



Everland Public Company Limited

Notice of the 2020 Annual General Meeting of Shareholders

Tuesday 28 April 2020, 02.00 p.m.

Meeting Room, 10th Floor, Country Complex Tower A,
223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok.

The company refrains from giving souvenirs at the general meeting of shareholders in order to be in line with the regulatory agencies. Listed companies have campaigned to reduce / stop giving souvenirs at the general meeting of shareholders.

To prevent the spread of Corona virus COVID-19, Company therefore recommends that shareholders consider the guidelines for appointing independent directors as independent representatives of the annual general meeting of shareholders.

Guidelines for the Annual General Shareholders' Meeting 2020

To prevent the spread of the Coronavirus COVID-19

According to the Ministry of Health Announced that Coronavirus COVID-19, is a dangerous communicable disease. Everland Public Company Limited ("Company"), a concern for the situation of the epidemic and to cooperate with the government. To prevent the spread company would like to inform the following guidelines for attending the shareholders' meetings of the company:

1. The shareholders who are in the risk group are the shareholders, who have just traveled to and from the risky countries. As announced by the Department of Disease Control Ministry of Public Health as follows: China (including Hong Kong and Macau), South Korea, Italy, Iran, Austria, Belgium, Malaysia, Canada, Portugal, Brazil, Czech Republic, Israel, Australia, Island of Ireland, Pakistan, Finland, Turkey, Greece, Chile, Luxembourg, Poland, Ecuador, France, Spain, America, Switzerland, Norway, Denmark, Netherlands, Sweden, England, Germany, Japan. (Information as of 23 March 2020) Or close ones of shareholders just traveling to and from risky countries And is still in the period of 14 days surveillance or detention. The company requests cooperation for you to grant a proxy to another person or appoint an independent director of the company. Attending the meeting instead, By proxy forms and other evidences must be sent to the company at the company's address within 22 April 2020.

2. Shareholders who have respiratory symptoms or have a body temperature higher than 37.5 degrees. The company requests cooperation for you to grant a proxy to another person or appoint an independent director of the company . Attending the meeting instead by proxy forms and other evidences must be sent to the company at the company's address within 22 April 2020.

3. The company will set a screening point along with various devices . In front of the meeting room, To measure the temperature of the attendees. In the event that participants are found temperature is higher than 37.5 degrees, or there is a doubt. The company requests that you refrain from attending the meeting and granting you a proxy to another person or the independent director of the company. Attending the meeting instead .

4. To provide additional convenience for shareholders, who may not be able to attend the meeting by themselves to participate in the meeting company has published the meeting through the company WEBSITE. Details can be found at <https://www.youtube.com/watch?v=mpuUGeEgERQ>

5. In the event that a shareholder wishes to grant proxy to an independent director of the company to vote on their behalf, please fill out the proxy form and specify " Mr. Kamtorn Udomrittiruj ", an Independent Director and Chairman of the Audit Committee or " Miss Vanida Majjimanonda " an Independent Director and Vice Chairman of the Audit Committee As a proxy (Enclosure No.8) And please send the power of attorney with supporting documents to Everland Company Limited No. 223/96, 21st Floor, Country Complex, Building A, Sanpawut Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260 by April 22, 2020. It will be a great grace.

Note: High-risk countries means the country announced by the Ministry of Public Health on 23 March 2020 However, if the Ministry of Public Health has announced the addition of new risky countries after this, the company would like to count those new countries as risky countries according to the guideline for attending this annual general meeting of shareholders in 2020 as well.

Ref. EVER 006/2020

April 9, 2020

Subject : Notice of the 2020 Annual General Meeting of Shareholders
Attention : Shareholders of Everland Public Company Limited
Attachment :

No.	Detail	Page
1.	Copy of minutes of the Annual General Meeting of Shareholders for the year 2019 held on 26 April 2019.	12
2.	Annual report of the year 2019 (QR Code)	-
3.	Qualifications of Independent Directors (Audit Committee)	21
4.	Detail of the nominees proposed for election of the directors	22
5.	Articles of Association relating to attend the meeting	24
6.	Required documents or evidences of the shareholder or the proxy who has the right to attend the meeting	27
7.	Proxy forms	29
8.	Independent Director that the shareholder can appoint as a proxy to attend the meeting	43
9.	Registration form to receive the annual report 2019 in form of hard copy	47
10.	Map of the meeting's location	48

The board of directors of Everland Public Company Limited approved to call for the 2020 Annual General Meeting of Shareholders on April 28, 2020 at 02.00 p.m. at Meeting Room, 10th Floor, Country Complex Tower A, 223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok. in order to consider each agenda as follows;

Agenda No.1 Consideration to approve the minutes of the Annual General Meeting of shareholder for the year 2019 held on April 26, 2019.

Facts and rationale

The Annual General Meeting of Shareholders for the year 2019 held on 26 April 2019. A copy of minutes of the aforesaid meeting is attached herewith (Enclosure No. 1).

Opinion of the Board

The board considered that the shareholders' meeting should certify the minutes of the Annual General Meeting of Shareholders for the 2019 held on 26 April 2019.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Company's operation and the 2019 Annual Report.

Facts and rationale

The results of business operation of the Company for the Year 2019 appear under the "Financial Status and Operating Performance" of the Annual Report, which distributed to the Shareholders, In the form of QR code with this Invitation (Enclosure No. 2). was prepared in accordance with the requirements of the Securities and Exchange Commission of Thailand. Would like to receive the 2019 annual report in print

format Can request by filling out the form according to the document (Enclosure No. 9) which was delivered this time.

Opinion of the Board of Director

The Board of Director is of the opinion that the Shareholders should acknowledge the results of business operation of the Company for the Year 2018 and annual report of the board of director.

Voting: No voting on this agenda.

Agenda 3

To approve the financial statement for the year ended December 31, 2019.

Facts and rationale

The financial statements for the fiscal year ending 31st December 2019 were audited by the auditor. The details of financial statement are as in the Annual Report which is sent to the Shareholders with this Invitation (Enclosure No.2) and could be summarized as follows:

Details	Amount (Bath Million)	
	Consolidated financial statements	Separate financial statements
Total Asset	9,893.34	6,391.66
Total Liabilities	7,309.08	3,768.43
Total Shareholders' Equity	2,584.26	2,623.23
Revenue from sales or revenue from services	4,851.15	4,392.90
Total Revenue	4,890.41	4,479.76
Profit (loss) of the year from operation	310.86	156.94
Profit (loss) for the year - attributable to the parent company	323.84	-

Opinion of the Board

The board considered that the shareholders' meeting should approve the financial statement for the year ended December 31, 2019, audited by the auditor.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.4

Consideration to approve the allocation of revenues and organized the reserve funds as stipulated by the laws and omission of dividend payment for the year 2019.

Facts and rationale

According to section 116 of Public Limited Companies Act B.E.2535 and the company association clause 47 specified that the company had to appropriate at least 5% of the annual net profit for reserve fund and offset with the lose (if any) until the reserve fund has amount not lower than 10% of the legal capital. Moreover, according to section 115 of Public Limited Companies Act B.E.2535 and according to the Company's Articles of Association, Article 46 set to prohibit the distribution of dividends from other types of money other than profit. In case the company still has accumulated losses. Do not share results.

However, the separate financial statement of the company in 2019, The company has a net profit from the separate financial statements of 156,939,067 bath Which, after deducting from the accumulated losses brought forward, cause the separate financial statements of the company in 2019 to have a deficit of 460,226,617 baht

Equity (the separate financial statement)		(Unit: Baht)
Detail	2019	2018 (Newly renovated)
Authorized share capital	4,855,983,908	4,855,983,908
Paid-up share capital	3,884,784,546	3,884,784,546
Discount on share capital	(813,820,591)	(813,820,591)
Retained earnings(deficit)		
- Appropriated to legal reserve	12,488,954	12,488,954
- Unappropriated	(460,226,617)	(617,615,684)
Total equity	2,623,226,292	2,466,287,225

Opinion of the Board

The board considered that the shareholders should approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2019 and the omission of dividend payment.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.5 Consideration to appoint new directors instead of the directors whose term were expired .

Facts and rationale

According to the association of the company section 4, the board of directors, clause 16, specified that each of the annual general shareholders meeting, one-third of the members of the board of directors must retire by rotation. If the amount of the directors cannot divide to one-third, the directors will be retired by the amount close to one-third and those directors retiring by rotation could return to the position for another term.

The directors who have to retire by rotation in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in the position for the longest time shall retire by rotation.

The directors retiring by rotation in the year 2020 are as follows;

1. Mr. Pirus Pradithavanij Director
2. Mrs. Supatdra Chuarrot Director/ Audit Committee / Independent

Therefore, the company proposes to the board to consider and approve the appointment of Mrs. Supatdra Chuarrot , who retired by rotation to be a director for another term.

However, as for Mr. Pirus Pradithavanij , another director who has retired by rotation, has announced his intention not to request further positions. Due to health problems, The company has selected suitable directors with no qualifications that are prohibited by law, therefore, proposed to appoint Miss. Janya Kongmun to be a director in place of Mr. Pirus Pradithavanij

Opinion of the Board

The Board has considered and proposed to the shareholders' meeting to consider as follows :

- 1) Proposed to appoint Mrs. Supatdra Chuarrot, who retired by rotation, to be a director for another term.
- 2) Proposed to appoint Miss. Janya Kongmun to be a director in place of Mr. Pirus Pradithavanij, whose term is expired. Details of the profiles of the two nominated directors (Enclosure No. 4)

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.6 To consider and approve the change of the name and number of directors authorized to sign on behalf of the company.

Facts and rationale

As a result of Agenda 5, the shareholders' meeting passed a resolution to approve the appointment of Miss. Janya Kongmun to be a director in place of Mr. Pirus Pradithavanij, the director whose term has expired. of Mr. Pirus Pradithavanij is the authorized director of the company, in order to be in line with the appointment of the directors to replace the directors who have retired by rotation this time. Therefore, it is necessary to change the name and number of the directors authorized to sign on behalf of the company. By canceling the former directors' authority and changing as follows:

Name and number of directors authorized to sign on behalf of the company are:

~~" Mr.Switchak Lochaya, Chairman of the Board of Directors, sign and affix the company's seal or Miss Janya Kongmun and Mr. Apichai Pochakaparipan jointly sign and affix the company's seal~~"

Therefore, proposed to the shareholders' meeting to consider and approve the change of the name and number of directors authorized to sign on behalf of the company as details above to be in line with the appointment of directors in place of those who are retired by rotation.

Opinion of the Board

The Board of Directors considered and agreed to propose to the shareholders meeting to consider and approve the change of the name and number of directors authorized to sign on behalf of the company. According to the details presented above

Voting: This agenda must be approved by votes of not less than three-fourths of the shareholders who attend the meeting and have the right to vote.

Agenda No.7 To approve the remunerations of the board of directors and the audit committee for the year 2020.

Facts and rationale

Under Section 90 of the Public Company Act BE 2523 and the association of the company clause 14, the directors had the right to receive any remuneration in the form of annual bonus, meeting allowance, bonus or any other pursuant by the association of the company or the consideration of shareholders' meeting. And a resolution by a vote of not less than two-thirds of the total votes of the shareholders present at the meeting. Therefore, the company proposes the remunerations of the board of directors and the audit committee for the year 2020 at the same rate as the year 2019 as follows;

1. Meeting fee of boards of director for attend each meeting

Position	Remuneration (Baht/Time)	
	2020	2019
Chairman of the Board	10,000	10,000
Vice Chairman of the Board	7,500	7,500
Director	5,000	5,000

2. Meeting fee of audited committees for attend each meeting

Position	Remuneration (Baht/Time)	
	2020	2019
Chairman of the Audit Committee	42,500	42,500
Vice Chairman of the Audit Committee	40,000	40,000
Audit Committee	10,000	10,000

Opinion of the Board

The board considered that the shareholders should approve the remuneration of the board of directors and the audit committee for the year 2020 to maintain at the same rate as the year 2019.

Voting: This agenda must be approved by a vote of not less than two-thirds of the total votes of the shareholders present at the meeting.

Agenda No.8 Consideration to appoint the auditors and determine the audit fee for the year 2020.

Facts and rationale

According to the law and the association of the company, there shall be considered to appoint the auditor and determine the audit's fees for the year 2020. Therefore, the board considered that the shareholders should approve Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, who is neither related to nor engaged in any conflict of interest with the company/ the subsidiaries/the executives/major shareholders or relatives of these persons, as the auditor of the company and the subsidiaries of the year 2020 namely;

Khun Chavala Tienpasertkij	Certified Public Accountant Registration no.4013 or
Dr. Suphamit Techamontrikul	Certified Public Accountant Registration no.3356 or
Khun Choopong Surachutikarn	Certified Public Accountant Registration no.4325 or
Khun Nisakorn Songmanee	Certified Public Accountant Registration no.5035 or
Khun Nantawat Sumraunhant,	Certified Public Accountant Registration no 7731 or

Auditor or other persons within the same office that have been approved by Securities and Exchange Commission

As the Company's auditor for the year 2020 and approved the auditor's fees for the year 2020 Baht 9,000,000 as follows;

The auditor's fees

Unit: Baht)

No	Company	Total remuneration for the year (Bath)		
		2020	2019	Increase / (Decrease)
1	Everland Public Company Limited	2,525,000	2,320,000	205,000
2	Nattant Development Company Limited	210,000	210,000	-
3	My Resort Holding Company Limited	630,000	630,000	-
4	The Villa (Hua-Hin) Company Limited	640,000	630,000	10,000
5	Bangkok Riva Development Company Limited	940,000	840,000	100,000
6	Ever City Development Company Limited	725,000	700,000	25,000
7	Bangkok Ever Development Company Limited	210,000	210,000	-
8	My Avenue Company Limited	210,000	260,000	(50,000)
9	My Hospital Company Limited	280,000	280,000	-
10	Chiang Mai Raj Hospital Company Limited	660,000	660,000	-
11	Unicon Service Company Limited	290,000	290,000	-
12	Dental is fun Company Limited	210,000	210,000	-
13	Korat Medical Group Company Limited	710,000	710,000	-
14	Phitsanulok Intervejchakarn Company Limited	760,000	760,000	-
Total (Bath / year)		9,000,000	8,710,000	290,000

Opinion of the Board

The Board considered that the shareholders should approve Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, who is neither related to nor engaged in any conflict of interest with the company/ the subsidiaries/the executives/major shareholders or relatives of these persons, as the auditor of the company. The audit fee for the year 2020 is not more than Baht 9,000,000.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.9 To consider and approve the issuance and offering of debentures

Facts and rationale

In order to facilitate the Company's capital investment, business expansion, and increase in financial flexibility and debt repayment, the Company plans to raise funds by issuing and offering debentures with the offering value not exceeding of Baht 5,000,000,000 (five thousand million Baht) or equivalent, the following details:

Objective	:	To use for the Company's normal operations and/or loan repayment and/or investment of the Company and its subsidiaries and/or working capital of the Company and its subsidiaries or other purposes as deemed appropriate by the Board of Directors
Type	:	All types of debentures, specified or unspecified, secured and/or unsecured, with or without representative of debenture holders, subordinated or un-subordinated, depending on market condition at the time of each issuance and offering as well as other related factors.
Currency	:	Thai Baht currency and/or the equivalent amount in other currencies.
Offering Size	:	Aggregated principal amount not exceeding Baht 5,000,000,000 (five thousand million Baht) or its equivalent amount in other currencies. The Company may issue and offer debentures either single or multiple offerings and/or on program basis and can be entitled to re-issue debentures to replace those that are redeemed or repaid on a revolving basis. However, at any point of time the debentures which have already been sold and yet to redeemed may not exceed the aforementioned amount.
Interest rate	:	Depending on the appropriateness of market conditions at time the debentures are issued and offered.
Maturity	:	Depending on the appropriateness of market conditions at time the debentures are issued and offered in accordance with the rules and regulations of the Capital Market supervisory Board, and/or the office of the Securities and Exchange Commission.
Early Redemption	:	Debenture holders and/or the Company may or may not have the right to redeem debentures prior to its maturity, depending on the terms and conditions governing each issuance.
Allocation	:	The debentures may be offered all in one occasion consisting of one or more tranches, or in several occasions. The debentures may be offered to the general public (public offering) and/or private placement and/or institutional investors and/or high net worth investors and/or investors with specific qualifications as defined in relevant notifications of the Securities and Exchange Commission regardless of offering within and/or outside of Thailand in compliance with the criteria set forth in relevant of the Securities and Exchange Commission and/or Capital Market Supervisory Board or other binding regulations at time of issuance.

In addition, The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider an appointment of The Chairman of the Board of Directors and / or Board of Directors and / or Executive Directors and/or the person(s) appointed by The Board of Directors with full power and authority to perform any acts relating to and/or in connection with the above issuance and offering of the debentures, including, but not limited to, the following acts.

- 1) To define or amend any terms and details in connection with the debentures, including, but not limited to, name, type, security (if any), issuance currency, offering amount at each issuance, maturity of the debentures, par value, selling price, interest rate, right or early redemption, selling methods, offering period, principal repayment method, allocation method and rights etc., depending on the situations and occasions by issuing various types of debentures for either single or multiple offerings.
- 2) To perform the necessary undertakings in connection with the debentures, including an appointment of debenture holders representative, and/or registrar, and/or underwriters, and/or financial advisors, and/or credit rating agencies, and/or asset appraiser, and/or legal advisor and/or any other persons that shall be appointed as required by law or as deemed appropriate including arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market.
- 3) To connect, inform, negotiate, enter into, executed, certify, and amend documents and agreements in connection with the issuance and offering of the debentures, including, but not limited to, application for obtaining approval, prospectus, filling documents, and other documents or evidence required to be submitted to the office of the Securities and Exchange Commission and/or any other authorities in connection with the

- issuance and offering of the debentures, as well as to contact , coordinate, and submit all aforementioned documentation to the office of the Securities and Exchange or any other relevant authorities or persons; and
- 4) To take any necessary or appropriate actions for the completion of the issuance and offering of the debentures.

Opinion of the Board of Director

The Board of Directors is of the opinion that the Shareholders should approve the issuance and offering of debentures with the offering value not exceeding of Baht 5,000,000,000 (five thousand million Baht) or equivalent with the detail as proposed.

Voting: This agenda must be approved by the votes not less than three-fourths of the number of shareholders who attend the meeting and entitle to vote excluding stakeholders.

Agenda No.10 To consider other issues (if any)

The company informs that the share register will be recorded for share transfer in order to determine the right to attend this meeting on March 13, 2020.

Therefore, the company would like to invite the shareholders to attend the meeting according to the date, time and location stated above. The registration will start at 12.00 a.m. If you wish to appoint any other person to attend and vote on your behalf at this meeting, please choose only one from the attached proxy forms (Enclosure No. 7) which will be submitted to the company before the meeting.

In case you wish to appoint the Company's Independent Director to vote on your behalf, please complete and duly execute the Proxy in favor of Mr.Kamtorn Udomritthiruj, Independent Director and Chairman of the Audit Committee, or Miss Vanida Majjimanonda, Independent Director and Vice Chairman of the Audit Committee (Enclosure No.8). The completed and executed proxy should be submitted together with the required documents or evidence to Super Energy Corporation Public Company Limited, No. 223/96 on 21th floor, Country Complex Tower A, Sunpawut Road, Bangna - Tai, Bangna, Bangkok 10260. We will appreciate if your proxy and required documents reach us before 22 April 2020.



Sincerely Yours,



(Mr.Swechak Lochaya)
Chairman of the Board
Everland Company Limited

Minutes of Annual General Meeting of Shareholders for the year 2019
of
Everland Public Company Limited

.....

The meeting was held on April 26, 2019 at 02.00 p.m. at Petpailin Room 11th Fl, Hotel Windsor Suites Bangkok, 8-10 Soi Sukhumvit 20, Sukhumvit Road, Klongtoey, Bangkok. While the meeting began, there were 74 shareholders and proxies counting the number of shares to 1,463,739,941 shares or 37.68 percent of total paid-up shares. Shareholder attending the meeting gradually increased in each agenda that there were 96 total shareholders and proxies counting the number of shares to 1,496,438,060 shares or 38.52 percent of total paid-up shares attending the meeting. Mr. Swechak Lochaya, the chairman of the board of director, was the chairman of the meeting.

The chairman welcomed the shareholders for their attendance and introduced the directors and the executive of the company as follows;

- | | |
|-------------------------------|---------------------------------------------------------------------|
| 1. Mr. Swechak Lochaya | Chairman of the Board / Managing Director (Chairman of the meeting) |
| 2. Mr. Kamthorn Udomritthiruj | Vice Chairman of the Board / Chairman of Audit Committee |
| 3. Miss. Vanida Majjimanonda | Director / Vice Chairman of Audit Committee |
| 4. Mr. Pirus Pradithavanij | Director |
| 5. Mr. Apichai Pochakaparipan | Director |

Director of Accounting and financial

Khun Touchakorn Somjitchob

Representative of Auditor

1. Khun Nantawat Sumraunhant, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited.
2. Khun Nuttha Thanasomboon, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited.

The chairman assigned company's officer to explain the procedures of voting in each agenda that the chairman would ask the shareholders for Disapproving Votes or Abstaining Votes. If the shareholders were not object or abstain, the chairman would conclude that the voting was approved by the shareholders. If the shareholders disapproved or abstained, the chairman will ask the shareholders for voting by make a mark (X) in the voting card received from the company then lift the hand and wait the officer came to collect the voting card for vote counting. The shareholders disapproved and abstained were consider for approval.

After that, the chairman began the meeting on the following agenda;

Agenda 1 To certify the minutes of the General Meeting of Shareholders for the year 2018, held on April 25, 2018.

The chairman assigned the staff to clarify the details and the resolution on this agenda following as. The proposed the general meeting of shareholders for the year 2018 of Shareholders held on April 25, 2018 at 02.00 p.m. at Petpailin Room 11th Fl, Hotel Windsor Suites Bangkok, 8-10 Soi Sukhumvit 20, Sukhumvit Road, Klongtoey, Bangkok. There are 8 agenda items for consideration. A copy of the minutes had been sent to the shareholders with notice of the meeting and the company would like to ask the meeting to approve.

Resolution The meeting had the resolution unanimously to certify the Minutes of the general meeting of shareholders for the year 2018 of Shareholders held on April 25, 2018 by voting of the shareholders in Agenda No.1 as follows;

Agreed	1,493,807,941	votes	Equivalent to	99.99	percent of the attendants who have the voting rights
Not agreed	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Not voted	200,000	votes	Equivalent to	0.01	percent of the attendants who have the voting rights
Total	1,494,007,941	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

Remark : In agenda 1, There were 4 additional shareholders attending the meeting which had total shares of 30,268,000 shares.

Agenda 2 Acknowledge the company's performance over the past year and the annual report for the year 2018.

The chairman proposed the meeting to acknowledge the performance of the company and the 2018 Annual Report. In the form of QR Code had been sent to the shareholders with notice of the meeting.

Resolution The meeting acknowledged the performance of the company in the past year 2018 and the annual report of the board of directors.

Remark: In agenda 2, the company proposed the meeting to acknowledge the 2018 performance of the company and had no voting.

Agenda 3 To approve the financial statement for the year ended December 31, 2018.

The chairman proposed in the shareholder meeting to approve the financial statement for the year ended December 31, 2018 which has already been verified by the authorized auditor of the company. The chairman assigned to Miss Touchakorn Somjitchob Accounting and Finance Director to explain the details of the mentioned documents had been sent to the shareholders with notice of the meeting.

Details	Amount (Bath Million)	
	Consolidated financial statements	Separate financial statements
Total Asset	11,097.12	8,921.40
Total Liabilities	8,755.71	6,379.75
Total Shareholders' Equity	2,341.40	2,541.65
Revenue from sales or revenue from services	1,125.51	707.51
Total Revenue	1,148.00	741.63
Profit (loss) of the year from operation	(301.89)	(207.86)
Profit (loss) for the year - attributable to the parent company	(293.31)	-

In this agenda, there were shareholders asking as follows

Question (Shareholders did not give their names)

Due to the performance presentation in 2018, there is a Politan Breeze project which has increased sales. Which has sales growth and following the news, that was reported in 2018. The operating result is not loss or may have a little profit. But from the turnover became more loss than before. I don't know what the main reason was that the predictions were different from what had been reported.

Answer (Chairman)

Explain as an overview of the company has invested in two large condominium buildings. The first project is the Politan Live have a value is approximately 6,500 million baht. Another project that has been under construction more than 50%, with the value of the project is about 7,000 million baht. As a result, the company has a relatively high cost to operate in both condominiums.

Including the company implementing horizontal projects, The company has organized a team of many horizontal projects in order to prepare for the company's horizontal projects. The horizontal project is the Ever City project, which has a project

value of approximately 2,000 million baht, which has a relatively high cost. In addition, the business in the hospital group of the company has impairment of approximately 80 million baht therefore, resulting in expenses in 2018 is quite high. And at the same time, the transfer of ownership of that company There is a gradual transfer of ownership of 1 project, the Politan Breeze Project, which is a small building with 8 floors, which has a very high number of units for sale. However, during the first quarter of the year 2019, the company has started to sell the big building and another reason that causes the high cost of the company to be caused by the expenses of the company's marketing plan especially for the project in Phase 4 Politan Aqua. Therefore, from the overall results of the business Of the company in 2018 is quite high when compared to inc ome As a result, the company's operating results are negative, however, in the year 2019, the company will recognize more revenue from both large projects and small projects as well as horizontal projects from last year.

Question (Shareholders did not give their names)

Issuing measures LTV measures and systematic risk prevention Of the Bank of Thailand, is the company affected?

Answer (Chairman)

As for the said LTV measures, which will be implemented in April 2019, in the past 2-3 years, commercial banks that have provided mortgage loans to borrowers have been very cautious. Therefore approving loans for housing to be reduced. Which having LTV measures Increasing further will result in credit approval for customers as well. For the past sales of that company began to gradually transfer ownership Partly from the purchase before 15 October 2018. Therefore, the first part of all ownership transfer is affected. From the Bank of Thailand measures are not very high, but after the said measures began to apply will also affect the company. Currently, the company is in the process of assessing the impact that the company will receive from the said measures that can be implemented. However, the company has followed up on the land office that there will be changes in ownership transfer. Or not? Because, the principle of such LTV measures for the first house. The bank will approve a credit line of 90%, the second house is about 80% and the third house is about 70%.From the issuance of the said measures by the Bank of Thailand affecting the national economy, so the government has negotiated with the Bank of Thailand In order to jointly solve the said problem The real estate sector is a relatively large business sector, resulting in a lot of stimulus.

Therefore, the Ministry of Finance Therefore having to negotiate with the Bank of Thailand Including the Real Estate Association itself, for the same purpose, which the company is currently considering the general effect of how much it will affect the company.

Question (Shareholders did not give their names)

According to news that the land in Chiang Mai Province. The company will sell to the Chinese group. Unsure which step the company has taken.

Answer (Chairman)

The buyer has placed a deposit for the company, which the company has canceled the contract with the buyer, depending on the buyer request to negotiate with the company.

Question (Shareholders did not give their names)

If the contract is terminated, The company seize the deposit right?

Answer (Chairman)

We can do, Currently in the process of negotiating.

Question (Shareholders did not give their names)

First question

As for Pre-Sale, in the minutes of the 2018 Annual General Meeting of Shareholders, it was announced that there were over 9,000 million baht waiting to be transferred. Which does not know how much revenue Breakdown can recognize And can recognize all this year's income or not? Or some will recognize revenue next year .

Second question

With regard to products for sale, Value is approximately 7,000 billion baht. If the Pre-Sale Backlog is about 9,000 million baht, so do not know how much the ownership transfer will be estimated. And if the ownership transfer expires next year, will there be ongoing revenue growth problems? The board of directors has a strategy for continuous revenue growth.

Answer (Chairman)

The backlog of 9,000 million baht for condominiums comes from the Politan Life building, which has now begun to transfer ownership. Therefore, began to gradually recognize income every month, another building with a backlog of around 1,400 million baht, the revenue will be recognized around the quarters 3 and quarters 4 on the next year, meaning not being recognized at the same time this year in one year. As for the year 2019 will be an income recognition of approximately 5,000 million baht, which is waiting to be recognized and for the backlog that has already recognized about 4,400 million baht. However, this does not include the revenue from the horizontal project.

Currently, the company has analyzed the risk of politics as well as the impact on the banking sector. Of Thailand And now the company is preparing to find the location. To do horizontal projects, the company has to prepare carefully. To prevent the risk that is a factor in the real estate sector such as the Bank of Thailand and politics.

Regarding the planning of continuous revenue growth, the company plans that the company will have a revenue growth at least this year and next year for the Backlog, which has gradually transferred the ownership of 5,000 million baht per year, both condominium and horizontal projects.

Question (Shareholders did not give their names)

What percentage of the company has the gross margin of the project in the backlog of over 9,000 million?

Answer (Chairman)

The company's condominium group, gross margin is approximately 30%, according to industry standards, averaging about 15% for each project. For the overall, it must be average.

Question (Shareholders did not give their names)

The accumulated loss of the company for this year is approximately 1,000 million baht, which this year the company has income of about 5,000 million baht. Therefore, the company estimates when will pay dividends.

Answer (Chairman)

Currently, the company has accumulated losses of approximately 500 million baht. If this year, the company will gradually transfer ownership According to the target, the company will have higher incomes from last year. The company will start to remedy the accumulated loss of the company from the accumulated loss. Which, if the company can clear the accumulated losses from the financial statements of the company and in addition to the dividend payment policy, 50% of the profits are the company's criteria If possible, according to the above criteria, the company will be able to pay dividends to the shareholders of the company.

Question (Shareholders did not give their names)

When will the company be able to pay dividends to shareholders?

Answer (Chairman)

Expect about next year.

Question (Shareholders did not give their names)

Will next year the company be able to pay special dividends?

Answer (Chairman)

The company cannot determine, Because of dividend payment to shareholders. Must have to remedy the company to finish the accumulated loss first therefore, proposed to the meeting of the board of directors for consideration Subject: Dividend payment to shareholders of the company.

Resolution The meeting had the resolution unanimously to approve the financial statement for the year ended December 31, 2018 by voting of the shareholders in Agenda No.3 as follows;

Agreed	1,496,178,060	votes	Equivalent to	99.99	percent of the attendants who have the voting rights
Not agreed	200,000	votes	Equivalent to	0.01	percent of the attendants who have the voting rights
Not voted	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Total	1,496,378,060	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

Remark : In agenda 3, There were 17 additional shareholders attending the meeting which had total shares of 2,370,119 shares.

Agenda 4 To approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2018 and the omission of dividend payment

The Chairman assigned the officer inform details as follows; According to section 115 of Public Limited Companies Act B.E.2535 and the company association clause 47 specified that the company had to appropriate at least 5% of the annual net profit for reserve fund and offset with the lose (if any) until the reserve fund has amount not lower than 10% of the legal capital. Moreover, according to section 116 of Public Limited Companies Act B.E.2535 specified that the company had to appropriate at least 5% of the annual net profit for reserve fund and offset with the lose (if any) until the reserve fund has amount not lower than 10% of the legal capital.

In this, the separate financial statements of the company for the year 2018 had loss for the year amounting to 207,856,760 baht. As a result, the separate financial statements of the company for the year 2018 have accumulated losses amounting to 541,800,445 baht.

Equity (the separate financial statements)		(Unit: Baht)	
Detail	2018	2017	
Authorized share capital	4,855,983,908	4,855,983,908	
Paid-up share capital	3,884,784,546	3,884,782,788	
Discount on share capital	(813,820,591)	(813,822,349)	
Retained earnings(deficit)			
- Appropriated to legal reserve	12,488,954	12,488,954	
- Unappropriated	(541,800,445)	(332,644,584)	
Total equity of the company	2,541,652,464	2,750,808,325	
Non-controlling interests	-	-	
Total equity	2,541,652,464	2,750,808,325	

Therefore, the board considered that the shareholders' meeting should approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2018 and the omission of dividend payment in order that the company could maintain the liquidity for the operation.

Resolution The meeting had the resolution unanimously to approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2018 and the omission of dividend payment by voting of the shareholders in Agenda No.4 as follows;

Agreed	1,496,238,060	votes	Equivalent to	99.99	percent of the attendants who have the voting rights
Not agreed	200,000	votes	Equivalent to	0.01	percent of the attendants who have the voting rights
Not voted	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Total	1,496,438,060	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

Remark: In agenda 4, There were 1 additional shareholder attending the meeting which had total shares of 60,000 shares.

Agenda 5 Consideration to appoint new directors instead of the directors whose term were expired .

The chairman assigned the officer to inform details as follows; according to the association of the company section 4, the board of directors, clause 16, specified that each of the annual general shareholders meeting, one-third of the members of the board of directors must retire by rotation. If the amount of the directors cannot divide to one-third, the directors will be retired by the amount close to one-third and those directors retiring by rotation could return to the position for another term.

Directors would have to resign from the position in the first and second year after the company has been registered by drawing method. After that, the Directors who have been in the position for the longest period would have to resign.

The directors retiring by rotation in the year 2019 are as follows;

1. Mr. Swechak Lochaya Chairman of the Board/ and Managing Director
2. Miss Vanida Majjimanonda Director / Vice Chairman of Audit Committee

However, the directors, who retiring by rotation in 2018, have knowledge and ability in administrative work of the company. Therefore, the company proposes the Board of Director to approve to re-elect retiring directors by rotation return to their position for another term.

Resolution The meeting had the resolution unanimously to approve the election of directors to replace those directors retiring by rotation by voting of the shareholders in Agenda No.5 as follows;

(1) Mr. Swechak Lochaya

Agreed	1,496,051,692	votes	Equivalent to	99.97	percent of the attendants who have the voting rights
Not agreed	386,368	votes	Equivalent to	0.03	percent of the attendants who have the voting rights
Not voted	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Total	1,496,438,060	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

(2) Miss Vanida Majjimanonda

Agreed	1,496,051,692	votes	Equivalent to	99.97	percent of the attendants who have the voting rights
Not agreed	386,470	votes	Equivalent to	0.03	percent of the attendants who have the voting rights
Not voted	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Total	1,496,438,060	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

Agenda 6 To consider the remunerations of the board of directors and the audit committee for the year 2019.

The chairman assigned the officer to explain the details of the mentioned documents as follows; according to the association of the company clause 14, the directors had the right to receive any remuneration in the form of annual bonus, meeting allowance, bonus or any other pursuant by the association of the company or the consideration of shareholders' meeting. Therefore, the company proposes the remunerations of the board of directors and the audit committee for the year 2019 equal to the year 2018 as follows;

The remunerations of the Board of Directors

Position	Remuneration rate (Bath/Time)	
	2019	2018
Chairman of the board	10,000	10,000
Vice Chairman of the board	7,500	7,500
Director	5,000	5,000

The remunerations of the Audit Committee

Position	Remuneration rate (Bath/Time)	
	2019	2018
Chairman of the Audit Committee	42,500	42,500
Vice Chairman of the Audit Committee	40,000	40,000
Audit Committee	10,000	10,000

After informed details, there were questions

Question (Shareholders did not give their names)

Other companies, the meeting allowances of the Chairman of the Board of Directors are highest. But why the company's chairman of the audit committee is higher than the board of directors?

Answer (Chairman)

The company has this policy every year.

Resolution The meeting had the resolution unanimously to consider the remunerations of the board of directors and the audit committee for the year 2019 by voting of the shareholders in Agenda No.6 as follows;

Agreed	1,382,169,360	votes	Equivalent to	99.99	percent of the attendants who have the voting rights
Not agreed	200,000	votes	Equivalent to	0.01	percent of the attendants who have the voting rights
Not voted	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Total	1,382,369,360	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

Remark : Excluding the votes of Mr. Swechak Lochaya in the amount of 114,068,700 votes due to having interest in Agenda 6

Agenda 7 To approve the remuneration of the board of directors and the audit committee for the year 2019

The chairman assigned the officer to explain the details of the mentioned documents as follows; According to the law and the association of the company, there shall be considered to appoint the auditor and determine the audit's fees for the year 2019. Therefore, the board considered that the shareholders should approve Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, who is neither related to nor engaged in any conflict of interest with the company/ the subsidiaries/the executives/major shareholders or relatives of these persons, as the auditor of the company and the subsidiaries of the year 2019 namely;

The Auditor of company

Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte")

1.	Khun Chavala Tienpasertkij	Certified Public Accountant Registration no. 4301 Or
2.	Dr. Suwatchai Meakhaamnouychai	Certified Public Accountant Registration no. 6638 Or
3.	Khun Nisakorn Songmanee	Certified Public Accountant Registration no. .5035 Or
4.	Khun Nantawat Sumraunhant	Certified Public Accountant Registration no. 7731 Or
5	Khun Nantawat Sumraunhant	Certified Public Accountant Registration no. 7731 <u>Or</u>

Auditor or other persons within the same office that have been approved by Securities and Exchange Commission by specifying the audit fees for the year In the amount not exceeding 9,000,000 baht as follows;

The auditor's fees

(Unit: Baht)

No.	Company	Total remuneration for the year (Bath)		
		2019	2018	Increase / (Decrease)
1	Everland Public Company Limited	2,320,000	1,990,000	330,000
2	Nattant Development Company Limited	210,000	210,000	-
3	My Resort Holding Company Limited	630,000	630,000	-
4	The Villa (Hua-Hin) Company Limited	630,000	630,000	-
5	Bangkok Riva Development Company Limited	840,000	820,000	20,000
6	Ever City Development Company Limited	700,000	610,000	(90,000)
7	Bangkok Ever Development Company Limited	210,000	210,000	-
8	My Hospital Company Limited	280,000	280,000	-
9	Chiang Mai Raj Hospital Company Limited	660,000	660,000	-
10	Unicon Service Company Limited	290,000	290,000	-
11	Dental is fun Company Limited	210,000	210,000	-
12	Korat Medical Group Company Limited	710,000	710,000	-
13	Phitsanulok Intervejchakarn Company Limited	760,000	760,000	-
14	My Avenue Company Limited	260,000	150,000*	110,000
Total(Bath/year)		8,010,000	8,710,000	8,160,000

Remark : No. 14 is new subsidiaries of the company established during 2019

Resolution The meeting had the resolution unanimously to approve the remuneration of the board of directors and the audit committee for the year 2019 by voting of the shareholders in Agenda No.7 as follows;

Agreed	1,496,438,060	votes	Equivalent to	100.00	percent of the attendants who have the voting rights
Not agreed	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Not voted	-	votes	Equivalent to	0.00	percent of the attendants who have the voting rights
Total	1,496,438,060	votes	Equivalent to	100.00	percent of the attendants who have the voting rights

Agenda 8 To consider other issues (if any)

-None-

The chairman thanked the shareholders for attending and closed the meeting

The meeting was closed at 03.14 p.m.


..... The Chairman of the Meeting
(Mr.Swechak Lochaya)

Correctness verified


..... Director
(Mr.Swechak Lochaya)



Qualifications of Independent Directors (Audit Committee)

Everland public company limited definition of Directors in accordance with the rules of "independent director" is defined by the Securities and Exchange Commission of Thailand. The "Independent Director" means a director of the Company with the following features.

1) Shareholders no more than 1 percent of the shares with voting rights of the applicant company, subsidiary, affiliate large shareholder. Or who has control of the applicant. Shall be inclusive of the shares held by related parties of such independent directors.

2) Is not or used to be a director, an employee, a consultant on employee a salary. Or Controlling Shareholders of the applicant company, subsidiaries, affiliates, subsidiaries of the same. Its major shareholders. Or the control of the applicant. Unless exculpatory the as aforementioned for not less than two years. The prohibited characteristics does not include the case where the independent director used to be a government official or advisor of a government. Which is a majority shareholder or controlling person of the Company.

3) Is not person who has blood ties or by legally registered, as father, mother, spouse, siblings, spouses and children, including the children of executives, majority shareholder. Controlling Shareholders or the person who will be proposed as executive or controlling person of the applicant or its subsidiaries.

4) There is no or have ever had a business relationship with the applicant, its parent company, subsidiaries, affiliates, shareholders large. Or Controlling Shareholders of the Company. In a manner that may impede their independent judgment. Including is not or used to be a significant shareholder. Or who has control of a business relationship with the company, subsidiaries, affiliates, shareholders large or controlling person of the Company. Unless exculpatory the as aforementioned for not less than two years before his tenure.

Business relationship under the first paragraph. The transaction is usually execution for the trade operations. Rental or rent real estate Transactions regarding assets or services or giving or receiving financial assistance. By receiving loans or guarantees. The assets pledged as collateral for liabilities. Including other similar circumstances As a result, the applicant or the parties have the obligation to pay to the other party. At least 3 percent of the net tangible assets of the applicant from 20 million baht or more.

Whichever is lower. The debt obligation is calculated according to the method of calculating the value of the transaction announced by the Capital Market Supervisory Board concerning rules on the transaction relative to the valuation of such indebtedness. The total debt incurred during one year before the date of the business relationship with the person.

5) Is not or used to be auditor of the applicant company, subsidiary company, the majority shareholder. Or who has control of the applicant, and is not a significant shareholder. Controlling Shareholders or partners of the audit firm. The auditor of the applicant company, subsidiary company, the majority shareholder. Or who has control of the applicant belongs. Unless exculpatory the as aforementioned for not less than two years before the date of filing the application for permission to the office.

6) Is not or used to be a professional service at all. This includes serving as a legal advisor or financial advisor who has been charged over two million baht per year from its parent company, subsidiaries, affiliates, shareholders large. Or Controlling Shareholders of the Company. Unless exculpatory the as aforementioned for not less than two years before the inauguration.

7) Not being a director appointed as a representative of the directors of the applicant. Its majority shareholder Or shareholders who are related to the majority shareholder.

8) Does not operation business has the same nature and in competition with the business of the applicant or its subsidiaries or partnerships that were in partnership. Or a director, an employee, consultant, employee salary. Or holding more than 1 per cent of the shares with voting rights of the company. The operation has the same nature and in competition with the business of the applicant or its subsidiaries.

9) There is no other characteristics that makes it impossible to give an independent opinion on the implementation of the applicant.

Details of the appointment of position the Director and Audit Committee.

Name Mrs.Supatdra Chuarrot
 Age 60
 Position Director/Independent Director/ the Audit Committee
 Education Bachelor of Laws, Ramkhamhaeng University
 Director Training Director Accreditation Program (DAP) 80/2009
 Thai Institute of Directors Association
 % of Shareholding EVER -None-
 Number of Years on Position 10 years 5 month (Appointed on November 14, 2008)



Work Experience

Public limited company

Duration	Position	Company / Organization	Nature of Business
2008 - present	Director/Independent Director/ Audit Committee	Everland Public Company Limited	Real estate development

Limited company

Duration	Position	Company / Organization	Nature of Business
1991 - Present	Secretary and Office Manager (Financial Account)	Meechai Ruchupan Law Office Co.,Ltd	Law consultant
2015 - Present	Director	Korat Medical Group Company Limited	Hospital development business

Government agencies / state enterprises

Duration	Position	Company / Organization	Nature of Business
1982 - 1991	Legal Officer 4	Provincial Electricity Authority	Public utility

Position of Director / executives in other companies.

Public Company Limited		Company Limited	company / other company to be competitive or connected with businesses of
Amount	Type of Directors		
1	Audit Committee	-	-None-
1	Director	1	-None-

The relationship with the company / subsidiaries / associates or conflict of the legal entity to the current or during within period of 2 years.

- 1) The directors who have interests in the Company : None
 2) The directors who have interests in the subsidiary : None
 3) The directors who have interests in the associates : None

or conflict of the legal entity.

Family relationship between the executive. : None

Meeting attendance for the year 2019 : 8 times of total 6 times of the Board of Director Meeting

Name Miss Janya Kongmun
Age 55
Position director
Education Bachelor of Science, Srinakharinwirot University
Director Training During the training course Director Accreditation Program (DAP)170/2020 Thai Institute of Directors Association
% of Shareholding EVER Less than 0.01% (as of February 28, 2020) 66 shares
Number of Years on Position -
Work Experience
 Public limited company



Duration	Position	Company / Organization	Nature of Business
2007 – February 2020	Senior Vice President, Property Management	Open technology Public Company Limited	IT and Asset Management Business

Limited company

Duration	Position	Company / Organization	Nature of Business
March 2020-Present	Consultant	The villa (HuaHin) Company Limited	Property Development
2004 - 2007	Asset Manager	Cander Management Company Limited	Asset Management Business
1997 - 2004	Asset Manager	Bangkok Management Realty Company Limited	Asset Management Business
1992 - 1997	Assistant Marketing Manager	Wa K Thai Company Limited	Property development business

Position of Director / executives in other companies.

Public Company Limited		Company Limited	company / other company to be competitive or connected with businesses of
Amount	Type of Directors		
-	Audit Committee	-	-None-
-	Director	-	-None-

The relationship with the company / subsidiaries / associates or conflict of the legal entity to the current or during within period of 2 years.

- 1) The directors who have interests in the Company : None
- 2) The directors who have interests in the subsidiary : None
- 3) The directors who have interests in the associates : None

or conflict of the legal entity.

Family relationship between the executive. : None

Meeting attendance for the year 2019 : -

Articles of Association relating to attend the Meeting

1. Closing of Share Registration Book

(Article 13) During the period of 21 (twenty-one) days prior to each shareholders meeting, the Company may cease to accept registration of share transfers by notifying the shareholders in advance at its head office and at every branch office not less than 14 (fourteen) days prior to the commencement date of cessation of the registration of share transfers.

2. Calling of the Shareholders Meeting

(Article 34) The Board of Directors shall call a shareholders meeting which is an Annual Ordinary General Meeting of Shareholders within 4 (four) months of the last day of the fiscal year of the Company.

Shareholders Meetings other than the one referred to in the abovementioned meeting shall be called Extraordinary Meetings. The Board of Directors may call an Extraordinary Meeting of Shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than 20 percent of the total number of shares sold or shareholders numbering not less than 25 (twenty-five) persons holding shares amounting to not less than 10 percent of the total number of shares sold may submit their names in a request directing the Board of Directors to call an Extraordinary Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders meeting to be held within 1 month of the date of receipt of such request from the said shareholders.

(Article 35) The Chairman of the Board or other director who assigned by the Chairman will specify the date, time and place of the meeting. And the place of the meeting will be the other place which is not the place of company's head office located.

(Article 36) In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable 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 the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least 3 days prior to the date of the meeting.

3. The quorum

(Article 37) In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders meeting amounting to not less than 25 (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 1/3 (one-third) of the total number of shares sold of the company. At any shareholders meeting, if 1 (one) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as specified, if such shareholders

meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

(Article 38) Shareholders are entitled to attend and vote at the shareholders meeting but they may authorize other persons as proxies to attend and vote at any meeting on their behalf. In case of appointment of a proxy, the instrument appointing the proxy in form of designated by the Registrar shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting prior to the proxy attending the meeting.

(Article 39) The Chairman of the Board shall be the chairman of shareholders meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a Deputy Chairman of the Board, the Deputy Chairman of the Board present at the meeting shall be the chairman of the meeting. If there is no Deputy Chairman of the Board or there is a Deputy Chairman of the Board who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

4. Voting

(Article 40) A resolution of the shareholders meeting shall require:

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) In the following events, a vote of not less than 75 percent of the total number of votes of shareholders who attend the meeting and have the right to vote:

(a) The sale or transfer of the whole or important parts of the business of the Company to other persons;

(b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;

(c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company

(d) The assignment of the management of the business of the company to any other persons

(e) The amalgamation of the Business with other persons with the purpose of profit and loss sharing

(f) The amending or changing the Article of Association, the Memorandum of Association

(g) The increasing or reducing of capital or the issuance of the debentures

(h) The amalgamation of companies

5. The Director

(Article 15) For election of the board of director, it will be approved by shareholders' resolution. And the requirements are as follows;

15.1 One shareholder will be counting for one vote

15.2 For election of the board of director, it will be elected by each director or by total directors which will be voted by the shareholders. For voting the shareholders will be vote by the method mentioned in item 15.1

15.3 The persons who has the vote ranking from maximized will be the director of the board of the company, which will be totaling number of the boards mentioned in the article of the resolution

6. Agenda of the Meeting

(Article 41) The business to be transacted at the Annual Ordinary General Meeting is as follows:

- (1) The directors submit to the meeting the report showing how the business of the Company was conducted during the year under review;
- (2) Consideration and approval the balance sheets, profit and loss statements of the previous fiscal year;
- (3) Consideration on the allocation of the net profit for legal reserves;
- (4) Election of new directors in replacement of those retired by rotation;
- (5) Appointment of the auditor and determine the audit in fee;
- (6) Other business.

7. Dividends

(Article 46) Prohibiting the dividends from other money than out of profits. If the company has a net loss cumulative are not allowed to pay dividend.

The dividend per share divided number of shares equal.

In case the company, sale the number of shares has not completed of registered. Or the Company's capital increase. The Company probably pay all or part of the dividend in the form of a stock dividend by issuing a share. The newly ordinary to the holders of shares. By the resolution of the Shareholders meeting.

The Board of Directors may pay an interim dividend to the shareholders occasionally. When that company it is profitable enough to do so. And report to the meeting of shareholders in the meeting next times.

Dividend must be made within one month from the date of the Shareholders meeting or the Board of Directors has resolution of the case. Issue a notice to shareholders. Advertising and notice pay of dividend in the newspaper.

8. Annual net profit allocation

(Article 47) Companies must allocate part of its annual net profit as reserves as required. No less than five percent of the profits. Minus accumulated losses brought forward (if any). Until the reserve is not less than 10 percent of the registered capital.

**The required documents or evidences of the shareholder
or the proxy who has the right to attend the meeting.**

The required documents as follow:

1. The ordinary person:

1.1 In case of yourself attending, the document which is granted by the Government that show the photo and within valid date such as the identification card, the government official card or passport (in case foreigner).

1.2 In case of proxy,

(a) The chosen proxy form that attached with the invitation letter, which is completed and signed by the grantor and the proxy.

(b) A copy of the document of the grantor as set forth in clause 1.1, certified by the grantor.

(c) A document of the proxy which has the detail as set forth in clause 1.1 for registration.

2. The juristic person

2.1 In case of attend the meeting by the authorized person (s);

(a) The document of the authorized person (s) of such juristic person which is granted by the Government that show the photo and within valid date such as the identification card, the government official card or passport (in case foreigner).

(b) A copy of the company/partnership registration certificate that has been issued within 30 days by the Department of Business Development, Ministry of Commerce and certified by the authorized person (s) of such juristic person must be presented.

(c) A copy of the document of the authorized person (s) of such juristic person as set forth in clause 1.1 and certified must be presented.

(d) A document of the proxy which has the detail as set forth in clause 1.1 for registration.

2.2 In case of the shareholder is the juristic person that set up by the Foreign Law

(a) A copy of the company/partnership registration certificate that granted by the government service and has been certified within 3 months by Notary Public or the government agencies.

(b) Any original documents in foreign language excluding English must have the translation in English and certified by the authorized person (s) of such juristic person must be presented.

The registration will start on 12.00 a.m.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
 ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

PROXY Form A

เขียนที่
 Written at
 วันที่ เดือน พ.ศ.
 Date Month Year
 (1) ข้าพเจ้า สัญชาติ
 I / We Nationality
 อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 Reside at Road Tambol / Khwaeng
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์
 Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเวอร์แลนด์ จำกัด (มหาชน) am / are a shareholder of Everland Public Company limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 holding altogether shares and can cast votes equaling shares as follow;
 หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Ordinary Shares shares, can cast votes equaling votes
 หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Preference Shares shares, can cast votes equaling votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี อยู่บ้านเลขที่
 Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์ หรือ
 Province Postal Code or
 (2) อายุ ปี อยู่บ้านเลขที่
 Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์ หรือ
 Province Postal Code or
 (3) อายุ ปี อยู่บ้านเลขที่
 Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันอังคารที่ 28 เมษายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 10 อาคารคันทรี คอมเพล็กซ์ อาคารเอ เลขที่ 223/29 ถนนสุรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 Appoint only one as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2020, on April 28, 2020, at 02.00 p.m. At Meeting Room, 10th Floor, Country Complex Tower A, 223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment there of.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

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

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

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

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

ปิดอากรแสตมป์ 20 บาท
 Affixed Duty Stamp 20 Baht

หมายเหตุ: ผู้ถือหุ้นที่จะมอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน
 เพื่อแยกการลงคะแนนเสียงได้
 Remark: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

หนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
 ท้ายประกาศกรมทะเบียนการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

Proxy Form B.

เขียนที่
 Written at
 วันที่ เดือน พ.ศ.
 Date Month Year
 (1) ข้าพเจ้า สัญชาติ
 I / We Nationality
 อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 Reside at Road Tambol / Khwaeng
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์
 Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เเวอร์แลนด์ จำกัด (มหาชน) am / are a shareholder of Everland Public Company limited
 โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 holding altogether shares and can cast votes equaling shares as follow:
 หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Ordinary Shares shares, can cast votes equaling votes
 หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Preference Shares shares, can cast votes equaling votes

(3) ขอมอบฉันทะให้
 Hereby appoint
 (1) อายุ ปี อยู่บ้านเลขที่
 Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์ หรือ
 Province Postal Code or

(2) อายุ ปี อยู่บ้านเลขที่
 Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์ หรือ
 Province Postal Code or

(3) นางสาวนิตา มัชฌิมาพันธ์ (กรรมการอิสระของบมจ.เอเวอร์แลนด์) อายุ ปี อยู่บ้านเลขที่
 Miss Vanida Majjimanonda (Independent Director) Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์
 Province Postal Code

(4) นาย กำธร อุดมฤทธิรุจ (กรรมการอิสระของบมจ.เอเวอร์แลนด์) อายุ ปี อยู่บ้านเลขที่
 Mr.Kamtorn Udomritthiruj (Independent Director) Age years, Resides at
 ถนน ตำบล/แขวง อำเภอ/เขต
 Road Tambol / Khwaeng Amphur / Khet
 จังหวัด รหัสไปรษณีย์
 Province Postal Code

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันอังคารที่ 28 เมษายน 2563 เวลา 14.00 น. ณ ชั้น 10 อาคารคันทรี คอมเพล็กซ์ อาคารเอ เลขที่ 223/29 ถนนสรรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่แจ้ง
 เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Appoint only one as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2020, on April 28, 2020, at 02.00 p.m. At 10th Floor, Country Complex Tower A, No. 223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment there of.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 I / we hereby authorize the proxy to vote on my / our behalf at this meeting as follows:
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 เมื่อวันที่ 26 เมษายน 2562

Agenda No.1 Consideration to approve the minutes of the Annual General Meeting of shareholder for the year 2019 held on April 26, 2019.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2562 และรายงานประจำปีของคณะกรรมการ

Agenda No.2 To acknowledge about the company performance and the annual report for the year ended 2019

ไม่มีการลงมติในวาระนี้

No voting on this agenda

วาระที่ 3 พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda No.3 Consideration to approve the annually financial statement (audited) for the year ended December 31, 2019.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติจัดสรรกำไรเพื่อตั้งทุนสำรองตามกฎหมายประจำปี 2562 และงดจ่ายเงินปันผล

Agenda No.4 Consideration to approve the allocation of revenues and organized the reserve funds as stipulated by the laws and omission of dividend payment for the year 2019.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No.5 Consideration to appoint new directors instead of the directors whose term were expired

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- การตั้งกรรมการทั้งหมด
Election by total director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การตั้งกรรมการเป็นรายบุคคล
Election by each director

ชื่อกรรมการ : นางสุภัทรา เชื้อรอด

Director Name: Mrs.Supatdra Chuarrot

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ : นางสาวจรรยา คงมัน

Director Name : Miss Janya Kongmun

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณาอนุมัติเปลี่ยนแปลงชื่อและจำนวนกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัท

Agenda No.6 To consider and approve the change of the name and number of directors authorized to sign on behalf of the company.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการตรวจสอบประจำปี 2563

Agenda No.6 To approve the remunerations of the board of directors and the audit committee for the year 2020.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2563

Agenda No.7 Consideration to appoint the auditors and determine the audit fee for the year 2020.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการออกและเสนอขายหุ้นกู้

Agenda No.9 To consider and approve the issuance and offering of debentures.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No.10 To Consider other issues (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting by the proxy in any agendas that are not the same as specified in this proxy form. It will be the incorrect voting and that will not my/our voting as the shareholder

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I / we have not specified my / our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above. Including in case there is any amendment or addition of any fact. The proxy shall have the right to consider and vote on my / our behalf as he / she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าได้ระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

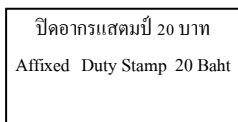
Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves exception in case of the Proxy has abstain vote as specified in this proxy form

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

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

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

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



หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda for election board of director can be voted into 2 methods; election by total director or election by each director

3. ในกรณีที่มติวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจาดอบแบบหนังสือมอบฉันทะตามแบบ
If the considered statements are more to made than the statements provided above, it can be made in the allonge form attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Along form attachment to proxy form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเวอร์แลนด์ จำกัด (มหาชน)

Hereby appoint as the shareholder of Everland Public Company Limited

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันอังคารที่ 28 เมษายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 10 อาคารคันทรี คอมเพล็กซ์ อาคารเอ เลขที่ 223/29 ถนนสรรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่ซึ่งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Appoint only one as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2020, on April 28, 2020, at 02.00 p.m. At Meeting Room, 10th Floor, Country Complex Tower A, 223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment there of.

วาระที่

Agenda No

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่

Agenda No

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่

Agenda No

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่

Agenda No

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่

Agenda No

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่เรื่อง เลือกตั้งกรรมการ(ต่อ)

Agenda NoTo election new boards of company (continue)

ชื่อกรรมการ :

Director Name :

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ :

Director Name :

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ :

Director Name :

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

<i>Approve</i>	<i>Disapprove</i>	<i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>
ชื่อกรรมการ :		
<i>Director Name :</i>		
<input type="radio"/> เห็นด้วย <i>Approve</i>	<input type="radio"/> ไม่เห็นด้วย <i>Disapprove</i>	<input type="radio"/> งดออกเสียง <i>Abstain</i>

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้
คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

PROXY Form C

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า.....
I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....
Office located at No. Road. Tumbol / Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur / Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
As the Custodian Operator of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอเวอร์แลนด์ จำกัด (มหาชน)
Is/are the shareholder of Everland Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding altogether shares and can cast votes equaling shares as follow;
หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary Shares Shares, can cast votes equaling votes
หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preference Shares Shares, can cast votes equaling votes

(3) ขอมอบฉันทะให้
Hereby appoint

(1).....อายุปี อยู่บ้านเลขที่.....
Age years, Resides at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tumbol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

(2).....อายุปี อยู่บ้านเลขที่.....
Age years, Resides at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tumbol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

(3) นางสาวนิตา มัชฌิมานนท์ (กรรมการอิสระของบมจ.เอเวอร์แลนด์) อายุปี อยู่บ้านเลขที่.....
Miss Vanida Majjimanonda (Independent Director) Age years, Resides at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tumbol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์
Province Postal Code

(4) นาย กำธร อุดมฤทธิรุจ (กรรมการอิสระของบมจ.เอเวอร์แลนด์) อายุปี อยู่บ้านเลขที่.....
Mr.Kamtorn Udomrithiruj (Independent Director) Age years, Resides at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tumbol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์
Province Postal Code

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันอังคารที่ 28
เมษายน 2563 เวลา 14.00 น. ณ ชั้น 10 อาคารคันทรี คอมเพล็กซ์ เลขที่ 223/29 ถนนสรรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่ที่จะพึงเลื่อนไปใน
วัน เวลา และสถานที่อื่นด้วย

Appoint only one as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2020, on April 28, 2020,
at 02.00 p.m. At 10th Floor, Country Complex Tower A, No. 223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment there of.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้
I/we hereby authorize the proxy to vote on my/our behalf at this meeting as follows;

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Grant all of shares that have right to vote

มอบฉันทะบางส่วน คือ
Grant only a portion of the shares specified as follow;

<input type="checkbox"/>	หุ้นสามัญ.....	หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
	Ordinary Shares	Shares, can cast votes equaling	votes
<input type="checkbox"/>	หุ้นบุริมสิทธิ.....	หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
	Preference Shares	Shares, can cast votes equaling	votes
	รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....	เสียง	
	Totaling casing vote	votes	

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I / we hereby authorize the proxy to vote on my / our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 เมื่อวันที่ 26 เมษายน 2562

Agenda No.1 Consideration to approve the minutes of the Annual General Meeting of shareholder for the year held on April 26, 2019.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2562 และรายงานประจำปีของคณะกรรมการ

Agenda No.2 To acknowledge about the company performance and the annual report for the year ended 2019.

ไม่มีการลงมติในวาระนี้
No voting on this agenda

วาระที่ 3 พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda No.3 To approve the financial statement for the year ended December 31, 2019.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติจัดสรรกำไรเพื่อตั้งทุนสำรองตามกฎหมายประจำปี 2562 และงจัดจ่ายเงินปันผล

Agenda No.4 Consideration to approve the allocation of revenues and organized the reserve funds as stipulated by the laws and omission of dividend payment for the year 2019.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No.5 Consideration to appoint new directors instead of the directors whose term were expired

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:

การตั้งกรรมการทั้งหมด
Election by total director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

การตั้งกรรมการเป็นรายบุคคล
Election by each director

ชื่อกรรมการ : นางสุภัทรา เชื้ออรอด

Director Name: Mrs. Supatdra Chuarrot

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ : นางสาวจรรยา คงมัน

Director Name : Miss Janya Kongmun

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติเปลี่ยนแปลงชื่อและจำนวนกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัท

Agenda No.6 To consider and approve the change of the name and number of directors authorized to sign on behalf of the company.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการตรวจสอบประจำปี 2563

Agenda No.7 To approve the remunerations of the board of directors and the audit committee for the year 2020.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2563

Agenda No.8 Consideration to appoint the auditors and determine the audit fee for the year 2020.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการออกและเสนอขายหุ้นกู้

Agenda No.9 To consider and approve the issuance and offering of debentures.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No.10 To Consider other issues (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting by the Proxy in any agendas that are not the same as specified in this proxy form. It will be the incorrect voting and that will not my/our voting as the shareholder

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I / we have not specified my / our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above. Including in case there is any amendment or addition of any fact. The proxy shall have the right to consider and vote on my / our behalf as he / she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าได้ระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves exception in case of the Proxy has abstain vote as specified in this proxy form

ปิดอากรแสตมป์ 20 บาท
Affixed Duty Stamp 20 Baht

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

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

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

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

หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงนามต่างประเทศและคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
PROXY Form C can be use in case of the name of the shareholder which shown in shareholders report as the foreign investors and the custodian in Thailand is the depositor only
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
The required documents or evidences which attached with the proxy are
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
The proxy form by the shareholder to authorize the custodian for signing in this proxy form
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
The letter to certified that signing people in this proxy is the people who has the certification to operate as the custodian
- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda for election board of director can be voted into 2 methods; election by total director or election by each director
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ค
If the considered statements are more to made than the statements provided above, it can be made in the allonge form attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Along form attachment to proxy form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเวอร์แลนด์ จำกัด (มหาชน)

Hereby appoint as the shareholder of Everland Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันอังคารที่ 28 เมษายน 2563 เวลา 14.00 น. ณ ชั้น 10 อาคารคันทรี คอมเพล็กซ์ อาคารเอ เลขที่ 223/29 ถนนสรรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Appoint only one as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2020 on April 28, 2020, at 02.00 p.m. At 10th Floor, Country Complex Tower A, No. 223/29 Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment thereof.

วาระที่
Agenda No

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่
Agenda No

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่
Agenda No

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่
Agenda No

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่
Agenda No

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ เรื่อง เลือกตั้งกรรมการ(ต่อ)
Agenda No To election new boards of company (continue)

ชื่อกรรมการ :
Director Name :

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ :
Director Name :

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

Independent Director that the shareholder can appoint as a proxy to attend the meeting

Name : Mr. Kamtorn Udomrittiruj
Age : 88 years
Nationality : Thai
Education : Bachelor of Political Science, Berkeley University of California, USA
Director Training : Director Accreditation Program (DAP), Class 31/2005
 Thai Institute of Directors Association
Position : Vice Chairman of the Board and Chairman of the Audit Committee
 and Independent Director
Number of Years on Position : 12 year 2 months

**Work Experience**

Company : Public Company Limited			
Duration	Position	Company / Organization	Nature of Business
2004-Present	Vice Chairman of the Board	Super Energy Corporation Public Co.,Ltd.	Energy Electricity / business related.
2006-Present	Chairman of the Audit Committee	Super Energy Corporation Public Co.,Ltd.	Energy Electricity / business related.
2007-Present	Vice Chairman of the Board/ Chairman of the Audit Committee	Everland Public Co.,Ltd.	Real Estate Development and Hospital
Company : Company Limited			
Duration	Position	Company / Organization	Nature of Business
2005- 2018	Director	Superblock South Co.,Ltd.	Construction Services and consultancy
2006 - 2008	President of Committee Annual Government Statement of Expenditure	The National Legislative Assembly	Consider the draft legislation
2001 - 2002	The former Advisor of the President of Election Commission	Election Commission of Thailand	Control and organized the election

Shareholding in the company : None
Family relation with between the executive. : None
Have / Don't have vested interest in the proposed agenda of the meeting. : Stakeholders at the meeting 1 agenda is
 Agenda 6: To consider and approve the board of directors and the audit committee's remunerations for the year 2020. So cannot vote in agenda 6.

Name : Miss Vanida Majjimanonda
Age : 74 Years
Nationality : Thai
Education : - Hotel Management : Cornell University, USA
 - Administration & Technique Hotelieres
 Institute International de Glion, Switzerland
 - Languages (French & German),
 Institute Le Manoir , Switzerland , Ecole Benedict , Switzerland
Director Training : Director Accreditation Program (DAP), (64/2007)
 Thai Institute of Directors Association (IOD)
Position : Vice Chairman of the Audit Committee and Director and Independent Director
Number of Years on Position : 13 years 1 month



Work Experience

Company : Public Company Limited			
Duration	Position	Company / Organization	Nature of Business
2013- Present	Director and Audit Committee / Independent Director	Super Energy Corporation Public Co.,Ltd.	Energy Electricity / business related.
2013 - 2018	Vice Chairman of the Audit Committee/ Independent Director	Super Energy Corporation Public Co.,Ltd.	Energy Electricity / business related.
2007- Present	Director / Vice Chairman of the Audit Committee / Independent Director	Everland Public Co.,Ltd.	Real Estate Development and Hospital development
2013- Present	Vice Chairman of the Board and Independent Director	Open Technology Public Co.,Ltd.	Information Technology
Company : Company Limited			
Duration	Position	Company / Organization	Nature of Business
2016 - Present	Director	Green Power Energy Co.,Ltd.	Energy Electricity / business related.
2015 - Present	Director	Super Sky Energy Co.,Ltd.	Energy Electricity / business related.
		North Solar Co.,Ltd.	Energy Electricity / business related.
		Super Earth Energy Co.,Ltd.	Energy Electricity / business related.
		Korat Medical Group Co.,Ltd.	Hospital development
2014 - Present	Director	Green bi-o Mahasarakarm Co.,Ltd.	Energy Electricity / business related.
		P T Drive (Thailand) Co.,Ltd.	Energy Electricity / business related.
		My Hospital Co.,Ltd.	Hospital development
		Unicon Service Co.,Ltd.	Property rental
		Chiang Mai Raj Hospital Co.,Ltd.	Hospital development
		Dental is fun Co.,Ltd.	Hospital development
2013 - Present	Director	Super Energy Group Co.,Ltd.	Hospital development
1997 - 1998	Public Relation Director	The Oriental Bangkok	Hotel
1996 - 1997	General Manager	The Twin Lotus Hotel	Hotel
1985 - 1996	Marketing and Sales Director	The Oriental Bangkok	Hotel
1982 -1985	Sales Manager	The Bangkok Peninsula	Hotel
1969 - 1982	Sales Manager	Hotel Siam Inter-Continental	Hotel
1966 - 1967	Secretary and Auditor	Arosa Kulm Hotel , Switzerland	Hotel

Shareholding in the Company : None

Relationship between the executive. : None

Having /not having any interest in the agenda proposed in the meeting. : Stakeholders at the meeting 1 agenda is
Agenda 6: To consider and approve the board of directors and the audit committee's remunerations for the year 2019. So cannot vote in agenda 6.

Registration form to receive the Annual report of the year 2019 in hard copy

I/we..... Shareholder Registration No..... Holding the stock of Everland PCL.
altogethershares, like to receive the Annual report of Everland for the year 2019 in hard
copy, by sending the document atRoad.....Sub-District.....
District.....Province..... Postal Code

*Please send back your Register Form by fax **before May 15, 2020**, and then the company will send the Annual report of the year 2016 in hard copy to you as per your request.*

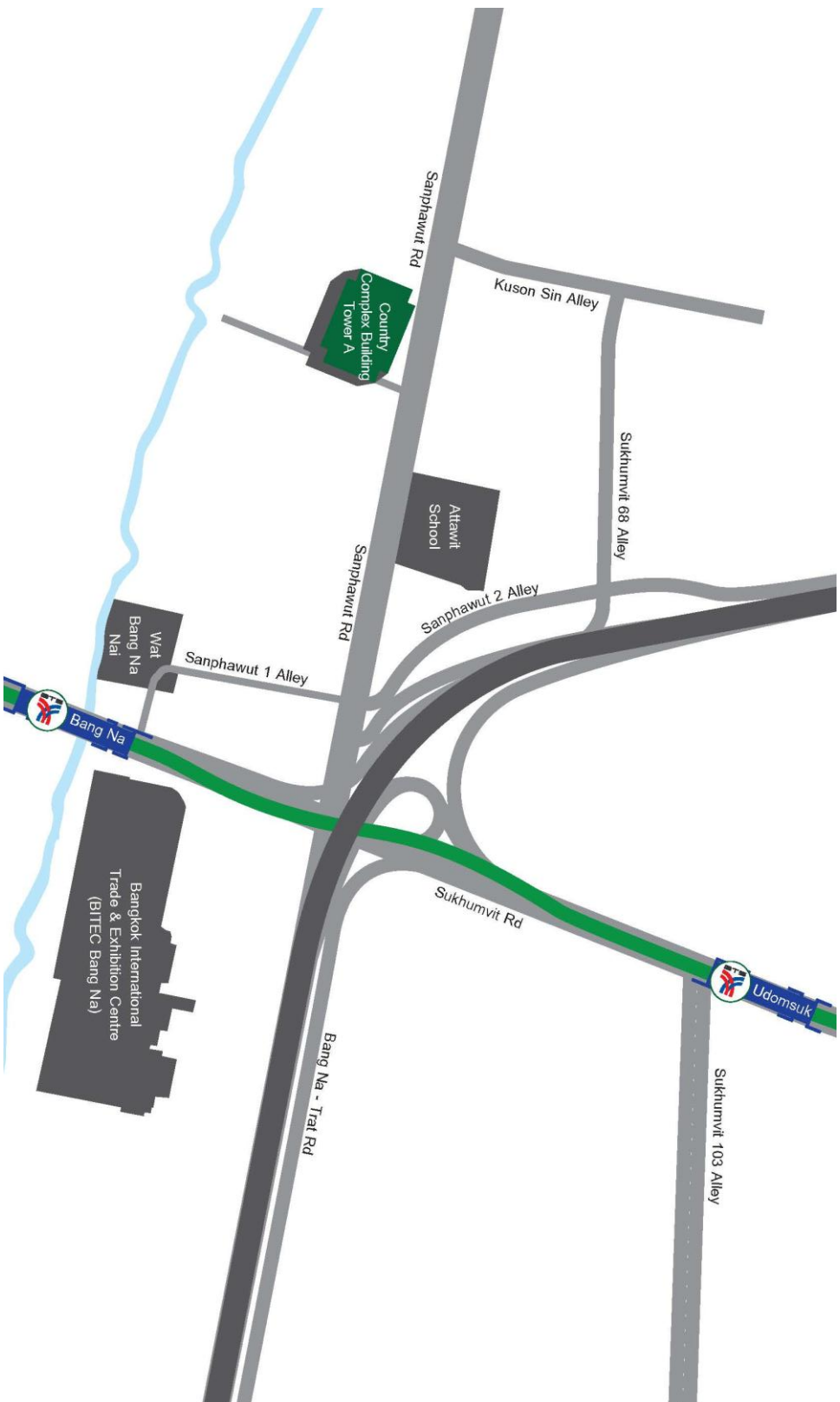
Contact Person : Miss Kantida Manpon
Fax: 0-2720-7808

Location Map

Country Complex Tower A

Sunpawut Road, Bangna Tai, Bangna, Bangkok.,

Tel : (+66) 2720-7797 Fax : (+66) 2720-7808



Skytrain: Bang Na Station or Udomsuk Station