

**Minutes of the 2024 Annual General Meeting of Shareholders
of
Everland (Public) Company Limited**

.....

The Hybrid Meeting (Physical and E-AGM) was held on Friday, April 26, 2024, at 10.00 hrs. at Grand Ballroom, 4th Floor, Hilton Bangkok Grande Asoke Hotel, No. 30, Soi Sukhumvit 21, Sukhumvit Road, Khlong Toei Nua, Wattana, Bangkok, in accordance with the rules set forth in the law related to the physical meeting and E-AGM. A total of 85 shareholders and proxies attending the meeting at the time of the meeting convened, holding 2,354,026,464 shares, representing 48.4888% of the total paid-up shares, divided into 38 shareholders, attending the meeting in person, totaling 252,595,359 shares, and 47 proxies, totaling 2,101,431,105 shares, constituting a quorum. Mr. Swechak Lochaya, the Chairman of the Board of Directors, presided over the meeting (“**Chairman of the Meeting**”). Then, more shareholders attended the meeting gradually on each agenda, resulting in a total number of 101 meeting attendees, totaling 2,396,246,773 shares or representing 49.3584% of the total paid-up shares.

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. 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:

Before introducing the Board of Directors and executives and presenting the methods for voting on each agenda item, the officer informed the meeting that additional had been made to Agenda8, Page 8, of the invitation letter as follows:

"In addition, the meeting is requested to consider and approve the authorization of the Chairman of the Board of Directors and/or individuals and/or groups of persons authorized by the Chairman of the Board of Directors to have the power to negotiate various terms and/or details involved, and to be the signatory in agreements for the purchase and sale of land with structures and/or memorandums of agreement, including the placement of signatures on any documents and certification of any documents related to said actions. This includes the placement of signatures in agreements for the purchase and sale of land and/or memorandums of agreement and the registration of the transfer of ownership of said land at the Land Office until said actions have been completed."

Then, the officers introduced the Board of Directors. At present, the Company has a total of 5 directors and all of them were presented at the meeting, representing 100% of the Company's total number of directors.

Board of Directors and Executives Attending the Meeting

- | | |
|-------------------------------|--|
| 1. Mr. Swechak Lochaya | Chairman of the Board of Directors and (Acting) Managing Director |
| 2. Mr. Kamthorn Udomritthiruj | Independent Director, Vice Chairman of the Board of Directors, and Chairman of the Audit Committee |
| 3. Miss Wanida Matchimanon | Independent Director and Vice Chairman of the Audit Committee |
| 4. Mrs. Supattra Chuarod | Independent Director and Member of the Audit Committee |
| 5. Miss Chanya Khongmun | Director |

Director of Accounting and Finance

Miss Thatchakorn Somjitchob

Representatives of Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited were as follows:

1. Miss Kornthong Luangvilai
2. Mr. Saruti Konglapamnuay

Representatives of Independent Financial Consultant from Capital Advantage Co., Ltd.

1. Mr. Pisit Jeungpraditpan
2. Ms. Saichalee Limapichat

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

Voting: Regarding the voting in any manner, shareholders can vote for approval and disapproval or abstain from voting on each agenda item. Each shareholder shall have one vote for each share.

1. The vote will be counted only disapproval or abstention from voting, deducted from the total number of votes.
2. The remaining votes shall be considered as a vote for approval.

Shareholders Attending the Meeting in the Meeting Room

3. The Company will collect ballots of shareholders who vote for disapproval or abstain from voting. Therefore, shareholders who disagree or abstain from voting are kindly requested to raise their hands so that the officer can collect the ballot to record the vote.
4. 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 in the system.

Shareholders Attending the Meeting via Electronic Media

5. Shareholders are requested to go to the E-Voting window to vote for each agenda within the specified time (1 minute). After casting a vote, the system will show a pop-up window to confirm the voting again. Press OK to confirm the vote. In voting for each agenda, only shareholders who vote for disapproval or abstain from voting shall cast a vote through the system for vote counting. Shareholders who vote for approval are not required to cast a vote through the system.
6. In the case where the shareholder wants to change the vote, this can be done by pressing and selecting re-vote. If the vote for any agenda item is closed, shareholders will not be able to vote or change their votes.
7. When you have finished voting, please return to the E-meeting window (Zoom program) to continue watching the video and audio of the meeting.

Vote Counting and Voting Base Calculation

8. The agenda items 2,4,5,6 and 8 require approval by a majority vote of shareholders attending the meeting and casting a vote. The Company shall calculate the voting base by counting only the votes of shareholders eligible to vote for approval and disapproval. However, the abstention from voting is not calculated as the voting base.
9. The agenda item 7 requires approval by a vote of not less than two-thirds of the shareholders attending the meeting and eligible to vote. The Company shall calculate the voting base by counting the votes of all shareholders attending the meeting and eligible to vote for approval, disapproval, and abstention from voting
10. In the following cases, the Company will consider it as a void ballot which shall not be counted as a vote.

- 10.1 There is no vote indicated in a ballot or there is no signature of the shareholder.
- 10.2 Ballot with crossed out, marks or text amended without signatures.
- 10.3 Ballot with voting on that agenda for more than 1 type (except in the case of custodian)

However, votes will be collected from ballots and e-voting through the system by the shareholder meeting service provider.

Rights to Express Opinions

Shareholders Attending the Meeting in the Meeting Room

11. Please 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.

Shareholders Attending the Meeting via Electronic Media

12. Please firstly inform the Meeting of your name-surname and indicate whether you attend the meeting in person or as a proxy. There are channels to submit questions during the meeting as follows:
 - 12.1 Q&A chat channel
 - 12.2 Audio chat channel. Meeting attendees shall press the button for raising hands and turn on the microphone on their devices. After the system controller sends an invitation, meeting attendees can join the chat. Please turn off the microphone after each chat.

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 rules, laws, and Privacy Policy of the Company for the purpose of the shareholders' meeting.

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

Agenda 1 To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholder

The Meeting Facilitator assigned the officer to clarify the details and voting procedures on this agenda as follows: The 2023 Annual General Meeting of Shareholders was held on April 25, 2023. There were 8 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 of this meeting.

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

Resolution The Meeting considered and passed the resolution to adopt the Minutes of the 2023 Annual General Meeting of Shareholders. Shareholders cast a vote for the resolution on Agenda 1 as follows:

Approval	2,356,454,906	Vote(s)	Equivalent to%	100.0000
Disapproval	0	Vote(s)	Equivalent to%	0.0000
Total	2,356,454,906	Vote(s)	Equivalent to%	100.0000
Abstention	0	Vote(s)		
Void ballot	0	Vote(s)		

of the total number of votes of shareholders attending the meeting and casting a vote.

- Remarks: 1. The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for approval and disapproval. The abstention from voting is not calculated as the voting base.
2. Three additional shareholders attended the meeting, totaling 2,428,442 shares.

Agenda 2 To acknowledge the Company's operating results for previous year and the 2023 Annual Report

The Meeting Facilitator assigned Miss Thatchakorn Somjitchob to report to the Meeting about the Company's operating results for the previous year and the 2023 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 2023 Annual Report (Form 56-1 One Report) in the form of QR-Code, submitted to shareholders.

Summary of Overview of Operating Results year 2023

The Company Group recognized 3 types of revenue, totaling 1,665.26 million Baht as follows:

1. Revenues from the sale of residential condominiums, single-detached houses and vacant lands amounted to 716.14 million Baht.
2. Revenues from hospital services amounted to 441.43 million Baht.
3. Other revenues amounted to 7.69 million Baht.

Regarding operating expenses, the Company Group's total expenses amounted to 1,994.39 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 350.91 million Baht.

The Meeting Facilitator then offered the shareholders an opportunity to ask questions on Agenda 2. However, no questions were raised by the shareholders on this agenda.

Resolution The Meeting acknowledged the Company's operating results for the year 2023 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, 2023

The Meeting Facilitator proposed to the Shareholders' Meeting to approve the financial statements of the Company for the year ended December 31, 2023, which had been audited by the certified public accountants of the Company. Miss Thatchakorn 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: Million Baht)

Descriptions	Consolidated Financial statement	Separate Financial Statements
Total Assets	6,626.13	6,220.71
Total Liabilities	4,353.70	4,219.12
Total Shareholders' Equity	2,272.43	2,001.59
Revenue from sales and services	1,657.57	450.19
Total Revenues	1,665.05	541.34
Profit (Loss) for the year from operation	(340.23)	(352.87)
Profit (Loss) total comprehensive for the year	(350.91)	(357.28)
Profit (Loss) for the year - Equity of parent company	(341.78)	(352.87)

Statement of Financial Position (Consolidated financial statement)

The Company's total assets amounted to 6,626.13 million Baht, decreased by 449.07 million Baht from the previous year or 6.35%, due to the transfer of ownership to the customers during the year, total liabilities at amount 4,353.70 million Baht, decreased by 103.77 million Baht or 2.33% from repayment of loans to the financial institution during the year and the advance received from the transfer of ownership of condominiums and single-detached houses to the customers. The shareholders' equity of the Company was 2,272.43 million Baht, decreased by 345.30 million Baht from the previous year or 13.19%, due to increasing accumulated losses of the Company in 2023.

Statement of Income (Consolidated financial statement)

The Company had total revenues of 1,665.05 million Baht, decreased by 357.25 million Baht or 17.66%, due to the decrease in transfer of ownership of any projects of the company group, the Company had the loss for the year of 340.23 million Baht, increased by 107.84 million Baht from the previous year.

The Meeting Facilitator then gave the shareholders an opportunity to ask questions on Agenda 3. There were shareholders raising questions as follows:

1. **Mr. Supol Chansophon (Shareholder):** About 70% - 80% of the approximately 3,000-unit Politan project was transferred in 2022 and 2023. This project should generate substantial revenue and profit for the company. Why did the company suffer losses in the past two years?

Mr. Swechak Lochaya (Chairman of the Board of Directors): Due to the recent economic conditions, the Group's purchasing power from customers has decreased due to the factors of the continuous increase in loan interest rates. As a result, customers' ability to buy houses is decreased. Therefore, when the sales turnover isn't fast enough, the Company has a higher financial cost burden, so we've suffered losses for the past 2 years. In this regard, the Company has adjusted its sales strategy, which are aimed at low-rise projects with a higher value from selling prices of about 3-4 million baht to selling prices of 5-6 million baht, because this group still has good purchasing power.

2. **Mr. Supol Chansophon (Shareholder):** I would like to know the Company's situation after this, where the ownership of large-scale projects has been transferred and where it's a transition from the condominium segment, which generates billions in revenue per year from low-rise sales. Will the expenses increase the company's losses? What are the guidelines?

Mr. Swechak Lochaya (Chairman of the Board of Directors): The Company is in the process of developing new strategies to support the market conditions and circumstances that have occurred during this period. A market gap needs to be found with studies on customer needs in each area. I've got to admit that the real estate business is a business that fluctuates up and down along with economic conditions. However, if we accelerate market studies to solve this problem, which may take time, I believe the results will be satisfactory.

3. **Mr. Supol Chansophon (shareholder):** What will the Company's situation be this year and next year?

Mr. Swechak Lochaya (Chairman of the Board of Directors): Based on the current market conditions of the real estate business, it is expected to remain stable compared to last year. As I said, the Company is looking for a market gap. If it turns out as planned, I believed the Company will have better profits.

When there were no further inquiries from shareholders, the Meeting Facilitator therefore asked the shareholders to cast a vote.

Resolution The Meeting considered and passed the resolution to approve the financial statements for the year ended December 31, 2023, which were audited by the auditor, according to the details proposed in all respects. Shareholders cast votes on Agenda 3 as follows:

Approval	2,359,095,570	Vote(s)	Equivalent to %	100.0000
Disapproval	0	Vote(s)	Equivalent to %	0.0000
Total	2,359,095,570	Vote(s)	Equivalent to %	100.0000
Abstention	0	Vote(s)		
Void Ballot	0	Vote(s)		

of the shareholders attending the meeting and casting a vote

- Remarks :** 1. The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for approval and disapproval. But the abstention from voting is not calculated as the voting base.
2. 6 additional shareholders and proxies attended the meeting, totaling 90,684 shares.

Agenda 4 To consider and approve the omission of allocation of profits and legal reserve for the year 2023 and the omission of dividend payment

The Meeting Facilitator 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 (1992) and Article 46 of the Company's Articles of Association, it stipulated that dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

According to the Company's operating results in the fiscal year ended December 31, 2023, the Company had net losses from the consolidated financial statements of 350.91 million Baht and net losses from the Company financial statements amounted to 357.28 million Baht

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 2023 and omission of dividend payment to shareholders.

The Meeting Facilitator then offered the shareholders an opportunity to ask questions on Agenda 4. However, no questions were raised by the shareholders on this agenda. The Meeting Facilitator 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 2023 and omission of dividend payment to shareholders as proposed by the Chairman in all respects. The shareholders cast votes for Agenda 4 as follows:

Approval	2,359,095,571	Vote(s)	Equivalent to %	100.0000
Disapproval	0	Vote(s)	Equivalent to %	0.0000
Total	2,359,095,571	Vote(s)	Equivalent to %	100.0000
Abstention	0	Vote(s)		
Void ballot	0	Vote(s)		

of the total number of votes of shareholders attending the meeting and casting a vote.

- Remarks :** 1. The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for approval and disapproval. But the abstention from voting is not calculated as the voting base.
2. One additional shareholder attended the meeting, totaling 1 share.

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

The Meeting Facilitator 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.

In 2024, there were 2 directors who would retire by rotation, namely,

1. Mr. Kamthorn Udomritthiruj Vice Chairman of the Board of Directors / Chairman of the Audit Committee and Independent Director
2. Mr. Sawechak Lochaya Chairman of the Board of Directors

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, 2023, to December 31, 2023. 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) Mr. Kamthorn Udomritthiruj and 2) Mr. Sawechak Lochaya who retired by rotation at this time, to be the Company's director for another term.

The Independent directors who nominated by the shareholders, have taken the position for 9 years consecutively. The Board of directors deemed that they were an independent director who could give opinions independently in accordance with relevant criteria and apply knowledge and capabilities to provide suggestions that were beneficial to the Company's business operations. Two nominated directors are fully qualified according to the Public Limited Company Act B.E. 2535 (1992) and the relevant notifications of the Capital Market Supervisory Board.

The Meeting Facilitator then gave the shareholders an opportunity to raise questions on Agenda 5. However, there were no further inquiries from shareholders on this agenda. The Meeting Facilitator therefore 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 Meeting Facilitator in all respects. The shareholders cast votes for Agenda 5 as follows:

- 1) Mr. Kamthorn Udomritthiruj : Position: Vice Chairman of the Board of Directors / Chairman of the Audit Committee and Independent Director resumed the position for another term.**

Approval	2,359,125,573	Vote(s)	Equivalent to %	100.0000
Disapproval	0	Vote(s)	Equivalent to %	0.0000
Total	2,359,125,573	Vote(s)	Equivalent to %	100.0000
Abstention	0	Vote(s)		
Void ballot	0	Vote(s)		

of the total number of votes of shareholders attending the meeting and casting a vote.

- Remarks:
- 1) Three additional shareholder and proxy attended the meeting, totaling 30,002 shares.
 - 2) The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for approval and disapproval. The abstention from voting is not calculated as the voting base.

2) Mr. Swechak Lochaya: Chairman of the Board of Director resumed the position for another term.

Approval	2,359,125,573	Vote(s)	Equivalent to %	100.0000
Disapproval	0	Vote(s)	Equivalent to %	0.0000
Total	2,359,125,573	Vote(s)	Equivalent to %	100.0000
Abstention	0	Vote(s)		
Void ballot	0	Vote(s)		

of the total number of votes of shareholders attending the meeting and casting a vote.

Remark : The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for approval and disapproval. The abstention from voting is not calculated as the voting base.

Agenda 6 To consider and determine the remuneration of the Board of Directors and the Audit Committee for the year 2024

The Meeting Facilitator assigned the officer to clarify this matter to the Meeting as follows:

According to Section 90 of the Public Company Act B.E. 2523 (1980) 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 and entitled to vote.

1. Meeting allowance

Meeting Allowance of the Board of Directors

Position	Meeting Allowances (Baht/Meeting)	
	Year 2024 (Year proposed)	Year 2023
Chairman of the Board of Directors	10,000	10,000
Vice Chairman of the Board of Directors	7,500	7,500
Director	5,000	5,000

Meeting Allowance of the Audit Committee is equivalent with Year 2023

Position	Meeting Allowances (Baht/Meeting)	
	Year 2024 (Year proposed)	Year 2023
Chairman of the Committee	42,500	42,500
Vice Chairman of the Committee	40,000	40,000
Member of the Committee	10,000	10,000

2. Bonus for directors : - N/A- with the same rules as those in 2023

3. Other Benefits : - N/A- with the same rules as those in 2023

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 2024 as proposed by the Chairman. The shareholders cast votes for Agenda 6 as follows:

Approval	2,396,246,773	Vote(s)	Equivalent to %	100.0000
Disapproval	0	Vote(s)	Equivalent to %	0.0000
Abstention	0	Vote(s)	Equivalent to %	0.0000
Total	2,396,246,773	Vote(s)	Equivalent to %	100.0000
Void ballot	0	Vote(s)		

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 approval and disapproval. The abstention from voting is not calculated as the voting base.

Agenda 7 To consider and appoint auditors and determine the auditor's remuneration for the year 2024

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 2024.

As a result, the Board of Directors considered and proposed this matter to the Shareholders' Meeting to consider and approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos 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 2024. The list of auditors was as follows:

List of Auditors	Certified Public Accountant Registration Number	Number of years affixing signature to certify the Company's financial statements for the past 7 years
Miss Kornthong Luangvilai	Certified Public Accountant Registration No. 7210 or	1 year (Year 2023)
Mr. Chavala Tienpasertkij	Certified Public Accountant Registration No. 4301 or	-
Miss Vayuree Jirakittidul	Certified Public Accountant Registration No. 9140 or	
Miss Sophaphan Saptippayarattana	Certified Public Accountant Registration No. 6523	-

or 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 2024

Company	Auditor's Remuneration Year 2024 (Year proposed)	Auditor's Remuneration Year 2023	Increase/(Decrease)
Everland PLC	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	-

Remarks: This excluded other service charges and other expenses (Non-Audit Fees) actually paid by the Company. (same rules as those in 2023)

2. Auditing fees of subsidiaries may change according to the number of subsidiaries and/or real workload during the year.

The Meeting Facilitator then gave the shareholders an opportunity to raise questions on Agenda 7. However, there were no further inquiries from shareholders on this agenda. The Meeting Facilitator therefore 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 2024 as proposed by the Chairman in all respects. The shareholders cast votes for Agenda 7 as follows:

Approval	2,396,246,773	Vote(s)	Equivalent to %	100.0000
Disapproval	0	Vote(s)	Equivalent to %	0.0000
Total	2,396,246,773	Vote(s)	Equivalent to %	100.0000
Abstention	0	Vote(s)		
Void ballot	0	Vote(s)		

of the total number of votes of shareholders attending the meeting and casting a vote.

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

Agenda 8 Consideration of entry into a connected transaction with Suwinthawong Gold Asset Co., Ltd. to purchase land with structures on Land Title Deeds No. 114831, 117145 and 117147 for a total area of 14-2-14.80 rai (5,814.80 w²) located in Lam Phakchi Sub-district, Nong Chok District, Bangkok.

The Chairman of the meeting assigned Mr. Pattarachaya Thanakijwanich to clarify the following details as shown in the documents:

Whereas the Company intends to acquire land with structures located on the land of Suwinthawong Gold Asset Co., Ltd., Land Title Deeds No. 114831, 117145 and 117147 with a total area of 14-1-114.80 rai (5,814.80 square wa). The land is located in Lam Phakchi Sub-district, Nong Chok District, Bangkok for the purpose of developing a housing construction project in the form of single homes. The main details are as follows:

1. Parties to the Agreement

Buyer: Everland Public Company Limited "EVER "

Seller: Suwittanawong Gold Asset Co., Ltd. " SWG"

2. Type of Relationship

SWG has M.R. Sasijutapa Varavarn as the company's director and the largest shareholder. M.R. Sasijutapa Varavarn is the mother of Mr. Swechak Lochaya, who is the Chairman of the Company's Board of Directors, and the mother of Mr. Jomsap Lochaya, who is a major shareholder (currently holding 12% of the shares) of the total issued and paid-up shares of the Company.

3. Assets to be Bought-Sold

The land with structures located on the land of Suwinthawong Gold Asset Co., Ltd. in the amount of 3 lots located in Lam Phakchi Sub-district, Nong Chok District, Bangkok. The total transaction price, including services fees, is approximately 167,500,734.65 baht. The details are as follows:

No.	Deed No.	Lot No.	Total Area			Total Area	Selling Price per sq.w. (baht)	Selling Price (mil. baht)	Owner-ship Transfer Fee (baht)	Including Selling Price and Ownership Transfer Fees (mil. baht).
			Rai	Ngan	Wa					
1	114831	479	13	1	63.30	5,363.30	30,000	160.90	3.53	164.43
2	117145	482	0	0	24.00	24.00	6,500	0.16	<0.01	0.16
3	117147	484	1	0	27.50	427.50	6,500	2.78	0.13	2.91
Total Area			14	2	14.80	5,814.80		163.83	3.67	167.50

Remarks: Because Lot No. 2 and No. 3 was sold by the Company to Suwinthawong Gold Asset Co., Ltd. to be used for public benefit in compliance with the resolution on 12 May 2023 the Company has negotiated to repurchase it at the original price of 6,500 baht per square wa.

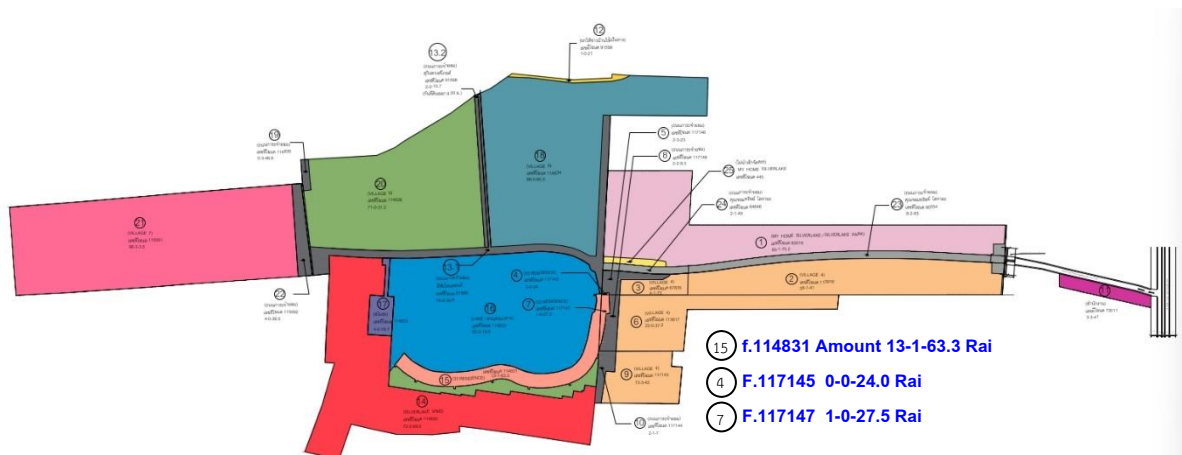


Image showing the locations of all 3 land title deeds.

4. Transaction Size

This land purchase transaction is considered a connected transaction according to the announcement on connected transactions. The total value of compensation and assets is 167.50 million baht. The transaction size was calculated by using the consolidated financial statements for the year ending 31 December 2023, which were audited by the auditor, and account for **7.91% of the Company's net tangible asset value**. Thus, it is a large transaction worth more than 20 million baht and more than 3% of the Company's net tangible asset value. When combined with the same type of transaction during the 6-month period of the connected transaction (22 Oct 2023 – 22 Feb 2024), the **total transaction size is equal to 10.55% of the Company's net tangible asset value (NTA)**,

which is classified as a large, connected transaction. Therefore, the Company had to request approval from a meeting of the Company's shareholders to enter into the above transaction. The approval of the shareholders' meeting requires a shareholders' meeting with no less than three-fourths of the total number of votes of the shareholders attending the meeting who have eligibility to vote, excluding the votes of stake-holding shareholders

Independent Financial Advisor's Opinion

1. **There are sufficient** sources of capital to enter into the transaction.
2. **The conditions** in the summary of the essence of the draft contract to buy and sell the land **are suitable**.
3. The total trading value of 167.50 million baht **is an unreasonable** price. In the opinion of the independent financial advisor, the total trading value should be 138.22 million baht. Therefore, the Independent Financial Advisor is of the opinion that shareholders should not approve this connected transaction.

Opinion of the Company's Board of Directors: The Board of Directors has considered the opinions of the Independent Financial Advisor and the management, which can be compared as follows:

Issue	Financial Advisor's Opinion	Management's Opinion
Sufficiency of Funding Sources	The Company will have sufficient sources of capital to enter into this land acquisition transaction.	<p>The Company has good relationships with many financial institutions. Every current project is supported by credit lines from financial institutions. In the past, the Company's projects have fully repaid loans in compliance with the specified conditions, so the Company has earned the confidence of financial institutions, who are ready to support the Company's new projects.</p> <p>The Company's directors and shareholders (Mr. Swechak Lochaya) are ready to support the amount of money to be used in purchasing the property.</p> <p>The company's debt-to-equity ratio is 1.9 times, and it is still possible to apply for an additional credit line because the threshold of financial institutions is no more than 3 times.</p> <p>The Company also has cash flow from sales after deducting debt repayment with financial institutions. The Company can manage the cash flow as part of the financing source for the acquisition of this asset.</p>

Issue	Financial Advisor's Opinion	Management's Opinion
Suitability of Entering the Transaction	It is suitable to enter the transaction.	<p>The Company has estimated the taxes, fees, and expenses associated with the transfer of ownership. The Company is responsible for half of the fees with the buyer, which is in accordance with the terms of routine practice, except for the sale and transfer of ownership of the 2 lots of land the Company once sold to SWG in May 2023. At the time, all expenses related to the transfer of ownership were the responsibility of the buyer, namely SWG.</p> <p>Therefore, in negotiating the terms and conditions this time, the other party to the contract is SWG as in the past, so the Company used the same guidelines as in the previous operation. Thus, this time, EVER, who is the buyer, is responsible for all costs involved in the transfer of ownership.</p>
Price Suitability (The details of the price difference between the financial advisor's opinion and the Company's consideration are as shown in the table below).	The IFA's opinion is that the land purchase price is unreasonable because EVER's purchasing price of 167.5 million baht is 25.61 million baht higher. The IFA's opinion is that the value should be 141.89 million baht.	<p>The difference between the price in the opinion of the independent financial advisor and the sales price this time is approximately 25.61 million baht (transfer costs not included). The Company's opinion is that, due to the location of the land, which is adjacent to a lake, it is unique and not generally available for sale. Furthermore, there are only 33 lots. In addition, the Company's profit from the project remains acceptable.</p> <p>The price of the land to be bought is based on the appraisal price of an independent appraiser, who set the purchase price of all the land to be traded at 30,000 baht/w², which is the price set for cases where the land has been allocated.</p>

Issue	Financial Advisor's Opinion	Management's Opinion
		Currently, SWG, the seller of the land this time, has applied for a land allocation permit, which is expected to be approved soon. This is also compliant with the terms of the land purchase.

The details of the price difference between the opinion of the financial advisor and the Company's consideration are shown in the following information:

No.	Deed No.	Area (w ²)	Area Utilization	IFA Opinion		Company Opinion		Million Baht Difference
				Price (baht/w ²)	Million Baht	Price (baht/w ²)	Million Baht	
1	114831	3,655.80	33 Lots of Land for Sale	30,000	109.67	30,000	109.67	
2	114831	1,707.50	Common Land Area	15,000	25.61	30,000	51.22	25.61
3	117145	24	Common Land Area	6,500	0.16	6,500	0.16	
4	117147	427.5	Common Land Area	6,500	2.78	6,500	2.78	
		5,814.8			138.22		163.83	25.61

Based on the abovementioned information, the opinions of the Company's Board of Directors can be summarized as follows:

1. The transaction is a reasonable action for the Company's business operations and will benefit and generate income for the Company.
2. The Company has good relationships with financial institutions and has fully repaid loans in compliance with terms, so it has earned the confidence of financial institutions, which are ready to provide support. Furthermore, the Company's debt-to-shareholder equity ratio has not yet reached the threshold set by the financial institutions. Apart from the source of financing from loans from financial institutions, the Company also has a source of funds in the remaining cash flow from operations, and the Company's directors are ready to support this investment.
3. The sales price is based on the appraisal price set by the independent appraiser set in case the land was allocated. The Company has monitored the process of applying for an allocation permit and is definitely confident that the Company will receive the allocation permit. In addition, when the characteristics of the land are considered, the land has a special feature in that it is located next to a lake, which is a unique feature that is usually not available for sale. The number of lots used for development for the project is limited to 33 lots. The Company is of the opinion that the price difference provided by the Independent Financial Advisor is approximately 25.61 million baht. The Company has given the matter consideration and found that the Company still has an acceptable level of profit from the project because the Company is in the process of planning the work and the information in the plan is sensitive information potentially affecting the Company's competitive capacity. Therefore, the Company is not yet able to disclose the work plans in detail to inform the Independent Financial Advisor. In addition, the Company has an existing team with knowledge and experience in project development. The Company does not need to recruit additional personnel, which will lead to cost-efficient use of resources and personnel. For the ownership transfer fees, the Board of Directors is of the opinion that each party will be responsible for half of the fees for Land Title Deed No. 114831 (amount: 13-1-63.3 rai) and Land Title Deed No. 117145 and 117147 (amount: 0-0-451.5 rai). The buyer, the Company, will be responsible for ownership transfer fees in the same way as the previous transaction.

4. The difference between the price in the opinion of the Independent Financial Advisor and the price to be traded this time is about 25.61 million baht (transfer fees not included) because the location of the land is land next to the lake, and this type of land is not generally available for sale. In addition, the Company has an acceptable level of profit from the project. The sales price for the land is based on the appraisal price of an independent appraiser, who set the purchase price of all the land to be traded at 30,000 baht/w², which is the price set in case the land was allocated. Currently, SWG, the seller of the land this time, has applied for a land allocation permit, which is expected to be approved soon. This is also in accordance with the terms for land purchase.

In addition, although directly entering into the development of real estate projects instead of being a project management service provider may cause the Company to bear more risks in business operations, the Company, as a business operator in the real estate development business for more than 30 years, has assessed the increased risk as a normal risk in the same way the Company already faces risks in the development of the Company's other real estate projects, such as the risk of reduced demand or consumer buying power for residences causing sales to fail at meeting the set targets, the risks from increases in the price of construction materials and risks from fluctuations in interest rates and access to financing, etc.

Thus, consideration and approval of the connected transaction to purchase land with structures located on the land with Suwinthawong Gold Asset Co., Ltd. and the request for the meeting to consider and approve the authorization of the Chairman of the Board of Directors. and/or individuals and/or groups of persons authorized by the Chairman of the Board of Directors to have the power to negotiate the terms and/or details involved, in addition to being the signatory of the agreement to purchase and sell the land with structures and/or memorandums of agreement, as well as signing any documents and certifying any documents related to the actions. In addition, the Land Purchase Agreement and/or Memorandum of Understanding shall be signed at the end of the agreement and the registration of the transfer of ownership of the land will be done the Land Office until the action is complete.

Next, the Chairman of the meeting then gave the shareholders the opportunity to ask questions on Agenda8. The Chairman of the meeting, therefore, moved for the shareholders to vote.

Resolution: The meeting took the matter under consideration and passed a resolution to approve the connected transaction for the purchase of land with the structures located on the land with Suwinthawong Gold Asset Co., Ltd., Land Title Deed No. 114831, 117145 and 117147 for a total area of 14-2-14.80 rai (5,814.80 w²) located at Lam Phakchi Sub-district, Nong Chok District, Bangkok, as proposed by the meeting, excluding the votes of shareholders who were stakeholders in this agenda item. [The shareholders voted on Agenda8 as follows:

Approval	1,327,341,829	Vote(s)	Equivalent to %	99.7490
Disapproval	3,340,602	Vote(s)	Equivalent to %	0.2510
Abstention	0	Vote(s)	Equivalent to %	0.0000
Total	1,330,682,431	Vote(s)	Equivalent to %	100.0000
Void ballot	0	Vote(s)		

of the total number of votes of shareholders attending the meeting and casting a vote.

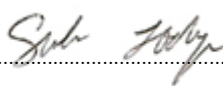
- Remark 1) The number of shares of shareholders in attendance at the meeting who were eligible to vote on this agenda was 1,330,682,431 shares. There were 11 shareholders who were stakeholders in this agenda item, equaling 1,065,564,342 shares.
- 2) The Company calculates the voting base by counting only the votes of shareholders who have the right to vote for approval and disapproval. The abstention from voting is not calculated as the voting base.

Agenda 9 To consider other matters

- There were no other matters proposed for consideration.

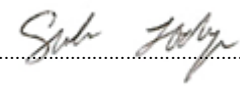
When there are no questions and suggestions from shareholders, the Chairman of the Meeting expressed thanks to the shareholders for attending this meeting and declared the meeting adjourned.

Meeting adjourned at 15:44 hrs.

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

Certify that it is correct.



Signed.......... Director
(Mr. Swechak Lochaya)