



## BANGKOK LAND PUBLIC COMPANY LIMITED

Annual General Meeting of Shareholders No.54

Via electronic means (E-AGM)

On 16 July 2026 at 02.00 p.m.

Registration will start at 12.00 p.m.





1 July 2026

Subject: Invitation to the 54<sup>th</sup> Annual General Meeting of Shareholders  
Attention: Shareholders of the Company

The Board of Directors' Meeting of Bangkok Land Public Company Limited ("the Company") has passed a resolution to convene the 54<sup>th</sup> Annual General Meeting of Shareholders on 16 July 2026 at 02.00 p.m. via electronic means (E-AGM) to consider the following agendas:-

**Agenda 1** To adopt the minutes of the 53<sup>rd</sup> Annual General Meeting of Shareholders held on 16 July 2025

**Objective and Reason** In respect to the Public Limited Companies Act B.E.2535 (as amended) and the regulations of the Stock Exchange of Thailand, public limited companies shall submit a copy of the minutes of the Annual General Meeting of Shareholders to the Stock Exchange of Thailand and Ministry of Commerce within the period as specified by the law. The Company already prepared the minutes of the 53<sup>rd</sup> Annual General Meeting of Shareholders and submitted the same to the Stock Exchange of Thailand and Ministry of Commerce as well as posting such minutes on the Company's website.

**Opinion of the Board** The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to adopt the said minutes as attached to this invitation letter (Annex 2).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies attending and casting votes at the meeting.

**Agenda 2** To acknowledge the report on the Company's operation results for the fiscal year ended 31 March 2026

**Objective and Reason** The summary of the Company's performance and major changes during the previous fiscal year was disclosed in the Annual Registration Statements / Annual Report (Form 56-1 One Report) for the fiscal year ended 31 March 2026 of the Company. This is in compliance with Article 34(1) of the Company's Articles of Association which requires the Board of Directors to report the operating results of the Company to the shareholders' meeting.

**Opinion of the Board** The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to acknowledge the report of the Company's operation results for the fiscal year ended 31 March 2026. The details are as appeared in the Annual Registration Statements / Annual Report (Form 56-1 One Report) of the Company which is provided in the form of QR Code (Annex 1).

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

**Agenda 3** To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2026, and acknowledge the Report of the Auditor

**Objective and Reason** In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 36 of the Company's Articles of Association which requires the shareholders' meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income as well as to inform the shareholders of the auditor's report on the performance of the Company in the previous year, the Company has prepared the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 March 2026, which were audited by the Company's certified auditor, reviewed by the Audit Committee and approved by the Board of Directors.

BANGKOK LAND PUBLIC COMPANY LIMITED

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**Opinion of the Board** The Board of Directors has considered the matter and deemed it appropriate to propose to the shareholders' meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31 March 2026 which was audited by the certified auditor, reviewed by the Audit Committee and approved by the Company's Board of Directors. The details are as appeared in the Annual Registration Statements/Annual Report (Form 56-1 One Report) of the Company which is provided in the form of QR Code as attached hereto (Annex 1).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies attending and casting votes at the meeting.

**Agenda 4** To consider and approve the appropriation of net profit to be legal reserve in compliance with the law and the payment of dividend for the fiscal year ended 31 March 2026

**Objective and Reason** In compliance with Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 39 of the Company's Articles of Association, the Company must appropriate at least 5 percent of the annual net profit less the total accumulated losses brought forward (if any) to a legal reserve until the reserve fund is not less than 10 percent of the registered capital of the Company.

As of 31 March 2025, the Company has appropriated annual net profit as legal reserve in the total amount of Baht 1,270,127,132 equivalent to 4.83 percent of the registered capital of the Company. Therefore, the Company has to propose an additional appropriation at 5 percent of annual net profit as of 31 March 2026 in the amount of Baht 84,161,327 as a legal reserve.

In addition, Section 115 of the Public Limited Companies Act B.E.2535 (as amended) and Article 38 of the Company's Articles of Association provide that in case the Company does not have an accumulated loss, the Company (with the approval of the shareholders' meeting) may pay dividend out of the profits to the shareholders.

**Opinion of the Board** The Board of Directors has considered the matters and is of the opinion that the shareholders should consider approving:

(1) the appropriation of profits to the legal reserve for the year ended 31 March 2026 in the amount of Baht 84,161,327

(2) the payment of dividend for the year ended 31 March 2026 at the rate of Baht 0.0125 (One point two five Satang) per share to the shareholders. The Record Date on which the shareholders have the right to receive the dividend shall be on 30 July 2026 (Record Date). Payment of dividends shall be made to the shareholders on 14 August 2026.

The Board of Directors has considered and is of the opinion that the payment of dividend for the Company's operations for the year ended 31 March 2026 is appropriate and in accordance with the Company's dividend payment policy.

The details are as attached here to (Annex 3).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies attending and casting votes at the meeting.

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

**Objective and Reason** In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 16 of the Company's Articles of Association, the shareholders' meeting shall consider and approve the election of directors in place of those whose term will expire by rotation whereby every year, one-third of the directors have to retire by rotation. For this year, the following three directors would retire by rotation:

- |                           |  |
|---------------------------|--|
| 1. Mr. Suihung Kanjanapas | Chairman of the Board, Executive Director, Chairman of Nomination and Remuneration Committee |
| 2. Mr. Supavat Saicheua   | Independent Director, Member of Audit Committee and Member of Risk Management Committee      |
| 3. Mr. Panya Boonyapiwat  | Independent Director   |

**Opinion of the Board** The Nomination of Remuneration Committee has considered the qualifications and performance of the directors who are required to retire by rotation this time and is of the opinion that the three directors have performed their duties completely and appropriately. In addition, such the three directors have been considered in accordance with the Company's procedures and possess the qualifications as required under the relevant rules and regulations as well as are suitable to the business operation of the Company. The Board of Directors therefore deems it appropriate to propose to the shareholders' meeting to appoint the three directors, namely 1. Mr. Suihung Kanjanapas 2. Mr. Supavat Saicheua and 3. Mr. Panya Boonyapiwat who are required to retire by rotation to assume the position for another term.

In this regard, two of the three directors who are required to retire by rotation this time, nominated to be independent directors, possess qualifications as required under the relevant laws including the requirements for independent directors established by the Company. These directors are Mr. Supavat Saicheua and Mr. Panya Boonyapiwat, both of whom have served as independent directors of the Company for 16 years since 2010. They possess knowledge, capability, experience and expertise that are consistent with the Company's business. In addition, Mr. Suihung Kanjanapas, Chairman of the Board, has served as a director of the Company for 25 years since 2001 and thus has extensive experience and a thorough understanding of the Company's business operations. The Board of Directors therefore deems it appropriate to propose to the Annual General Meeting of Shareholders to re-appoint Mr. Suihung Kanjanapas, Mr. Supavat Saicheua and Mr. Panya Boonyapiwat for another term.

The brief profile of the directors who are to retire by rotation is as attached hereto (Annex 4).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies attending and casting votes at the meeting.

**Agenda 6 To consider and approve the increase in the number of directors and appoint Mrs. Kulkanist Khamsirivatchara as a new independent director of the Company**

**Objective and Reason** As the Stock Exchange of Thailand supports listed companies in considering gender diversity among the company's board of directors and management team, and to align with good corporate governance principles for listed companies that encourage the recruitment and selection of directors with diverse experience and skills so that the business can compete and grow sustainably, therefore the Board of Directors has considered the qualifications, skills, expertise, and experience of Mrs. Kulkanist Khamsirivatchara and is of the opinion that Mrs. Kulkanist possesses extensive legal knowledge and experience, which can further strengthen the Company's Board of Directors and contribute beneficially to the Company's operations.

**Opinion of the Board** The Board of Directors (with the recommendation and approval of the Nomination and Remuneration Committee) has considered the qualifications and profile of Mrs. Kulkanist Khamsirivatchara, as well as the Company's definition of an independent director, and deemed it appropriate to propose to the Annual General Meeting of Shareholders for approval an increase in the number of directors from 8 to 9 including the appointment of Mrs. Kulkanist Khamsirivatchara as a new independent director of the Company.

The brief profile of Mrs. Kulkanist Khamsirivatchara is as attached hereto (Annex 5).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies attending and casting votes at the meeting.

**Agenda 7** To consider and approve the payment of directors' remuneration for the fiscal year ended 31 March 2027

**Objective and Reason** In compliance with Section 90 of the Public Limited Companies Act B.E 2535 (as amended), the shareholders' meeting shall consider and approve the directors' remuneration. The Nomination and Remuneration Committee has considered and has deemed it appropriate to propose to the Board of Directors to further propose the shareholders' meeting to consider and approve the payment of directors' remuneration for the performances in the fiscal year ended 31 March 2027

**Opinion of the Board** The Board of Directors (with the recommendation and approval from the Nomination and Remuneration Committee) has considered the duties of the Board of Directors, the Audit Committee, and sub-committees, as well as the increase in the number of directors of the Company. It is deemed appropriate to propose to the shareholders' meeting for approval the payment of remuneration to the directors for the year ended 31 March 2027, at a total rate not exceeding 8,530,500 baht (Eight million five hundred thirty thousand five hundred Baht). The remuneration shall continue to be paid to each director at the same rate. It is also deemed appropriate for the shareholders' meeting to approve the granting of authorization to the Board of Directors or the person entrusted by the Board of Directors to have the power to distribute the said funds to each director as deemed appropriate by taking into account the performance of each director as a criteria (Annex 6).

**Voting** This matter requires an affirmative resolution not less than two-thirds of the total number of votes of shareholders and proxies attending the meeting.

**Agenda 8** To consider and approve the appointment of the auditor and fixing of remuneration of the Company's auditors for the year ended 31 March 2027

**Objective and Reason** In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, the shareholders' meeting shall consider and approve the appointment of auditors and determination of their remuneration. For the fiscal year ended 31 March 2027, the Audit Committee of the Company has considered and recommended the Board of Directors to propose to the shareholders' meeting to consider and appoint the auditors of the Company and fix the remuneration for the fiscal year ended 31 March 2027.

**Opinion of the Board** The Board of Directors (with the recommendation and approval of the Audit Committee) has considered the matter and has deemed it appropriate to propose to the shareholders' meeting to consider and appoint Miss Kannika Wipanurat Certified Public Account No.7305 and/or Ms. Kanita Sawangwong Certified Public Account No.14943 and/or Mr. Jadesada Hungsapruerk Certified Public Account No.3759 and/or Mr. Jirote Sirirorote Certified Public Account No.5113 and/or Mr. Worapol Wiriyakulapong Certified Public Account No.11181 and/or Mr. Pojana Asawasontichai Certified Public Account No.4891 and/or Mr. Wichian Proongpanish Certified Public Account No.5851 and/or Mr. Supoj Mahantachaisakul Certified Public Account No.12794 and/or Ms. Kanwarat Saksriborworn Certified Public No.13273 and/or Ms. Bongkotrat Suamsiri Certified Public No.13512 and/or Mr. Thanathit Raksathianraphap Certified Public No.13646 of Karin Audit Co., Ltd. as the auditors of the Company and subsidiaries for the year ended 31 March 2027, whereby such auditors shall have the authority to conduct the audit and express an opinion on the Financial Statements of the Company, including the consolidated financial statements. In the case that the said auditors cannot carry out their duties, Karin Audit Co., Ltd. is authorized to appoint another auditor of Karin Audit Co., Ltd. to perform the work. The remuneration of the auditors for auditing the Consolidated Financial Statements and reviewing Quarterly Financial Statements of the Company and its subsidiaries, is to be fixed in the amount of not exceeding Baht 7,300,000 (Seven Million Three Hundred Thousand Baht). The audit fee for the Company's Financial Statements in particular shall be fixed at Baht 1,620,000 (One Million Six Hundred Twenty Thousand Baht) (Annex 7).

**Voting** This matter requires an affirmative resolution of a majority vote of the total number of votes of shareholders and proxies attending and casting votes at the meeting.

**Agenda 9** To consider other matters (if any)

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

The Company had fixed 15 June 2026 as the Record Date to determine the name of the Shareholders who have the right to attend and vote at the 54<sup>th</sup> Annual General Meeting of Shareholders.

The 54<sup>th</sup> Annual General Meeting of Shareholder will be held in the form of meeting via electronic means (E-Meeting). Therefore, the Company would like to ask for the cooperation of shareholders and proxies wishing to attend the meeting strictly follow the guidelines and procedures for attending the meeting via electronic means. In this regard, the Company has attached the guidelines and procedures for attending the said meeting with this invitation letter (Annex 10).

In addition, the Company is required to collect the personal data of the shareholders, such as name and surname, the date of birth, age, address, nationality, the identification number (or passport number), telephone number, shareholders' registration number, email address (if any) to comply with the laws. The Company will adhere to the Privacy Notice as provided in Annex13.

The Company has also prepared Proxy Form A which is a general proxy form and Proxy Form C which is only for foreign shareholders who hold the Company's shares through custodian account in Thailand. Shareholders can download such forms from the Company's website, [www.bangkokland.co.th](http://www.bangkokland.co.th).

Respectfully yours,



Suihung Kanjanapas  
Chairman of the Board

List of the documents attached to the Notice of the 54<sup>th</sup> Annual General Meeting of Shareholders

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