

Corporate Governance

The Company recognizes and takes into an account the importance of conducting business under corporate governance code (CG Code). In accordance with the good corporate governance guidelines, including the importance of good governance and social responsibility, and the Securities and Exchange Commission's protocols are the main factors in strengthening the organization to have an effective management system and the company's business growth by following the principles of good corporate governance when considering the CG Code 2018 principles are as follows:

- Principle 1 Recognizes the role and responsibilities of the Board of Directors as the leader of an organization that creates quality for the sustainable business.
- Principle 2 Defines the objectives and goals of the business for sustainability.
- Principle 3 Strengthen effective committees.
- Principle 4 Recruitment and Development of Senior Executives and Personnel Management.
- Principle 5 Promote innovation and responsible business operations.
- Principle 6 Ensure proper risk management and internal control.
- Principle 7 Maintain financial credibility and disclosure.
- Principle 8 Supports engagement and communication with shareholders.

Principle 1 Recognizes the role and responsibilities of the Board of Directors as the leader of an organization that creates quality for the sustainable business

The Company has appointed a competent person to serve as a board of directors, consisting of 3 independent non-executive directors and 3 executive directors as well as the duties and responsibilities of the Board of Directors are clearly stated. In addition, the Company has taken steps to appoint an audit committee so that it can express its opinion independently, without guidance, which will further effectively make the decision. However, this is Duties and Responsibilities of the Audit Committee.

The Board of Directors is responsible for determining the remuneration of directors and executives. The remuneration of directors and audit committee members is in accordance with the resolutions approved by the shareholders' meeting. Details of the remuneration of directors and executives have been disclosed in the management section in terms of the above executive compensation matters.

In accordance with the company's regulations, it requires a meeting of the Board of Directors of the Company for at least 3 months at a time. At each meeting during 2021, the management will also attend the meeting. To report the performance, propose to provide useful information and comments, acknowledge the policies and decisions of the Board of Directors in order to be able to implement policies and plans efficiently quickly.

The Board of Directors has the financial statements which shall be prepared by the generally accepted accounting standards in Thailand by selecting the appropriate accounting policy in accordance with the rules of the Stock Exchange of Thailand. As well as adhering to the principles of caution and observance on a regular basis, and sufficient disclosure of important information in the notes to the financial statements.

1.1 Term of Position in office

The term of director's position is determined in accordance with the Regulations of the Company, Section 4, The Board of Directors. Article 16. At every annual general meeting, the directors shall leave 1 in 3 positions at the rate. If the number of directors who cannot be divided into 3 sections is issued by the nearest number of directors as one of the three directors issued under that term may be elected to a new position. Directors who must leave their positions in the first and second year after registration have been converted into a public limited company, draw a lottery of who will leave. In the coming years, the longest-serving directors will leave their positions, offering to seek the opinion of the Board of Directors' meeting for approval from the shareholding meeting.

1.2 Determination of remuneration of directors

The Board of Directors is responsible for determining the remuneration of directors and executives. The remuneration of directors and audit committee members is in accordance with the resolutions approved by the shareholders' meeting. Details of the remuneration of directors and executives have been disclosed in the management section in term of the above executive compensation matters.

1.3 Board of Directors Meeting

The Board of Directors has a regulatory mechanism that enables it to supervise the management and responsibility of the operations of subsidiaries in order to maintain the interests in the investment as follows:

1. The Company has a policy to send directors and executives to be directors and executives in subsidiaries to closely monitor operations. The delivery of such directors and executives must be approved by the Board of Directors' meeting.

2. Person appointed as a director in a subsidiary. It is responsible for the best interests of the subsidiary and the Company has designated the appointed person and must be approved by the Board of Directors before going to a vote or exercise voting rights on important matters at the same level that requires the approval of the board. If it is operated by the company itself.

3. The person appointed as a director in the subsidiary must ensure that the subsidiary has the regulations regarding the transaction in accordance with the Company. Data and accounting are collected so that the company can review and compile financial statements in due course.

4. The subsidiary must have supervision that results in the disclosure of financial position and performance. Intercompany transactions with connected persons, the acquisition or disposition of assets or other important transactions of the Company shall be completed and implemented in connection with the disclosure and transaction of the above manner, as well as the Company's guidelines.

5. A proper and concise internal control system has been established in subsidiaries that are the main business companies.

Principle 2 Defines the objectives and goals of the business for sustainability

Real estate development business is a business that generates continuous revenue under the operations of the Company and its subsidiaries to create stability and to generate future revenue for the Group in the long run. However, the company has set a goal to create sustainable growth in the real estate business to build confidence in directors, executives, shareholders, employees, financial institutions, as well as partner companies, as

evidenced by the company's vision and mission. The Directors have taken into an account the competitiveness of the real estate business and the economic conditions. The Directors will formulate the Company's annual strategy and plan in accordance with the Company's vision and mission. The Directors will consider carefully and comprehensive all aspects based on the factors and risks of the economy such as operational strategies, financial aspects, marketing strategies, politics, etc.

In addition, the Directors have established guidelines for the business operations and operations of the Company and its subsidiaries to achieve sustainable growth. The company focuses on Teamwork values, and the company has policies and activities that intervene in values for employees to provide training on service provision, collaboration in an organization, personality development for sales and agencies to gain a better understanding of service, as well as to develop real estate business to grow sustainably. The company needs to have personnel who specialize in the field to be creative in product development and work. However, under business operations, it must follow up the episode and be subject to honest business practices. Good Governance in accordance with good corporate governance principles.

Principle 3 Strengthen effective committees

The director structure of Everland Public Company Limited consists of Board of Directors and Audit Committee

1. Board of Directors

The Board of Directors consists of competent persons who play an important role in shaping the company's policies. In conjunction with senior management, plan short-term operations, long-term operations, as well as monetary policy, risk management and the overall picture of the organization play an important role in governance. Check and independently evaluate the company's performance and the performance of senior management in accordance with the independent plan.

Scope of authority of the Board of Directors in accordance with the Articles of Association of the Company

1. Manage the company as well as perform duties in accordance with the law. Objectives and Regulations of the Company, as well as the resolutions of the Shareholders' Meeting.

2. Assign interim dividends to shareholders from time to time. When the Company is deemed profitable enough to do so and report to the Shareholders' Meeting at the next meeting.

3. Assign a pension or other kind of remuneration benefit to employees or employees of the Company or any person who works for the Company by doing so regularly or not regularly.

4. The Chairman of the Board of Directors or the Directors assigned by the Chairman of the Board of Directors determines the date, time and location of the committee meeting. The location of meeting may be otherwise defined in addition to the locality where the company's headquarters are located.

5. In the event that the position of director is vacated to less than the number to be a quorum. The remaining directors can act on behalf of the Board of Directors, but only to hold a shareholder meeting to elect directors instead of all vacancies and to do so within 1 month from the date the number of directors becomes vacant.

6. Assign one or several directors or any other person to perform one of the operations on behalf of the Board of Directors.

7. Appoint a number of directors as deemed appropriate to be the Executive Committee, with the authority to oversee the company's affairs as assigned by the Board of Directors, and in this number, appoint a director as chairman of the Executive Committee.

8. The Board of Directors has the authority to invite a person to be an advisor to assist in providing opinions on the company's affairs to the Board of Directors. As you can see the suitability, arrange and call a shareholders' meeting, prepare minutes of board meetings and minutes of the Shareholders' Meeting.

9. Hold the annual general meeting of shareholders within 4 months from the end of the company's fiscal year. Arrange a meeting book with details and delivery to shareholders.

10. Provide balance sheet accounting and profit and loss accounts at the end of the company's fiscal year. Presented to the General Meeting of Shareholders annually for approval.

2. Audit Committee

Consisting of 3 independent directors, the board composition shall always consist of at least 1 in 3 independent directors or no less than 3 persons, and the qualifications of independent directors have been determined in accordance with the regulations of the Securities and Exchange Commission. Designated 3 audit committee members as qualified persons with a background and expertise from many professions. There's leadership. A visionary that is moral and ethical, has a transparent, unblemished history and the ability to express independently. In addition, the duties and responsibilities of the board are clearly defined. To be able to perform duties effectively.

However, the Audit Committee is responsible for reviewing the company. Financially accurately reported and adequately disclosed by coordinating with external auditors and responsible executives, as well as reviewing the Company's internal control system, internal audit system and tight risk management system, fashionable and effective. The Internal Audit Department acts as the company's internal audit agency, reporting directly to the Audit Committee.

Audit Committee of the Company, the independence is according to the definition of independence of independent directors as follows:

1. Hold no more than one percent of the total voting shares of the company, the parent company, its Subsidiaries, associates or legal entities that may have conflicts.

2. Not employees, officers, consultants who receive regular salaries or controlling authority of companies, major companies, subsidiaries, associates or legal entities that may have conflicts.

3. Not a person in a blood relationship or by legal registration in the manner of parents, spouses, siblings and children, including spouses of executives' children, major shareholders, controlling persons or persons who will be proposed as executives or controlling persons of the Company or its subsidiaries.

4. There is no business relationship with the company, the company, the large company, the subsidiary, associates or legal entities that may have conflicts in a way that may impede the independent use of judgment.

5. There are no other characteristics that make it impossible to give an independent opinion on the company's operations.

Authority of the Audit Committee

1. Review the company's financial reporting correctly and adequately.

2. Review the company's appropriate and effective internal control system and internal audit system and consider the independence of the internal audit agency as well as approve the appointment of migration.

Termination of the head of the internal audit agency or any other agency responsible for the internal audit.

3. Review the Company's compliance with securities and exchange laws, stock exchange requirements, and laws relating to the Company's business.

4. To consider, select, propose to appoint an independent person to act as the company's auditor and offer compensation of the person, as well as attend meetings with the auditor without management attending the meeting at least once a year.

5. To consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and requirements of the SET, to ensure that such transactions are reasonable and in the best interests of the Company.

6. Prepare the audit committee's report as disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and must contain at least the following information:

- (a) Opinion on the accuracy, completeness and reliability of the Company's financial reports;
- (b) Opinion on the adequacy of the Company's internal control system;
- (c) Opinions regarding compliance with securities and exchange law, set of exchange terms or laws relating to the Company's business;
- (d) Opinion on the suitability of the auditor;
- (e) Comments on transactions that may have a conflict of interest;
- (f) Number of audit committee meetings and attendance of each audit committee member, opinion or overall observations received by the Audit Committee for charter 299;
- (g) Other items that shareholders and investors should know within the scope of duties and responsibilities assigned by the Board of Directors;

7. ปฏิบัติการอื่นใดตามที่คณะกรรมการของบริษัทมอบหมายด้วยความเห็นชอบจากคณะกรรมการตรวจสอบ operations as assigned by the Board of Directors with the approval of the Audit Committee.

Principle 4 Recruitment and development of senior executives and personnel management

The Company does not have a nomination committee, in which the selection of appointed persons is an independent director, directors and executives have the following criteria for selection and process.

(1) Nomination of Independent Directors

Criteria for nominating the Audit Committee, all of which must be independent directors who have the qualifications of independence as announced by the Capital Market Supervisory Board and in accordance with the corporate governance principles of the Company by the Audit Committee. At least one member of the Audit Committee must have knowledge of accounting and/or financial affairs to monitor and supervise the company's operations, including overseeing financial reports, internal control system, auditor selection and conflict of interest consideration

(2) Nomination of Directors and Executives

Criteria for Nomination of the Board of Directors

(a) The election of directors of the Company shall be conducted by the Shareholders' Meeting in accordance with the following rules and procedures:

- 1 shareholder has 1 vote per share.

- To select directors voting may be used to select directors by individually, one by one directors or several directors at a time, according to the shareholders' meeting deem appropriate, but in each vote, shareholders must vote with all the votes that are in accordance with Article 1, Cannot divide the votes among the person in any amount.

- The person who receives the highest number of votes in order is elected as a director equal to the number that is expected or should be elected at that time. In the event that the person who is elected in the subsequent order. There are the same votes beyond the number of directors who are required or should be elected at that time. Let the president of the meeting be the decisive voter.

(b) At every annual general meeting, directors shall leave a third of their positions at a rate. If the number of directors who can't be divided straight into three parts, it gives out by the nearest number with a third. The departing directors under this clause can be elected to the position again.

Directors to leave their positions in the first and second year after the selection of new directors when the court ordered the rehabilitation to be cancelled, the lottery was made to determine who would leave. In the coming years, the longest-serving directors will leave the position.

(c) The Company has 6 directors including 3 directors appointed by third parties and 3 directors from major shareholders and/or management

External Directors

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

Directors from major shareholders and/or management

1. Mr.Swechak Lochaya
2. Miss Janya Kongmun
3. Mr.Apichai Pochakaparian¹

Remark : /1. Mr.Apichai Pochakaparian has been appointed Managing Director (Acting) from Board of Director on February 24, 2021, the Company is in the process of recruiting for the position. managing director.

However, directors also focus on recruiting and developing senior executives and recruitment to strengthen the foundation of business operations to grow sustainably. The criteria are determined by administrative criteria, specialized expertise, business management skills, project management skill, management skills and business planning, etc.

Principle 5 Promote innovation and responsible business operations

The Company values the rights of various stakeholders by establishing policies for management to establish management system and management to various stakeholders. All parties with equality to ensure cooperation between the Company and various stakeholders, which will create a wealth of business for the

Company. In the long run, it also gives priority to monitor items that may have conflicts of interest of those involved. The intercompany transaction is required to comply with the rules of the Stock Exchange of Thailand and the Securities Regulatory Commission strictly.

1. Human Rights Principles

The Company has a policy on human rights by directors, all executives and employees, including employees in the subsidiary to be strictly comply. The Company adheres to human rights as a common practice, taking into an account human dignity, freedom and equality of individuals. He has not acted in any way and has not encouraged human rights violations, and has provided employees with an understanding of human rights principles to implement as part of the operation and not to support businesses that violate human rights principles, and all employees will not act in any manner of sexual harassment, whether to employees of the Company or to third parties who enter into business.

As part of employee care, the Company has oversight and improved wages at an appropriate level comparable to other companies in the same business. There are updates, change the structure and organize the organization to conduct business within the framework of Thai law, including complying with the law, as well as strictly complying with laws and regulations related to occupational health and safety, to create a safe working environment for employees, as well as to provide security guards who monitor procedures. Procedures to perform the correct operation in accordance with the procedures and to accommodate the risk of accidents. Therefore, the company has insured the accident for all employees. The company cares about and treats all employees at all levels, from housekeeping to senior executives, with respect, fairness and equality. It is not discriminatory in terms of returns and welfare as required by labor law, and adheres to the principle of benevolence in taking care of employees and their families.

It has also made human rights a wide range of priorities to contractors, manufacturers, suppliers of goods and raw materials and services of the Company in accordance with the manufacturer's business policies / providing goods, raw materials and services to promote fair business under human rights principles.

2. Responsibility to Stakeholders

The Company values the care and consideration of all stakeholders both inside and outside the company, as well as corporate social and environmental responsibility. For Commercial Competitors, the Company treats its commercial competitors without violating their secrets or knowing their trade secrets in a fraudulent way. In recent years, the Company has had no disputes regarding commercial competitors.

5.1 Respecting the rights of other stakeholders

5.1.1 Shareholders

The Company values shareholders as defined in the Company's laws and regulations, and the Company treats shareholders equally, including presenting information to shareholders correctly. The Policy Committee does not use the information obtained from the directorship. Executives or employees to exploit themselves or conduct business competing with related companies or businesses. As well as not using inside information for their benefit in trading the company's shares during the period of 1 month before the financial statements were published and 2 days after the financial statements were disclosed. Executives and employees have strictly followed the policy.

5.1.2 Employees

The Company has a policy on human rights by directors, all executives and employees, including employees in the subsidiary, must strictly comply. The Company adheres to human rights as a common practice, taking into an account human dignity, liberty and equality of individuals. It has provided employees with an understanding of human rights principles to be used as part of their operations and does not support businesses that violate human rights principles, and all employees will not act in a manner of sexual harassment, whether against employees of the Company or third parties who come into business.

ในส่วนของการดูแลพนักงาน บริษัทมีการกำกับดูแลและปรับปรุงให้ค่าจ้างอยู่ในระดับที่เหมาะสมเทียบเคียงกับบริษัทอื่นที่อยู่ในธุรกิจ As part of employee care, the Company has oversight and improved wages at an appropriate level comparable to other companies in the same business. The organization has been restructured and organized to conduct business within the framework of Thai law, as well as strictly comply with laws and regulations related to occupational health and safety, to create a safe working environment for employees, as well as to provide security guards to monitor procedures. Procedures for performing the correct tasks according to the procedures and to accommodate the risk of accidents. Therefore, the company has insured the accident for all employees. The company cares about and treats all employees at all levels, from housewives to senior executives, with respect, fairness and equality. It is not discriminatory in terms of returns and welfare as required by labor law, and adheres to the principle of benevolence in taking care of employees and their families.

It has also made human rights a wide range of priorities to contractors, manufacturers, suppliers of goods and raw materials and services of the Company in accordance with the manufacturer's business practices/ supply of goods, raw materials and services to promote fair business under human rights principles.

5.1.3 Customers

The Company has made customer responsibility a priority and has also ensured the value of creating sufficient value for customers continuously especially in terms of polite service. Pay attention to customers, provide information about the company's products accurately and completely. Emphasis on reliability by keeping customers confidential is a priority. There is a process to maintain a customer base.

5.1.4 Partners

The Company operates in accordance with the terms and conditions of trade, including to its partners in accordance with the agreed contracts and adheres to the rules. It is based on getting the best value for money on both sides. The Company has given its partners the opportunity to bid for the work in accordance with the Company's procedures and will conduct the selection of suitable partners according to the conditions set by the Company.

5.1.5 Competitors

The Company adheres to the principles of good competition rules and competes in good faith and fairness and it will not damage the reputation of competitors or seek confidential information of competitors, which is illegal and unethical.

5.1.6 Payables

The Company fulfills contracts and agreements in accordance with the terms of trade with integrity to trade creditors to build mutual trust each other, whether creditors from financial institutions or trading partners.

5.1.7 Society

The Company attaches importance to social and environmental responsibility, as well as participating in social and environmental activities in accordance with the Social Assistance Program (CSR), which the Company

has not harassed and created conflicts of interest in property. The company also has a policy of caring, environmentally friendly and supporting activities for the better well-being of employees.

5.2 Whistleblowing or complaints

The Company has measures in place to ensure that all stakeholders can complain to the Company through various channels to increase the efficiency of the care of all stakeholders. Complaints or comments can be made to the Company through the following channels:

Letter to Audit Committee or Chairman of the Board of Directors
 Everland Public Company Limited
 223/96 Country Complex Building A, 21 Floor
 Sanpawut Road, Bangna Tai, Bangna, Bangkok 10260

Website www.everland.co.th

Principle 6 Ensure proper risk management and internal control

6.1 Financial reports

The Company's financial statements are in accordance with financial reporting standards and audited and unconditionally opinion by independent auditors. It was reviewed and approved by the Company's Audit Committee. In addition, the company has no history of being ordered to revise financial statements. The Company's quarterly and annual financial reports are submitted before the legal time limit. The Board of Directors has a policy for accounting departments to review the information and facts of accounting transactions, as well as to coordinate with the auditor to be able to record and display financial reports in accordance with the generally accepted accounting standards.

6.2 Internal Control

The Company has a policy to take care of executives and employees. To use the Company's internal information for personal gain, including for Securities trading, especially in the one month prior to the financial statements had been announced in public and had informed management about their obligations to report securities holdings in accordance with the requirements of the Securities and Exchange Commission. The Company has announced the best practices to executives and employees in order to adhere to the guidelines for the successful implementation of the Duties in accordance with the Company's guidelines with transparency, integrity, integrity and fairness.

In addition, the Company also imposes disciplinary action on the Company's executives and employees who violate the Company's regulations, regulations or notices, which are specified in the Employee Performance Regulations.

6.3 List of Directors

The Company has oversight of the use of internal data by requiring directors and executives are responsible for reporting securities holdings and reporting changes in securities holdings, including spouses and underage children, as well as related persons under Section 59 of the Securities and Exchange Act B.E. 2535 (1992) within 3 business days from the date of purchase, sale, transfer or transfer to the Securities and Exchange

Commission and submit the report of the purchase – sale of shares / holdings of securities of the Company to the Company Secretary as evidence.

Principle 7 Maintain financial credibility and disclosure

The Company discloses information and delivers information in accordance with the requirements of the Stock Exchange of Thailand and the Office of the Board of Directors, SEC, the current information includes financial statements, annual statements (Form 56-1 One Report), resolutions of the shareholders' meeting, news and information of the Company, etc. The Company has now established an investor relations unit to be directly responsible for the disclosure of information and news that is of interest to institutional investors, general investors, shareholders and analysts, as well as relevant government agencies equally, accurately, completely and in time and the Company's website at www.everland.co.th

1. Shareholder

The Company has clearly disclosed the shareholder structure and is up to date, allowing data users to know the company's genuine shareholders. The company has detailed the structure of requesting major shareholders and the proportion of minority shareholders.

2. Disclosure of the number of times which each director attended a directors' meeting

In 2021, the Company held a board meeting, revealing the number of meetings and the number of times each director attended the board meeting. (For details, please refer to the section "Management Structure").

3. Reporting of directors' stakes

The Company has adhered to the Policy on Reporting of Stakeholders by requiring directors and executives to report to the Company their interests or related persons, which are interests related to the management of the Company and its subsidiaries under Section 89/14 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No. 4) B.E. 2521 (1978). To provide the Company Information is provided in accordance with the relevant transaction requirements, which may cause conflicts of interest and may lead to the transfer of interests of the Company and its subsidiaries, as well as the directors and executives to act with caution and honesty. It must be decided without interest, directly or indirectly, in regards to the decisions made in the report, thereby being useful in monitoring and ensuring that the duties of directors and executives comply with such principles.

4. Reporting

4.1 Require directors and executives to report to the Company their interests or those of their respective parties. In case of interests related to the management of the Company's business or its subsidiaries by filling out the notification of the report on the interests of directors and executives as follows:

- First report : Report by the 15th of the following month from the date of birth of the list of interests.
- Report changes to stakeholder information : Report without delay within 3 business days from the date of change. It also states how many changes are there.

4.2 Directors and executives submit a form of notification of their own interests or related persons to the Company Secretary immediately or within the specified time. The Board of Directors requires that the basic form of the "Notification of Interest Report Form" of the Thai Listed Companies Association to be prepared.

4.3 Company Secretary, the step of procedure are as follows:

- Send a copy of the Report of Interest under Section 89/14 to the Chairman of the Board of Directors and the Chairman of the Audit Committee. It will be known within 7 working days from the date which the Company receives the report.

- Maintain reports of interests reported by directors and executives to the Company.

- Disclosure of interests of directors and executives in the Annual Information Statement (Form 56-1 One Report)

Also, during the year, there are no directors, executives and related Persons who have interests that may cause conflicts of interest.

5. Wide range of communication channels

For the disclosure of important information of the Company, the Company has regularly operated through various channels and through the media to keep shareholders and stakeholders informed thoroughly, with distribution through channels such as annual reports, financial statements, quarterly performance reports. Notification of the Resolutions of the Board of Directors, etc.

Investors can contact the company for information via telephone, email and meeting together
www.everland.co.th

Tel : 0-2720-7797

Fax : 0-2720-7808

Email : info@everland.co.th

Letter : Investment Relations

Everland Public Company Limited

223/96 Country Complex Building A, 21 Floor

Sanphawut Road, Bangna Tai, Bangna, Bangkok 10260

Principle 8 Supports engagement and communication with shareholders

The Company recognizes and values the rights of all shareholders. The Company gives fundamental rights to shareholders equally, including expressing ownership rights in the shares they hold. Trading or transferring shares, share repurchase, dividend receipt share in profitability of the business, remuneration consideration, receiving adequate information about the business in time, attending shareholder meetings or proxy others to attend meetings to exercise voting rights to appoint or remove directors, appoint an auditor, etc.

However, the Board of Directors has a policy to provide or employ specialists or legal advisors to clearly review the details and conditions of the contracts involved and cover all issues to prevent potential risks.

1. Right to obtain share certificate and right to buy, sell or transfer shares

The Company appointed Securities Thailand Securities Depository Co., Ltd. to act as a securities registrar to facilitate shareholders. For processing the securities registration of the Company.

1.1 Right to attend shareholder meetings

1.1.1 Schedule of shareholders' meeting

At every shareholder meeting, the company has assigned Thailand Securities Depository Co., Ltd, which is the registrar of the company's shares, delivers the invitation to the meeting detailing the agenda / opinion of the Board of Directors. / Minutes of previous meetings are fully detailed/ Annual report with supporting documents/ Documents required for proxy and clearly state the method. It was delivered to shareholders 14 days in advance and announced in the daily newspaper at least 3 consecutive days and at least 3 days prior to the meeting date to inform shareholders in advance in sufficient time to prepare for the study of the information before attending the meeting, delivered to all shareholders whose list appears in the shareholder's registration book as of the closing date of the shareholder's registration book. The Company has informed the resolutions of the 2020 Annual General Meeting of Shareholders via the website of the Stock Exchange of Thailand after the meeting in accordance with the regulations and regulations of the Stock Exchange of Thailand.

In addition, the Company has published a meeting invitation, supporting documents for consideration. Proxy Forms in both Thai and English via the Company's website (www.everland.co.th) for at least 30 days as a way for shareholders to know the same information as the company's information.

1.1.2 Shareholders' Meeting

On the day of the shareholders' meeting, the Company has arranged for registration officers to facilitate shareholders and proxies attending the meeting more than 2 hours prior to the meeting and continuing until the meeting is completed. Electronic technology and barcode technology have also been applied to the shareholders' meeting (AGM), e-registration and display the result (E-Voting) program, which starts with the process of preparing attendee information, the register of attendee, ballot publishing, the processing of agenda voting and summary reports of the meeting to facilitate the speed of the shareholders' meeting and provide a reception for shareholders attending the meeting.

The company will collect a card confirming the vote from shareholders in each term. The company prepares separate ballots for each agenda so that shareholders can vote as they see it suitability, where the ballots will be collected in the conference room.

Prior to the start of the meeting, the Chairman of the Meeting assigned the Company Secretary to clarify how to vote and the clear counting of votes of shareholders who must vote for each agenda in accordance with the Company's regulations, including requiring the use of ballots for all agenda items so that shareholders can vote as they see fit and to exercise their right to vote in each agenda clearly.

Clarifications on how to vote and count the votes are as follows:

- The Company uses the Barcode system, which helps to count votes and facilitate shareholders attending meetings.
- Voting on various agendas, shareholders have votes equal to the number of shares held and proxies. By counting, one share is equal to one vote.
- 1 shareholder has the right to vote in each agenda on whether to Agree. Disagree or Abstain from voting only. The number of shares cannot be divided to separate the vote.
- The vote count will hold a majority of shareholders who attend the meeting and vote unless otherwise required by law.
- In case shareholders who Agree, Disagree or Abstain from voting, request to vote on the confirmation card with the signature on the card, and the company staff will record the vote at the confirmation card

and collect it only if they disagree and abstain from voting. The voting confirmation card will be collected at the same time after completion to be end of meeting.

- The counting of votes will be used to deduct Disagree votes and Abstain votes from the total number of votes attended in that session, and the rest will be treated as Agree consensual votes. In determining such a vote, it will take into an account: Vote on the proxy shareholder's intentions in accordance with the proxy statement.
- Due to the counting of votes in each agenda, the votes of shareholders who attended the meeting and have the right to leave. Therefore, there may be an unequal number of shareholders and the number of votes in each agenda. Some shareholders may leave the boardroom or enter additionally.
- Once the officials have completed the vote count, they will inform the meeting of the details of the results of the votes afterwards from the end of the agenda.
- For the election period, directors will vote individually to give shareholders the right to choose the directors they want, literally by nominating directors for the shareholders to vote individually and to allow the voting on the agenda. The election of directors is transparent in counting the votes, so it is required for all shareholders, even if they Agree. Disagree and Abstain, cast your ballot, and the authorities collect the ballot. When voting for all directors, each appointed director must receive more than half of the total votes of shareholders who attend the meeting and have the right to vote.

The Company gives shareholders the right to attend the shareholders' meeting after the start of the meeting. They have the right to vote or vote on an agenda that is under consideration and has not yet been voted on. The meeting participants are allowed to question any issues and concerns or offer their opinions fully and provide appropriate time for discussions by recording the question and answering questions in the minutes of the meeting so that shareholders who do not attend the meeting will be informed. The chairman of the meeting will conduct the meeting on the agenda, as well as not add the agenda without prior notice to shareholders.

The Company values the rights of various stakeholders. In 2021, the Company held the AGM on April 30, 2021 with 6 directors attending the meeting.

In addition, the Company has invited two auditors from Deloitte Touch Thomasu Chaiyas Audit Co., Ltd., Mr. Nattha Thanasomboon and Mr. Theerapat Pisutsinthop to attend the meeting from the beginning of the meeting to receive feedback. Prepare to respond to the shareholders' questions on the day of the meeting.

In a meeting The President of the Meeting explained how the votes were voted and the votes were counted, as well as requiring the use of ballots for all sessions before the start of the meeting, as well as requesting the opinion of the meeting in case the participants were later eligible to participate as a quorum and have the right to vote. From the meeting onwards, the meeting was approved by the meeting to conduct the meeting, the chairman of the meeting presented the matter to the shareholders for consideration in order of agenda, and provided the opportunity to question each agenda item. Matters other than the agenda have allowed a late inquiry in which shareholders have equal rights and sufficient time.

1.1.3 Minutes of the Shareholders' Meeting

The Company has disclosed the resolutions of the shareholders' meeting with the results of the vote within the same day through the system of the Stock Exchange of Thailand, has prepared the minutes of the shareholders' meeting and has delivered the minutes to the Stock Exchange of Thailand within 14 days as specified.

The Company attaches importance to the shareholders' meeting and has established a policy for management to act strictly with equality to all shareholders, as well as comply with the requirements of the Stock Exchange of Thailand. The letter of the shareholders' meeting consists of an agenda item, which will be sent to shareholders at home and abroad in advance and allow shareholders to express their opinions and ask any questions equally at the meeting in accordance with the agenda.

At the AGM on April 30, 2021, the Company granted minority shareholders the right to nominate qualified persons to be directors of the Company in order to enter into the process of considering the appointment of a new director instead of 2 existing directors: Mr.Kamtorn Udomritthiruj and Mr.Apichai Pochakaparipan, who have completed their term in office. No minority shareholder nominates any other person to enter into such consideration.

Therefore, the chairman of the meeting proposed that the AGM consider appointing two existing directors who have completed their term back to the board of directors for another term. The meeting approved the resolution presented by the chairman of the meeting.

The Policy Committee does not use the information obtained from the directorship, administrator or employees to exploit themselves or conduct business competing with related companies or businesses, as well as not using inside information for their benefit in trading the Company's shares in the 1 month prior to the financial statements released and 2 days after the financial statements were disclosed. Executives and employees have strictly followed the policy.

In addition, the Company is committed to conducting business based on integrity, transparency and fairness in order for the Company to operate effectively, to achieve the specified objectives. Therefore, the Company has a policy on the code of conduct of directors. To guide the practice of correct conduct and have a strict policy to follow the operation to maximize the benefits of shareholders and stakeholders, including conflict of interest management, confidentiality of information, responsibility for the company's assets and reputation and responsibility to stakeholders.

1. Conflict of Interest Management

The Company has a policy on conflicts of interest by director, executives and all employees, including employees in subsidiaries, associated companies strictly comply with each other to prevent conflicts of interest between the personal interests of employees or those close to the overall interests of the Company. Directors, Executives and all employees must be avoid having any personal interests that will adversely affect the performance of duties for the benefit of the Company or make it difficult to perform properly such as investing or being involved in any business opportunity that the Company has an interest in and knowing about such information. Due to the work that is in the responsibility of the employee or the exploitation of the organization that does business, or is a competitor to the company, or doing business on behalf of the Company, with those who are members of their family, or with business organizations in which they or their family members are importantly involved, or work as employees as directors. Become a partner or advisor to a business organization or seek to do business with the Company, or compete with the Company, or do business that provides services to key competitors of the Company, or involve in self-employed work or by others, resulting in adverse consequences in any case with the work for the Company, including having policies for directors and executives who have interests in any agenda or are deemed to have interests that may conflict with the interests of the Company. The Company Secretary will not deliver that agenda and directors with stakes must leave the boardroom temporarily and abstain

from voting on that resolution, which is a tradition that the Board of Directors has always done, which not attend the board meetings of the board of directors in that period.

2. Connected Transaction

The Company has a policy on connected transactions by directors. All executives and employees, including employees of subsidiaries, strictly comply with the regulations of the Stock Exchange of Thailand in all respects. When making a connected transaction that does not meet normal trading conditions, the approval of the Audit Committee must be requested and presented to the Board of Directors for approval of the transaction by establishing procedures regarding the transaction between them or connected transactions as follows:

2.1 Consideration of connected transactions, the Company will use the same criteria as regular customers and in accordance with the Company's normal lending process to support its operations, which must be fair and reasonable and bring the best benefits to the Company.

2.2 Valuation of an item on an asset or service based on the total value of the remuneration paid or paid, or the book value or market capitalization of that asset or service, whichever is higher.

2.3 If there are intergenerational transactions of the Company or its subsidiaries occurs to a person who may have a conflict of interest, have a stake or may have a conflict of interest in the future. The Company shall have the Audit Committee comment on the necessity and suitability of the item. In the event that the Audit Committee does not have the expertise to consider potential intergenerational items. The Company shall have an independent expert or auditor of the Company to comment on such intergenerational transactions for the decisions of the Board of Directors or shareholders as the case may be.

2.4 If there are intergenerational transactions or other connected transactions that are deemed to be in accordance with the requirements of the Stock Exchange of Thailand. Such requirements must be strictly followed.

2.5 Transactions that may have conflicts of interest or connected transactions or intergenerational transactions must be disclosed in accordance with the rules which is set by the Securities and Exchange Commission. It is disclosed in the Annual Information Statement and annual report or any other report form as the case may be. The connected transaction has been disclosed to the Stock Exchange of Thailand in accordance with the securities of the Set of Exchange of Thailand, as well as the intergenerational transaction in the notes to the financial statements that have been audited by the company's auditors.

Directors, executives and all employees must be avoid having any personal interests that will adversely affect the performance of duties for the interests of the Company or make it difficult to operate properly and efficiently. Conflicts of interest can occur in many situations. In order to perform the duties, the company must be adhered to the company's interests under the legality and ethics. The Company has disclosed information about connected transactions in the Annual Information Statement (Form 56-1 One Report) in full. The Board of Directors has established a policy to review and approve the transaction, which must be approved by the Board of Directors before proceeding, and the disclosure of information about the name, the relationship of connected person, value of transaction, the reasons and necessity are contained in the Annual Statement and Annual Report in accordance with the rules of the Stock Exchange of Thailand and the Securities and Exchange Commission, and the Audit Committee must attend the meeting to ensure that the intergenerational transactions are fair, makes sense and has the right pricing policy by taking into an account the best interests of the company.

In 2021, the Company does not make connected transactions in violation of and/or fails to comply with the rules of the Stock Exchange of Thailand and the Securities and Exchange Commission, and the Company does not have a group structure in which transactions are connected in such a way that there may be conflicts of interest.

3. Propose an agenda, Nomination of persons to be appointed as directors and questioning the company

The Company sets the criteria for proposing an agenda. Nomination of persons to be appointed as directors and questioning about the company in order to provide opportunities for minority shareholders to participate in corporate governance and selection of qualified directors who are able to perform duties effectively in the best interests of shareholders and all stakeholders.

4. Exercise of voting rights

The Company gives shareholders the equal right to vote in a one-share-to-one vote of ordinary shares, which is the only type of share issued by the Company to shareholders by requiring one share to be counted as one vote and holding a majority as a resolution of the shareholders' meeting.

5. Proxy

In case the shareholders are uncomfortable attending the meeting in person. Shareholders can provide proxy to others or any independent directors as nominated by the Company in the invitation letter. This has facilitated shareholders who are unable to attend meetings in person. The proxy statement was delivered as specified by the Department of Business Development, Ministry of Commerce, which defines detailed and clear items attached to the invitation letter of the shareholders' meeting in both Thai and English versions, delivered to shareholders 14 days in advance of the shareholders' meeting and for accuracy and no problems in attending the meeting of the proxies. The Company has provided details about the meeting, schedule, agenda, as well as the procedures, documents and evidence required for proxy to be presented in the invitation letter and the Company's website (www.everland.co.th) more than 30 days before the meeting date, shareholders can ask for more information by phone, email to investor relations agency.

6. Facilitating shareholders at the shareholders' meeting

Facilitating foreign shareholders, the company has produced documents in two languages: Thai and English for Thai and foreign shareholders such as invitation to the shareholders' meeting. The Company delivers invitations with supporting documents for consideration in various agenda items by sending them to shareholders 14 days in advance of the shareholders' meeting and bringing details about the meeting, schedule, agenda, published on the Company's website (www.everland.co.th) more than 30 days prior to the meeting date.