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Minutes of the 2020 Annual General Meeting of Shareholders

of

Everland Public Company Limited

The meeting was held on Tuesday, April 25, 2023, at 02.00 p.m., at SILK 2-3 - Bangkok International Trade & Exhibition Centre 88 Debaratana Road (km. 1) Bangna Tai, Bangna, Bangkok. At the time of meeting convened, there were 54 shareholders and proxies attending the meeting, holding 2,257,396,417 shares, representing 46.4984% of the total paid-up shares, divided into 14 persons attending the meeting in person, accounting for 80,579,027 shares and 40 proxies, accounting for 2,176,817,390 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, the Company was in the process of preparing for applying for the certificate of the Thai Private Sector Collective Action Coalition against Corruption. On February 28, 2023, the Board of Directors approved the review of the Manual on Anti-Corruption and Whistleblowing or Complaints Measures in accordance with the current operations. 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

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. Miss Vanida Majjimanonda Independent Director /and Vice Chairman of the Audit Committee

4. Mrs. Supatdra Chuarot Independent Director and Audit Committee

5. Mr. Apichai Pochakaparipan Director / (Acting) Managing Director

6. Miss Janya Kongmun Director

Director of Accounting and Finance

Miss Touchakorn Somjitchob

Representative of Audit from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

- 1. Mr. Nantawat Sumraunhant
- 2. Miss Kornthong Luangvilai
- 3. Mr. Sarut Konglapamnuay



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The Company's officer clarified the procedures for meeting the voting procedures as follows:

- 1. Regarding the voting in any manner, shareholders can vote for agree and disagree or abstain from voting on each agenda item. Each shareholder shall have one vote for each share.
- 2. The vote will be counted only disagree or abstain from voting, deducted from the total number of votes. The remaining votes shall be considered as a vote for agree.
- 3. Shareholders who do not receive their ballots at the registration area mean that in the case of voting in the Proxy Form B, the Company will count the vote as specified in such Proxy Form as intended by the shareholders and record it in the system.
- 4. Regarding the agenda required approval by a majority vote of shareholders attending the meeting and casting a vote, the voting base shall be calculated by counting only the votes of shareholders eligible to vote for agree and disagree. However, the abstain from voting is not calculated as the voting base.
- 5. Regarding the agenda required approval by a vote of not less than two-thirds of the shareholders attending the meeting and eligible to vote, the voting base shall be calculated by counting the votes of all shareholders attending the meeting and eligible to vote for agree, disagree and abstain from voting.
- 6. Regarding the agenda required approval by a vote of not less than three-fourths of the shareholders attending the meeting and eligible to vote, the voting base shall be calculated by counting the votes of all shareholders attending the meeting and eligible to vote for agree, disagree and abstain from voting.
- 7. In the following cases, the Company will consider it as a void ballot which shall not be counted as a vote.
 - There is no vote indicated in a ballot or there is no signature of the shareholder.
 - Ballot with crossed out, marks amended or text filled without signatures
 - Ballot with voting on that agenda for more than 1 type (except in the case of custodian)

The Company's officers clarified the right to express opinions as follows:

- 1. To inquire each question, always raise your hand and inform the Meeting of your name-surname and indicate whether you attend the meeting in person or as a proxy before asking questions for the purpose of taking accurate and complete minutes of meeting.
- 2. To keep the meeting concise within the specified period, the Company will respond to questions at the meeting only on matters related to the meeting agenda. For other questions to which are not responded at the meeting and not related to the meeting agenda, the Company will record them in the annex to the minutes of the meeting.

During the meeting, the Company recorded the meeting in video format in accordance with the laws and Privacy Policy of the Company for the purpose of the shareholders' meeting.

The Chairman of the Meeting then commenced the meeting according to the agenda as follows:

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Agenda 1 Ratification of the Minutes to the Annual General Meeting of Shareholders 2022

The Chairman of the Meeting assigned the officer to clarify the details and voting procedures on this agenda as follows: The 2022 Annual General Meeting of Shareholders was held on April 22, 2022. There were 7 agendas proposed for consideration at this meeting. 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 considered and passed the resolution to adopt the Minutes of the 2022 Annual General Meeting of Shareholders. Shareholders cast a vote for the resolution on Agenda 1 as follows:

Agree	2,257,836,417	Vote	as a percentage	100.0000
Disagree	0	Vote	as a percentage	0.0000
Total	2,257,836,417	Vote	as a percentage	100.0000
Abstain	0	Vote		
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

<u>Remarks</u>: 1. The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree and disagree. The abstain from voting is not calculated as the voting base.

2. One additional shareholder attended the meeting, totaling 440,000 shares.

Agenda 2 To acknowledge the Company's operating results for the previous year and the 2022 Annual Report

The Chairman of the Meeting assigned Miss Touchakorn Somjitchob to report to the Meeting about the Company's operating results for the previous year and the 2022 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 2022 Annual Report (Form 56-1 One Report) in the form of QR-Code, submitted to shareholders.

Summary of Overview of Operating Results

In 2022, the Company Group recognized 3 types of revenue, totaling 2,022.37 million Baht as follows:

- 1. Revenues from the sale of residential condominiums, single-detached houses and vacant lands amounted to 1,587.20 million Baht.
- 2. Revenues from hospital services amounted to 425.66 million Baht.
- 3. Other revenues amounted to 9.50 million Baht.

Regarding operating expenses, the Company Group's total expenses amounted to 2, 294.89 million Baht, consisting of cost of sales and services, cost of distribution, administrative expenses, losses on provisions for losses on prosecution, and finance costs, which resulted in the Company's losses of 458.75 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.

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Resolution The Meeting acknowledged the Company's operating results for the year 2022 and the Annual Report of the Board of Directors.

Remarks: This agenda was an agenda for acknowledgment so there was no voting.

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2022

The Chairman of the Meeting proposed to the Shareholders' Meeting to approve the financial statements of the Company for the year ended December 31, 2022, which had been audited by the certified public accountants of the Company. Miss Touchakorn Somjitchob, the Director of Accounting and Finance, was assigned to clarify details as shown in the documents audited by the auditors. The material substance was summarized as follows:

(Unit: Thousand Baht)

Details	Consolidated Financial	Separate Financial
	statement	Statements
Total Assets	7,075,203.84	6,477,570.36
Total Liabilities	4,457,459.94	4,118,697.97
Total Shareholders' Equity	2,617,743.90	2,358,872.39
Revenues from sales and revenues from services	2,012,866.58	267,027.86
Total Revenues	2,022,295.36	328,901.24
Profit (Loss) for the year from operation	(458,751.50)	(294,045.89)
Profit (loss) for the year - attributable to the parent company	(459,198.23)	(294,045.89)

Statement of Financial Position

The Company's total assets amounted to 7,075.20 million Baht, decreased by 859.07 million Baht from the previous year or 10.83%, due to the transfer of ownership of condominiums and single-detached houses to customers during the year.

The Company's liabilities amounted to 4,457.46 million Baht, decreased by 914.41 million Baht from the previous year or 17.02%. 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 2,617.74 million Baht, decreased by 55.34 million Baht from the previous year or 2.16%, due to increasing accumulated losses of the Company in 2022.

Income Statement

Total Revenues

The Company had total revenues of 2,022.29 million Baht, decreased by 672.42 million Baht or 24.95% from the previous year, due to the decrease in transfer of ownership of the condominiums and single-detached houses to customers. In the meantime, revenues from hospital group increased due to the examination and treatment of Covid-19 patients and patients with social security.

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Profit (loss) for the year

In 2022, the Company had the loss for the year of 458.75 million Baht, increased by 334.39 million Baht from the previous year.

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 considered and passed the resolution to approve the Company's financial statements for the accounting period ended December 31, 2022, which had been audited by certified public accountants. Shareholders cast votes on Agenda 3 as follows:

Agree	2,257,836,427	Vote	as a percentage	100.0000
Disagree	0	Vote	as a percentage	0.0000
Total	2,257,836,427	Vote	as a percentage	100.0000
Abstain	0	Vote		
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

<u>Remarks</u>: 1. The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree and disagree. The abstain from voting is not calculated as the voting base.

2. An additional 9 shareholders attended the meeting, totaling 10 shares.

Agenda 4 To consider and approve the omission of allocation of profits and legal reserve for the year 2022 and the omission of dividend payment

The Chairman of the Meeting assigned the officer to clarify 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 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, 2022, the Company had net losses from the consolidated financial statements of 458.75 million Baht and net losses from the separate financial statements of 294.04 million Baht. When the accumulated losses brought forward were combined, the accumulated losses of the Company's separate financial statements in 2022 amounted to 1,238.68 million Baht.

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(Unit: Baht)



Shareholders' Equity (Separate Financial Statements)

Descriptions	Year 2022	Year 2021
Authorized share capital	6,473,046,061	6,473,046,061
Paid-up share capital	4,854,784,546	4,854,784,546
Discount on share capital	(1,444,320,591)	(813,820,591)
Retained earnings(deficit)		
- Appropriated to legal reserve	12,488,954	12,488,954
- Unappropriated	(1,238,680,518)	(944,634,631)
Total equity	2,358,872,391	2,138,818,278

Therefore, the Shareholders' Meeting was asked to consider and approve the omission of allocation of profits for setting aside the legal reserves for the year 2022 and omission of dividend payment 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 and passed the resolution to approve the omission of allocation of profits and the legal reserves for the year 2022 and omission of dividend payment to shareholders as proposed by the Chairman in all respects. The shareholders cast votes for Agenda 4 as follows:

Agree	2,257,836,427	Vote	as a percentage	100.0000
Disagree	0	Vote	as a percentage	0.0000
Total	2,257,836,427	Vote	as a percentage	100.0000
Abstain	0	Vote		
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

<u>Remarks</u>: The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree and disagree. The abstain from voting is not calculated as the voting base.

Agenda 5 To consider and elect the Company's directors to replace those retiring by rotation

The Chairman of the Meeting assigned the officer to clarify details as shown in the documents as follows:

Pursuant to the Chapter 4: Board of Directors, Article 16 of the Company's Articles of Association, stipulating that one-third of the directors shall retire at every annual general meeting. If the number of directors is not a multiple of three, the number of the directors nearest to one-third shall retire. Directors who retire by rotation may be re-elected.

Directors vacating from office in the first and second years after the registration for conversion to a public limited company shall be selected by drawing lots. In subsequent years, the director who has remained in office for the longest period shall vacate from office.



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In The directors retiring by rotation in the year 2023 are as follows;

1. Mrs. Supatdra Chuarot Director/ Independent Director/ The Audit Committee

2. Miss Janya Kongmun Director

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 November 15, 2022, to December 31, 2022. However, no shareholders nominated the list to the Company.

The Board of Directors carefully considered and scrutinized the qualifications, knowledge, capability, and experiences according to the rules and procedures on nomination of directors and then proposed this matter to the Shareholders' Meeting to consider, approve, and appoint 2 directors, namely 1) Mrs. Supatdra Chuarot, and 2) Miss Janya Kongmun, who retired by rotation at this time, to be the Company's director 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 Chairman of the Meeting asked the shareholders to cast a vote.

Resolution The Meeting considered and passed the resolution to approve the election of 2 directors, as details proposed by the Chairman in all respects. The shareholders cast votes for Agenda 5 as follows:

1) Mrs. Supatdra Chuarot: Director/ Independent Director/ The Audit Committee

Agree	2,256,343,525	Vote	as a percentage	99.9339
Disagree	1,492,902	Vote	as a percentage	0.0661
Total	2,257,836,427	Vote	as a percentage	100.0000
Abstain	0	Vote		
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

2) Miss Janya Kongmun: Director

Agree	2,256,343,627	Vote	as a percentage	99.9339
Disagree	1,492,800	Vote	as a percentage	0.0661
Total	2,257,836,427	Vote	as a percentage	100.0000
Abstain	0	Vote		
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

Remarks: The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree and disagree. The abstain from voting is not calculated as the voting base.

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Agenda 6 To consider and determine the remuneration of directors and the Audit Committee for the year 2023

The Chairman of the Meeting assigned the officer to clarify details as shown in the documents as follows:

Pursuant to Section 90 of the Public Company Act B.E. 2523 and Article 14 of the Company's Articles of Association, stipulating that the directors have the right to receive remuneration in the form of rewards, meeting allowances, bonuses, or other types of benefits as considered and passed the resolution by the Shareholders' Meeting with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The Board of Directors considered and reviewed the appropriateness of the meeting allowance rate, taking into account the Company's operating results, duties, and responsibilities as well as the overall economic situation. Therefore, the Shareholders' Meeting should determine the remuneration of directors and the Audit Committee for the year 2023 to be equal to the remuneration of the year 2022 as follows:

1. Meeting allowance

Meeting Allowance of the Board of Directors

Position	Meeting Allowances (Baht/Meeting)		
	Year 2023 (Year proposed)	Year 2022	
Chairman of the Board	10,000	10,000	
Vice Chairman of the Board	7,500	7,500	
Director	5,000	5,000	

Meeting Allowance of the Audit Committee

Position	Meeting Allowances (Baht/Meeting)	
	Year 2023 (Year proposed)	Year 2022
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

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 Chairman of the Meeting asked the shareholders to cast a vote.

Resolution The Chairman of the Meeting considered and passed the resolution to approve the remuneration of the directors and the Audit Committee for the year 2023 as proposed by the Chairman. The shareholders cast votes for Agenda 6 as follows:

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Agree	2,257,836,427	Vote	as a percentage	100.0000
Disagree	0	Vote	as a percentage	0.0000
Abstain	0	Vote	as a percentage	0.0000
Total	2,257,836,427	Vote	as a percentage	100.0000
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

<u>Remarks</u>: The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree, disagree and abstain from calculated as the voting base.

Agenda 7 To consider and appoint auditors and determine the auditor's remuneration for the year 2023

The Chairman of the Meeting assigned the officer to clarify details as shown in the documents as follows:

To comply with the laws 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 2023.

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 JaiyosAudit 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 2023. 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
Ms. Kornthong Luangvilai	Certified Public Accountant Registration No. 7210 or	-
Mr. Chavala Tienpasertkij	Certified Public Accountant Registration No. 4301 or	-
Ms. Sophaphan Saptippayarattana	Certified Public Accountant Registration No. 6523 or	-
Ms. Vayuree Jirakittidul	Certified Public Accountant Registration No. 9140	-

<u>or</u> other auditors that have been approved in accordance with the Notification of the Office of the Securities Exchange Commission on Approval of Auditors to be the Company's auditor.

Details of auditor's remuneration for the year 2023

	Auditor's Remuneration	Auditor's Remuneration	
Company	Year 2023	Year 2022	Increase/(Decrease)
	(Year proposed)		
Everland Public Co., Ltd.	2,525,000.00	2,525,000.00	-
13 subsidiaries of the Company	6,475,000.00	6,475,000.00	-
Total	9,000,000.00	9,000,000.00	-

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

The Chairman of the Meeting then offered shareholders the opportunity to raise questions on Agenda 7. There were shareholders raising questions as follows:

 Mr. Hangchai Akkavassakul. (Shareholders): Regarding the auditor's remuneration foe the year 2023, why did the auditor firm not give a discount on the auditor's remuneration to the Company like other audit firms in the Stock Exchange of Thailand. Nowadays, the system is used which helps reduce the working hours of auditors.

Mr. Swechak Lochaya (Chairman of the Meeting): Due to past operations, the auditors always gave advice and suggestions on various matters that were beneficial to the Company. In 2023, the Company considered that the auditor's remuneration was the same rate as in 2022, which was reasonable.

When there were no further questions from shareholders, the Chairman of the Meeting asked the shareholders to cast a vote.

Resolution The Meeting considered and passed the resolution to approve the appointment of auditors and the determination of the audit fees for the year 2023 as proposed by the Chairman in all respects. The shareholders cast votes for Agenda 7 as follows:

Agree	2,257,833,260	Vote	as a percentage	99.9999
Disagree	3,167	Vote	as a percentage	0.0001
Total	2,257,836,427	Vote	as a percentage	100.0000
Abstain	0	Vote		
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

<u>Remarks:</u> The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree and disagree. The abstain from voting is not calculated as the voting base.

Agenda 8 To consider and approve amendments to the Company's Articles of Association

The Chairman of the Meeting assigned the officer to clarify the details as shown in the documents as follows:

As the Public Limited Companies Act and related laws has been amended to support the management of meetings by electronic means and modern and efficient as well as to facilitate shareholders and to ensure that the Company's Articles of Association are in compliance with the amendments to such laws, the Company wishes to amend 5 items of the Company's Articles of Association, including Article 24, Article 25, Article 34, Article 36 and Article 57. All details were shown in Enclosure No. 6, which was submitted to the shareholders together with the letter of invitation to this meeting.

Therefore, the Shareholders' Meeting was asked to consider and approve the amendment to 5 items of the Company's Articles of Association, including Article 24, Article 25, Article 34, Article 36 and Article 57, as well as approve the authorization to a person assigned by the authorized director of the Company to have the power to perform the registration of amendments to the Company's Articles of Association and amend and/or change the text in



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accordance with the order of the Registrar as necessary and appropriate so that the registration of the amendment to the Company's Articles of Association was complete. Details were as follows.

The Chairman of the Meeting then gave the shareholders an opportunity to ask questions on Agenda Item 8, however, there were no questions from the shareholders on this agenda. The Chairman of the meeting asked the shareholders to cast a vote.

Resolution The Meeting considered and passed the resolution to approve the amendment to the Company's Articles of Association as proposed by the Chairman of the Meeting. The shareholders cast votes for Agenda 8 as follows:

Agree	2,257,836,427	Vote	as a percentage	100.0000
Disagree	0	Vote	as a percentage	0.0000
Abstain	0	Vote	as a percentage	0.0000
Total	2,257,836,427	Vote	as a percentage	100.0000
Void	0	Vote		

of the total number of votes of shareholders attending the meeting and eligible to vote.

<u>Remarks:</u> The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for agree, disagree and abstain from calculated as the voting base.

Agenda 9 Consideration on other issues (if any)

- There were no other matters proposed for consideration.

Additional questions and suggestions from shareholders

1. Mr. Hangchai Akkavasakul (Shareholder): He thanked the Company for holding an on-site shareholders' meeting this year because the electronic meeting only caused inconvenience to minority shareholders in terms of the meeting attendance, inquiry, and voting. In the case of the on-site meeting, when minority shareholders had inquiries or questions, they could ask the Company transparently. As a result, shareholders felt assured when investing in the Company's shares.

When there are no questions and suggestions from shareholders, the Chairman of the Meeting expressed thanks to the shareholders for attending this meeting and declared the meeting adjourned.

The meeting was closed at 03:04 p.m.

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

Correctness verified

Signed Director

(Mr. Swechak Lochaya)

