

Ref. ever/list 015/2023

December 19, 2023

To : President  
The Stock Exchange of Thailand  
Subject Providing financial support to connected person.

According to the Board of Directors Meeting of Everland Public Company Limited ("Company" or "EVER") No. 10/2023 on December 19, 2023 resolved to approve provides financial support. In the form of guaranteeing the amount of money for the issuance of a letter of guarantee with financial institution for Suwinthawong Gold Asset Co.,Ltd, with M.R. Sasijutapa Varavarn Which is the director. The amount is 38,824,687 baht for a period of 1 year to be placed as a guarantee at the Bangkok Land Allocation Committee continuously until the completion of the project. The said guarantee will be returned when the project is completed. Suwinthawong Gold Asset Co.,Ltd will be responsible for paying the fee for renewing the guarantee every year. This transaction of financial assistance is considered a connected transaction according to the announcement of the Capital Market Committee TorJor. 21/2008 regarding criteria for conducting connected transactions. and the announcement of the Stock Exchange of Thailand regarding information disclosure and operations of listed companies in connected transactions, 2003, with details of the transaction as follows:

1. **Date of Transaction:**

December 19, 2023, which is the date approved by the Board of Directors' meeting No. 10/2023.

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

Suwinthawong Gold Asset Co.,Ltd, 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.

3. **Finance Receiver:**

Everland Public Company Limited ("EVER")

4. **Description of the Transaction:**

EVER has provided financial assistance. In the form of guarantees for the issuance of letters of guarantee with financial institution to Suwinthawong Gold Asset Co.,Ltd.

According to the resolution of the directors No. 3/2023 on May 12, 2023, the company had a resolution to contract for sales management, marketing and project management. for the 33 Residence project (under Suwinthawong Gold Asset Co.,Ltd) this time is an additional operation So that the project can continue as planned. And according to the conditions of the contract, the compensation that EVER will receive is sufficient and covers the expenses of making this letter of guarantee. EVER can use the existing credit line with the financial institution. There is no need to add any additional collateral.

5. **Value of Transaction:**

EVER has provided financial assistance. In the form of guarantees for the issuance of letters of guarantee with financial institution to Suwinthawong Gold Asset Co.,Ltd in the amount of 38,824,687 Baht for a period of 1 year to be placed as a guarantee at the Bangkok Land Allocation Committee continuously until the completion of the project. The guarantee letter will be returned only when the project is completed. Suwinthawong Gold Asset Co.,Ltd will be responsible for paying the fee for renewing the guarantee every year. The details are as follows:

Detail	Term (Year)	Guarantee limit (Baht)
Letter of guarantee limit	1	38,824,687

Note : 1. Calculate the collateral based on the value of damages incurred (if any) if connected persons do not pay.

2. Mortgage costs and mortgage fees and fees, guarantee letters, Suwinthawong Gold Asset Co.,Ltd is responsible for paying all expenses.

**6. Transaction Size:**

Providing financial assistance in the amount 38,824,687 Baht, The transaction amount is determined using the financial statements for September 30, 2023. The size of transaction value is 1.77 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). The company must therefore disclose information to the Stock Exchange of Thailand and request approval to enter into the said transaction from the company's board of directors. According to the announcement of the Capital Market Supervisory Board TorJor. 21/2008 regarding criteria for related transactions and the announcement of the Stock Exchange of Thailand. Regarding the disclosure of information and operations of listed companies in connected transactions, 2003, and this borrowing does not affect the rights of the company's shareholders in any way.

**NTA Calculation and Transaction Size (Financial statements of the company ended September 30, 2023)**

Items	Detail
Financial Statement as of 30 September 2023	
Assets (Million Baht) -(1)	6,867.19
Intangible Asset (Million Baht) -(2)	51.47
Liabilities (Million Baht) -(3)	4,524.60
Minority Shareholder Equity (Million Baht) -(4)	93.36
Net Tangible Asset (Million Baht) =(1)-(2)-(3)-(4)	2,197.76
Total value transaction = The value of principal and interest that the company must receive throughout the loan period according to the contract. (Million Baht)	38.82
Transaction Size	1.77%
The beneficial value of the same transactions within 6 months prior of transaction of disposal of assets (19 Jul 2023 – 19 Dec 2023) – None -	
The value of connected transactions in the past 6 months (19 Jul 2023 – 19 Dec 2023) – None -	

The transaction size based on the asset value basis is 1.77% on the company's consolidated financial statements ending on September 30, 2023 by an auditor licensed by the Securities and Exchange Commission. However, when combined with the same type of transactions in the past 6 months of financial assistance programs (19 Jul 2023 - 19 Dec 2023), the total transaction size is 1.77% the transaction size is between 0.03% of the net asset value. but not more than 3% of the net asset value. The company must therefore request approval to enter into such a transaction from the board of directors. and disclose information to the Stock Exchange of Thailand and request approval to enter into such transaction from the Company's Board of Directors According to the announcement of the Capital Market Supervisory Board TorJor. 21/2008 regarding criteria for related transactions and the announcement of the Stock Exchange of Thailand. Concerning the disclosure of information and actions of listed companies in connected transactions, B.E. 2003

7. **The origin and reason for providing financial assistance and the borrower's purpose for using the money:**

According to the resolution of the directors No. 3/2023 on May 12, 2023, the company had a resolution to contract for sales management, marketing and project management for the 33 Residence project (under Suwinthawong Gold Asset Co.,Ltd ) this time is an additional operation So that the project can continue as planned. And according to the conditions of the contract, the compensation that EVER will receive is sufficient and covers the expenses of making this letter of guarantee. EVER can use the existing credit line with the financial institution. There is no need to add any additional collateral.

EVER provides financial assistance. In the form of guarantee letter for the issuance of letters of guarantee with financial institution to Suwinthawong Gold Asset Co.,Ltd in the amount of 38,824,687 Baht for a period of 1 year with financial institution to place as collateral at the Bangkok Land Allocation Committee continuously until the completion of the project. The guarantee letter will be returned only when the project is completed. Suwinthawong Gold Asset Co.,Ltd will be responsible for paying the fee for renewing the guarantee every year.

The company has considered and saw that Providing such financial assistance so that the project can continue as planned and according to the conditions of the contract, the compensation that EVER will receive is sufficient and covers the expenses of making this letter of guarantee. EVER can use the existing credit line with the financial institution. There is no need to add any additional collateral. In the project implementation, EVER will be responsible for and manage the project, thus being able to control various risks that may occur.

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

The Audit Committees and The Board of Director has considered the reason and necessity. Therefore, it was resolved that the said financial assistance was a reasonable transaction in providing the financial assistance mentioned above. Therefore, there was a resolution to approve. and approved financial assistance in the form of guarantees for the issuance of letters of guarantee with financial institution with Suwinthawong Gold Asset Co.,Ltd in the amount of 38,824,687 Baht as proposed above. However, the committee that has an interest in agreeing to enter into the above connected transaction did not vote on this agenda.

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

- None -

Please be informed accordingly

Yours Sincerely,

- signed by -

(Mr. Swechak Lochaya)

Chairman of the board