

# **BANGKOK LAND PUBLIC COMPANY LIMITED**

**Extraordinary General Meeting of Shareholders No. 1/2013**

**11 June 2013 at 11.00 a.m.**

**Phoenix Ballroom 1-6, Lobby Hall 6-8**

**IMPACT Exhibition Center, Muang Thong Thani, Chaengwattana Road**

**Bannmai, Pakkred, Nonthaburi**



(Translation)

31 May 2013

Subject Invitation to the Extraordinary General Meeting of Shareholders No.1/2013

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.1/2013 to be held on 11 June 2013 at 11.00 a.m. at Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center, Muang Thong Thani, Chaeng Watthana Road, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province to consider the following agendas:

**Agenda 1**

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

**Opinion of the Board**

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

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

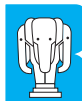
**Agenda 2**

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

**Opinion of the Board**

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the issuance and sale of the Warrants to purchase ordinary shares of the Company No.4 (BLAND-W4) amounting 6,950,000,000 units to the existing shareholders pro rata to their shareholding. (The indicative terms of BLAND-W4 are as appeared in Enclosure No.2.)

In addition, the 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.4, including to take any actions and things necessary and/or in connection with the issuance and sale of the said Warrants No.4 in all respects, including but not limited to, contacting, preparing or delivering



บริษัท บางกอกแลนด์ จำกัด (มหาชน)

**BANGKOK LAND PUBLIC COMPANY LIMITED**

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Banmai Sub-District, Pakkred District, Nonthaburi 11120

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any documents necessary or in connection with the issuance and sale of the Warrants No.4, and to appoint any substitute to perform the same, for instance.

In the case that the Extraordinary Shareholders Meeting No.1/2013 has resolved to disapprove the issuance and sale of Warrants to purchase ordinary shares of the Company No. 4 (BLAND-W4) aforementioned in this Agenda 2, the Company shall not propose Agenda 3 to 7 to the Meeting for consideration and if the Extraordinary Shareholders' Meeting No. 1/2013 of the Company has resolved to approve the issuance and sale of Warrants to purchase ordinary shares of the Company No. 4 (BLAND-W4) in Agenda 2 but disapprove any of the matters proposed in Agenda 3 to 7, the Company would cancel the resolution of Agenda 2 above.

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

### **Agenda 3**

**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, to enable the Company to increase its capital in another amount, the Shareholders should approve the reduction of the registered capital of the Company from Baht 26,671,687,159 to Baht 22,634,073,225 by cancelling 4,037,613,934 authorized but unissued ordinary shares at a par value of Baht 1 each (save for the authorized but unissued ordinary shares amounting 1,991,725,989 shares which have been reserved for exercising of the holders of the Warrants No.3 of the Company (BLAND W-3)).

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

### **Agenda 4**

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

#### **Opinion of the Board**

The Board of Directors has considered the matter and is of opinion that the 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 22,634,073,225 (Twenty Two  
Thousand Six Hundred Thirty Four  
Million Seventy Three Thousand Two  
Hundred Twenty Five Baht)

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

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

## **Agenda 5**

**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 the Shareholders should approve the increase of the Company’s registered capital from Baht 22,634,073,225 to Baht 29,584,073,225 by issuing 6,950,000,000 new ordinary shares at a par value of Baht 1 each.

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

## **Agenda 6**

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

### **Opinion of the Board**

The Board of Directors has considered the matter and is of the opinion that the 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 29,584,073,225 (Twenty Nine Thousand Five Hundred Eighty Four Million Seventy Three Thousand Two Hundred Twenty Five Baht)

Divided into	29,584,073,225 shares(Twenty Nine Thousand Five Hundred Eighty Four Million Seventy Three Thousand Two Hundred Twenty Five shares)
With a par value of	Baht 1 (one Baht) each
Categorized into	

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

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

## **Agenda 7**

### **To consider and approve the allotment of the newly issued shares resulting from the capital increase**

#### **Opinion of the Board**

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the allotment of the newly issued shares totaling 6,950,000,000 shares (at the par value of Baht 1 (one Baht) each) to be reserved for the exercise of the rights of the holders of the Warrants No.4 (BLAND-W4).

Pursuant to the law, this matter requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

## **Agenda 8**

### **Other (if any)**

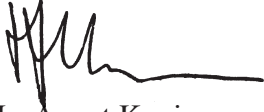
The Record Date to determine the rights of the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2013 and to have the rights to receive Warrants No.4 is fixed on 20 May 2013. The Company will close the share registration book to collect the names of those shareholders in accordance with section 225 of the Securities and Exchange Act on 21 May 2013. It should be noted that the right of the shareholders to receive the Warrant No.4 is uncertain, depending on the approval of the Extraordinary General Meeting of Shareholders No. 1/2013.

You are cordially invited to attend this meeting as per date, time and venue stated above. For the Shareholders who wish to attend the meeting, please bring your identification card, or government official identification card, or driver license to evidence your right to attend the meeting. If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy. In this regard, the Shareholder who wishes to appoint the Chairman of the Company to attend the Meeting and vote on your behalf, please complete and duly execute the proxy in favor of Mr. Anant Kanjanapas, the Chairman of the Company, or Mr. Thumrong Chientachakul, the Chairman of the Audit Committee of the Company (details as attached to this Notice – Enclosure No.4). 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. 1/2013, the 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

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

(Mr. Anant Kanjanapas)  
Chairman of the Board

**List of the Enclosures attached to the Notice of the Extraordinary General Meeting of Shareholders No.1/2013**

	<u><b>Page</b></u>
Enclosure No.1    Copy of Minutes of the 40 <sup>th</sup> Annual General Shareholders' Meeting held on 30 July 2012 (Documentation for consideration of Agenda 1)	7
Enclosure No.2    Indicative Terms of Warrants to Purchase Ordinary Shares of Bangkok Land Public Company Limited No.4 to be allotted to the Existing Shareholders Pro-Rata to their Shareholding (BLAND-W4) (Documentation for consideration of Agenda 2)	18
Enclosure No.3    Capital Increase Report Form (Documentation for consideration of Agenda 5, 6 and 7)	25
Enclosure No.4    Brief CV of the directors who will be proxy for Shareholders Mr. Anant Kanjanapas                      Chairman of the Board Mr. Thumrong Chientachakul           Chairman of the Audit Committee	30
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	32
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.1/2013	37
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Enclosure No. 8    Map of Meeting Venue (Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center, Muang Thong Thani, Chaeng Watthana Road, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province)	45



(Translation by Siam Premier International Law Office Limited)

**Bangkok Land Public Company Limited**  
**Minutes of the 40<sup>th</sup> Annual General Shareholders Meeting**  
**Held at Sapphire Hall 204-205, 2<sup>nd</sup> Floor, Impact Forum, Muang Thong Thani**  
**Chaengwattana Road, Banmai Sub-district,**  
**Pak Kret District, Nonthaburi Province**  
**On 30 July 2012**

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The meeting commenced at 11.00 hours.

Mr. Anant Kanjanapas, Chairman of the Board of Directors (the “Chairman”), chaired the meeting. Mr. Pravate Earnsmut acted as secretary to the meeting (the “Secretary”).

The Secretary stated that there were 440 shareholders present at the meeting with 240 shareholders attending in person and 200 shareholders attending by proxy. These shareholders collectively held 9,682,350,839 shares or 54.4123 percent of the total issued shares of the Company. Therefore, a quorum was formed.

Following the commencement of the meeting, there were shareholders joining the meeting in person or by proxy, and consequently the shareholders attending the meeting in person were 355 shareholders and by proxy were 272 shareholders. Therefore the total number of shareholders attending the meeting was 627, holding altogether 10,078,971,717 shares or 56.6413 percent of the total issued shares of the Company.

The Chairman then announced the meeting opened and asked the Secretary to introduce the directors who attended the meeting and explain the voting process to the Shareholders.

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

- |                               |  |
|-------------------------------|--|
| 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. Watanasak Snitwong     | Director   |
| 6. Mr. Tawin Boonruangkhaio   | Director   |
| 7. Mr. Panya Boonyapiwat      | Independent Director                                 |
| 8. Mr. Thumrong Chientachakul | Independent Director and Chairman of Audit Committee |
| 9. Mr. Siriwat Likitnuruk     | Independent Director and Audit Committee member      |
| 10. Mr. Supavat Saicheua      | Independent Director and Audit Committee member      |

11. Miss Kannikar Vipaturat	Auditor of the Company
12. Mrs. Kulkanist Khamsirivatchara	Legal Advisor to the Company
13. Thailand Securities Depository Co. Ltd.	Shareholder Registration Recorder and Vote Counter

The Secretary explained the voting process to the meeting as summarized below:

In voting, one share equals to one vote. Thus, each shareholder will have the number of votes equal to the number of shares that he/she holds in person or by proxy. A shareholder having a special interest in a matter under any agenda shall not be eligible to vote. However, in respect of an appointment of Directors in Agenda 6, all shareholders are eligible to vote.

In the voting of each agenda, the Chairman will ask the meeting whether there would be any shareholders wishing to object or abstain from voting. If there is neither objection nor abstention, the Chairman will conclude that the shareholders unanimously resolved to approve the matter under such agenda as proposed by the Chairman. Should there be any shareholders who wish to object or abstain from voting, the Chairman will ask these shareholders to cast their votes by checking the relevant box ☒ in the ballot distributed to the shareholders at the time of their registration before commencement of the meeting. As for shareholders who did not object nor abstain from voting, it would be deemed that these shareholders had given approval to the proposed agenda and would not be required to vote by ballot. In determining the result of the votes passed in each agenda, votes of objections and abstentions shall be deducted from the total number of votes attending the meeting or casting votes, as the case may be. Furthermore, for a proxy whose grantor had already specified his/her vote on any agenda in a proxy form (whether it be an approval, objection or abstention), the proxy need not vote by ballot again. In this regard, the Company will count the votes as specified in the proxy form.

The Secretary will inform the meeting of the result of the votes for each agenda. The votes counted in each agenda shall be all votes of the shareholders attending the meeting both in person and by proxy, provided that the Company will count votes from the current number of shares of the shareholders present in such particular agenda.

The Secretary then notified the meeting of the votes required to pass the resolution for each agenda. Agenda 1, 2, 4, 5 and 8 must be passed by majority votes of shareholders present and casting their votes. Agenda 3 is a notification to the shareholders and therefore, no vote was required. Agenda 6 was a matter regarding the election of directors which shall require the majority votes of the shareholders in accordance with the criteria and methods specified in Section 15 of the Articles of Association of the Company. Agenda 7 was to approve the payment of the remuneration of the directors which shall be passed by the votes of more than two-thirds of the total votes of the shareholders presented at the meeting.

The Secretary informed the meeting that any shareholder who wishes to ask or comment during the meeting should give his/her name and surname to the Company for the purpose of minutes recordation.

After the Secretary completed the explanation of the voting process, the Chairman then asked the meeting to consider the matters in accordance with the agenda as follows:

**Agenda 1: To adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2554 held on 9 November 2011**

The Chairman asked the Secretary to explain the details of this Agenda 1 to the meeting.

The Secretary proposed that the meeting consider adopting the minutes of the Extraordinary General Meeting of Shareholders No. 1/2554 held on 9 November 2011 which had been sent to all shareholders along with the invitation notice to this meeting. Said minutes had also been submitted to the Stock Exchange of Thailand within the period prescribed by law.

The meeting, after consideration, unanimously resolved that the minutes of Extraordinary General Meeting of Shareholders No. 1/2554 be adopted as proposed by the Chairman as per the following voting details:

Approval – 9,803,682,139 votes or 100 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection - 0 vote; and

Abstention - 0 vote.

**Agenda 2: To consider and approve the cancellation of agenda no. 5 and 6 of Extra Ordinary Shareholders' meeting held on 9 November 2011 ("EGM")**

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

The Secretary informed the meeting that as a result of EGM No. 1/2554, the Shareholders considered approving the reduction of the paid-up capital of the Company in order to compensate the Company's accumulated loss and the net balance of share premium and share discount on share capital according to agenda no. 5 and approving the amendment of Clause 4 of the Company's Memorandum of Association.

In order to be in compliance with the capital reduction in agenda no.6, the Company has successfully decreased its registered capital by canceling unissued stocks in due to as required by law. However, the Company could not proceed with the paid up capital reduction due to the objection made by certain creditors of the Company. Therefore, it is of necessary that the Shareholders consider and approve the cancellation of the resolutions of the said EGM (Annex 1) on the approvals of the reduction of the paid-

up capital of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the paid-up capital reduction.

Mr. Suebsak Piphobmongkol, a shareholder, asked for the reason why the Company's creditor objected to the capital reduction. The Chairman informed the Meeting that the creditor objecting to the capital reduction did not give a reason for the objection, but simply disagreed with the paid-up capital reduction of the Company.

The Secretary asked the meeting to consider canceling agenda no. 5 and 6 of EGM held on 9 November 2011.

The meeting, after consideration, unanimously resolved that agenda no. 5 and 6 of EGM held on 9 November 2011 be cancelled as per the following voting details:

Approval – 9,958,952,263 votes or 99.9880 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection – 1,188,300 votes or 0.0119 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 9,897,400 votes.

**Agenda 3: To acknowledge the results of operations of the Company for the fiscal year ended 31 March 2012**

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

The Secretary informed the meeting that the result of operations of the Company for the year ended 31 March 2012 were as shown in the Company's Annual Report pages 10-13 which had been sent to the shareholders along with the invitation notice to the meeting.

Thereafter, the Secretary asked the meeting to acknowledge the result of the operation of the Company for the fiscal year ended 31 March 2012.

The meeting acknowledged the result of the operation of the Company for the fiscal year ended 31 March 2012 as proposed.

**Agenda 4: To consider and approve the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended on 31 March 2012, and acknowledge the Report of the Auditor**

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

The Secretary asked the meeting to consider approving the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended 31 March 2012 and to acknowledge the auditor's report as per details set out in pages 42 to 80 of the

Annual Report, which had been sent to the shareholders together with the invitation notice to this meeting. The Secretary briefed the meeting on the non-consolidated Financial Statements and the consolidated Financial Statements of the Company as follows:

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

Total Assets	Baht 39,143,013,488
Total Liabilities	Baht 7,030,406,449
Total Revenue	Baht 3,353,827,430
Net Profit	Baht 745,859,087

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

Total Assets	Baht 33,635,151,347
Total Liabilities	Baht 15,412,113,374
Total Revenue	Baht 323,180,933
Net Profit	Baht 6,590,852,209

Mr. Veerachai Lohavaritanont, a proxy, asked about the matters as follows: (1) How did the reserve for damage from the litigation in the amount of Baht 481 Million indicated in the Statement of Comprehensive Income relate to the Company's litigation; and (2) Why did the Company have a lot of expenses during the last 2-3 years? The Chairman informed the Meeting that the reserve for damages from litigation in the amount of Baht 481 Million was for a civil case brought by a governmental organization for fine and compensation in which the Company's relevant subsidiary was accused of a breach of the agreement to sell and to purchase real estate. The trial court delivered the judgment that the said subsidiary must pay a fine and compensation together with interest. Therefore, the subsidiary booked the reserve for damages from litigation and interest thereof totaling more than Baht 481 Million. Currently, the said subsidiary is in the process of bringing the case to the Court of Appeals. As for the amount of expenses during the last 2-3 years, the amount is deemed as normal.

Mrs. Rojana Patchanee, a shareholder, then asked the Company to clarify the detail regarding "Non-controlling interests" as appeared in the Statement of Financial Position. Mr. Chamras Hongpaisan, the Accounting Manager, informed the Meeting that non-controlling interest is revenue recognition of the Company selling partial shares held in the Impact Exhibition Management Co., Ltd. ("Impact") to a group of persons which is not related to the Company.

Mr. Nathi Suramethakul, a proxy, asked about the following matters: (1) What was the Company's criteria of accounts payable amortization for Statement of Cash Flow; and (2) When will the Company write off the debt of long-term bond which already expired from bad debt account? Mr. Chamras Hongpaisan informed the Meeting that the Company's criteria of accounts payable amortization is that if the Company has the debt outstanding for more than 10 years and the Company's creditor fails to claim his right on said debt, the Company will book said debt as revenue. As for writing off

from bad debt accounts, the Chairman informed that the Company must proceed with such matter according to the regulations prescribed by law.

The Secretary then asked the meeting to consider approving the Balance Sheet and the Profit and Loss Statements for the fiscal year ended 31 March 2012 and to acknowledge the Auditor's Report.

The meeting, after consideration, resolved by a majority vote that the Balance Sheet and the Profits and Loss Statements for the fiscal year ended 31 March 2012 be approved and that the Auditor's Report be acknowledged as proposed in all respects as per the following voting details:

Approval – 9,977,448,913 votes or 100 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection – 0 vote or 0 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention - 0 vote.

**Agenda 5:      To consider and approve the payment of dividend and appropriation of annual net profit from the business operation to a legal reserve for the fiscal year ended 31 March 2012**

The Chairman asked the Secretary to explain to the meeting details of this Agenda 5.

The Secretary informed the meeting that the Board of Directors Meeting No. 3/2555 resolved that the Shareholders should approve the payment of dividend for the fiscal year ended 31 March 2012 at the amount of Baht 0.02 per share to the Shareholders whose name appeared in the share register book of the Company on 5 July 2012 (Record Date). The closing date of the share register to collect the names of the said shareholders pursuant to Section 225 of the Securities and Exchange Act B.E.2535 (as amended) was 6 July 2012. Payment of dividends shall be made to the Shareholders on 14 August 2012. Moreover, the Shareholders should approve the appropriation of profit to legal reserve for the year ended 31 March 2012 (Annex 2).

In this regard, Mr. Chatree Chareonnuang, a shareholder, thanked the Company for the dividend payment to the shareholders and asked whether the shareholders shall receive a tax credit. He also asked about current value of the Company's land. Mr. Chamras Hongpaisan, the Accounting Manager, informed the Meeting that this dividend payment was paid from the net profit of the Company. The shareholders, therefore, shall receive tax credit. As for the current value of the Company's land, the Chairman informed the Meeting that the Company has not apprised of the Company's assets yet, so such current value of the Company's land cannot be determined/identified.

Mr. Pimol Ajanaporn, a shareholder, asked as follows: (1) What was the reason why the Chairman gradually purchased and collected more Company shares; (2) At

present, the Company held Impact's shares at the proportion of 55%, did the Company have a plan to purchase all remaining shares of Impact; (3) Did the Company still intend to list Impact's shares in the Stock Exchange of Thailand; and (4) Will the Company have Impact Project Phase II. The Chairman explained to the Meeting as follows: (1) He (the Chairman) purchased more shares of the Company because he had faith in the Company and consistently informed the Shareholders in the Shareholder's Meeting that he always believed in the Company's potential; (2) The Company currently has no plan to purchase any more of Impact's shares; (3) The Company currently has no intention to list Impact's shares on the Stock Exchange of Thailand because the Company does not require any funding at the moment; and (4) At present, the Company has no plan to proceed with an Impact Project Phase 2 as it is better to wait until the financial status of the Company becomes more stable.

The Secretary then asked the meeting to consider approving the payment of dividend and appropriation of net profits derived from the operations of the fiscal year ended 31 March 2012 as a legal reserve.

After consideration, the meeting resolved by majority vote that the payment of dividend to the shareholders and appropriation of net profits derived from business operations of the fiscal year ended 31 March 2012 as a legal reserve be approved as proposed in all respects as the following voting details:

Approval – 10,057,198,695 votes or 100 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection – 0 vote or 0 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention - 0 vote.

**Agenda 6:      To consider the election of directors in place of those directors whose term is expired by rotation**

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

The Secretary informed the meeting that by law and the Articles of Association of the Company, one-third of the total number of directors who have been in the director position at the longest term shall retire by rotation. At this meeting, there were four directors who will retire by rotation, namely:

- |                             |                      |
|-----------------------------|----------------------|
| 1. Mr. Burin Wongsanguan    | Director             |
| 2. Mr. Watanasak Snitwong   | Director             |
| 3. Mr. Shui pang Kanjanapas | Executive Director   |
| 4. Mr. Siriwat Likitnuruk   | Independent Director |



The Board of Directors' meeting no. 3/2555 had passed a resolution to propose to the shareholders meeting to re-elect all directors who have retired by rotation to be the directors of the Company for another term. The brief CVs of those directors had already been sent to the shareholders along with the invitation notice to this meeting.

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

The meeting, after consideration, passed a resolution by majority vote of the shareholders attending the meeting and casting their votes as specified in Section 15 of the Articles of Association of the Company that all of the four persons be re-appointed to be the directors of the Company for another term as per the following voting details;

**(1) Mr. Burin Wongsanguan:**

Approval: 10,056,967,482 votes or 99.9676 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection: 1,250,000 votes or 0.0124 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 2,001,000 votes.

**(2) Mr. Watanasak Snitwong:**

Approval: 10,056,967,482 votes or 99.9676 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection: 1,250,000 votes or 0.0124 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 2,001,000 votes.

**(3) Mr. Shui pang Kanjanapas:**

Approval: 10,056,967,482 votes or 99.9676 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection: 1,250,000 votes or 0.0124 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 2,001,000 votes.



**(4) Mr. Siritwat Likitnuruks:**

Approval: 10,056,967,482 votes or 99.9676 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection: 1,250,000 votes or 0.0124 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 2,001,000 votes.

**Agenda 7: To consider and approve the payment of directors' remuneration for the fiscal year ended 31 March 2013**

The Chairman asked the Secretary to explain to the meeting the details in relation to the payment of remuneration to the directors for performance of the fiscal year ended 31 March 2013.

The Secretary asked the shareholders to consider approving payment of the remuneration to the directors for their performance for the fiscal year ended 31 March 2013 in the amount of Baht 6,270,000. He further asked the meeting to authorize the Board of Directors or persons entrusted by the Board to have the power to allocate the said amount to each director as they deemed appropriate.

The meeting, after consideration, resolved votes of more than two-thirds of the total votes of the shareholders attending the meeting that payment of remuneration for the directors for their performance during the fiscal year ended 31 March 2013 totaling Baht 6,270,000 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 they deemed appropriate as proposed in all respects with the following voting details:

Approval – 10,060,164,482 votes or 99.9995 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection – 0 vote or 0 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 50,000 votes or 0.0004 percent of the total votes of the shareholders attending the meeting and casting their votes.

**Agenda 8: To consider and approve the appointment and remuneration of the Company's auditor for the fiscal year ending 31 March 2013**

The Chairman asked the Secretary to explain to the meeting the details in relation to the appointment of the auditor and the fixing of the auditor's remuneration for the year ended 31 March 2013.

The Secretary asked the meeting to consider appointing the auditors for the fiscal year ended 31 March 2013 and fixing the remuneration for said auditors. The Secretary proposed 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 fiscal year ended 31 March 2013 with the authority to examine and express opinion on the Financial Statements of the Company including the consolidated Financial Statements. In the event that the said auditors cannot perform their duties, Karin Audit 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 auditor's remuneration for the fiscal year ended 31 March 2012, which includes the fees for examination of the consolidated Financial Statements and the reviewing of the quarterly Financial Statements of the Company and its subsidiaries are fixed at Baht 5,330,000 in total. The auditor's fee for the Company itself was Baht 1,210,000.

The Secretary then asked the meeting to consider approving the appointment of the auditors and the fixing of the auditor's remuneration for the fiscal year ended 31 March 2013.

The meeting, after consideration, unanimously resolved that the appointment of the auditors and the fixing of the auditor's remuneration for the fiscal year ended 31 March 2013 as proposed be approved in all respects with the following voting details:

Approval – 10,060,168,682 votes or 100 percent of the total votes of the shareholders attending the meeting and casting their votes;

Objection – 0 vote or 0 percent of the total votes of the shareholders attending the meeting and casting their votes; and

Abstention – 50,000 votes.

**Agenda 9:      Other business (if any)**

Mr. Chatree Chareonnuaug, a shareholder, suggested that the Company provides the signboard showing the venue of the Meeting. The Chairman thanked him and accepted to follow the shareholder's suggestion in next Meeting.

Mr. Thongin Sangnjam, a shareholder, asked about the news that the Company was being sued for damages, approximate more than Baht 100 Million. The Chairman informed the Meeting that the Company has already reserved funds for this loss. Hence, the outcome of the case shall not affect any operations of the Company.

Mr. Suebsak Piphobmongkol, a shareholder, inquired about the possibility of have the skytrain or subway connected to Mueng Thong Thani. The Chairman informed the Meeting that the government has a plan to construct the pink line skytrain close to Mueng Thong Thani. However, such information is not certain and to be followed up with the government's policies further.

Mr. Thitiphong Saphonudomporn, a shareholder, inquired the Meeting as follows: (1) How has the Company addressed preventive measures towards flooding; and (2) In which level does the Company acquire insurance covering flooding? The Chairman informed the Meeting that: (1) the Company implements preventive measures at the highest level, for instance, the Company ordered water pumps from Sweden to pump water out to the Chao Praya River, and (2) the Company has assigned each sector to be appropriately responsible for the insurance.

Mr. Sangiam Siripanichsuta, a shareholder, inquired the Meeting regarding the revenue from Impact's rental whether it will reach 60% or not (every year in the past is approximately 40%). The Chairman informed the Meeting that due to the flood last year, the revenue from Impact's rental was significantly decreased. It is expected that such revenue will climb this year. Moreover, the Company hopes that Impact will be a center for conventions and exhibitions in Asia.

Mr. Sangiam Siripanichsuta, a shareholder, further asked about the images of projects shown in the Annual Report whether those projects are still under development or already complete. Mr. Suihung Karnjanapas, the Executive Director, informed the Meeting that some projects are complete such as the image of the Bee Hive which is in the process of being launched. Other images are still under development such as the Ibis Hotel, which is the 3-star hotel being under consideration and expected to be constructed and completed in 2013 and 2014, respectively.

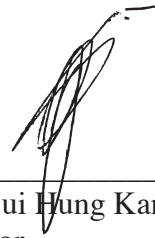
Mr. Hungchai Akawatsakul, a shareholder and proxy, gave a compliment to the Company on holding this Shareholders' Meeting i.e. the Shareholders' welcoming, the souvenir distribution, as well as the food reception. Additionally, he is proud to be a Company shareholder and further suggested the Company to consider appointing 3 auditors and restricting the auditor's remuneration at a fixed rate. The Chairman was thankful for the compliment and took the suggestions for consideration.

No other questions were raised. The Chairman thanked the shareholders for attending the Meeting. He then declared the Meeting closed.

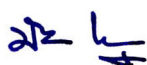
The Meeting was adjourned at 12.00 hours



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



(Mr. Sui Hung Kanjanapas)  
Director



(Mr. Pravate Earmsmuth)  
Secretary to the Meeting

**Enclosure No.2: Indicative Terms of Warrants to Purchase Ordinary Shares of Bangkok Land Public Company Limited No.4 to be issued and offered to the Existing Shareholders Pro-Rata to their Shareholding (BLAND-W4) and Effects on the Shareholders resulting from the Issuance of BLAND-W4**

<b>Issuer</b>	Bangkok Land Public Company Limited (“ <b>BLAND</b> ” or the “ <b>Company</b> ”)
<b>Name of Warrants</b>	Warrants to purchase ordinary shares of Bangkok Land Public Company Limited No. 4 (the “ <b>Warrants No.4</b> ” or “ <b>BLAND-W4</b> ”)
<b>Type of Warrant</b>	In named certificate and transferable
<b>Address of Issuer</b>	New Geneva Industry Condominium, 10 <sup>th</sup> Floor, 47/569-576 Moo 3, Popular 3 Road, Banmai Sub-District, Pak Kret District, Nonthaburi Province 11120
<b>Issuance Amount</b>	Not exceeding 6,950,000,000 units  The issuance of the aforesaid Warrants will be made after the Warrants No. 2 of the Company (BLAND-W2) expires (i.e. after 2 May 2013) and after the Extraordinary General Meeting of Shareholders No.1/2013 approves the issuance of the Warrants.
<b>No. of Ordinary Shares Reserved for the Exercise of the Warrants</b>	Not exceeding 6,950,000,000 shares (at a par value of Baht 1 each) which shall not exceed 33.67 % of the total paid-up shares of the Company of 20,642,347,236 shares (at a par value of Baht 1 each) as of 13 May 2013.  The number of the above shares reserved for the exercise of the Warrants No. 4 when added to the number of shares reserved for the exercise of the Warrants No.3 (BLAND-W3) is equal to 43.32 % of the total issued shares of the Company.
<b>Offering Method</b>	Allocating and offering to the existing shareholders of the Company pro-rata to their shareholding. The shareholders who are entitled to receive the Warrants No.4 shall be the shareholders whose names appear in the shareholders register book on the Record Date (i.e. 20 May 2013) whereby the Company shall close its share register book to collect the names of the shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 on 21 May 2013. The offering ratio will be calculated from the number of total issued shares of the Company on 20 May 2013 (Record Date) divided by the number of the Warrants to be actually issued (any fraction from calculation is disregarded).  The Company will allocate and offer to existing shareholders of the Company at the offering ratio of 2.97 existing ordinary shares to 1 unit of the Warrant.  Holders of the Warrants No.4 who wish to exercise the right to purchase the Company’s shares do not need to be shareholders of the Company.
<b>Offering Price</b>	Baht-0- (Nil)
<b>Tenor of the Warrants</b>	5 years from the Warrants issuance and offering date

<b>Warrants No.4 Issuance and offering Date</b>	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 No.4 issuance and offering date after obtaining approval from the EGM No.1/2013.
<b>Exercise Ratio</b>	1 unit of BLAND-W4 for 1 ordinary share, unless the exercise ratio is adjusted under the conditions of rights adjustment.
<b>Exercise Price</b>	Baht 2.0 per share, save for the adjustment of the exercise price  In case of adjustment of the exercise price, the new exercise price of the Warrants No.4 after such adjustment shall, in any event, not be less than the share par value of the Company.
<b>Exercise Period</b>	The Warrants exercise dates are the last business day of March, June, September and December of each calendar year throughout the tenor of the Warrants No.4 and the 5 <sup>th</sup> anniversary of the issuance and offering date of the Warrants No.4
<b>The First Exercise Date</b>	The last business day of September 2013
<b>The Last Exercise Date</b>	The last exercise date shall be on the 5 <sup>th</sup> anniversary of the issuance and offering date of the Warrants No.4. 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.4.
<b>Period for Notification of Intention to Exercise the Warrants</b>	Holders of the Warrants No.4 who wish to exercise their rights under the Warrants No.4 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, the holders of the Warrants No.4 shall notify their intention to exercise their rights under the Warrants No.4 of not less than 15 days prior to the last exercise date.
<b>Irrevocability of Notification of Intention to Exercise the Warrants</b>	Once the notification of intention to exercise the right under the Warrants No.4 is served, holders of the Warrants shall not be allowed to revoke such intention.
<b>Offering Period</b>	The Warrants No.4 shall be offered to shareholders within 1 year from the date on which the meeting of shareholders approves the issuance and offering of the Warrants No.4. 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.
<b>Warrants Registrar</b>	The Thailand Securities Depository Co., Ltd. (TSD)
<b>Secondary Market of the Warrants</b>	The Company shall apply for a listing of the Warrants No.4 on the Stock Exchange of Thailand (SET).
<b>Secondary Market of Newly Issued Ordinary Shares</b>	The newly issued ordinary shares from the exercise of right under the Warrants No.4 shall be listed on the Stock Exchange of Thailand (SET).

<b>Rights and Other Interests</b>	The newly issued ordinary shares pursuant to the exercise of the Warrants No.4 shall have the same rights and status as all other ordinary shares of BLAND previously issued in all aspects.
<b>Conditions concerning the Adjustment of the Exercise Ratio and Exercise Price</b>	<p>BLAND shall adjust the exercise price and exercise ratio to ensure the benefits of the holders of the Warrants No.4 are not less favorable in the case when any of the followings events occurs:</p> <ol style="list-style-type: none"> <li>1. The Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares;</li> <li>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;</li> <li>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/exchanged 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;</li> <li>4. The Company makes all or partial dividend payment by way of issuing new ordinary shares to shareholders;</li> <li>5. The Company pays cash dividend that exceeds 90% of total net profit after taxes for any operating year during the tenor of the Warrants No.4; and</li> <li>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.4.</li> </ol> <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>
<b>Reasons to Increase New Ordinary Shares for Adjustment of Exercise Rights</b>	To accommodate changes of exercise price and exercise ratio on events of warrant rights adjustment under the terms and conditions of the Warrants No.4. 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.

<b>Other Conditions</b>	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.4 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.4 including issuing, offering and listing the ordinary shares from the exercise of the Warrants No.4 on the Stock Exchange of Thailand (SET).
<b>Dilution Effects</b>	See the following pages for details.

## Dilution Effects

As the Warrants No.4 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.4 issuance. However, if all persons who exercise the Warrants No.3 and the Warrants No.4 are not existing shareholders, the dilution effects will be as follows:

### 1. Control Dilution and the proportion of exercising right to vote

$$\text{Control Dilution} = (Q_w + Q_s) / (Q_w + Q_s + Q_0)$$

In this regard,

$Q_0$  = Total paid-up shares which are 20,642,347,236 shares (at a par value of Baht 1.00 each) as of the date of 13 May 2013

$Q_w$  = Total ordinary shares reserved for the exercise of the Warrants No.4 which are 6,950,000,000 shares (at a par value of Baht 1 each)

$Q_s$  = Total ordinary shares reserved for the exercise of the Warrants No.3 which are 1,991,725,989 shares (at a par value of Baht 1 each)

Thus,

$$\begin{aligned} \text{Control Dilution} &= (Q_w + Q_s) / (Q_w + Q_s + Q_0) \\ &= \frac{(6,950,000,000 + 1,991,725,989)}{(6,950,000,000 + 1,991,725,989 + 20,642,347,236)} \\ &= 30.22 \% \end{aligned}$$

Existing shareholders will not be affected by the control dilution and the proportion of exercising right to vote at the date of issuance and offering of the Warrants which are offered to them pro rata to their shareholding. **Nevertheless, if all persons who exercise the Warrants (for BLAND-W3 and BLAND-W4) are not existing shareholders, the control dilution shall be 30.22 %.**



## 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 purposes, the net profit for the Year 2011/2012 ending 31 March 2012 of Baht 754,859,087 and that for the first nine months of the Year 2012/2013 ending 31 December 2012 of Baht 1,637,215,000 will be used.

Thus,

In case the net profit for the Year 2011/2012 ending 31 March 2012 of Baht 754,859,087 is used	In case the net profit for the first nine months of the Year 2012/2013 ending 31 December 2012 of Baht 1,637,215,000 million is used
$\begin{aligned} \text{EPS}_0 &= \text{Net Profit} / Q_0 \\ &= 754,859,087 / 20,642,347,236 \\ &= \text{Baht } 0.03656 \text{ per share} \end{aligned}$	$\begin{aligned} \text{EPS}_0 &= \text{Net Profit} / Q_0 \\ &= 1,637,215,000 / 20,642,347,236 \\ &= \text{Baht } 0.07931 \text{ per share} \end{aligned}$
$\begin{aligned} \text{EPS}_{\text{New}} &= \text{Net Profit} / (Q_0 + Q_W + Q_S) \\ &= \frac{754,859,087}{(6,950,000,000 + 1,991,725,989 + 20,642,347,236)} \\ &= \text{Baht } 0.02551 \text{ per share} \end{aligned}$	$\begin{aligned} \text{EPS}_{\text{New}} &= \text{Net Profit} / (Q_0 + Q_W + Q_S) \\ &= \frac{1,637,215,000}{(6,950,000,000 + 1,991,725,989 + 20,642,347,236)} \\ &= \text{Baht } 0.05534 \text{ per share} \end{aligned}$
$\begin{aligned} \text{Earnings Dilution} &= (\text{EPS}_0 - \text{EPS}_{\text{New}}) / \text{EPS}_0 \\ &= (0.03656 - 0.02551) / 0.03656 \\ &= 30.22 \% \end{aligned}$	$\begin{aligned} \text{Earnings Dilution} &= (\text{EPS}_0 - \text{EPS}_{\text{New}}) / \text{EPS}_0 \\ &= (0.07931 - 0.05534) / 0.07931 \\ &= 30.22 \% \end{aligned}$

Existing shareholders will not be affected by earnings dilution at the date of issuance and offering of the Warrants which are offered to them pro rata to their shareholding. **Nevertheless, if all persons who exercise the Warrants (BLAND-W3 and BLAND-W4) are not existing shareholders, the earnings dilution shall be 30.22 %.**

### 3. Price Dilution

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

In this regard,

$$\begin{aligned} \text{The Market Price before the Warrants Offering} &= \text{THB 1.86 per share which is equal to the average closing price of BLAND shares traded on the Stock Exchange of Thailand (SET) for 7 consecutive business days prior to the date of BOD Meeting No. 5/2013 held on 18 April 2013 in which the Board of Directors reached a resolution (4-17 April 2013)} \end{aligned}$$

The Market Price after the Warrants Offering

$$\begin{aligned} \text{The Market Price after the Warrants Offering} &= [(\text{Market Price before Warrants No.4 Offering} \times \text{Number of Paid-up Shares}) + (\text{Exercise Price under the Warrants No.4} \times \text{Number of Shares Reserved for Exercising of the Warrants No.4}) + (\text{Current Exercise Price under the Warrants No.3} \times \text{Number of Shares Reserved for Exercising of the Warrants No.3})] / (\text{Number of Paid-up Shares} + \text{Number of Shares Reserved for Exercising of the Warrants No.4} + \text{Number of Shares Reserved for Exercising of the Warrants No.3}) \end{aligned}$$

In this regard,

Market Price before Warrants Offering	= Baht 1.86/share
Number of Paid-up Shares	= 20,642,347,236 shares
Exercise Price under the Warrants No.4	= Baht 2.0
Number of Shares Reserved for Exercising of the Warrants No.4	= 6,950,000,000 shares
Current Exercise Price under the Warrants No.3	= Baht 1.50
Number of Shares Reserved for Exercising of the Warrants No.3	= 1,991,725,989 shares

Therefore, the market price after offering

$$\begin{aligned} &= \frac{(1.86 \times 20,642,347,236) + (2.0 \times 6,950,000,000) + (1.50 \times 1,991,725,989)}{(20,642,347,236 + 6,950,000,000 + 1,991,725,989)} \\ &= \text{THB 1.87 per share} \end{aligned}$$

$$\begin{aligned} \text{Price Dilution} &= (1.86 - 1.87) / 1.86 \\ &= -0.54\% \end{aligned}$$

*There is no price dilution for the issuance and offering of the Warrants No.4 (BLAND-W4) as the exercise price of Baht 2.0 per share is higher than the Company's market share price of Baht 1.86 per share. (Market share price is determined by using the average closing share price of the Company for a period of 7 business days prior to the date of the Board of Directors meeting or during 4 to 17 April 2013.*

(F 53-4)

**Capital Increase Report Form**  
**Bangkok Land Public Company Limited**  
**14 May 2013**

As Bangkok Land Public Company Limited (the "Company") has notified the resolution of the Board of Directors' Meeting No. 5/2556 via the information system of the Stock Exchange of Thailand on 18 April 2013 which the Board of Directors' Meeting has resolved to approve the Company to issue and offer Warrants to purchase ordinary shares of the Company No.4 ("Warrants No.4" or "BLAND-W4"), the approval is made to the Company to reduce the registered capital, increase the registered capital, amend the Memorandum of Association to be in line with capital reduction / capital increase, increase ordinary shares allocation, and convening the Extraordinary General Meeting of Shareholders No. 1/2556. In this regard, the amount of registered capital to be reduced, the number of ordinary shares to be cancelled, including the number of shares / registered capital after capital reduction and capital increase have been specified on the hypothesis that there is no holder of Warrants to Purchase Ordinary Shares of the Company No.2 ("Warrants No.2" or "BLAND-W2") exercising the right to purchase ordinary shares on the last exercise date(2 May 2013) as previously acknowledged.

Due to the fact that the Warrants No.2 (BLAND-W2) holders have exercised the rights to purchase ordinary shares of the Company on the last exercise date (2 May 2013) in a total of 2,629,378,748 shares, the Company is required to amend the figure regarding capital reduction / capital increase and increase ordinary shares allocation as follows:

**1. Capital Increase**

To increase the Company's registered capital from Baht 22,634,073,225 to Baht 29,584,073,225 by issuing 6,950,000,000 ordinary shares with a par value of Baht 1 per share, totaling Baht 6,950,000,000. (Please see the details in Remark 1)

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	6,950,000,000	1.00	6,950,000,000
	Preferred	.....	.....	.....
<input type="checkbox"/> General mandate	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....

**2. Allotment of New Shares**

The Board of Directors' Meeting passed a resolution approving the allotment of 6,950,000,000 ordinary shares with a par value of Baht 1 per share, totaling Baht 6,950,000,000 to be reserved for the exercise of rights to purchase ordinary shares of the Company by holders of the Warrants No. 4 of the Company which will be

offered to the existing shareholders pro rata to their shareholding (BLAND-W4). Allotment details are summarized as follows:

## 2.1 Details of allotment

Allotted to	No. of shares (share)	Ratio (Old: New)	Offering price (Baht)	Subscription and payment period	Remarks
Reserved for the exercise of the Warrants No. 4 issued to the existing shareholders	6,950,000,000	Estimating 2.97existing shares: 1 unit of the Warrants No. 4.	The offering price of the Warrants: Baht 0. The Exercise Price of the Warrants:Baht 2.0	The exercise of the rights of the holders of the Warrants No. 4 to purchase ordinary shares of the Company will be in accordance with the terms and conditions of the Warrants No. 4. Details of the said terms and conditions shall be determined and fixed later. The exercise dates of the Warrants No. 4 are the last business day of March, June, September and December of eachcalendar year throughout the tenor of the Warrants No. 4.	Please consider details in the Indicative Terms of BLAND-W4 (Enclosure 1)

**Remark 1:** The figure regarding capital reduction and capital increase must be amended as follows:

- To reduce the registered capital of the Company from Baht 26,671,687,159to Baht 22,634,073,225by cancelling 4,037,613,934authorized but unissued ordinary shares at a par value of Baht 1 each (save for the authorized but unissued ordinary shares amounting to1,991,725,989 shares which have been reserved for exercising of the holders of the Warrants No.3 (BLAND W-3)).

- To increase of the registered capital of the Company from Baht 22,634,073,225 to Baht 29,584,073,225 by issuance of 6,950,000,000 new ordinary shares at a par value of Baht 1 each.

## **2.2 Company Procedure in Case of a Fraction of Shares Remaining**

Any fraction from calculation of the rights of the shareholders to receive the Warrant No. 4 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 Warrant No. 4 and the result thereof create any fraction of shares, said fraction of shares shall be disregarded.

## **2.3 Excess of Share Allotment**

As at 14 May 2013 the Company has 4,037,613,934 un-allotted shares at a par value of Baht 1 each, totaling Baht 4,037,613,934 (save for the unissued shares amounting to 1,991,725,989 shares which have been reserved for exercise of the holders of the Warrants No.3 (BLAND W-3)). The Company is required to reduce the total amount of its registered capital prior to increasing registered capital for the purpose of reservation for exercising rights under the Warrants No.4 (BLAND W-4) which will be issued and offered at this time.

## **3. Schedule of Shareholders' Meeting to Approve the Capital Increase and Share Allotment**

The Extraordinary General Meeting of Shareholders No. 1/2556 will be held on 11 June 2013, at 11.00 a.m., at Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center, Muang Thong Thani, Chaengwattana Road, Bannmai Sub-district, Pakkred District, Nonthaburi Province. The date for determining the list of shareholders who have the right to attend this meeting and the right to receive the Warrants No. 4 (Record Date) shall be on 20 May 2013 and the Company's share register book closing date for collecting names of the Shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) shall be on 21 May 2013.

## **4. Approval of the Capital Increase/Share Allotment by Relevant Governmental Agency and Conditions Thereto**

- 4.1 Approval of the Extraordinary General Meeting of the Shareholders No. 1/2556 on the reduction of capital, increase of capital and other related matters.
- 4.2 Registration of the capital reduction, capital increase and other related matters with the Department of Business Development, Ministry of Commerce.
- 4.3 Approvals from the Stock Exchange of Thailand to list the Warrant No. 4 and the ordinary shares from the exercise of the rights under the Warrant No. 4 on the Stock Exchange of Thailand.

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 No.4 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. Objectives of the Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase**

- 5.1 To reserve for the exercise of the rights of the holders of the Warrant No. 4.
- 5.2 To use as a working capital of the Company and/or for the expansion of the business of the Company, including for additional investment and development of Real Estate Project of the Company, such as Town House and Single Home Project on the land of the Company at Srinakarin Road and Real Estate and Land Development Project on lake side in Muang Thong Thani

**6. Benefits which the Company and Shareholders will Receive from the 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 Shareholder will Receive from the Capital Increase and 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 Capital Increase and 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**

No.	Procedure	Date
1.	The date of the Board of Directors' meeting to approve the increase of capital, the allocation of newly issued ordinary shares and related matters	18 April 2013
2.	The date to determine name of shareholders who have the right to attend the Extraordinary General Shareholders' Meeting and to receive the Warrant No.4(Record date)	20 May 2013
3.	The date of closing of share register book to collect a list of shareholders to attend the Extraordinary General Shareholders' Meeting under Section 225 of the	21May 2013

No.	Procedure	Date
	Securities and Exchange Act B.E. 2535	
4.	The date of the Extraordinary General Shareholders' Meeting No. 1/2556	11 June 2013
5.	The date of the registration of capital reduction and capital increase and other related matters at the Department of Business Development, Ministry of Commerce	Within 14 days after the date of the Extraordinary General Shareholders' Meeting No. 1/2556 having resolved to approve capital reduction and capital increase

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

Signed .....  
 (Mr. Anant Kanjanapas)  
 Chairman

(the authorized director who signs to bind the Company together with the Company's seal affixed)

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



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

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

<b>Age</b>	72 years
<b>Nationality</b>	Thai
<b>Address</b>	28 Soi Sukjai, Phra Khanong, Klong Toei, Bangkok
<b>Number of shares held</b>	3,797,090,060 shares (as of 17 May 2013) 18.39% of total issued shares of the Company
<b>Education</b>	Bangkok Christian College Zuoz College, Switzerland Doctorate(honorary) of Education, Ramkhamhaeng University

**Current Position**

Chairman and Chief Executive Officer	- Bangkok Land Public Company Limited
Chairman and Managing Director	- Bangkok Airport Industry 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.

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

19 years 7 months (Since 18 October 1993)

**Conflict of Interest** Nil



**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**

**Age** 55 years  
**Nationality** Thai  
**Address** 501/126 Sathupradit Road, Chongnondsee, Yannawa, Bangkok 10120  
E-mail: [thumrongc@hotmail.com](mailto:thumrongc@hotmail.com)  
**Number of shares held** None (as of 17 May 2013)

**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**

2010-2011 Audit Committee – Asia Green Energy Public Company Limited  
2009-2011 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 - Thai Factory Development Public Company Limited  
President - Absolute Advisory Company Limited

**Training Course from Thai Institute of Director**

Director Accreditation Program (DAP) Class 68/2551

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

3 year and 3 months (Since 27 January 2010)

**Conflict of Interest** Nil

(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.1/2013**

***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 CV of directors proposed by the Company to be appointed as proxies by shareholders are attached in Enclosure No. 4. Shareholders cannot split their votes among different proxies in the Meeting.

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

***Registration Procedure***

Registration for participation in the Extraordinary General Meeting of Shareholders No.1/2013 will start at 10.00 a.m. onwards, at Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center, Muang Thong Thani, Chaengwattana Road, Ban Mai Sub-district, Pakkret District, Nonthaburi Province. The Company has attached the Map of meeting venue for the Extraordinary General Meeting of Shareholders No. 1/2013 together with this invitation letter (Enclosure No. 8).

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

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

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

**1.1 Attendance in person:**

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

ปิดอากรแสตมป์ 20 บาท

Affixed Stamp Duty Baht 20

เลขทะเบียนผู้ถือหุ้น.....

Shareholders register no.

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ.....

Date Month Year

- (1) ข้าพเจ้า ..... อายุ ..... ปี บัตรประจำตัวประชาชนเลขที่.....  
 I/We Age years 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 72 ปี บัตรประจำตัวประชาชนเลขที่ 3-1013-00343-52-8 อยู่บ้านเลขที่ 28 ซอยสุขใจ  
 แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร ซึ่งเป็นประธานกรรมการของบริษัท หรือ  
 Mr. Anant Kanjanapas Age 72 years I.D. Card No. 3-1013-00343-52-8 Residing at 28 Soi Sukjai, Phra Khanong,  
 Khlong Toei, Bangkok who is the Chairman of the Company or

- ☐ นายธรรณกร ชัยเรตชากุล อายุ 55 ปี บัตรประจำตัวประชาชนเลขที่ 3-1012-02095-29-5 อยู่บ้านเลขที่ 501/126 ถนนสาธุ-  
 ประดิษฐ์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งเป็นประธานกรรมการตรวจสอบของบริษัท  
 Mr. Thumrong Chientachakul Age 55 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2556 ในวันที่ 11 มิถุนายน 2556 เวลา 11.00 น. ณ ห้องฟีนิกซ์ บอลรูม 1-6 ล็อบบี้ อาคาร 6-8 ศูนย์แสดงสินค้า อิมแพ็คเมืองทองธานี จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote at the Extraordinary General Shareholders Meeting No. 1/2013 to be held on 11 June 2013 at 11.00 a.m. at Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center, Muang Thong Thani, Chaeng Watthana Road, Ban Mai Sub-district, Pak Kret District, 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 40 ซึ่งประชุมเมื่อวันที่ 30 กรกฎาคม 2555

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 2 เรื่อง พิจารณานุมัติให้บริษัทออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 4 (BLAND-W4) ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น ในจำนวนไม่เกิน 6,950,000,000 หน่วย

Agenda Item 2 Subject To consider and approve the issuance and sale of Warrants to purchase ordinary shares of the Company No. 4 (BLAND-

W4) in the amount of not exceeding 6,950,000,000 units to the existing shareholders pro rata to their shareholding

☐ (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 3 เรื่อง พิจารณานุมัติให้ลดทุนจดทะเบียนของบริษัท

Agenda Item 3 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 4 เรื่อง พิจารณานุมัติให้แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัทให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda Item 4 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 5 เรื่อง พิจารณานุมัติให้เพิ่มทุนจดทะเบียนของบริษัท

Agenda Item 5 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

☐ วาระที่ 6 เรื่อง พิจารณานุมัติให้แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. ให้สอดคล้องกับมติการเพิ่มทุนจดทะเบียน

Agenda Item 6 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 7 เรื่อง พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุนเพื่อรองรับการใช้สิทธิของผู้ถือใบสำคัญแสดงสิทธิ ครั้งที่ 4

Agenda Item 7 Subject To consider and approve the allotment of the 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือลง มติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

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

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

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

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

- หมายเหตุ :
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
  2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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. 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) ในการประชุมสามัญผู้ถือหุ้น ครั้งที่1/2556 ในวันที่ 11 มิถุนายน 2556 เวลา 11.00 น. ณ ห้องฟีนิกซ์ บอลรูม 1-6 ล็อบบี้ อาคาร 6-8 ศูนย์แสดงสินค้า อิมแพ็คเมืองทองธานี 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.1/2013 to be held on 11 June 2013 at 11.00 a.m. at Phoenix Ballroom 1-6, Lobby Hall 6-8 of IMPACT Exhibition Center, Muang Thong Thani, Chaeng Watthana Road, Ban Mai Sub-district, Pak Kret District, 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 ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ ..... เรื่อง .....  
Agenda Item Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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Approve Disapprove Abstain

วาระที่ ..... เรื่อง .....  
Agenda Item Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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Approve Disapprove Abstain

วาระที่ ..... เรื่อง .....  
Agenda Item Subject

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain



**Map of Meeting Venue for the Extraordinary General Meeting of Shareholders No.1/2013**



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

