

Minutes of the Annual General Meeting of Shareholders for the year 2022
Of
Everland Public Company Limited

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The meeting was held on Friday, April 22, 2022, at 02.00 p.m., by means of Electronic Annual General Meeting of Shareholders (E-AGM), which was live broadcasted from Ballroom A, The Westin Grande Sukhumvit Hotel, No. 259, Soi Sukhumvit 19, Sukhumvit Road, Klongtoei Nuea, Watthana, Bangkok. At the time of meeting convened, there were shareholders attending the meeting via electronic media and proxies, totaling 38 persons, holding 2,180,820,643 shares, representing 44.92% of the total paid-up shares, divided into 4 persons attending the meeting in person, accounting for 184,001 shares and 34 proxies, accounting for 2,180,636,642 shares. Mr. Swechak Lochaya, the Chairman of the Board, presided over the meeting.

The Chairman welcomed the shareholders who attended the meeting today and informed the meeting that, on March 31, 2022, the Company jointly announced the intention of the Thai Private Sector Collective Action Coalition against Corruption and was currently in the process of preparing for applying for a certificate. The Chairman then assigned officers to introduce the Board of Directors and executives attending this meeting and also clarify the voting procedures for each agenda as follows:

At present, the Company had 6 directors and all of them attended this meeting, accounting for 100% of the total number of the Company's directors.

Board of Directors and Executives who attended the meeting

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|-------------------------------|---|
| 1. Mr. Swechak Lochaya | Chairman of the Board and Chairman of the meeting |
| 2. Mr. Kamthorn Udomritthiruj | Independent Director / Vice Chairman of the Board / Chairman of the Audit Committee |
| 3. Mr. Apichai Pochakaparipan | Director / (Acting) Managing Director |
| 4. Miss Janya Kongmun | Director |
| 5. Miss Vanida Majjimanonda | Independent Director /and Vice Chairman of the Audit Committee |
| 6. Mrs. Supatdra Chuarrot | Independent Director and Audit Committee
(Attending meetings via electronic media) |

Director of Accounting and Finance

Khun Touchakorn Somjitchob

Representative of Audit from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

Khun Nattawat Sumraunhant Attending meetings via electronic media

The Company's officer clarified the procedures for meeting attendance through electronic media (E-AGM) in an online format, which is the standard system that meets the conditions and procedures set forth in the Emergency Royal Decree on Electronic Conference B.E. 2563 (2020). The guidelines for attending the 2022 Annual General Meeting of Shareholders via electronic media (E-AGM) were clarified in the letter of invitation to meeting submitted to shareholders (Enclosure No. 6, Page 29 - 33). According to the voting procedures for each agenda in accordance with the Company's Articles of Association, the Company applied the vote counting method of 1 share per 1 vote (1:1). After the reporting of each agenda is completed, the officer will ask shareholders if there are any shareholders raising any inquiries or suggestions on the proposed agenda. If there is any inquiries and suggestions, they can be submitted through the system in an online format. After the Company answers the inquiries and suggestions, the Company will ask the shareholders to cast a vote online in accordance with the procedures notified by the Company in the letter of invitation to the meeting submitted to shareholders (Enclosure No. 6, Page 29 - 33). If any shareholder wishes to disagree or abstain from voting, they can enter the system for casting a vote and the Company will count such votes as well. Regarding shareholders voting for agreement, there is no need to take any action because the system will record it as a vote for agreement (approval).

After the officials explained the voting method the chairman started the meeting according to the following agenda:

Agenda No. 1 Consideration to approve the minutes of the Extraordinary General Meeting of Shareholders 1/2022 held on January 14, 2022

The Chairman of the Meeting assigned the officer to clarify the details and voting procedures on this agenda as follows: Extraordinary General Meeting of Shareholders 1/2022 held on January 14, 2022, at 10:00 a.m., via the electronic media (E-AGM) and live broadcasted from the Conference Room, 19th Floor, Country Complex Building, Tower A, Sanphawut Road, Bang Na Tai, Bang Na, Bangkok. There were 5 agendas proposed for consideration. Details of each agenda were shown in the Minutes of Meeting submitted to shareholders together with the letter of invitation to this meeting.

The Chairman of the Meeting then offered the shareholders an opportunity to ask questions on Agenda 1. However, no questions were raised by the shareholders on this agenda. The Chairman of the Meeting then asked the shareholders to cast a vote.

Resolution The meeting has considered and therefore unanimously resolved to certify the minutes of the Extraordinary General Meeting of Shareholders 1/2022 held on January 14, 2022, with the shareholders voting for Agenda 1 as follows:

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00

Of the shareholders who attended the meeting and voted.

Agenda No. 2 Acknowledge the Company's performance for the previous year and the 2021 Annual Report

The Chairman of the Meeting assigned Khun Touchakorn Somjitchob to report to the Meeting about the Company's operating results for the previous year and the 2021 Annual Report, which had been prepared in accordance with the requirements of the Office of the Securities and Exchange Commission and shown in accordance with the 2021 Annual Report (Form 56-1 One Report) in the form of QR-Code, submitted to shareholders.

Summary of Overview of Operating Results

In 2021, the Company Group recognized three types of revenue, totaling 2,694.72 million Baht as follows:

1. Revenues from the sale of residential condominiums, single-detached houses and vacant lands amounted to 2,355.10 million Baht, consisting of 6 residential condominium projects, 6 single-detached houses, and vacant lands in both vicinity and provincial areas.
2. Revenues from hospital services amounted to 321.86 million Baht.
3. Other revenues amounted to 17.76 million Baht.

Regarding operating expenses, the Company Group's total expenses amounted to 2,788.64 million Baht, consisting of cost of sales and services, cost of amortization, administrative expenses, losses on provisions for losses on prosecution, and finance costs, which resulted in the Company's losses of 145.30 million Baht.

The Chairman of the Meeting then offered the shareholders an opportunity to ask questions on Agenda 2. However, no questions were raised by the shareholders on this agenda. The Chairman of the Meeting then asked the shareholders to cast a vote.

Resolution The meeting acknowledged the Company's operating results for the previous year 2021 and the annual report of the Board of Directors.

Note -This agenda is for acknowledgment, therefore no voting is required.

Agenda No. 3 To consider and approve the financial statements for the year ended December 31, 2021

The Chairman of the Meeting proposed the shareholders' meeting to approve the Company's financial statements for the year Ended on December 31, 2021, which were audited by Certified Public Accountant of the Company and assigned Khun Touchakorn Somjitchob, Accounting and Finance Director to explain the details as shown in the document which was delivered to the shareholders together with the meeting invitation letter as follows:

(Unit: Million Baht)

Details	Consolidated Financial statements	Separate Financial Statements
Total Assets	7,934.27	6,507.01
Total Liabilities	5,371.87	4,368.19
Total Shareholders' equity	2,562.40	2,138.82
Revenue from sales or revenue from services	2,676.95	437.63

(Unit: Million Baht)

Details	Consolidated Financial statements	Separate Financial Statements
Total Revenue	2,694.71	717.79
Profit (loss) of the year from operation	170.03	72.77
Profit (loss) for the year - attributable to the parent company	(145.30)	(127.00)

Statement of Financial Position

The Company's total assets amounted to 7,934.27 million Baht, decreased by 1,560.14 million Baht from the previous year or 16.43%, due to the transfer of ownership of condominiums, single-detached houses, and vacant lands to customers during the year.

The Company's liabilities amounted to 5,371.87 million Baht, decreased by 1,414.84 million Baht from the previous year or 20.85%. Such decrease was due to the repayment of loans to financial institutions during the year and the advance received from the transfer of ownership of condominiums and single-detached houses to customers.

The shareholders' equity of the Company was 2,562.40 million Baht, decreased by 145.30 million Baht from the previous year or 5.37%, due to increasing accumulated losses of the Company in 2021.

Income Statement

Revenue from sales and revenue from services

The Company had the Revenue from sales and revenue from services of 2,694.80 million Baht, decreased by 682.84 million Baht or 20.22% from the previous year, due to the decrease in transfer of ownership of the condominiums, single-detached houses, and vacant lands to customers of 729.27 million Baht or 23.55%. In the meantime, revenues from hospital group increased by 46.43 million Baht or 16.50% due to the examination and treatment of Covid-19 patients and patients with social security.

Profit (loss) for the year

In 2021, the Company had the loss for the year of 145.30 million Baht, decreased by 682.84 million Baht from the previous year or 215.01%.

The Chairman of the Meeting then offered the shareholders an opportunity to ask questions on Agenda 3. However, no questions were raised by the shareholders on this agenda. The Chairman of the Meeting then asked the shareholders to cast a vote.

Resolution The meeting has considered and therefore resolved to approve the Company's financial statements for the fiscal year ended December 31, 2021, which have been audited by the certified public accountant. The shareholders cast their votes in Agenda 3as follows:

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00

Of the shareholders who attended the meeting and voted.

Agenda No. 4 To consider and approve the omission of profits and set up legal reserves for the year 2021 and no dividend payment.

The Chairman of the Meeting assigned the officers to explain the details as shown in the documents as follows:

Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (1992) and Article 47 of the Company's Articles of Association, it stipulated that the Company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to a legal reserve until such reserve attains an amount of not less than 10% of the registered capital.

The Company and its subsidiaries have a policy of dividend payment to shareholders at least 50% of the net profit of the separate financial statements for each accounting period after deducting all types of reserves as defined in the Company's Articles of Association and in accordance with the laws, According to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 46 of the Company's Articles of Association, it stipulated that dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

According to the Company's operating results in the fiscal year ended December 31, 2021, the Company had net losses from the consolidated financial statements of 145.29 million Baht and net losses from the separate financial statements of 127.00 million Baht. When the accumulated losses brought forward were deducted, the accumulated losses of the Company's separate financial statements in 2021 amounted to 944.63 million Baht.

Shareholders' Equity (Separate Financial Statements)

(Unit : Baht)

Descriptions	Year 2021	Year 2020
Authorized share capital	6,473,046,061	4,855,983,908
Paid-up share capital	4,854,784,546	3,884,784,546
Discount on share capital	(813,820,591)	(813,820,591)
Retained earnings(deficit)		
- Appropriated to legal reserve	12,488,954	12,488,954
- Unappropriated	(944,634,631)	(817,632,886)
Total equity	2,138,818,278	2,265,820,023

Therefore, the Board of Directors considered it appropriate to propose to the shareholders' meeting to consider and approve the omission of profit allocation to set up a reserve fund. According to the law of the year 2021 and refrain from paying dividends to shareholders.

The Chairman of the Meeting then offered the shareholders an opportunity to ask questions on Agenda 4. However, no questions were raised by the shareholders on this agenda. The Chairman of the Meeting then asked the shareholders to cast a vote.

Resolution The meeting considered, Therefore, It was resolved to approve the omission of profit allocation and the legal reserve for the year 2021 and the omission of dividend payment to the shareholders of the Company as proposed by the Chairman in all respects by the shareholders to vote in Agenda 4 as follows:

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00

Of the shareholders who attended the meeting and voted.

Agenda No. 5 Consider electing directors to replace those retiring by rotation of the Company

The Chairman of the Meeting assigned the officers to explain the details as shown in the documents 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 who have to retire by rotation in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in the position for the longest time shall retire by rotation.

The directors retiring by rotation in the year 2022 are as follows;

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

The Company announced on its website in the Section of Investor Relations to invite shareholders to nominate a list of qualified persons to be selected as a director during December 20, 2021, to January 20, 2022. However, no shareholders nominated the list to the Company.

Therefore, the Board of Directors' meeting agreed to propose to the shareholders' meeting to consider and approve the election of two directors, namely 1) Mr. Swechak Lochaya and 2) Miss Vanida Majjimanonda, who retired by rotation this time returned to serve as a director of the Company for another term

The Chairman of the Meeting then offered shareholders the opportunity to raise questions on Agenda 5. However, there was no inquiry from shareholders on this agenda, so the Meeting Facilitator asked the shareholders to cast a vote.

Resolution The meeting considered and resolved to approve the election of two directors, namely Mr. Swechak Lochaya and Miss Vanida Majjimanonda. All details as the chairman Proposed in all respects by the shareholders to vote in Agenda 5 as follows:

1. Mr. Swechak Lochaya

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00

Of the shareholders who attended the meeting and voted

2. Miss Vanida Majjimanonda

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00

Of the shareholders who attended the meeting and voted

Agenda 6 To approve the remunerations of the board of directors and the audit committee for the year 2022.

The Chairman of the Meeting assigned the officers to explain the details as shown in the documents as follows:

Under Section 90 of the Public Company Act BE 2523 and the association of the company clause 14, the directors had the right to receive any remuneration in the form of annual bonus, meeting allowance, bonus or any other pursuant by the association of the company or the consideration of shareholders' meeting. And a resolution by a vote of not less than two-thirds of the total votes of the shareholders present at the meeting. Therefore, the company proposes the remunerations of the board of directors and the audit committee for the year 2022 at the same rate as the year 2021 as follows;

Meeting fee of boards of director for attend each meeting

Position	Remuneration (Baht/Time)	
	2022 (Year proposed)	2021
Chairman of the Board	10,000	10,000
Vice Chairman of the Board	7,500	7,500
Director	5,000	5,000

Meeting fee of audited committees for attend each meeting

Position	Meeting Allowances (Baht/Meeting)	
	2022 (Year proposed)	2021
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

The Board of Directors considered and reviewed the appropriateness of the rate of meeting allowances by considering the Company's operating results, duties and responsibilities, including the overall economic situations. It was deemed appropriate to propose this matter to the Shareholders' Meeting to consider and approve the remuneration of the directors and the Audit Committee for the year 2022 as follows:

1. Meeting allowances for the year 2022 as detailed above
2. Bonus for directors: - None -
3. Other benefits: - None -

The Chairman of the Meeting then offered shareholders the opportunity to raise questions on Agenda 6. However, there was no inquiry from shareholders on this agenda, so the Meeting Facilitator asked the shareholders to cast a vote.

Resolution The meeting has considered and resolved to approve the determination of the remuneration of directors and audit committees for the year 2022 according to the Chairman Proposed by the shareholders to vote in Agenda 6 as follows:

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00

Of the shareholders who attended the meeting and voted

Agenda 7 Consideration to appoint the auditors and determine the audit fee for the year 2022

The Chairman of the Meeting assigned the officers to explain the details as shown in the documents as follows:

To comply with Section 120 of the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association, including the Notification of the Capital Market Supervisory Board, any company issuing securities whose shares are listed on the Stock Exchange of Thailand is required to rotate auditors in the event that any auditor performs duties of reviewing or auditing and expressing opinions on the company's financial statements for seven fiscal years, whether consecutive or not. The company can appoint such auditor as the company's auditor

after at least five consecutive fiscal years. As a result, the Company was necessary to consider the appointment of auditors and determine the audit fee for the year 2022.

As a result, the Board of Directors considered and proposed this matter to the Shareholders' Meeting to consider and approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, who had no relationship with and interests in the Company/subsidiaries/executives/major shareholders or those associated with such persons, to be the auditor of the Company and its subsidiaries for the year 2022. The list of auditors was as follows:

List of Auditors	Certified Public Accountant No.	Number of years affixing signature to certify the Company's financial statements for the past 7 years
Mr.Nattawat Sumraunhant	Certified Public Accountant Registration no. 7731 or	4 years (Year 2018 – 2021)
Mr.Chavala Tienpasertkij	Certified Public Accountant Registration no. 4301 or	-
Mr. Choopong Surachutikarn	Certified Public Accountant Registration no. 4325 or	-
Miss Wilasinee Krishnamra	Certified Public Accountant Registration no. 7098	-

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

Details of auditor's remuneration for the year 2022

Company	Auditor's Remuneration Year 2022 (Year proposed)	Auditor's Remuneration Year 2021	Increase/(Decrease)
Everland Public Co., Ltd.	2,525,000.00	2,525,000.00	-

Remarks: This excluded other service charges and other expenses (Non-Audit Fees) actually paid by the Company.

For the year 2022, it deemed appropriate for the Shareholders' Meeting to acknowledge that the audit fees of the Company's 13 subsidiaries were approximately 6,475,000 Baht. The auditors of the Company's 13 subsidiaries were Deloitte Touche Tohmatsu Jaiyos Audit Company Limited and auditors from other companies.

The Chairman of the Meeting then offered shareholders the opportunity to raise questions on Agenda 7. However, there was no inquiry from shareholders on this agenda, so the Meeting Facilitator asked the shareholders to cast a vote.

Resolution The meeting considered Therefore, it was resolved to approve the appointment of auditors and to determine the audit fee for the year 2022 as proposed by the chairman. In all respects, the shareholders cast their votes in Agenda 7 as follows:

Agreed	2,180,820,642	vote	as a percentage	100.00
Not agreed	-	Vote	as a percentage	0.00
Not voted	1	Vote	as a percentage	Less than 0.01
Total	2,180,820,643	vote	as a percentage	100.00


Of the shareholders who attended the meeting and voted

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

- There were no other matters proposed for consideration.


The chairman thanked the shareholders for attending and closed the meeting.

The meeting was closed at 03.00 p.m.

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

Correctness verified



Signed  Director
(Mr.Swechak Lochaya)