



BANGKOK LAND PUBLIC COMPANY LIMITED

Extraordinary General Meeting of Shareholders No.1/2010
19 October 2010 at 11.00 a.m.

at Jupiter Room 11-13 Impact Challenger Muang Thong Thani
Chaengwattana Road, Tambon Bannmai, Amphur Pakkred, Nonthaburi



บริษัท บางกอกแลนด์ จำกัด (มหาชน)
BANGKOK LAND PUBLIC COMPANY LIMITED

(Translation)

27 September 2010

Subject Invitation to the Extraordinary General Meeting of Shareholders No.1/2010

To All Shareholders of Bangkok Land Public Company Limited

The Board of Directors Meeting of Bangkok Land Public Company Limited (the “Company”) has passed a resolution to call the Extraordinary General Meeting of Shareholders No.1/2010 to be held on 19 October 2010 at 11.00 a.m. at Jupiter Room 11-13 Impact Challenger Muang Thong Thani, 96, Chaengwattana Road, Tambon Bannmai, Amphur Pakkred, Nonthaburi Province 11120, to consider the following agendas:

Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders No.38 held on 29 July 2010

Opinion of the Board The Board of Directors has considered the matter and is of the opinion that Shareholders should adopt the minutes of the annual general meeting of shareholders No. 38 which is attached to this invitation (Enclosure No.1). Minutes of the said meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws.

Pursuant to the law, this matter requires affirmative votes of the majority of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 2 To consider and approve the reduction of the registered capital of the Company

Opinion of the Board The Board of Directors has considered the matter and is of opinion that for the Company to increase its capital to another amount, Shareholders should approve the reduction of the registered capital of the Company from Baht 27,829,788,992 to Baht 24,677,439,094 by cancelling 3,152,349,898 authorized but unissued ordinary shares at a par value of Baht 1 each [totaling Baht 3,152,349,898] (save for the authorized but unissued ordinary shares of 6,885,993,163 shares which have been reserved for the exercise of rights by the holders of the Warrants No.2 of the Company [BLAND W-2]. At present, there are 6,885,993,163 units of Warrants No.2 (BLAND W-2) outstanding.)

Pursuant to the law, this matter requires affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 3 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the reduction of the registered capital

Opinion of the Board The Board of Directors has considered the matter and is of opinion that Shareholders should approve the amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the reduction of the registered capital as follows:

“Clause 4. Registered capital of Baht 24,677,439,094 (Twenty Four Billion Six Hundred Seventy Seven Million Four Hundred Thirty Nine Thousand Ninety Four Baht)

Divided into 24,677,439,094 shares (Twenty Four Billion Six Hundred Seventy Seven Million Four Hundred Thirty Nine Thousand Ninety Four shares)

With a par value of Baht 1 (one Baht) each

Categorized into

Ordinary shares 24,677,439,094 shares (Twenty Four Billion Six Hundred Seventy Seven Million Four Hundred Thirty Nine Thousand Ninety Four shares)

Preference shares - shares (- shares)”

Pursuant to the law, this matter requires affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 4

To consider and approve the increase of the Company’s registered capital

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that Shareholders should approve the increase of the Company’s registered capital from Baht 24,677,439,094 to Baht 26,676,477,963 by increasing 1,999,038,869 new ordinary shares at a par value of Baht 1 each, totaling Baht 1,999,038,869.

Pursuant to the law, this matter requires affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 5

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

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that Shareholders should approve the amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the registered capital.

“Clause 4. Registered capital of Baht 26,676,477,963 (Twenty-Six Billion Six Hundred Seventy-Six Million Four Hundred Seventy-Seven Thousand Nine Hundred Sixty -Three Baht))

Divided into 26,676,477,963 shares (Twenty-Six Billion Six Hundred Seventy-Six Million Four Hundred Seventy-Seven Thousand Nine Hundred Sixty -Three shares)

With a par value of Baht 1 (one Baht) each

Categorized into

Ordinary shares 26,676,477,963 shares (Twenty-Six Billion Six Hundred Seventy-Six Million Four Hundred Seventy-Seven Thousand Nine Hundred Sixty -Three shares)

Preference shares - shares (- shares)”

Pursuant to the law, this matter requires affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 6

To consider and approve the issuance and sale of Warrants to purchase ordinary shares of the Company No. 3 (BLAND-W3) in the amount of 1,999,038,869 units to the existing shareholders pro rata to their shareholding

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that Shareholders should approve the issuance and sale of the Warrants to purchase ordinary shares of the Company No.3 (BLAND-W3) of 1,999,038,869 units to the existing shareholders pro rata to their shareholding. (The indicative terms of BLAND-W3 are detailed in Enclosure 3.)

In addition, Shareholders should empower and authorize the Board of Directors and/or the Chairman of the Board and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board to have the powers to determine the details and other conditions of the Warrants No.3, including to take any actions and procedures necessary and/or in connection with the issuance and sale of the said Warrants No.3 in all respects, including but not limited to, contacting, preparing or delivering any documents necessary or in connection with the issuance and sale of the Warrants No.3, and to appoint any substitute to perform the same, for instance.

Pursuant to the law, this matter requires affirmative votes of the majority of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 7

To consider and approve the allotment of the newly increased shares resulting from the capital increase

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that Shareholders should approve the allotment of the newly increased capital of

1,999,038,869 shares to be reserved as shares for the exercise of rights by the holders of the Warrants No.3 (BLAND-W3).

Pursuant to the law, this matter requires affirmative votes of the majority of the total number of votes of the shareholders who attend and are entitled to vote at the meeting.

Agenda 8

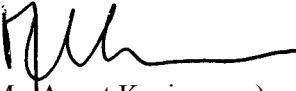
Other (if any)

The Record Date to determine the rights of the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2010 and to receive the Warrants No. 3 is fixed as 24 September 2010. The Company will close the share registration book to collect the names of shareholders in accordance with section 225 of the Securities and Exchange Act on 27 September 2010. It should be noted that the rights of the shareholders to receive the Warrants No.3 are uncertain as it is subjected to the approval of the Extraordinary General Meeting of Shareholders No. 1/2010.

You are cordially invited to attend this meeting as per date, time and venue stated above. 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, Shareholders can appoint Mr. Anant Kanjanapas, Chairman of the Company, or Mr. Thumrong Chientachakul, Chairman of the Audit Committee of the Company, as proxy to attend and vote on your behalf at the meeting (brief curriculum vitae of Mr. Anant Kanjanapas and Mr. Thumrong Chientachakul are presented in Enclosure 4 of this invitation). The duly completed and executed proxy, affixed with the stamp duty, must be deposited with the Chairman of the Meeting and/or the person entrusted by the Chairman prior to the proxy attending the meeting.

To facilitate an orderly and speedy registration process at the Extraordinary General Meeting of Shareholders No. 1/2010, 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,
Bangkok Land Public Company Limited


(Mr. Anant Kanjanapas)
Chairman of the Board

List of the Enclosures attached to the Notice of the Extraordinary General Meeting of Shareholders No.1/2010

Enclosure No.1	Copy of Minutes of the 38 th Annual General Shareholders' Meeting held on 29 July 2010 (Documentation for Agenda 1)
Enclosure No.2	Capital Increase Report Form (Documentation for Agenda 4 and 6)
Enclosure No.3	Indicative Terms of Warrants to Purchase Ordinary Shares of Bangkok Land Public Company Limited No.3 to be allotted to the Existing Shareholders Pro-Rata to their Shareholding (BLAND-W3) (Documentation for Agenda 6)
Enclosure No.4	Brief curriculum vitae of the directors who will be proxy for Shareholders Mr. Anant Kanjanapas Chairman of the Board Mr. Thumrong Chientachakul Chairman of the Audit Committee
Enclosure No. 5	Contents of the Company's Articles of Association regarding the procedures for the Shareholders' Meeting and Public Company Limited Act B.E. 2535 (1992) relating to the Shareholders' Meeting
Enclosure No. 6	Explanation for proxy, registration and the documents required for verifying the eligibility to attend and vote at the Extraordinary General Meeting of shareholders No.1/2010
Enclosure No. 7.	Proxy Form B
Enclosure No. 8	Map of Meeting Venue (Jupiter Room No. 11-13, Impact Challenger Muang Thong Thani, Chaengwattana Road, Bannmai, Pakkred, Nonthaburi Province)

Bangkok Land Public Company Limited
Minutes of the 38th Annual General Shareholders Meeting
Held at Jupiter Hall 4-6, Impact Challenger Muang Thong Thani
Chaengwattana Road, Tambon Bannmai
Amphur Pakkred, Nonthaburi Province
On 29 July 2010

The meeting commences at 11.00 hours.

Mr. Anant Kanjanapas, Chairman of the Board of Directors (the “Chairman”), chairs the meeting and Mr. Pravate Earmsmut acts as secretary to the meeting (the “Secretary”).

The Secretary states that there are 134 shareholders present at the meeting. 78 of these shareholders attend the meeting in person and 56 by proxy. These shareholders collectively hold 9,904,514,817 shares or 55.67 percent of the total issued shares of the Company. A quorum is thus formed.

Following the commencement of the meeting, more shareholders arrive to join the meeting in person or by proxy. And as such, the number of shareholders attending the meeting in person has risen to 133 and by proxy has risen to 92. The total number of shareholders who attend the meeting is 225, and together, these Shareholders hold a total of 17,791,445,931 shares or 59.15 percent of the total issued shares of the Company.

The Chairman then announces the commencement of the meeting and asks the Secretary to introduce the directors who attend the meeting and explain the voting process to the Shareholders.

The Secretary introduces the directors, auditors and legal advisor of the Company to the meeting as follows:

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|---|--|
| 1. Mr. Anant Kanjanapas | Chairman and 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. Wattanasak Sanitwongse | Director |
| 7. Mr. Thumrong Chientachakul | Independent Director and Chairman of Audit Committee |
| 8. Mr. Jadesada Hungsapruet | Company's Auditor |
| 9. Mrs. Kulkanist Khamsirivatchara | Legal Advisor to the Company |
| 10. Thailand Securities Depository Co. Ltd. | Shareholder Registration Recorder and Vote Counter |

The Secretary explains the process of voting to the meeting 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 private interest in an issue to be voted is not eligible to vote, except for the appointment of Directors where all shareholders are eligible to vote.

For the voting of each agenda, the Chairman will ask the meeting whether there are shareholders who wish to object or abstain from voting. If there is no objection or abstention, the Chairman will conclude the agenda by stating that every shareholder has unanimously resolved to approve the agenda as proposed by the Chairman. Should there be shareholders who wish to object or abstain from voting, the Chairman will ask these shareholders to cast their votes by putting a “tick” mark in the appropriate box of the ballot distributed to the shareholders at the time of their registration before commencement of the meeting. As

for shareholders who do not object or abstain from voting, it is deemed that these shareholders have given approval to the proposed agenda and will not be required to vote by ballot.

In determining the voting result of each agenda, abstentions and votes of disapproval shall be deducted from the total number of votes present at the meeting or shall be deducted from the total votes cast, as the case may be. Furthermore, for a proxy whose grantor has already specified his/her vote (i.e. approve, disapprove or abstain) on any agenda in a proxy form, the proxy does not need to vote by ballot. In this regard, the Company will count the votes as specified in the proxy forms.

The Secretary will inform the meeting voting result of each agenda. All votes of the shareholders attending the meeting in person and by proxy shall be counted, provided that, for a particular agenda, the Company will count votes from the votes of shareholders who are present at the time of voting on that agenda.

The Secretary then notifies the meeting the votes required to pass the resolution for each agenda. Agenda 1, 3, 4 and 7 must be passed by majority votes of the shareholders present and cast their votes at the meeting. Agenda 2 is a notification to the shareholders and no vote is therefore required. Agenda 5 and 8 are matters on the election of directors which shall be passed by majority votes of the shareholders in accordance with the criteria and methods as specified in the Articles of Association of the Company. Agenda 6 is the approval of the remuneration of the directors which shall be passed by the votes of more than 2/3 of the total votes of the shareholders present at the meeting.

The Secretary informs the meeting that any shareholder who wishes to ask or comment during the meeting must give his/her full name to the Company for recording in the minutes.

After the Secretary has finished the explanation on the voting procedures, the Chairman then asks the meeting to consider each matter in accordance with the agenda as follows:

Agenda 1: To adopt the minutes of the Annual General Meeting of Shareholders No. 37 held on 29 July 2009

The Chairman asks the Secretary to explain details to the meeting.

The Secretary proposes the meeting to consider adopting the minutes of General Shareholders Meeting No. 37 which was convened on 29 July 2009. The said minutes has been sent to all shareholders along with the notice of this meeting. In addition, the Company has also submitted the said minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the time period as prescribed by law.

The meeting, after consideration, unanimously resolves that the minutes of General Shareholders Meeting No. 37 be adopted as proposed by the Chairman (Approve - 10,461,092,840 votes or 100 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 0 vote; Abstain - 40,000 votes)

Agenda 2: To acknowledge the results of operations of the Company for the year ended 31 March 2010

The Chairman asks the Secretary to explain details of Agenda 2 to the meeting.

The Secretary asks the meeting to consider the Report on Results of the Company's Operations for the fiscal year ended 31 March 2010 with details as shown on pages 17 to 20 of the Annual Report of the Company which has been sent to the shareholders along with the notice of this meeting.

Mr. Thong-In Sang-Ngarm, a shareholder, enquires about the results of the Company's operations for the previous year and the opportunity to receive dividends. He mentions that the Chairman Statement of the Company's Annual Report states that the Company has a retained loss of more than Baht 4 billion in its non-consolidated financial statements, but the Company's retained earnings has increased from an amount of more than Baht 7 billion to an amount more than Baht 8 billion. He wants to know how much profit or accumulated loss the Company expects to achieve for the year 2011. He also makes an enquiry

on the consolidated financial statements on page 43 of the Annual Report. He has noticed that the retained earning/(loss) for 2010 is more than Baht 8 billion and the figure is not in parentheses. He would therefore like to know whether the reported figure is a retained earning or cumulative loss.

Mr. Chamras Hongpaisarn, accounting manager of the Company, asks the meeting to consider page 44 of the Annual Report which revealed that the non-consolidated financial statements has a net profit of Baht 442 million and the consolidated financial statements has a net profit of Baht 528 million. The figure of Baht 8 billion plus of retained earning/(loss) for the year 2010 in the consolidated financial statements on page 43 of the annual report is not in parentheses, and as such, it is not an accumulated loss but retained earnings the Company.

Mr. Thitiphong Sophon-udomporn, a shareholder, enquires that: (1) As payment of dividend can be made only when the Company has no retained loss. When comparing the Company's retained loss with its profit for the year 2010, profit was so low, and it would therefore take many more years to eliminate the said retained loss. As such, he would like to know plans of the Company to resolve this problem. (2) The reason why accrued interest reported in the non-consolidated financial statements of the Company was as high as the sales amount. (3) As there have been more events of protests and terrorist threats, he wants to know whether the Company and/or its affiliates have any insurance cover on these incidences.

Mr. Chamras Hongpaisarn, accounting manager of the Company, explains to the meeting that the Company's statement of income as appeared on page 44 of the Annual Report recorded an non-consolidated income from sales for the year of Baht 318 million, while income from sales in 2009 was only slightly more than Baht 1 million. In conclusion, the Company's income from sales this year has increased by more than Baht 300 million. The non-consolidated interest expense of Baht 399 million was largely interest expenses charged by Bangkok Land (Cayman Islands) Limited, a 100% owned subsidiary of the Company. This interest expense was approximately Baht 80 million each quarter, or Baht 323 million for the year as detailed under note 4.1 of the Company's financial statements. The remaining balance was interest paid to other parties. Taking into account of this inter company charge, total interest expense charged by third parties was only Baht 184 million as reported in the consolidated financial statements of the Company.

Mrs. Pornpan Leumprapangkul, a shareholder, asks when the Company would be able to pay dividend and what is the Company's dividend payment policy.

The Chairman responds that since the Tom Yum Kung crisis, many listed companies were forced into rehabilitation or bankruptcy. Shareholders of many companies have lost all their investments. Unlike shareholders of these companies which have either gone into rehabilitation or bankruptcy proceedings, the Company has fought the economic crisis and did everything to protect its shareholders from damages and losses. The Company has done its best to keep it afloat from this crisis. Legally, the Company can pay dividends only when it has no accumulated loss. The Company shall consider different options that may allow dividends to be paid, such as, repaying all debts and thereafter eliminate its retained loss by reduce its capital, or retrieving profits from its subsidiaries by means of dividends which, however, will require a large sum of money to pay local income tax on dividends from its oversea subsidiary. The Company will carefully consider all available options in order to ensure that such action will not detrimentally affect its shareholders. The Chairman requests shareholders to remain confident in the Company as well as its management and staff, and the Company is going to try its best to ensure that dividends will be paid in the future.

Mr. Taveesak Teerakietkumjorn, proxy of shareholder, Mr. Harn Sritiyawong, tell the meeting that he has been observing the operations of the Company for 10 years since the Tom Yum Kung crisis. He would like to praise the Chairman and the management of the Company who has fought the economic crisis for 10 years by keeping the Company out of the rehabilitation process. He also remarks that he sees the Chairman's vision on the development of an exhibition and convention center. This venue, managed by Impact Exhibition Management Co., Ltd., is a great success to the Company as it has attracted large numbers of exhibitors and visitors. He further comments that he understands the need to suspend dividend payment, and if the Company were able to pay dividend, it is the Chairman who would receive more benefit than other shareholders. In addition, he believes that the business of renting exhibition and

convention space is a better business than the sale of other real estate. He finally encourages the Chairman and trusts that he will keep on fighting the economic crisis without any problem. He hopes that once the Company is able to report a retained profit, shareholders should definitely receive dividend from the Company.

Mr. Pratheep Watcharachokkasem, a shareholder, expresses to the meeting that he agrees with the suspension of dividend payment and admires the Chairman's vision. He is also delighted to see the Company's contributions toward the growth of Thailand, such as, the OTOP event. He believes that no other party could have been able to make this show as great as the Company. He further comments that it is the Company's facilities that Thailand has been able to stage exhibitions and shows of international standard. He is of the opinion that the Company and its affiliates' administration/management are people with contemporary and innovative ideas. Moreover, he suggests the Company to consider building a walking street on the remaining land and dividing it into alleys and name them as "Hollywood Alley" or "Chinese Alley" etc. The Company may also lease such land to investors to build their own projects for a period of 30 years. Thus, the Company will have rental income similar to the current arrangement of Central Ladprao. He also agrees with the suspension of dividend payment because if dividend were paid, the amount should be small. It will be more beneficial to all shareholders if the Company can focus on increasing its income in order to add more value to the shares of the Company.

Mr. Suraphong Duangpatsatra, a shareholder, enquires about "Other Incomes" of more than Baht 1 billion as shown in the 2010 consolidated financial statements. This income has decreased dramatically from an amount of more than Baht 2 billion in 2009 and he would like to know the projected amount of this income in the following year. He also enquires about the Baht 3 billion long-term debt instruments and mentions that this debt has been decreasing in very small amount each year. He would therefore like to know the Company's repayment plan for this debt.

The Chairman responds that the higher profit in 2009 was derived from non-recurring transactions of long term debt instruments buy back and debt restructurings while profit in 2010 was mainly derived from the normal operations of the Company. It is expected that profit in 2011 shall be close to the profit of 2010. As for the Baht 3 billion long term debt instruments, settlement has not been made by the Company during the past 12 years, and he personally believes that the status of limitation to claim repayment has already expired.

A shareholder enquires further:

- (i) What is the business of Bangkok Land (Cayman Islands) Ltd?
- (ii) What kind of interest does Bangkok Land (Cayman Islands) Ltd. charge to the Company?
- (iii) Does the Company have any new projects in the near future?
- (iv) What is the Company's plan to increase its income?

The Chairman responds that Bangkok Land (Cayman Islands) Ltd. is a company incorporated in the Cayman Islands, its sole objective is to issue exchangeable bonds with no other business. The Company has several projects in the near future, such as, a 380-room Impact hotel which is under construction and is expected to start operations in January 2011. This hotel will be managed by the Novotel Group. Impact also has plans to build a car park building for 4,000 vehicles which will help to increase the number of customers/visitors for its exhibition events. As the current business of Impact is growing significantly, many bookings have been reserved for exhibitions next year, such as, the Motor Show (previously hosted by BITEC Bangna), the Money Expo, the BOI Fair, etc. The Company will earn approximately Baht 400-500 million from these 3 large scale exhibitions. In addition, there are other exhibitions, such as, a fair from China and the Chulalongkorn University Fair, etc. Each of these exhibitions shall generate income of more than Baht 10 million for Impact. The hotel under construction will facilitate meeting participants who come from upcountry or overseas. By staying in this hotel, they can attend meetings easily and safely. Moreover, the Company has obtained a license to build hypermarkets (similar to Big C and Tesco Lotus) on over 200 rai of its land. For projects at Muang Thong Thani, ongoing developments are Sukothai Shophouse Phase 1 and 2, which have been sold out. Coming projects includes the Sukothai Phase 3, although launching has not yet begun the project has already overbooked. The number of residents in Muang Thong Thani is increasing, the Government Complex is close to Muang Thong Thani, and there are many consumers. Therefore, the value of sales in Muang Thong Thani is expanding. Thus, the shareholders can have confidence in the future of the Company and its affiliates. Furthermore, the

Company still has land of approximately 1,350 rai located on Srinakarin Road which shall be a prime piece of real estate as Jaturatid Road, currently under construction, will cut straightly across this land. Also, the title deeds of these lands are clear from any mortgage. The Company has collected all proceeds from the sale of the condominiums in full without having to the need to retire any debts. The Company is able to proceed with its real estate projects without having to obtain loans. In brief, there is no pressure on the Company and even though should the Company remains inactive, it is still strong.

Mr. Pratheep Watcharachokkasem, a shareholder, remarks that the Company is a great company. When comparing with all other real estate companies, the Company is one of the biggest and has numerous assets. He suggests the Company to build an air-conditioned walking street at the Srinakarin land as to create a tourist spot in Bangkok. He also recommends the Company to purchase land from the tobacco factory for the development of projects, such as, a shopping plaza, as the land there has great potential.

Mr. Thong-In Sang-Ngarm, a shareholder, comments that the Company should arrange time for shareholders to make enquiries, comments or recommendations and shareholders should spend their time by making concise opinions within the scope of the agendas. He also enquires the vision and strategy of the Company on making more profit.

The Chairman responds that the said strategy has already been mentioned earlier.

Mr. Tuan Phatihuttakorn, a shareholder, informs the meeting that he has been holding shares of the Company for about 20 years and has been always hoping to receive benefits from his investment. He requests the Chairman and the management to place the benefits of shareholders as priority and put efforts into finding ways to render benefits to the shareholders.

After shareholders have finished their enquiries, the Secretary asks the meeting to acknowledge the Report on Results of the Company's operations for the fiscal year ended 31 March 2010.

The meeting acknowledges the Report on Results of the Company's operations for the fiscal year ended 31 March 2010 as proposed.

Agenda 3: To consider and approve the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended on 31 March 2010, and acknowledge the Report of the Auditor

The Chairman asks the Secretary to explain the details of Agenda 3 to the meeting.

The Secretary asks the meeting to consider approving the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended 31 March 2010 and to acknowledge the auditor's report as detailed on pages 40 to 78 of the Annual Report, which has been sent to the shareholders together with the notice of this meeting. The Secretary briefs the meeting on the non-consolidated Financial Statements and the consolidated Financial Statements of the Company as follows:

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

Total Assets	Baht 38,570,526,831
Total Liabilities	Baht 8,075,898,847
Total Income	Baht 2,787,856,036
Net Profit	Baht 643,630,083

Highlights of the non-consolidation Balance Sheet and Profit and Loss Statements of the Company are as follows:

Total Assets	Baht 32,840,503,014
Total Liabilities	Baht 20,262,889,643
Total Income	Baht 325,613,960
Net Profit	Baht 442,572,537

A shareholder asks about the value of the idle land as specified in Item 13 of the notes to the financial statements. He further asks whether the Company has any future projects on such land.

Mr. Chamras Hongpaisarn, accounting manager of the Company, informs the meeting that the said idle land has a book value of Baht 7.285 billion and the Company has plans to build a hypermarket or to lease it as mentioned by the Chairman in Agenda 2.

The Chairman then asks the meeting to consider approving the Balance Sheet and the Profit and Loss Statements for the fiscal year ended 31 March 2010 and to acknowledge the Auditor's Report.

The meeting, after consideration, resolves by majority votes that the Balance Sheet and the Profits and Loss Statements for the fiscal year ended 31 March 2010 be approved and that the Auditor's Report be acknowledged as proposed in all respects: (Approve - 10,510,836,082 votes or 99.94 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 5,611,000 votes or 0.05 percent of the total votes of the shareholders who attend and vote at the meeting; Abstain - 6,767,000 votes).

Agenda 4: To consider and approve that there will be no payment of dividend and no appropriation of annual net profit from the business operation to legal reserve for the year ended 31 March 2010

The Chairman asks the Secretary to explain to the meeting details of Agenda 4.

The Secretary proposes the meeting to consider approving that no payment of dividend to the shareholders and no appropriation of net profit derived from business operations for the fiscal year ended 31 March 2010 to legal reserve. This is to comply with the law as the Company still has retained losses.

The Chairman then asks the meeting to consider approving that no payment of dividend and no appropriation of the net profit derived from the operation for the fiscal year ended 31 March 2010 to legal reserve.

After consideration, the meeting resolves by majority votes that no payment of dividend to the shareholders and no appropriation of net profit derived from business operations of the fiscal year ended 31 March 2010 to legal reserve be approved as proposed. (Approve - 10,509,583,082 votes or 98.87 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 13,391,000 votes or 0.012 percent of the total votes of the shareholders who attend and vote at the meeting; Abstain - 240,000 votes)

Agenda 5: To consider the election of directors in place of those directors who retire by rotation

The Chairman asks the Secretary to explain to the meeting details concerning the election of the directors to replace those directors who will retire by rotation.

The Secretary informs the meeting that by law and the Articles of Association of the Company, one-third of the total number of directors who have held office for the longest terms shall retire. At this meeting, there are four directors who will retire by rotation, namely:

- | | |
|-----------------------------|-------------------------------------|
| 1. Mr. Direk Mahadamrongkul | Director |
| 2. Mr. Burin Wongsanguan | Director |
| 3. Mr. Sui Hung Kanjanapas | Director and Executive Director |
| 4. Mr. Tongpao Boon-Long | Director and Audit Committee Member |

A meeting of the Board of Directors has already passed a resolution to propose shareholders to re-appoint all directors who shall retire by rotation for another term. The brief CVs of those directors have already been sent to the shareholders along with the notice of this meeting.

The Chairman then asks the meeting to consider re-appointing all retired directors to be the directors of the Company for another term. In this regard and in accordance with Good Corporate Governance practices, the Secretary requests all shareholders to vote for the appointment of each director on the ballots distributed to them regardless of the choice of the votes - approve, disapprove or abstain – the shareholders would like to cast.

The meeting, after consideration, passes a resolution by majority votes approving the re-appointment of Mr. Burin Wongsanguan, Mr. Sui Hung Kanjanapas and Mr. Tongpao Boon-long as directors of the Company for another term. Mr. Direk Mahadamrongkul is not being re-elected as votes in favor of his appointment is less than the majority. As no additional person has been nominated by the shareholders, it is concluded that the meeting approves a new board which consists 10 directors instead of 11. 7 of these directors are existing directors and 3 has been re-elected for another term, and they are: Mr. Burin Wongsanguan, Mr. Sui Hung Kanjanapas and Mr. Tongpao Boon-long.

Details of the voting results for the appointment of the each director are as follows:

1. Mr. Direk Mahadamrongkul: Approve - 1,027,478,785 votes or 9.77 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 9,484,647,597 votes or 90.22 percent of the total votes of the shareholders who attend and vote at the meeting; Abstain - 11,447,700 votes.

2. Mr. Burin Wongsanguan: Approve - 10,311,021,109 votes or 98.14 percent of the total votes of the shareholders who attend and cast votes at the meeting; Disapprove - 194,425,273 votes or 1.85 percent of the total votes of the shareholders who attend and cast votes at the meeting; Abstain - 18,127,700 votes.

3. Mr. Sui Hung Kanjanapas: Approve - 10,293,974,709 votes or 97.98 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 211,425,273 votes or 2.01 percent of the total votes of the shareholders who attend and vote at the meeting; Abstain - 18,174,100 votes.

4. Mr. Tongpao Boon-Long: Approve - 10,308,817,409 votes or 98.12 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 196,659,073 votes or 1.87 percent of the total votes of the shareholders who attend and vote at the meeting; Abstain - 18,097,600 votes.

Agenda 6: To consider and approve the payment of directors' remuneration for the year ending 31 March 2011

The Chairman asks the Secretary to explain to the meeting details concerning payment of director's remuneration for the year ending 31 March 2011.

The Secretary asks the shareholders to consider approving payment of the remuneration to the directors for their performance for the year ending 31 March 2011 in the amount of Baht 6,000,000. He further asks 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 deemed appropriate.

The meeting, after consideration, resolves by more than two-thirds of the total votes of the shareholders who attend the meeting that payment of directors' remuneration for the directors for the year ending 31 March 2011 totaling Baht 6,000,000 be approved, and that the Board of Directors or the persons entrusted by the Board be authorized to have the power to allocate the said amount to each director as deemed appropriate be approved as proposed in all respects. (Approve - 10,516,884,082 votes or 99.93 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 0 votes; Abstain - 6,690,000 votes)

Agenda 7: To consider and approve the appointment and remuneration of the Company's auditor for the year ending 31 March 2011

The Chairman asks the Secretary to explain to the meeting details for the appointment of auditor and the fixing of the audit fees for the year ending 31 March 2011.

The Secretary asks the meeting to consider appointing and fixing the remuneration of the auditors for the year ending 31 March 2011. The Secretary proposes the appointment of Miss Kannika Wipanurat, Certified Public Accountant No. 7305 and/or Miss Wimolsri Jongudomsombat, Certified Public Accountant No. 3899 from Karin Audit Co., Ltd. as auditors of the Company for the year ending 31 March 2011. These auditors have authority to examine and express opinion on the Financial Statements of the Company and its consolidated Financial Statements. In the event that the said auditors cannot perform their duties, Karin Audit Co., Ltd. shall have the power to appoint another auditor from Karin Audit Co., Ltd. to perform the duties in place of those auditors. The audit fees for the year ending 31 March 2011 includes fees for the examination of the consolidated Financial Statements and the review of quarterly financial statements of the Company and its subsidiaries are fixed at a total of Baht 5,110,000. The audit fee for the Company itself is Baht 1,210,000.

The Chairman then asks the meeting to consider approving the appointment of the auditors and the fixing of the audit fees for the year ending 31 March 2011.

The meeting, after consideration, has unanimously resolved that the appointment of the auditors and the fixing of the audit fees for the year ending 31 March 2011 as proposed be approved in all respects. (Approve - 10,516,892,082 votes or 100 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 0; Abstain - 6,690,000 votes)

Agenda 8: To consider and approve the appointment of Mr. Supavat Saicheua as a new Independent Director of the Company

The Chairman asks the Secretary to explain the details to the meeting.

The Secretary informs the meeting that in accordance with the Notification of the Securities and Exchange Commission, a listed company must have independent directors with qualifications as prescribed by law of not less than 1/3 (one-third) of the total number of directors, provided that in any case the minimum number of the independent directors shall not be less than three. As after the appointment of directors to replace those who have to retire by rotation in Agenda 5, the Company has 10 directors. The Company must therefore appoint one more independent director so that the number of independent directors is not less than 1/3 (one-third) of the total number of directors.

In this regard, the Board of Directors' meeting No.2/2553 (2010) has selected and passed a resolution to propose, to this shareholders meeting, the appointment of Mr. Supavat Saicheua, who has the required qualifications as prescribed by law, as a new independent director of the Company. The brief CV of Mr. Supavat Saicheua has been sent to the shareholders along with the notice of this meeting.

The Chairman then asks the meeting to consider appointing Mr. Supavat Saicheua as a new independent director of the Company. To comply with Good Corporate Governance practices, the Secretary requests all shareholders to vote for the appointment of Mr. Supavat Saicheua on the ballots distributed to them regardless of the choice of the votes – approve, disapprove or abstain – shareholders would like to cast.

The meeting, after consideration, resolves by majority votes that the appointment of Mr. Supavat Saicheua as a new independent director of the Company be approved. (Approve - 10,509,040,173 votes or 99.98 percent of the total votes of the shareholders who attend and vote at the meeting; Disapprove - 1,930,409 votes or 0.01 percent of the total votes of the shareholders who attend and vote at the meeting; Abstain - 12,611,500 votes)

Agenda 9: Other business

Mr. Pratheep Watcharachokkasem, a shareholder, enquires on the appraisal price of the Company's land located at Muangthong Thani and Srinakarin. He also asks the amount of the depreciation charge on fixed assets of Impact. He believes that market price of the Company's assets is different from their book value. And in the long run, real estate price shall increase while its book value shall decrease.

Mr. Chamras Hongpaisarn, accounting manager of the Company, remarks that the land located at Srinakarin has a book cost of approximately Baht 24,500 per square wah. Impact center is depreciated over a period of 50 years. He comments further that he is not able to inform the meeting details of all land cost as land plots are located in various difference location and zones.

Mr. Thong-In Sang-Ngarm, a shareholder, thanks the executives of the Company for following the suggestion he made last year for giving souvenirs to shareholders who attend shareholder meetings. He also suggests to make improvements in conducting shareholder meetings as some shareholders has spent long time to express their opinions. He further comments that if the Company does not develop its land, it may have problems in the future.

Mr. Tuan Phatihuttakorn, a shareholder, thanks the Company for the souvenirs. He also suggests the Company to give free parking permits to shareholders who attend the meeting today for their future use in attending other events at Impact.

The Chairman responds that the Company will consider this suggestion. However, the Company has a large number of shareholders, and shareholders should therefore inform the Company in advance and parking space shall be arranged on the date of shareholder meetings for the use of shareholders.

Mr. Pratheep Watcharachokkasem, a shareholder, enquires on the location and appraisal prices of land plots owned by the Company.

Mr. Jumras Hongpaisarn, accounting manager of the Company, responds that land details of the Company are available in the Annual Report and Form 56-1 of the Company which is available on the website of the Securities and Exchange Commission. The primary information is as follows:

1. Vacant land located at New Petchaburi Road, Grand Metro Project, approximately 2,336 Square Wah - Book value is approximately Baht 630 million.
2. Vacant land located at Srinakarin, Krunghthepkretha Road, approximately 536,236 Square Wah - Book value is approximately Baht 13.022 billion.
3. Vacant land located near Impact, approximately 46,612 Square Wah - Book value is approximately Baht 83 million.
4. Vacant land located near Sukhothaimatirat University, approximately 2,411 Square Wah - Book value is approximately Baht 83 million.
5. Vacant land located next to the Land Department (Sukhothai Project 3), Chaengwattana Road, approximately 1,938 Square Wah - Book value is approximately Baht 164 million.

Mr. Pratheep Watcharachokkasem, a shareholder, comments that if the actual value of the land, not its book value, owned by the Company is considered, the actual value of the Company's shares as of today would not be Baht 1.40 as indicated by its net asset value per share. The real value of the Company's share would be Baht 5. Therefore, he would like to ask the Chairman not to issue new shares to investors at prices lower than the actual value.


The Chairman responds that if the Company sells new shares, such matter must be brought to the shareholders' meeting for consideration. With regard to the share value of the Company, he would refrain from giving any answer as it may be against the securities law.

No other questions were raised. The Chairman expresses his gratitude to the shareholders for attending the Meeting. He then declares the Meeting closed.

The Meeting is adjourned at 13.00 hours



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



(Mr. Surin Kanjanapas)
Director



(Mr. Pravate Earmsmuth)
Secretary to the Meeting

(F53-4)

Capital Increase Report Form
Bangkok Land Public Company Limited
9 September 2010

Bangkok Land Public Company Limited (the "Company") would like to report the resolutions of the Board of Directors Meeting No.5/2553 (2010) held on 9 September 2010 regarding the capital increase and the allotment of newly authorised shares as follows:

1. Capital Increase

The Board of Directors Meeting has approved the increase of the registered capital of the Company from Baht 24,677,439,094 to be Baht 26,676,477,963 by increasing 1,999,038,869 new ordinary shares with a par value Baht 1 each, totaling Baht 1,999,038,869 (Please consider details in Remark 1).

2. Share Allotment

The Board of Directors Meeting has approved the allotment of 1,999,038,869 ordinary shares, with a par value of Baht 1 each, totaling Baht 1,999,038,869 to be reserved for the exercise of rights to purchase ordinary shares of the Company by holders of the Warrants No. 3 of the Company to be offered to the existing shareholders pro rata to their shareholding (BLAND-W3). Allotment details are summarized in the following table:

2.1 Details of the Allotment

Allotted to	Number of Shares	Ratio	Offering Price/Exercise Price	Date, time, subscription period and payment of subscription price	Remarks
Reserved for the exercise of the holders of the Warrants No.3	1,999,038,869 shares	8.90 existing shares:1 unit of Warrants No. 3	The offering price of the Warrants: Baht 0. The Exercise Price of the Warrants: Year 1 : Baht 1.10 Year 2 : Baht 1.30 Year 3 : Baht 1.50 Year 4 : Baht 1.70 Year 5 : Baht 1.90	The exercise of the rights of the holders of the Warrants No.3 to purchase ordinary shares of the Company will be in accordance with the terms and conditions of the warrants No.3. Details of the said terms and conditions shall be determined and fixed later. The exercise dates of the Warrants No.3 are the last business day of March, June, September and December of each calendar year throughout the tenor of the Warrants No.3.	Please consider details in the Indicative Terms of BLAND-W3. (Enclosure 3).

Remark 1: The Board of Directors Meeting No. 5/2553 (2010) held on 9 September 2010 has passed the resolutions as follows:

- Approved the reduction of the registered capital of the Company from Baht 27,829,788,992 to Baht 24,677,439,094 by canceling of the authorized but unissued shares of 3,152,349,898 shares with par value of Baht 1 (save for the authorized but unissued shares amounting of 6,885,993,163 shares which have been reserved for the exercise of rights by the holders of the Warrants No. 2 (BLAND-W2)).
- Approved the increase of the registered capital of the Company from Baht 24,677,439,094 to Baht 26,676,477,963 by issuing 1,999,038,869 new ordinary shares at a par value of Baht 1 each.

2.2 The Company's procedure in the event that there are fractions of shares remaining

Any fraction from calculation of the rights of the shareholders to receive the Warrants No.3 shall be disregarded. In addition, in case of the change in the exercise ratio and the exercise price in the future pursuant to the adjustment conditions under the Terms and Conditions of the Warrants No. 3 and the result thereof create any fraction of shares, said fraction of shares shall be disregarded.

2.3 The Number of Shares Remaining from the Allotment

The Company has 3,152,349,898 unallotted shares at a par value of Baht 1 each, totaling Baht 3,152,349,898. The Meeting of the Board of Directors No. 5/2553 (2010) held on 9 September 2010 has approved the reduction of the said shares for the entire amount prior to capital increase to accommodate the exercise of rights under BLAND-W3. The Board of Directors shall propose said matter to the Extraordinary General Meeting of Shareholders No. 1/2010 for approval.

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase/Allotment

The Extraordinary General Meeting of Shareholders No.1/2010 shall be held on 19 October 2010 at 11.00 a.m. at Jupiter Room 11-13, Impact Challenger Muang Thong Thani, Chaengwattana Road, Tambon Bannmai, Amphur Pakkred, Nonthaburi. The Record Date to determine the rights of the shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2010 and the right to receive the Warrants No.3 is fixed on 24 September 2010. In this regard, the Company shall collect the names of the said Shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by means of closing the share register book on 27 September 2010.

4. Approval of the Share Allotment by Relevant Governmental Agencies and Conditions

1. Approval of the Extraordinary General Meeting of the Shareholders No.1/2010 on the reduction of capital, increase of capital and other related matters.
2. Registration of the capital reduction, capital increase and other related matters with the Department of Business Development, the Ministry of Commerce.
3. Permission from the Stock Exchange of Thailand (SET) to list the Warrants No.3 and the ordinary shares from the exercise of the rights under the Warrants No. 3 on the SET.

It should be noted that no approval from the Office of the Securities and Exchange Commission (SEC) is required for the issuance and sale of the Warrants that are offered to the shareholder pro-rata to their shareholding. Said matter is deemed being approved by the SEC upon the approval of the Shareholders.

5. Purpose of Capital Increase and Share Allotment

- 5.1 To reserve for the exercise of the rights of the holders of the Warrants No.3;
- 5.2 To use as a working capital of the Company and/or for the expansion of the business of the Company.

6. Benefits from Capital Increase and Share Allotment

To expand the capital base and working capital of the Company. This will strengthen the Company's financial position.

7. Benefits the Shareholders will Receive from the Capital Increase/Share Allotment

The Company's financial status shall be improved with more working capital which shall also benefit the Company's share value.

8. Other Details Necessary for Shareholders to Approve the Share Allotment

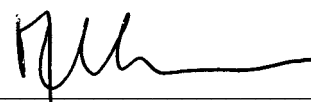
None

9. Schedule of Actions where the Board of Directors of the Company Passed a Resolution Approving the Capital Increase or Allotment of New Shares

Transaction	Date
1. Date of the Board of Directors approving the increase of capital and related matters	9 September 2010
2. Record Date to determine the rights of the Shareholders to attend the EGM and the rights to receive the warrants No. 3	24 September 2010
3. Date of closing of share register book to collect the names of the shareholders	27 September 2010
4. Date of the EGM	19 October 2010
5. Date for registration of the reduction of capital, increase of capital and other related matters with the Ministry of Commerce	Within 14 days from the EGM Date.

The Company hereby certifies that the information contained in this report form is true and complete in all aspects.





(Mr. Anant Kanjanapas)
Chairman



(Mr. Sur Hung Kanjanapas)
Director

Indicative Terms of Warrants to Purchase Ordinary Shares of Bangkok Land Public Company Limited No.3 (BLAND-W3) to be allotted to the Existing Shareholders Pro-Rata to their Shareholding

Issuer	Bangkok Land Public Company Limited (“BLAND” or the “Company”)
Name of Warrants	Warrants to purchase ordinary shares of Bangkok Land Public Company Limited No. 3 (the “Warrants No.3” or “BLAND-W3”)
Type of Warrant	<i>In named certificate and transferable</i>
Address of Issuer	New Geneva Industry Condominium, 10 th Floor, 47/569-576 Moo 3, Popular 3 Road, Tambol Bannmai, Amphur Pakkred, Nonthaburi 11120
Issuance Amount	1,999,038,869 units (One billion nine hundred ninety-nine million thirty-eight thousand eight hundred sixty nine units)
No. of Ordinary Shares Reserved for the Exercise of the Warrants	<p>1,999,038,869 shares (at a par value of Baht 1 each) which is equivalent to 11.24 % of the total paid-up shares of the Company of 17,791,445,931 shares at a par value of Baht 1 each as of September 9, 2010</p> <p>The number of the above shares reserved for the exercise of the rights under the Warrants No. 3 when added to the number of shares reserved for the exercise of the rights under BLAND W-2 is equal to 49.94 % of the total issued shares of the Company.</p>
Offering Method	<p>Offering to the existing shareholders of the Company pro-rata to their shareholding at the ratio of 8.90 existing ordinary shares to 1 Warrant unit. Any fraction of unit of warrants will be disregarded.</p> <p>The shareholders entitled to receive the Warrants No.3 shall be shareholders whose names appear on the Record Date (i.e. 24 September 2010) whereby the Company shall close its share register book to collect the names of the shareholders pursuant to Section 225 of the Securities and Exchange Act on 27 September 2010.</p> <p>Holders of the Warrants No.3 who wish to exercise the right to purchase the Company’s shares do not need to be shareholders of the Company.</p>
Offering Price	Baht-0- (Nil)
Tenor of the Warrants	5 years from the Warrants issuance date
Warrants Issuance Date	The Board of Directors and/or the Chairman of the Board and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board are authorized to determine the Warrants issuance and offer date after obtaining approval from the EGM No.1/2010.
Exercise Ratio	1 unit of Warrants for 1 ordinary share, unless the exercise ratio is adjusted under the conditions of rights adjustment.

Exercise Price	<p>Save for the adjustment of the Exercise Price:</p> <p>1st Year (starting from the date of issuance of the Warrants No. 3 until the 1st anniversary date): Baht 1.10 per share;</p> <p>2nd Year (starting from the date after the 1st anniversary until the 2nd anniversary date): Baht 1.30 per share;</p> <p>3rd Year (starting from the date after the 2nd anniversary until the 3rd anniversary date): Baht 1.50 per share;</p> <p>4th Year (starting from the date after the 3rd anniversary until the 4th anniversary date): Baht 1.70 per share;</p> <p>5th Year (starting from the date after the 4th anniversary until the 5th anniversary date): Baht 1.90 per share.</p> <p>In case of adjustment of the exercise price, the new exercise price of the Warrants No.3 after such adjustment shall, in any event, not be less than the share par value of the Company.</p>
Exercise Period	The Warrants exercise dates are the last business day of March, June, September and December of each calendar year throughout the tenor of the Warrants No.3
The First Exercise Date	The last business day of December 2010
The Last Exercise Date	The last exercise date shall be on the 5 th anniversary of the issuance and offering date of the Warrants No.3. In case the last exercise date is not a business day, the said last exercise date shall be changed to the last business day prior to the maturity date of the Warrants No.3.
Period for Notification of Intention to Exercise the Warrants	Holders of the Warrants No.3 who wish to exercise their rights under the Warrants No.3 to purchase shares of the Company shall notify their intention to exercise such rights 14 days prior to each exercise date between 9.00 a.m. and 3.00 p.m. For the last exercise date, holders of the Warrants No.3 shall notify their intention to exercise their rights under the Warrants No.3 of not less than 15 days prior to the last exercise date.
Irrevocability of Notification of Intention to Exercise the Warrants	Once a warrant holder has served a notification of intention to exercise the right under the Warrants No.3, the said warrant holder is not allowed to revoke such intention.
Offering Period	The Warrants No.3 shall be offered to shareholders within 1 year from the date on which the meeting of shareholders approves the issuance and sale of the Warrants No.3. The Board of Directors and/or the Chairman of the Board and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board shall consider and determine the conditions and details of offering thereafter.
Warrants Registrar	The Thailand Securities Depository Co., Ltd. (TSD)
Secondary Market of the Warrants	The Company shall apply for listing of the Warrants No.3 on the Stock Exchange of Thailand (SET).
Secondary Market of Newly Issued Ordinary Shares	The newly issued ordinary shares from the exercise of right under the Warrants No.3 shall be listed on the Stock Exchange of Thailand (SET).
Rights and Other Interests of the Newly Issued Ordinary Shares	The newly issued ordinary shares pursuant to the exercise of the Warrants No.3 shall have the same rights and status as all other ordinary shares of BLAND previously issued in all

	aspects.
Conditions concerning the Adjustment of the Exercise Ratio and Exercise Price	<p>BLAND shall adjust the exercise price and exercise ratio throughout the tenor of the Warrants No.3 to ensure the benefits of the holders of the Warrants No.3 are not less favorable in the case when any of the followings events occurs:</p> <ol style="list-style-type: none"> 1. The Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares; 2. The Company offers newly issued ordinary shares to the existing shareholders on right offering basis, and/or on public offering and/or on private placement basis at a price lower than 90% of the price calculated based on the Market Price; 3. The Company offers any newly issued securities on right offering basis, and/or on public offering and/or on private placement basis that are convertible/exchangeable into ordinary shares (i.e. convertible bonds or warrants to purchase shares) for which the offering price of such newly issued ordinary shares is lower than 90% of the price calculated based on the Market Price; 4. The Company makes all or partial dividend payment by way of issuing new ordinary shares to shareholders; 5. The Company pays cash dividend that exceeds 50% of total net profit after taxes for any operating year during the tenor of the Warrants No.3; and 6. There are any other events similar to those mentioned in 1. to 5. above that may impair benefits of holders of the Warrants No.3. <p>The Board of Directors and/or the Chairman of the Board and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board is authorized to consider fixing other conditions and details related to adjustment or changes in the exercise ratio and exercise price.</p>
Reasons to Increase New Ordinary Shares for Adjustment of Exercise Rights	To accommodate changes of exercise price and exercise ratio on events of warrant rights adjustment under the terms and conditions of the Warrants No.3. These warrant rights adjustment events are events stipulated under clause 11 (4) (kor) of Notification No.TorJor. 34/2551 issued by the Capital Market Supervisory Board.
Other Conditions	The Board of Directors and/or the Chairman of the Board and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board are empowered to determine criteria, conditions and other details related to the Warrants No.3 including but not limited to having the power to negotiate, agree and sign any relevant documents and agreements and to perform any other necessary actions related to the Warrants No.3 including issuing, offering and listing the ordinary shares from the exercise of the Warrants No.3 on the Stock Exchange of Thailand (SET).
Dilution Effects	See the following pages for details.

Dilution Effects

As the Warrants No.3 would be offered to the existing shareholders pro-rata to their shareholding, there shall be no dilution effects on the existing shareholders at the date of the Warrants No.3 issuance. However, if all persons who exercise the Warrants No.3 are not existing shareholders, the dilution effects will be as follows:

1. Control Dilution

$$\text{Control Dilution} = 1 - [Q_0 / (Q_0 + Q_w + Q_s)]$$

In this regard,

Q_0 = Total paid-up shares which are 17,791,445,931 shares (at a par value of Baht 1.00 each) as of the date of the Meeting of the Board of Directors

Q_w = Total ordinary shares reserved for the exercise of the Warrants No.3 which are 1,999,038,869 shares (at a par value of Baht 1 each)

Q_s = Total ordinary shares reserved for the exercise of the Warrants under BLAND-W2 which are 6,885,993,163 shares (at a par value of Baht 1 each)

Thus,

$$\begin{aligned} \text{Control Dilution} &= 1 - [Q_0 / (Q_0 + Q_w + Q_s)] \\ &= 1 - [17,791,445,931 / \\ &\quad (17,791,445,931 + 1,999,038,869 + 6,885,993,163)] \\ &= 33.33\% \end{aligned}$$

Existing shareholders will not be affected by the control dilution at the date of issuance and offering of the Warrants No.3 as the Warrants No.3 would be offered to them pro rata to their shareholding.

Nevertheless, if all persons who exercise the Warrants (for both BLAND-W2 and BLAND-W3) are not existing shareholders, the control dilution shall be 33.33%.

2. Earnings Dilution

$$\text{Earnings Dilution} = (\text{EPS}_0 - \text{EPS}_{\text{New}}) / \text{EPS}_0$$

In this regard,

$$\begin{aligned} \text{EPS}_0 &= \text{Net Profit} / Q_0 \\ \text{EPS}_{\text{New}} &= \text{Net Profit} / (Q_0 + Q_w + Q_s) \end{aligned}$$

For calculation purpose, net profit for the Year 2009/2010 ending March 31, 2010 of Baht 643.63 million and that for the first quarter of the Year 2010/2011 ending June 30, 2010 of Baht 153.74 million will be used.

Thus,

In case net profit for the Year 2009/2010 ending March 31, 2010 of Baht 643.63 million is used	In case net profit for the 1 st quarter of the Year 2010/2011 ending June 30, 2010 of Baht 153.74 million is used
$\begin{aligned} \text{EPS}_0 &= \text{Net Profit} / Q_0 \\ &= 643.63 / 17,791.45 \\ &= \text{Baht } 0.036 \text{ per share} \end{aligned}$ $\begin{aligned} \text{EPS}_{\text{New}} &= \text{Net Profit} / (Q_0 + Q_w + Q_s) \\ &= \\ &643.63 / (17,791.45 + 1,999.04 + 6,885.99) \\ &= \text{Baht } 0.024 \text{ per share} \end{aligned}$ <p>Earnings Dilution = $(\text{EPS}_0 - \text{EPS}_{\text{New}}) / \text{EPS}_0$ = $(0.036 - 0.024) / 0.036$ = 33.33 %</p>	$\begin{aligned} \text{EPS}_0 &= \text{Net Profit} / Q_0 \\ &= 153.74 / 17,791.45 \\ &= \text{Baht } 0.009 \text{ per share} \end{aligned}$ $\begin{aligned} \text{EPS}_{\text{New}} &= \text{Net Profit} / (Q_0 + Q_w + Q_s) \\ &= \\ &153.74 / (17,791.45 + 1,999.04 + 6,885.99) \\ &= \text{Baht } 0.006 \text{ per share} \end{aligned}$ <p>Earnings Dilution = $(\text{EPS}_0 - \text{EPS}_{\text{New}}) / \text{EPS}_0$ = $(0.009 - 0.006) / 0.009$ = 33.33 %</p>

Existing shareholders will not be affected by earnings dilution at the date of issuance and offering of the Warrants No.3 as the Warrants No.3 would be offered to them pro rata to their shareholding. Nevertheless, if all persons who exercise the Warrants (for both BLAND-W2 and BLAND-W3) are not existing shareholders, the earnings dilution shall be 33.33 %.

3. Price Dilution

Price Dilution = $(\text{The Market Price before the Warrants Offering} - \text{The Market Price after the Warrants Offering}) / \text{The Market Price before the Warrants Offering}$

In this regard,

The Market Price before the Warrants Offering = THB 0.94 per share which is equal to the average closing price of BLAND shares traded on the Stock Exchange of Thailand (SET) for 7 consecutive trading days prior to the date of BOD Meeting No. 5/2010 held on 9 September 2010 in which the Board of Directors reached a resolution to propose for approval by the meeting of shareholders the issuance and offering of the Warrants No.3 (from 31 August-8 September 2010)

The Market Price after the Warrants Offering

The Market Price after the Warrants Offering = $[(\text{Market Price before Warrants No.3 Offering} \times \text{No. of Paid-up Shares}) + (\text{Lowest Exercise Price under the Warrants No.3} \times \text{No. of Shares Reserved for Exercising of the Warrants No.3}) + (\text{Current Exercise Price under BLAND-W2} \times \text{No. of Shares Reserved for Exercising of the Warrants under BLAND-W2})] / (\text{No. of Paid-up Shares} + \text{No. of Shares Reserved for Exercising of the Warrants No.3} + \text{No. of Shares Reserved for Exercising of Warrants under BLAND-W2})$

In this regard,

Market Price before Warrants Offering	= Baht 0.94/share
No. of Paid-up Shares	= 17,791,445,931 shares
Lowest Exercise Price under the Warrants No.3	= Baht 1.10
No. of Shares Reserved for Exercising of the Warrants No.3	= 1,999,038,869 shares
Current Exercise Price under BLAND-W2	= Baht 1.50
No. of Shares Reserved for Exercising of Warrants under BLAND-W2	= 6,885,993,163 shares

= $[(0.94 \times 17,791,445,931) + (1.10 \times 1,999,038,869) + (1.50 \times 6,885,993,163)] / (17,791,445,931 + 1,999,038,869 + 6,885,993,163)$

= THB 1.10 per share

Price Dilution = **$(0.94 - 1.10) / 0.94$**
= **-17.02 %**

There is no price dilution as the lowest exercise price of BLAND-W3 of Baht 1.10 per share is higher than the Company's market share price of Baht 0.94 per share. Moreover, the current exercise price of BLAND-W2 is Baht 1.50 per share which is also higher than the Company's market share price of Baht 0.94 per share.

Note: The Company's market share price is determined by using the average closing share price for a period of 7 business days (31 August 2010 to 8 September 2010) prior to the date of the Board of Directors meeting.

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

Mr. Anant Kanjanapas
Chairman and Chief Executive Officer



Age 69 years

Nationality Thai

Address 28 Soi Sukjai, Phra Khanong, Khlong Toei, Bangkok

Number of shares held 2,264,749,912 shares (as of 22 September 2010) 12.73% 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 Limitd
Chairman and Managing Director	- Bangkok Airport Industry Co.,Ltd.
Chairman	- Impact Exhibition Management Co.,Ltd.
Chairman and Executive Director	- Sinpornchai Co.,Ltd.
Chairman	- Bangkok Land Agency Co.,Ltd.
Director	- Kanjanapas Co.,Ltd.
Chairman	- Stelux Holding International Limited (incorporated in Hong Kong)

Number of year of Bangkok Land PCL's directorship

17 years (Since 18 October 1993)

Meeting attendance in 2010-2011 (as of 24 September 2010)

Total number of meeting	:	5
Attendance	:	5

Conflict of Interest None

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

Mr. Thumrong Chientachakul
Independent Director and Chairman of the Audit Committee
Appointed on 27 January 2010



Age 51 years
Nationality Thai
Address 501/126 Sathupradit Road, Chongnondsee, Yannawa, Bangkok 10120
E-mail: thumrongc@hotmail.com
Number of shares held None (as of 22 September 2010)

Education

Bachelor Degree in Economics – Thammasat University
Master Degree of Art in Economics (English Language Program) – Thammasat University
Certificate Course Mini MBA Class 2 – Thammasat University

Working Experience

Present Advisor – Small Business Credit Guarantee Corporation
2006-2008 Senior Executive Vice President in Corporate Finance – Far East Securities Co., Ltd.
2007-2008 Director – Thai Capital Corporation PCL
2007 Director – Burapa Steel Industry Co., Ltd.
2005-2006 Managing Director – Far East Capital Advisory Co., Ltd.
2003-2005 Executive Vice President in Corporate Finance – Far East Securities Co., Ltd.
1998-2002 Director – Thai Strategic Capital Co., Ltd.

Current Position

Independent Director and Chairman of the Audit Committee – Bangkok Land Public Company Limited
Advisor - Small Business Credit Guarantee Corporation

Training Course from Thai Institute of Director

Director Accreditation Program (DAP) Class 68/2551

Number of year of Bangkok Land PCL's directorship

8 months (Since 27 January 2010)

Meeting attendance in 2010-2011 (as of 24 September 2010)

(Mr. Chientachakul has been appointed as a director on 27 January 2010)

Board meeting

Total number of meetings : 5
Attendance : 5

Audit Committee meeting

Total number of meetings : 3
Attendance : 3

Conflict of Interest None

(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 businesses 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 Extraordinary General Meeting of Shareholders No.1/2010

Appointment of Proxy

The Company has dispatched Proxy Form B (Enclosure No.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 curriculum vitae of directors proposed by the Company to be appointed as proxies by shareholders are attached in Enclosure No.4. Shareholders are cannot split their votes among different proxies in the Meeting.

In this regard, the Company has also posted Proxy 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. Shareholders can print these proxy forms from the Company's website as mentioned.

Registration Procedure

Registration for participation in the Extraordinary General Meeting of Shareholders No.1/2010 will start at 10.00 a.m. onwards, at Jupiter Room No.11-13 Impact Challenger Muang Thong Thani, Chaengwattana Road, Pakkred, Nonthaburi. The Company has attached the Map of meeting venue for the Extraordinary General Meeting of Shareholders together with this invitation letter (Enclosure No.8).

Document verifying eligibility to attend the Shareholders' Meeting

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:

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

1.2 Attendance by proxy:

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

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

2.1 Attendance by an authorized representative of the shareholder:

- Registration form which bears a barcode
- An original of such authorized representative's ID card as referred to in 1.1; and
- 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:

- Registration form which bears a barcode
- A completed Proxy Form signed by the shareholder and the proxy;
- 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
- An original of the proxy's ID card as referred to in 1.1

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).

แบบหนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders register no.

เขียนที่
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 of 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 69 ปี บัตรประจำตัวประชาชนเลขที่ 3-1013-00343-52-8 อยู่บ้านเลขที่ 28 ซอยสุขใจ
แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร ซึ่งเป็นประธานกรรมการของบริษัท หรือ
Mr. Anant Kanjanapas Age 69 years I.D. Card No. 3-1013-00343-52-8 Residing at 28 Soi Sukjai, Phra Khanong,
Klongteoy, Bangkok who is the Chairman of the Company or
☐ นายธรรณงค์ เขียวเตชากุล อายุ 51 ปี บัตรประจำตัวประชาชนเลขที่ 3-1012-02095-29-5 อยู่บ้านเลขที่ 501/126 ถนนสาธุ
ประดิษฐ์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งเป็นประธานกรรมการตรวจสอบของบริษัท
Mr. Thumrong Chientachakul Age 51 years I.D. Card No. 3-1012-02095-29-5 Residing at 501/126 Sathupradit Road,
Chongnondsee, Yannawa, Bangkok who is the Chairman of the Audit Committee of the Company



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2553 ในวันที่ 19 ตุลาคม 2553 เวลา 11.00 น. ณ ห้องจูปีเตอร์ 11-13 อาคารอิมแพ็ค ชาเลนเจอร์ เมืองทองธานี ถนนแจ้งวัฒนะ ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2010 to be held on 19 October 2010 time 11.00 a.m. at the Jupiter Room No.11-13, Impact Challenger Muang 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 38 ซึ่งประชุมเมื่อวันที่ 29 กรกฎาคม 2553

Agenda Item 1 Subject To adopt the minutes of the Annual General Meeting Shareholders No. 38 held on 29 July 2010

☐ (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 2 เรื่อง พิจารณานุมัติให้ลดทุนจดทะเบียนของบริษัท

Agenda Item 2 Subject To consider and approve the reduction of the registered capital of the Company

☐ (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 3 เรื่อง พิจารณานุมัติให้แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัทให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda Item 3 Subject To consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the registered capital

☐ (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 4 เรื่อง พิจารณานุมัติให้เพิ่มทุนจดทะเบียนของบริษัท

Agenda Item 4 Subject To consider and approve the increase of the Company's registered capital

☐ (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 5 เรื่อง พิจารณานุมัติให้แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4.ให้สอดคล้องกับมติการเพิ่มทุนจดทะเบียน
Agenda Item 5 Subject To consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the registered capital

☐ (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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ วาระที่ 6 เรื่อง พิจารณานุมัติให้บริษัทออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 3 (BLAND-W3) ที่จะออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น จำนวน 1,999,038,869 หน่วย

Agenda Item 6 Subject To consider and approve the issuance and sale of Warrants to purchase ordinary shares of the Company No.3 (BLAND-W3) in the amount of 1,999,038,869 units to the existing shareholders pro rata to their shareholding

☐ (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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ วาระที่ 7 เรื่อง พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุน

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

☐ (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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ วาระที่ 8 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)

Agenda Item 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> 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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบ ฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำการทุกประการ

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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

- หมายเหตุ :
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
 3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบ หนังสือมอบฉันทะแบบ ข. ตามแนบ

- Remarks :
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.
 2. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
 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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Supplementary Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแลนด์ จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2553 ในวันที่ 19 ตุลาคม 2553 เวลา 11.00 น. ณ ห้องจูปีเตอร์ 11-13 อาคารอิมแพ็ค ชาเลนเจอร์ เมืองทองธานี ถนนแจ้งวัฒนะ ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The appointment of proxy by the shareholder of Bangkok Land Public Company Limited at the Extraordinary General Meeting of Shareholders No. 1/2010 to be held on 19 October 2010 time 11.00 a.m. at the Jupiter Room No.11-13, Impact Challenger Muang Thong Thani, Chaengwattana Road, Tambon Bannmai, Amphur Pakkred, Nonthaburi Province or any adjournment at any date, time and place thereof.

☐ 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

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

Approve

☐ ไม่เห็นด้วย

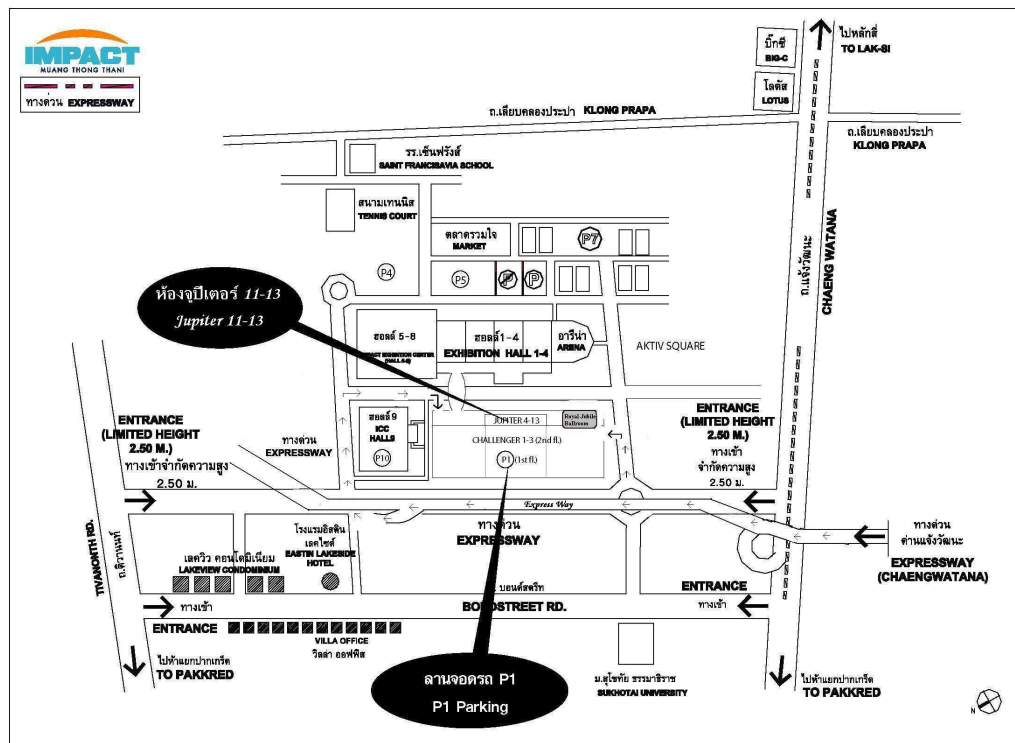
Disapprove

☐ งดออกเสียง

Abstain



Map of Meeting Venue for the Extraordinary General Meeting of Shareholders No.1/2010



Bangkok Land Public Company Limited
 47/569-576 Moo 3, 10th Floor New Geneva Industry Condominium
 Popular 3 Road, Bannmai, Pakkred, Nonthaburi 11120
 Tel. 02-5044940-9 Fax.02-5044986

