

Ref. ever/list 001/2022

January 14, 2022

To : President

The Stock Exchange of Thailand

Subject : The Resolution of the Extraordinary General Meeting of Shareholders 1/2022

Everland Public co., Ltd. would like to inform the resolution of the Extraordinary General Meeting of Shareholders 1/2022 held on January 14, 2022. There were 38 shareholders with 1,402,731,410 shares or 36.11 of total share of company. However, shareholders has approved in each agenda that there were details as follow;

1. Approved the minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021.

with the votes as follows:

Approved	1,402,731,409	votes	or	100.00	percent
Disapproved	-	votes	or	0.00	percent
Abstained	1	votes	or	less than 0.01	percent
Total	1,402,731,410	votes	or	100.00	percent

of the total votes of shareholders attending the meeting and having the rights to vote.

2. Approved the reduce registered capital and the amendment of the Memorandum of Association Clause 4 of the Company in order to be consistent with the decrease of the Company's registered capital.

Reduction of registered capital of the Company from Baht 4,855,983,908 to Baht 3,884,784,546 by cutting off ordinary shares that has not yet been released which is the remaining shares from the allocation of the newly issued ordinary shares and to support the exercise of the warrants to purchase ordinary shares of Company in amount of 971,199,983 shares at the par value of Baht 1.00 and the amendment to clause 4 of the Memorandum of Association of the Company in order to be consistent with the decrease of the Company's registered capital.

with the votes as follows:

Approved	1,402,731,409	votes	or	100.00	percent
Disapproved	-	votes	or	0.00	percent
Abstained	1	votes	or	less than 0.01	percent
Total	1,402,731,410	votes	or	100.00	percent

of the total votes of shareholders attending the meeting and having the rights to vote.

3. Approved the increase of the registered capital and the amendment of the Memorandum of Association Clause 4 of the Company in order to be consistent with the increase of the Company's registered capital.

Increase of the Company's registered capital for an additional amount of the Baht 2,588,261,515 by issuing 2,588,261,515 new ordinary shares at the par value of Bath 1.00 per share from the existing registered capital of Baht 3,884,784,546 to be Baht 6,473,046,061, To support the expansion of real estate business of the company / affiliated companies and / or to use as working capital within the company and to support the exercise of the warrants to purchase the Company's newly issued ordinary shares and amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital.

with the votes as follows:

Approved	1,402,731,409	votes	or	100.00	percent
Disapproved	-	votes	or	0.00	percent
Abstained	1	votes	or	less than 0.01	percent
Total	1,402,731,410	votes	or	100.00	percent

of the total votes of shareholders attending the meeting and having the rights to vote.

4. Approved the issuance of warrants to buy the ordinary shares of the Company series 4 ('Warrant' or "EVER-W4") in the amount not exceeding 1,618,261,515 units to the existing shareholders in proportion to their shareholding (Rights Offering) at the ratio of 3 existing ordinary shares per 1 unit of warrant (3:1) with the votes as follows:

Approved	1,402,731,409	votes	or	100.00	percent
Disapproved	-	votes	or	0.00	percent
Abstained	1	votes	or	less than 0.01	percent
Total	1,402,731,410	votes	or	100.00	percent

of the total votes of shareholders attending the meeting and having the rights to vote.

5. Approved the ordinary share allotment details are as follows:

1) Allocate newly issued ordinary shares to specific persons (Private Placement) : Mrs.Daranee Attanand in the amount of 970,000,000 shares with a par value of 1 baht per share at an offering price of 0.35 baht per share and determine the date of subscription and payment for the newly issued ordinary shares of the individual in a limited period (5 business days). By offering to a specific person (Private Placement) above and such person is not a connected person of the Company According to the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies on Connected Transactions, 2003

In this regard, the issuance of such newly issued ordinary shares is a share offering where the Board of Directors resolves to specify the exact offering price to propose to the Shareholders' Meeting to consider specifying the exact offering price at THB 0.35 per share, which is not lower than 90% of the market price pursuant to the requirements the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558"). The market price for the offering of the newly issued ordinary shares to the Investor is calculated from the weighted average price of the Company's shares traded on the SET during the period of 7 consecutive business days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares by way of private placement, whereby the weighted average price of the Company's shares for the previous 7 consecutive business days during the period from November 3, 2021 to November 11, 2021 is equal to THB 0.35 per share (Source: www.set.or.th.com)

2) Allocation of newly issued ordinary shares not exceeding 1,618,261,515 shares to support the exercise of the warrants to purchase ordinary shares of Everland Public Company Limited, No.4 (EVER-W4). According to shareholding to the existing shareholders in the ratio of 3 existing ordinary shares to 1 unit of warrants for the purchase of ordinary shares (3:1 ratio) In the case of fractions of shares or warrants from the calculations, round off the fraction. By specifying the names of shareholders, Who have the right to be allocated warrants to purchase ordinary shares of the Company No.4 (EVER-W4) (Record Date) On February 18, 2022.

with the votes as follows:

Approved	1,402,731,409	votes	or	100.00	percent
Disapproved	-	votes	or	0.00	percent
Abstained	1	votes	or	less than 0.01	percent
Total	1,402,731,410	votes	or	100.00	percent

of the total votes of shareholders attending the meeting and having the rights to vote.

Please be informed accordingly

Yours Sincerely,

(Mr. Swechak Lochaya)

Chairman of the board