

Information Memorandum Regarding Connected Transaction

Entering into a connected transaction to purchase land and buildings located on the 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, and No.4/2024 held on March 27, 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 deeds 114831, 117145 and 117147, total area 14-1-114.80 rai (5,814.80 Sq.Wa.), located at Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province. Ownership of Suwinthawong Gold Asset Co., Ltd. The objective is to develop a project to build a residential house in the form of a detached house Under the project name 33 Residences total purchase price of 163,833,750 baht. The company will be responsible for all fees for transferring ownership for land title deeds 117145 and 117147, a total of 137,933.25 baht. and the company will be responsible for the fees for transferring ownership only to the company. For land title deeds 114831, amount 3,529,051.40 baht. Making the total trading value approximately 167,500,734.65 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 2.53 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 a maximum of 2.53 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 7.91 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 of land and all buildings located on the land at this time (Which has 2 items: 1) Cancellation of services into administration (Sales management contract Marketing and project management for the 33 Residence project) with SWG on February 22, 2024, with a transaction size equal to 0.87 percent, and 2) providing financial assistance support to SWG on December 19, 2023, with The transaction size is equal to 1.77 percent of the net tangible assets of the company),

making the maximum transaction size equal to 10.55 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 an interest.

Details about entering into the transaction

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. The Company will enter into a transaction to purchase land from SWG after the Company's shareholders' meeting approves entering into such a transaction. The Company expects that the transfer of ownership of all 3 plots of land will be completed by May 31, 2024.

As of March 27, 2024, the Company has already agreed to buy and sell land. The main points of the contract are summarized as follows:

Parties	Buyer: Everland Public Company Limited. ("EVER" or "Company") Seller: Suwinthawong Gold Asset Co., Ltd. ("SWG")
Signing date	March 27, 2024.
The property will buy or sell	Assets which 3 plots, located at Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province as follows: (1) land title deeds 114831 area 13 Rai 1 Ngan 63.30 Wa (2) land title deeds 117145 area 24 Wa

	<p>(3) land title deeds 117147 area 1 Rai 27.50 Wa Total area 14 Rai 2 Ngan 14.80 Wa (5,814.80 Sq.w.) along with all the buildings located on the said plot of land.</p>												
Date of entering into the land purchase price transaction and payment method	Buyer agrees to pay the land price of 163,833,750 baht on the land ownership transfer date by May 31, 2024, by paying in cash/draft/cashier check.												
The main conditions in the contract	<p>(1) In buying and selling land according to this contract The seller acknowledges that the buyer must seek approval from the company's board of directors and the company's shareholders. If there is no approval from the Company's Board of Directors and/or the Company's shareholders. The buyer can cancel the contract to buy and sell this land. without any conditions and the seller agrees not to claim any damages whatsoever. The seller agrees not to claim any damages whatsoever.</p> <p>(2) Taxes, fees, and various expenses In registering the transfer of land ownership according to this contract Each party will be responsible for the following details:</p> <table border="1" data-bbox="700 920 1407 1155"> <thead> <tr> <th>No.</th> <th>Deeds No.</th> <th>Responsibility for expenses in transferring ownership</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>114831</td> <td>Half each person</td> </tr> <tr> <td>2</td> <td>117145</td> <td>Buyer</td> </tr> <tr> <td>3</td> <td>117147</td> <td>Buyer</td> </tr> </tbody> </table> <p>(3) After the transfer of land ownership according to this contract has been completed. The seller agrees to take any action. The land allocation permit for all 3 plots must be in the name of the purchaser (Everland Public Company Limited) which must be completed within 120 days from the date the transfer of land ownership is completed. If the seller does not proceed with the land allocation permit in the name of the company. within the said period. The seller agrees to pay back the entire amount for the land received from the buyer. Including fees, taxes, and various expenses. That occurs in the transfer of land ownership according to this land purchase and sale agreement. Including interest costs on loans loan usage fees and other fees. paid to acquire the said plot of land according to this contract within 30 days from the date of default.</p> <p>(4) After the transfer of land ownership according to this contract has been completed. The seller agrees to take any action. The land allocation permit for all 3 plots must be in the name of the purchaser (Everland Public Company Limited) which must be completed within 120 days from the date the transfer of land ownership is completed. If the seller does not proceed with the land allocation permit in the name of the company. within the said period. The seller agrees to pay back the</p>	No.	Deeds No.	Responsibility for expenses in transferring ownership	1	114831	Half each person	2	117145	Buyer	3	117147	Buyer
No.	Deeds No.	Responsibility for expenses in transferring ownership											
1	114831	Half each person											
2	117145	Buyer											
3	117147	Buyer											

	entire amount for the land received from the buyer. Including fees, taxes, and various expenses. That occurs in the transfer of land ownership according to this land purchase and sale agreement. Including interest costs on loans loan usage fees and other fees. paid to acquire the said plot of land according to this contract within 30 days from the date of default.
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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 by related person.

Relationship

The 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 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

Entering into an asset acquisition transaction with Suwinthawong Gold Asset Co., Ltd. which is a connected transaction. The objective is to develop a project to build a residential house in the form of a detached house. The details 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	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			14	1	114.80	5,814.80		163.83	3.67	167.50

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.

Although two plots of land, land title deeds 117145 and 117147, were once owned by the company. and made a transaction to sell the said land to Suwinthawong Gold Asset Co., Ltd. according to the resolution of the Board of Directors No. 3/2023 on May 12, 2023, to generate returns from assets that were not Take advantage of the company By selling some of the company's assets that have not yet been properly used. After selling the said assets, the transaction will be performed to provide management services to Suwinthawong Gold Asset Co., Ltd. with a management fee set at 5% of the contract value to buy and sell a small plot of land. (Project value approximately 370,000,000 baht) Representing a total project management value of approximately 18,500,000 baht.

After the Board of Directors approves the said transaction. The company has restructured its project management structure. Overall, the current market conditions were considered again. It turns out that at present the market for housing in locations with potential and high prices is in demand. The customer group will be a group with good financial status. Have the ability to buy a home using cash. and/or using a loan from a financial institution for customers in this group, the rate of loan rejection from financial institutions is quite low.

In addition to that restructuring the company's project management structure. By assigning the same team that was responsible for all 3 phases of the Politan project, which was a successful project and was recognized for its beauty. By having the said team come in to study and analyze the land in this location again, it was found that the company would be able to add value to the project by changing the style of houses that would be offered for sale. Including being able to determine appropriate sales strategies and generate more sales and returns than in the case of project management only. Therefore, the management team has decided to change the management style. The main reason is to focus on creating increased returns for the company and shareholders promptly. In general, in horizontal real estate development in the form of a single house, the company will have a gross profit of approximately 20% of the project value. This return is higher than the return that the company will receive from being just a service provider.

For experience in doing premium projects, The company has a team with experience in developing luxury projects. and succeed in addition, in the past the sale of the original project house in the Suwinthawong area (My Home Silver Lake Project) The company has acknowledged the needs of customers in that area. There is demand for houses at a premium level. and unique. The company therefore uses the results of surveying customer needs to plan the 33 Residence project. Therefore, the company is confident that the team and the results of the company's market survey will make this project successful as planned.

From comparing the advantages and disadvantages in the case of project management and in the case of developing and selling the project yourself Details can be displayed as follows:

	In the case of project management	In the case of project development and sales
Strength	There is no need to invest a high amount and there is no risk in the source of funds.	High returns are higher than in the case of project management.
	The company does not have to bear costs related to the funds used in the project.	
Disadvantages	The return is worth approximately 18.50 million baht, which is lower than in the case of developing a project for sale yourself.	Must invest a high value The company has good management to control expenses within the budget.
	The project is in the name of Suwinthawong Gold Asset Co., Ltd. which is not in the name of EVER as in the case of development on behalf of the company.	Find your source of funds. and is responsible for the interest itself in this case, there are currently 3-4 financial institutions interested in providing project credit support to the company because they see the potential of the project. The

	In the case of project management	In the case of project development and sales
		company can control financial costs and repay loans according to the specified plan.

In addition, although directly developing real estate projects Instead of being just a project management service provider will make the company bear more risk in running a business the company, as an entrepreneur in the real estate development business for more than 30 years, has assessed and seen that The increased risk is normal in the same way that the Company has already faced in developing its other real estate projects, such as the risk from decreased demand or purchasing power of consumers' homes. As a result, the total amount did not meet the set target. Risk from increasing prices of construction materials and risks from interest rate fluctuations and access to capital, etc.

For all the reasons mentioned above. The company therefore sees the potential to create increased profits. Along with increasing the image of the company in developing real estate projects at a more premium level. Therefore, we negotiated to purchase 13-1-63.3 rai of land adjacent to the lake, title deed number 114831, and land title deed number 11745 and 11747, which are part of this project road, from SWG to develop the project on behalf of the company and on February 22, 2024, the Board of Directors No. 2/2024 resolved to approve the Company Cancellation of administrative services (Sales management contract marketing and project management) to SWG the size of the asset disposal transaction is less than 15 percent. Therefore, the Company is not required to comply with the announcement of the acquisition or disposal transaction in any way. (The company has no asset sales transactions occurring in the past 6 months before the date the Board of Directors resolved to approve entering into this transaction.). In addition, the said transaction is considered a connected transaction. which has a transaction size equal to 0.87 percent of the net tangible assets of the Company and its subsidiaries as of 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 transaction. (There is 1 item, which is the provision of financial assistance to SWG on December 19, 2023, with a transaction size equal to 1.77 percent of the net tangible assets of the company), making the maximum transaction size equal to 1 percent. 2.67 of the net tangible assets value of the company which is less than 3 percent of the net tangible assets of the Company and its subsidiaries. The Company is therefore not required to comply with any connected transaction announcements.

In this connection, EVER agreed to land and buildings located purchase 3 plots of on the land a total area of 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, to use it to develop a residential project in the form of a single-family home Under the project name 33 Residences 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:

No.	Detail	Period
1.	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
2.	EVER and the Seller sign an agreement to buy and sell land.	After March 5, 2024
3.	EVER will purchase land from SWG.	After the shareholder meeting the company resolved to approve the transaction. and is expected to be able to be completed by May 31, 2024
4.	The company specifies details regarding the development project of the land to acquisition.	Within Q2/2024

No.	Detail	Period
5.	The company presents project development plans to the board of directors.	Within Q3/2024
6.	The company started developing the project.	Within Q3/2024
7.	The company began to recognize revenue from project sales.	Within Q1/2025

Remark: 1/ As of March 27, 2024, the Company has already entered into a contract to buy and sell land with SWG.

The buyer, the company, is responsible for the land ownership transfer fee for title deeds 117145 and 117147 and title deed 114831. The buyer, the company, is responsible for the land ownership transfer fee in half with the seller, Suwinthawong Gold Ass Company. Set Co., Ltd. The company will pay for the property to be bought and sold on the date of transfer of ownership at the land office.

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 167.50 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 7.91 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

Items	Detail
Total value transaction	
= Land purchase value and ownership transfer fees (Million Baht)	167.5
Transaction Size	7.91%
The value of connected transactions in the past 6 months (22 Oct 2023 – 22 Feb 2024)	
1. Cancellation of administrative services (Sales management contract Marketing and project management for the 33 Residences project) with SWG on February 22, 2024,	0.87%
2. 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 7.91 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 10.55 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	= $\frac{\text{amounts of payment} \times 100}{\text{Total assets of EVER}}$	= $\frac{167.50 \times 100}{6,626.13} = 2.53\%$
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-		

However, when calculating the size of the asset acquisition transaction, it is calculated as 2.53 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 2.53 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	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			14	1	114.80	5,814.80		163.83	3.67	167.50

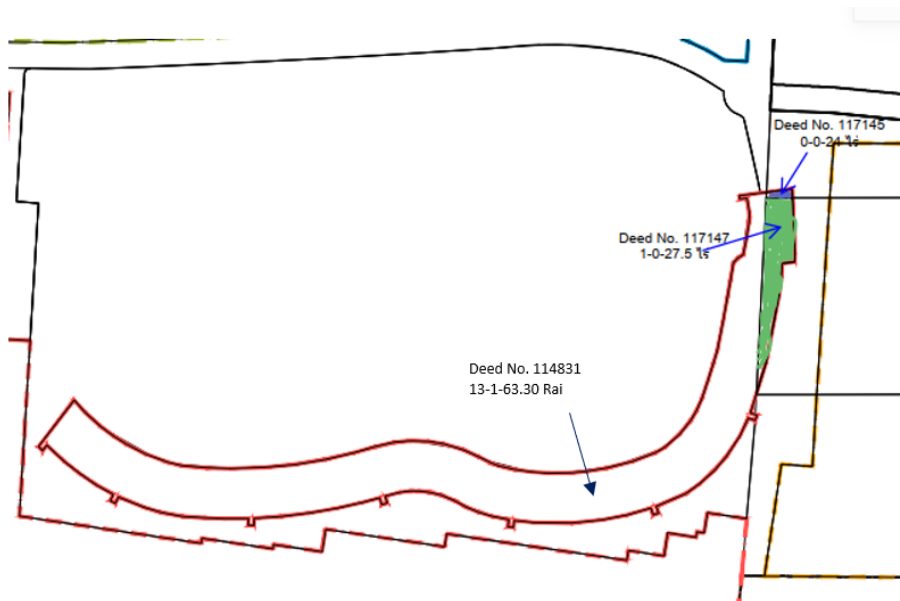
Remark: Land No. 2 and 3 are land that the company has sold to SWG for use as a public road. As resolved on May 12, 2023, the company has therefore negotiated to buy it back at the original price of 6,500 per sq.w.

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. As of March 25, 2024, the Land Allocation Committee has resolved to enter the process of issuing land allocation permits.

At present, the company is still in the process of planning the project development. It is expected that after receiving approval from this shareholder meeting The company will purchase, sell, and transfer ownership of land and buildings. and waiting for the allocation committee to issue an allocation license. The company expects to receive an allocation license as specified in the purchase and sale agreement. After receiving the allocation permit, the company will be able to apply for a construction permit. This generally takes about 30 days to process. Therefore, while the company is waiting for the allocation permit, the company is in the process of planning. and design houses to be used in submitting construction permits As for the construction of the arch Filling concrete roads to make public roads The entrance and exit were developed from the original plan and were only to prepare the land to be suitable before starting the project development only. However, when the company prepares a plan the house plans are all completed and will be presented to the Board of Directors for acknowledgment and approval of various plans. This is expected to be required before applying for a construction permit. The plan according to the above steps will allow the company to begin developing the project within the third quarter of 2024 as specified.

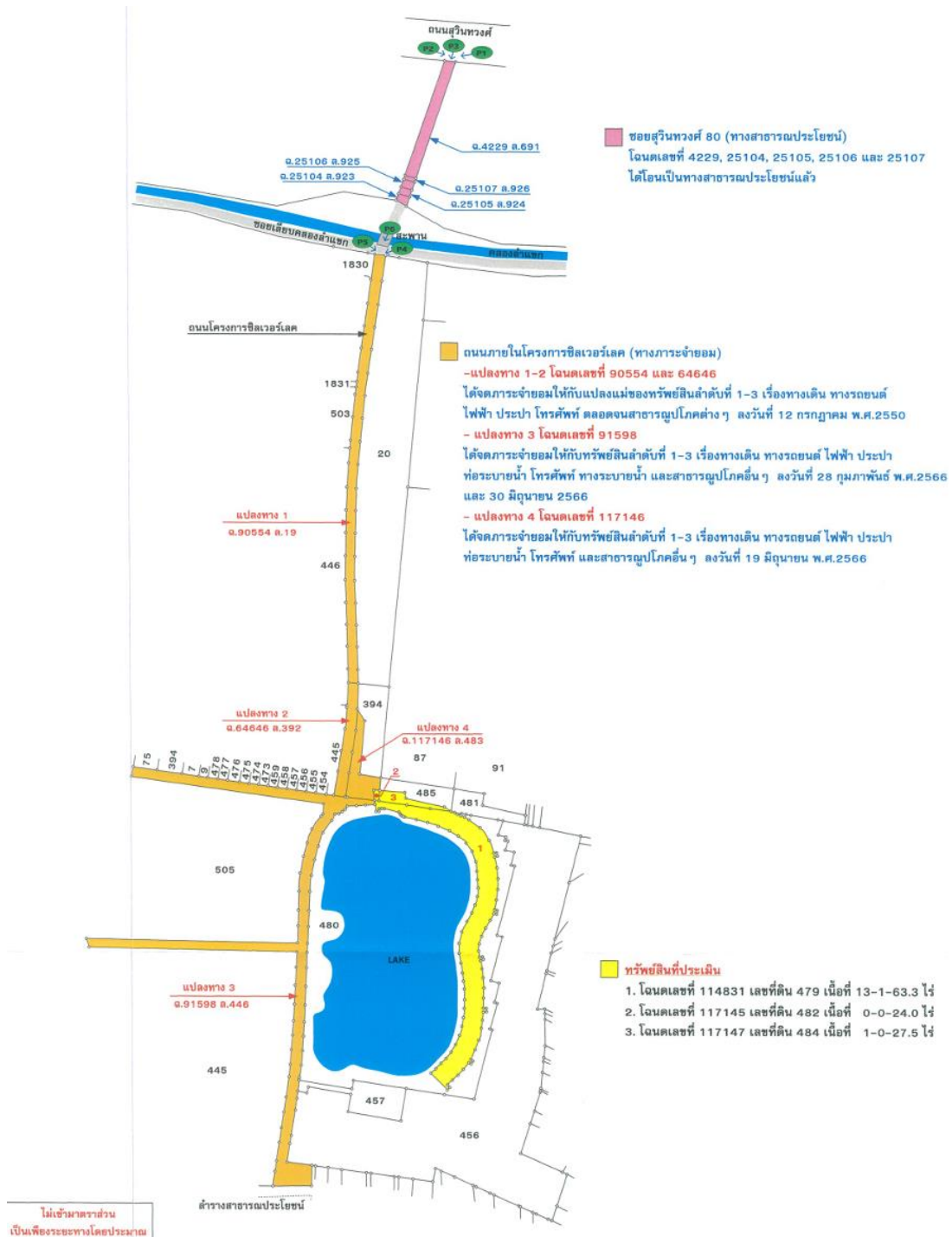
In addition, the acquisition of a land allocation license and construction permits after acquiring land to develop the project. It is considered a general operating procedure for entrepreneurs in the real estate development business. From the experience of the company Risk of not being able to obtain a license to allocate land and building permits are at a very low level. If the prescribed rules and regulations are followed correctly and completely.

Plan



Incidentally, in developing the 33 Residence project on land next to the lake the company will acquire from entering into this transaction. There will be land around the lake across from the project that is not company land. But it is SWG's land. The company would like to clarify that In the sales contract that the company will make with the customer. The company will clearly state the message and notify the customer of the non-land portion of the project. Especially in the lake part. and the lake area on the opposite side Therefore, the company has no obligations that will arise from lawsuits from customers. Because there has been a clear plan since the Sales Process In addition, altering the nature of the land around the lake is not worth the costs that will occur.

Entrance and exit map of the land that will be obtained from entering into this transaction.



Source: Property appraisal report of Year Appraisal Company Limited, No. 0136/2024, for public purposes, dated 6 March 2024.

The right of entrance and exit to the land that will be obtained from entering into this transaction has 2 parts, the part being a public road. and private roads, while those that are public roads It is part of the entrance and exit of the project that can be used normally. and the personal part The company has already received a registration of the servitude. The registration of the servitude can be canceled. In the case where there is consent of both parties only (both the party registering the servitude gives consent and the party who benefits from the servitude) therefore there is no risk of the servitude being canceled. Because there must be consent from both parties and in the case of entrance and exit, it is one factor in considering the issuance of an allocation permit. and issuance of construction permits That is, the government

sector will issue allocation licenses. and construction permit for any land The land must have an entrance and exit. The entrance and exit of the project have servitudes recorded. As a result, the project has complete entrances and exits.

- The plot of land that is a servitude refers to real estate in which the owner must bear certain burdens arising from servitude, such as registering a servitude to another person. Including land title deeds 64646, 90554, 117146 and 91598
- The plot of land that is Samayasap refers to real estate where the owner receives benefits over the real estate of others who are in servitude, along with Parayasap. These include land title deeds No. 114831, 117145, and 117147 which will benefit from title deed No. 64646. , 90554, 117146, and 91598 which recorded the servitude.

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 3.67 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 167.50 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 Q2/2024. The management expects to be able to present a clear plan to the board within Q3/2024. And if the project is completed, EVER will be able to receive 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, and gas stations. and government offices The company therefore expects that the aforementioned factors 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 will help the company have a more growing income. It will be a source of income that will create profits for the company in the future.

- Raise the image of the company's single-detached home developments to a more premium level. This is considered to increase the company's future target customer base even more.

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 (From Mr. Swechak Lochaya) There will be loan conditions without collateral for the loan. and no interest is charged This must be by the principles approved by the committee. In addition, loans are interest-free. The size of the connected transaction is equal to 0.00 percent of the net tangible assets of the Company. which is lower than 0.03 percent of the value of the company's net tangible assets. and subsidiaries Therefore, it is not necessary to comply with the connected transaction announcement in any way. In addition, in the case of urgent need, Mr. Swechak Lochaya, a director of the company, will provide support for the loan. without any consideration for compensation This is the approach that the company has always used to manage cash flow.

At present, the Company has received documents showing initial loan conditions (Indicative Terms and Conditions) from a financial institution in Thailand. The important details can be summarized as follows:

Borrower	Everland Public Company Limited
Lender	Financial institutions in Thailand
Surety	Mr.Swechak Lochaya
Purpose of loan	For use in circulation in the business
Period	3 Years
Loan amount	90 – 95 Million baht
Interest rate	MLR + 3.73 percent, but not less than 11 percent per year.
Front-End Fee	1.50 percent of the approved amount One-time payment on the contract signing date.

Repayment	Repay the principal in 6 monthly installments, with the first payment on the last day of the 18th month from the date of the first loan drawdown. After that, payment is made every 6 months, and the rest is paid when the contract expires.
Guarantee	<ol style="list-style-type: none"> 1. Mortgage of vacant land title deeds 114831, 117145 and 117147 2. Mortgage No. 2 adds security to collateral No. 1. <ol style="list-style-type: none"> 2.1 The Politan Rive project suite (The Politan Rive)^{1/} 2.2 The Politan Breeze project suite (The Politan Breeze)^{1/} 2.3 The Politan Aqua project suite (The Politan Aqua)^{1/}

Source: Indicative Terms and Conditions document received from a financial institution in Thailand.

Remark:

1/ All 3 condominium projects were the original collateral in the Company's other loan contracts. already with this financial institution (as of March 25, 2024, the total number of rooms that are collateral consists of The Politan Rive project condominiums, 39 rooms, The Politan Breeze project condominiums, 89 rooms, and The Politan Aqua project condominiums, 63 rooms)

The above loan conditions are the general conditions of financial institutions that specify the use of mortgaged land as collateral for the loan. and for adding collateral to the company's project condominiums which was already the same collateral in the company's other loan contracts with this financial institution. It will not affect the company's ability to borrow money.

In addition, because the Company is in the process of negotiating for loans with 3 - 4 financial institutions for the development of the 33 Residence project (the "Project Development Loan Facility"), it is expected that the project loan will be approved and disbursed after receiving it. Approval for entering into the transaction is from the shareholder meeting. Therefore, the Company has sufficient credit to enter into the transaction and to use in developing related projects. However, if the Company receives approval of the loan amount for project development before the date of transfer of land ownership. The Company will not draw down credit lines for land purchases. There is also no need to borrow money from the company's directors.

In this regard, the loan will be used to purchase all 3 plots of land in this transaction. Including borrowing money to develop projects on the said land. It will not cause the company's debt-to-equity ratio to exceed the conditions specified in the loan agreement with the financial institution, which is specified not to exceed 3 times. Currently, the company's debt-to-equity ratio is 1.92 times, making it difficult to borrow money from financial institutions. The additional loan is still within the criteria for the company to borrow additional funds.

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. Opinions of the Company's directors regarding the agreement to enter into connected transactions indicating reasonableness. and the highest benefit to the company when compared to agreeing to enter into transactions with independent third parties.

Opinion of the committee with the audit committee also attending the meeting The Company has considered and thinks that entering into the said transaction is a reasonable action for the Company's business operations. and will benefit the company and generate income for the company

Opinions regarding the adequacy of funding sources The company has good relationships with financial institutions. and the loan has been repaid in full according to the conditions. Therefore, we have received confidence from financial institutions which are ready to provide support. and the debt-to-equity ratio of the company has not yet reached the criteria set by financial institutions. In addition to the source of funds from borrowing from financial institutions The company also has a source of funds from remaining cash flow from operations. And the company's directors are ready to support this investment.

The opinion regarding the trading price is based on the estimated price of the independent appraiser as determined in the case that the said land has already been allocated and the Company has followed up on the process of applying for an allocation permit. and is confident that the company will receive the allocation license quite definitely In addition, when considering the nature of the said land. It is land that has the special feature of being next to a lake. It is unique and cannot be procured in general. The number of plots to be developed for the project is limited to only 33 plots. The Company thinks that the price difference given by the independent financial advisor is approximately 25.61 million baht. The Company has considered and found that the Company still has profit from the project at an acceptable level. However, the company is still unable to reveal the detailed plans to the independent financial advisor because the company is in the process of planning work and various information. In the plan is sensitive information. This may affect the company's competitiveness. In addition, the company has an existing team with knowledge and experience in project development. The company does not need to hire additional new personnel. which will cause the use of resources and personnel in a worthwhile manner as well As for the fees for transferring ownership. The committee is of the opinion that Each person is half-responsible for title deed number 114831 (amount 13-1-63.3 rai). As for title deed number 117145 and 117147 (amount 0-0-451.5 rai), the buyer, the company, is responsible for the fee for transferring ownership, in the same way. Previous trading operations.

In addition, although directly developing real estate projects Instead of being a project management service provider Might make the company bear more risk in running a business the company, as an entrepreneur in the real estate development business for more than 30 years, has assessed and seen that The increased risk is normal in the same way that the Company has already faced in developing its other real estate projects, such as the risk from decreased demand or purchasing power of consumers' homes. As a result, the total amount did not meet the set target. Risk from increasing prices of construction materials and risks from interest rate fluctuations and access to capital, etc.

13. Other information

13.1 Preventing conflicts of interest between the company and SWG

After entering into this transaction, SWG will continue to own several plots of land within Soi Suwinthawong 80 or the My Home Silver Lake project area. SWG is currently engaged in the business of buying and selling land development. (or land trading) while the Company operates the business of developing real estate with buildings, including the development of condos, single houses, townhomes, and commercial buildings. Therefore, it can be seen that SWG and the Company operate the real estate business in different formats

However, to manage conflicts of interest in the real estate development business between the Company and SWG in the future, the Company has negotiated to request SWG to issue a letter of guarantee (Letter of Under) with an agreement not to compete officially. Trade for operating the real estate business for Everland Public Company Limited (“EVER” or the “Company”). Throughout the period that M.R.Sasijutapa Varavarn held shares in SWG, SWG agreed to

1. Give rights to the company in purchasing land and/or buildings used in SWG's real estate development business before third parties (Right of First Refusal: "ROFR") for 3 years from the date of transfer of ownership of the land to be purchased in this transaction.
2. Do not engage in competing or overlapping real estate development businesses. or likely to compete or overlap with the real estate development business of the Company for 3 years from the date of transfer of ownership of the land to be purchased in this transaction. SWG can still conduct land trading business and can invest in real estate as long as the operation is not for the development of real estate projects.

In addition, at present, to prevent conflicts of interest in conducting business between the companies. Major shareholders and/or persons who may have conflicts with the Company As well as to build confidence for shareholders and all stakeholders, the company has measures to approve transactions that may have conflicts of interest among those involved as follows:

- 1) Making related transactions with persons who may have conflicts of interest which is not a normal transaction Must receive approval from the Audit Committee. and receive approval from the committee before proceeding, taking into account reasons, necessity, and reasonableness Can be compared with the conditions of transactions occurring between the companies. with outsiders and must be carried out by the regulations or announcements of the Securities and Exchange Commission. and announcements of the Stock Exchange and related laws
- 2) Making related transactions with persons who may have conflicts Only normal transactions such as selling products, providing services, etc., can be approved by the Chief Executive Officer. When such items have price conditions Payment or other conditions It is in the same way as the company. do it to another person.

In the case where the Chief Executive Officer becomes "Persons who may have conflicts" The Chief Executive Officer does not have approval authority. Approval is within the authority of the committee. In that case The Chief Executive Officer cannot attend the meeting or vote on the matter unless it is a normal commercial transaction that has been approved in principle by the Board of Directors. By notifying the directors of the conditions under paragraph one and then allowing the Chief Executive Officer to proceed by paragraph one. But the matter must be reported to the Audit Committee. At the next meeting.

If any director becomes "Persons who may have conflicts" of directors in matters presented to the board on any matter That director cannot be present at the meeting or vote on the matter.

The Audit Committee will review transactions that may have conflicts of interest and/or transactions that may have related transactions. By considering the suitability of such items every time. and will reveal details, transaction value, contract parties, and reasons for necessity in Form 56-1 One Report.

In addition, the company would like to clarify that at present SWG does not have a project development team, which is considered the heart of the real estate development business. As has been learned from SWG's executives, for the 3-year plan, SWG has not changed its business plan. It will continue to develop land by buying and selling.

13.2 Guidelines for purchasing land to develop the company's real estate projects.

As for plans, the company is committed to developing various projects. of the company, both horizontal and high-rise, mainly considering the potential of the land. There is no restriction on purchasing land through any one company. or through a group of related persons only in the past, the Company's projects were located in different locations in many areas. The acquisition of such land was purchased from different landowners, not from a group of related persons. The Company's purchases of land for project development in the past 6 years were purchases. from all outsiders According to the details as follows:

No.	The date the committee resolved	Area.			Address	Projects developed on land
		Rai	Ngan	Wa		
1	20 Oct 2017	13	1	90.10	Bang Pakok, Rat Burana, Bangkok.	EVETCITY - Suksawat 30 - Buddha Bucha
2	20 Oct 2017	23	1	5.00	Bang Kaeo Subdistrict, Bang Phli District, Samut Prakan.	EVERCITY – Srinakarin-Namdaeng
3	15 Dec 2017	17	3	72.6	Or Ngoen Subdistrict, District (Bang Khen), Sai Mai, Bangkok.	EVERCITY - Ramintra - Chatruchot
4.	28 Feb 2022	21	3	74.50	Khlong Phra Udom Subdistrict Lat Lum Kaeo District, Pathum Thani.	EVERCITY – Evaris New Ratchaphruek ^{1/}

Remark: 1/ Currently under development and construction. Expected to start selling in May 2024.

2. Important information about the company and a summary of business operation

2.1 Information about business operations and business trends of the Company and its subsidiaries

2.1.1 Nature of business operations of the company and subsidiaries of the company

The company is primarily engaged in the business of real estate development. By developing land to be Distributed in the form of detached houses, townhomes, commercial buildings, and residential condominiums. with customers at all levels Most of which are in the middle-income group and above. and expand operations to the hospital business to increase business opportunities This is done through the company. and subsidiaries Which can be divided into 2 business groups as follows:

1. Real Estate Development as follows:

- Land allocation and single home, town home and commercial building construction for sale.
- Condominium construction for sale.

The Company's key policies governing the development of each project are as follows:

- Emphasis is placed on high-quality construction.
- Good and appropriate construction materials are used.
- Architectural designs are modern in order to benefit utilization and attractiveness.
- Emphasis is also placed on the environment and natural surroundings of each project.
- Each project's location is selected with primary consideration to the travel convenience of its inhabitants.
- Sales prices are set reasonably and fairly.
- High-quality post-sale services must be provided to each project such as security and amenities.

2. Hospital Business

Activities are managed by My Hospital Company Limited ("MY HOSPITAL"). This is a subsidiary in which the Company holds 100 percent shares. The subsidiary engages in investment and invests in various private hospitals and medical businesses and was established in 2014. At present, the subsidiary's registered capital is 510 million baht. My Hospital Company Limited is currently engaged in the hospital business with 5 subsidiaries.

Investment in the hospital business is an implementation of the Company's policy to expand business operations into the highly profitable medical industry and generate additional revenue to augment the Company's existing revenue. However, the Company still aims to mainly operate in real estate development.

2.1.2 Nature of business operations of the company and subsidiaries of the company

The company still operates 2 main business groups as before, namely 1) Real estate development business. This is the main business of which the company plans to grow continuously. Whether it is the development of many new projects The strategy will mainly focus on location. to create a competitive advantage Giving importance to customer service so that customers receive satisfactory service. 2) Hospital business, which will focus on developing the quality of excellent medical care. With expert doctors and modern tools Giving importance to customer service Fast service Cleanliness for customers to receive satisfactory service.

2.2 Financial statement summary table Complete with an explanation and analysis of the financial base and operating results and risk factors that may affect the company's profits

2.2.1 Summary table of financial statements for 2021 – 2023

For 2021 – 2023			
Item	2023 (MB.)	2022 (MB.)	2021 (MB.)
Statement of comprehensive income			
Total Revenue			
Revenue from real estate business	1,221.38	1,593.81	2,366.89
Revenue from hospital business operations	443.88	428.55	328.19
Total Revenue	1,665.26	2,022.36	2,695.08
Profit / (loss) from operating activities	(85.91)	(77.92)	170.03
Profit / (loss) before income tax expense	(329.71)	(447.39)	(93.82)
Profit / (loss) for the year	(350.91)	(458.75)	(145.30)
Basic earnings / (loss) per share (THB)	(0.0704)	(0.0958)	(0.0354)
Balance Sheet			
Total Assets	6,626.11	7,075.21	7,934.27
Total Liabilities	4,353.70	4,457.47	5,371.88
Total Equity	2,272.43	7,075.21	7,934.27
Financial ratio			
Liquidity Ratio	2.04	2.67	1.85
Profitability Ratios			
Operating Profit Margin (%)	(5.63)	(4.32)	5.78
Net Profit Margin (%)	(21.07)	(22.68)	(5.39)

2.2.1 Management Discussion and Analysis of financial position and performance for 2023

Please refer to the Management Discussion and Analysis of financial position and performance for 2023, on the Company's website at www.everland.co.th

2.3 Board of Directors, executives, and shareholders of the Company

2.3.1 Board of Directors as of March 5, 2024.

No.	Name – Surname	Position
1.	Mr.Swechak Lochaya	Chairman of the Board / Director

2.	Mr.Kamtorn Udomritthiruj	Vice Chairman of the Board / Chairman of the Audit Committee / Independent Director
3.	Ms.Vanida Majjimanonda	Director / Vice Chairman of the Audit Committee / Independent Director
4.	Mrs.Supatdra Chuarrot	Director / Audit Committee / Independent Director
5.	Miss Janya Kongmun	Director

2.3.2 Management as of March 5, 2024

No.	Name – Surname	Position
1	Miss Nuchralee Thonglop	Assistant Managing Director (Hospital Business) (Acting)
2	Miss Touchakorn Somjitchob	Accounting and Finance Director
3	Mrs. Suthassana Seansupa/	Human Resources and Administration Director (Acting)

Remark: Managing Director position The company is currently recruiting personnel to hold the position of Managing Director.

2.3.3 List of top 10 major shareholders of the Company as of December 31, 2023.

The shareholding structure of the Company as of December 31, 2023 as follows:

No.	List of major shareholders	Number of shares	Proportion (%)
1	Lochaya Group		
	Mrs. Daranee Attanand	978,518,759	20.16%
	Mr. Jormsub Lochaya	583,302,542	12.01%
	Mr. Swechak Lochaya	480,768,700	9.90%
	Total Lochaya Group	2,042,590,001	42.07%
2	Thai NVDR Company Limited	181,867,954	3.75%
3	Manaying Group		
	Mr. Prasong Manaying	120,000,000	2.47%
	Mrs.Ponpan Manaying	35,000,000	0.72%
	Miss Sucha Manaying	5,000,000	0.10%
	Miss Nattida Manaying	1,000	0.00%
	Miss Archiraya Manaying	1,000	0.00%
	Total Manaying Group	160,002,000	3.30%
4	Mr.Songkram chiwaprawatdamrong	106,332,120	2.19%
5	Mr.Tongpean Sansroy	85,317,100	1.76%
6	Mr.Somchai Hongrattanavichit	39,100,000	0.81%
7	Tangtirawat Group		
	Ms. Somsee Tangtirawat	37,750,000	0.78%
	Mrs.Narinrat Tangtirawat	4,161,300	0.09%
	Total Tangtirawat Group	41,911,300	0.86%
8	Mr.Non Peatprapa	37,121,200	0.76%
9	Wongchotipintong Group		
	Mr.Kreangsak Wongchotipintong	33,880,460	0.70%
	Mrs.Sunee Wongchotipintong	9,421,740	0.19%
	Mr. Wicha Wongchotipintong	2,010,000	0.04%
	Ms.Thipprapa Wongchotipintong	500,000	0.01%
	Mr. Supoj Wongchotipintong	264,000	0.01%

	Total Wongchotipintong Group	46,076,200	0.95%
10	Suwanpanijchakul Group		
	Mr. Somchai Suwanpanijchakul	25,798,900	0.53%
	Mr. Tanate Suwanpanijchakul	210,000	0.00%
	Miss Chutima Suwanpanijchakul	70,000	0.00%
	Mr. Rungkit Suwanpanijchakul	18,300	0.00%
	Total Suwanpanijchakul Group	26,097,200	0.54%
	Total No. 1-10	2,766,415,075	56.98%
	Total Other	2,088,371,477	43.02%
	Total	4,854,786,552	100.00%

2.3.4 Other information which may materially affect the decision-making of the investors

- None-

2.3.5 Related party transactions in 2023, including but not limited to connected transactions entered into between the Company, its directors, executives, and shareholders, directly or indirectly, holding shares amounting to 10 percent or more

Please refer to the related party transactions in 2023 in the Annual Registration Statement/Annual Report for the year 2023 (Form 56-1 One Report), on the Company's website at www.everland.co.th

2.3.6 Summary of the contents of the contract related to entering into the land purchase transaction. Draft contract to buy and sell land.

Parties	Everland Public Company Limited. ("EVER" or "Company") (Buyer) Suwinthawong Gold Asset Co., Ltd. ("SWG") (Seller)
Consideration	The buyer must pay the transaction price of 163,833,750 baht in cash/draft/promissory note or as instructed by the seller.
Term	Within 30 September 2024 as follows: The buyer will make payment and transfer ownership within 31 May 2024 and the seller will take any action to grant permission to allocate all 3 plots of land in the name of the buyer, which must be completed within 120 days. Since the date of the transfer of ownership
Prerequisite	In buying and selling land under this contract, the seller acknowledges that the buyer must seek approval from the Company's board of directors. and shareholders of the company If not approved by the Board of Directors and/or shareholders of the Company The buyer can cancel the contract to buy and sell this land without any conditions. And the seller agrees not to claim any damages at all.
Special agreement regarding land purchase	After the transfer of land ownership according to this contract has been completed, the seller agrees to take any action. Grant permission to allocate all 3 plots of land according to item 1. in the name of the purchaser (Everland Public Co., LTD.). The process must be completed within 120 days from the date the transfer of

	land ownership is completed. If the seller is unable to obtain a land allocation permit in the name of Everland Public Company Limited within the said period. The seller agrees to pay back the entire amount for the land received from the buyer. Including fees, taxes, and various expenses incurred in transferring land ownership and according to purchase and sale contracts within 30 days from the default date.
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3. Connected persons and/or shareholders with an interest

The connected persons and/or shareholders who have interests in the acquisition of the Business are classified as persons with an interest and are not entitled to cast votes in Agenda Item 8 of the General Meeting of Shareholders 2024 – To 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 Sq.w.), located in Lam Phakchi Subdistrict, Nong Chok District. Bangkok Province., are as follows:

No.	Shareholder	Number of shares (shares)	Shareholding (%)
1	Mr.Jormsup Lochaya	583,302,542	12.01%
2	Mr.Swechak Lochaya	480,768,700	9.90%
3	M.R.Sasijutapa Varavarn	272,900	0.01%
4	Advanced Asset Management Services Co., Ltd. ^{1/}	10,000	0.00%
5	My Resort (Phuket) Co., Ltd. ^{2/}	10,000	0.00%
6	Equity Residential Co., Ltd. ^{3/}	10,000	0.00%
7	Equity Residential Chaopaya Co., Ltd. ^{4/}	10,000	0.00%
No.	Shareholder	Number of shares (shares)	Shareholding (%)
8	Meechai Thailand Low office Co., Ltd. ^{5/}	10,000	0.00%
9	Lochaya Law office Co., Ltd. ^{6/}	10,000	0.00%
10	Bangkok City Development Co., Ltd. ^{7/}	10,000	0.00%
11	Equity Residential (Rimnam) Co., Ltd. ^{8/}	10,000	0.00%
	Total	1,064,424,142	21.92%

Remark:

1/ Meechai Thailand Low office Co., Ltd.^{5/} holds 99.98% of the total shares.

2/ Mr.Swechak Lochaya holds 99.99% of the total shares.

3/ Equity Residential Chaopaya Co., Ltd.^{4/} holds 86.67% of the total shares.

4/ Mr.Swechak Lochaya holds 62.14% of the total shares.

5/ Mr.Jormsup Lochaya holds 93.75% of the total shares.

6/ Mr.Jormsup Lochaya holds 99.99% of the total shares.

7/ M.R.Sasijutapa Varavarn ถือหุ้นร้อยละ 50.00% of the total shares.

8/ M.R.W.Pumin Varavarn (Meesak is the younger brother of M.R.Sasijutapa Varavarn) holds 99.99% of the total shares.

In this regard, at the 2023 Annual General Meeting of Shareholders of the Company on April 26, 2024, connected persons and/or shareholders with interests Those who do not have the right to vote in Agenda 8 above will come from the closing of the Company's shareholder register on March 25, 2024.

4. Opinion of the Board of Directors regarding connected transactions.

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

5. Opinions of the Audit Committee Members that are different from those of the Board of Directors

- None -

6. Proxy Form for shareholders to use in voting with at least one member of the Audit Committee being nominated as a proxy of a shareholder

The details of the independent directors for proxy for shareholders are set out in the List of Independent Directors whom the Company Nominated as proxies for the Shareholders, Attachment 13 of the Invitation to the General Meeting of Shareholders 2024.

Remark: Other supporting documents related to this investment You can learn more from the company's website.