



บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)  
ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED

2034/115 ชั้น 26 อาคารอิตัลไทย ทาวเวอร์ ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310  
2034/115 26TH FLOOR ITALTHAI TOWER, NEW PETCHBURI ROAD, BANGKAPI, HUAYKWANG, BANGKOK 10310 THAILAND  
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Kor.Mor 062/2022

7 June 2022

Subject Assets sale by the Company and cessation of subsidiary status and cancellation of investment  
To President  
The Stock Exchange of Thailand

Enclosed with this letter is information on the assets sale by the Company in connection with investment in Sakurajuji Rojana Medical Company Limited.

The Board of Directors of Rojana Industrial Park Public Company Limited (the “Company”) No. 4/2022 on 7 June 2022 has approved the sale of ordinary shares of Sakurajuji Rojana Medical Company Limited in the amount of 637,500 shares at the price of 37.00 Baht each totaling 23,587,500 Baht (Twenty Three Million Five Hundred Eighty Seven Thousand Five Hundred Baht Only) which results in the Company holding shares in Sakurajuji Rojana Medical Company Limited in the amount equaling 51% of the registered capital.

The entry into aforementioned transaction is an assets sale of the Company in accordance with the Notification of the Capital Market Supervisory Board at Tor.Jor 20/2551 (2008) Re: Regulation on Transaction which may be Categorized as Acquisition or Disposal of Assets, and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Conducts of the Listed Company in the Acquisition or Disposal of assets B.E. 2547 (2004) (“**Notification of Assets Acquisition or Disposal**”) with the maximum transaction size equaling 0.16% in accordance with criteria on the value of consideration, which is the criteria calculated based on the Company’s consolidated financial statements dated 31 March 2022 which has been reviewed by an authorised auditor.

As such, this transaction regarding investment in the shares of Sakurajuji Rojana Medical Company Limited falls into the category of small transaction in accordance with Notification of Assets Acquisition or Disposal i.e. the transaction is lesser than 15%, and shall cease to be a subsidiary of the Company and is a cancellation of investment.

Please be informed accordingly,

Yours Sincerely

Jirapongs Vinichbutr  
(Managing Director)

Information Disclosure Regarding Assets Sale by the Company in connection with Investment in Ordinary Shares of Sakurajuji Rojana Medical Company Limited

1. Transaction Date  
The Company expects to enter into a share of sales and purchase agreement and complete the transaction within June 2022
2. Parties to the Agreement and its relationship with the Company
- Sellers  
Rojana Industrial Park Public Company Limited
  - Buyers  
Yamamori Trading Company Limited
  - Relationship with the Company  
The sellers of shares is not related to the Company as a related party as stipulated under the Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Conducts of the Listed Company Concerning Connected Transaction.

3. Shareholding Structure

Shareholding Structure <b>BEFORE</b> changes		Shareholding Structure <b>AFTER</b> changes	
1. Rojana Industrial Park PCL.	51.00%	1. Rojana Industrial Park PCL.	00.00%**
2. Sakurajyuji Corporation Co., Ltd.	49.00%	2. Sakurajyuji Corporation Co., Ltd.	49.00%
		3. Yamamori Trading Co., Ltd.	51.00%
Total 100%		Total 100%	

\*\*Cessation of subsidiary and cancellation of investment.

4. Description of Assets

- 4.1 Business Description  
Medical Service
- 4.2 Registered/Paid up Capital  
125.00 million Baht
- 4.3 Shareholding Structure  
Please see Section 3. Shareholding Structure
- 4.4 Consolidated Quarter 1/2022 (audited)

	Unit:1,000 baht		Unit:1,000 baht
Current Assets			
Intangible Assets	29,810.03	Total Revenue	10,565.45
Non-Current Assets	49,923.13	Total Expense	12,256.09
Total Assets	<u>79,733.16</u>	Net Profit (Loss)	<u>(1,690.64)</u>
Current Liabilities			
Non-Current Liabilities	17,411.41		
Total Liabilities	<u>28,369.95</u>		

Equity	
Registered & Paid up Capital	125,000.00
Retained Profit (Loss)	(73,636.79)
Shareholders Equity	<u>51,363.21</u>
Non Controlling Interests	-
Total Shareholders' Equity	<u>51363.21</u>

5. Value of Consideration Assets Sale of ordinary shares of Sakurajuji Rojana Medical Co., Ltd. in the amount of 637,500 shares the price of 37.00 Baht each totaling 23,587,500.00 Baht (Twenty Three Million Five Hundred Eighty Seven Thousand Five Hundred Baht Only)

6. Criteria for Fixing the Value of Consideration The selling price of ordinary share of Sakurajuji Rojana Medical Co., Ltd. is an agreed price based on an appraised value of Sakurajuji Rojana Medical Co., Ltd. which is calculated using Discounted Cash Flow Approach and business forecasts.

7. Source of fund for the Transaction -

8. Conditions for entry into the Transaction -none-

9. Expected Benefits from the Transaction The operating results did not meet the goals set.

10. Calculation of Transaction Size

The Company has calculated the size of such assets sale as prescribed under the Notifications of Assets Acquisition and Disposal, whereby such criteria for calculation is based on the value of tangible assets compared to the consolidated financial statement of the Company on 31 March 2022. Such transaction accounts for 0.16% with details as follows:

Criteria	Calculation Method	Transaction Size
1. Value of tangible assets	$26,195.24 \times 100 / 16,576,889$	0.16
2. Net profit from operations	Cannot be calculated	-
3. Value of Consideration	$23,587.50 \times 100 / 48,712,741$	0.05
4. Value of shares issued for payment of assets	Cannot be calculated	-

As such, this transaction regarding investment in the shares of Sakurajuji Rojana Medical Company Limited is a sale of assets of the Company in accordance with the Notification of the Capital Market Supervisory Board equaling 0.16% in accordance with criteria on the value of tangible assets and falls into the category of small transaction i.e. the transaction is lesser than 15%

As such, this transaction is an assets sale by the Company and cessation of subsidiary status and cancellation of investment