

Minutes of Annual General Meeting of Shareholders for the year 2015

of

Everland Public Company Limited

The meeting was held on April 29, 2015 at 03.00 p.m at Budsarakham room, 32nd Fl, Hotel Windsor Suites Bangkok, Soi Sukhumvit 20, Sukhumvit Road, Klongtoey, Bangkok. While the meeting began, there were 116 shareholders and proxies counting the number of shares to 1,779,789,022 shares or 54.98 percent of total paid-up shares. Shareholder attending the meeting gradually increased in each agenda that there were 144 total shareholders and proxies counting the number of shares to 1,949,410,597 shares or 60.22 percent of total paid-up shares attending the meeting Mr.Swechak Lochaya, the chairman of the board of director, was the chairman of the meeting.

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

- | | |
|--------------------------------|---|
| 1. Mr. Swechak Lochaya | Chairman of the Board/Managing Director (Chairman of the meeting) |
| 2. Mr.Kamthorn Udomritthiruj | Vice Chairman of the Board/Chairman of Audit Committee |
| 3. Miss. Vanida Majjimanonda | Director/ Vice Chairman of Audit Committee |
| 4. Mrs. Supatdra Chuarrot | Director/Audit Committee |
| 5. Miss Sunsiri Chaichareanpat | Director |
| 6. Mr. Apichai Pochakaparipan | Director |
| 7. Mr. Pirus Pradithavanij | Director |

Representative of Auditor

Mr.Prawit Vewanathananuch, PV Audit Company Limited

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

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

Agenda No.1 To certify the minutes of annual general meeting of shareholders for the year 2015 held on April 25, 2014

The chairman proposed the minutes of annual general meeting of shareholders for the year 2015 held on April 25, 2014 at 10.00 a.m. at Patai room , 14th Fl, Hotel Windsor Suites Bangkok, Soi Sukhumvit 20, Sukhumvit Road, Klongtoey, Bangkok. A copy of the minutes had been sent to the shareholders with notice of the meeting and the company would like to ask the meeting to approve.

The chairman would like to ask the meeting to approve.

Resolution The meeting had the resolution unanimously to certify the minutes of annual general meeting of shareholders for the year 2015, held on April 25, 2014 by voting of the shareholders in Agenda No.1 as follows;

Approving Votes	1,779,789,022 Votes	100% of voting rights exercised by the attending
Disapproving Votes	-	-
Abstaining Votes	-	-
Total	1,779,789,022 Votes	100% of voting rights exercised by the attending

Agenda No.2 To acknowledge the performance of the company and the 2014 Annual Report.

The chairman proposed the meeting to acknowledge the performance of the company and the 2014 Annual Report. The chairman assigned to Mrs.Pimpitcha Assanurak Accounting and Finance Director to inform details which are enclosed by CD-ROM had been sent to the shareholders with notice of the meeting.

In agenda 2, the company proposed the meeting to acknowledge the 2014 performance of the company and the 2013 and had no voting.

Agenda No.3 To approve the financial statement for the year ended December 31, 2014

The chairman proposed in the shareholder meeting to approve the financial statement for the year ended December 31, 2014 which has already been verified by the authorized auditor of the company. The chairman assigned to Mrs.Pimpitcha Assanurak Accounting and Finance Director to explain the details of the mentioned documents had been sent to the shareholders with notice of the meeting.

The chairman would like to ask the meeting to approve.

Resolution The meeting had the resolution unanimously to approve the financial statement for the year ended December 31, 2014 by voting of the shareholders in Agenda No.3 as follows;

Approving Votes	1,779,789,022 Votes	100% of voting rights exercised by the attending
Disapproving Votes	-	-
Abstaining Votes	-	-
Total	1,779,789,022 Votes	100% of voting rights exercised by the attending

Agenda No.4 To approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2013 and the omission of dividend payment.

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

The consolidated financial statement in the year 2014 of the company had total comprehensive loss in the amount of Baht 12,771,660.28 which merged retained deficit that make the consolidated financial statement in the year 2013 still had retained deficit in amount of 11,917,530.06 baht .

Therefore, the board considered that the shareholders' meeting should approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2014 and the omission of dividend. After officer clarified the details, Shareholders with questions as follows:

Question: (shareholder)

In order to know the results on each agenda. The company informed in the agenda. On the display the agenda through in front of the stage. To make shareholders will has been known.

Answer: (The Chairman) :

Because of the system registration of the company has a problem. We apologize for any inconvenience caused to shareholders. And to adopt the recommendations in the informed the results of vote. And the results for each agenda to improve the next times.

The chairman would like to ask the meeting to approve.

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

Approving Votes	1,779,699,022 Votes	99.99% of voting rights exercised by the attending
Disapproving Votes	90,000 Votes	less than 0.01% of voting rights exercised by the attending
Abstaining Votes	-	-
Total	1,779,789,022 Votes	100 % of voting rights exercised by the attending

Agenda No.5 To approve the election of directors to replace those directors retiring by rotation.

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

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

The directors retiring by rotation in the year 2015

1. . Mr.Kamthorn Udomritthiruj
2. Mr. Swechak Lochaya

The board has considered that the directors retiring by rotation in the year 2015 have knowledge and ability in administrative work of the company. Therefore, the shareholders' meeting should approve to elect directors to replace those directors retiring by rotation return to the position for another term.

After that, the chairman proposed the meeting to approve.

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

(1) Mr.Kamthorn Udomritthiruj

Approving Votes	1,893,029,059 Votes	100% of voting rights exercised by the attending
Disapproving Votes	102 Votes	less than 0.01% of voting rights exercised by the attending
Abstaining Votes	-	-
Total	1,893,029,161 Votes	100 % of voting rights exercised by the attending

(2) Mr. Swechak Lochaya

Approving Votes	1,893,029,161 Votes	100 % of voting rights exercised by the attending
Disapproving Votes	-	-
Abstaining Votes	-	-
Total	1,893,029,161 Votes	100 % of voting rights exercised by the attending

*Remark: Shareholder attending the meeting increased amount 20 person, which amounted the number of shares total 113, 240, 139 shares

Agenda No.6

To consider the remunerations of the board of directors and the audit committee for the year 2015.

The chairman assigned the officer to explain the details of the mentioned documents as follows; according to the association of the company clause 14, the directors had the right to receive any remuneration in the form of annual bonus, meeting allowance, bonus or any other pursuant by the association of the company or the consideration of shareholders' meeting. Therefore, the company proposes the remunerations of the board of directors and the audit committee for the year 2013 equal to the year 2015 as follows;

The remunerations of the Board of Directors

Position	Remuneration rate (Bath/Time)	
	2015	2014
Chairman of the board	10,000	10,000
Vice Chairman of the board	7,500	7,500
Director	5,000	5,000

The remunerations of the Audit Committee

Position	Remuneration rate (Bath/Time)	
	2015	2014
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

Resolution The meeting had the resolution unanimously to consider the remunerations of the board of directors and the audit committee for the year 2014 by voting of the shareholders in Agenda No.6 as follows;

Approving Votes	1,893,024,161 Votes	100 % of voting rights exercised by the attending
Disapproving Votes	-	-
Abstaining Votes	5,000 Votes	less than 0.01% of voting rights exercised by the attending
Total	1,893,029,161 Votes	100 % of voting rights exercised by the attending

Agenda No.7 To consider the appointment auditors and remuneration of the auditors for the year 2015.

The chairman assigned company's officer to explain the details of the mentioned documents as follows; the compliance with the legal and articles of the companies. Required to consider the appointment of the auditor and the audit fees for the year 2015, So Board of Directors considered that. The shareholders should approve the appointment of auditors of the PV Audit Co.,Ltd., the Audit auditor. Which has no relationship and no conflict of interest with. Companies / subsidiaries / executives / majority shareholder. Or related such individuals. As auditors of the Company and its subsidiaries for the year 2015 are listed below.

Auditor

PV Audit Co.,Ltd.	
Mr.Prawit Vewanthananuch	CPA# 4917
Mr.Bunjong Pichayaprasat	CPA# 7147
Mr.Thirdthong Thepmongkorn	CPA# 3787
Mr.Kaisit Silapamongkolkul	CPA# 9429

Auditor or other persons within the same office that has been approved by the Notification (Re: Approval of Auditors) sign the audited report and review of the company.

The auditor's fees

Company	The financial audit expenses for the year (Baht/Year)		
	2015	2014	increase
Everland Public Company Limited	550,000	450,000	100,000
Nattant Development Company Limited	125,000	125,000	-
My Resort Holding Company Limited	350,000	300,000	50,000
The Villa (Hua-Hin) Company Limited	300,000	250,000	50,000
MY Hospital Company Limited	200,000	300,000*	*
Chiang Mai Raj Hospital Company Limited	300,000	*	*

Company	The financial audit expenses for the year (Baht/Year)		
	2015	2014	increase
Unicon Service Company Limited	150,000	*	*
Dental is fun Company Limited	150,000	*	*
Total (Baht/Year)	2,125,000	1,425,000	200,000

Company	The financial review expenses for the quarter(Baht/Quarter)		
	2015	2014	increase
Everland Public Company Limited	450,000	360,000	90,000
Nattant Development Company Limited	90,000	90,000	-
My Resort Holding Company Limited	210,000	195,000	15,000
The Villa (Hua-Hin) Company Limited	210,000	150,000	60,000
MY Hospital Company Limited	150,000	*	*
Chiang Mai Raj Hospital Company Limited	210,000	*	*
Unicon Service Company Limited	90,000	*	*
Dental is fun Company Limited	90,000	*	*
Total (Baht/Year)	1,500,00	795,000	165,000

Company	Total expenses		
	2015	2014	increase
Everland Public Company Limited	1,000,000	810,000	190,000
Nattant Development Company Limited	215,000	215,000	-
My Resort Holding Company Limited	560,000	495,000	65,000
The Villa (Hua-Hin) Company Limited	510,000	400,000	110,000
MY Hospital Company Limited	350,000	300,000 *	*
Chiang Mai Raj Hospital Company Limited	510,000	*	*
Unicon Service Company Limited	240,000	*	*
Dental is fun Company Limited	240,000	*	*
Total (Baht/Year)	3,625,000	2,220,000	365,000

Remark : *MY Hospital Company Limited is a subsidiary of the Company. And acquisition of shares of Chiang Mai Raj Hospital Company Limited, Unicon Services Limited and Dental is fun Co., Ltd. on December 15, 2014.

After that, the chairman proposed the meeting to approve.

Resolution The meeting had the resolution unanimously to approve the appointment of auditors and the auditor's fees for the year 2015, proposed by the Chairman by voting of the shareholders in Agenda No.7 as follows;

Approving Votes	1,949,410,597 Votes	100% of voting rights exercised by the attending
Disapproving Votes	-	-
Abstaining Votes	-	-
Total	1,949,410,597 Votes	100% of voting rights exercised by the attending

Remark : Shareholder attending the meeting increased amount 8 person, which amounted the number of shares total 56,381,436 shares

Agenda No.8 Other matters (if any)

-None-

The Chairman's informed the operating results. And the progress of the project.

In the part of real estate of Everland public company limited have project completed with the sale and residential as follow:

- (1) My Resort Bangkok, Condominium is completed with the transfer.
- (2) My Resort at Hua Hin is Primary Condo has a water park, a project completed and ready for transfer.

The new project are about to launch of the company.

- (1) The Suwinthawong project has area is about 115 rai currently has begun construction about 74 house a Precast is scheduled for launch around July. The area is located at the intersection between the Suwinthawong road with Chalongkrung road. Away from Suvarnabhumi Airport, about 12 kilometers. By area around the village has pruksa project, about 2-3 projects and projects of the Land and House. By house, the company created to build a total of about 150 unit. So when the the project begin, will be able to sale the house and customers able to buying. And the project is ready to be transferred to the customer and to recognize revenue in the 3rd quarter, 4th quarter. For the price average about 4 to 5 million baht per unit. Total value in the part of this about 700 million baht. The selling price is defined to receive great feedback. The area of each house is 100 square meters.

(2) Sanambinnun Project, Companies are working to design, EIA and prepare build the Sale office. The company has a management team with experience in Real Estate to joining us. This project is high-rise condos approximately 54 floor with a total sales of around more than 2,000 units. Away from the BTS next to the Phra Nang Klao Bridge about 200 meters and is adjacent to the river. Strengths of the project was sold at an average unit price of about two million baht. Targets is work people . Which will have sales was 4,000-5,000 million baht.

Additional project, is under consideration at Hathairat Road. The project is not very big the company will build house on an area of about 35 square meters, living area is approximately 100 square meters. The selling price will be about three million baht, which will create about 100 units.

Question: (Khun Suporn partum) (shareholder):

Sanambinnun Project, If cannot receive EIA. Do you build the project?

Answer: (The Chairman)

The company has not yet started construction. But there has been prepared on Sale office preparing for licensing all. To be ready and able to take immediate action to get the EIA

Question: (Khun Suporn partum) (shareholder):

The reasons of Companies had Loss a lot. Because bring out the money to invest or not?

Answer: (The Chairman):

Now the company has adjusted the various strategy. For to make the company is profitable. To do this requires the continuation and has expanded project. Today if you look at the financial statements of the Company. It is evident that the company's liabilities decreased a lot. The debt reduction thereof. The company has the potential to do business. Have the ability to bank borrowers has increased. Because DE Ratio 0.3 In general, Real Estate could debt to equity ratio or DE Ratio or of up to one or more than one at all. *Therefore, amount of the loan to the bank. It can be done.* In addition, the state of the Real Estate with growth slower. So, what the company is going to perform. Whether it is on land or loans. The point at which the company can make a profit, and earnings improved. Positive impact on the company and its shareholders, everyone.

Question: (Khun Jakkarin ChinThananon) (shareholder):

Borrowing from the bank to recover all or not? The company will be to increase the capital or to issue a warrant or not.

Answer: (The Chairman):

The company is considering the structure of the source of the funds will be used for development projects. This has to be determined to be appropriate.

Question: (Khun Jakkarin ChinThananon) (shareholder):

I want to know about the amount period want to use.

Answer: (The Chairman):

The company is considering .Which may take about three months to be summarized details about what to do and how to use the money to them. The Company will inform the progress on the implementation issues. To shareholders to be informed later.

Question: (Khun Suporn partum) (shareholder):

The chairman is of the opinion whatsoever and suggestions the place for meeting. I wanted the company to use the meeting at educational institution. Or the conference room of the hospital, to income distribution.

Answer: (The Chairman):

Thank you shareholders for the suggestion. And the team receive to consider appropriate.

Chairman has assigned Mr. Pirus Pradithavanij presentation of Health Care Sector.

Mr. Pirus Pradithavanij : My Hospital Co.,Ltd. since the end of the last year. Mainly, the company will take care of business at the hospital were divided into 3 groups.

(1) The new hospital Group

The first project will be done in collaboration with the Rungsit University with Dr. Arthit Ourairat the name of the project is RIH.During the first three years the company will invest a total of approximately 4,800 million baht. The company to joined venture as a 30% shareholder, the estimated cost of the project in the next three years, about 846 million baht. It is expected to return IRR is estimated at 21% and pay back period of approximately 5.9%. 300-bed patient bed for patient by about 3,500 per day. Its selling points is that academic oriented style is focus on academic

(2) The setup and hospitals Group

It will focus on small to medium sized hospitals. The company determined that there are good prospects for. The project is divided into three groups of companies are doing.

2.1 Siam Ratch hospital in this group have spent 150 million baht to improve and grow, and it would take 1-2 years.

2.2 The second project is the North East.

2.3 The third projects in the North.

(3) The specialized hospital with specificity Group

It can separated out or inserted in other public or private hospital. Such as cardiac catheterization or dialysis center.

Target 3-5 years forward

The company targeted to have two new hospitals and 10 hospitals have already setup and the company will enter into a joint venture or the acquisition. And in the next five years will be able to generate revenue from this group of approximately Baht 3,000 million and profits are likely to be approximately 7-9% on average.

Question: (Khun Taweesuk Jearranaikajorn) (shareholder):

The company have to prepare the personnel to come support in the hospital, and the subject of invest.

How to be prepare?

Answer (Mr. Pirus Pradithavanij) :

The personnel of the new hospital is Dr. Arthit Ourairat prepared team already. A team from Prayathai 1 hospital invited by Professor Doctor Niti Mahanon joined on the part of doctors. And to educate of physicians may be Outsource the job as IT or HR, etc. And in part of IT the Open Technology Company Limited will support to coordinate with the dealer, both hardware and software, and corporate team has written software for the hospital before. And currently serves on the Green Line company limited. Which is a subsidiary with the Bangkok hospital. So in this section It seems to be ready at a certain level.

Question: (Khun Suporn partum) (shareholder):

The company has foreign doctors or not?

Answer (Mr. Pirus Pradithavanij):

Medical cases foreign the company must comply Council is to consider whether to treat a patient, Thailand or not. At present it cannot be treated.

Question: (Khun Suporn partum) (shareholder):

The auditors who same the last year. Ask Rates auditor dating back to consider comparisons.

Answer: (The Chairman):

The audit this year, different not much from a year ago. But this year, a slight increase because the Company's subsidiary increased and became more active. Details of the audit the past appear in the notice of meeting. And then displayed on the presentation front.

Question: (Khun Suporn partum) (shareholder):

Audit fees 4 million baht are increase, yes or no?

Answer: (Auditor) :

A rate limit the details of the auditors who determine each company listed on the presentation front. Accordance the new law has new structure as abroad. Therefore, the audit must be increased because the increased workload. In order to develop accounting standards, Thailand's equivalent to international standards. We wish shareholders to understand and get the support of all.

Question: (Khun Pornsawarn Vongsakul) (shareholder):

The company predicts that the value of shares will increase. When?

Answer: (The Chairman):

The main of SEC. Cannot say, as they may be guided. But the important thing. We will try to make the business profitable companies with a dividend, which will affect the share price.

Question: (Khun Taveesuk Jearranaikajorn) (shareholder):

In the future the company plans to take over the hospital has increased or not?

Answer: (The Chairman):

The plan have the opportunity to take the team led by Dr. Pirus that come into the care of this. Which is currently under consideration and will inform shareholders.

Question: (shareholder):

Everland has proportion of the business in the future, however?

Answer: (The Chairman):

Consider that what makes a great impact on the company. The both the segment of the real estate and health care, which is the fourth factor where demand exists. Currently the property is slower growth. Which the entry into the health care business, thus strengthening the business opportunities for the company.

Question: (Khun Sittiyapong) (shareholder):

The trend is the proportion of business real estate with the hospital and have a 70:30 or a reclassification or not.

Answer: (The Chairman):

It is the future. The company will have to decide with management team will have a chance to see in the future.

Question: (Khun Tunyaporn) (shareholder):

Public Relations channel information to investors or investors outside. How much?

Answer: (The Chairman):

The company has prepared a public relations team. To report on progress in the implementation of various projects. To provide shareholders and other investors have sufficient information.

Question: (Khun Sittawit Suphawut): (shareholder):

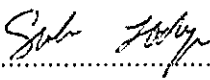
The company plans to expand the Real Estate business in this field. The slower growth rate is attributed to the banking sector loans is quite difficult. So I want to know the team or the availability of the company.

Answer: (The Chairman):

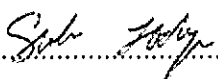
The company was also featured in this issue, the Company does not have to invest too much. The company must be quite clear to consider markets that the products do sell. To meet customer needs or no. The company currently has approximately 2-3 projects, which is not excessive. And the investment has brought about a hospital or health care, which is a great opportunity. In the future, the company expects to have revenues and profits.

The chairman thanked the shareholders for attending and closed the meeting

The meeting was closed at 05.10 p.m.


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

Correctness verified


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



บริษัท เอเวอร์แลนด์ จำกัด (มหาชน)
EVERLAND PUBLIC COMPANY LIMITED