

Ref. ever/list 005/2024

March 5, 2024

To : President

The Stock Exchange of Thailand

Subject : Notification of the resolution of the Board of Directors Meeting No. 3/2024, adding agenda items regarding connected transactions and setting the Record Date.

Enclosure : 1. Information on connected transactions.

Everland Public Company Limited (the "Company" or "EVER") would like to inform you of the resolutions of the Board of Directors Meeting No. 3/2024 on March 5, 2024 via Zoom-Meeting. as follows:

1. Resolved to cancel the determination of the list of shareholders who have the right to attend the shareholder meeting (Record Date) on March 8, 2024 and to determine the new list of shareholders who have the right to attend the shareholder meeting (Record Date) due to There is an additional agenda item for the 2024 annual shareholder meeting, which is a related transaction involving the purchase of 3 plots of vacant land, namely Land Title Deed No. 114831, 117145 and 117147, total area 14-2-14.80 rai (5,814.80 square wa) located. At Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province Ownership of Suwinthawong Gold Asset Co.,Ltd. with the objective of using it to develop a residential project in the form of a detached house. Therefore, the company would like to cancel the determination of the list of shareholders who have the right to attend the shareholder meeting (Record Date) on March 8, 2024 as detailed above and **would like to determine the list of shareholders who have the right to attend the meeting. Attend the new shareholder meeting (Record Date) is March 25, 2024.** From the above details, there will be agenda items that must be attended at the 2024 Annual General Meeting of

Shareholders as follows:

Agenda No.1	To certify the Minute of the 2023 Annual General Meeting of Shareholders held on April 25, 2023
Agenda No.2	To acknowledge the Company' operation and the 2023 Annual Report.
Agenda No.3	To approve the financial statement for the year ended December 31, 2023.
Agenda No.4	To approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2023 and the omission of dividend payment.
Agenda No.5	To approve the election of directors to replace those directors retiring by rotation.
Agenda No.6	To approve the remuneration of the board of directors and the audit committee for the year 2024.
Agenda No.7	To appoint the Auditor and approve the Auditor's fees for the year 2024.
Agenda No.8	To the consider making a connected transaction to purchase vacant land with Suwinthawong Gold Asset Co.,Ltd. land title deeds no. 114831, 117145 and 117147, total area 14-2-14.80 rai (5,814.80 square wah), located in Lam Phakchi Subdistrict, Nong Chok District. Bangkok Province
Agenda No.9	Other matters (If any)

The schedule for the 2024 Annual General Meeting of Shareholders remains on the same schedule as Friday April 26, 2024 at 02.00 p.m. via Hybrid Meeting (Physical and E-AGM) at Grand Ballroom 4th floor Hilton BANGKOK GRANDE ASOKE 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110, Thailand.

Therefore, we would like to summarize the agenda to be presented to the 2024 Annual General Meeting of Shareholders as follows:

1. Resolved to propose to the 2024 AGM to consider and approve the 2023 annual financial statements ended December 31, 2023, which includes the statement of financial position. Statement of comprehensive income and Notes to Financial Statements by presented at the 2024 Annual General Shareholders Meeting and approve

2. Resolved to propose to the 2024 AGM to consider and approve for omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2023 and the omission of dividend payment. Therefore, the board of directors approved to propose the 2024 Annual General Meeting of Shareholders to consider and approve.

3. Resolved to propose to the 2024 AGM to consider and elect the directors to replace those directors retiring by rotation and to propose the Annual General Meeting of Shareholders for approval as follows:

The directors retiring by rotation in the year 2024

Name	Position
1. Mr.Swechak Lochaya	Chairman of the board/ Director
2. Mr.Kumthon Udomritthiruj	Vice chairman of the board/Chairman of the audit committee/ Independent director

The Board of Directors approved to propose the 2024 Annual General Meeting of Shareholders to consider and approve three directors to be re-elected for another term.

4. Resolved to propose to the 2024 AGM to consider the remunerations of the board of directors and the audit committee for the year 2024. The board of directors approved to maintain at the same rate as the year 2023 and to propose the 2024 Annual General Meeting of Shareholders to consider and approve as follows:

The remunerations of the Board of Directors

Position	Remuneration rate (Bath/Time)
Chairman of the board	10,000
Vice Chairman of the board	7,500
Director	5,000

The remunerations of the Audit Committee

Position	Remuneration rate (Bath/Time)
Chairman of the Audit Committee	42,500
Vice Chairman of the Audit Committee	40,000
Audit Committee	10,000

5. Resolved to propose to the 2023 AGM to consider and consider the appointment of the Auditor and the Auditor's fees for the year 2024. The board of directors approved to propose the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of Deloitte Touche Tohmatsu JaiyosAudit Co.,Ltd. namely;

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|----------------------------------|------------------------|
| 1. Ms. Kornthong Luangvilai | C.P.A Reg. No. 7210 or |
| 2. Mr. Chavala Tienpasertkij | C.P.A Reg. No. 4301 or |
| 3. Ms. Sophaphan Saptipparattana | C.P.A Reg. No. 6523 or |
| 4. Ms. Vayuree Jirakittidul | C.P.A Reg. No. 9140 or |

or the other auditor of Deloitte that have been approved by the General of the Securities and Exchange Commission, to be an undersigned person of Audit Report of the financial statement of the Company and its subsidiaries. The Audit expenses for the year 2024 not exceeding 2,525,000 Baht, This excludes other service fees (Non-Audit Fees) that the company actually pays and does not include the audit fee of subsidiaries.

6. Resolved to propose to the general meeting of shareholders to consider entering into a connected transaction, which is the purchase of vacant land with Suwinthawong Gold Asset Co.,Ltd (“SWG”), which is a connected transaction by The company will purchase 3 plots of vacant land, namely land title deed numbers 114831, 117145 and 117147, total area 14-1-114.80 rai (5,814.80 square wa), located in Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province. Ownership of Suwinthawong Gold Asset Co.,Ltd. total purchase value approximately 171,029,786.05 baht to develop a project to build a single-family home. This is the same item that was disclosed to the Stock Exchange on February 22, 2024.

Incidentally, the purchase of such vacant land from SWG is considered an asset acquisition transaction. According to the announcement of the Capital Market Committee No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be acquisitions or disposals of assets. and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (including amendments) (“Announcement regarding the acquisition and disposal of assets to assets”) with the highest total transaction size When calculated according to the criteria, the total value of consideration is equal to 2.58 percent of the total assets of the company. According to the company’s audited consolidated financial statements as of December 31, 2023, however, the company has had no asset acquisition transactions during the past 6 months. Making the total transaction size maximum 2.58 percent of the total asset value of the company. which is considered a small item Since the transaction size is less than 15 percent, the company is not required to comply with the announcement regarding the acquisition or disposal of assets.

In addition, the purchase of such vacant land from SWG is considered to be a transaction with a connected person of the company. Asset and service types According to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding criteria for entering into connected transactions. and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments) (“Announcement on connected transactions”), because it is an entry Make a transaction with the land seller Suwinthawong Gold Asset Co.,Ltd. which has M.R. Sasijutapa Varavarn as a company director. M.R. Sasijutapa Varavarn is the mother of Mr. Swechak Lochaya, the Chairman of the Board of Directors of the Company, and the mother of Mr. Jormsup Lochaya, the major shareholder of the Company (currently holds 12.00 percent of the shares. Total number of issued and sold shares of the company) with a total transaction size equal to 8.08 percent of the net tangible assets of the company. According to the audited consolidated financial statements of the company Ending on December 31, 2023 and when calculating the size of connected transactions between the Company and SWG that occurred more than 6 months before the date the Board of Directors resolved to approve the proposal to the Company’s shareholder meeting to consider approving the purchase. vacant land this time (which has 1 item, namely the provision of financial assistance to SWG on December 19, 2023, with a transaction size equal to 1.77 percent of the value of the company’s net tangible assets), therefore The maximum transaction size is equal to 9.85 percent of the net tangible assets of the company. which is classified as a large item The transaction value exceeds 20 million baht and exceeds 3 percent of the net tangible assets of the company. Therefore, the company must request approval from the shareholder meeting before entering into the transaction. and has other duties, As specified in the announcement regarding connected transactions.

In this regard, the meeting of the Board of Directors This does not include directors who have conflicts of interest. It was resolved to approve the appointment of Capital Advantage Company Limited, a financial advisor who is on the list approved by the Office of the Securities and Exchange Commission, as an independent financial advisor for providing advice. Seen for related transactions.

The Company therefore wishes to propose to the shareholder meeting to consider and approve the purchase of land from SWG, which is considered a connected transaction. Including offering to the Chief Executive Officer and the President has the authority to take any action necessary and related as well as specifying or changing any conditions, requirements, or details. that are relevant and beneficial to the business as mentioned to be accomplished Considering the highest benefits of the company and shareholders are important
(Please consider additional details of the connected transactions. Appears as attached 1)

7. The 2024 Annual General Meeting of Shareholders to be held on April 26, 2024 at 02.00 p.m. via Hybrid Meeting (Physical and E-AGM) at Grand Ballroom 4th floor Hilton BANGKOK GRANDE ASOKE 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110, Thailand. The record date on which shareholders have the right to attend the 2024 Annual General Shareholders' Meeting on 25 March 2024, Details of agenda are as follows:

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|-------------|---|
| Agenda No.1 | To certify the Minute of the 2023 Annual General Meeting of Shareholders held on April 25, 2023 |
| Agenda No.2 | To acknowledge the Company' operation and the 2023 Annual Report. |
| Agenda No.3 | To approve the financial statement for the year ended December 31, 2023. |
| Agenda No.4 | To approve the omission of the appropriation of the revenues and organized the reserve funds as stipulated by the laws for the year 2023 and the omission of dividend payment. |
| Agenda No.5 | To approve the election of directors to replace those directors retiring by rotation. |
| Agenda No.6 | To approve the remuneration of the board of directors and the audit committee for the year 2024. |
| Agenda No.7 | To appoint the Auditor and approve the Auditor's fees for the year 2024. |
| Agenda No.8 | To the consider making a connected transaction to purchase vacant land with Suwinthawong Gold Asset Co.,Ltd. land title deeds no. 114831, 117145 and 117147, total area 14-2-14.80 rai (5,814.80 square wah), located in Lam Phakchi Subdistrict, Nong Chok District. Bangkok Province. |
| Agenda No.9 | Other matters (If any) |

Please be informed accordingly.

Yours Sincerely,

- signed by -

(Mr. Swechak Lochaya)
Chairman of the board

Information Memorandum Regarding Connected Transaction

Subject: Entering into a connected transaction to purchase vacant land with Suwinthawong Gold Asset Company Limited, land title deed numbers 114831, 117145 and 117147, total area 14-1-114.80 rai (5,814.80 square wah), located in Lam Phak Chi Subdistrict. Nong Chok District, Bangkok Province

According to the Board of Directors Meeting of Everland Public Company Limited ("Company" or "EVER") No. 3/2024 held on March 5, 2024 has resolved to propose to the shareholders' meeting of the company to consider and approve entering into a connected transaction to purchase vacant land from Suwinthawong Gold Asset Co.,Ltd. ("SWG") of assets which 3 plots of vacant land, namely land title deed 114831, 117145 and 117147, total area 14-1-114.80 rai (5,814.80 square wa), located at Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province. Ownership of Suwinthawong Gold Asset Co.,Ltd. With the objective is to develop a project to build a residential house in the form of a detached house. total purchase price 163,833,750 baht and the company is responsible for transferring ownership total of 7,196,036.05 baht total amount approximately 171,029,786.05 baht.

Incidentally, the purchase of such vacant land from SWG is considered an asset acquisition transaction. According to the announcement of the Capital Market Committee No. TorChor. 20/2008 regarding criteria for entering into significant transactions that are considered to be acquisitions or disposals of assets. and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies regarding the acquisition or disposal of assets, B.E. 2004 (including amendments) ("Announcement regarding the acquisition and disposal of assets to assets") with the highest total transaction size When calculated according to the criteria, the total value of consideration is equal to 2.58 percent of the total assets of the company. According to the company's audited consolidated financial statements as of December 31, 2023, however, the company has had no asset acquisition transactions during the past 6 months. Making the total transaction size maximum 2.58 percent of the total asset value of the company. which is considered a small item Since the transaction size is less than 15 percent, the company is not required to comply with the announcement regarding the acquisition or disposal of assets.

In addition, entering into a transaction to purchase vacant land from SWG is also considered to be entering into a transaction with a connected person of the company. Asset and service types According to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding criteria for entering into connected transactions. and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments) ("Announcement on connected transactions") because it is an entry Make a transaction with the land seller, Suwinthawong Gold Asset Co.,Ltd. which has M.R. Sasijutapa Varavarn as a company director. M.R. Sasijutapa Varavarn is the mother of Mr. Swechak Lochaya, who is the Chairman of the Company's Board of Directors. The transaction size is equal to 8.08 percent of the net tangible assets of the company. According to the audited consolidated financial statements of the company Ending on December 31, 2023 and when calculating the size of connected transactions between the Company and SWG that occurred more than 6 months before the date the Board of Directors resolved to approve the proposal to the Company's shareholder meeting to consider approving the purchase. vacant land this time (which has 1 item, namely the provision of financial assistance to SWG on December 19, 2023, with a transaction size equal to 1.77 percent of the value of the company's net tangible assets), therefore the maximum transaction size is equal to 9.85 percent of the net tangible assets of the company. which is classified as a large item The transaction value exceeds 20 million baht and exceeds 3 percent of the net tangible assets of the company. Therefore, the company must request approval

from the shareholder meeting before entering into the transaction. and has other duties, As specified in the announcement regarding connected transactions.

Therefore, entering into the Transaction, the Company is legally obligated to prepare a report and disclose information regarding the Transaction to the Stock Exchange of Thailand (the "SET") and shall require to obtain approval from the meeting of the shareholders not less than three-fourth of the votes of shareholders who attend the meeting. Besides, the Company shall appoint an independent financial advisor to give an opinion on the reasonableness of the Transaction, the fairness of the price and terms of the Transaction to the shareholders in consideration and approval of the Transaction.

Although the Company does not need to request approval from the shareholders' meeting before purchasing land from SWG Announcement regarding the acquisition and disposal of assets to assets. Because the size of the transaction is small, however, because the company must receive approval from the shareholder meeting before purchasing land from SWG announcement on connected transactions, the company therefore has the following:

- 1) Reports and disclose information for the entering into the Transaction to the SET in accordance with the Connected Transactions Notifications immediately upon the agreement to enter into the Transaction;
- 2) Appoint an independent financial advisor to provide opinions on the Transaction and deliver such opinion to the Company. In this regard, the Company has appointed Capital Advantage Company Limited. as an independent financial advisor to express opinions on the Transaction to support the decision making of the shareholders;
- 3) Send a notice calling for the meeting of the shareholders to shareholders at least 14 days prior to the meeting with minimum information in accordance with the Connected Transaction Notifications; and
- 4) Arrange a meeting of the shareholders to consider and approve of the Transaction. In this regard, the Company shall require an approval by the meeting of the shareholders with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote, without counting the votes of shareholders who have interest.

1. Date of Transaction:

The company will enter into a contract to buy and sell land. After the Board of Directors The resolution was approved to be presented to the shareholders' meeting of the company to consider and approve entering into a connected transaction to purchase vacant land. And the Company will enter into a transaction to purchase land from SWG after the Company's shareholders' meeting approves entering into such transaction. The Company expects that the transfer of ownership of all 3 plots of land will be completed by May 31, 2024.

2. Related Parties and Relationship with the Company

Buyer	Everland Public Company Limited. ("EVER" or "Company")
Seller	Suwinthawong Gold Asset Co.,Ltd. ("SWG")

In this regard, the buyer and seller have a relationship that will be considered from related person.

Relationship

Seller is Suwinthawong Gold Asset Company Limited, with M.R. Sasijutapa Varavarn as a company director M.R. Sasijutapa Varavarn is the mother of Mr. Swechak Lochaya, who is the Chairman of the Board of Everland Public Company Limited and the mother of Mr. Jormsup Lochaya the major shareholder of the company (Currently holds 12.00 percent of the total issued and sold shares of the company), making the seller a connected person of the company. According to the announcement regarding connected transactions.

Shareholders

No.	Detail	Total (share)	% registered capita
1	NEW HARBOUR VILL Co.,Ltd. ^{/1}	44,999,998	100.00
2	2other shareholders	2	less than percent 0.01
	Total	45,000,000	100.00

Remark : /1 In addition to M.R. Sasijutapa Varavarn will be a director of Suwinthawong Gold Asset Co.,Ltd. and also a director of the company and a shareholder of 100.00 percent of the registered and paid-up capital of the company. M.R. Sasijutapa Varavarn is the mother of Mr. Swechak Lochaya is the Chairman of the Board of Everland Public Company Limited.

list of directors

The Board of Directors of Suwinthawong Gold Asset Co.,Ltd. as of February 22, 2024 consists of 1 person as follows:

Name	signing authority
M.R. Sasijutapa Varavarn	One director signs and seals the compan

3. General Characteristics of the Transaction and Transaction Size

EVER agrees to purchase 3 plots of vacant land total area 14-1-114.80 rai (5,814.80 Sq.W.) located at Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province. Ownership of Suwinthawong Gold Asset Co.,Ltd. with the objective of using it to develop a residential project in the form of a single-family home. The total purchase price is approximately 163,833,750 Baht (calculated as a price of 6,500 - 30,000 Baht/Sq.w.) with the relevant processing period as follows:

Detail	period
The EVER Board of Directors resolved to approve the proposal to the Company's shareholder meeting to consider and approve entering into a connected transaction to purchase vacant land.	March 5, 2024
EVER and the Seller sign an agreement to buy and sell land .	After March 5, 2024
EVER will purchase land from SWG.	After the shareholder meeting of the company resolved to approve the transaction. and is expected to be able to be completed by May 31, 2024
The company specifies details regarding the development project of the land to acquisition.	Within Q2/2024
The company presents project development plans to the board of directors.	Within Q3/2024
The company started developing the project.	Within Q3/2024
The company began to recognize revenue from project sales.	Within Q1/2025

Buyer will be responsible for all costs of transferring ownership, amounting to approximately 7.20 million baht. The company will pay for the property to be bought and sold on the date of transfer of ownership at the land office. The details of the land that will be delivered to the buyer are as follows:

No.	Deed No.	land number	Area			Sq. w	Selling price Per Sq.W (Baht)	Selling price (MB)	Ownership transfer fees (MB)	Total Selling price and Ownership transfer fees (MB)
			Rai	Ngan	Wa					
1	114831	479	13	1	63.30	5,363.30	30,000	160.90	7.06	167.96
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			14	1	114.80	5,814.80		163.83	7.20	171.03

Remark : Land No. 2 and 3 are land that the company has sold to SWG for use as a public road. As resolved on May 12, 2023, the company has therefore negotiated to buy it back at the original price of 6,500 per sq. w.

4. Transaction Size

In entering into the land purchase transaction this time It is considered a connected transaction. According to the announcement regarding connected transactions The total value of consideration and assets is 171.03 million baht. The transaction size is calculated using the consolidated financial statements ending on December 31, 2023, which have been audited by a certified public accountant. This is equivalent to 8.08 percent of the net tangible assets of the company. This is a large transaction worth more than 20 million baht and more than 3 percent of the net tangible assets of the company. The details are as follows:

NTA Calculation and Transaction Size (Consolidated financial statements of the company Ending on December 31, 2023)

Items	Detail
Consolidated financial statements of the company Ending on December 31, 2023	
Assets (Million Baht) -(1)	6,626.13
Intangible Asset (Million Baht) -(2)	57.23
Liabilities (Million Baht) -(3)	4,353.70
Minority Shareholder Equity (Million Baht) -(4)	97.89
Net Tangible Asset (Million Baht) = (1)-(2)-(3)-(4)	2,117.32
Total value transaction = Land purchase value and ownership transfer fees (Million Baht)	171.03
Transaction Size	8.08%
The value of connected transactions in the past 6 months (22 Oct 2023 – 22 Feb 2024)	
1. Providing financial support to connected persons of Suwinthawong Gold Asset Co.,Ltd., on 19 Dec 2023.	1.77%

Therefore, the maximum calculated transaction size according to the asset value basis is 8.08 percent of the net tangible assets (NTA) of the company based on the audited consolidated financial statements of the company as of December 31, 2023 by the auditor. Account licensed by the Securities and Exchange Commission However, when combined with transactions of the same type in the past 6 months of connected transactions (22 Oct. 2023 - 22 Feb. 2024), the total transaction size is equal to 9.85 percent of the net tangible assets value (NTA) of the company, which is considered a large connected transaction. Therefore, the company must request approval to enter into the above transaction. to the company's shareholder meeting This must be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Without including the votes of shareholders who have interests.

Calculating the size of the asset acquisition transaction

The size of the transaction to acquire vacant land is calculated using the land purchase value and ownership transfer fees. Calculate the transaction size using the company's consolidated financial statements ending December 31, 2023, which have been audited by a certified public accountant. The details are as follows:

(Unit : Million Baht)

Rules	Formula	Transaction Size
1. Net tangible assets	= can't be calculated because it is a land purchase	= N.A.
2. Net profit	= can't be calculated because it is a land purchase	= N.A.
3. Total value of consideration	= $\frac{\text{amounts of payment} \times 100}{\text{Total assets of EVER}}$ = $\frac{171.03 \times 100}{2,117.32}$	= 8.08%
4. Total value of securities	= Not calculated because there is no issue of shares payment for the assets.	= N.A.
The Value of transactions of the same type within 6 months of Disposition of Assets (22 Oct 2023 – 22 Feb 2024) -None-		
The value of connected transactions in the past 6 months (22 Oct 2023 – 22 Feb 2024)		
1. The Providing financial support from a connected person of Suwinthawong Gold Asset Co.,Ltd.	19 Dec 2023	1.77%

However, when calculating the size of the asset acquisition transaction, it is calculated as 2.58 percent based on the total value of consideration criteria. When combined with transactions of the same type in the past 6 months of the acquisition (22 Oct. 2023 - 22 Feb. 2024), the total transaction size is equal to 2.58 percent according to the total value of consideration criteria. As a result, the transaction size is less than 15 percent. The Company is therefore not obliged to disclose information in accordance with the announcement regarding acquisitions and disposals.

5. Details of acquired assets

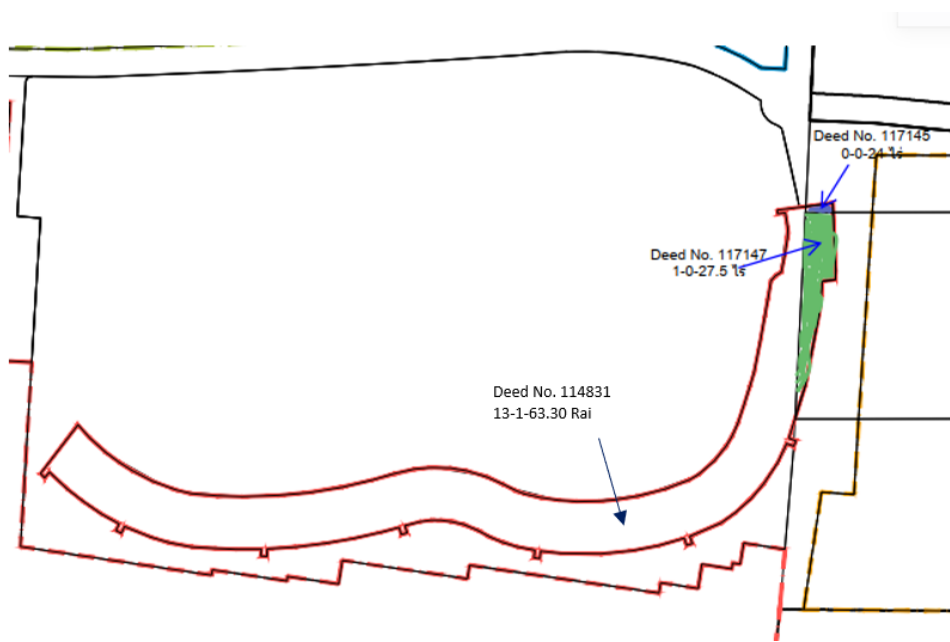
The company entered into a transaction to acquire vacant land assets located in Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province. Ownership of Suwinthawong Gold Asset Co.,Ltd, is a connected person according to the announcement regarding connected transactions. The details are as follows:

No.	Deed No.	land number	Area			Sq. w.	Selling price Per Sq.W. (Baht)	Selling price (MB)	Ownership transfer fees (MB)	Total Selling price and Ownership transfer fees (MB)
			Rai	Ngan	Wa					
1	114831	479	13	1	63.30	5,363.30	30,000	160.90	7.06	167.96
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			14	1	114.80	5,814.80		163.83	7.20	171.03

Remark : Land No. 2 and 3 are land that the company has sold to SWG for use as a public road. As resolved on May 12, 2023, the company has therefore negotiated to buy it back at the original price of 6,500 per sq. w

Currently, the said land is in the process of requesting permission for allocation by SWG and is waiting for the allocation committee to consider issuing an allocation permit. It is expected to be received within 120 days after the transfer of land ownership is complete. If the allocation committee has considered issuing an allocation license to SWG, SWG will proceed with transferring the allocation license to the company again.

plan



6. Total amount of rewards, payment methods, and other important agreed conditions

Ever will pay 163.83 million baht for the land to Suwinthawong Gold Asset Co.,Ltd, on the date of ownership transfer. By using the payment method as a cashier's check. and/or transfer of money according to the methods and conditions that will be mutually agreed upon and the buyer will be responsible for all costs of transferring ownership, amounting to approximately 7.20 million baht. Therefore, the property to be purchased will be sold on the date of transfer of ownership at the land office. The total value of the transaction is approximately 171.03 million baht.

7. Criteria used to determine the value of consideration

This is a negotiation between the buyer and seller, Considering the appraised value of the property according to the market price. The company has hired an independent evaluator, namely by T.A Management Corporation (1999) Co. Ltd., which is a property valuation company and main appraiser approved by The Securities and Exchange Commission (SEC) and the Thai Independent Appraisers Association (TVA) and the Property Valuers Association of Thailand (VAT) for consideration.

Details of property appraisal price by independent appraise

T.A Management Corporation (1999) Co., Ltd. as an independent appraiser. The property was assessed on February 14, 2024 and the value of all 3 plots of land was assessed after the land allocation had been permitted at 30,000 baht per sq.w. using the market price comparison method. Therefore, the company used the said assessed value as a reference in determining. The purchase price for land title deed number 114831 is 30,000 baht per sq.w.

However, the purchase price of land title deeds No. 117145 and 117147 is because it is land that the company has sold to Suwinthawong Gold Asset Co.,Ltd. for use as a public road. As resolved on May 12, 2023, the company has therefore negotiated to buy it back at the original price of 6,500 baht per sq. w. Therefore, the value of only the land sold is worth 163.83 million baht and when compared to the market price, It is an acceptable price value. Details as follows:

Buying price	Area (Sq.W.)	Baht/Sq.W.	Million Baht
Title deed 114831	5,363.30	30,000	160.90
Title deed 117145	24.00	6,500	0.16
Title deed 117147	427.50	6,500	2.78
Total	5,814.80		163.83

Price appraised by an independent appraiser. In the case where land has been permitted to allocate land	Area (Sq.W.)	Baht/Sq.W.	Million Baht
Title deed 114831	5,363.30	30,000	160.90
Title deed 117145	24.00	30,000	0.72
Title deed 117147	427.50	30,000	12.83
Total	5,814.80		174.44

8. After tax profit and loss on acquisition of assets

After entering into the said land purchase transaction, EVER will proceed with project development. It is currently in the process of planning work in related parts. and proceed to request permission from the relevant departments. It is expected that details about the project can be completed within the Q2/2024. The management expects to be able to present a clear plan to the board within the Q3/2024. And if the project is completed, EVER will be able to receive Know the income and profits from project sales.

9. Expected Benefits to the Company

- To expand business operations

This land purchase The company has considered the project location. It is located in an area with convenient transportation and surrounded by various amenities such as banks, schools, shops, restaurants, gas stations. and government offices The company therefore expects that with the aforementioned factors It will facilitate the success of project development on the said land. It also increases the customer base to a wider number than before as well.

- To increase income and better operating results of the company

Project development on said land It will help the company have more growing income. It will be a source of income which will create profits for the company in the future.

10. Source of funds used

The company may use funds from borrowing money from financial institutions. Borrowing money from directors Including the cash that the company has on the date of the transaction. This depends on the cash status, liquidity, and cash flow usage plan of the company on the date of the transaction.

However, if there is a loan to the directors There will be borrowing conditions with no collateral on the loan and no interest charged. It must be in accordance with the principles approved by the committee.

11. Related persons / conflict of interests:

The director of the company who is considered to be a stakeholder is Mr. Swechak Lochaya did not attend and vote at the meeting of the Board of Directors in considering and approving the agenda related to entering into connected transactions.

12. Opinion of the Board of Director:

The committee, which includes the Audit Committee, also attends the meeting. After considering and having the opinion that Entering into the said transaction is a reasonable action for the Company's business operations. and will benefit the company by helping to expand the ability to conduct business and create new sources of income in the future for the company. The trading price is comparable to the market price and consistent with the price appraised by an independent appraiser.

13. Opinion of the Audit Committee that differ from the Board of Directors' opinion:

- None -

Please be informed accordingly

Yours Sincerely,

- signed by -

(Mr. Swechak Lochaya)

Chairman of the board