



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. 113/2024

Date: May 15, 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 ("Company") No. 2/2024 held on May 15, 2024 has passed a resolution to approve the sale an investment in Rayong Recycle Waste Co., Ltd. (a Joint Venture of Subsidiary) for 450,000 ordinary shares at the rate of Baht 25.00 per share totaling Baht 11,250,000 (Eleven Million Two Hundred Fifty Thousand Baht 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 0.06 percent, according to criteria of the Total Value of Consideration derived from the consolidated financial statement of the Company as at March 31, 2023, and when including the transactions of asset disposal within the past 6 months the value equals 0.59 percent. The value of above transaction is 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 attachment.

Please be informed accordingly.

Faithfully yours,

(Jirapongs Vinichbutr)

Managing Director

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

1. Date of Transaction Within July 2024

2. Parties Involved and relationship with the Company

- Buyers
- Rayong Industrial Development Company Limited
- Shareholders : Miss Sivaporn Sompongpeung 60.00%
- Miss Bunyisa Chompunuch 20.10%
- Mr. Panya Netsopha 19.90%
- ISC Company Limited
- Shareholders : Mr. Santi Chaonuntakul 99.99%
- Ms. Wimol Hongharnnarong 0.005%
- Mr. Seree Hongharnnarong 0.005%

- Seller Rojana Group Holdings Company Limited (Subsidiary of the Company)

- 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 Group Holdings Co., Ltd.	30.00%	1. Rojana Group Holdings Co., Ltd.	-
2. Wastech Exponential Co., Ltd.	30.00%	2. Wastech Exponential Co., Ltd.	30.00%
3. Baankai Concrete Products Co., Ltd.	30.00%	3. Baankai Concrete Products Co., Ltd.	30.00%

4. Suen Corp Co., Ltd.	10.00%	4. Suen Corp Co., Ltd.	10.00%
		5. Rayong Industrial Development Co., Ltd.	15.00%
		6. ISC Co., Ltd.	15.00%
Total	100.00%	Total	100.00%

4. Details of Asset

4.1 Nature of Business

Purchase of industrial waste for sorting and sales

4.2 Paid-up

Registered capital 1,500,000 shares with the value of 100 Baht per share

Issued and paid-up 1,500,000 shares with value of 25 Baht per share

4.3 Shareholding Structure

Please see Clause 3 –Shareholding Structure

4.4 Financial Statements as at March 31, 2024

Current Assets	4,866,384	Shareholders' Equity	
Non-Current assets	31,719,233	Issued and Paid-up Capital	37,500,000
Total Assets	<u>36,585,617</u>	Accumulated Loss	(6,347,034)
		Total Shareholders' Equity	<u>31,152,966</u>
Current Liabilities	5,116,569	Total Revenues	53,724
Non-Current Liabilities	316,082	Cost of Sales	44,070
Total Liabilities	<u>5,432,651</u>	Selling and Administrative Expenses	935,190
		Net Profit (Loss)	<u>(925,536)</u>

5. Value of Consideration

The sale of the 450,000 ordinary shares of Rayong Recycle Waste Co., Ltd. at the rate of Baht 25.00 Baht per share totaling Baht 11,250,000 (Eleven Million Two Hundred Fifty Thousand Baht Only)

Payment : Cash / Check / Transfer will be agreed later.

6. Criteria to Determine the Value of Consideration The selling price of the ordinary shares of Rayong Recycle Waste Co., Ltd. is the agreeable price by the parties by reference to the fair value of Rayong Recycle Waste Co., Ltd. derived by the Company's management using (Adjusted Book Value) from the financial statement as at March 31, 2024. 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 This is a sale of investment in joint venture which is held by a subsidiary of the Company in accordance with investment planning and business plan of the subsidiary.

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 March 31, 2024. The transaction has a value of 0.06 percent details are as follows:

Criteria	Method of Calculation	Size of Transaction
1. Value of Net Tangible Assets	$(31,130,031 \times 30\%) \times 100 / 16,923,693,000$	0.06
2. Total Value of Consideration*	$11,250,000 \times 100 / 48,445,665,000$	0.02
3. Value of Capital Shares Issued for Payment of Assets	Unable to calculate	N/A
4. Net Operating Profits	Unable to calculate due to no profit from operation	N/A

The calculation of transaction value during the past 6 months equals 0.59% as follows:

Transaction No. 1 on February 22, 2024 Investment in Herb Treasure Co, Ltd. The total value of
Consideration is 0.53%

Transaction No. 2 on May 15, 2024 Investment in Rayong Recycle Waste Co., Ltd. The total value of
Consideration is 0.06%

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 Rayong Recycle Waste Co., Ltd.