



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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Ref. KM 023/2017

March 1, 2017

Subject: Notification of Board's Resolutions Re: 2017 AGM, Omission of Dividend Payment, Amendments to the Company's Objectives, Capital Decrease and Debenture Issuance

To: President
The Stock Exchange of Thailand

Dear Sir,

Rojana Industrial Park Public Company Limited would like to notify resolutions made at the Board of Directors' Meeting No. 1/2017 on February 28, 2017, which can be summarized as follows:

1. Adopted the Minutes of the Board of Directors' Meeting No. 5/2016 on November 14, 2016.
2. Considered it appropriate to propose to the 2017 AGM for acknowledgement the Board of Directors' report on the Company's 2016 performance.
3. Considered it appropriate to propose to the 2017 AGM for approval the Company's financial statement for the year ending December 31, 2016, which had been audited by the Company's auditor and duly considered by the Audit Committee of the Company.
4. Considered it appropriate to propose to the 2017 AGM for consideration and approval the Omission of paying dividends for the Company's 2016 performance. The reason is that the Company shall establish a reserve fund to be used as working capital and to maintain the liquidity of the Company under circumstances that the country's economy is still uncertain.
5. Considered it appropriate to propose to the 2017 AGM for consideration and approval the election of directors in place of three directors due to retire by rotation, whose names are:
 1. Mr. Direk Vinichbutr Director
 2. Mr. Jirapongs Vinichbutr Director
 3. Mr. Yasushi Takezawa Director

The Meeting finally resolved to nominate those three directors to resume their positions on the Board for another term as they are qualified, knowledgeable, competent and experienced persons in different areas. They have also played important roles in determining the Company's business operation strategies and policies and consistently attended the meetings with the management.

6. Considered and fixed the directors' 2017 remuneration not exceeding Baht 8,000,000.-, equal to 2016, which will be proposed to the 2017 AGM for consideration and approval.
7. Acknowledged the selection, nomination and appointment of the Company's auditor including the determination of the audit fee for 2017, of which the details will be informed later.

8. Considered it appropriate to propose to the 2017 AGM for consideration and approval the amendments to the Company's objectives by adding a new objective - Article 45, which is "the establishment and business operation as an industrial zone in accordance with Section 30 of the Factory Act, B.E. 2535" to be a supporting document in order to receive full supports for an industrial zone from the Department of Industrial Works. On the other hand, one of the company's objectives will be removed which is the "Article 27. The tour operator including all types of trip-related business" that must be approved to conduct such business from the Department of Tourism, and the amendment of Article 3 (Purpose) in the memorandum. As a result, there will be 45 objectives of the company in total.
9. Considered it appropriate to propose to the 2017 AGM for consideration and approval the decrease of the registered capital of the Company by the amount of 15,126,925 shares at the par value of THB 1 per share from existing registered capital of THB 2,035,588,788 to THB 2,020,461,863 by eliminate registered capital remaining from unsubscribed the Company's Warrant No.3 (ROJNA-W3), which is expired.
10. Considered it appropriate to propose to the 2017 AGM for consideration and approval the amendment to Clause 4 of the Memorandum of Association of the Company in response to the decrease of registered capital by eliminating registered capital remaining from unsubscribed shares as follows:

Clause 4

Registered Capital	2,020,461,863	Baht	(Two Thousand and Twenty Million Four Hundred and Sixty-One Thousand Eight Hundred and Sixty-Three Baht Only)
Divided into	2,020,461,863	Shares	(Two Thousand and Twenty Million Four Hundred and Sixty-One Thousand Eight Hundred and Sixty-Three Shares)
Share Par Value	1	Baht	(One Baht)

Divided into:

Ordinary Shares	2,020,461,863	Shares	(Two Thousand and Twenty Million Four Hundred and Sixty-One Thousand Eight Hundred and Sixty-Three Shares)
Preferred Shares	-	Shares	(-)

11. Considered it appropriate for the Company to issue and offer for sale of debentures with details as followed.

Objectives:	to serve as working capital of the Company and fund for business expansion and/or to repay outstanding debts.
Types of Debentures:	All types of debentures, with or without a name registered, secured or unsecured, and with or without debenture holder's representative, depending on market conditions at the time of the issuance and offering of debentures.
Size of Debentures:	The total value of debentures (at a par value) offered each time, when counted together with the total value of the Company's unredeemed debentures of all types at a time, shall not exceed Baht 6,000 million.
Maturity of Dentures:	Debentures mature in 10 years, which can be either early redeemable or non-early redeemable, subject to terms and conditions of debentures to be offered at each time.
Offering:	Debentures are to be offered domestically and/or internationally to the public, and/or by private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors. They may be offered for sale in full amount at one time or occasionally.

- Interest Rate: It is subject to market conditions at the time of each issuance and offering of debentures.
- Other Conditions: The Board of Directors and/or authorized directors or designated persons by the Board of Directors or by authorized directors are empowered to determine and change the details of debentures as may be deemed appropriate.

The Board further agreed to propose this matter to the 2017 AGM for further approval.

12. Approved to call for the 2017 Annual General Meeting of Shareholders of the Company on Tuesday, April 25, 2017, at 10.00 hrs. at Bussarakum Ballroom, 2/F Avani Atrium Bangkok Hotel, located on No. 1880, New Petchburi Road, Bangkok, Huaykwang, Bangkok 10310 with the following agendas:
1. To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders of the Company held on April 26, 2016
 2. To consider and acknowledge the report on the Company's 2016 performance
 3. To consider and approve the Company's financial statement for the year ending December 31, 2016
 4. To consider and approve the omission of dividend payment for the year 2016
 5. To consider and approve the election of new directors in place of those due to retire by rotation
 6. To consider and approve the determination of directors' 2017 remuneration
 7. To consider and approve the appointment of auditor and determine its fee for 2017
 8. To consider and approve the amendments of the Company's objectives and the amendment of Article 3 (purpose) in the company's memorandum
 9. To consider and approve the decrease in the Company's registered capital for 15,126,925 shares at a par value of Baht 1 per share, from Baht 2,035,588,788.00 to Baht 2,020,461,863.00 by eliminate registered capital remaining from unsubscribed the Company's Warrant 3 (ROJNA-W3), which is expired
 10. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company in response to the decrease of registered capital by eliminating registered capital remaining from unsubscribed shares
 11. To consider and approve the issuance and offering of debentures
 12. To consider other business, if any
13. Approved the date for determining the names of shareholders entitled to attend the 2017 Annual General Meeting of Shareholders of the Company ("the Record Date") on March 15, 2017 and the date for gathering the names of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book to suspend the transfer of shares ("the Book Closing Date") on March 16, 2017.

Faithfully yours,
ROJANA INDUSTRIAL PARK PUBLIC CO., LTD.

Jirapongs Vinichbutr
Managing Director