



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 2024

of

Rojana Industrial Park Public Company Limited

Time and Venue

The meeting was held on 25 April 2024 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 Anuwat Maytheewibulwut | Chairman of the Board of Directors / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee |
| 2. | Khun Jirapongs Vinichbutr | Managing Director / Risk Management Committee Director |
| 3. | Khun Amara Charoengitwattanagun | Audit Committee Director |
| 4. | Khun Chai Vinichbutr | Vice Chairman of the Executive Board |
| 5. | Khun Suthep Pongspitak | Audit Committee Director |
| 6. | Khun Kuniaki Hayashi | Nomination and Remuneration Committee Director |
| 7. | Khun Hiroshi Tashiro | Director |

A total of 2 directors who did not attend the meeting are: Khun Pongsak Angsupun and Khun Direk Vinichbutr 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 2 persons attended the meeting:

- | | | |
|----|-----------------------------|---------------------|
| 1. | Khun Yuttapong Chuamuangpan | ANS Audit Co., Ltd. |
| 2. | Khun Soraya Wongjuntip | ANS Audit Co., Ltd. |

Introduction

Khun Wilai Plengwittaya (Corporate Secretary) informed the meeting the Company has a total of 9,243 shareholders holding a total of 2,020,461,863 shares, whereby the number of shareholders and proxies totals 216 with 1,329,216,987 shares representing 65.7878% 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 meeting's details to 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 received 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 to vote following pre-selected choices 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 collection 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 Anuwat Maytheewibulwut (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 2024 and carry out the meeting on the following agendas.

Agenda 1 To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders of the Company held on April 27, 2023

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 2023 which has been prior delivered to shareholders and such minutes is correctly recorded. It has been attached herewith inside the meeting's invitation letter.

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 5 shareholders have joined the meeting who holds 788,663 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	1,330,005,650	Percentage	100.0000
Approved	1,330,005,650	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 adopt the minutes of the 2023 Annual General Meeting of Shareholders of the Company held on April 27, 2023.

Agenda 2 To consider and acknowledge the report on the Company's 2023 performance

The Chairman has requested that Khun Jirapongs (Managing Director) to announce the Company's performance report for the year 2023.

Khun Jirapongs announced that for the Company's performance in 2023, the customers have signed land sales and purchase agreement for more than 2,000 rai, and has transferred 1,396 rai of land ownership to the customers, resulting in great success and sales of real estate of more than 5,000 million Baht. Majority of the customer segment is foreign investor, especially those from the People's Republic of China operating in various industries such as food & beverage packaging, cardboard box industry, cars and parts, foods & beverages, transportation and logistic systems, which are customers who desires to re-locate their manufacturing facility or expansion thereof. 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.

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 2023.

Resolved That

The meeting resolved to acknowledge the report on the Company's 2023 performance.

Agenda 3 To consider and approve the Company's financial statements for the year ending December 31, 2023

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 year-end financial period that has been reviewed by a certified auditor. Details of the financial statements are presented in the 56-1 One Report 2023 (annual report) 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 2023 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 2 additional shareholders attending the meeting and together holds 61,001 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	1,330,855,426	Percentage	100.0000
Approved	1,329,655,226	Percentage	99.9098
Not Approved	0	Percentage	0.0000
Abstained	1,200,200	Percentage	0.0902
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the financial statements for the year ending December 31, 2023.

Agenda 4 To consider and approve the 2023 dividend payment

The Chairman appointed Khun Jirapongs (Managing Director) to address the meeting with regards to the Company's dividend payment for the year 2023.

Khun Jirapongs announced that from the Company's operating results for the year 2023, as already announced to the meeting, the Company will pay dividend pursuant to operating results for the period from 1 January 2023 to 31 December 2023 to the Company's shareholders at the rate of 0.40 Baht per share (payment from net profit that did not received investment promotion (NON-BOI) equalling 0.05 Baht per share and payment from net profit that did received investment promotion (BOI) equalling 0.35 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 7 May 2024 (The Stock Exchange of Thailand will post XD mark on 3 May 2024) and making payment on 24 May 2024.

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 2023.

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	1,330,855,426	Percentage	100.0000
Approved	1,330,855,426	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 2023 dividend payment.

Agenda 5 To consider and approve the election of directors in place of those due to retire 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 Pongsak Angsupun, Khun Anuwat Maytheewibulwut and Khun Amara Charoengitwattanagun whereby the board of directors meeting No. 1/2024 which was held on 22 February 2024 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. However, Khun Pongsak Angsupun has stated his intention to the nomination and remuneration committee that he does not wish to be reappointed as the Company's director.

Therefore, the meeting considered it appropriate to nominate Khun Anuwat Maytheewibulwut and Khun Amara Charoengitwattanagun for reappointment because the 2 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 persons temporarily leave the meeting, and the other 1 director is not attending this is meeting.

Khun Jirapongs 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, and in this agenda 5.1, there are 2 additional shareholders attending the meeting and together holds 2,041 shares.

After consideration the meeting resolved as follows:

Voting Result

5.1 Khun Anuwat Maytheewibulwut

	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	1,330,857,467	Percentage	100.0000
Approved	1,310,521,238	Percentage	98.4719
Not Approved	20,336,229	Percentage	1.5281
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Khun Wilai announced that during this agenda 5.2, there are 2 additional shareholders attending the meeting and together holds 75,500 shares.

5.2 Khun Amara Charoengitwattanagun

	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	1,330,932,967	Percentage	100.0000
Approved	1,299,787,818	Percentage	97.6599
Not Approved	31,145,149	Percentage	2.3401
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 2 persons as the Company's director for another term.

Khun Jirapongs invites the 2 director (Khun Anuwat Maytheewibulwut and Khun Amara Charoengitwattanagun) that has left the room back to the meeting to continue onto the next agenda.

Agenda 6 To consider and approve the election the new director to replace the director who did not request an extension of his/her term

Khun Wilai announced that in every annual general meeting of shareholders, directors shall retire by rotation in the ratio of 1 in 3 and for this year, the 3 directors to retire by rotation are Khun Pongsak Angsupun, Khun Anuwat Maytheewibulwut and Khun Amara Charoengitwattanagun

Whereby Khun Pongsak Angsupun has stated his intention to the nomination and remuneration committee that he does not wish to be reappointed as the Company's director and this requires an election of new Company director to replace director that did not wish to be re-elected for another term.

The Chairman announced that the Company's board of directors deemed it appropriate to proposed to the annual general meeting of shareholders to appoint Khun Jitmanee Suwannapool as new director in the role of the Company's independent director to replace director that did not wish to be re-elected for another term as proposed by the nomination and remuneration

committee, as she is a qualified person with knowledge and vision, experiences in various fields and has qualities appropriate to be Company's director.

Khun Jitmanee Suwannapool's CV is attached to the Invitation Letter to the Annual General Meeting of Shareholders.

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 4 additional shareholders attending the meeting and together holds 11,798 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	1,330,944,765	Percentage	100.0000
Approved	1,311,004,540	Percentage	98.5018
Not Approved	19,940,225	Percentage	1.4982
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the election the new director to replace the director who did not request an extension of his/her term

Agenda 7 To consider and approve the determination of directors' 2024 remuneration

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 2024 in the amount not exceeding 8,000,000 Baht per year which is the same amount as for the year 2023 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 7, there are 2 additional shareholders attending the meeting and together holds 131,500 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	1,331,076,265	Percentage	100.0000
Approved	1,331,076,265	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 determination of directors' 2024 remuneration

Agenda 8 To consider and approve the appointment of auditor and determine its fee for 2024

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. Sathien Vongsnan Certified auditor registration number 3495 or Mr. Vichai Ruchitanont Certified auditor registration number 4054 or Mr. Yuttapong Chuamuangpan Certified auditor registration number 9445 or Miss Kaniittha Siripattanasomchai Certified auditor registration number 10837 or Miss Soraya Wongjuntip Certified auditor registration number 12393 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 for the year 2024.

Audit fee For the year 2024, fixing the audit fee in the amount not exceeding 1,830,000 Baht which is the same amount as for the year 2023.

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 2024 with the following names:

- | | | | | |
|----|----------------|--------------------|---|----|
| 1. | Mr. Atipong | Atipongsakul | Certified auditor registration number 3500 | or |
| 2. | Mr. Sathien | Vongsnan | Certified auditor registration number 3495 | or |
| 3. | Mr. Vichai | Ruchitanont | Certified auditor registration number 4054 | or |
| 4. | Mr. Yuttapong | Chuamuangpan | Certified auditor registration number 9445 | or |
| 5. | Miss Kaniittha | Siripattanasomchai | Certified auditor registration number 10837 | or |
| 6. | Miss Soraya | Wongjuntip | Certified auditor registration number 12393 | |

and fix audit fee for the year 2024 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 2024.

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	1,331,100,366	Percentage	100.0000
Approved	1,329,865,566	Percentage	99.9072
Not Approved	1,234,800	Percentage	0.0928
Abstained	0	Percentage	0.0000
Voided Card	0	Percentage	0.0000

Resolved That

The meeting has resolved to approve the appointment of auditor and determine its fee for 2024

Agenda 9 To consider other matter, (if any)

No person proposed any other matters for consideration.

The Chairman announced the meeting closed at 11.22 hrs.

Signed..........Chairman

(Mr. Anuwat Maytheewibulwut)