

Ref. ever/list 010/2023

June 15, 2023

To : President

The Stock Exchange of Thailand

Subject : Notification of the transaction of disposal of assets with related person.

According to the Board of Directors Meeting of Everland Public Company Limited (“Company” or “EVER”) No. 4/2023 held on June 15, 2023 has resolved to approve the rental company to enter into a transaction of disposing of assets which are vacant land for MEECHAI THAILAND LAW OFFICE 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 Company

Buyer MEECHAI THAILAND LAW OFFICE CO.LTD. (“Meechai”)

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.

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 MEECHAI THAILAND LAW OFFICE CO.LTD. (“Meechai”), Mr.Jormsup Lochaya which is the director which Mr.Jormsup Lochaya is the younger brother of Mr.Swechak Lochaya, the chairman of the Company, so the transaction Considered a connected transaction.

Shareholders

No.	Detail	Total (share)	% registered capita
1	LOCHAYA CO.,LTD. ^{/1}	9,994	6.25
2	Mr.Jormsup Lochaya ^{/1}	150,005	93.75
3	1other shareholders	1	less than percent 0.01
	Total	160,000	100.00

Remark : /1 In addition to Mr.Jormsup Lochaya will be a director of MEECHAI THAILAND LAW OFFICE CO.LTD. and also a director of the company and a shareholder of 6.25 percent of the registered and paid-up capital of the company and also a shareholder holding 93.75 percent of the shares Mr.Jormsup Lochaya is the younger brother of Mr. Swechak Lochaya the Chairman of the Board of Everland Public Company Limited.

list of directors

The Board of Directors of MEECHAI THAILAND LAW OFFICE CO.LTD. as of June 14, 2023 consists of 1 person as follows: 1. Mr.Jormsup Lochaya

signing authority

One director signs and seals the compan

3. General Characteristics of the Transaction and Transaction Size

EVER agrees to sell 1 plot of vacant land with a total area of 2-3-23 rai (1,123 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 7,299,500 baht (seven million two hundred ninety-nine thousand five hundred 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.	June 15, 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 343,076.50 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	117146	483	2	3	23	1,123	7,299,500
Total			2	3	23	1,123	7,299,500

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 7.30 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 0.10 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	= $\frac{\text{amounts of payment} \times 100}{\text{Total assets of EVER}}$	= $\frac{7.30 \times 100}{7,192.85}$ = 0.10%
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 (15 Jan 2023 – 15 June 2023)		
1. The transaction of disposal of assets of land to Suwinthawong Gold Asset Co.,Ltd. on May 12, 2023.		0.04%
The value of connected transactions in the past 6 months (15 Jan 2023 – 15 June 2023)		
1. The transaction received financial support from a connected person of Suwinthawong Gold Asset Co.,Ltd. on Feb 28, 2023		0.97%
2. The transaction received financial support from a connected person of Bangna Asset Co., Ltd, on Feb 28, 2023		0.46%
3. The transaction of disposal of assets with related person of Suwinthawong Gold Asset Co.,Ltd. on May 12, 2023.		0.12%
4. The management services to Suwinthawong Gold Asset Co.,Ltd. on May 12, 2023.		0.78%

The highest calculated transaction size based on asset value criteria is 0.10 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 (15 Jan 2023 – 15 June 2023) the total transaction size is equal to 0.14 This transaction is considered a disposed transaction which assets which is considered a small item.

In addition, the transaction of disposition of assets with MEECHAI THAILAND LAW OFFICE 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 0.31% 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 2.64 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

4 Description of Disposed Assets and Acquired Assets

The Company will sell the assets of vacant land to MEECHAI THAILAND LAW OFFICE CO.LTD., with related person.

According to the Notification of the Capital Market Supervisory Board Tor Jor. 21/2008.

No.	Deed No.	land number	Area				Address	Owner
			Rai	Ngan	Wa	Sq. w		
1	117146	483	2	3	23	1,123	Lam Phak Chi Subdistrict, Nong Chok District, Bangkok	Everland Public Company Limited.
Total			2	3	23	1,123		

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 7,299,500 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



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

- Total value of consideration in the transaction The total value is 7,299,500 baht, with MEECHAI THAILAND LAW OFFICE CO.LTD. paying in cash.
- MEECHAI THAILAND LAW OFFICE CO.LTD., (“Buyer”) will be responsible for all ownership transfer expenses approximately 343,076.50 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.

6. Value of assets to be disposed and acquired

Total value of disposed assets the total value 7,299,500 baht

7. Criteria used to determine the value of consideration

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 7,299,500 baht and compared to the market value. It is worth the price that can be accepted.

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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:

MEECHAI THAILAND LAW OFFICE CO.LTD (“Meechai”), Mr.Jormsup Lochaya Which is the director which Mr.Jormsup Lochaya is the younger brother 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 -

Please be informed accordingly

Yours Sincerely,

(Mr. Swechak Lochaya)
Chairman of the board