



**บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)**  
**ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED**

2034/115 ชั้น 26 อาคารอิศัลไทย 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

Ref KM. 033/2018

March 8, 2018

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2018

To Shareholders

- Attachment
1. Copies of Minutes of the Annual General Meeting of Shareholders 2017
  2. Information Memorandum regarding the disposition of assets by Rojana Industrial Park Public Company Limited
  3. Independent Financial Advisor's report regarding the disposition of assets by Rojana Industrial Park Public Company Limited
  4. Registration Form (please present on meeting date)
  5. Procedures for attending the Meeting of Shareholders
  6. Proxy form
  7. Profile of the independent directors whom shareholders can consider as their proxy holders
  8. The Articles of the Company related to the Meeting of Shareholders
  9. The map of the venue of the Meeting of Shareholders

As the Board of Directors' Meeting of Rojana Industrial Park Public Company Limited (the "Company") No. 1/2018, held on February 7, 2018, approved the schedule of the Extraordinary General Meeting of Shareholders No. 1/2018 on March 23, 2018 at Busarakam Ballroom, 2<sup>nd</sup> Floor AVANI Atrium Bangkok Hotel, New Petchburi Road, Bang Kapi, Huai Khwang, Bangkok 10310 to consider the meeting agendas as follows:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company No. 1/2017, held on April 25, 2017**

Objective and reason

The Annual General Meeting of Shareholders of the Company No. 1/2017, held on April 25, 2017, in which the Company had delivered the minutes of such meeting to the Stock Exchange

of Thailand (“SET”) and the Ministry of Commerce according to the relevant laws. In addition, the Public Limited Companies Act B.E. 2535 also requires the listed company to prepare the minutes of Shareholders’ Meeting and to publicize a copy of minutes of Shareholders’ Meeting via the website of the Company www.rojana.com (Attachment 1).

#### Opinion of the Board of directors

The Board of Directors approved to propose to the shareholders to consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company in 2017.

#### Voting

This agenda requires the approval from shareholders with majority votes of the total votes of the shareholders attending the meeting and eligible to cast the votes.

### **Agenda 2      To consider and approve the sale of all of the common shares held in TICON Industrial Connection Public Company Limited**

#### Objective and reason

The Company has been informed by Frasers Assets Company Limited (“FAS”) of the intention to acquire all of the common shares that the Company currently holds in TICON Industrial Connection Public Company Limited (“TICON”), totaling of 478,699,619 common shares, representing 26.10 percent of total issued and paid up capital of TICON, at the price of THB 17.90 per share (the “Transaction”).

According to the Transaction, the Company will receive approximately THB 8,569 million from the sale of all of the common shares held in TICON. This will be beneficial to the Company as the proceeds will be used for future business expansion investment and working capital. In addition, the realized gain from the sale of all of the common shares held in TICON will increase the Company’s retained earnings and the proceeds could be used to repay interest bearing debt. The combining effects will decrease an interest burden of the Company and will lower Debt-to-equity and Interest-bearing-debt-to-equity ratios, hence, strengthening the Company’s capital structure.

The Transaction is considered as the disposition of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (collectively referred to as the “Acquisition or Disposal of Assets Regulations”). According to the Acquisition or Disposal of Assets Regulations, the Company has to calculate the transaction size and to consider required duty to be implemented based on the highest value of the transaction size calculated. Based on the results of the transaction size calculation, the highest value of the transaction size is derived from the net tangible asset value criteria, equaling to 51.76 percent (the Company has not

entered into other disposition of assets transaction taking place during six months prior to February 7, 2018, which is the date that the Board of Directors' Meeting of the Company No. 1/2018 has resolved to approve the Transaction). Therefore, the Transaction is regarded as the disposition of assets, Class 1 Transaction, having the transaction size more than 50 percent but not exceeding 100 percent. As such, the Company has to disclose the information memorandum regarding to the Transaction to SET (Attachment 2) and is required to convene a Shareholders' Meeting to obtain shareholders' approval to enter into the Transaction with at least three-fourths of the total votes of the shareholders attending the meeting and eligible to vote, excluding votes of conflicting shareholders. Moreover, the Board of Directors has resolved to approve the appointment of Grant Thornton Services Limited to be an independent financial advisor to provide the opinion in relation to the Transaction. (Attachment 3)

#### Opinion of the Board of directors

The Board of Directors considered and approved to propose to the Shareholders' Meeting of the Company to consider and approve the sale of all of the common shares held in TICON. In this regards, the sale of all of the common shares held in TICON process shall be executed in accordance with the procedures in the Acquisition or Disposal of Assets Regulations. In addition, the Board of Directors' Meeting duly approved the authorization of Mr. Direk Vinichbutr, Mr. Jirapongs Vinichbutr, or Mr. Chai Vinichbutr (anyone of the three directors) to have the power to sign relevant agreements and documents, to disclose information to the Securities and Exchange Commission Thailand, the SET, and other relevant authorities, as well as to authorize other persons to undertake necessary actions as deemed appropriate.

#### Voting

This agenda requires the approval of shareholders with at least three-fourths of the total votes of the shareholders attending the meeting and eligible to vote, excluding votes of conflicting shareholders.

### **Agenda 3 To consider other business (If any)**

In order to facilitate the registration process for attending the Shareholders' Meeting, it is kindly requested that the shareholders and/or the proxies bring the Registration Form (Attachment 4) and Procedures for attending the Meeting of Shareholders (Attachment 5) to confirm the right to attend the meeting to the registration staff on the meeting date from 8.00 hrs. onwards. In case that shareholders are unable to attend the meeting by themselves, they are able to give proxy form to others (Attachment 6) or to Mr. Anuwat Maytheewibulwut, who is an Independent Director and Chairman of the Audit Committee, to attend the Shareholders' Meeting and to vote on the shareholder's behalf (Attachment 7). It is kindly requested that the shareholders shall completely fill the proxy form, sign, and send it with THB 20 stamp duty to Miss Wilai Plengwittaya, the Company's secretary, Rojana Industrial Park Public Company Limited, 2034/115, Italthai

Tower 26<sup>th</sup> Floor, New Petchburi Road, Bang Kapi, Huai Khwang, Bangkok 10310, within March 19, 2018 in order to expedite the identity verification process. The Company will organize the Extraordinary General Meeting of Shareholders under the Company's regulation (Attachment 8). In addition, the Company has attached the map of AVANI Atrium Bangkok Hotel, where the Extraordinary General Meeting of Shareholders No.1/2018 will be held (Attachment 9).

Please be informed accordingly and kindly attend the meeting on the date, at the time and venue mentioned above.

Faithfully yours,

- Jirapongs Vinichbutr -

(Mr. Jirapongs Vinichbutr)

Managing Director

- Remarks:
1. The Company set the date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No.1/2018 on February 26, 2018 (Record Date).
  2. The Company has distributed this invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2018 together with accompanying documents and proxy form to all shareholders through the Company's website ([www.rojana.com](http://www.rojana.com)).