



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 139/2017

November 14, 2017

Subject: Notification of the Resolutions of the Board of Directors of the Company No. 5/2017

To: President
The Stock Exchange of Thailand

Dear Sir,

The Board of Directors' Meeting of Rojana Industrial Park Public Company Limited No. 5/2017 held on November 14, 2017 has passed its resolutions to the material matters, of which the details are as followed:

1. Approved the Company to subscribe for the Initial Public Offering of Common Shares of Gulf Energy Development Public Company Limited, of which the information are as follows:

Date of Transaction:	Expectedly in November 2017
Party Involved:	Gulf Energy Development Public Company Limited ("Gulf Energy")
Nature of Transaction:	Subscription for the Initial Public Offering of Common Shares ("IPO") of Gulf Energy Development Public Company Limited
Total Value of Consideration:	The common shares of Gulf Energy in the amount up to Baht 1,000 million or equivalent to 22,000,000 shares. The offering price of the IPO is expected at Baht 40 – 45 per share. However, the offering price and the number of shares to be offered will be set by Gulf Energy at the IPO.
Value of Assets to be Acquired:	The common shares up to 22,000,000 shares at a par value of Baht 5.00 per share, equivalent to the shareholding of 1.04 percent of the registered shares. The calculation is based on an expected maximum offering price at Baht 45 per share.
Criteria for Setting the Value of Consideration:	The maximum size of the transaction is equal to 2.21 percent, calculated according to the total value of consideration based on the data shown in the Company's consolidated financial statement as at September 30, 2017.
Source of Funds:	The Company's own funds

Information on Gulf Energy Development Public Company Limited

Registered and Paid-up Capital:	The registered capital is Baht 10,666.50 million, divided into 2,133.3 million shares at the par value of Baht 5.00 per share. The paid-up capital is Baht 8,000 million, divided into 1,600 million shares (as at August 28, 2017).
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Nature of Business: Engaged in the business of the production and sales of electricity, steam, chilled water and other relevant businesses

Connected Parties: The Company and the shareholders of Gulf Energy have no relations and are not considered as connected parties according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 regarding the Criteria of Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E.2546 and its amendments.

2. Approve Rojana Property Co., Ltd, a Subsidiary, to enter into a joint venture with SC Real Estate Development Co., Ltd. to establish a new company, of which the details are as follows:

Date of Transaction: Expectedly in November 2017

Name of New Company: SC Plus Property Co., Ltd.

Registered Capital: Baht 60,000,000.00 divided into 12,000,000 shares at a par value of Baht 5 each

Percentage of Shareholding: 42%

Names of Shareholders:

1. Rojana Property Co., Ltd.	Shareholding:	42%
2. SC Real Estate Development Co., Ltd.	Shareholding:	42%
3. Mr. Piya Pitutecha	Shareholding:	8%
4. Mr. Chatchai Pitutecha	Shareholding:	8%

Type of Business: To carry on the business of real estate development - houses for sale

Financial Source: Internal financial source

Expected Benefits: Opportunity for the Company to diversify and expand its business base

However, the above-mentioned transaction does not fall into the criteria of material transactions deemed as a connected transaction or an acquisition or a disposal of assets of listed companies.

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

Jirapongs Vinichbutr
Managing Director