



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
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 (Revised)

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 255,2000 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

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		Financial Statements for 2022	
Current Assets	78,247,225	Current Assets	76,178,131
Right-of Use Assets	627,612	Right-of Use Assets	1,363,149
Net Intangible Assets	1,911	Net Intangible Assets	2,170
Non-current assets	76,529,532	Non-current assets	90,656,482
Total Assets	<u>155,406,280</u>	Total Assets	<u>168,199,932</u>
Short Term Loan	198,800,000	Short Term Loan	155,200,000
Accrued interest	3,872,684	Accrued interest	45,603
Current liabilities	2,523,312	Current liabilities	4,178,979
Non-Current liabilities	1,224,084	Non-Current liabilities	1,884,527
Total Debts	<u>206,420,080</u>	Total Debts	<u>161,309,109</u>
Shareholders' Equity		Shareholders' Equity	
Issued and Paid-up Capital	50,000,000	Issued and Paid-up Capital	50,000,000
Accumulated loss	(101,013,800)	Accumulated loss	(43,109,177)
Total Shareholders' Equity	<u>(51,013,800)</u>	Total Shareholders' Equity	<u>6,890,823</u>
Total Revenues	2,279,814	Total Revenues	1,075,205
Cost of sales	22,071,919	Cost of sales	1,041,891
Operating Expenses	11,016,372	Operating Expenses	18,979,519
Loss from deteriorated biological assets	7,202,715	Loss from deteriorated biological assets	8,549,238
Loss from changes in fair value of biological assets	-	Loss from changes in fair value of biological assets	1,171,134
Finance Cost	7,145,461	Finance Cost	1,614,860
Other Expenses	12,747,970	Other Expenses	-
Net Profit	<u>(57,904,623)</u>	Net Profit	<u>(30,281,437)</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)

Payment : Cash / Check / Transfer will be agreed later. The payment is divided into 4 installments.

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 (CL Advisory Limited) 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	Unable to calculate	N/A

for Payment of Assets		
4. Net Operating Profits	$(57,904,623 \times 51\%) \times 100 / 980,148,550$	N/A

(*Investment amount of Baht 51,000,000 + Loan including interest the amount of Baht 202,672,684 It is a book price that taken into calculation which has higher price than contract purchase price).

In the past 6 months, there have been no transactions of assets sales.

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.

Currently "the Company" no have any conduct operation business of cannabis or hemp