



# Everland Public Company Limited

## Notice of the 2021 Annual General Meeting of Shareholders Friday 30 April 2021, At 02.00 p.m.

Note: To prevent the spread of the coronavirus COVID-19. The company therefore organized Meeting through the Electronic Organized Shareholders' Meeting (E-AGM) system According to the Emergency Decree on Electronic Media Meeting, B.E. 2020, in which the shareholders can attend the Company's shareholders' meeting via [the DAP e-Shareholder Meeting system](#). You can study the terms and conditions for attending the meeting. Shareholders via the DAP e-Shareholder Meeting system, including how to use the DAP e-Shareholder Meeting system can be obtained from "[Electronic Conferencing System Operation Manual DAP e-Shareholder Meeting](#)"which the company sent along with the invitation letter to the meeting. Shareholders as shown in Attachment No9.

Ref. EVER 016/2021

April 8, 2021

Subject : Notice of the 2020 Annual General Meeting of Shareholders

Attention : Shareholders of Everland Public Company Limited

Attachment :

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3.	Qualifications of Independent Directors (Audit Committee)	19-20
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The board of directors of Everland Public Company Limited approved to call for the 2021 Annual General Meeting of Shareholders on April 30, 2021 at 02.00 p.m. **The meeting was organized in the form of electronic media (E-AGM)** at the Country Complex Building A, 19<sup>th</sup> Floor, Sanphawut Road, Bangna-Tai Subdistrict, Bangna District, Bangkok. To consider various matters According to the agenda as follows :

**Agenda No.1 Consideration to approve the minutes of the annual general meeting of shareholders for the year 2020, which was held on April 28, 2020.**

#### **Facts and rationale**

The Annual General Meeting of Shareholders for the year 2019 held on 26 April 2020. 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 2020 held on 26 April 2020.

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

Agenda No.2 Acknowledge the Company's performance for the past year and the 2020 Annual Report.

**Facts and rationale**

The results of business operation of the Company for the Year 2020 appears 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 2020 annual report in print format Can request by filling out the form according to the document (Enclosure No. 10) 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 No.3 To consider and approve the financial statements for the year ended December 31, 2020.

**Facts and rationale**

The financial statements for the fiscal year ending 31<sup>st</sup> December 2020 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:

	Amount (Bath Million)	
Details	Consolidated financial statements	Separate financial statements
Total Asset	9,494.41	6,453.95
Total Liabilities	6,786.72	4,188.13
Total Shareholders' Equity	2,707.69	2,265.82
Revenue from sales or revenue from services	3,241.25	620.37
Total Revenue	3,377.64	998.68
Profit (loss) of the year from operation	487.13	121.10
Profit (loss) for the year - attributable to the parent company	138.23	(354.72)

**Opinion of the Board**

The board considered that the shareholders’ meeting should approve the financial statement for the year ended December 31, 2020, 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 To consider and approve the omission of profits and set up legal reserves for the year 2020 and no dividend payment .

**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 2020, The company has a net profit from the separate financial statements of 126.34 million baht And there was a net loss from the company financial statements amounting to 354.72 million baht. As a result, the separate financial statements of the Company for the year 2020 have accumulated losses of 805.14 million baht.

**Equity (the separate financial statement)**

(Unit: Baht)

Details	2020	2019
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	(817,632,886)	(460,226,617)
Total equity	2,265,820,023	2,623,226,292

**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 Consider electing directors to replace those retiring by rotation of the Company.****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. Kamtorn Udomritthiruj Vice Chairman of the Board/Chairman of the Audit Committee/Independent Director
2. Mr. Apichai Pochakaparipan Director

**Facts and rationale**

The Board considered and agreed that the shareholders' meeting should appoint 2 directors, namely 1) Mr. Kamtorn Udomritthiruj and 2) Apichai Pochakaparipan, Which retired by rotation at this time In this regard, the Company has summarized the biographies of the two directors attached with the notice of this meeting as shown in Attachment No. 4 for decision making by the shareholders.

**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 approve the remunerations of the board of directors and the audit committee for the year 2021.****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 2021 at the same rate as the year 2020 as follows;

**Meeting fee of boards of director for attend each meeting**

Position	Remuneration (Baht/Time)	
	2021	2020
Chairman of the Board	10,000	10,000
Vice Chairman of the Board	7,500	7,500
Director	5,000	5,000

**Meeting fee of audited committees for attend each meeting**

Position	Remuneration (Baht/Time)	
	2021	2020
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 2020.

**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.7 Consideration to appoint the auditors and determine the audit fee for the year 2021****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 2021. 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 2021 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

The audit fee for the year 2021 is set at an amount not exceeding 2,780,000 baht, excluding other service fees (Non-Audit Fees) that the Company actually pays and not include the audit fee of subsidiaries.

**Note:** Auditor fee of 13 subsidiaries for the year 2021, totaling not more than 6,580,000 baht.

#### **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 2021 as detailed above.

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

#### **Agenda No.8 Consideration on other issues (if any)**

The Company would like to invite our shareholders to 2021 Annual General Meeting of Shareholders via electronic media format (E-AGM) on the date, and time stated above. The name list of shareholders for the right to attend and vote at the 2021 Annual General Meeting of Shareholders should be recorded on 11st March, 2021 (Record Date).

For shareholders who wish to attend the meeting in person, please scan the QR code



Or from the link

<https://portal.eservice.set.or.th/Account/?refer=k0Fbd2rXV1mlxBM7f%2bZcZt0UGkUhirzIFqOWnbd1rF1ArW2Nq8nR1g%3d%3d>

Together with the required documents for self-registration before attending the meeting (details as described in Enclosure No.6 ). Registration can be made through DAP e-Shareholder Meeting from **April 20, 2021 to April 30, 2021**. The registered documents must be verified for the shareholders' identity, then the Company will send back the shareholder's

username and password through an email address for logging-in to the electronic meeting on Friday April 30, 2021 from 01.00 p.m. onwards. at <https://portal.eservice.set.or.th>

However, if shareholders are not convenient to attend the meeting via E-AGM, the Company recommends the shareholders to appoint the Independent Director of the company as their proxy to attend the meeting . please fill-in and complete the Proxy Form, attached as Enclosure No. 7 and specify the name one of any Independent Directors, Mr.Kamtonr Udomritthiruj, Independent Director and Chairman of the Audit Committee, or Miss Vanida Majjimanonda, Vice Chairman of the Audit Committee and Director and Independent Director, together with the required documents for proxy (details as described in Enclosure No. 6). Then, please submit all documents to to Meechai Thailand Law Office Company Limited, No. 223/96 on 21th floor, Country Complex Tower A, Sunpawut Road, Bangna - Tai, Bangna, Bangkok 10260, within April 26, 2021.

For those shareholders who are unable to attend the meeting via electronic media and wish to appoint a proxy, please fill-in and complete the Proxy, attached as Enclosure No. 7 together with the required documents for proxy (details as described in Enclosure No. 6). Then, please submit all documents to the Company as an address and within time mentioned above.

However, shareholders are able to learn more about the procedure of an electronic meeting through DAP e-Shareholder Meeting system from “User Manual Electronics Meeting System” (details as described in Enclosure No. 9) or <https://www.set.or.th/th/eservice/shareholder.html> or QR Code



Digital Access Platform Company Limited (DAP), a meeting control system provider certified by the Electronic Transactions Development Agency, is the owner of the meeting control system used with this E-AGM.

Should you have any questions about the proxy, please contact Khun Kornkamon Luangwirun or Khun Walaiporn Leela at Tel: 02-720-7797 or 02-720-7708 in the office hours.

If any Shareholders require the Annual Report 2020 in hard copy, please fill in the form enclosed with the Invitation to the Meeting (Enclosure No. 10 ) and submit to Fax No. 02-720-7808.

If any shareholder has questions about the electronic communication format (E-AGM), they can send questions to the company at [info@everland.co.th](mailto:info@everland.co.th)

Sincerely Yours,



บริษัท เอเวอร์แลนด์ จำกัด (มหาชน)  
EVERLAND PUBLIC COMPANY LIMITED



(Mr.Swechak Lochaya)

Chairman of the Board

Everland Company Limited

Minutes of the 2020 Annual General Meeting of Shareholders  
of  
Everland Public Company Limited

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The meeting was held on Tuesday, 28 April 2020, 2:00 p.m., in the meeting room on the 10<sup>th</sup> Floor, Country Complex, Building A, No. 223/29, Sanphawut Rd., Bang Na Tai, Bang Na, Bangkok. A total of 30 shareholders and proxies attended the meeting in person when the meeting convened with a total share count of 1,587,902,328 shares or 40.87 percent of all paid-up shares and more shareholders joined the meeting on each agenda, bringing the number of meeting participants to 31 participants with 1,587,916,328 shares or 40.88 percent of all paid-up shares. Mr. Swechak Lochaya, the Chairman of the Board, acted as Chairman of the Meeting.

The Chairman welcomed shareholders present at the meeting today and assigned the staff to advise the Board of Directors and executives present at the meeting in addition to providing the following explanations on voting on each agenda:

Members of the Board of Directors and Executives Attending the Meeting

1. Mr. Swechak Lochaya                      Chairman of the Board and the Managing Director (Chairman of the Meeting).
2. Mr. Apichai Pochakaparipan            Director

Company Director of Accounting & Finance

Mr. Tachakorn Somjitchob

Auditor's Representatives

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited:

1. Mr. Nantawat Samruanhan
2. Mr. Natta Tanasomboon

The Company's staffers explained the voting methods on each agenda item in compliance with the Company's regulations on voting. On each agenda item, the Chairman asked whether any person objected or abstained. If no person objected or abstained, the Chairman summarized the agenda as having unanimous approval from all shareholders based on the Chairman's proposal. However, if any person objected or wished to abstain, the Chairman asked the shareholder who wished to object or abstain from voting to place an "X" mark in the space on the voting ballots handed out to shareholders and raise hands to wait for the Company's employees to collect the voting ballots and count votes. Shareholders who did not object or abstain from voting were considered to have approved.



After the staffers had explained the voting methods, the Chairman convened the meeting in the following order of the agenda items:

**Agenda 1 Ratification of the Minutes to the Annual General Meeting of Shareholders 2019 on 26 April 2019**

The Chairman assigned staffers to explain the following details and voting on this agenda item: The annual general meeting of shareholders 2019 was held on 26 April 2019 at 2:00 p.m. at Phetch Pailin Room, 11<sup>th</sup> Floor, Windsor Suites Hotel, No. 8-10, Sukhumvit Rd., Soi Khlong Toei 20, Bangkok. A total of seven agenda items were presented for consideration. Information on the agenda items was shown in the minutes to the meeting delivered to shareholders with invitations to this meeting.

**Resolution:** The meeting considered and voted unanimously to ratify the minutes to the annual general meeting of shareholders 2019 on 26 April 2019. The shareholders voted on Agenda 1 as follows:

Approved	1,587,916,328 votes	100.00% of attendees with eligibility to vote
Disapproved	- votes	0.00% of attendees with eligibility to vote
Abstained	- votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328 votes</b>	<b>100.00% of attendees with eligibility to vote</b>

**Remarks:** On Agenda 1, one additional shareholder with a total share count of 14,000 shares joined the meeting.

**Agenda 2 Acknowledgement of the Company's Performance in the Past Year and the Annual Report of 2019**

The Chairman reported to the shareholder meeting for acknowledgement of the Company's performance in the past year and the annual report of 2019 in the form of QR codes delivered to shareholders with meeting invitations in line with specifications of the Securities and Exchange Commission of Thailand.

**The Chairman explained the following company performance in the previous year to the shareholder meeting:**

**In the real estate business:**

**1) Condominium Projects**

- The Politan Rive is a 57-storey building. Construction is complete and the transfer of ownership rights has been taking place from February 2019 to the present day. Sales and ownership rights transfer are ongoing. The project has a total of 2,350 units. Ownership rights have been transferred for 1,900 units. At present, the project is a main source of real estate revenue with income perceived at 4,400 million baht. Residents currently occupy approximately 60 percent of units and a number of units are being decorated before habitation and the Company has an inventory pending sales to perceive income.
- The Politan Breeze is an 8-storey building with approximately 500 units in four buildings and one parking building including facilities. Overall, ownership rights have been transferred for approximately 200 rooms and over 600 million baht and the remaining 300 rooms are inventory pending sales. At present, 86 percent of the project is occupied.
- The Politan Aqua is a 61-storey building. Construction is ongoing and 99 percent complete. The architectural work is 76 percent complete. According to the Company's plans, the Company will request a certificate of construction (Or. 6) in June 2020 and prepare to issue condominium unit deeds. Transfers of ownership rights will begin and income will be perceived in the fourth quarter of 2020. At present, the Company has sold 1,800 units valued at 4,400 million baht.

## 2) Town Home Horizontal Projects

At present, town home horizontal projects consist of the following three projects:

- Evercity (Suksawas-Buddha Bucha) Project – The project has 137 units with a value of 540 million baht. Construction and sales are ongoing and the project perceives income continually. Sales are valued at 235 million baht and rights transfers were valued at 136 million baht.
- Evercity (Srinagarindra – Nam Dang) Project – The project has 249 units and is valued at 1,066 million baht. Current construction value is over 800 million baht and income from sales was perceived at 196 million baht.
- Ramintra-Chatuchok Ring Road Project – The project has 172 units and is valued at 750 million baht. Income from sales was perceived at 66 million baht for 15 units.

## 3) Single Home Projects

- My Home Avenue – Construction is complete for all 61 units with 40 units sold and transferred. Income was perceived at 205 million baht.
- Silver Lake Park Suwinthawong 78 Project – The project is valued at 400 million baht. Construction is ongoing for 30 units. The Company plans to launch the project in June – July 2020 but will have to consider the Covid-19 situation to determine if the project can be launched as planned.

### In the hospital business:

The Company currently has the following three hospitals:

- 1) Chiangmai Hospital – The Company bought the business approximately 2-3 years ago. The hospital is currently undergoing external and internal renovation for scenery, additional glass elevators, new signs and construction of patient ward along with procurement of medical instruments to support work expansion because the hospital was old at the time of purchase. Furthermore, the Company plans to add doctors and nurses in addition to improving the OPD. The hospital is expected to be used in May 2020.
- 2) Phitsanulok Hospital – Concerning operation plans, the Company plans to increase revenue and cut costs by focusing on improving quality and renovating facilities by constructing more patient wards, purchasing CT scan machines, renovating fire escapes and improving waste storage rooms. When considered in the long term after renovations are complete with instruments prepared, performance should improve.
- 3) Rachasima Hospital – The Company completely renovated the exterior and interior, purchased additional medical equipment, contacted insurance company groups, coordinated with schools to make accident insurance for students, renovated patient wards, purchased CT scans for surgical patients and made further developments in the service system and personnel work.

On this agenda item, shareholders made the following inquiries:

**Question: Mr. Wutimet Chaiprasitrit, Proxy from the Thai Investors Association**

1. The Bank of Thailand is relaxing LTV measures. Does the Company benefit from the aforementioned leniency?

**Answer:** Chairman

Due to the Bank of Thailand's relaxing of LTV measures, the Company benefits partially without significance.

2. How has the Company adjusted plans to earn more revenue or increase sales channels in this Covid-19 virus situation which has reduced buyers' purchasing power?

**Answer:** Chairman

In the Covid-19 virus situation, the Company was affected because the real estate business is consistent with the GDP, economic growth and the government's lockdown measures to reduce spreading of the virus. Therefore, Covid-19 affected walk-in customers, including effects on buyers in terms of revenue. This has affected buying power. Most project customers have to take

out bank loans to make purchases in projects. In addition, banks have changed considerations by considering whether customer occupations are subject to Covid-19 risks. Therefore, the Company changed its strategies by creating an online platform. The Company is currently taking action to expand via online channels by enabling customers to view projects from a mobile phone or from the internet in addition to promoting projects to attract customers to make purchases in projects.

**Question:** Shareholder (Unnamed)

Is the hospital old or newly constructed?

**Answer:** Chairman

The Company purchased an existing hospital and renovated it.

**Question:** Shareholder (Unnamed)

Will the Company purchase or enter into joint ventures with other hospitals?

**Answer:** Chairman

Currently, most of the Company's business plan is to observe the Covid-19 situation. If the Company will invest more, and is most likely to increase investments in horizontal real estate, because the Company recognizes the higher risks associated with condominiums. In the area of hospitals, the Company will have good management of all three hospitals.

**Resolution:** The meeting acknowledged the Company's performance in 2019 and the Board of Directors' annual report.

**Remarks:** - This agenda item called for acknowledgement. Thus, no votes were cast.

### Agenda 3 Approval for the Financial Statement for the Year Ending 31 December 2019

The Chairman moved for the meeting of shareholders to approve the Company's financial statement for the year ending 31 December 2019, which had been audited by the Company's certified public accountant, and assigned Mr. Tachakorn Somjitchob, Director of the Accounting and Finance Department, to provide explanations for information in the document delivered to shareholders with meeting invitations.

( Unit : million baht )

Information	Consolidated Financial Statement	Separate Financial Statement
Total Assets	9,893.34	6,391.66
Total Liabilities	7,309.08	3,768.43
Total Shareholders' Equity	2,584.26	2,623.23
Sales or Service Revenue	4,851.15	4,392.90
Total Income	4,890.41	4,479.76
Profit (Loss) for the Year from Operations	310.86	156.94
Profit (Loss) for the Year – Parent Company	323.84	-

On this agenda item, shareholders had the following questions:

**Question:** Shareholder (Unnamed)

Was the cost of damages for lawsuits in the amount of 29 million baht from the Politan project?

**Answer:** Chairman

The cost did not come from the Politan project but came from the Hua Hin project of The Villa (Hua Hin) Co., Ltd., a company in the network of Everland Public Co., Ltd. The lawsuit is against a project construction contractor who did not complete work and has been arbitrated between the Company and the Contractor in the contract. The arbitration decided for the Company to pay compensation, but the Company objected. Thus, the Company submitted an objection to the arbitration and the case is currently being pursued in a court of law.

**Resolution:** The meeting considered and approved the financial statement of the Company for the fiscal year ending 31 December 2019 and examined by a certified public accountant. Shareholders cast the following votes on Agenda 3:

Approved	1,587,916,328 votes	100.00% of attendees with eligibility to vote
Disapproved	- votes	0.00% of attendees with eligibility to vote
Abstained	- votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328 votes</b>	<b>100.00% of attendees with eligibility to vote</b>

**Agenda 4 Approval for Cancellation of Profit Appropriation, Legal Reserve for the Year of 2019 and Cancellation of Dividend Payouts**

The Chairman assigned staffers to explain the information on this document pursuant to Article 116 of the Public Company Limited Act of B.E. 2535 (A.D. 1992) and pursuant to Company Regulation No. 47, which specified "The Company must appropriate part of annual net profit as legal reserve in the amount of no less than five percent of the year's net profit deducted by accumulated losses brought forward (if any) until this legal reserve amounts to no less than ten percent of registered capital." Furthermore, under Article 115 of the Public Company Limited Act of B.E. 2535 (A.D. 1992), "Dividend payouts may not be made from other money than profit. In cases where the company has accumulated losses, dividend payouts are restricted."

Based on the Company's performance in the fiscal year ending 31 December 2019, the Company had net profit from the separate financial statement at.....156,939,067.....baht. After deducting accumulated losses brought forward, the Company's separate financial statement of 2019 had an accumulated loss of....460,226,617.....baht.

Description	2019	2018 (Adjusted)
Registered Capital	4,855,983,908	4,855,983,908
Paid-Up Capital	3,884,784,546	3,884,784,546
Share Value Goodwill Impairment	(813,820,591)	(813,820,591)
Accumulated Profit (Loss)		
- Appropriated 0 Capital Reserve by Law	12,488,954	12,488,954
- Unappropriated	(460,226,617)	(617,615,684)
<b>Total Shareholder Equity</b>	<b>2,623,226,292</b>	<b>2,466,287,225</b>

Therefore, the Board of Directors considered and deemed it fitting for the meeting of shareholders to approve the cancellation of profit appropriation and legal reserve in 2019 in addition to cancelling dividend payouts to shareholders.

**Resolution:** The meeting considered and voted to approve cancellation of profit appropriation and legal reserve for the year of 2019 along with cancelling dividend payouts to the Company's shareholders entirely according to the Chairman's proposal. Shareholders cast the following votes on Agenda 4:

Approved	1,587,916,328	votes	100.00% of attendees with eligibility to vote
Disapproved	-	votes	0.00% of attendees with eligibility to vote
Abstained	-	votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328</b>	<b>votes</b>	<b>100.00% of attendees with eligibility to vote</b>

#### Agenda 5 Election of Directors to Replace Directors with Expired Terms

The Chairman assigned staffers to explain the following information on documents: Section 4 of the Company's regulations on the Board of Directors in No. 16 requires one-third of all directors to vacate positions. If the number of directors cannot be divided into three parts, the closest number to one-third of all directors must vacate positions. Directors whose terms expired may be reelected to positions.

Directors required to vacate their positions during the first and second years after listing as a public limited company are to be drawn by lots and the directors holding the position longest are to leave positions in subsequent years.

In 2020, the following two directors vacated positions upon expiration of term:

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

Therefore, the meeting of the Board of Directors deemed it fitting to move for the shareholder meeting to nominate Mrs. Supatdra Chuarrot, whose term has expired, as a director for another term.

With regard to Mr. Pirus Pradithavanij, the other director whose term had expired, Mr. Pirus Pradithavanij expressed the intention to not accept the position due to health problems. Therefore, the meeting of the Board of Directors recruited a suitable director with no restrictions pursuant to the law for the shareholder meeting to consider electing Miss Chanya Kongman in place of Mr. Pirus Pradithavanij, whose term expired at this meeting.

**Resolution:** The meeting considered and voted to elect both directors, namely, Mrs. Supatdra Chuarrot and Miss Chanya Kongman, according to all information presented by the Chairman. Shareholders cast the following votes on Agenda 5:

##### (1) Miss Chanya Kongman

Approved	1,587,916,328	votes	100.00% of attendees with eligibility to vote
Disapproved	-	votes	0.00% of attendees with eligibility to vote
Abstained	-	votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328</b>	<b>votes</b>	<b>100.00% of attendees with eligibility to vote</b>

##### (2) Mrs. Supatdra Chuarrot

Approved	1,587,916,226	votes	100.00% of attendees with eligibility to vote
Disapproved	102	votes	0.01% of attendees with eligibility to vote
Abstained	-	votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328</b>	<b>votes</b>	<b>100.00% of attendees with eligibility to vote</b>

**Agenda 6 Approval for Changes to Names and Numbers of Signatory Directors Authorized to Sign on Behalf of the Company**

Whereas the shareholder meeting voted to approve the appointment of Miss Chanya Kongman as director in the place of Mr. Pirus Pradithavanij whose term had expired, and whereas Mr. Pirus Pradithvanij had been a signatory director with authority to sign on behalf of the Company, the Company needed to revise the names and numbers of directors with authority to sign on behalf of the Company for consistency with appointment of directors to replace directors whose terms expired at this meeting. The Company canceled authority of old directors and made the following changes:

**Names and Numbers of Directors Authorized to Sign on Behalf of the Company**

“Mr. Swechak Lochaya, Chairman of the Board, has the authority to sign and affix seals on behalf of the Company or Miss Chanya Kongman and Mr. Apichai Pochakaporipan have the authority to co-sign and affix seals on behalf of the Company.”

Therefore, the Chairman moved for the meeting of shareholders to consider approving changes to the names and numbers of directors with authority to sign on behalf of the Company based on the aforementioned information for consistency with appointments of directors to replace directors whose terms have expired.

**Resolution:** The meeting considered and voted to approve changes to the names and numbers of directors authorized to sign on behalf of the Company based on the aforementioned information for consistency with appointment of directors to replace directors whose terms had expired. The shareholders cast the following votes on Agenda 6:

Approved	1,587,916,328 votes	100.00% of attendees with eligibility to vote
Disapproved	- votes	0.00% of attendees with eligibility to vote
Abstained	- votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328 votes</b>	<b>100.00% of attendees with eligibility to vote</b>

**Agenda 7 Specification of Remuneration for Directors and Audit Directors 2020**

The Chairman assigned staffers to explain the following information on documents: Under Article 90 of the Public Company Limited Act of B.E. 2523 (A.D. 1980) and Company Regulation No. 14, directors are entitled to remuneration from the Company in the form of rewards, meeting allowances, pensions, bonuses or other benefits considered by the shareholder meeting and voted on with no less than two-thirds of the votes of all shareholders at the meeting. Therefore, the Chairman informed the shareholder meeting to propose setting remuneration for directors and audit directors in 2019 to be equal to remuneration in 2020 as follows:

**Board of Directors Meeting Allowance**

Position	Meeting Allowance (baht/time)	
	2020	2019
Chairman	10,000	10,000
Vice Chairman	7,500	7,500
Director	5,000	5,000

#### Audit Committee Meeting Allowance

Position	Meeting Allowance (baht/time)	
	2020	2019
Chairman	42,500	42,500
Vice Chairman	40,000	40,000
Director	10,000	10,000

**Resolution:** The meeting considered and voted to approve setting remuneration for directors and audit directors in 2020 based on the Chairman's proposal. The shareholders cast the following votes on Agenda 7.

Approved	1,107,147,628 votes	99.99% of attendees with eligibility to vote
Disapproved	- votes	0.01% of attendees with eligibility to vote
Abstained	- votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,107,147,628 votes</b>	<b>100% of attendees with eligibility to vote</b>

**Remarks:** The votes of Mr. Swechak Lochaya (480,768,700 votes) were not counted because Mr. Swechak Lochaya is a stakeholder in Agenda 7.

#### Agenda 8 Certified Public Accountant and Certified Public Accountant's Remuneration 2020

The Chairman assigned staffers to explain the following information in documents: To comply with the law and company regulations, the Company needs to appoint certified public accountants and set remuneration for certified public accounts in 2020. Therefore, the Board of Directors considered and believed the shareholder meeting should approve appointing certified public accountants from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, a certified public accountant unrelated to and without stakes in the Company/subsidiaries/executives/major shareholders or persons connected to the aforementioned persons as the certified public accountant of the Company and subsidiaries of 2020 according to the following list of certified public accountants' names:

##### Certified Public Accountants

Mr. Chavala Tienpasertkij	Certified Public Accountant No. 4301 or;
Dr. Suppamit Techamontreekun	Certified Public Accountant No. 3356 or;
Mr. Chupong Surachutikan	Certified Public Accountant No. 4325 or;
Mrs. Nisakorn Songmanee	Certified Public Accountant No. 5035 or;
Mr. Nanthawat Samruanhan	Certified Public Accountant No. 7731 <u>or</u> ;

Other certified public accountants approved under an announcement of approval from the Office of the Securities and Exchange Commission are certified public accountants of the Company.

Auditing fees for 2018 were set at no more than 9,000,000 baht as follow

## Remuneration

(Unit: baht)

No.	Company	Total Remuneration per Year (baht)		
		2020	2019	Increase/(Decrease)
1	Everland Public Co., Ltd.	2,525,000	2,320,000	205,000
2	Nattanan Development Co., Ltd.	210,000	210,000	-
3	My Resort Holding Co., Ltd.	630,000	630,000	-
4	The Villa (Hua Hin) Co., Ltd.	640,000	630,000	10,000
5	Bangkok Riva Development Co., Ltd.	940,000	840,000	100,000
6	Evercity Development Co., Ltd.	725,000	700,000	25,000
7	Bangkok Ever Development Co., Ltd.	210,000	210,000	-
8	My Avenue Co., Ltd.	210,000	260,000	(50,000)
9	My Hospital Co., Ltd.	280,000	280,000	-
10	Chiang Mai Rasadorn Hospital Co., Ltd.	660,000	660,000	-
11	Unicon Services Co., Ltd.	290,000	290,000	-
12	Dental Is Fun Co., Ltd.	210,000	210,000	-
13	Korat Medical Group Co., Ltd.	710,000	710,000	-
14	Phitsanulok Inter Vechakarn Co., Ltd.	760,000	760,000	-
<b>Total (baht/year)</b>		<b>9,000,000</b>	<b>8,710,000</b>	<b>290,000</b>

**Resolution:** The meeting considered and approved the appointment of certified public accountants and set auditing remuneration for 2019 as proposed by the Chairman in every aspect. The shareholders cast the following votes on Agenda8

Approved	1,587,916,328 votes	100.00% of attendees with eligibility to vote
Disapproved	- votes	0.00% of attendees with eligibility to vote
Abstained	- votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328 votes</b>	<b>100.00% of attendees with eligibility to vote</b>

#### Agenda 9 Approval to Issue and Offer Debentures

The Chairman assigned staffers to explain to the meeting to support investment, business expansion and increase the Company's financial liquidity and repayment ability. Therefore, the Company presented a plan to raise funds by issuing and offering debentures with an offered value not to exceed 5,000,000,000 baht (five billion baht) or an equivalent amount as follows:

<b>Objectives</b>	:	For use in general business operations and/or debenture repayment and/or use in the investments of the Company and subsidiaries and/or use as working capital for the Company and subsidiaries or for other objectives as deemed fitting by the Company's board of directors.
<b>Type</b>	:	All types and forms of debentures, named or unnamed shares, with or without collateral or guarantor, with or without debenture holders' representatives, subordinated or



		unsubordinated, depending on the suitability of the market conditions at the time of each debenture issuance or sales offering and other related factors.
<b>Currency</b>	:	Thai baht and/or equivalent in foreign currency
<b>Total Debenture Value</b>	:	The monetary value of the principle for the debentures will not exceed 5,000,000,000 baht (five billion baht) or the equivalent thereof in other currency. The Company can issue and offer for sale on one or multiple occasions and/or as projects, and can offer the sale of debentures to substitute for debentures redeemed in various forms on the same day on a revolving basis. The debentures issued and sold by the Company, but not redeemed, regardless of the time period, must not exceed the limited stated above.
<b>Interest Rate</b>	:	Depends on market conditions at each issuance or sales offering of debentures.
<b>Age</b>	:	Depends on market conditions at each issuance or sales offering of debentures under the terms set forth by the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission.
<b>Redemption Maturity</b>	:	Debenture shareholders and/or the Company may or may not have the right to redeem prematurely, depending on the terms for the redemption of debentures issued on each occasion.
<b>Sales Offerings</b>	:	All debentures can be offered for a one-time sale by dividing the debentures into multiple or single sets or gradually offering debenture sales on several occasions, possibly offering sales to investors in general and/or a limited group of investors and/or institutional investors and/or large investors and/or investors with specific characteristics based on the definition set forth in announcements of the Securities and Exchange Commission and the related stock markets, whether offered for sale domestically and/or abroad based on the criteria set forth in the announcements of the Securities and Exchange Commission and stock markets and/or the Capital Market Supervisory Board and/or as set forth in ministerial regulations, rules and other relevant laws enforced at the time of the issuance and sales offering of the debentures.

In addition, the Chairman moved for the meeting of shareholders to consider approval for authorizing the Chairman of the Board and/or the Board of Directors and/or the Company's executive directors and/or persons authorized on associated topics and/or in connection with issuance and offering of debentures including (but not limited to) the following:

1) Specification of terms and information necessary and related to the issuance and offering of debentures including (but not limited to) debenture naming, type, collateral (if any), currency, amount, age, par value, offering price per unit, interest, redemption rights, offering methods, issuance and offering time, repayment method, appropriation method and specification of rights, etc., depending on circumstances and at the appropriate time. Debentures may be issued and offered in various forms on one or multiple occasions.

2) Take necessary and appropriate actions to issue the aforementioned debentures with authority to appoint debenture holder representatives and/or debenture registrars and/or distributors and/or distribution guarantors and/or consultants and/or any other persons related to debenture issuance and offering and/or credit ranking agencies and/or asset valuers, etc., including debenture registration with bond market associations or other secondary markets.

3) Contact, information, negotiation, entry, signing, certification and revision of documents and contracts

related to debenture issuance and offering including (but not limited to) requests for permission, prospectuses, information display forms, including documents and evidence required to be submitted to the Office of the Securities and Exchange Commission and/or any other agencies involved in issuing and offering the aforementioned debentures including contacting, coordinating and submitting the aforementioned documents to the Office of the Securities and Exchange Commission or any other agencies or associated persons.

4) Any other actions necessary and appropriate for the Company's issuance and offering of debentures to succeed and be consistent with objectives.

Therefore, the Chairman proposed for the shareholder meeting to consider approving debenture issuance and offering with an offering value no more than 5,000,000,000 baht (five billion baht) or an equivalent amount in addition to authorizing the Board of Directors and/or executive directors and/or persons assigned to have authority on topics related to and/or connected to debenture issuance and offering including (but not limited to) the following:

**Resolution:** The meeting considered and voted to approve debenture issuance and offering valued at no more than 5,000,000,000 baht (five billion baht) or an equivalent amount according to all of the information presented by the Chairman and authorize the Chairman of the Board and/or the Board of Directors and/or executive directors and/or persons assigned to have authority on topics related to and/or connected to debenture issuance and offering including (but not limited to) the aforementioned. Shareholders cast the following votes on Agenda 9:

Approved	1,587,916,328	votes	100.00% of attendees with eligibility to vote
Disapproved	-	votes	0.00% of attendees with eligibility to vote
Abstained	-	votes	0.00% of attendees with eligibility to vote
<b>Total</b>	<b>1,587,916,328</b>	<b>votes</b>	<b>100.00% of attendees with eligibility to vote</b>

**Agenda 10 Other Topics**

- No person proposed other issues for consideration.

The Chairman expressed his sincere thanks to all shareholders attending the meeting and declared the meeting adjourned.

Meeting adjourned at 3:10 p.m.

Signed.......... Chairman of the Meeting

( Mr. Swechak Lochaya )

Certified True Copy:



บริษัท เอลแลนด์ จำกัด (มหาชน)  
EVERLAND PUBLIC COMPANY LIMITED

Signed..........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 an 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 proposed appointment of directors and audit committee

Name	Mr. Kamtorn Udomrittiruj
Age	89
Position	Vice Chairman of the Board / Chairman of the Audit Committee / Independent Director
Education	Bachelor of Political Science, Berkeley University of California, USA
Director Training	Director Accreditation Program (DAP) Class 31/2005 Thai Institute of Directors Association
% of Shareholding	-
Number of Years on	14 year 2 month (Appointed on March 14, 2007)
Director meeting attendance in 2020	There were 8 board meetings, 8 meetings attended
Work Experience	



Public limited company		
Duration	Position	Company / Organization
2021 – Present	Chairman of the Board	Super Energy Corporation Public Company Limited
2004-2021	Vice Chairman of the Board	Super Energy Corporation Public Company Limited
2006 –Present	Chairman of the Audit Committee	Super Energy Corporation Public Company Limited
2007- Present	Vice Chairman of the Board / Chairman of the Audit Committee	Everland Public Company Limited
Limited company		
Duration	Position	Company / Organization
2005-2017	Director	Superblock Public Company Limited
2006-2008	President of Committee Annual Government Statement of Expenditure	The National Legislative Assembly
2001-2002	Chairman of Board of Advisor	Election Commission of Thailand

Public Company Limited		Company Limited	company / other company to be competitive or connected with businesses of
Amount	Type of Directors		
2	Audit Committee	-	-None-
2	Director	3	-None-

Relationship with the company/ Subsidiary / Associated Company or conflict of the legal entity entities that may present conflicts current or during within period 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

**Name** Mr. .Apichai Pochakaparipan  
**Age** 50  
**Position** Director / Managing Director (Acting)  
**Education** - Master degree of Information Technology University of Illinois at Springfield, USA  
 - Bachelor Degree Faculty of Architecture (Class Honors second) Chulalongkorn University  
**Director Training** - Director Accreditation Program (DAP) Class 110/2007 Thai Institute of Directors Association  
**% of Shareholding** -  
**Number of Years on** 7 Years 6 month (Appointed on December 22, 2013 )  
**Director meeting attendance in 2020** There were 8 board meetings, 8 meetings attended  
**Work Experience**



Public limited company		
Duration	Position	Company / Organization
2013- Present	Director / Managing Director (Acting)	Everland Public Company Limited
2004-2013	Director of Marketing and Acting Sales Director.	Super Energy Corporation Public Company Limited
Public limited company		
Duration	Position	Company / Organization
2018- Present	Director	My Avenue Company Limited

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

Relationship with the company/ Subsidiary / Associated Company or conflict of the legal entity entities that may present conflicts current or during within period 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

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. Dividends

(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.

Documents or Evidences Required Prior for Registration to Attend the Meeting, Proxy Procedure,  
Registration Procedure, and Voting and Counting Methods  
Via Electronic Media (E-AGM)

Registration to attend 2021 Annual General Meeting of Shareholders of Everland Public Company

1. Documents or Evidences Required Prior to Attending the Meeting via Electronic Media (E-AGM)

For an Individual

1. Self – Attending

Valid evidence issued by government authorities have not expired, e.g. the identification card, government officer identification card, driver license or passport, including the evidence of name's change (if any).

2. Proxy

2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled in and signed by shareholder and proxy.

2.2 Certified true copy of valid evidence of the shareholder as specified in Item 1.

2.3 Certified true copy of valid evidence of the proxy as specified in Item 1.

For a Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

1.1 Valid evidence of the authorized director (s) issued by government authorities similar to those of natural person specified in Item 1.

1.2 Copy of shareholder's Affidavit that has been issued within 90 days by the Department of Business Development, Ministry of Commerce and certified by the authorized director(s) showing that the authorized director (s) has the authority to act on behalf of the Shareholder.

2. Proxy

2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled in and signed by the authorized director(s) of shareholder and proxy

2.2 Copy of shareholder's Affidavit certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.

2.3 Certified true copy of valid evidence issued by government authorities of the authorized director(s) signing the Proxy Form.

2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of natural person specified in Item 1.

3. For Foreign Investor Appointing The Custodian In Thailand

3.1 All evidences similar to those of the Juristic Person as specified in Items 1 or 2 and the Affidavit has been certified within 6 months by Notary Public or the government agencies.

3.2 In case the Foreign authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:

- 1) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
- 2) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business. In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder (in case of natural person) or the authorized representative(s) of shareholder (in case of juristic person).

## 2. Proxy Procedure

The Proxy Form is printed and attached herewith according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy, there are three Proxy Forms as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for Foreign Investor appointing the Custodian in Thailand

A shareholder unable to attend the Meeting may appoint a person as your proxy as follows:

1. Complete Only one of above Proxy Forms Follows:
  - 1.1. General Shareholder shall select only one of either Form A or Form B.
  - 1.2. Shareholders listed in the in the share register book as Foreign Investor appointing the Custodian in Thailand can select only one of the three Proxy Forms (Form A, Form B or Form C).
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent to be your proxy.
3. Affix the 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty. To facilitate the shareholders, a duty stamp for the proxy will be provided without any charge.
4. Submit the completed Proxy Form and return to  
Meechai Thailand Law Office Company Limited,  
No. 223/96 on 21th floor, Country Complex Tower A,  
Sunpawut Road, Bangna - Tai, Bangna, Bangkok 10260  
Within April 26, 2021 for documents verification.

Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.

### 3. Meeting Registration via Electronic Media (E-AGM)

#### 3.1 For shareholder who attends the meeting in person and wish to use their national ID card for identity verification

The shareholders can register to attend the 2021 Annual General Meeting of Shareholders meeting via electronic media format from April 20, 2021 to April 30, 2021. Complete individual information by using the Shareholder's Identification card, which has not been expired only, for identity verification. Self-Registration can be made through e-Service Platform by scanning QR code shown as below



(For Self-Registration to attend the meeting in person)

Or from the

<https://portal.eservice.set.or.th/Account/?refer=k0Fbd2rXV1mlxBM7f%2bZcZt0UGkUhirzIFqOWnbd1rF1ArW2Nq8nR1g%3d%3d>

However, shareholders are able to learn more about the procedure of an electronic meeting through DAP e-Shareholder Meeting system from "User Manual Electronics Meeting System" (details as described in Enclosure No. 9)

After the Self-Registration process through e-Service Platform, the Company will verified the validity and notify the registration result back to the shareholders together with username and password via an email, which use for logging-in to the electronic meeting on Friday April 30, 2021 from 01.00 p.m. onwards, at <https://portal.eservice.set.or.th>

#### 3.2 Shareholders who wish to attend the meeting in person and use other documents to verify the identity or the juristic person shareholder who does not want to appoint a proxy

Individual shareholders wishing to use other documents such as other official cards / passports for identity verification or the juristic person shareholder who do not want to appoint a proxy to join the meeting. Shareholders are required to submit the documents to the company as follows:

- (1) Documents that the meeting attendees must present before attending the meeting via electronic media (E-AGM) as specified in item 1. (Page 26)
- (2) Email and mobile phone number (for receiving OTP)  
submit the documents to the company via E-mail: [info@everland.co.th](mailto:info@everland.co.th) or Fax: [02-720-7808](tel:02-720-7808)  
and must send the original document to

Meechai Thailand Law Office Company Limited, No. 223/96 on 21th floor, Country Complex Tower A, Sunpawut Road, Bangna - Tai, Bangna, Bangkok 10260 within April 26, 2021 The Company is necessary to take a period of time for document verification, in order to arrange the shareholders' meeting properly via electronic media.

After the Company has verified the validity of the submitted documents, the Company will notify the username and password used for log-in to the DAP e-Shareholder Meeting back to the shareholder's email. Logging-in to the electronic meeting will begin on Friday April 30, 2021 from 01.00 hour onwards, at <https://portal.eservice.set.or.th>

### 3.3 For shareholder who appoints a proxy holder

The Company requests shareholders who wish to appoint a proxy to submit all documents, according to the details of proxy procedure stated above to

Meechai Thailand Law Office Company Limited,  
No. 223/96 on 21th floor, Country Complex Tower A,  
Sunpawut Road, Bangna - Tai, Bangna, Bangkok 10260  
within April 26, 2021

The Company is necessary to take a period of time for document verification, in order to arrange the shareholders' meeting properly via electronic media.

After the Company has verified the validity of the submitted documents, the Company will notify the username and password used for log-in to the DAP e-Shareholder Meeting back to the proxy holder's email as specified in the proxy form. Logging-in to the electronic meeting will begin on Friday April 30, 2021 from 01.00 p.m. onwards, at <https://portal.eservice.set.or.th>

#### Remark:

- The Company reserves the right not to accept the registration if the documents submitted to the Company later than the deadline specified above.
- Please note that one email address can be used for only one shareholder registration. Therefore, in the case that a shareholder attending the meeting is also granted proxy from other shareholders or the proxy holder is granted proxy from many shareholders. **\*\*\* Please provide a number of email addresses and devices sets in accordance with the number of shareholders you received, either attending in person or by proxy. \*\*\***
- The Company reserves the right to provide the username and password to other parties. In the event that the username and password are lost or have not been notified, **\*\*\* please contact the Company immediately before Friday April 30, 2021\*\*\***

### 3.4 For shareholder who appoints an Independent Director as proxy

In case the shareholders unable to attend the electronic meeting (E-AGM), the Company facilitates the shareholders to appoint any of one Independent Director, either Mr.Kamtorn Udomritthiruj or Miss Vanida Majjimanonda as a proxy to attend the meeting. Please send a proxy form and required supporting documents stated above to

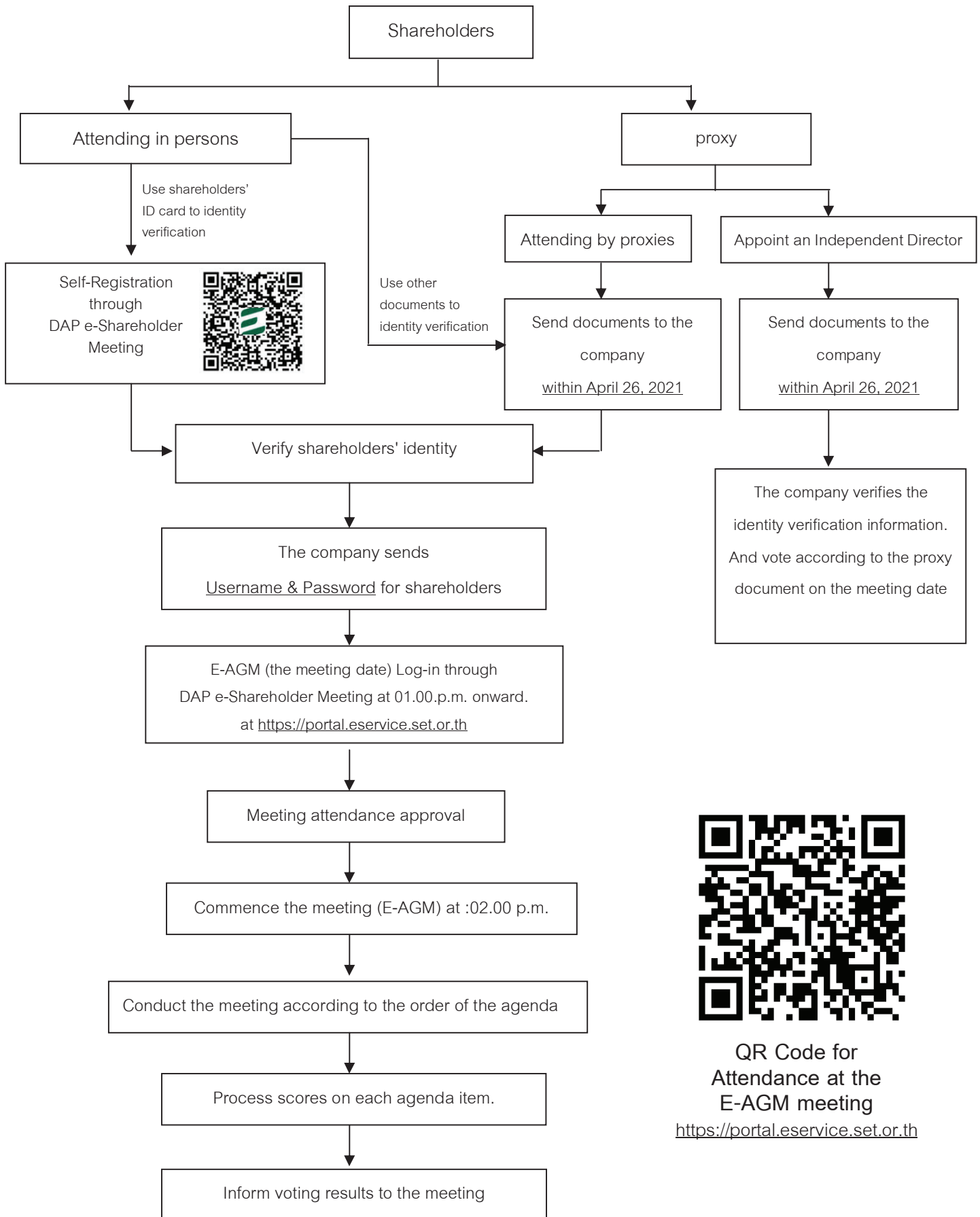
Meechai Thailand Law Office Company Limited,  
No. 223/96 on 21th floor, Country Complex Tower A,  
Sunpawut Road, Bangna - Tai, Bangna, Bangkok 10260  
within April 26, 2021

The Company is necessary to take a period of time for document verification, in order to arrange the shareholders' meeting properly via electronic media.

## Voting and Counting Methods

1. One share is equal to one vote.
2. The shareholders attending the meeting in person and the proxies holding Proxy Form A. and Form B. must cast their votes in one of the following manners, i.e. approve, disapprove or abstain, and cannot split their votes in each agenda.
3. The shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appointing a proxy by using Proxy Form C., can split their votes in each agenda.
4. In case the grantor has specified in the proxy form, the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate without specifying the voting in the proxy form. In the case the grantors have already specified the voting in the proxy forms, the Company will record the votes as specified in the proxy forms since the submitted documents have been verified and registered.
5. In casting the votes for each, the Chairman of the Meeting will inquire whether any person disapproves or abstains. The e-Service Platform system will open for voting "approve", "disapprove", or "abstain" on each agenda. Attendees need to return to DAP e-Shareholder Meeting Platform window, only for shareholders who wish to vote "Disagree" or "Abstain" only need to press and vote. If "Agree", no action is required and vote within the period specified. Attendees, who have not chosen "approve", "disapprove", or "abstain" within the voting period, will be deemed to resolve to approve the matter as proposed to the meeting for consideration. However, if the voting period still exists, attendees may return to amend their votes within such period. In votes counting, the Company will use the method of deducting the disapproved votes and abstained votes from all of the votes. The remaining votes will be deemed as the approved votes.
6. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda as appropriate. Please return to the e-Service Platform page and press the icon , type your first name and last name including detail of questions to ask, then press "confirm" button to send the questions in line.
7. The resolution of the shareholders' meeting must consist of the following votes:
  - 1) In ordinary case, the majority votes of the shareholders attending the meeting and casting their votes.
  - 2) In other cases specified otherwise by laws or the Company's Articles of Association, the resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association whereas the Chairman of the Meeting will inform the voting required before casting the votes for that agenda.
  - 3) In case of the tied votes, the Chairman of the Meeting shall have an additional vote as the casting vote.
  - 4) A shareholder or proxy having a special interest in any specific matters shall not be permitted to cast his/her votes on such matter.
8. The votes counting will be conducted immediately and the Chairman of the Meeting will inform the voting results to the meeting for every agenda

Registration procedure and Counting method



QR Code for Attendance at the E-AGM meeting  
<https://portal.eservice.set.or.th>





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) เป็นผู้ถือหุ้นของ บริษัท 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  
 ..... นายกำธร อุดมฤทธิรงค์ (กรรมการอิสระของ บมจ. เอเวอร์แลนด์) อายุ ..... 89 ..... ปี อยู่บ้านเลขที่ ..... 153/2  
 Mr.Kamtorn Udomrithiruj (Independent Director) Age years, Resides at  
 ถนน ..... สาทรใต้ ..... ตำบล/แขวง ..... ทUNGMAHAMEK ..... อำเภอ/เขต ..... สาทร  
 Road South Sathorn Tambol / Khwaeng Tungmahamek Amphur / Khet Sathorn  
 จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10120 ..... หรือ  
 Province Bangkok Postal Code or

..... นางสาววนิดา มัจฉิมานนท์ (กรรมการอิสระของ บมจ. เอเวอร์แลนด์) อายุ ..... 75 ..... ปี อยู่บ้านเลขที่ ..... 21 ซ.สุขุมวิท 11 (ไชยยศ)  
 Miss Vanida Majjimanonda (Independent Director) Age years, Resides at 21 Soi Sukhumwit 11  
 ถนน ..... ..... ตำบล/แขวง ..... คลองเตยเหนือ ..... อำเภอ/เขต ..... วัฒนา  
 Road ..... Tambol / Khwaeng Notrh Khlong Toei Amphur / Khet Watthana  
 จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 ..... หรือ  
 Province Bangkok Postal Code or

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

อีเมล (E-mail)\* ..... เบอร์โทรศัพท์ (สำหรับ OTP)\* .....  
 E-mail Mobile Phone no (For OTP)

**หมายเหตุ:** โปรดกรอกข้อมูลให้ถูกต้องครบถ้วน โดยเฉพาะช่องที่ระบุเครื่องหมาย(\*) มิเช่นนั้นบริษัทฯ จะไม่สามารถจัดส่งชื่อผู้ใช้งาน (Username) รหัสผู้ใช้งาน (Password) และ OTP ให้แก่ท่าน  
 เพื่อใช้ในการเข้าสู่ระบบ (Log - in) การเข้าประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ได้

**Note:** Please complete and correct your information, especially the specified fields (\*). Otherwise the company will not be able to send you the username, password and OTP to you which necessary for the shareholders meeting log-in via electronic media (E-AGM).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 วันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ ณ อาคารคันทรีคอมเพล็กซ์ อาคารเอ ชั้น 19 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 2021, on April 30, 2021, at 02.00 p.m., Via electronic media at Country Complex Tower 19<sup>th</sup> Floor, Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment thereof.

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

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: ผู้ถือหุ้นที่จะมอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
*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) เป็นผู้ถือหุ้นของ บริษัท 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  
 นายกำธร อุดมฤทธิรัฐ (กรรมการอิสระของ บมจ. เอเวอร์แลนด์) อายุ 89 ปี อยู่บ้านเลขที่ 153/2  
Mr.Kamtorn Udomrithiruj (Independent Director) Age years, Resides at  
ถนน สาทรใต้ ตำบล/แขวง ทUNGMAHAMEK อำเภอ/เขต สาทร  
Road South Sathorn Tambol / Khwaeng Tungmahamek Amphur / Khet Sathorn  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120 หรือ  
Province Bangkok Postal Code or  
 นางสาววนิดา มัจฉิมานนท์ (กรรมการอิสระของ บมจ. เอเวอร์แลนด์) อายุ 75 ปี อยู่บ้านเลขที่ 21 ซ.สุขุมวิท 11 (ซอยยศ)  
Miss Vanida Majjimanonda (Independent Director) Age years, Resides at 21 Soi Sukhumvit 11  
ถนน ..... ตำบล/แขวง คลองเตยเหนือ อำเภอ/เขต วัฒนา  
Road ..... Tambol / Khwaeng Notrh Khlong Toei Amphur / Khet Watthana  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ  
Province Bangkok Postal Code or  
 ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Age years, Resides at .....  
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol / Khwaeng Amphur / Khet .....

อีเมล (E-mail)\* ..... เบอร์โทรศัพท์ (สำหรับ OTP)\* .....  
E-mail Mobile Phone no (For OTP) .....

หมายเหตุ: โปรดกรอกข้อมูลให้ถูกต้องครบถ้วน โดยเฉพาะช่องที่ระบุเครื่องหมาย(\*) มิเช่นนั้นบริษัทฯ จะไม่สามารถจัดส่งชื่อผู้ใช้งาน (Username) รหัสผู้ใช้งาน (Password) และ OTP ให้แก่ท่าน  
เพื่อใช้ในการเข้าสู่ระบบ (Log-in) การประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ได้

Note: Please complete and correct your information, especially the specified fields (\*). Otherwise the company will not be able to send you the username, password and OTP to you which  
necessary for the shareholders meeting log-in via electronic media (E-AGM).

เพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนน แทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 วันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น.  
ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ ณ อาคารคันทรีคอมเพล็กซ์ อาคารเอ ชั้น 19 ถนนสรรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และ  
สถานที่อื่นด้วย

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 2021, on April 30, 2021,  
at 02.00 p.m., Via electronic media at Country Complex Tower 19<sup>th</sup> Floor, Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment thereof.

- (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:

วาระที่ 1 พิจารณารับรองประชุมสามัญผู้ถือหุ้นประจำปี 2563 ซึ่งประชุมเมื่อวันที่ 28 เมษายน 2563

*Agenda No.1 Consideration to approve the minutes of the annual general meeting of shareholders for the year 2020, which was held on April 28, 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 2 รับทราบผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมาและรายงานประจำปี 2563

*Agenda No.2 Acknowledge the Company's performance for the past year and the 2020 Annual Report.*

ไม่มีการลงมติในวาระนี้  
No voting on this agenda

วาระที่ 3 พิจารณานอุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563

*Agenda No.3 To consider and approve the financial statements for the year ended December 31, 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 4 พิจารณานอุมัติงดจัดสรรกำไรและตั้งทุนสำรองตามกฎหมายประจำปี 2563 และ งดจ่ายเงินปันผล

*Agenda No.4 To consider and approve the omission of profits and set up legal reserves for the year 2020 and no dividend payment.*

- (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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระของบริษัท

*Agenda No.5 Consider electing directors to replace those retiring by rotation 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:
- การตั้งกรรมการทั้งชุด  
Election by total director
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

- การตั้งกรรมการเป็นรายบุคคล  
Election by each director

ชื่อกรรมการ : นายกำธร อุดมฤทธิรุจ

Director Name: **Mr.Kamtorn Udomrithiruj**

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ : นายอภิชัย โภชกปรีภรณ์

Director Name: **Mr. Apichai Pochakapiripan**

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการตรวจสอบประจำปี 2564

*Agenda No.6 To approve the remunerations of the board of directors and the audit committee for the year 2021.*

- (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 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2564

**Agenda No.7 Consideration to appoint the auditors and determine the audit fee for the year 2021.**

- (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 พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda No.8 Consideration on other issues (if any)**

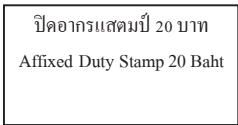
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะมีสิทธิออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy shall vote 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) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าได้ระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
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. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ  
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.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 วันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ ณ อาคารรัตนคอมเพล็กซ์ อาคารเอ ชั้น 19 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 2021, on April 30, 2021, at 02.00 p.m., Via electronic media at Country Complex Tower 19<sup>th</sup> Floor, 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  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  
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(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ .....

Agenda No .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(B) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ .....เรื่อง เลือกตั้งกรรมการ(ต่อ)

Agenda No .....To 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  
Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain



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. Tambol / 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

(2) ขอมอบฉันทะให้  
Hereby appoint

นายกำธร อุดมฤทธิรุจ (กรรมการอิสระของ บมจ. เอเวอร์แลนด์) ..... อายุ ..... 89 ..... ปี ..... อยู่บ้านเลขที่ ..... 153/2 .....  
Mr.Kamtorn Udomritthiruj (Independent Director) Age years, Resides at  
ถนน ..... สาทรใต้ ..... ตำบล/แขวง ..... กรุงเทพมหานคร ..... อำเภอ/เขต ..... สาทร .....  
Road South Sathorn Tambol / Khwaeng Tungmahamek Amphur / Khet Sathorn  
จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10120 ..... หรือ  
Province Bangkok Postal Code or

นางสาววนิดา มัชฌิมานนท์ (กรรมการอิสระของ บมจ. เอเวอร์แลนด์) ..... อายุ ..... 75 ..... ปี ..... อยู่บ้านเลขที่ ..... 21 ซ.สุขุมวิท 11 (1 ซอยยศ) .....  
Miss Vanida Majjimanonda (Independent Director) Age years, Resides at 21 Soi Sukhumvit 11  
ถนน ..... ..... ตำบล/แขวง ..... กลองเตยเหนือ ..... อำเภอ/เขต ..... วัฒนา .....  
Road Tumbol / Khwaeng Nothr Khlong Toei Amphur / Khet Watthana  
จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10110 ..... หรือ  
Province Bangkok Postal Code or

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

อีเมล (E-mail)\* ..... เบอร์โทรศัพท์ (สำหรับ OTP)\* .....  
E-mail Mobile Phone no (For OTP)

**หมายเหตุ:** โปรดกรอกข้อมูลให้ถูกต้องครบถ้วน โดยเฉพาะช่องที่ระบุเครื่องหมาย(\*) มิเช่นนั้นบริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้งาน (Username) รหัสผู้ใช้งาน (Password) และ OTP ให้แก่ท่าน  
เพื่อใช้ในการเข้าสู่ระบบ (Log-in) การประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ได้

**Note:** Please complete and correct your information, especially the specified fields (\*). Otherwise the company will not be able to send you the username, password and OTP to you which necessary for the shareholders meeting log-in via electronic media (E-AGM).

เพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนน แทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 วันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น.  
ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ ณ อาคารคันทรีคอมเพล็กซ์ อาคารเอ ชั้น 19 ถนนสรรพาวุธ แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และ  
สถานที่อื่นด้วย

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 2021, on April 30, 2021,  
at 02.00 p.m., Via electronic media at Country Complex Tower 19<sup>th</sup> Floor, Sunpawut Road, Bangna Tai, Bangna, Bangkok, Or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / we hereby authorize the proxy to vote on my / our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองประชุมสามัญผู้ถือหุ้นประจำปี 2563 ซึ่งประชุมเมื่อวันที่ 28 เมษายน 2563

Agenda No.1 Consideration to approve the minutes of the annual general meeting of shareholders for the year 2020, which was held on April 28, 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 2 รับทราบผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมาและรายงานประจำปี 2563

Agenda No.2 Acknowledge the Company's performance for the past year and the 2020 Annual Report.

ไม่มีการลงมติในวาระนี้

No voting on this agenda

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda No.3 To consider and approve the financial statements for the year ended December 31, 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 4 พิจารณานุมัติงดจัดสรรกำไรและตั้งทุนสำรองตามกฎหมายประจำปี 2563 และ งดจ่ายเงินปันผล

Agenda No.4 To consider and approve the omission of profits and set up legal reserves for the year 2020 and no dividend payment..

(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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระของบริษัท

Agenda No.5 Consider electing directors to replace those retiring by rotation 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:

การตั้งกรรมการทั้งหมด

Election by total director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve

Disapprove

Abstain

การตั้งกรรมการเป็นรายบุคคล

*Election by each director*

ชื่อกรรมการ : นายกำธร อุดมฤทธิรุจ

*Director Name: Mr.Kamtorn Udomrithiruj*

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
*Approve Disapprove Abstain*

ชื่อกรรมการ : นายอภิชัย โภชกปรักภณท์

*Director Name: Mr. Apichai Pochakaparipan*

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
*Approve Disapprove Abstain*

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการตรวจสอบประจำปี 2564

*Agenda No.6 To approve the remunerations of the board of directors and the audit committee for the year 2021.*

(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 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2564

*Agenda No.7 Consideration to appoint the auditors and determine the audit fee for the year 2021.*

(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 พิจารณาเรื่องอื่นๆ (ถ้ามี)

*Agenda No.8 Consideration on 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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าได้ระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
*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 theProxy 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  
(.....)

ปิดอากรแสตมป์ 20 บาท  
Affixed Duty Stamp 20 Baht

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและคัสโตเดียน (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*
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ 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) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
*The letter to certified that signing people in this proxy is the people who has the certification to operate as the custodian*
3. 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.*
4. วาระเลือกกรรมการสามารถเลือกกรรมการทั้งชุดหรือเลือกกรรมการเป็นรายบุคคล  
*In the agenda for election board of director can be voted into 2 methods; election by total director or election by each director*
5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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

การมอบฉันทะในฐานะเป็นผูถือหุ้ของบริษัท เอเวอร์แลนด์ จำกัด (มหาชน)

Hereby appoint as the shareholder of Everland Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 วันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ ณ อาคารรัตนคอมเพล็กซ์ อาคารเอ ชั้น 19 ถนน

สรรพาวุธ 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 2021, on April 30, 2021, at 02.00 p.m., Via electronic media at Country Complex Tower 19<sup>th</sup> Floor, 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  คดออกเสียง ..... เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ .....

Agenda No .....

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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  คดออกเสียง ..... เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ : .....

Director Name : .....

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  คดออกเสียง ..... 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** : 89 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

**Work Experience**

Company : Public Company Limited		
Duration	Position	Company / Organization
2021-Present	Chairman of the Board	Super Energy Corporation Public Co.,Ltd.
2004-2021	Vice Chairman of the Board	Super Energy Corporation Public Co.,Ltd.
2006-Present	Chairman of the Audit Committee	Super Energy Corporation Public Co.,Ltd.
2007-Present	Vice Chairman of the Board/ Chairman of the Audit Committee	Everland Public Co.,Ltd.
Company : Company Limited		
Duration	Position	Company / Organization
2005- 2018	Director	Superblock South Co.,Ltd.
2006 - 2008	President of Committee Annual Government Statement of Expenditure	The National Legislative Assembly
2001 - 2002	The former Advisor of the President of Election Commission	Election Commission of Thailand

**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 2021. So cannot vote in agenda 6.

**Name** : Miss Vanida Majjimanonda  
**Age** : 75 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



**Work Experience**

Company : Public Company Limited		
Duration	Position	Company / Organization
2013- Present	Director and Audit Committee / Independent Director	Super Energy Corporation Public Co.,Ltd.
2013 - 2018	Vice Chairman of the Audit Committee/ Independent Director	Super Energy Corporation Public Co.,Ltd.
2007- Present	Director/Vice Chairman of the Audit Committee/Independent Director	Everland Public Co.,Ltd.
2013- Present	Vice Chairman of the Board and Independent Director	Open Technology Public Co.,Ltd.

Company : Company Limited		
Duration	Position	Company / Organization
2016 - Present	Director	Green Power Energy Co.,Ltd.
2015 - Present	Director	Super Sky Energy Co.,Ltd.
		North Solar Co.,Ltd.
		Super Earth Energy Co.,Ltd.
		Korat Medical Group Co.,Ltd.
2014 - Present	Director	Green bi-o Mahasarakarm Co.,Ltd.
		P T Drive (Thailand) Co.,Ltd.
		My Hospital Co.,Ltd.
		Unicon Service Co.,Ltd.
		Chiang Mai Raj Hospital Co.,Ltd.
		Dental is fun Co.,Ltd.
2013 - Present	Director	Super Energy Group Co.,Ltd.
1997 - 1998	Public Relation Director	The Oriental Bangkok
1996 - 1997	General Manager	The Twin Lotus Hotel
1985 - 1996	Marketing and Sales Director	The Oriental Bangkok
1982 -1985	Sales Manager	The Bangkok Peninsula
1969 - 1982	Sales Manager	Hotel Siam Inter-Continental
1966 - 1967	Secretary and Auditor	Arosa Kulm Hotel , Switzerland

**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.



DAP

e-Shareholder  
Meeting

# User Manual Electronics Meeting System

## DAP e-Shareholder Meeting





1

Preparation for DAP e-Shareholder Meeting

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2

e-Registration for individual shareholders wishing to use their ID card for identity verification

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3

Joining the e-Meeting

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4

Asking Question Procedures

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5

Voting Procedures

---

6

Resetting password

---

# 1

## Preparation for DAP e-Shareholder Meeting



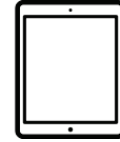
For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile

Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome  
*(Recommended)*



Safari



Internet Explorer

Operating Systems Compatibility



iOS



android

Download Cisco WebEx Meeting application\*



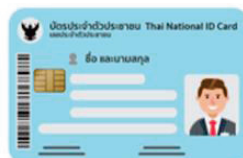
iOS



android

\* If shareholders would not like to download the application, they can access via Web Browser

An identity document is required for proof of identity.



Identification Card

# 1 Preparation for DAP e-Shareholder Meeting



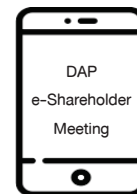
## Registration for e-Shareholder Meeting

### For shareholders who wish to attend the e-Shareholder meeting themselves

1

Individual shareholders wishing to use their ID card for identity verification

Register via DAP e-Shareholder Meeting



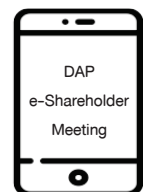
2

Individual shareholders wishing to use other documents such as other official cards / passport for identity verification

Submit the identity document to the company's staff for registration

3

Shareholder is a juristic person



\* Please study the details of registration such as related documents / document submission as specified in the invitation letter to shareholders' meeting

### For shareholders who wish to appoint a proxy

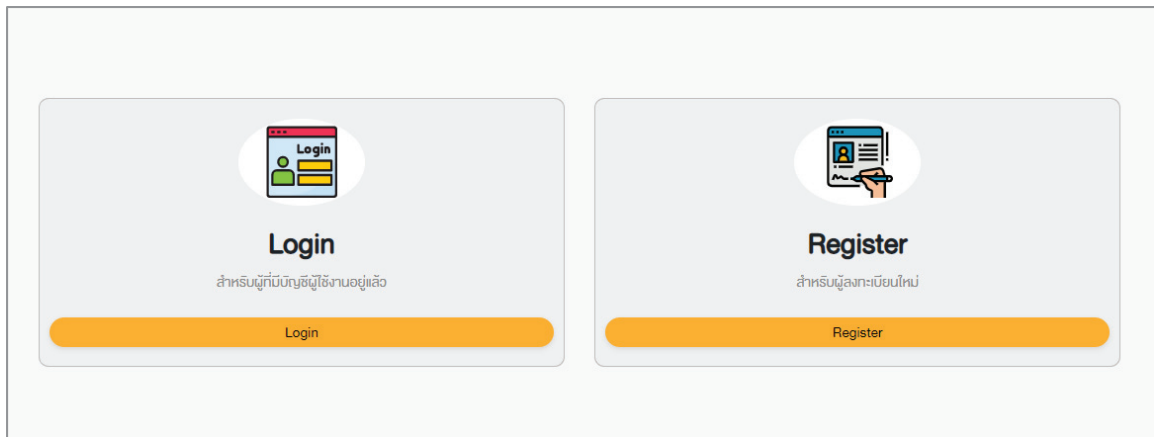
For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

## 2

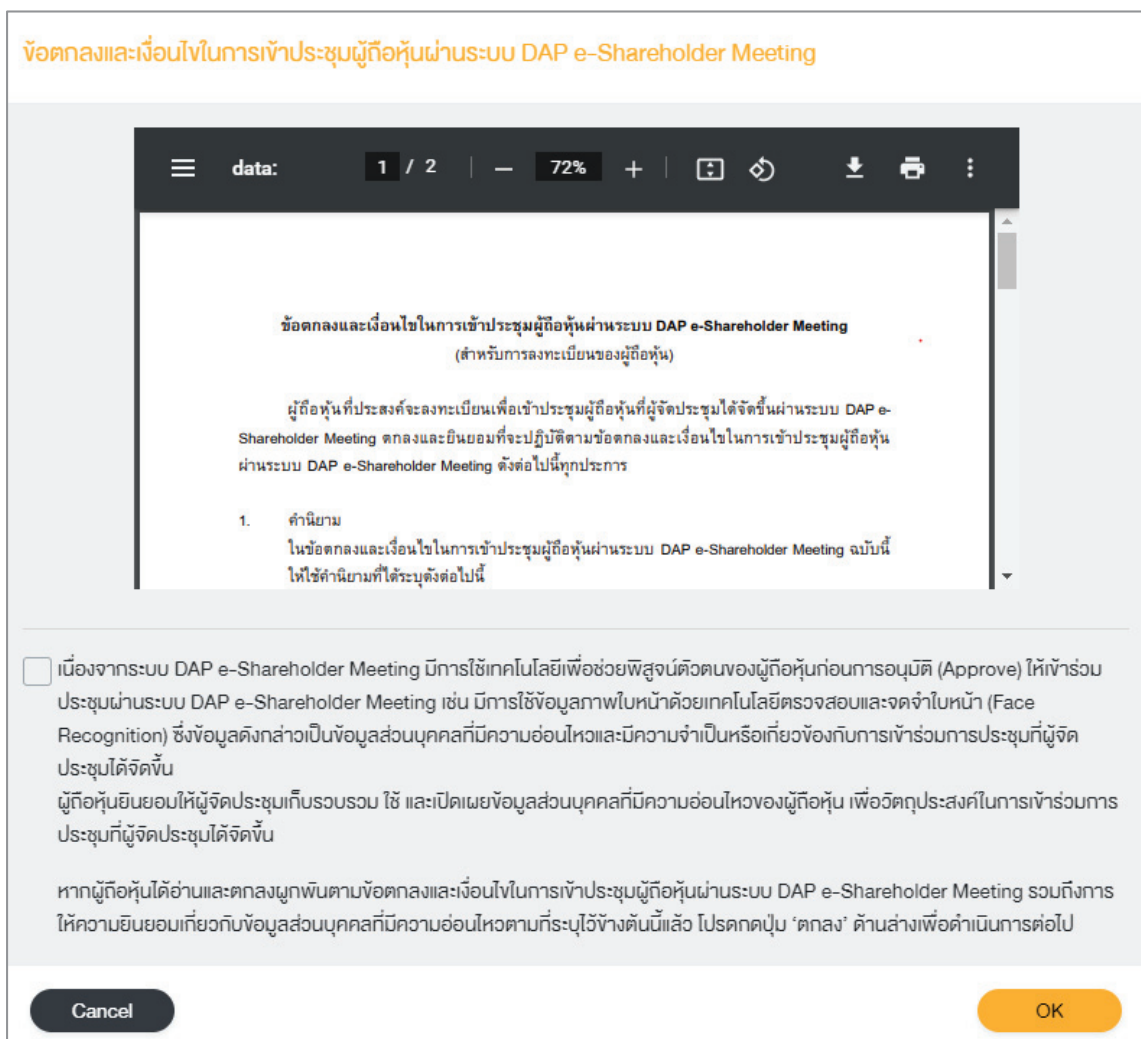
## e-Registration

for individual shareholders wishing to use their ID card for identity verification

1. Register via the registration link provided in the invitation letter to shareholders' meeting
2. Select “Register”



3. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking  and pressing “OK” button



## 2

## e-Registration

for individual shareholders wishing to use their ID card for identity verification

4. Shareholders fill out information as specified, including:

4.1 Name-Surname

4.2 ID card number and laser code on the back of the ID card (Only fill in numbers, without ticks)

4.3 Date of birth

4.4 Email address

(Email address will be used as your username when logging in)

4.5 Mobile phone number (Only fill in numbers, without ticks)

4.6 Password and confirm password

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

5. Shareholders consent to receive documents in electronic format from the meeting organizer by marking

6. Click "Next"

The screenshot shows a registration form with the following fields and options:

- First name (Thai language) \* (Input: First name)
- Last name (Thai language) \* (Input: Last name)
- Identity Number \* (No dash) (Input: Identity Number)
- หมายเลขหลังบัตร \* (No dash) (Input: หมายเลขหลังบัตร)
- Date of birth \* (Input: mm/dd/yyyy with calendar icon)
- Email \* (Input: Email)
- Mobile number \* (Input: Mobile number)
- Password \* (Input: Password)
- Confirm password \* (Input: Confirm password)

Below the form is a consent checkbox with the following text:   
 ผู้ถือหุ้นตกลงยินยอมที่จะรับเอกสารในรูปแบบอิเล็กทรอนิกส์จากผู้จัดประชุม เช่น หนังสือเชิญประชุม เอกสารประกอบการประชุม เป็นต้น ผ่านอีเมลที่ผู้ถือหุ้นได้แจ้งไว้ รวมถึงตกลงยินยอมให้ผู้จัดประชุมใช้ข้อมูลที่ได้แจ้งไว้ข้างต้น เพื่อประโยชน์ในการติดต่อสื่อสารหรือดำเนินการที่เกี่ยวข้องกับการประชุมผู้ถือหุ้น

At the bottom, there are three buttons: "Cancel" (red), "Previous" (grey), and "Next" (orange).

7. Click to request OTP, and the OTP will be sent to the mobile phone number you have entered

The screenshot shows a screen with the text: "โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63". Below this are five empty input boxes for the OTP code. At the bottom, there is a red button labeled "ขอรับ OTP".

The screenshot shows a screen with a warning icon and the text: "ต้องการส่ง OTP หรือไม่". Below this is a smaller text: "กด ตกลง เพื่อยืนยันการส่ง OTP หรือกด ปิด เพื่อยกเลิก". At the bottom, there are two buttons: "ปิด" (grey) and "ตกลง" (orange).

The screenshot shows a screen with the text: "SET." and "รับได้ 13:12 น.". Below this is a message: "คุณกำลังทำรายการผ่านระบบ SET e-Service รหัสอ้างอิง 'VVCLNR' รหัส OTP คือ 369316".

## 2

### e-Registration

for individual shareholders wishing to use their ID card for identity verification

- The system will send your information to verify the correctness with the database of the Department of Provincial Administration (DOPA)

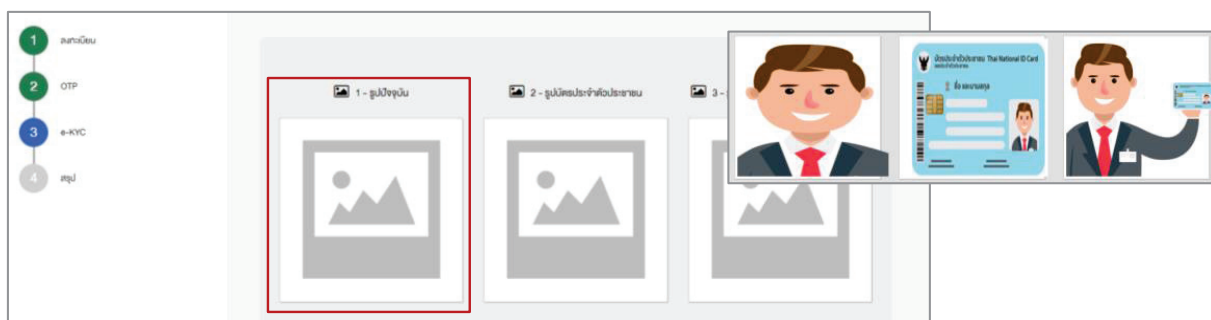


- After the verification with DOPA database, shareholders take pictures by clicking the picture button. The system will turn on your camera. Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

Picture 1 : Picture of yourself

Picture 2 : Picture of your ID card

Picture 3 : Picture of yourself holding the ID card



- Shareholders review securities holding information. If the information is correct, click “Confirm” button.



- Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk email or contact the company’s staff.

Please keep your username and password confidential.

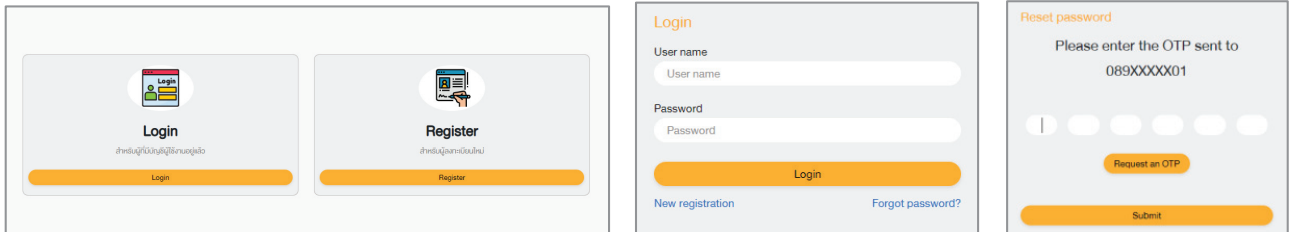
Your login account should never be disclosed to others.



## 3 Joining the e-Meeting

Shareholders please log in to attend the e-meeting.

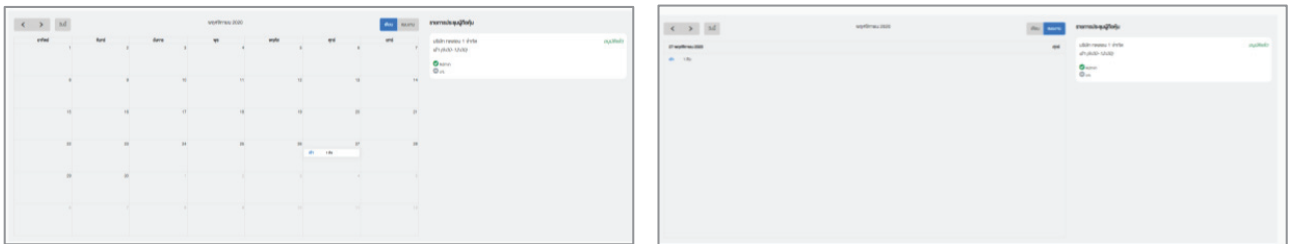
1. Log in at: <https://portal.eservice.set.or.th>
2. Select “Log in”
3. Enter username (email address that you have registered) and password
4. Enter OTP code sent to the mobile phone number that you have registered



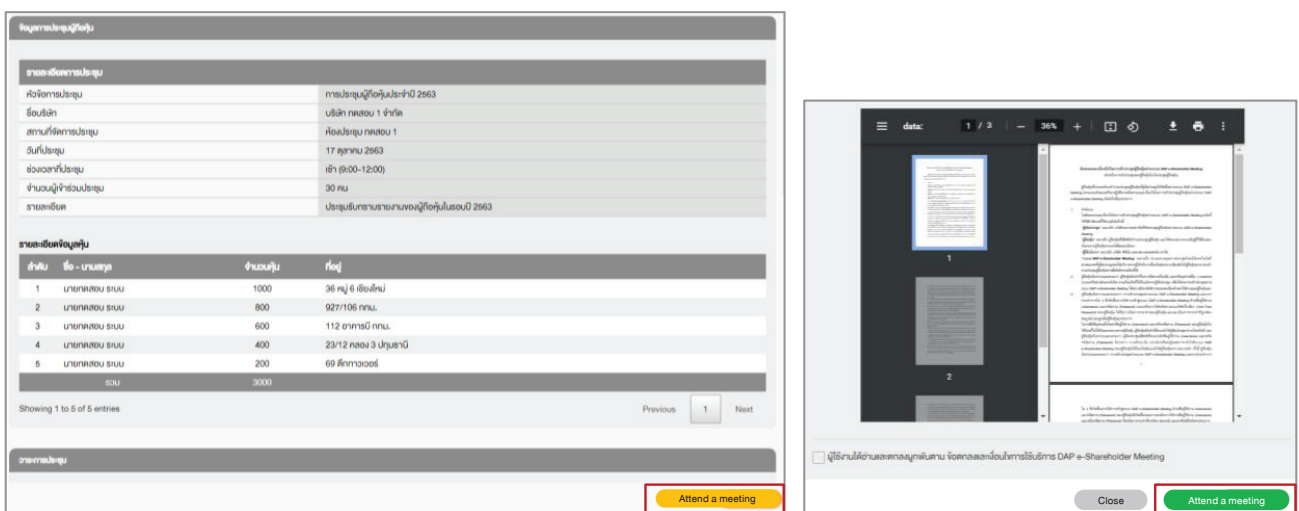
5. The system will show a list of all meetings that you have registered in advance. It allows you to switch between 2 different views.

### 5.1 Calendar View

### 5.2 List View



6. Click on a meeting. The system will display details such as meeting date, agenda of the meeting, and attached documents for each agenda.



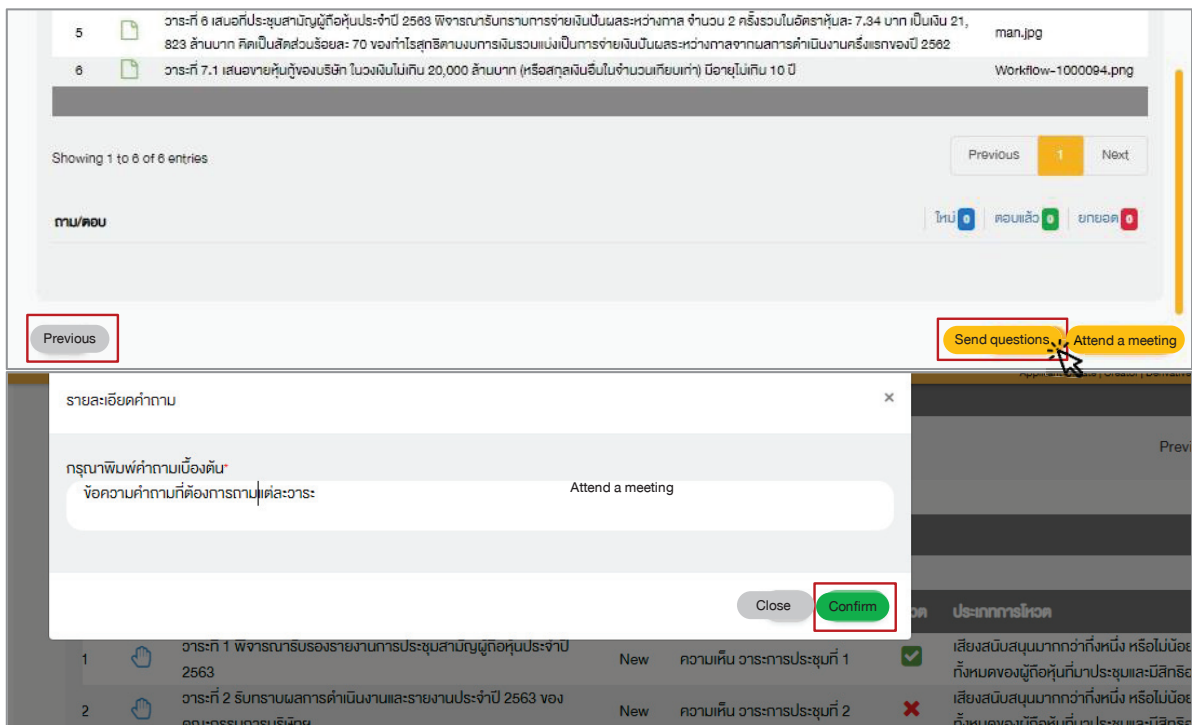
7. Click “Attend the meeting” in the lower right corner of the screen. Click “Attend the meeting” to agree to the terms and conditions of service before attending the meeting.
8. Shareholders enter the meeting via WebEx and wait for the host to start the meeting.

## 4 Asking Question Procedures

When the company allows questions from shareholders, shareholders who wish to ask questions in that agenda please go back to the DAP e-Shareholder Meeting system and follow steps below.

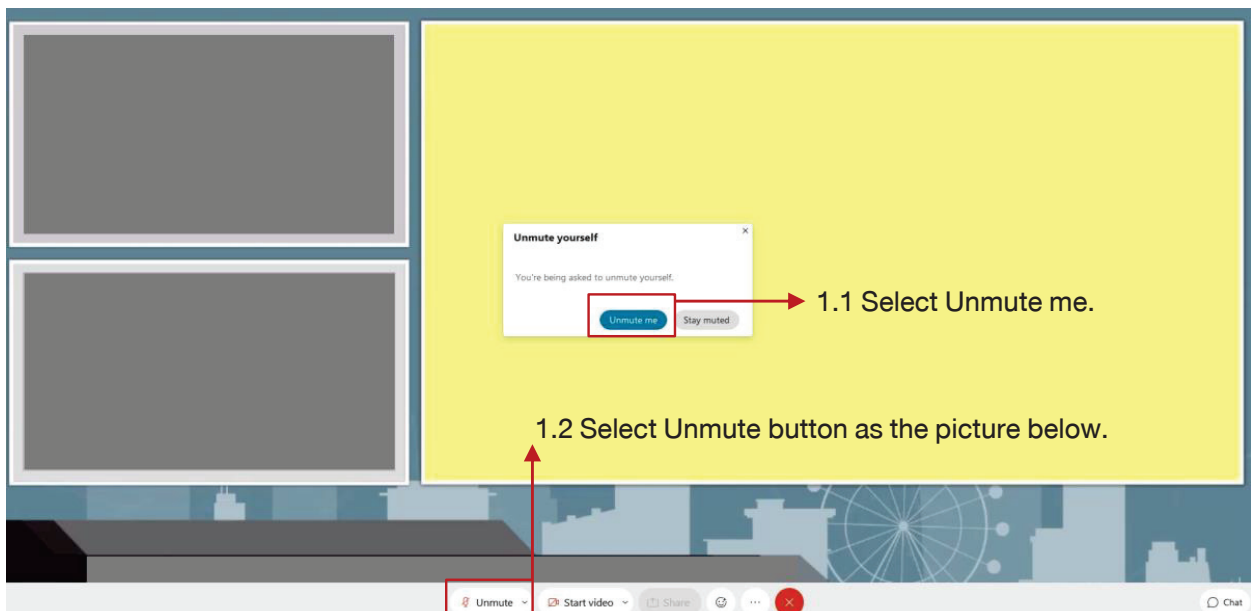
### Request to ask questions

1. Request to ask questions by clicking “Send questions” button.
2. Type your question and select “Confirm” button. Your question will be added into a waiting list.



### Asking questions when your name comes up

1. When you are allowed to ask questions, the company will call your name. Please turn on your microphone and camera (VDO) on WebEx to ask such question by yourself.



## 5 Voting Procedures

- During the voting period, the company will notify shareholders and open a voting system for each agenda. Please go back to the DAP e-Shareholder Meeting system and press the voting button.

ลำดับ	หัวข้อ	สถานะ	ความเห็นของคณะกรรมการ	โหวต	ประเภทการโหวต
1	วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563	New	ความเห็น วาระการประชุมที่ 1	✓	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือน้อยกว่า 2 ใน 3 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นที่มาประชุมและมีสิทธิออกเสียง
2	วาระที่ 2 รับทราบผลการดำเนินงานและรายงานประจำปี 2563 ของคณะกรรมการบริษัทฯ.	New	ความเห็น วาระการประชุมที่ 2	✗	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือน้อยกว่า 2 ใน 3 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นที่มาประชุมและมีสิทธิออกเสียง
3	วาระที่ 3 พิจารณานอมนับตั้งกรรมการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563	New	ความเห็น วาระการประชุมที่ 3	✓	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือน้อยกว่า 2 ใน 3 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นที่มาประชุมและมีสิทธิออกเสียง

- Choose the agenda to vote. There are 3 voting options: “Approve”, “Disapprove” and “Abstain”.


**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563**

ขอให้ประชุมพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 โดยวาระนี้จะต้องได้รับการรับรองด้วยคะแนนเสียงข้างมาก ไม่น้อยกว่า กึ่งหนึ่งของจำนวนเสียงทั้งหมดของผู้ถือหุ้นที่มาประชุมและออกเสียงลงคะแนน

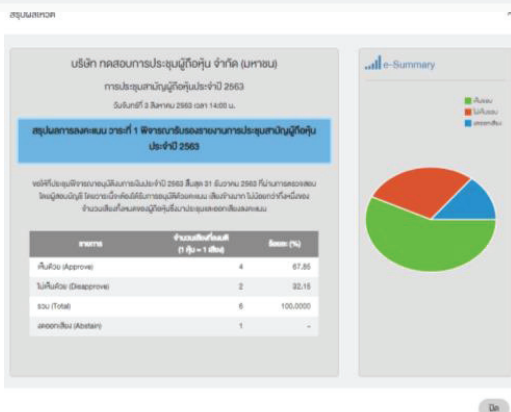
เห็นด้วย / Approve  
 ไม่เห็นด้วย / Disapprove  
 งดออกเสียง / Abstain

Vote

**Remark :** Voting can be operated in a manner similar to physical meetings. Only shareholders who wish to vote “Disapprove” or “Abstain” are required to voice their stands. For shareholders who wish to vote “Approve”, no action is required. In this regard, the company must notify shareholders of voting conditions prior to the meeting.

- After the closing of voting in each agenda, the company will announce results. Shareholders can check the results of each agenda by clicking the  icon.

ลำดับ	หัวข้อ	โหวต
1	วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563	✗
2	วาระที่ 2 รับทราบผลการดำเนินงานและรายงานประจำปี 2563 ของคณะกรรมการบริษัทฯ.	✓
3	วาระที่ 3 พิจารณานอมนับตั้งกรรมการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563	✓



Summary of the voting results

# 6

## Resetting password

To retrieve your password, shareholders can reset password by clicking “Forgot Password” button.

There are 2 options to reset your password:

### 1. Reset password by using email

Enter your registered email

Check your inbox

Set new password

### 2. Reset password by using OTP

Click the link to reset password by using mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



shareholders could visit the website:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:



## DAP e-Shareholder Meeting

Operated by Digital Access Platform Co., Ltd., a subsidiary of SET Group



Registration form to receive the Annual report of the year 2020 in hard copy

I/we..... Shareholder Registration No..... Holding the stock of Everland PCL.  
altogether .....shares, like to receive the Annual report of Everland for the year 2020 in hard  
copy, by sending the document at .....Road.....Sub-District.....  
District.....Province..... Postal Code .....

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*Please send back your Register Form by fax **before May 15, 2021**, and then the company will send the Annual report of the year 2020 in hard copy to you as per your request.*

Contact Person : Miss Areeya Longji  
Fax: 0-2720-7808

