

9. Corporate Governance

The Company realizes and understands the importance of operating business in line with the Corporate Governance Code (CG Code) according to the principles for good governance, and the Company gives importance to corporate social responsibility and the regulations of the Securities and Exchange Commission. They are main factors that promote the organization toward effective work management and serve as the platform for the Company's business growth. The good corporate governance principles when considered based on the CG Code in 2018 are as follows:

- Principle No. 1 Recognize the roles and duties of the board of directors as organization leaders who provide sustainable quality to business.
- Principle No. 2 Set business objectives and goals for sustainability.
- Principle No. 3 Promote an effective board of directors.
- Principle No. 4 Recruit and develop high-ranking executives and personnel management.
- Principle No. 5 Promote innovation and operate business responsibly
- Principle No. 6 Ensure the presence of an appropriate risk management and internal control system.
- Principle No. 7 Maintain financial and information disclosure reliability.
- Principle No. 8 Support participation and communication between shareholders.

Principle No. 1: Recognize the roles and duties of the board of directors as organization leaders who provide sustainable quality to business.

The Company has appointed knowledgeable and skilled people to the board of directors, which consists of three non-executive independent directors and three executive directors, and has clearly defined the duties and responsibilities of the board of directors. Furthermore, the Company has formed the Audit Committee to express independent opinions free from guidance in order to ensure that decisions are made effective. The duties and responsibilities of the Audit Committee are as follows:

The board of directors serves to consider and set the remunerations of directors and executives. The remunerations of directors and audit directors follow the resolutions passed by shareholder meetings. The details about the remunerations of directors and executives are already disclosed in the aforementioned section on executive remunerations.

The Company's regulations require that board of director meetings must be held at least once every three months. Management also attended each meeting in 2019 in order to report performance results, make proposals and express beneficial information and opinions as well as acknowledge policies and decisions made by the board of directors in order to ensure effective and timely implementation of policies and work plans.

The board of directors stipulates that financial statements are made in line with generally accepted accounting standards in Thailand and chooses appropriate accounting policies in line with the

requirements of the Stock Exchange of Thailand. The Company always exercises caution, adheres to the aforementioned standards and discloses information sufficiently in financial statement annotations.

The board of directors has policy for the Company to provide other agencies as experts who will perform internal audit duties and internal control assessment duties in the organization with a specified period of time for finding experts. As of 31 March 2020, the Company is negotiating a contract.

1.1 Position Tenure

The tenure in the positions of company directors follows the Company's regulations in Section 4 Board of Directors, Clause 16. At every annual general meeting, one-third of all directors leave their positions. If the number of directors cannot be divided exactly by three, the closest number to one-third will leave their positions. Directors who leave their positions according to term are eligible for reappointment, and directors subjected to the requirement to their positions in the first and second years after the Company's conversion to a public company were required to draw a lottery to determine which directors were to leave. In later years, the directors who have been in their positions longest are to leave their positions, and proposals are made to the Company's board of directors for its opinion along with shareholder meetings for authorization.

1.2 Determining Directors' Remunerations

The board of directors is responsible for determining the remunerations of directors and executives, and the remunerations of directors and audit directors follow resolutions passed by shareholder meetings. The details about the remunerations for directors and executives are already disclosed in the aforementioned section on executives' remunerations.

1.3 Board Meetings

The board of directors has mechanisms in place for supervising and ensuring the control, management and responsible performance of subsidiaries in order to protect investment interests as follows:

1. The Company has a policy to assign directors and executives to serve as directors and executives in subsidiaries in order to closely monitor work. This assignment of directors and executives requires the approval of a meeting of the Company's board of directors.

2. Persons appointed to become directors in subsidiaries are responsible for taking actions in the best interest of the subsidiaries to which they are assigned, and the Company requires that appointed persons be approved by the board of directors before they can pass resolutions or cast votes in important matters according to the same hierarchy for authorization from the board of directors for actions taken directly by the Company.

3. Persons assigned to become directors in subsidiaries are required to ensure that subsidiaries have regulations covering transactions that are connected to the Company, that subsidiaries store information and that subsidiaries record accounting information for verification by the Company and timely financial statement compilations.

4. Subsidiaries must be supervised to fully disclose financial position information, performance, connected transactions between connected companies and persons, acquisitions and distributions of assets and other significant company transactions and must apply the same requirements for disclosure of information and transactions as the Company.

5. Internal control systems must be established appropriately and sufficiently strictly in subsidiaries that operate primary businesses.

Principle No. 2: Set business objectives and goals for sustainability.

The real estate business is a business that generates revenue continuously under the management of the Company and subsidiaries for the purpose of providing long-term security and future income for the Company's group. The Company has made it an objective to achieve sustainable growth in the real estate business in order to build the confidence of directors, executives, shareholders, employees, financial institutions and trade partners, as shown in the Company's vision and mission. Furthermore, the Company's directors give consideration to the state of competition in the real estate business and the general economy and set the Company's annual work plans and strategies in line with the Company's vision and mission. Directors make thorough consideration covering all areas and base decisions on major economic factors and risks such as operational and financial strategies, marketing strategies and politics.

Moreover, the board of directors has set guidelines governing the business operations of the Company and subsidiaries for sustainable growth, and the Company emphasizes teamwork values. By this, the Company has policies and activities that contain values that are taught to employees during service training, organizational cooperation, sales personality development and development for other work areas in order to improve work and service understanding as well as build the real estate development business toward sustainable growth. Accordingly, the Company requires personnel who are skilled in their work and creative enough to improve products and work. However, business operations must follow procedures and adhere to the principles of honesty, integrity and good governance.

The board of directors has policy for the Company to provide other agencies as experts who will perform internal audit duties and internal control assessment duties in the organization with a specified period of time for finding experts. As of 31 March 2020, the Company is negotiating a contract.

Principle No. 3: Promote an effective board of directors.

The director structure of Everland Public Company Limit consists of the board of directors and the Audit Committee.

1. Board of Directors

The board of directors is composed of knowledgeable and capable people who play important roles in setting the Company's policies. These people work with high-ranking executives in planning short-term and long-term operations and setting policies for finances, risk management and the overall image of the organization. They play important roles in independently supervising, examining and evaluating the Company's performance and the performances of high-ranking executives in line with set work plans.

At present, the board of directors has six members, composed of one executive director, two executive directors from subsidiaries and three non-executive independent directors who hold no stakes and have no relationships with major shareholders and are not directors or executives of major shareholders or executives or representatives of shareholders of major shareholders.

Name	Position
<u>Executive Directors</u>	
Mr. Swechak Lochaya	Chairman of the Board
<u>Executive Directors from Subsidiaries</u>	
Mr. Phirat Praditthawanit	Director
Mr. Apichai Pochakaparipan	Director
<u>Independent Directors</u>	
Mr. Kamtorn Udomritthiruj	Vice Chairman of the Board and Chairman of the Audit Committee
Miss Vanida Majjimanonda	Vice Chairman of the Audit Committee and Director and Independent Director
Mrs. Supatdra Chuarot ¹	Director/Independent Director/ the Audit Committee

Remarks

¹ Mrs. Supatdra Chuarot possesses sufficient knowledge and experience to audit the reliability of financial statements.

Scope of Authority and Duties of the Board of Directors in line with the Company's Regulations

1. Manage the Company as well as perform other duties in compliance with the law, the Company's objectives and regulations and shareholder resolutions.
2. Occasionally set inter-period dividends for shareholders when the Company's accumulated profits are deemed appropriate for doing so, and report to subsequent shareholder meetings.
3. Stipulate payments of pension, prices or other remunerations on a regular or irregular basis for the Company's employees or personnel or other people who work for the Company.
4. The president and directors assigned by the president are to set the dates, times and locations of board meetings. These meeting locations can be different from where the Company's head office is located.
5. In cases where there are vacant director positions and there are fewer directors that necessary to form a meeting quorum, the remaining directors may take actions on behalf of the board of directors

but only on a case-specific basis, and a shareholder meeting is to be held to appoint new directors for all vacant positions within one month of such vacancies.

6. One or many directors or other persons may be appointed to take actions on behalf of the board of directors.

7. A number of directors can be appointed as deemed appropriate to form the board of executives prescribed with the authority to supervise the Company's business activities as assigned by the board of directors, and one among the members of the board of executives is to be appointed as the chairman of the board of executives.

8. The board directors has the authority to invite any person to act as a consultant and provide by expressing opinions in the Company's business activities to the board of directors as deemed fitting as well as to have and convene shareholder meetings, create board meeting reports and shareholder meeting reports.

9. An annual general meeting of ordinary shareholders is to be held within four months after the Company completes each accounting year, by which meeting invitation letters along with relevant details are to be created and delivered to shareholders.

10. Balance sheets and profit and loss statements are to be created for the ends of each of the Company's accounting year, and they are to be presented to annual ordinary shareholder meetings for approval consideration.

2. Audit Committee

The Audit Committee is composed of three independent directors. The Audit Committee is required to be composed by at least one-third of independent directors or at least three independent directors. In addition, the qualifications of independent directors are set in line with the regulations of the Securities and Exchange Commission, and the three appointed audit directors possess fundamental qualifications and expertise in many professions as well as leadership, a broad vision, fairness and ethics with transparent and faultless work history, and they have the ability to express their opinions independently. In addition, the committee's duties and responsibilities are set clearly to ensure effective performance.

Accordingly, the Audit Committee is responsible for auditing the Company, ensuring that the Company reports its finances accurately with sufficient information disclosures while coordinating with external auditors and responsible executives. The committee also audits to ensure that the Company has internal control, internal audit and risk management systems that are concise, suitable, modern and effective and has the Internal Audit Department serving as the Company's internal audit agency which reports directly to the Audit Committee.

As of 31 December 2019, the Audit Committee had three independent directors as follows:

Audit Director	Position
1. Mr. Kamtorn Udomritthiruj	Vice Chairman of the Board and Chairman of the Audit Committee
2. Miss Vanida Majjimanonda ¹	Vice Chairman of the Audit Committee and Director and Independent Director
3. Mrs. Supatdra Chuarot	Director/Independent Director/ the Audit Committee

Remarks:

1. The third audit director, Mrs. Supatdra Chuarot, possesses sufficient knowledge and experience to audit the reliability of financial statements.

In 2019, the Audit Committee held the following meetings:

Director Name	Unit: Times Audit Committee
1.Mr. Kamtorn Udomritthiruj	4/4
2.Miss Vanida Majjimanonda	4/4
3.Mrs. Supatdra Chuarot	2/4

Remarks:

1. The 2019 general meeting of shareholders of Everland Public Company Limited was held on 26 April 2019.

All three members of the Audit Committee are independent according to the definition of independence of independent directors as follows:

1. Holding of no more than one percent of all voting shares in a related company, parent company, subsidiary, joint company or juristic person with potential conflict of interest.

2. No status as employees, personnel, salaried consultants or control persons of a related company, parent company, subsidiary, joint company or juristic person with conflict of interest.

3. No blood relations or legal relations such as parents, spouses, siblings or children, including spouses of children, of executives, major shareholders, control persons or persons nominated to become executives or control persons of the Company or subsidiaries.

4. No business relations with related companies, parent companies, subsidiaries, joint companies or juristic persons with potential conflict of interest such that might hinder independent judgment.

5. No possession of any other attributes which could prevent them from expressing their opinions freely about the Company's operations.

Duties and Authority of the Audit Committee

1. Audit and review the Company to ensure accurate and sufficient financial reporting.
2. Audit the Company to ensure the presence of a suitable and effective internal control and internal audit systems, evaluate the independence of the internal audit agency and give approval in the considerations of appointment, transfer and employment termination of the head of the internal audit agency or other agencies with responsibilities linked to internal auditing.
3. Audit the Company to ensure compliance to laws governing securities and exchange, stock exchange specifications and laws related to the Company's businesses.
4. Consider, select and nominate for the appointment of independent people to serve as the Company's auditors and make proposals on the remunerations for the aforementioned people and attend auditor's meetings without the attendance of Management at least once annually.
5. Examine connected transactions and transactions with potential conflict of interest in order to ensure compliance with the law and stock exchange specifications in order to ensure that the aforementioned transactions are reasonable and for the greatest interest of the Company.
6. Prepare Audit Committee reports for disclosure in the Company's annual reports. These reports must be signed by the Audit Committee Chairman and contain at least the following information:
 - (a) Opinions about the accuracy, completeness and reliability of the Company's financial reports.
 - (b) Opinions about the sufficiency of the Company's internal control system.
 - (c) Opinions about the Company's compliance to laws governing securities and exchange, stock exchange specifications and laws related to the Company's businesses.
 - (d) Opinions about the suitability of the auditors.
 - (e) Opinions about transactions with potential conflict of interest.
 - (f) Number of meetings held by the Audit Committee and meeting attendance of each audit director along with opinions or observations pertaining to the Audit Committee's assigned duties pursuant to Charter 299.
 - (g) Other matters deemed appropriate for shareholders and general investors to be informed about within the scope of duties and responsibilities defined by the Company's board of directors.
7. Perform all other tasks assigned by the board of directors with the approval of the Audit Committee.

Principle No. 4: Recruit and develop high-ranking executives and personnel management.

The Company does not have a nomination committee. In the selection of persons for appointment to become independent directors, directors and executives, the selection criteria and procedures are as follows:

(1) Recruitment of Independent Directors

Concerning the criteria for considering and recruiting Audit Committee members, all directors must be independent directors who possess the qualifications for independence pursuant to announcements of the Capital Market Supervisory Board and the Company's good governance principles. In addition, at least one audit director must possess sufficient accounting and/or financial knowledge to examine and supervise the Company's activities covering financial reports, internal control, auditor selection and consideration of conflict of interest.

(2) Recruitment of Directors and Executives

Consideration and Recruitment Criteria for Board of Director Members

(a) The Company's directors must be appointed by shareholder meetings in line with the following criteria and procedures.

- Each shareholder has votes equaling his/her number of shares where one share equals one vote.

- In selecting directors, voting can take place for the election of one or several directors on each occasion as deemed fitting by shareholder meetings. However, in voting on each occasion, shareholders must cast votes in line with the first clause and may not share any number of votes to any person.

- Persons who receive the highest numbers of votes in descending order are to become directors equaling the number of directors due to exist or be appointed in each election. In the event that persons with descending numbers of votes have receive equal votes and exceed the number of directors due to exist or be elected on any occasion, the meeting chairman is to cast the deciding votes.

(b) At every annual general meeting, one-third of the total number of directors are to leave their positions. If the number of directors cannot be divided evenly by three, the closest number to one-third will vacate their positions. Directors who leave their positions in this clause are eligible for reelection.

Directors required to leave their positions in the first and second years after new director elections whereupon the court orders discontinuation of business rehabilitation are to be determined by lottery. In other years, directors who have remained in their positions longest are to leave their positions.

(c) The Company has six directors, composed of three externally appointed directors and three directors who are major shareholders and/or part of Management.

External Directors

1. Mr. Kamtorn Udomritthiruj
2. Miss Vanida Majjimanonda
3. Mrs. Supatdra Chuarot

Directors from Major Shareholders and/or Management

1. Mr. Swechak Lochaya
2. Mr. Phirat Praditthawanit
3. Mr. Apichai Pochakaparipan

Directors also give importance to the recruitment and development of high-ranking executives as well personnel recruitment in order to promote the foundation for sustainable business growth with

consideration criteria based on management requirements, specialization, business management skills, project management skills, business management and planning skills, among others. The Company is currently seeking other agencies as experts who will perform internal audit duties and internal control assessment duties in the organization with a specified period of time for finding experts. As of 31 March 2020, the Company is negotiating a contract.

Principle No. 5: Promote innovation and operate business responsibly.

The Company gives importance to the rights of various stakeholders and has made it a policy for Management to set management systems and treat every stakeholder equally in order to build cooperation between the Company and stakeholders and promote long-term security in the Company's business operations, and the Company gives importance to auditing transactions with potential conflict of interest and connected persons and requires that connected transactions take place in strict accordance with the regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board.

The board of directors has a policy for the Company to provide other agencies as experts who will perform internal audit duties and internal control assessment duties in the organization with a specified period of time for finding experts. As of 31 March 2020, the Company is negotiating a contract.

1. Human Rights

The Company has a policy in place governing human rights. All directors, executives and employees, including employees in the Company's subsidiaries strictly adhere to the principles of human rights. The Company jointly adheres to the principles of human rights and pays attention to human dignity, freedom and the equality of people and does not take actions nor promote any form of human rights violations. Moreover, the Company provides knowledge and understanding about human rights to employees to promote integration as part of work operations and does not support any businesses that violate human rights, and employees do not engage in any activities which constitutes sexual harassment of company employees or other people engage in business communication with the Company.

In regards to employee care, the Company supervises and revises wages appropriately to remain comparable to other companies in the same business and revises, changes and structures the organization in order to operate business in compliance with Thai laws as well as in strict compliance with laws and regulations concerning occupational health and safety in order to create a safe work environment for employees. Moreover, security personnel are assigned to oversee and ensure proper work operations in line with procedures in order to prepare for risks of accidents, and the Company procures accident insurance for every employee. The Company cares for every employee, and every level from maids to high-ranking executives are treated with dignity, equally and fairly without selective

treatment, whether in terms of remunerations or welfare in line with labor laws, and the principles of fairness and compassion are applied in looking after employees like family.

Furthermore, the Company's priority on human rights also covers contractors, manufacturers and suppliers of the Company's products, raw materials and services in line with the business policies of the manufacturers and suppliers of products, raw materials and services in order to promote fair business practices in accordance with human rights principles.

2. Responsibility

The Company gives importance to caring for and paying attention to every stakeholder inside and outside the Company, along with corporate social and environmental responsibility. For trade competitors, the Company treats them without breaching their secrets or learning about their trade secrets by fraudulent means. Over the past year, the Company had no dispute involving trade competitors.

5.1 Respecting the Rights of Other Stakeholders

5.1.1 Shareholders

The Company gives importance to shareholders in line with the stipulations of the law and the Company's regulations, and the Company treats shareholders equally. The Company also presents information to shareholders accurately, transparently and fully, and the board of directors has a policy in place prohibiting the use of information obtained by virtue of being directors, executives or employees in seeking personal benefits or in order to engage in business competition with the Company or related businesses as well as prohibiting the use of internal information in trading in the Company's shares within a one month period before disclosures of financial statements and within two days after disclosure, which directors, executives and employees strictly followed over the past week.

5.1.2 Employees

The Company has a policy in place governing human rights. All directors, executives and employees, including employees in the Company's subsidiaries strictly adhere to the principles of human rights. The Company jointly adheres to the principles of human rights and pays attention to human dignity, freedom and the equality of people and does not take actions nor promote any form of human rights violations. Moreover, the Company provides knowledge and understanding about human rights to employees to promote integration as part of work operations and does not support any businesses that violate human rights, and employees do not engage in any activities which constitutes sexual harassment of company employees or other people engage in business communication with the Company.

In regards to employee care, the Company supervises and revises wages appropriately to remain comparable to other companies in the same business and revises, changes and structures the organization in order to operate business in compliance with Thai laws as well as in strict compliance

with laws and regulations concerning occupational health and safety in order to create a safe work environment for employees. Moreover, security personnel are assigned to oversee and ensure proper work operations in line with procedures in order to prepare for risks of accidents, and the Company procures accident insurance for every employee. The Company cares for every employee, and every level from maids to high-ranking executives are treated with dignity, equally and fairly without selective treatment, whether in terms of remunerations or welfare in line with labor laws, and the principles of fairness and compassion are applied in looking after employees like family.

Furthermore, the Company's priority on human rights also covers contractors, manufacturers and suppliers of the Company's products, raw materials and services in line with the business policies of the manufacturers and suppliers of products, raw materials and services in order to promote fair business practices in accordance with human rights principles.

5.1.3 Customers

The Company gives importance to and takes responsibility for its customers and continuously builds their confidence in the values of creating customer satisfaction, especially in providing services politely, paying attention to customers and providing accurate and complete information about the Company's products with emphasis on reliability and maintaining customer confidentiality. The Company has a process in place for maintaining its customer base and has many complaint channels to allow the Company to learn about product faults as well as to correct such faults. The Company also provides post-sale services to meet the needs of customers and maximize customer satisfaction.

5.1.4 Trade Partners

The Company follows trade agreements and conditions and treats trade partners according to agreed contracts and the law on the basis of worthwhile mutual remunerations for both parties. The Company provides trade partners opportunities to participate in work auctions according to the Company's procedures, and the Company chooses trade partners appropriately in line with set conditions.

5.1.5 Competitors

The Company adheres to the principles of conduct within the framework of good competition and fair and honest trade competition without damaging the reputation of competitors or seeking secret information about competitors using unlawful or unethical means.

5.1.6 Creditors

The Company honestly complies with contracts and agreements in line with trade conditions for trade creditors in order to build mutual confidence and trust, regardless of whether creditors are financial institutions or trade partners.

5.1.7 Society

The Company gives importance to corporate and environmental social responsibility and participates in social and environmental activities in line with the Company's CSR projects. The

Company does not violate or create conflict of interest in assets, and the Company has policies in place for caring for the environment and supporting various activities to improve the conditions of employees.

5.2 Reporting of Clues or Complaints

The Company has measures in place for ensuring that all stakeholders can file complaints with the Company through various channels in order to increase the Company's effectiveness in caring for all stakeholders. Complaints and opinions about the Company can be expressed through various channels as follows:

Letter: addressed to the Audit Committee or the Company's president at
Ever Land Public Company Limited
223/96 Country Complex Tower A, 21st Floor,
Sanphawut Road, Bangna, Bangna, Bangkok 10260

Website: www.everland.co.th

Principle No. 6: Ensure the presence of an appropriate risk management and internal control system.

6.1 Financial Reports

The Company's financial reports meet financial reporting standards and are subject to the examination and unconditional opinions of independent auditors. Financial reports are audited and approved by the Company's Audit Committee, and the Company has never been ordered to revise its financial statements. Moreover, all of the Company's financial statements, whether quarterly or annual, are submitted ahead of the time stipulated by the law. The board of directors has policy for the Accounting Department to check accounting transaction information and facts in addition to coordinating with auditors in order to be able to record transactions and display financial reports in line with generally accepted accounting principles.

6.2 Internal Control

The Company has policy to oversee executives and employees concerning the use of internal information for personal benefits, including for trade in securities, especially in the one-month periods before financial statements are disclosed to the public. Furthermore, the Company informs executives about their obligations and duties in reporting their assets in accordance with the specifications of the Office of the Securities and Exchange Commission, and the Company has announced appropriate practices for executives and employees as guidelines in their duties in order to ensure success in accordance with the Company's guidelines with transparency, honesty and fairness.

Additionally, the Company has provisions in place governing disciplinary actions for executives and employees who breach the Company's regulations, rules or announcements as stated in

the work regulations of employees. In the area of internal control, the board of directors has a policy for the Company to find agencies to perform internal audit duties in addition to examining account records immediately in 2020. In the area of operations, the management acknowledged the aforementioned policy from the board of directors and took action on this issue by outsourcing to independent agencies to perform the aforementioned duties as early as possible. As of 31 March 2020, the Company is negotiating a contract.

6.3 Transactions of Directors

The Company supervises the use of internal information and requires that directors and executives report assets in their possession and changes in their assets, including those of their spouses and children who have not reached majority age and connected persons pursuant to Section 59 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992), within three business days of their purchase, sale, transfer or transfer acceptance to the Office of the Securities and Exchange Commission and to file reports of trade in shares/possession of the Company's assets to the Company's secretary for storage as evidence.

Principle No. 7: Maintain financial and information disclosure reliability.

The Company discloses and delivers information in line with the specifications of the Stock Exchange of Thailand and the SEC Office. Currently disclosed information include financial statements, the annual information report form (Form 56-1), shareholder meeting resolutions, company news and information and others. Accordingly, the Company has established an investor relations department to take direct responsibility in disclosing information and various beneficial information to institution investors, general investors, shareholders, analysts and related government agencies in an equal, accurate, complete and timely manner. In the beginning, the Company discloses important information through the media of the stock exchange and the Company's website www.everland.co.th.

1. Shareholders

The Company discloses the share structure clearly and in an up-to-date manner, so information users can learn about the Company's actual shareholders. Accordingly, information about the structure of major shareholders and minority shareholders are shown.

2. Disclosure of Board Meeting Attendance by Each Director

In 2019, the Company held board meetings. The number of board meetings held as well as attendance by each director are disclosed (See "Management Structure".).

3. Report of Stakes Held by Directors

The Company complies with the policy on reporting stakes and requires that directors and executives report to the Company their own stakes and those of persons connected to them. These stakes are connected to the business management of the Company and subsidiaries pursuant to Section 89/14 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992), which was revised by the Securities and

Exchange Act (No. 4), B.E. 2521 (A.D. 1978). The purpose is to ensure that the Company has business operation information according to the specifications for connected transactions, which can create conflict of interests and lead to transfers in the interest of the Company and subsidiaries. In addition, directors and executives are required to perform their duties with caution, integrity and honesty and must make decisions without any direct or indirect stakes in them. The aforementioned information reports benefit monitoring of the duties of directors and executives in line with the aforementioned principles.

4. Reporting

4.1 The Company stipulates that the Company's directors and executives report their own stakes as well as those of people connected to them when their stakes are connected to the business management of the Company or subsidiaries. Directors and executives can file reports these reports using the directors' and executives' stakes report forms as follows:

- First Report: First reports are to be made on the 15th of the month after the date on which the transaction with stakes occurred.

- Report in Changes in Stakes: These reports are to be filed without delay and within three business days after changes in information occur. The amount of changes must also be reported.

4.2 Directors and executives are required to submit report forms on their own stake holdings and those of persons connected to them to the Company's secretary immediately or within the aforementioned time periods. These report forms are set by the Company's board of directors to follow the basic format of the "Stakes Report Form" created by the Thai Listed Companies Association.

4.3 The Company's secretary is required to take the following actions:

- Set copies of stakes reports pursuant to Section 89/14 to the Company's president and Audit Committee chairman for examination within seven business days after the Company received the aforementioned reports.

- Store reports of stakes filed by directors and executives to the Company.

- Disclose information of stakes held by directors and executives in the Company's annual reports (Form 56-2) and annual information disclosure form (Form 56-1).

Throughout the year, no director, executive or connected person held stakes such that conflict of interest might occur.

5. Diverse Communication Channels

Concerning disclosures of the Company's news and information, the Company discloses information through many channels and media on a regular basis in order to ensure that stakeholders receive extensive access to news and information. Disclosures take place through many channels such as annual reports, financial statements, quarterly performance reports and board resolution announcements.

Investors can contact or make appointments to make inquiries about the Company by telephone, email and meetings. Investors can also study information on the Company's website (www.everland.co.th) or contact investor relations for information using the address information shown below:

Telephone: 0-2720-7797

Fax: 0-2720-7808

Email: info@everland.co.th

Postal Service: Investor Relations

Everland Public Company Limited

223/96 Country Complex Tower A, 21st Floor,

Sanphawut Road, Bangna, Bangna, Bangkok 10260

Principle No. 8: Support participation and communication between shareholders.

The Company recognizes and prioritizes the rights of every shareholder. The Company gives equal basic rights to shareholders such as in exercising rights as share owners, trading and transferring shares, repurchasing shares, receiving business dividends, considering remunerations, receiving sufficient and timely information about business and participating in shareholder meetings or authorizing proxies to attend meetings on their behalf to exercise the right to vote in the appointment or removal of directors, the appointment of auditors or others.

The board of directors has a policy to procure or hire experts in specific fields or legal consultants to examine information and conditions of related contracts to provide clarity and coverage of every issue in order to prevent potential risks.

1. Right to Receive Share Certificates and Purchase, Sell or Transfer Shares

The Company appointed Thailand Securities Depository Company Limited as the securities registrar for the convenience of shareholders in activities related to the registration of the Company's securities.

1.1 Right to Attend Shareholder Meetings

1.1.1 Scheduling Shareholder Meetings

For every shareholder meeting, the Company assigns Thailand Securities Depository Company Limited, which is the Company's share registrar, to deliver meeting invitation letters containing meeting details/opinions of the board of directors/previous meeting reports in complete detail/annual reports and meeting documents/required documents in appointing proxies and relevant procedures to shareholders 14 days ahead of shareholder meetings. Meetings are also announced consecutively in daily newspapers for at least three days and at least three days ahead of meeting dates in order to inform shareholders in advance and provide them sufficient time for studying information before attending meetings. The aforementioned documents are delivered to every shareholder whose name appears on in the registration

book of shareholders as of the date of book closure. Accordingly, the Company announced the results of the general shareholder meeting of 2019 on the website of the Stock Exchange of Thailand after the meeting took place, which is consistent with the regulations and rules of the Stock Exchange of Thailand.

In addition, the Company publishes meeting invitation letters, consideration documents and proxy appointment letters in Thai and English on the Company's website (www.everland.co.th) for at least 30 days in order to allow shareholders to know the same information as the Company.

1.1.2 Conducting Shareholder Meetings

On a shareholder meeting date, the Company will provide registration staff for the convenience of shareholders and proxies attending the meeting. The staff will be present two hours ahead of the meeting and remain available until the meeting is adjourned. Additionally, electronic and barcode technologies are adopted in organizing shareholder meetings (AGM), shareholder registrations (e-registration) and counting and displaying voting results (e-voting). The process covers the preparation of information for meeting participants, meeting attendance registration, voting ballot printing, vote counting by agenda and meeting outcome reporting in order to ensure the speed of shareholder meetings. Banquets are also provided for the shareholders attending meetings.

The Company collects voting ballots from shareholders during each agenda. The Company creates voting ballots separately for each agenda item in order to allow shareholders to vote as they deem fitting. Voting ballots are collected inside the meeting room.

Before convening a meeting, the meeting chairman will assign the Company's secretary to explain voting and vote counting procedures clearly to shareholders who need to pass resolutions in various agendas in line with the Company's regulations, and voting ballots are used in every agenda item in order to allow shareholders to cast votes as they deem fitting and clearly exercise their voting rights in each agenda item.

The explanations on the Company's voting and vote counting procedures are as follows:

- The Company uses a barcode system. This system helps count votes and facilitates shareholders present at meetings.
- In voting on each agenda item, shareholders hold equal votes to the number of shares held, including proxies; one share is equal to one vote.
- Each shareholder is eligible to cast votes only in agreement, dissent or abstention on each agenda item, and shares cannot be divided in order to divide votes.
- For vote counting, resolutions are passed by a majority of votes of shareholders present at the meeting who cast votes, unless the law stipulates otherwise.
- Shareholders who agree, dissent or abstain are asked to cast votes in their voting ballots and sign them. The Company's staff will then record votes cast by the aforementioned ballots and collect them all after the conclusion of the meeting.

- Votes are counted by subtraction of votes in disagreement and abstentions from the total number of votes present at the meeting in each agenda, where all remaining votes are votes in agreement. This vote consideration process also includes votes cast by shareholders through proxies as stated in proxy letters.

- Because the votes on each agenda item are counted by subtracting votes of shareholders present at the meeting and eligible to cast votes in each agenda, the number of shareholders and votes between agendas may not be equal, since some shareholders might additionally arrive or leave the meeting room.

- Once the staff has completed vote counting, the voting results will be announced to the meeting after the end of the meeting agenda.

- For agenda items involving elections of individual directors for the purpose of granting shareholders the right to truly choose the directors that they want, the Company nominates directors for shareholders to vote on on an individual basis. In addition, in order to ensure that vote counting in director election agendas are transparent, all shareholders, regardless of whether their votes are in agreement, disagreement or abstained, are required to cast votes in their ballots for the staff to gather them. Once votes are cast for every director, directors to be appointed must receive at least one-half of the total number of votes of shareholders present at the meeting and eligible for voting.

The Company grants rights to shareholders who arrive at meetings after the meeting has convened. These shareholders can cast votes in ongoing agenda items for which resolutions have not yet been passed. In addition, meeting participants can make inquiries about various problems and questions and can fully express their opinions while receiving appropriate and sufficient explanation time in return. In addition, question items are recorded in meeting reports in order to provide information to shareholders absent from meetings, and the meeting chairman will conduct meetings in line with meeting agendas without adding new meeting agendas without notifying shareholders in advance.

The Company gives importance to the rights of various stakeholders. Over the past year, the Company complied with all regulations and laws. In 2019, the Company held a general meeting of shareholders on 26 April 2019, to which five directors attended.

Furthermore, the Company invited two auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, namely, Mr. Chavala Tienprasertkij and Mrs. Nisakorn Songmanee to attend the aforementioned meeting from its onset in order to receive their opinions and answer shareholder inquiries on the meeting date.

At the aforementioned meeting, the meeting chairman explained the voting and vote counting procedures prior to convening the meeting and stipulated that voting ballots be used for every agenda item and also asked for opinions from the meeting in cases where new participants arrived later but were still eligible to form part of the meeting quorum and cast votes beginning on the meeting agenda items at which they arrived. Accordingly, the meeting passed a resolution approving the commencement

of the meeting, and the meeting chairman presented various topics for shareholders to consider in line with meeting agendas, and the chairman provided opportunities for inquiries to be made in each agenda item. Time was allocated for all other issues to be discussed toward the end of the meeting, and shareholders had equal rights and sufficient and appropriate time.

1.1.3 Shareholder Meeting Report

The Company discloses shareholder meetings along with voting results on the same day via the Stock Exchange of Thailand's system and prepares and delivers shareholder meeting reports to the Stock Exchange of Thailand within 14 days in line with specifications.

Accordingly, the Company gives importance to shareholder meetings and has made it a policy for management to strictly treat all shareholders equally while following the specifications of the Stock Exchange of Thailand. Meeting invitation letters contain meeting agendas and are delivered to domestic and international shareholders in advance, and shareholders are given equal opportunities to express opinions and ask questions at meetings according to meeting agendas.

At the annual general meeting of shareholders on 26 April 2019, the Company granted minority shareholders the right to nominate people who possess sufficient qualifications to become directors in the Company such that they can enter the process of appointment to become new directors to replace two previous directors, namely, Mr. Swechak Lochaya and Miss Vanida Majjimanonda, which were due to leave their positions. However, minority shareholders did not nominate any person to enter the aforementioned process.

Therefore, the meeting chairman moved that the general shareholder meeting consider reappointing the two aforementioned directors due to leave their positions to remain as company directors for another term. The meeting passed a resolution in approval of the meeting chairman's proposal.

The board of directors has made it a policy to prohibit the use of information obtained from the positions of directors, executives or employees in seeking personal gains or in engaging in business competition with the Company or related businesses and for no internal information to be used for personal gains in the trade of the Company's shares over a period of one month prior to the disclosure of financial statements and two days after their disclosures. Over the past year, directors, executives and employees strictly adhered to the aforementioned policy.

Furthermore, the Company is firmly committed to operating business on the basis of honesty, transparency and fairness in order to ensure effective business operations and accomplish the Company's objectives. The Company has policies in place governing the ethics of directors, executives and employees. These policies serve as guidelines for appropriate practices, and people are required to strictly adhere to these policies while working in order to create the greatest benefits to shareholders and stakeholders, covering

management of conflicts of interest, maintenance of information confidentiality, taking responsibility for the assets and reputation of the Company and taking responsibility for stakeholders.

1. Management of Conflicts of Interest

The Company has policy in place for conflicts of interest. All directors, executives and employees, including those in subsidiaries and joint companies are required to strictly adhere to this policy. In order to prevent conflicts of interest between employees and persons closely connected to the Company's interests, all directors, executives and employees are required, for the best interest of the Company, to avoid having any personal interests that might negatively impact the performance of their duties or hinder proper performance in work. These interests include investments and involvements in any business opportunity that the Company is interested in; knowing information through the work responsibilities of employees; seeking gains in organizations that conduct business or compete with the Company; conducting business on behalf of the Company with the employees' own family members or with business organizations in which the employees or the employees' family members are significantly associated with; working as employees, directors, partners or consultants of organizations that conduct business or seek to engage in business dealings with the Company or conduct business in competition with the Company or conduct business by providing services to significant competitors of the Company; and being involved in personal work or contracted work that produces any form of negative impact to working with the Company. Additionally, the Company has a policy for directors and executives who hold stakes in any agenda or who might fit the criteria for having conflict of interest. With this policy, the Company's secretary will not deliver meeting agendas to the said persons, and directors who hold stakes are required to temporarily leave the meeting room and abstain from voting in resolutions in which they hold stakes. It is a customary practice of the board of directors to not let persons who hold stakes attend board meetings in agendas in which they hold stakes.

2. Connected Transactions

The Company has policy in place for connected transactions. All directors, executives and employees, including those in subsidiaries are required to strictly adhere to this policy. The Company also complies with every regulation of the Stock Exchange of Thailand, and, when the connected transactions that do not follow normal trade conditions exist, approval must be sought from the Audit Committee, and a proposal has to be made to the board of directors for consideration of approval. The procedures for linked or connected transactions are as follows:

2.1 In evaluating connected transactions, the Company applies the same criteria for regular customers and follows the Company's normal credit process in order to support fair and reasonable business practices and ensure greatest benefits for the Company.

2.2 The values of transactions connected to assets or services are determined based on the total value of remunerations to be paid or received or account values or the market values of said assets or services, depending on whichever amount is higher.

2.3 If connected transactions exist between the Company or a subsidiary and a person with potential conflict of interest or stakes or a person who might have future conflicts of interest, the Company will assign the Audit Committee to provide an opinion about the necessity and appropriateness of the transaction. In addition, in cases where the Audit Committee lacks the expertise to evaluate potential connected transactions, the Company will assign an independent expert or the Company's auditor to provide opinions on the connected transactions. These opinions will either accompany the board of directors' or shareholders' decisions.

2.4 Connected or linked transactions covered by the specifications of the Stock Exchange of Thailand must strictly comply with the aforementioned specifications.

2.5 Information about transactions with potential conflict of interest, connected transactions and linked transactions is disclosed in line with the specifications of the Office of the Securities and Exchange Commission and disclosed in annual information disclosure forms, annual reports and other required forms. Information about connected transactions is disclosed to the Stock Exchange of Thailand according to stock exchange specifications, and connected transactions are stated in financial statement annotations audited by the Company's auditor.

All directors, executives and employees are required to avoid having any personal interest that might detrimentally affect their duties for the Company's benefit or prevent proper and effective work performance. Because conflicts of interest can occur in many situations, duties must be performed for the benefit of the Company and in compliance with the law and ethical principles. The Company fully discloses information about connected transactions in annual reports (Form 56-2) and annual information disclosure forms (Form 56-1). And if the Company will conduct connected transactions or transactions with potential conflicts of interest, policy requires that consideration and authorization be with the prior approval of the board of directors and that information is disclosed about the names and relationships of connected persons, transaction value along with reasoning and necessity in annual information disclosures and annual reports in line with the specifications of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commissions. In addition, the Audit Committee must participate in meetings to oversee that connected transactions are conducted fairly and reasonably with appropriate pricing policies with primary consideration to the best interests of the Company.

In 2019, the Company did not conduct connected transactions in violation of or in non-compliance with the specifications of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. In addition, the Company's business structure does not facilitate the conducting of connected transactions with potential conflicts of interest.

3. Meeting Agenda Proposals, Nominating Directors and Making Inquiries about the Company

The Company has set criteria for proposing meeting agendas, nominating directors and raising inquiries about the Company in order to allow minority shareholders to participate in overseeing the

Company and select appropriately qualified directors to perform duties effectively for the greatest benefit of shareholders and all stakeholders.

4. Exercising Voting Rights

The Company grants shareholders equal eligibility to vote, whereby one share equals one vote, and the Company issues ordinary shares as the only type. With each share equal to a single vote, majority votes are counted as resolutions passed at shareholder meetings.

5. Proxies

In cases where shareholders find it inconvenient to or cannot attend meetings in person, shareholders can assign proxies or assign independent directors the Company lists in meeting invitations to attend meetings on their behalf. Proxies will hold the same rights and receive the same treatment as the shareholders who appoint them. For the convenience of shareholders who cannot attend meetings in person, the Company also sends the shareholders proxy appointment letters based on the form specified by the Department of Business Development under the Ministry of Commerce, which specify detailed and clear information. These proxy letters are attached with shareholder meeting invitations and are provided in both Thai and English. Shareholders receive these letters 14 days before meetings in order to ensure that appointments are correct and no problems occur as proxies attend meetings. The Company also provides details about meetings, meeting schedules, meeting agendas and the procedures, documents and evidence required for appointing proxies in meeting invitations and the Company's website (www.everland.co.th) for more than 30 days before meetings, and shareholders can inquire for additional information by making telephone calls or sending emails to Investor Relations.

6. Facilitating Shareholders at Shareholder Meetings

In facilitating foreign shareholders, the Company prepares documents such as meeting invitation letters, proxy letters and other documents sent along with meeting invitation letters in two languages: Thai and English. These documents along with accompanying documents for various agendas are delivered to shareholders 14 days ahead of meetings, and meeting information, schedules and agendas are also published on the Company's website (www.everland.co.th) more than 30 days before meetings.

Auditor Remunerations

The annual general meeting of shareholders of 2019 on 26 April 2019 passed a resolution approving the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the auditor of the Company and subsidiaries. The auditor is a company that is approved by the Office of the Securities and Exchange Commission (SEC).

The auditor signed the Company's audit reports and audited the Company's financial statements, and the audit fees remained the same as approved by the resolution passed by the general meeting of shareholders of 2019. The audit fees for 2019 have been set to not exceed 9,000,000 baht according to the following details:

(Unit: Baht)

Name of Company	Name of Auditor	Financial Statement Audit Fee
1. Everland (Public) Company Limited	Mr.Nantawat Samruayhan	2,320,000
2. Nattant Development Company Limited	Mr.Nantawat Samruayhan	210,000
3. My Resort Holding Company Limited	Mr.Nantawat Samruayhan	630,000
4. The Villa (Hua Hin) Company Limited	Mr.Nantawat Samruayhan	630,000
5. Bangkok Riva Development Company Limited	Mr.Nantawat Samruayhan	840,000
6. Evercity Development Company Limited	Mr.Nantawat Samruayhan	700,000
7. Bangkok Ever Development Company Limited	Mr.Nantawat Samruayhan	210,000
8. My Hospital Company Limited	Mr.Nantawat Samruayhan	280,000
9. Chiangmai Raj Hospital Company Limited	Mr.Nantawat Samruayhan	660,000
10. Unicon Services Company Limited	Mr.Nantawat Samruayhan	290,000
11. Dental Is Fun Company Limited	Mr.Nantawat Samruayhan	210,000
12. Korat Medical Group Company Limited	Mr.Nantawat Samruayhan	710,000
13. Phitsanulok Inter Vejchakan Company Limited	Mr.Nantawat Samruayhan	760,000
14. My Avenue Company Limited	Mr.Nantawat Samruayhan	260,000
Total Audit Fee for the Year 2019		8,710,000