



บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED

2034/115 ชั้น 26 อาคารอิตัลไทย ทาวเวอร์ ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310
2034/115 28TH FLOOR ITALTHAI TOWER, NEW PETCHBURI ROAD, BANGKAPI, HUAYKWANG, BANGKOK 10310 THAILAND
TEL : 0-2716-1750-5 FAX : 0-2716-1759

KorMor. 036/2024

Date: February 22, 2024

Re: The Disposal of the Assets of the Company

To: President

The Stock Exchange of Thailand

The Board of Directors' Meeting of Rojana Industrial Park Public Company Limited ("the Company") No. 1/2024 held on February 22, 2024 has passed a resolution to approve "the Company" to conduct a sale of an investment in Herb Treasure Co., Ltd. (a Subsidiary) for 255,000 ordinary shares at the rate of Baht 20.00 per share totaling Baht 5,100,000.00 and loan including interest at the amount of Baht 160,000,000.00 totaling Baht 165,100,000.00 (Baht One Hundred Sixty Five Million and One Hundred Thousand Only).

The entering into the above transaction is considered as a disposition of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 (2008) Re: Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand on Disclosure of Information and Operations of Listed Companies in Acquisition or Disposition of Assets B.E. 2547 (2004) ("the Notification on Acquisition or Disposition"). The value of the transaction size is equal to 0.53 percent, according to criteria of the Total Value of Consideration derived from the consolidated financial statement of the Company as at December 31, 2023. The value of above transaction has lower than 15 percent which is a small size item.

The Company hereby would like to inform you of the Information Memorandum on the Asset Disposition as per the attached.

Faithfully yours,

Jirapongs Vinichbutr

Managing Director

Information Memorandum on the Company's Asset Disposition with respect to the investment
in the Ordinary Shares of Herb Treasure Co., Ltd.

1. Date of Transaction Within March 2024
2. Parties Involved and relationship with the Company
- Buyer Harvey Group Company Limited
 - Seller Rojana Industrial Park Public Company Limited
 - Relationship with the Company The asset seller has no connected person relationship pursuant to the criteria prescribed in the Notification of the Capital Market Supervisory Board No. 21/2551 (2008) Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003)

3. Shareholding Structure

Shareholding Before Transaction		Shareholding After Transaction	
1. Rojana Industrial Park PCL.	51.00%	1. Rojana Industrial Park PCL.	-
2. Mr. Veeranu Jongsatapornpong	30.00%	2. Harvey Group Company Limited	100.00%
3. Global B2C Co., Ltd.	15.00%		
4. Ms. Romchalee Chanprasit	4.00%		
Total	100.00%	Total	100.00%

4. Details of Asset

- 4.1 Nature of Business Cultivator and retailer Extraction of Cannabidiol (CBD) from cannabis and hemp
- 4.2 Registered Capital/Paid-up Baht 50.00 million
- 4.3 Shareholding Structure Please see Clause 3 –Shareholding Structure
- 4.4 Financial Statements for 2023

Current Assets	78,247,225	Total Revenues	2,279,814
Right-of Use Assets	627,612	Cost of sales	22,071,919
Net Intangible Assets	1,911	Operating Expenses	11,016,372
Non-current assets	76,529,532	Loss from deteriorated biological assets	7,202,715
Total Assets	<u>155,406,280</u>	Finance Cost	7,145,461
Short Term Loan	198,800,000	Other Expenses	12,747,970
Accrued interest	3,872,684	Net Profit (Loss)	(57,904,623)
Current liabilities	2,523,312		
Non-Current liabilities	1,224,084		
Total Debts	<u>206,420,080</u>		
Shareholders' Equity			
Issued and Paid-up Capital	<u>50,000,000</u>		
Retained profit (loss)	(101,013,800)		
Total Shareholders' Equity	<u>(51,013,800)</u>		

5. Value of Consideration

The sale of the 255,000 ordinary shares of Herb Treasure Co., Ltd. at the rate of Baht 20.00 Baht per share totaling Baht 5,100,000 and loan including interest of Baht 160,000,000 totaling Baht 165,100,000 (Baht One Hundred Sixty Five Million and One Hundred Thousand Only)

6. Criteria to Determine the Value of Consideration

The selling price of the ordinary shares and loan of Herb Treasure Co., Ltd. is the agreeable price by both parties by reference to the fair value of Herb Treasure Co., Ltd. The value estimation is made by Adjusted Book Value Approach derived from the financial statement as at 31 December 2023 in collaboration with the financial advisor approved by the office of the SEC. The selling price of the ordinary shares is higher than the appraised price.

7. Source of Funding

- N/A -

8. Conditions for Entering into the Transaction

- N/A -

9. Expected Benefits

Expand investment in real estate development project which sales are quite high and reduce losses from Business that does not meet its goals

10. Calculation of Transaction Size

The calculation of size of the asset acquisition transaction in accordance with the Notification on Acquisition or Disposition was made by using the criteria of the Total Value of Consideration, which is the calculation of the transaction size derived from the consolidated financial statement of the Company as at December 31, 2023. The transaction has a value of 0.53 percent details are as follows:

Criteria	Method of Calculation	Size of Transaction
1. Value of Net Tangible Assets	$(51,643,323 \times 51\%) \times 100 / 16,806,985,085$	N/A
2. Total Value of Consideration*	$253,672,684 \times 100 / 47,695,847,455$	0.53
3. Value of Capital Shares Issued for Payment of Assets	Unable to calculate	N/A
4. Net Operating Profits	$(57,904,623 \times 51\%) \times 100 / 980,148,550$	N/A

(*Calculation : Investment amount of Baht 51,000,000 + Loan including interest the amount of Baht 202,672,684 which has higher price than contract purchase price).

11. The board of directors has opined that the Company entering into the acquisition transaction is reasonable and beneficial to the Company.

12. Opinion of the Audit Committee and/or director which differs from the opinion of the board of directors. None

The abovementioned transaction is deemed as a cessation of a Subsidiary and termination of investment in Herb Treasure Co., Ltd.