

(Information Memorandum)**Description, Condition and Major Characteristics of The Warrants to purchase the ordinary shares of the Company of EVER Public Company Limited Series 4 (EVER-W4)****Number of Warrants** 1,616,399,635 Units**Underlying Shares** 1,616,399,635 Shares (par value of baht 1.00 per share)

Issuer Allocated to the existing shareholders of the Company (Right Offering) at the rate of 3 existing ordinary shares per 1 warrant. In the event that there is a fraction of the warrants remaining from the calculation according to the allocation ratio of the warrants The whole number of such fractions shall be cut off. By specifying the names of shareholders who are entitled to receive warrants to purchase ordinary shares (Record Date) on February 18, 2022

Major Holders As of April 1, 2022

	Name	No. of warrants	% of present listing Warrants
1	Mr.Swechak Lochaya,s Group ¹	354,546,879	21.93%
	1.1 Mr.Swechak Lochaya	160,256,233	9.91%
	1.2 Mr.Jormsup Lochaya	194,199,680	12.01%
	1.3 M.R.Sasijutapa Varavarn	90,966	0.01%
2	Mrs.Daranee Attanand's Group ¹	328,569,588	20.33%
	2.1 Mrs. Daranee Attanand	326,172,919	20.18%
	2.2 Miss Pimparuda Attanand	2,023,337	0.13%
	2.3 Miss Pechayada Attanand	336,666	0.02%
	2.4 Mr. Warat Attanand	36,666	0.00%
3	Thai NVDR Co.,Ltd	61,868,391	3.83%
4	Mr. Songkram Cheewaparwatdhamrong	35,444,040	2.19%
5	Miiss Thongphian Saensoi	28,439,033	1.76%
6	Mrs.ChuenThip Jirapornprapa's Group ¹	20,518,533	1.27%
	6.1 Mrs.ChuenThip Jirapornprapa	18,518,500	1.15%
	6.2 Mr.Siraprasert Jirapornprapa	1,000,033	0.06%
	6.3 Mr.Siraprasert Jirapornprapa	1,000,000	0.06%
	6.4 Mrs.Paretida Jirapornprapa	19,066,666	1.18%
7	Mr.Prasong Manaying's Group ¹	19,066,666	1.18%
	7.1 Mr.Prasong Manaying	15,000,000	0.93%
	7.2 Mrs.Pronpan Manaying	2,966,666	0.18%
	7.3 Miss SuchaManaying	1,100,000	0.07%

Name		No. of warrants	% of present listing Warrants
8	Mr.Kriengsak Wongchotpintong's Group ¹	14,405,400	0.89%
	8.1 Mr.Kriengsak Wongchotpintong	10,426,820	0.65%
	8.2 Mrs.Sunee Wongchotpintong	3,140,580	0.19%
	8.3 Mr.Wicha Wongchotpintong	670,000	0.04%
	8.4 Mr.Supoj Wongchotpintong	88,000	0.01%
	8.5 Miss Thipprapa Wongchotpintong	80,000	0.00%
9	Mr. Somchai Hongrattavichit	12,999,999	0.80%
10	Mrs.SomSree Tangtirawat	12,400,000	0.77%
Total		888,258,529	54.95%
11	Other	728,141,106	45.05%
Grand Total		1,616,399,635	100.00%

Note 1. Grouping as a same group of shareholders (such as same last name)

Exercise Right of Warrants

1.The warrant holders can exercise their rights of EVER-W4 to purchase the Company's ordinary shares 6 times on the of 30 June2022, 30 September 2022, 30 December 2022, 31 March 2023, 30 June 2023 and 29 September 2023 (the last exercise date). In the event that the date of assignment of rights falls on a working holiday, Each exercise date shall be postponed to the last business day prior to such exercise date.

There is no condition that the company has the right to ask the warrant holders to exercise the warrants before exercised period as mentioned on the above paragraphs.

2. Warrant holders must exercise for not lower than 100 new ordinary shares or the multiples of 100 ordinary shares, except.

(a) The warrant exercise is for the whole number of 100 new ordinary shares or less.

(b) In the last exercise period, warrant holders can exercise for any new ordinary shares (1 warrant : 1 new ordinary share; delete any fraction of shares, except there is an adjustment of exercise right and ratio).

3.Notification of Warrant Exercise Period

Warrant holders who wish to exercise their rights to purchase the Company's ordinary shares shall give notification of such intention during 9.30 a.m. to 15.30 p.m. within 5 business days prior to each exercise date ("the notification period"). For the last Exercise Date, the warrant holders have to notify their intention to exercise within 15 days prior to the last exercise date ("the last notification period").

The Company will not close the warrant registration book, except on the last exercise period where it will close the warrant registration book 21 days before the last exercise date. Then, the Stock Exchange of Thailand will post a SP sign for 2 business days prior to the warrant book closing date until the last notification date. In the case that the first

book closure date falls on the date on which the SET is closed for business, such first book closure date shall be rescheduled to the preceding Business Day.

The Company will notify and inform the warrant holders regarding the Exercise Date, the Notification Period, exercise ratio, exercise price, the Contact Venue of Exercise and more detail (if any) via the electronic media dissemination system of SET at least 5 business days prior to each notification period. For the last exercise date, the Company will also deliver such details to the Warrant Holders whose names appear in the Warrant Holders Register Book on the book closing date via registered mail.

Adjustment of Exercise Price and Exercise Ratio

The Company shall adjust the exercise Price and the exercise ratio throughout the term of warrants every time (or the adjustment of warrant units as a replacement for the adjustment of the exercise ratio) of the following events takes place for the purpose of maintaining benefits and rights to the warrant holders in a way that the benefits and rights will not be less than originally granted:

(a) The Company changes the par value of its shares as a result of the split or consolidation of its issued ordinary shares.

(b) The Company offers to sell its ordinary shares to the existing shareholders, public, and/or private placement with the average price of the newly issued ordinary shares is lower than 90 percent of "the market price of the Company's ordinary shares."

(c) The Company offers to sell the existing shareholders and/or the public and/or private placement any newly issued securities e.g. convertible debentures or warrants which give right to the holders to convert to or purchase ordinary shares of the Company and the average price of the newly issued ordinary shares to accommodate the exercise of such right is lower than 90 percent of "the market price of the Company's ordinary shares".

(d) The Company pays all or part of the dividend with ordinary shares to its existing shareholders.

(e) The Company pays dividends of more than 80 percent of the net profit of the separate financial statements after tax for each accounting period during the term of warrants.

(f) There are any events not mentioned in (a) through (e) that cause warrant holders to lose their right and benefits. The calculations and methods for

a) The Company changes the par value of its shares as a result of the split or consolidation of its issued ordinary shares as announced through the SET electronic information dissemination system.

1. Exercise price shall be adjusted as follows.

$$\text{Price 1} = \frac{\text{Price 0} \times \text{Par 1}}{\text{Par 0}}$$

2. Exercise ratio shall be adjusted as follows.

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times \text{Par 0}}{\text{Par 1}}$$

where, Price 1 is the new exercise price
 Price 0 is the existing exercise price
 Ratio 1 is the new exercise ratio
 Ratio 0 is the existing exercise ratio
 Par 1 is the new par
 Par 0 is the existing par

(b) The Company offers to sell its ordinary shares to the existing shareholders, public, and/or private placement with the average price of the newly issued ordinary shares is lower than 90 percent of "the market price of the Company's ordinary shares".

The adjustment of exercise price and exercise ratio will be effective immediately from the first day an investor will not receive the right to participate in the newly issued ordinary shares (the first day that SET posts an XR sign) in the case of right issue and/or the first day of public offering and/or private placement, whichever is applicable;

"The average share price of new ordinary shares" is calculated from the total payment the Company has received (after deducted by expenses (if any)), divided by the total number of new ordinary shares that are issued at that time.

"The market price of the Company's ordinary shares" is equal to "the weighted average ordinary share price of the Company" that has been traded during the last 7 trading days prior to the calculation date.

"The calculation date" is the first day an investor will not receive the right to participate in the newly issued ordinary shares (the first day that SET posts an XR sign) in the case of right issue and/or the first day of public offering and/or private placement, whichever is applicable;

In case, "the average share price of the Company" cannot be defined, as there is no trading history during the period, the Company shall, instead, find a fair price for calculation purpose.

In case, there is more than 1 offering price of an ordinary share under the same subscription conditions, the average share price of new ordinary shares shall be calculated by an average of such offering prices. However, in case, such offering prices are under different subscription conditions, the calculation shall base only on the offering prices that are less than 90 percent of the market price of the Company's ordinary shares.

1. Exercise price shall be adjusted as follows.

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BX}]}{[\text{MP} \times (A+B)]}$$

2. Exercise ration shall be adjusted as follows.

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [(\text{MP} \times (A+B))]}{[(A \times \text{MP}) + \text{BX}]}$$

Where, Price 1 is the new exercise price

Price 0 is the existing exercise price

Ratio 1 is the new exercise ratio

Ratio 0 is the existing exercise ratio

MP is the market price of the Company's ordinary shares

A is the number of the Company's paid up ordinary shares at the book closing date for newly issued ordinary shares to existing shareholders and/or prior to the first date of subscription period of newly issued ordinary shares to the public and/or private placement, whichever is applicable.

B is the number of newly issued ordinary shares, allocated to existing shareholders, the public, and/or private placement, whichever is applicable.

BX is the total payment the Company has received (after deducted by expenses (if any)) from existing shareholders, the public, and/or private placement

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(c) The Company offers to sell the existing shareholders and/or the public and/or private placement any newly issued securities e.g. convertible debentures or warrants which give right to the holders to convert to or purchase ordinary shares of the Company and the average price of the newly issued ordinary shares to accommodate the exercise of such right is lower than 90 percent of "the market price of the Company's ordinary shares".

The adjustment of exercise price and exercise ratio will be effective immediately from the first day an investor will not receive the right to participate in the newly issued ordinary shares in the case of right issue and/or the first offering day of any securities that can be converted to ordinary shares and/or private placement, whichever is applicable;

"The average share price of new ordinary shares for the exercise of convertible securities" is calculated from the total payment the Company has received from selling securities that can be converted to new ordinary shares (after deducted by expenses (if any)) exercise, divided by the total number of new ordinary shares that are issued to accommodate such securities.

"The market price of the Company's ordinary shares" has the same definition as (b)

"The calculation date" is the first day an investor will not receive the right to participate in the newly issued ordinary shares in the case of right issue and/or the first offering day of convertible securities and/or the public offering and/or private placement, whichever is applicable;

1. Exercise price shall be adjusted as follows.

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BX}]}{[\text{MP} \times (A+B)]}$$

2. Exercise ratio shall be adjusted as follows.

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [(\text{MP} \times (A+B))]}{[(A \times \text{MP}) + \text{BX}]}$$

Where, Price 1 is the new exercise price

Price 0 is the existing exercise price

Ratio 1 is the new exercise ratio

Ratio 0 is the existing exercise ratio

MP is the market price of the Company's ordinary shares

A is the number of the Company's paid up ordinary shares prior to the book closing date for subscription of convertible securities and/or the first offering date of convertible securities to the public and/or the private placement whichever is applicable.

B is the number of the Company's newly issued ordinary shares to accommodate for the subscription of convertible securities and/or the first offering date of convertible securities to the public and/or the private placement, whichever is applicable.

BX is the total payment received (after deducted any expense, if any) from the subscription of convertible securities and/or the first offering date of convertible securities to the public and/or the private placement, and the total payment received from converting such securities.

(d) The Company pays all or part of the dividends with ordinary shares to its existing shareholders. The adjustment of the exercise price and the exercise ratio will be effective immediately from the first day an investor will not receive the right to participate in the dividend payment (the first day that SET posts an XD sign).

1. Exercise price shall be adjusted as follows.

$$\text{Price 1} = \frac{\text{Price 0} \times A}{(A+B)}$$

2. Exercise ratio shall be adjusted as follows.

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (A+B)}{A}$$

Where Price 1 is the new exercise price
 Price 0 is the existing exercise price
 Ratio 1 is the new exercise ratio
 Ratio 0 is the existing exercise ratio
 A is the number of paid up ordinary shares prior to the book closing date for dividend payment.
 B is the number of stocks dividend

(e) The Company pays dividends of more than 80 percent of the net profit of the separate financial statements after tax for each accounting period during the term of warrants. The adjustment of the Exercise Price and the Exercise Ratio will be effective immediately from the first day an investor will not receive the right to participate in the dividend payment (the first day that SET posts an XD sign).

The dividend payout ratio is calculated from the actual dividend paid divided by net profit in the same accounting year. The actual dividend paid includes interim dividends during the accounting year.

"The market price of the Company's ordinary shares" has the same definition as (b)

"The calculation date" is the first date that shareholders of ordinary shares are not entitled dividend.

1. Exercise price shall be adjusted as follows.

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{MP} - (D - R)]}{\text{MP}}$$

2. Exercise ratio shall be adjusted as follows.

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times \text{MP}}{[\text{MP} - (D - R)]}$$

Where Price 1 is the new exercise price
 Price 0 is the existing exercise price
 Ratio 1 is the new exercise ratio
 Ratio 0 is the existing exercise ratio
 MP is the market price of the Company's ordinary shares
 D is the actual dividend paid to shareholders
 R is the dividend paid per share, based on the payout of 80 percent net profit after Tax

(f) In case, there are any event not mentioned in (a) through (e) that cause the Warrant holders to lose their right and benefits. In this case, the Company shall consider adjusting exercise price and exercise ratio (including changing number of warrants instead of exercise ratio) deems appropriate and to maintain benefit of existing warrant holders and that the decision is considered final. The Company shall inform the SEC of details of such decision within 15 days from the date that trigger the adjustment of their right.

(g) The calculation of the adjustment to the exercise price and the exercise ratio in accordance with (a) through (f) is independent of each other. In cases where these events simultaneously occur, the calculation shall be conducted in the manner of descending order from (a) (e) (d) (b) (c) (f), and the decimals for the exercise price and the exercise ratio shall be maintained at three and five decimal places respectively, for each calculation.

(h) The calculation of the adjustment to the exercise price and the exercise ratio in accordance with (a) through (f) shall not cause the increase in the exercise price and/or the decrease in the exercise ratio, except in the case of the share consolidation. The payment received from warrant exercise is calculated from the new exercise price multiplied the number of ordinary shares (the number of ordinary shares is calculated from the new exercise ratio multiplied by the units of warrants; delete any fraction of shares). If the calculated exercise price after adjustment (to three decimal places) when multiplied by the number of ordinary shares to be exercised in each notification of intention to exercise, is a fraction of Baht, such a fraction shall be ignored. In case where the adjustment to the exercise price causes the new exercise price to be below the par value of the Company's ordinary shares, the par value of the Company's shares shall be used as the new exercise price. The newly exercise ratio the exercise ratio calculated from the adjustment of exercise ratio under (a)-(f), wherever applicable.

(i) Regarding the adjustment of the Exercise Price and the Exercise Ratio as mentioned in (a) – (f), the Company shall notify the details and reasons of such adjustment to warrant holders and the Stock Exchange of Thailand through the via the electronic media dissemination system of SET. The Company will adjust the rate and Price of Warrants or immediately prior to the exercise price or conversion is effective.

(j) The company will not change exercise price and exercise ratio including expand expiry date of warrants unless the company will adjust the conditions and not called early exercise.

(k) The company may consider the adjustment of the exercise price along with the issuance of new warrant instead of adjustment of the exercise ratio. However, if the company issues the reserved shares, the company will propose the resolution of shareholders' meeting approving the issuance of the reserved shares to SEC before the adjustment. And, the company will be approved for the allotment of new warrant.

Silent Period (If any) -None-

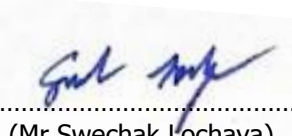
Others (If any) -None-

Financial Advisor -None-

Prepared By

EVERLAND Public Company Limited

Signed.....


(Mr.Swechak Lochaya)
Chairman of the board

