



Invitation to the 2025 Annual General Meeting of Shareholders

EVERLAND PUBLIC COMPANY LIMITED

Thursday, 24 April 2025 at 02.00 p.m.

via electronic meeting (E-AGM)

according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020)
and other related laws and regulations

Shareholders or proxies can submit a request to attend the electronic
meeting in advance from 9 April 2025 until the meeting is concluded.

Shareholders or proxies who wish to attend the meeting via electronic media (E-AGM) by submitting information
via email or postal mail can confirm their participation and submit relevant documents through the designated
channels.

- Email: info@everland.co.th
- Postal mail: *Meechai Thailand Law Office Company Limited, No. 223/96 on 21floor, Country Complex
Tower A, Sunpawut Road, Bangna Tai, Bangna, Bangkok 10260*

Shareholders or proxies who wish to attend the meeting via electronic media (E-AGM) by submitting information
through the website or QR Code can submit requests and grant proxies through the E-Request system at
<https://ever.thekoble.com/agm/emeeting/index/1>

Or scan QR Code



On Thursday, 24 April 2025, attendees will be allowed to enter the meeting
from 12.30 p.m. onwards

(Privacy Note)

Everland Public Company Limited (“the **Company**”) realizes the importance to protect your personal data. The Company, therefore, establish the following information in compliance with the Personal Data Protection Act B.E. 2019 (the “PDPA”)

Objectives, Necessary to collect your personal data and Details of personal data to be collected.

It is necessary for the Company to collect your personal data that submitted to the Company i.e., name, surname, address, contact number, identification number, which will be used for the following purposes.

- Inviting and holding the 2024 Annual General Meeting of Shareholders as required by law, and
- Delivery of 56-1 One Report Annual Report as requested by Shareholder.

Retention Period

The Company will keep and use your personal data to serve the proposes of the abovementioned activities.

Rights of Data Owner

As the owner of personal data, you have the rights as stipulated in the PDPA, which including the rights to withdrawing the consent, right to access and obtain a copy of your personal data, right to correct, delete or clean up your personal data, right to refuse to processing of your personal data, right to transfer your personal data according to legal method stipulated, right of compliant and rights to object to the processing or disclosing your personal data.

Ref EVER 017/2025

25 March, 2025

Subject Invitation of Annual General Meeting of Shareholders for the Year 2025

Attention Shareholders of Everland Public Company Limited

Enclosure

No.	Details	Page
1.	Copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2024 dated April 26, 2024 (Document for Consideration of agenda 1)	20-25
2.	The Annual Report 2024 (56-1 One Report) in the form of QR code (Document for Consideration of agenda 2, agenda 3 and agenda 4)	Attachment
3.	Details of the proposed directors in replacement of those retiring by rotation (Document for Consideration of agenda 5)	26-28
4.	Qualifications of Independent Directors Audit Committee (Document for Consideration of agenda 5)	29-30
5.	Profile and Work Experience of Auditor for the year 2025 (Document for Consideration of agenda 7)	31
6.	Articles of association of the Company relating to the Shareholders Meeting	32-34
7.	Documents Required to Attend the Meeting and Appointment of Proxy for Electronic Meeting (E-AGM)	35-37
8.	Procedures for Attending by E-Request system E-Voting and Submitting questions through the system and Manual for using the electronic Annual General system (E-AGM)	38-84
9.	Acceptance of the invitation to the electronic meeting (E-AGM)	85
10.	A List of Independent Director that shareholder can appoint as a proxy to attend the meeting.	87-88
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12.	Question form for the Annual General Meeting of Shareholders for the year 2025	103-104
13.	Request form for the Annual Report 2024 in hard copy	105

The Board of Directors of Everland Public Company Limited has resolved to call the Annual General Meeting of Shareholders for 2025 on Thursday, April 24, 2025 at 02:00 p.m. by holding an electronic meeting (E-AGM) according to the Emergency Decree on Electronic Meetings B.E.2563 (2020) and other related laws and regulations matters according to the following agenda:

Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders held on 26 April 2024.

Facts and rationale

Proposed that the meeting consider and adopt the minutes of the 2024 Annual General Meeting of Shareholders held on 26 April 2024, with details as shown in the attached copy of the minutes (Enclosure No. 1.).

Opinion of the Board of Director

The Board of Directors considered that the shareholders' meeting should certify the minutes of the meeting.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

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Agenda No.2 Acknowledge the Company's performance for the past year and the 2024 Annual Report.

Facts and rationale

Report of the Board of Directors and the Company's operating results for the year 2024, Appears follow Annual Report/ The Annual Report of the year 2024 (Form 56-1 One Report) has been delivered to shareholders in QR code format along with the notice of the general shareholders' meeting. (Enclosure No. 2) which distributed to the Shareholders, In the form of QR code with this Invitation (Enclosure No.2). It has been prepared in accordance with the requirements of the Securities and Exchange Commission of Thailand. If any shareholders would like to receive the 2024 annual report in printed form, they may notify their intention by filling out the form in Enclosure No. 13, which has been sent this time.

Opinion of the Board of Director

The Board of Directors considered that the shareholders' meeting should acknowledge the Company's performance in the past year and the annual report for the year 2024.

Voting: Because it is an agenda for acknowledgment Therefore, there was no voting in this agenda.

Agenda No.3 To consider and approve the financial statements for the year ended 31 December 2024, audited by auditors.

Facts and rationale

To consider and approve the financial statements for the fiscal year ending December 31, 2024 were audited by the auditor. Details appear in the Annual Information List/Annual Report 2024 (Form 56-1 One Report) (Enclosure No. 2) that was sent to shareholders along with the invitation to this meeting. The main points can be summarized as follows.

(Unit: Baht)

Details	Consolidated financial statements	Separate financial statements
Total Asset	6,076,082,752	5,716,627,388
Total Liabilities	4,147,076,686	4,342,747,082
Total Shareholders' Equity	1,929,006,066	1,373,880,306
Revenue from sales or revenue from services	1,681,133,332	607,084,498
Total Revenue	1,707,651,343	695,128,751
Profit (loss) of the year from operation	(343,428,778)	(627,708,567)
Profit (loss) for the year - attributable to the parent company	(338,694,672)	(627,708,567)

Opinion of the Board of Director

The Board of Directors considered that the shareholders' meeting should approve the financial statements for the year ended December 31, 2024, which have been audited. From the certified public accountant and the Audit Committee and the Board of Directors have agreed

Voting : This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.4 To consider and approve the omission of profits and set up legal reserves for the year 2024 and no dividend payment.

Facts and rationale

Legal reserve

According to section 116 of Public Limited Companies Act B.E.2535 and the company association clause 47 specified that the company had to appropriate at least 5% of the annual net profit for reserve fund and offset with the loss (if any) until the reserve fund has amount not lower than 10% of the legal capital.

Dividend payment

The Company and its subsidiaries have a policy to pay dividends to shareholders at least 50% of the net profit of the separate financial statements for each accounting period after deducting various reserves. All types as stipulated in the Company's Articles of Association and by law. However, according to Section 115 of the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Article 46 prohibits the payment of dividends from other types of money other than profits. And do not pay dividends, In the event that the company still has accumulated losses.

In this regard, from the Company's operating results for the fiscal year ended December 31, 2024, the company had a net loss from the consolidated financial statements of 343.42 million baht and a net loss from the separate financial statements of 627.70 million baht.

Equity (the separate financial statement)

(Unit: Baht)

Details	Year 2024	Year 2023
Registered capital	6,473,046,061	6,473,046,061
Paid-up capital	4,854,786,552	4,854,786,552
Discount on share price	(1,444,320,591)	(1,444,320,591)
capital surplus from share payments	174,600,000	174,600,000
Accumulated profit (loss)		
- Appropriated to legal reserve	12,488,954	12,488,954
- Unappropriated	(2,223,674,609)	(1,595,966,042)
Total equity	1,373,880,306	2,001,588,873

Opinion of the Board of Director

For the reasons mentioned above, the Board considered that the shareholders' meeting should approve the omission of profits as legal reserves. And refrain from paying dividends to the shareholders of the company

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.5 To consider and approve the appointment of the Company's directors to replace those retiring by rotation.

Facts and rationale

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 nearly 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 2025 are as follows;

1. Miss Wanida Matchimanon Vice Chairman of the Audit Committee and Independent Director
2. Miss Chanya Khongmun Director

The Company has announced on website in the section Investor Relations. For invite shareholders to propose a list of qualified persons to be selected as the Company's directors between November 15, 2024, to December 31, 2024, but no have any shareholders proposed a list of persons to be selected as the Company's directors to the Company.

Opinion of the Board of Director

The Board of Directors, excluding interested directors, to considered and screened carefully and considered screened the qualifications, knowledge and abilities according to the criteria for selecting directors. Details appear in the annual information form/annual report 2023 (Form 56-1 One Report), topic 6.1.1 Policy and guidelines related to the board sub-item 1) Board of Directors and sub-item 3) recruitment criteria and the process for selecting directors (Enclosure No. 2) the shareholders' meeting should appoint both directors, namely 1) Miss Wanida Matchimanon and 2) Miss Chanya Khongmun, who retired by rotation at this time. Returned to serve as the Company's director for another term The Company has summarized the profile information of the 2 directors Attached with this invitation letter appears in Enclosure No.3 to support the shareholders' decision.

In this regard, the independent directors who are proposed for shareholders' consideration are the independent directors who have held the position for more than 9 consecutive years. The Board of Directors has considered that independent directors are able to express their opinions independently and in accordance with the relevant rules also bring their knowledge and abilities to make suggestions that are beneficial to the Company's business operations. The two directors who have been nominated to be re-elected are qualified according to the Public Limited Companies Act B.E. 2535 and the relevant Notification of the Capital Market Supervisory of the Board.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes.

Agenda No.6 To approve the remunerations of the board of directors and the audit committee for the year 2025.

Facts and rationale

Under Section 90 of the Public Company Act BE 2523 and the association of the company clause 14, Directors are entitled to receive remuneration from the Company in the form of prize money, meeting allowances, retirement benefits, bonuses or other benefits as considered by the shareholders' meeting and voted on by not less than two-thirds of the total number of votes of shareholders attending the meeting.

Opinion of the Board of Director

The Board of Directors has considered and reviewed the appropriateness of the meeting allowance, compensation and bonus rates of the Company's directors and subcommittees, which have been considered to be consistent with the duties and responsibilities of each director and the Company's performance. Remuneration will be at a level comparable to other listed companies in the same industry group. Therefore, it is appropriate for the shareholders' meeting to approve the remuneration and bonuses of the Company's directors and subcommittees in 2025 to be equal to the remuneration of 2024 as follows:

1. Meeting allowance

Board meeting allowance equal year 2024.

Position	Remuneration (Baht/Time)	
	Year 2025 (proposed year)	Year 2024
Chairman of the Board	10,000	10,000
Vice Chairman of the Board	7,500	7,500
Director	5,000	5,000

Audit Committee meeting allowance equal year 2024.

Position	Remuneration (Baht/Time)	
	Year 2025 (proposed year)	Year 2024
Chairman of the Board	42,500	42,500
Vice Chairman of the Board	40,000	40,000
Director	10,000	10,000

2. Directors bonus : - None – (The criteria as same as in the year 2024)

3. Other benefits : - None - (The criteria as same as in the year 2024)

Voting: This agenda must be approved by a vote of not less than two-thirds of the total votes of the shareholders present at the meeting.

Agenda No.7 To consider and approve the appointment of the auditor and determine the auditor's remuneration for the year 2025.

Facts and rationale

To comply with the law and the Company's regulations, the SEC's announcement also requires companies issuing securities whose shares are listed on the Stock Exchange of Thailand to arrange for the rotation of auditors. Any auditor who has performed the duty of reviewing or auditing and expressing an opinion on the financial statements of the Company for seven fiscal years, whether consecutive or not. The Company may appoint such auditors as the Company's auditor after at least

five consecutive fiscal years have elapsed. Therefore, it is necessary to consider appointing the auditor and setting the audit fee for the year 2025. Propose Shareholders' meeting should approve the appointment of an auditor from Deloitte Touche Tohmatsu Chaiyos Audit Co., Ltd., which is an auditor who has no relationship and no interest Company/Subsidiary/ Executive/Major Shareholders or a person related to such person is the auditor of the Company and its subsidiaries for the year 2025 as follows:

1. Auditor (Profile and Work Experience of Auditor according to Enclosure No. 5)

List Of Auditors	Certified Public Accountant Registration No.	Number of years the company's financial statements were signed for the past 7 years
Ms. Kornthong Luangvilai	Certified Public Accountant Registration no.7210 Or	2 years (year2023-2024)
Mr. Chavala Tienpasertkij	Certified Public Accountant Registration no.4301 Or	-
	Certified Public Accountant Registration no. 7103 Or	-
	Certified Public Accountant Registration no. 8444	-

Or Other auditors within the same office who have been approved in accordance with the Notification of Approval, the auditor signs the audit report and review the Company's financial statements.

2. The details of the auditor's remuneration for the year 2025

Company	Auditor's Remuneration Year 2025 (proposed year)	Auditor's Remuneration Year 2024	increase/(decrease)
EVERLAND PLC.	2,525,000.00	2,525,000.00	-
The Company's 13 subsidiaries	6,475,000.00	6,475,000.00	-
Total	9,000,000.00	9,000,000.00	-

Note: 1. which does not include other service charges and other expenses (Non-Audit Fees) that the Company actually paid.

2. Audit fees of subsidiaries There may be changes based on the number of subsidiaries and/or the actual workload during the year.

Opinion of the Board of Director

The Board of the director and The Board of the audit committee considered, select auditors based on the auditor's independence and expertise in accounting and has an appropriate auditor fee rate. Propose the shareholders' meeting should approve the appointment of an auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte") to be the Company's auditor. Such auditors as no relationship and no interest with the Company/ subsidiaries / management / major shareholders. Or a person related to such person is the Company's auditor for the year 2025. The amount does not exceed 9,000,000.00 baht, which does not include other service charges. And other expenses (Non-Audit Fees) that the Company actually paid.

Voting: This agenda must be approved by majority votes of the number of shareholders who attend the meeting and cast their votes

Agenda 8 Consideration on other issues (if any)

The Company would like to inform the name list of shareholder for the right to attend and vote at the Annual General Meeting of Shareholders for the year 2025 should be recorded on March 17, 2025 (Record Date).

All shareholders are cordially invited to attend the Meeting of the Annual General Meeting of Shareholders for 2025 via electronic media (E-AGM) on the date and time specified above. The method of registration for attending the meeting, voting method and vote counting will be done **via electronic media only**.

Shareholders or proxies are requested to notify their intention to attend the electronic meeting by completing Enclosure No. 7 and 8 from 9 April 2025 until the meeting is completed. After that, The company checked list of shareholders according to the information on the record date on 17 March 2025. All ready. The company will sent link to enter the system, including the system access manual will be sent to the email that the shareholder or proxy has registered with the Company from 23 April 2025 onwards for use in attending the electronic general meeting of shareholders (E-AGM).

If Shareholders are unable to attend the Meeting. The company suggest Shareholders can appoint proxy to independent director to attend the meeting and vote on their behalf. By specifying the name" **Mr. Kamthorn Udomritthiruj independent director and audit committee or Mrs. Supatdra Chuarrot independent director and audit committee**" as the names and profile appear as follows. **Enclosure No.10** is the proxy to attend the meeting and vote on behalf of this meeting, Please fill in the information and sign the proxy form. According to **Enclosure No.11**. Along with the stamp duty affixed and send the said proxy form together with this supporting document sent to the Company Secretary before the meeting or sent to the Company: Meechai Thailand Law Office company Limited, No. 223/96, 21st Floor, Country Complex, Building A, Sanphawut Road, Bangna - Tai Subdistrict, Bangna District, Bangkok 10260, within April 22, 2025 at 5.00 p.m. it would be greatly appreciated.

Shareholders can submit questions in advance regarding the agenda for the Annual General Meeting of Shareholders for the year 2024. According to **Enclosure No.12**, And sent to the Company Secretary before the meeting or send it to Meechai Thailand Law Officer Company Limited, No. 223/96, 21st Floor, Country Complex, Building A, Sanphawut Road, Bangna Tai Subdistrict, Bangna District, Bangkok 10260. Or send it via E-mail: info@everland.co.th **From April 9, 2025 until the meeting is completed.**

Should you have any questions about the proxy, please contact **Khun Kornkamon Luangwirun or Khun Chalalai Sasana Tel: 02-720-7797 or 02-720-7708 in the office hours.**

If any Shareholders require the Annual Report 2024 in hard copy, please fill in the form enclosed with the Invitation to the Meeting (**Enclosure No.13**) and submit to Fax No. 02-720-7808.

Sincerely Yours,



(Mr. Kamthorn Udomritthiruj)

Chairman of the Board

Everland Public Company Limited