

Ref. ever/list 009/2023

May 12, 2023

To : President

The Stock Exchange of Thailand

Subject : Notification of the transaction of disposal of assets and acquisition of management from related person.

[\(Update show with blue text.\)](#)

According to the Board of Directors Meeting of Everland Public Company Limited (“Company” or “EVER”) No. 3/2023 held on May 12, 2023 has resolved to approve the rental company to enter into a transaction of disposing of assets which are vacant land and [management services](#) for Suwinthawong Gold Asset Co.,Ltd. which is a connected transaction As specified in the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2008. and the announcement of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Operations of Listed Companies Concerning the Acquisition or Disposal of Assets B.E.2004 and SET in compliance to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2008 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. The details are as follows :

Details about the transaction**1. Date of Transaction:**

The date of the transaction is the day that the purchase price of the land will be paid to the seller in full. and transfer ownership of land to all buyers.

2. Related Parties and Relationship with the Company2.1 The Disposal of Assets

Buyer Suwinthawong Gold Asset Co.,Ltd. (“SWG”)

Seller Everland Public Company Limited. (“EVER” or “Company”)

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

2.2 Management services

employer Suwinthawong Gold Asset Co.,Ltd. (“SWG”)

contractor Everland Public Company Limited. (“EVER” or “Company”)

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

Relationship

Entering into such transaction is considered a non-connected transaction as per Notification of the Capital Market Supervisory Board No. Tor Jor.21/2008 Re: Rules on Connected Transactions, which refers to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of information and other acts of listed companies concerning the Connected Transaction B.E.2003 With 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.

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 March 31, 2023 consists of 1 person as follows:

1. M.R. Sasijutapa Varavarn

signing authority

One director signs and seals the compan

3. General Characteristics of the Transaction and Transaction Size

3.1 EVER agrees to sell 2 plots of vacant land with a total area of 1-0-51.50 rai (451.50 square wah) located at Lam Phak Chi Subdistrict, Nong Chok District, Bangkok Province. Ownership of Everland Public Company Limited with the objective of generating returns from the company's idle assets. by selling some of the company's assets that have not been properly utilized will cause the greatest benefit to the company in the future, total value 2,934,750 baht (two million nine hundred thirty-four thousand seven hundred and fifty baht only) (representing an average price of 6,500 baht / square wah) with the relevant implementation period. the following :

Detail	period
The Board of Directors of EVER resolved to approve the signing of the land purchase and sale agreement.	May 12, 2023
EVER and the buyer sign an agreement to buy and sell land and transfer land ownership to the buyer.	according to the availability of the company

In this regard, the buyer will be responsible for all expenses in transferring ownership in the amount of approximately 137,933.25 baht, whereby the land sold and delivered to the buyer must be free of any obligations. On the day of ownership transfer 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				total (Baht)
			Rai	Ngan	Wa	Sq. w	
1	117147	484	1	0	27.5	427.50	2,778,750
2	117145	482	0	0	24	24.00	156,000
Total			1	0	51.50	451.50	2,934,750

Transaction Size:

In entering into the land sale transaction this time considered as the sale of assets As specified in the Notification of the Capital Market Supervisory Board No. Tor Jor20/2008. and the announcement of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Operations of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2004 collectively referred to as the “Notice of Acquisition or Disposal of Assets”. The value of the asset disposition is 2.93 million baht. According to the consolidated financial statement ended March 31, 2023, which has been reviewed by a certified public accountant, The company has **total assets of 7,192.85 million baht** of which the transaction value is 0.04 percent of total assets. **which is considered a small item**

(Unit : million baht)

Rules	Formula	Transaction Size
1. Net tangible assets	= can't calculate	= N.A.
2. Net profit	= can't be calculated because it is a sale of assets	= N.A.
3. Total value of consideration	= $\frac{\text{amounts of payment} \times 100}{\text{Total assets of EVER}}$	= $\frac{2.93 \times 100}{7,192.85}$ = 0.04%
4. Total value of securities	= Not calculated because there is no issue of shares payment for the assets.	= N.A.
The beneficial value of the same transactions within 6 months prior of transaction of disposal of assets (11 Dec 2022 – 11 May 2023) -None-		
The value of connected transactions in the past 6 months (11 Dec 2022 – 11 May 2023)		
1. The transaction received financial support from a connected person of Suwinthawong Gold Asset Co.,Ltd.		0.97%
2. The transaction received financial support from a connected person of Bangna Asset Co., Ltd,		0.46%

The highest calculated transaction size based on asset value criteria is 0.04 percent based on the Company's consolidated financial statements ended March 31, 2023 by an auditor licensed by the Securities and Exchange Commission. However, when combined with transactions of the same type in the past 6 months of [transaction of disposal of assets](#) (11 Dec 2022 – 11 May 2023), the total transaction size is equal to 0.04 This transaction is considered a disposed transaction **which assets which is considered a small item.**

In addition, the transaction of disposition of assets with [Suwinthawong Gold Asset Co.,Ltd.](#) is considered a connected person transaction. When calculating the size of such connected transaction by using the company's consolidated budget as of March 31, 2023, representing 0.12% of the NTA of the company and when including the size of the connected transaction in the past 6 months, the size of the transaction is 1.55 of the company's net asset value but not more than 3% of the net tangible assets of the Company and its subsidiaries. (NTA), whichever is greater The company is obligated to disclose information to the Stock Exchange of Thailand. And disclose information to the Stock Exchange of Thailand and seek approval from the Board of Directors to enter into such transactions. According to the announcement of the Capital Market Supervisory Board ThorChor. 21/2008 regarding the rules for connected transactions and the announcement of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of Listed Companies on Connected Transactions B.E. 2003

3.2 Management services

After entering into the transaction of disposing of vacant land assets to Suwintawong Gold Asset Co., Ltd., the Company will enter into the transaction to Suwintawong Gold Asset Co., Ltd. for a period of 4 years from contract signing date. The project value is approximately 370,000,000 baht, with the management fee calculated from the value of ownership transfer to the buyer at the rate of 5 percent of the contract value to buy and sell sub-plots of land (excluding VAT), total project management value of approximately 18,500,000 baht. The transaction is considered a connected transaction according to the Connected Transaction Notifications.

The said management service is considered a transaction with a connected person worth 18.50 million baht based on the consolidated financial statements of the company ended March 31, 2023 by an auditor licensed by the Securities and Exchange Commission. stock market. Representing 0.78 percent of the NTA of the company when including the size of the connected transaction in the past 6 months, the size of the transaction is 2.33 of the net asset value of the company but not more than 3% of the net tangible assets of the Company and its subsidiaries. (NTA), whichever is greater. The company is obligated to disclose information to the Stock Exchange of Thailand. And disclose information to the Stock Exchange of Thailand and seek approval from the Board of Directors to enter into such transactions. According to the announcement of the Capital Market Supervisory Board ThorChor. 21/2008 regarding the rules for connected transactions and the announcement of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of Listed Companies on Connected Transactions B.E. 2003.

4 Description of Disposed Assets and Acquired Assets

The Company will dispose of vacant land assets to Suwinthawong Gold Asset Co., Ltd., a connected person. According to the Notification of the Capital Market Supervisory Board Tor Jor. 21/2008 and the company will acquire management for Suwinthawong Gold Asset Co., Ltd. which is a connected person. According to the announcement of the Capital Market Supervisory Board No. TorJor.21/2008.

4.1 The Disposal of Assets

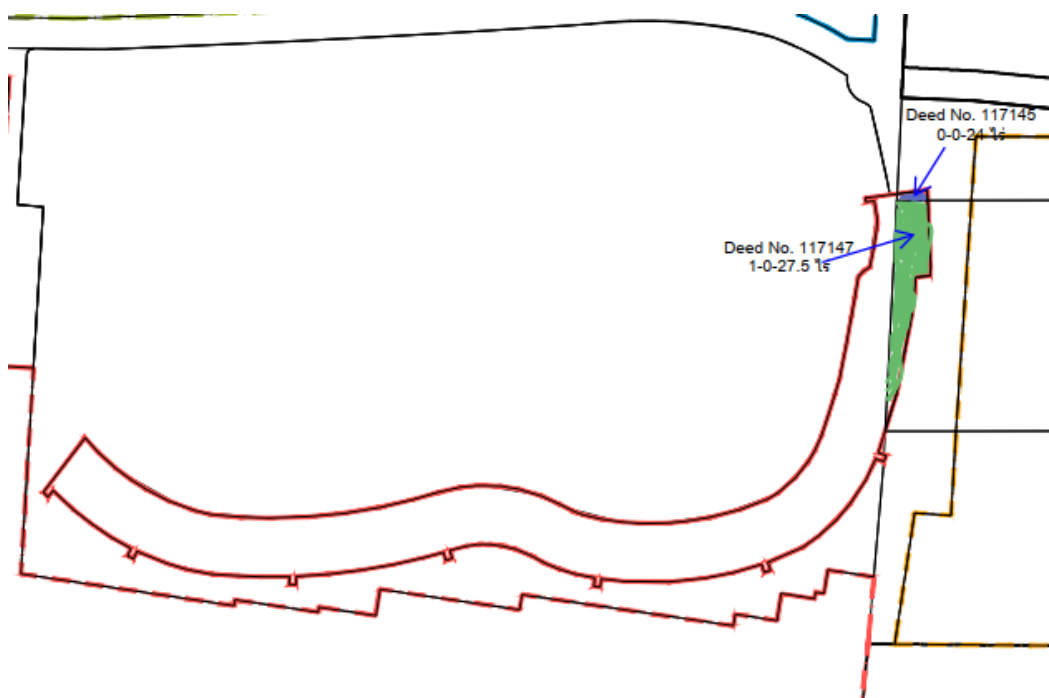
No.	Deed No.	land number	Area				Address	Owner
			Rai	Ngan	Wa	Sq. w		
1	117147	484	1	0	27.5	427.50	Lam Phak Chi Subdistrict, Nong Chok District, Bangkok	Everland Public Company Limited.
2	117145	482	0	0	24	24.00	Lam Phak Chi Subdistrict, Nong Chok District, Bangkok	Everland Public Company Limited.
รวมเนื้อที่ทั้งหมด			1	0	51.50	451.50		

Appraisal price

Considered from the appraised value of the property according to the market price. which was appraised by a property appraisal company and the main appraiser approved by the Thai Independent Appraisers Association (TVA) and the Valuers Association of Thailand (VAT), which was appraised by the appraisers of TA. Nagement Corporation (1999) Co., Ltd. Land price at the land price at the appraised market value, divided into the case of servitude for entrance and exit already 6,500 baht per square wah and in the case that the servitude for entrance and exit has not been recorded Table Agenda 3,250 baht (average government appraisal price 1,300 baht per square wah) on August 22, 2022, the land value, only the purchase portion, was 2,934,750 baht and compared to the market value. It is worth the price that can be accepted.

However, the company is in the process of hiring 2 independent appraisers, TA Management Corporation (1999) Co., Ltd. and Year Appraisal Co., Ltd. to appraise only the plots entered into. buy this time Initially, the appraisal price received from the appraiser was close to the price to be sold this time. However, if the latest appraisal price received from the appraiser is significantly lower than the specified purchase price The company will negotiate and review the land purchase price again.

land plan



4.2 Management services

Type	:	Sales, Marketing and Project Management Contract
Service rate	:	Service fee is 5% of the selling value of the 33 Residence project (excluding VAT).
Service payment	:	Payment within 14 working days or as billed by the contractor from the employer as an invoice for sales, marketing and project management.
Contract period	:	4 years from the contract signing date.

5. Total Value of Consideration to be derived, Payment method and important conditions as agreed

5.1 The Disposal of Assets

- Total value of consideration in the transaction The total value is 2,934,750 baht, with Suwinthawong Gold Asset Co., Ltd. paying in cash.
- Suwinthawong Gold Asset Co., Ltd., (“Buyer”) will be responsible for all ownership transfer expenses approximately 137,933.25 baht. In this regard, the Company will receive the money for the assets to be purchased and sold on the date of ownership transfer at the land office.

5.2 Management services

Suwinthawong Gold Asset Co., Ltd. for a period of 4 years from the date of signing the contract with Everland Public Company Limited. The project value that Suwinthawong Gold Asset Co., Ltd. will provide The company manages Approximately 370,000,000 baht, the management fee will be calculated from the value of ownership transfer to the buyer at the rate of 5 percent of the purchase and sale contract value of sub-plots of land (excluding VAT), total project management value of approximately 18,500,000 baht.

6. Value of assets to be disposed and acquired

Total value of disposed assets the total value is 2,934,750 baht

7. Criteria used to determine the value of consideration

7.1 The Disposal of Assets

It is a negotiation between buyer and seller. Considered from the appraised value of the property according to the market price. which was appraised by a property appraisal company and the main appraiser approved by the Thai Independent Appraisers Association (TVA) and the Valuers Association of Thailand (VAT), which was appraised by the appraisers of TA. Nagement Corporation (1999) Co., Ltd. Land price at the land price at the appraised market value, divided into the case of servitude for entrance and exit already 6,500 baht per square wah and in the case that the servitude for entrance and exit has not been recorded Table Agenda 3,250 baht (average government appraisal price 1,300 baht per square wah) on August 22, 2022, the land value, only the purchase portion, was 2,934,750 baht and compared to the market value. It is worth the price that can be accepted.

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7.2 Management services

The company considers the service fee rate for marketing management, sales and project management. At the rate of 5 percent of the contract value to buy and sell sub plots of land (Excluding VAT). The scope of work that the company is responsible for covers the following :

1. Sale Strategies and conduct sales Including follow-up and sales evaluation.
2. Formulate a marketing strategy that are consistent with the target customer group.
3. make a marketing plan and prepare a marketing budget and supervise and manage strategic plans and control the use of marketing budgets to achieve the results according to the marketing plan.
4. Master Schedule, budget and cash flow of the project as a guideline for controlling and coordinating the work of all parties involved.
5. Providing advice and contacting relevant government agencies.

8. Expected Benefits to the Company

- Reduce the number of assets that are currently unearned.
- have more financial liquidity To be used as working capital for the development of existing projects.

9. Plan for Use of Proceeds from Disposal of Assets and Acquisition

- working capital of the company.

10. 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.

11. Interested Directors

The company has proceeded to prohibit directors who have conflicts of interest from attending the meeting and not having the right to vote in the meeting on the agenda for approval of entering into this connected transaction.

12. Opinion of the Board of Director:

The Audit Committees and The Board of Director has considered the reason that entering into such transactions 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 for the company in the future.

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

- None -

14. Considerations on business practices after providing management services to Suwinthawong Gold Asset Co.Ltd., and measures to prevent conflicts of interest.

As the company has considered about providing management services to Suwinthawong Gold Asset Co.Ltd., which operates in the business of land development by buying and selling, but in the part of Everland Public Company Limited The business of real estate development with buildings includes the development of condos, single-detached houses, townhomes and commercial buildings. Therefore, it can be seen that both SWG and EVER operate different businesses. Therefore, the company has added more channels to generate income for the company. The company has a strategy that can create growth in real estate development. and generate satisfactory returns to the Company and its shareholders both in the short term and in the long term.

However, considering the prevention of conflicts of interest in the real estate development business of SWG and EVER the company operates business without overlapping business. The company has a transparent management and have a clear audit in order to prevent conflicts of interest between companies and major shareholders of the company, As well as to build confidence for shareholders and all stakeholders. The Company will take the following actions to prevent conflicts of interest in business operations. Under the company's operational plan there will be audits. to supervise and manage the business of the company by considering the benefits of the company. and every shareholder is important under relevant laws and regulations In addition, in making a decision at a board meeting to consider such cases and a board meeting to consider the said matter. All independent directors of the company must attend the meeting to consider their suitability. and reasonableness in doing business

In addition, the company has disclosed the measures to prevent conflicts of interest that the company has specified in Form 56-1 One Report. Measures to prevent conflicts of interest that the company has established. transparency sufficient and appropriate to prevent conflicts of interest that may occur in the future.

Please be informed accordingly

Yours Sincerely,

(Mr. Swechak Lochaya)
Chairman of the board