief CV of the retired director who has been proposed for re-electing as the Company's director for another term

**Mr. Shui Pang Kanjanapas**  
**Executive Director and Deputy Managing Director**



**Age** 41 years

**Nationality** Thai

**Number of shares held** 9,900,010 shares (as of 13 June 2016) or 0.048% of the total issued shares of the Company

**Education** Bachelor Degree International Business Administration  
European Business School – The United Kingdom

#### Current position

Executive Director and	
Deputy Managing Director	Bangkok Land Public Company Limited
Managing Director	Impact Exhibition and Management Company Limited
Director	Bangkok Airport Industry Company Limited
Director	Sinpornchai Company Limited
Director	Muang Thong Building Services Company Limited
Director	Muang Thong Services and Management Company Limited
Director	Bangkok Land Agency Company Limited

#### Number of year of Bangkok Land PCL's directorship

12 years 8 months (Since 3 November 2003)

#### Meeting attendance in 2015-2016

##### Board meeting

Total number of meetings	:	6
Attendance	:	6

##### Executive Board meeting

Total number of meetings	:	23
Attendance	:	23

## Documentation for consideration of Agenda 5

To consider the election of directors in place of those directors who retire by rotation

### Brief CV of the retired director who has been proposed for re-electing as the Company's director for another term

**Mr. Supavat Saicheua**  
**Independent Director and Audit Committee Member**



<b>Age</b>	57 years
<b>Nationality</b>	Thai
<b>Number of shares held</b>	None (as of 13 June 2016)
<b>Education</b>	Bachelor of Arts (Economics) – University of Philippines, the Philippines Master of Arts (Economics) – Western Michigan University, U.S.A. Certificate in post graduate course on European Economic Integration at the University of Amsterdam

#### Current Position

Independent Director and Audit Committee Member	- Bangkok Land Public Company Limited
Executive Director	- Governance Matters (Thailand) Company Limited
Director and Managing Director	- Akanak Krabi Company Limited
Member of the various Committees of the Thai Chamber of Commerce and Board of Trade of Thailand	

#### Professional Training Courses

- **From Thai Institute of Director (IOD)**
  - Directors Certification Program - DCP Class 126/2009
  - Financial Statements Demystified for Director - FDD Class 1/2009
  - Audit Committee Program - ACP Class 31/2009
  - Monitoring the Internal Audit Function - MIA Class 8/2010
  - Monitoring Fraud Risk Management - MFM Class 3/2010
  - Monitoring the Quality of Financial Reporting - MFR Class 11/2010
  - Advance Audit Committee Programs - Advance ACP Class 4/2010
- **From other institutes**
  - Top Executive Program in Commerce and Trade (TEPCoT) Class 8

#### Number of year of Bangkok Land PCL's directorship

6 years (Since 29 July 2010)

#### Meeting attendance in 2015-2016

##### Board meeting

Total number of meetings	:	6
Attendance	:	6

##### Audit Committee meeting

Total number of meetings	:	4
Attendance	:	4

**Documentation for consideration of Agenda 5**

**To consider the election of directors in place of those directors who retire by rotation**

**Brief CV of the retired director who has been proposed for re-electing  
as the Company's director for another term**

**Mr. Panya Boonyapiwat  
Independent Director**



**Age** 53 years  
**Nationality** Thai  
**Number of shares held** None (as of 13 June 2016)

**Education** Bachelor of Electrical Engineering - Thammasat University  
Master of Business and Administration (Management) – University Texas at Arlington  
Doctorate Psychology of Management - University Texas at Arlington

**Current Position**

Independent Director - Bangkok Land Public Company Limited  
Chairman of the Board – Dimet (Siam) Public Company Limited  
Business Consultant – Chularat Hospital Group  
Vice President of the Psychological Security Association of Thailand  
Information Technology Consultant, State Enterprise Policy Office, Ministry of Finance

**Professional Training Courses**

- **From Thai Institute of Director (IOD)**  
Directors Certification Program - DCP Class 94/2007
- **From other institutes**  
Applied Psychology Institute (API #109)  
Psychological Operations Director Program, Policy Level #4  
Advanced Security Management Program (ASMP #5)  
Capital Market Academy (CMA #19)  
Global Business Leaders Program by Cornell University (GBL #1)

**Number of year of Bangkok Land PCL's directorship**

5 years 8 months (Since 19 October 2010)

**Meeting attendance in 2015-2016**

Board meeting

Total number of meetings : 6  
Attendance : 6



## **Documentation for consideration of Agenda 5**

### **To consider the election of directors in place of those directors who retire by rotation**

#### **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, affiliate 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, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, 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, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
- (4) Not having a business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, the manner which may interfere with his 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, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of appointment;

The term ‘business relationship’ aforementioned under paragraph one 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, which 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 Act of Listed Companies Concerning the Connected Transactions. According to the regulation, the transactions occurred within a year of proceeding transaction shall be included in the calculation of value of transactions

- (5) Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliated 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, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from 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, affiliate or juristic person who may have conflicts of interest, and 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 years from 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 operate any business which has the same nature as and is in competition with the business of the Company or its subsidiary or being a substantial partner in a partnership or being a director who has part in the management, or being an employee or an officer or a consultant under the pay-roll or holding shares in exceed of 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 characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

**Documentation for consideration of Agenda 6****To consider and approve the payment of directors' remuneration for the year ending 31 March 2017****Remuneration of Directors for the year ended 31 March 2016**

The 43<sup>rd</sup> Annual General Meeting of Shareholders on 29 July 2015 approved the directors' remuneration for the year ended 31 March 2016 in the sum of not exceeding Baht 5,687,000 (Baht Five Million Six Hundred Eighty Seven Thousand). Payment shall be made in the 3<sup>rd</sup> quarter of 2016.

**Proposed Remuneration of Directors for the year ending 31 March 2017**

The Board of Directors Meeting (No.3/2559) held on 30 May 2016 resolved to recommend to the 44<sup>th</sup> Annual General Meeting of Shareholders the followings:

- (1) to approve remuneration of directors in the amount of not exceeding Baht 7,623,000 (Baht Seven Million Six Hundred Twenty Three Thousand) for the year ending 31 March 2017; and
- (2) to authorize the Board of Directors and/or the person entrusted by the Board to have the power to distribute the approved amount to each director as the Board or the said person deems appropriate.

Details of proposed remuneration are summarized below:

	No. of Persons	Annual Fee* per person for year 2017	Total Fee* Year 2017	Total Fee Year 2016
		Baht	Baht	Baht
Board of Directors	8	907,500	7,260,000	5,445,000**
Audit Committee				
- Chairman	1	181,500	181,500	121,000
- Members	2	90,750	181,500	121,000
Total Remuneration			7,623,000	5,687,000

\* Subject to AGM Approval

\*\*There were 8 directors at the fiscal year ended 31 March 2016

**Documentation for consideration of Agenda 7****To consider and approve the appointment and remuneration of the Company's auditors for the year ending 31 March 2017**

The meeting of the Audit Committee (No.2/2559) held on 30 May 2016 expressed its satisfaction on the performance and efforts of Karin Audit Company Limited for the fiscal year ended 31 March 2016 and recommended the Board of Directors to appoint the said firm as the auditor of the Company for another term with a total fee for the year ending 31 March 2017 in the amount of Baht 6,585,000 (2016 – Baht 5,780,000). 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 1,400,000 (2016 – Baht 1,210,000).

At the same meeting, the Audit Committee also agreed to propose for appointment the auditors from Karin Audit Company Limited, Mr.Jirote Sirirorote (Certificate Public Accountant Registration No.5113) and/or Mr.Jadesada Hungsapruet (Certificate Public Accountant Registration No.3759). 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. The Audit Committee has proposed the same to the Board of Directors for approval.

The Meeting of the Board of Directors (No.3/2559) held on 30 May 2016 has considered the appointment and remuneration of Karin Audit Company Limited for the year ending 31 March 2017 and recommended to the Shareholders as follows:-

- 1) To appoint Mr.Jirote Sirirorote (Certified Public Accountant Registration No.5113) and/or Mr.Jadesada Hungsapruet (Certified Public Accountant Registration No.3759) of Karin Audit Company Limited, who are qualified under the regulation of 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, management, 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.

- 2) To fix the auditor remuneration in the amount of Baht 6,585,000. A three years comparison of auditor remuneration is tabled below:-

Year	The Company and its subsidiaries (Baht)	The Company (Baht)
2015	5,330,000	1,210,000
2016	5,780,000	1,210,000
2017	6,585,000	1,400,000

**Documentation for consideration of Agenda 7**

**To consider and approve the appointment and remuneration of the Company's auditor for the year ending 31 March 2017**

**Auditor's profile**

**Name** Mr. Jirote Sirirorote  
Certificate Public Accountant Registration No.5113  
Karin Audit Company Limited

**Age** 50 years

**Nationality** Thai

**Education**

Master of Business Administration (MBA) – Major Accounting	Chulalongkorn University
Bachelor Degree of Law	Thammasat University
Bachelor Degree of Commerce and Accountancy-Major Accounting	Thammasat University

**Working Experiences**

Period	Company	Latest Position
2009-Present	Karin Audit Company Limited	Associate Director
1993-2009	Royal House Co., Ltd.	Advisor
1988-1993	SGV-Na Thalang & Co., Ltd.	Senior Audit Staff

**No. of shares in the Company** None

**Record of illegal action** None

**Contact Details**

Karin Audit Company Limited  
6<sup>th</sup> Floor, Room B1 Boonmitr Building  
138 Silom Road, Bangrak, Bangkok 10500  
Tel. 0-2634-2484-6 Fax. 0-2634-2668  
E-mail address: [audit@karinaudit.co.th](mailto:audit@karinaudit.co.th)  
Website: [www.karinaudit.co.th](http://www.karinaudit.co.th)

## Documentation for consideration of Agenda 7

To consider and approve the appointment and remuneration of the Company's auditor for the year ending 31 March 2017

## Auditor's profile

**Name** Mr. Jadesada Hungsapruet  
Certificate Public Accountant Registration No.3759  
Karin Audit Company Limited

**Age** 50 years

**Nationality** Thai

**Education**

Bachelor Degree of Commerce and Accountancy-Major Accounting Thammasat University

**Working Experiences**

Period	Company	Latest Position
2005-Present	Karin Audit Company Limited	Founder
2005-Present	Mahachai Hospital Public Company Limited	Director and Audit Committee
2015-Present	The Healthcare Accreditation Institute (Public Organization)	Audit and Assessment Committee

**No. of shares in the Company** None

**Record of illegal action** None

**Contact Details**

Karin Audit Company Limited  
6<sup>th</sup> Floor, Room B1 Boonmitr Building  
138 Silom Road, Bangrak, Bangkok 10500  
Tel. 0-2634-2484-6 Fax. 0-2634-2668  
E-mail address: [audit@karinaudit.co.th](mailto:audit@karinaudit.co.th)  
Website: [www.karinaudit.co.th](http://www.karinaudit.co.th)

**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.....ปี บัตรประจำตัวประชาชนเลขที่.....

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.....ปี บัตรประจำตัวประชาชนเลขที่.....

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) ☐ นายอนันต์ กาญจนพาสน์ อายุ 75 ปี บัตรประจำตัวประชาชนเลขที่ 3-1013-00343-52-8 อยู่บ้านเลขที่ 28 ซอยสุขใจ  
แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร ซึ่งเป็นประธานกรรมการของบริษัท หรือ

Mr. Anant Kanjanapas Age 75 years I.D. Card No. 3-1013-00343-52-8 Residing at 28 Soi Sukjai, Kwaeng Phra Khanong,  
Khet Khlong Toei, Bangkok who is the Chairman of the Company or

☐ นายประสาน ฮกชูน อายุ 60 ปี บัตรประจำตัวประชาชนเลขที่ 3-1020-01545-64-2 อยู่บ้านเลขที่ 36/283 ซอยสายไหม 23 ถนนสายไหม  
แขวงสายไหม เขตสายไหม กรุงเทพมหานคร ซึ่งเป็นประธานกรรมการตรวจสอบของบริษัท

Mr. Prasan Hokchoon Age 60 years I.D. Card No. 3-1020-01545-64-2 Residing at 36/283 Soi Saimai 23, Saimai Road,  
Kwaeng Saimai, Khet Saimai, Bangkok who is the Chairman of the Audit Committee of the Company



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 44 ในวันที่ 29 กรกฎาคม 2559 เวลา 11.00 น. ณ ห้องรอยัล จูบิลี่ บอลรูม อาคารชาเลนเจอร์ อิมแพ็ค เมืองทองธานี ถนนแจ้งวัฒนะ ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote at the Annual General Meeting of Shareholders No.44 to be held on 29 July 2016 at 11.00 a.m. at Royal Jubilee Ballroom, IMPACT Challenger, Muang Thong Thani, Chaengwattana Road, Tambon Bannmai, Amphur Pakkred, Nonthaburi Province 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 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 43 ซึ่งประชุมเมื่อวันที่ 29 กรกฎาคม 2558

Agenda 1 Subject To adopt the minutes of the Annual General Meeting of Shareholders No.43 held on 29 July 2015

☐ (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 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2559

Agenda 2 Subject To acknowledge the results of operations of the Company for the year ended 31 March 2016

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2559 และรับทราบรายงานของผู้สอบบัญชี

Agenda 3 Subject 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 2016, 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรสุทธิสำหรับปีจากการดำเนินธุรกิจเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 มีนาคม 2559

Agenda 4 Subject 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 2016

☐ (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 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ  
Agenda 5 Subject 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  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominee.

1. ชื่อกรรมการ นายชุยพาง กาญจนพานัส  
The director's name Mr.Shui Pang Kanjanapas  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ นายศุภวัฒน์ สายเชื้อ  
The director's name Mr. Supavat Saicheua  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นายปัญญา บุญญาภิวัฒน์  
The director's name Mr. Panya Boonyapiwat  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

- ☐ วาระที่ 6 เรื่อง พิจารณานุมัติการจ่ายค่าตอบแทนให้แก่กรรมการสำหรับการดำเนินงานในรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2560  
Agenda 6 Subject To consider and approve the payment of directors' remuneration for the year ending 31 March 2017

☐ (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 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 มีนาคม 2560

Agenda 7 Subject To consider and approve the appointment of the auditors and fixing of remuneration of the Company's auditors for the year ending 31 March 2017

- ☐ (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 8 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)  
Agenda 8 Subject 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณา 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบ ฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

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  
( ..... )

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

<b>หมายเหตุ :</b>	<ol style="list-style-type: none"> <li>1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้</li> <li>2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล</li> <li>3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ</li> </ol>
<b>Remarks:</b>	<ol style="list-style-type: none"> <li>1. The shareholder 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.</li> <li>2. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.</li> <li>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.</li> </ol>



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplementary Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแลนด์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 44 ในวันที่ 29 กรกฎาคม 2559 เวลา 11.00 น. ณ ห้องรอยัล จูบิลี่ บอลรูม อาคารชาเลนเจอร์ อิมแพ็ค เมืองทองธานี ถนนแจ้งวัฒนะ ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The appointment of proxy by the shareholder of Bangkok Land Public Company Limited at the Annual General Meeting of Shareholders No.44 to be held on 29 July 2016 at 11.00 a.m. at Royal Jubilee Ballroom, IMPACT Challenger, Muang Thong Thani, Chaengwattana Road, Tambon Bannmai, Amphur Pakkred, Nonthaburi Province or any adjournment at any date, time and place thereof.

(1) ☐ 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.

☐ (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.

☐ (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.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(2) ☐ วาระที่ .....

Agenda Item

เรื่อง เลือกตั้งกรรมการ (ต่อ)

Subject To approve the appointment of new directors (Continued)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

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

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

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







**Brief CV of the director who will be appointed as a proxy for Shareholders**

**Mr. Anant Kanjanapas**  
**Chairman and Chief Executive Officer**



**Age** 75 years

**Nationality** Thai

**Address** 28 Soi Sukjai, Phra Khanong, Klongtoei, Bangkok

**Number of shares held** 4,282,455,660 shares (as of 13 June 2016) 20.73% of total issued shares of the Company

**Education** Bangkok Christian College  
 Zuoz College, Switzerland  
 Doctorate(honorary) of Education, Ramkhamhaeng University

**Current Position**

Chairman and Chief Executive Officer	Bangkok Land Public Company Limited
Chairman and Managing Director	Bangkok Airport Industry Company Limited
Chairman	Impact Exhibition Management Company Limited
Chairman and Executive Director	Sinpornchai Company Limited
Chairman	Muang Thong Building Services Company Limited
Chairman	Muang Thong Services and Management Company Limited
Chairman	Bangkok Land Agency Company Limited

**Number of year of Bangkok Land PCL's directorship**

22 years 8 months (Since 18 October 1993)

**Meeting attendance in 2015-2016**

Board meeting

Total number of meetings	:	6
Attendance	:	5

Executive Board meeting

Total number of meetings	:	23
Attendance	:	23

**Conflict of Interest :** N/A

**Brief CV of the director who will be appointed as a proxy for Shareholders**

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



<b>Age</b>	60 years
<b>Nationality</b>	Thai
<b>Address</b>	36/283 Soi Saimai 23, Saimai Road, Kwaeng Saimai, Khet Saimai, Bangkok 10220
<b>Number of shares held</b>	None (as of 13 June 2016)
<b>Education</b>	Bachelor Degree in Accounting – Chulalongkorn University Certified Public Accountant Certified of Completion in Internal Quality Assessor for Higher Education Training Course

**Working Experience and Current Position**

27 January 2016 - Present	Independent Director and Chairman of the Audit Committee Bangkok Land Public Company Limited
2013-Present	Director L.P. Land and Housing Development Company Limited
2001-Present	Vice President Rattana Bundit University
2000	Director - Accounting and Finance Semiconductor Ventures International Public Company Limited
1998 – 1999	Corporate Controller Alphatec Electronics Public Company Limited
1990 – 1997	Financial Controller Micropolis Corporation (Thailand) Company Limited
1985 – 1989	General Accounting Manager National Semiconductor (Bangkok) Company Limited
1980 – 1984	Auditor Price Waterhouse Bangkok

**Number of year of Bangkok Land PCL's directorship**

6 months (Since 27 January 2016)

**Meeting attendance in 2015-2016**

Board meeting

Total number of meetings	:	6
Attendance	:	1

Audit Committee meeting

Total number of meetings	:	4
Attendance	:	1

**Conflict of Interest : N/A**

(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.

**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 convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.

Meetings other than those specified above shall be called the extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate or shareholders holding shares in aggregate not less than one-fifth of the total number of shares sold, or shareholders to a number of not less than twenty-five persons holding shares in aggregate not less than one-tenth 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 1 month from the date of receipt of such letter from the shareholders.

**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.

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

**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.

**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.

**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 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 at 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 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.

**Explanation for Proxy, Registration and the Documents required for verifying the eligibility to attend and vote at the 44<sup>th</sup> Annual General Meeting of Shareholders**

***Appointment of Proxy***

The Company has dispatched Proxy Form B (Annex 7), as specified by the Department of Business Development, Ministry of Commerce, with clear details to any shareholders who intend to appoint other person or any of the Company's directors as proposed, to act as their proxy. The Brief CV of directors proposed by the Company to be appointed as proxies by shareholders are attached in Annex 8. Shareholders cannot split their votes among different proxies in the Meeting.

In this regard, the Company has also posted Proxy Form A, a general and simple form, and Proxy Form C for foreign shareholders appointing custodian in Thailand on the Company's website, [www.bangkokland.co.th](http://www.bangkokland.co.th). Shareholders can print these proxy forms from the Company's website as mentioned.

***Registration Procedure***

Registration for participation in the 44<sup>th</sup> Annual General Meeting of Shareholders will start at 09.00 a.m. onwards, at Royal Jubilee Ballroom, IMPACT Challenger, Muang Thong Thani, Chaengwattana Road, Pakkred, Nonthaburi. The Company has attached the Map of meeting venue for the 44<sup>th</sup> Annual General Meeting of Shareholders together with this invitation letter (Annex 11).

***Document verifying eligibility to attend the Annual General Meeting of Shareholders***

The following documents must be presented prior to attend the meeting (as the case may be)

**1. In the event that the shareholder is an ordinary person:**

**1.1 Attendance in person:**

- 1.1.1 Registration form which bears a barcode
- 1.1.2 A valid official ID card wherein a photograph is shown, e.g. personal ID card, driving license, or passport.

**1.2 Attendance by proxy:**

- 1.2.1 Registration form which bears a barcode
- 1.2.2 A completed Proxy Form signed by the shareholder and the proxy;
- 1.2.3 A copy of the shareholder's ID card as referred to in 1.1 certified correct by the shareholder; and
- 1.2.4 An original of the proxy's ID card as referred to in 1.1.2

**2. In the event that the shareholder is a juristic person**

**2.1 Attendance by an authorized representative of the shareholder:**

- 2.1.1 Registration form which bears a barcode
- 2.1.2 An original of such authorized representative's ID card as referred to in 1.1.2; and
- 2.1.3 A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of



Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).

**2.2 Attendance by proxy:**

- 2.2.1 Registration form which bears a barcode
- 2.2.2 A completed Proxy Form signed by the shareholder and the proxy;
- 2.2.3 A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the shareholder is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and
- 2.2.4 An original of the proxy's ID card as referred to in 1.1.2.

**3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:**

Paragraph No.1 and 2 above shall be applied mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

- Affidavit or Certificate of Incorporation of such juristic person may be issued by either the government authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person (s) ; and
- English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

*Map of Meeting Venue for the 44<sup>th</sup> Annual General Meeting of Shareholders*



**Bangkok Land Public Company Limited**  
 47/569-576 Moo 3, 10<sup>th</sup> Floor New Geneva Industry Condominium  
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