



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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Minute of Annual General Meeting of Shareholders for the Year 2023

of

Rojana Industrial Park Public Company Limited

Time and Venue

The meeting was held on 27 April 2023 at 10.00 hrs at Bussarakam Ballroom 2nd Floor, Grand Mercure Atrium Hotel Bangkok, No. 1880 New Petchaburi Road, Bangkapi, Huay Kwang, Bangkok

Directors who attended the meeting

A total of 7 directors attended the meeting:

- | | |
|------------------------------------|--|
| 1. Khun Pongsak Angsupun | Chairman of the Board of Directors |
| 2. Khun Direk Vinichbutr | Chairman of the Executive Board, Nomination and Remuneration Committee Director and Risk Management Committee Director |
| 3. Khun Jirapongs Vinichbutr | Managing Director and Risk Management Committee Director |
| 4. Khun Amara Charoengitwattanagun | Audit Committee Director |
| 5. Khun Chai Vinichbutr | Vice Chairman of the Executive Board |
| 6. Khun Anuwat Maytheewibulwut | Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee |
| 7. Khun Kuniaki Hayashi | Nomination and Remuneration Committee Director |

A total of 2 directors who did not attend the meeting are: Khun Suthep Pongspitak and Khun Hiroshi Tashiro due to commitment with duty.

Management who attended the meeting

A total of 1 person attended the meeting:

- | | |
|----------------------------|---------------------------------------|
| 1. Khun Wilai Plengwittaya | Head of Legal and Corporate Secretary |
|----------------------------|---------------------------------------|

Company's Auditor who attended the meeting

A total of 1 person attended the meeting:

- | | |
|------------------------------------|---------------------|
| 1. Khun Kaniittha Siripattasomchai | ANS Audit Co., Ltd. |
|------------------------------------|---------------------|

Introduction

Khun Wilai Plengwittaya (Corporate Secretary) informed the meeting the Company has a of 10,455 shareholders holding a total of 2,020,461,863 shares. The total number of shareholders who attended the meeting and by proxy is 788 shareholders holding a total of 1,314,038,374 shares representing 65.0365% of all outstanding shares of 2,020,461,863 shares, forming a quorum in accordance with the Company's articles of association.

Khun Wilai introduced the Company's directors and auditor.

Khun Wilai announced to the meeting details of the meeting, how to vote, and shareholders' right during the meeting, as follows: Article 40 of the Company's articles of association prescribes that for each share that a shareholder holds him/herself or by proxy shall equal 1 vote.

- In voting for each agenda, if no shareholder disagrees or abstains, then it shall be deemed that such shareholder affirms or agrees with the proposed agenda.
- If any shareholder disagrees or abstains, please mark your selection on the voting card at registration, signs the card and puts his/her hand up then a Company's officer will collect the voting card.
- For an ordinary agenda, an affirmative vote shall be the majority of the shareholders present and voted.
- For an acknowledgement agenda, there shall be no voting.
- For an extraordinary agenda, an affirmative vote shall be not less than 3 in 4 of the shareholders present and voted.

In the collection of votes, the Company shall take the number of non-affirmative votes, abstain votes and voided votes from the total number of votes by the shareholders who attended, whereby the remainder of the votes shall be deemed affirmative votes pursuant to such agenda.

- If the shareholder has appointed a proxy to attend the meeting and is a vote as preferred by such shareholder, the Company shall include affirmative, non-affirmative, and abstain vote into the computer for such agenda.

For an affirmative vote by shareholder or proxy for an agenda, please submit the voting card to a Company's officer at the end of the meeting. Voting in this meeting is an open vote and this meeting collects of all voting cards from shareholders who attended for transparency in the vote counting process, and we invite 1 shareholder to witness such vote counting in each agenda.

And if a shareholder wishes to leave the meeting room and does not requiring a re-entry, please notify a Company's officer at the registration point to have your number of shares removed from such agenda.

Khun Pongsak Angsupun (Chairman of the Board of Directors) is **The Chairman** of the meeting, and the Chairman has announced the opening of the annual general meeting of shareholders for the year 2023 and carry out the meeting on the following agendas.

Agenda 1 Consider and approve the minutes of annual general meeting of shareholders for the year 2022 which was held on 28 April 2022

The **Chairman** announced that the board of directors has considered and deemed it appropriate to propose the shareholders' meeting to approve the minutes of annual general meeting of shareholders for the year 2022 which has been prior delivered to shareholders and such minutes is correctly recorded.

Khun Wilai announced to the meeting that an affirmative resolution for this agenda requires a majority vote from shareholders present at the meeting and voted. And for this agenda 1, an additional 7 shareholders have joined the meeting who holds 50,575 shares in total.

After consideration the meeting resolved as follows:

Voting Result

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,314,088,949	Percentage	100.0000
Approved	1,314,088,949	Percentage	100.0000
Not Approved	0	Percentage	0.0000
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the minutes of the annual general meeting of shareholders for the year 2022 which was held on 28 April 2022.

Agenda 2 Consider and approve the Company's performance report for the year 2022

The **Chairman** has requested that Khun Jirapongs Vinichbutr (Managing Director) to announce the Company's performance report for the year 2022.

Khun Jirapongs announced that according to the Company's and its subsidiaries' financial statements for the year ended 31 December 2022, the Company has a total asset in the amount of 48,541 million Baht, which compares to that of 31 December 2021 at 47,887 million Baht represents a increase of 654 million Baht. Total liabilities in the amount of 28,986 million Baht is a increase in comparison to that of 31 December 2021 which was in the amount of 28,857 million Baht. Shareholders' equity of the owners of the Company totalling an amount of 16,828 million Baht is an increase in comparison to that of 31 December 2021 which was in the amount of 16,092 million Baht. For operation performance for the year 2022, main revenue for the Company and its subsidiaries is revenue from sales of real estate which majority comes from Chinese clients, revenue from sales of electricity and service income are within good range. The Company has a total revenue of 18,195 million Baht which is an increase from the previous year which was in the amount of 14,486 million Baht. The net profit for the Company in 2022 is in the amount of 1,140 million Baht which is an decrease from the previous year which was in the amount of 1,938 million Baht, and a basic earnings per share at 0.56 Baht. Which is an decrease incomparison to that of the previous year at 0.96 Baht.

The Chairman announced that the board of directors has considered and deemed it appropriate that the shareholders' meeting acknowledges the Company's performance report for the year 2022.

Resolved That

The meeting resolved to acknowledge the Company's performance report for the year 2022.

Agenda 3 Consider and approve the Company's financial statements for the year ended 31 December 2022

Khun Wilai announced to the meeting that according to Article 46 of the Company's articles of association, the Company shall prepare balance sheet and profit and loss account for its yearend financial period that has been reviewed by a certified auditor. Details of the financial statements are presented in the annual report 2022 following a QR Code as shown in the announcement form that was delivered to all shareholders together with the meetings' invitation letter.

The Chairman announced that the board of directors has considered and deemed appropriate that the Shareholders' meeting considers and approve the Company's financial statements for the year ended 31 December 2022 that has been audited and signed by its auditor ANS Audit Company Limited and has been considered and approved by the Company's audit committee.

Khun Wilai announced to the meeting that this agenda requires a majority vote from the shareholders present and voted, and in this agenda 3, there are 16 additional shareholders attending the meeting and together holds 15,132,527 shares.

After consideration the meeting resolved as follows:

Voting Result

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,221,476	Percentage	100.0000
Approved	1,328,021,276	Percentage	99.9097
Not Approved	0	Percentage	0.0000
Abstained	1,200,200	Percentage	0.0903
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the financial statements for the year ended 31 December 2022.

Agenda 4 Consider and approve dividend payment for the year 2022

The Chairman appointed Khun Jirapongs Vinichbutr (Managing Director) to address the meeting with regards to the Company's dividend payment for the year 2022.

Khun Jirapongs announced that from the Company's operating results for the year 2022, as already announced to the meeting, the Company will pay dividend pursuant to operating results for the period from 1 January 2022 to 31 December 2022 to the Company's shareholders at the rate of 0.30 Baht per share for 2,020,461,863 ordinary shares.

The board of directors has approved fixing Record Date for shareholders to receive dividend right on 8 May 2023 (The Stock Exchange of Thailand will post XD mark on 3 May 2023) and making payment on 26 May 2023.

The Chairman announced that the board of directors has considered and deemed it appropriate that the shareholders meeting considers and approves dividend payment for the year 2022.

Khun Wilai announced to the meeting that this agenda requires a majority vote from the shareholders present and voted.

After consideration the meeting resolved as follows:

Voting Result

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,221,476	Percentage	100.0000
Approved	1,329,221,476	Percentage	100.0000
Not Approved	0	Percentage	0.0000
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve dividend payment for the year 2022.

Agenda 5 Consider and approve directors to replace directors retired by rotation

Khun Wilai announced that according to Article 19 of the Company's articles of association which prescribed that in every annual general meeting of shareholders, directors shall retire by rotation in the ratio of 1 in 3 and such retired directors may be reappointed as director again. For this year, there are 3 directors scheduled for retirement by rotation which are Khun Jirapongs Vinichbutr, Khun Suthep Pongspitak and Khun Hiroshi Tashiro whereby the board of directors meeting No. 1/2023 which was held on 28 February 2023 has considered as proposed by the nomination and remuneration committee, which was undertaken in accordance with nomination procedures that was prescribed by the board of directors, to nominate all 3 said persons for reappointment for another term.

Because the 3 directors are qualified persons with knowledge and vision, experienced in various fields, as well as playing an important role in the determination of the Company's long term business strategy, and had attended board of director's meetings regularly whereby the Company has attached their CVs and details of directorship or management position(s) held in listed companies and other companies herewith inside the meeting's invitation letter.

To allow shareholders to consider and vote independently for this agenda, may the nominated person temporarily leave the meeting, and the other 2 directors are not attending this is meeting.

The Chairman requests the meeting to consider voting each person to be appointed as director individually.

Khun Wilai announced to the meeting that this agenda requires a majority vote from the shareholders present and voted.

After consideration the meeting resolved as follows:

Voting Result

5.1 Khun Jirapongs Vinichbutr

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,221,476	Percentage	100.0000
Approved	1,315,921,457	Percentage	98.9994
Not Approved	13,300,019	Percentage	1.0006
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

5.2 Khun Suthep Pongpitak

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,221,476	Percentage	100.0000
Approved	1,316,013,461	Percentage	99.0063
Not Approved	13,208,015	Percentage	0.9937
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Khun Wilai announced to the meeting that 1 additional shareholder holding 50,000 shares has joined the meeting during agenda 5.3

5.3 Khun Hiroshi Tashiro

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,271,476	Percentage	100.0000
Approved	1,315,971,457	Percentage	98.9995
Not Approved	13,300,019	Percentage	1.0005
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the appointment of directors to replace directors those retired by rotation by re-electing the 3 persons as the Company's director for another term.

The Chairman invites the 1 director that has left the room back to the meeting to continue onto the next agenda.

Agenda 6 Consider and approve appointing auditor and fixing the auditor fee for the year 2023

Khun Wilai announced that Article 24 of the Company's articles of association prescribed that directors are entitled to receive remuneration as meeting allowance, allowance, gratuities and bonuses or benefits in any form as may be determined by the shareholders' meeting from time to time or forever until the shareholders' meeting approves any changes.

The Company's nomination and remuneration committee has fixed director's remuneration clearly and transparently, considered appropriateness to roles, responsibilities, compared to that at the same level within the industry and high enough to sufficiently attract and maintain directors with required qualifications, abilities and potential.

The Chairman announced that the board of directors considered and deemed it appropriate to propose the annual general meeting of shareholders to consider and approve remuneration of the Company's directors for the year 2023 in the amount not exceeding 8,000,000 Baht per year which is the same amount as for the year 2022 as proposed by the nomination and remuneration committee and is considered appropriate for the roles and responsibilities of the board of directors, knowledge, abilities and experiences in various fields.

Khun Wilai announced to the meeting that this agenda requires a majority vote from the shareholders present and voted. and in this agenda 6, there are 2 additional shareholders attending the meeting and together holds 7,752 shares.

After consideration the meeting resolved as follows:

Voting Result

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,279,228	Percentage	100.0000
Approved	1,329,279,228	Percentage	100.0000
Not Approved	0	Percentage	0.0000
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the appointment board of directors' remuneration for the year 2023.

Agenda 7 Consider and approve appointing auditor and fixing the auditor fee for the year 2023

Khun Wilai announced that the audit committee proposed to appoint ANS Audit Company Limited by Mr. Atipong Atipongsakul Certified Auditor registration number 3500 or Mr. Satien Wongsanant Certified Auditor registration number 3495 or Mr. Wichai Rujitanont Certified Auditor registration number 4054 or Miss Kulthida Pasurakul Certified Auditor registration number 5946 or Mr. Yongyut Cheameungpan Certified Auditor registration number 9445 or Miss Kanittha Siriwattanasomchai Certified Auditor registration number 10837 as the Company's auditors who have qualifications, knowledge, ability and experience in auditing, as well as provision of advices and recommendations regarding accounting, and are independent and without any relationship with the Company or any of its subsidiary. Details of nominated auditors' CVs are attached to the invitation letter to the annual general meeting of shareholders.

Audit fee For the year 2023, fixing the audit fee in the amount not exceeding 1,830,000 Baht by comparison to the year 2022 which was not exceeding 1,725,000 Baht accounts for an increase in the amount of 105,000 Baht.

Relationship with the Company No shareholding in the Company, no conflict of interests with executives or major shareholders.

The Chairman announced that the board of directors considered and agreed to the recommendation of the audit committee that the Company appoints ANS Audit Co., Ltd. as the Company's auditor for the year 2023 with the following names:

- | | | | |
|----|---------------|--------------------|---|
| 1. | Mr. Atipong | Atipongsakul | Certified Auditor registration number 3500 or |
| 2. | Mr. Satien | Wongsanant | Certified Auditor registration number 3495 or |
| 3. | Mr. Wichai | Rujitanont | Certified Auditor registration number 4054 or |
| 4. | Miss Kulthida | Pasurakul | Certified Auditor registration number 5946 or |
| 5. | Mr. Yongyut | Cheameungpan | Certified Auditor registration number 9445 or |
| 6. | Miss Kanittha | Siriwattanasomchai | Certified Auditor registration number 10837 |

and fix audit fee for the year 2023 in the amount not exceeding 1,830,000 Baht which is reasonable with the amount of auditing work on the Company and the amount of time spent performing the audit work including making reviews, and to propose the annual general meeting of shareholders to consider and approve appointing auditor and fixing the auditor fee for the year 2023.

Khun Wilai announced to the meeting that this agenda requires a majority vote from the shareholders present and voted. and in this agenda 7, there are 1 additional shareholders attending the meeting and together holds 100 shares.

After consideration the meeting resolved as follows:

Voting Result

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: Majority vote from shareholders present and voted			
Shareholders present and voted	1,329,279,328	Percentage	100.0000
Approved	1,328,044,528	Percentage	99.9071
Not Approved	1,234,800	Percentage	0.0929
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the appointment board of directors' remuneration for the year 2023.

Agenda 8 Consider and approve amendment to Article 27, 28, 35, 36, 38 of the Company's articles of association

Khun Wilai announced that The Public Companies Act (Amendment No. 4) B.E. 2565 (2022) was published on the Royal Gazette and became effective on 24 May 2022 which has amended the law to facilitate the meeting's administration via electronic means to reduce unnecessary expenses including the printing of meeting's invitation letter or documents, inclusive of proxy appointment for the shareholders' meeting. For the Company's articles of association to be consistent with the amended Public Companies Act B.E. 2565 (2022) this agenda is deemed appropriate to be presented to the Company shareholders' meeting to consider and approve amendment to Articles No. 27, 28, 35, 36 and 38 of the Company's articles of association. Details are provided in the invitation letter to the annual general meeting of shareholders on pages 5 - 8.

The Chairman announced that the board of directors has considered and deemed it appropriate to present to the annual general meeting of shareholders for the year 2023 to consider and approve amendment to Articles No. 27, 28, 35, 36 and 38 of the Company's articles of association to be consistent with the amended Public Companies Act (Amendment No. 4) B.E. 2565 (2022) regarding the calling of the board of directors' meeting by director, time period for delivering the board of directors' meeting's invitation, placing of advertisement on the newspaper, and appointing of proxy via electronic means.

Khun Wilai announced to the meeting that this agenda requires an affirmative resolution by not less than 3 in 4 of total votes from shareholders present at the meeting and voted in order to pass.

After consideration the meeting resolved as follows:

Voting Result

	Vote Count (1 share to 1 vote)	Percentage of required vote	
Number of votes required: by not less than 3 in 4 of total votes from shareholders present at the meeting and voted			
Shareholders present and voted	1,329,279,328	Percentage	100.0000
Approved	1,329,279,328	Percentage	100.0000
Not Approved	0	Percentage	0.0000
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve amendment Article 27, 28, 35, 36 and 38 of the Company's articles of association.

Agenda 9 Other matters (if any)

No person proposed any other matters for consideration.

The Chairman announced the meeting closed at 11.18 hrs.

Signed Chairman
(Mr. Pongsak Angsupun)