

📄 ever/list 004/2023

February 28, 2023

To: Director and Manager
The Stock Exchange of Thailand

Subject: Receiving financial support assistance from related person. [\(Update show with blue text.\)](#)

According to the Board of Directors Meeting of Everland Public Company Limited (“Company” or “EVER”) No. 2/2023 held on February 28, 2023 resolved to financial support assistance from related person as follows:

1. Suwinthawong Gold Asset Co.,Ltd.

Everland Public Company Limited (“the Company” or “EVER”) has received financial assistance from Suwinthawong Gold Asset Co.,Ltd. by having M.R. Sasijutapa Varavarn who is the Company's director. In the amount of Baht 103,042,800 to be used as working capital. The company has extended the repayment period and asked to reduce the interest rate. This financial assistance transaction is considered a connected transaction under the Notification of the Capital Market Supervisory Board Tor Jor. and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546, with details of the transactions as follows:

1. Date of Transaction:

[July 1, 2021 and](#) September 30, 2022 (“promissory note issue date”)

2. Finance Supporter, Transaction Parties:

Suwinthawong Gold Asset Co.,Ltd, M.R. Sasijutapa Varavarn Which is the director, [Which is the director which M.R. Sasijutapa Varavarn is the mother of Mr.Swechak Lochaya, the chairman of the Company](#) so the transaction Considered a connected transaction.

3. Finance Receiver:

Everland Public Company Limited (“EVER”)

4. Description of the Transaction:

EVER has of financial assistance from Suwinthawong Gold Asset Co.,Ltd for finance of use as working capital.

5. Value of Transaction:

EVER received financial assistance from Suwinthawong Gold Asset Co., Ltd. as on 2020, the company received financial assistance from Suwinthawong Gold Asset Co., Ltd. in the amount of Baht 16 million and later on 2021, EVER received additional financial assistance in the amount of Baht 89.30 million total amount of Baht 105.30 million baht, with an interest rate of 7% per year as a loan agreement. no collateral Repay on demand Subsequently, the company requested an extension of the loan repayment period for another 2 years and asked to adjust the interest

rate down from 7 percent per year to 3 percent per year and partially repaid. As a result, the remaining credit line as of September 30, 2022 remaining amount of Baht 103.04 million. [The contract has a request for an extension of the loan repayment period from 2021 to 2025. The contract will expire on June 30, 2025.](#)

Detail	Loan (Baht)	Term (Year)	Interest Rate	Size of Transaction (Baht)
promissory note	103,042,800	4	3%	12,365,136

Note : Calculate only the compensation or benefits payable to the related person throughout the financial assistance period.

6. **Transaction Size:**

The aforementioned is considered as financial assistance transaction which amount of the interest rate of 3% per year the loan contract for EVER amount of Baht 103,042,800. The transaction amount is determined using the financial statements for September 30, 2022. The size of transaction value is 0.48 percent of the Company's Net Tangible Asset (NTA) (as detail in table below) but not exceeding to 3.00 percent of the Company's Net Tangible Assets (NTA). Therefore, it is deemed as a connected transaction of which needed to be approved the entering into a transaction by the Board of Directors and required to disclosed to the SET in compliance to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand (SET) Re: Disclosure of Information of Listed Companies.

NTA Calculation and Transaction Size (Financial statements of the company ended September 30, 2022)

Items	Detail
Financial Statement as of 30 September 2022	
Assets (Million Baht) -(1)	7,249.02
Intangible Asset (Million Baht) -(2)	17.95
Liabilities (Million Baht) -(3)	4,538.44
Minority Shareholder Equity (Million Baht) -(4)	95.80
Net Tangible Asset (Million Baht) =(1)-(2)-(3)-(4)	2,596.83
Total value transaction = Value of Interest Rate over the period of borrowing (Million Baht)	12.37
Transaction Size	0.48%

Additionally, if the transaction amount is determined using the financial statements for 31 December 2022, it is at 0.49 % of the net asset value of the business (information in table below), not more than 3.00% of the net asset value.

NTA Calculation and Transaction Size (Financial statements of the company ended December 31, 2022)

Items	Detail
Financial Statement as of 31 December 2022	
Assets (Million Baht) -(1)	7,075.20
Intangible Asset (Million Baht) -(2)	15.27
Liabilities (Million Baht) -(3)	4,457.46
Minority Shareholder Equity (Million Baht) -(4)	91.97
Net Tangible Asset (Million Baht) =(1)-(2)-(3)-(4)	2,510.51
Total value transaction = Value of Interest Rate over the period of borrowing (Million Baht)	12.37
Transaction Size	0.49%

As a result of the NTA Calculation and Transaction Size using the financial statements for September 30, 2022 and December 31, 2022, the transaction size is between 0.03% of the net asset value. but not more than 3% of the net asset value. The Company therefore must request approval from the Board of Directors to enter such transaction and disclose information to the Stock Exchange of Thailand. According to the Notification of the Capital Market Supervisory Board Tor Jor. and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546.

7. Related persons / conflict of interests:

Suwinthawong Gold Asset Co.,Ltd ("SGA"), M.R. Sasijutapa Varavarn Which is the director which M.R. Sasijutapa Varavarn is the mother of Mr.Swechak Lochaya, the chairman of the Company, so the transaction Considered a connected transaction.

8. Opinion of the Board of Director:

The Audit Committees and The Board of Director has considered the reason and necessity and resolved that this financial assistance is reasonable transaction and beneficial to the business of the company directly to enhance the growth of Company feasibility to extend the financial limit which can grow and improve property development which the interest rate of this financial assistance is reasonable and same as dealing with other financial institutions the Board of Director has passed the resolution to provide financial assistance from Suwinthawong Gold Asset Co.,Ltd total amount Baht 103,042,800 as mentioned. However, the director who has been considered as connected persons had not voted for this agenda.

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

-None Please-

2. Bangna Asset Co., Ltd.

Everland Public Company Limited (“the Company” or “EVER”) has received financial assistance from Bangna Asset Co., Ltd. by M.R. Sasijutapa Varavarn holds 99.17% of the authorized capital and paid-up Company's of financial assistance company's amount of Baht 42,000,000 to be used as working capital. The company has extended the repayment period for another 2 years. This financial assistance transaction is considered a connected transaction under the Notification of the Capital Market Supervisory Board Tor Jor. and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546, with details of the transactions as follows:

1. **Date of Transaction:**

September 19, 2021, January 27, 2022 and June 29, 2022 (“promissory note issue date”)

2. **Finance Supporter, Transaction Parties:**

Bangna Asset Co., Ltd, M.R. Sasijutapa Varavarn holds 99.17% of the authorized capital and paid-up company, [Which is the director which M.R. Sasijutapa Varavarn is the mother of Mr.Swechak Lochaya, the chairman of the Company](#) so the transaction Considered a connected transaction.

3. **Finance Receiver:**

Everland Public Company Limited (“EVER”)

4. **Description of the Transaction:**

EVER has of financial assistance from Bangna Asset Co., Ltd for finance of use as working capital.

5. **Value of Transaction:**

EVER received financial assistance from Bangna Asset Co., Ltd. on 2020. The company received financial assistance from Bangna Asset Co., Ltd. in the amount of Baht17 million and later on 2021, there was a request for an extension of time. To repay the loan for another 2 years with the same interest rate of 7% per year, later in the year 2022, additional financial assistance was received in the amount of Baht 25 million with 2 year loan term with an interest rate of 7% per year, The total amount Baht 42 million.

Detail	Loan (Baht)	Term (Year)	Interest Rate	Size of Transaction (Baht)
promissory note No.1	17,000,000	2	7%	2,380,000
promissory note No.2	18,000,000	2	7%	2,520,000
promissory note No.3	7,000,000	2	7%	980,000
Total	42,000,000			5,880,000

Note : Calculate only the compensation or benefits payable to the related person throughout the financial assistance period.

6. **Transaction Size:**

The aforementioned is considered as financial assistance transaction which amount of the interest rate of 7% per year the loan contract for EVER amount of Baht 42,000,000. The transaction amount is determined using the financial statements for September 30, 2022. The size of transaction value is 0.23 percent of the Company's Net Tangible Asset (NTA) (as detail in table below) but not exceeding to 3.00 percent of the Company's Net Tangible Assets

(NTA). Therefore, it is deemed as a connected transaction of which needed to be approved the entering into a transaction by the Board of Directors and required to disclosed to the SET in compliance to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand (SET) Re: Disclosure of Information of Listed Companies.

NTA Calculation and Transaction Size (Financial statements of the company ended September 30, 2022)

Items	Detail
Financial Statement as of 30 September 2022	
Assets (Million Baht) -(1)	7,249.02
Intangible Asset (Million Baht) -(2)	17.95
Liabilities (Million Baht) -(3)	4,538.44
Minority Shareholder Equity (Million Baht) -(4)	95.80
Net Tangible Asset (Million Baht) =(1)-(2)-(3)-(4)	2,596.83
Total value transaction = Value of Interest Rate over the period of borrowing (Million Baht)	5.88
Transaction Size	0.23%

Additionally, if the transaction amount is determined using the financial statements for 31 December 2022, it is at 0.23 % of the net asset value of the business (information in table below), not more than 3.00% of the net asset value.

NTA Calculation and Transaction Size (Financial statements of the company ended December 31, 2022)

รายการ	รายละเอียด
Financial Statement as of 31 December 2022	
Assets (Million Baht) -(1)	7,075.20
Intangible Asset (Million Baht) -(2)	15.27
Liabilities (Million Baht) -(3)	4,457.46
Minority Shareholder Equity (Million Baht) -(4)	91.97
Net Tangible Asset (Million Baht) =(1)-(2)-(3)-(4)	2,510.51
Total value transaction = Value of Interest Rate over the period of borrowing (Million Baht)	5.88
Transaction Size	0.23%

As a result of the NTA Calculation and Transaction Size using the financial statements for September 30, 2022 and December 31, 2022, the transaction size is between 0.03% of the net asset value. but not more than 3% of the net asset value. The Company therefore must request approval from the Board of Directors to enter such transaction and disclose information to the Stock Exchange of Thailand. According to the Notification of the Capital Market Supervisory Board Tor Jor. and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546.

7. **Related persons / conflict of interests:**

Bangna Asset Co., Ltd. which M.R. Sasijutapa Varavarn holds 99.17% of the authorized capital and paid-up company which M.R. Sasijutapa Varavarn is the mother of Mr.Swechak Lochaya, the chairman of the Company, so the transaction Considered a connected transaction.

8. **Opinion of the Board of Director:**

The Audit Committees and The Board of Director has considered the reason and necessity and resolved that this financial assistance is reasonable transaction and beneficial to the business of the company directly to enhance the growth of Company feasibility to extend the financial limit which can grow and improve property development which the interest rate of this financial assistance is reasonable and same as dealing with other financial institutions the Board of Director has passed the resolution to provide financial assistance from Bangna Asset Co., Ltd. total amount Baht 42,000,000 as mentioned. However, the director who has been considered as connected persons had not voted for this agenda.

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

-None Please-

The company received assistance from Suwinthawong Gold Asset Co., Ltd. and Bangna Asset Co., Ltd. Which is the director which M.R.Sasijutapa Varavarn is the mother of Mr.Swechak Lochaya, the chairman of the Company so the transaction Considered a connected transaction. As a result of the NTA Calculation and Transaction Size using the financial statements for September 30, 2022 and December 31, 2022, the transaction size is between 0.03% of the net asset value. but not more than 3% of the net asset value. The Company therefore must request approval from the Board of Directors to enter such transaction and disclose information to the Stock Exchange of Thailand. According to the Notification of the Capital Market Supervisory Board Tor Jor. and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 as follows:

Items	Suwinthawong Gold Asset Co.,Ltd.	Bangna Asset Co., Ltd.	Total
Financial Statement as of 30 September 2022			
NTA (Million Baht)	2,596.83	2,596.83	
Transaction Size	0.48%	0.23%	0.71%
Financial Statement as of 30 December 2022			
NTA (Million Baht)	2,510.51	2,510.51	
Transaction Size	0.49%	0.23%	0.72%

Please be informed accordingly

Yours Sincerely,

(Mr. Swechak Lochaya)
Chairman of the board