



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
TEL : 0-2716-1750-5 FAX : 0-2716-1759

Ref. KM 181/2557

15 October 2014

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2014

To: Shareholders

- Attachment
1. Copies of Minutes of Annual General Meeting of Shareholders 2014
 2. Information Memorandum regarding the Acquisition of common shares of TICON Industrial Connection Public Company Limited
 3. Independent Financial Advisor's report about the Acquisition of common shares of TICON Industrial Connection Public Company Limited
 4. Capital Increase Report Form (F 53-4)
 5. Information Memorandum of the Capital Increase
 6. Registration Form (please present on the Meeting day)
 7. Procedures for attending the Meeting
 8. Proxy form
 9. Profile of the independent directors whom shareholders can consider as their proxy holders
 10. The Articles of the Company related to the Meeting of Shareholders
 11. The map of the venue of the Meeting of Shareholders

As the Board of Director's Meeting of Rojana Industrial Park Public Company Limited (the "Company") No. 8/2014, held on September 30, 2014 approved to call Extraordinary General Meeting No. 1/2014 on November 4, 2014 at 10.00 hrs. at Busarakam Ballroom, 2nd Floor Atrium Bangkok Hotel, 1880 New Petchburi Road, Bang Kapi, Huay Kwang, Bangkok 10310 to consider the meeting agenda as follow:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company No. 1/2014 held on April 24, 2014

Objective and reason

The Annual General Meeting of Shareholders of the Company No. 1/2014 held on April 24, 2014, in which the Company had delivered the minutes of such meeting the Stock Exchange of Thailand ("SET") and the Ministry of Commerce according to the relevant laws. Moreover, according to Public Limited Companies Act B.E. 2535 stated that the listed company has to arrange the minutes of Shareholders' Meeting having a copy of minutes of meeting as attached and distributing via the website of the Company www.rojana.com (Attachment 1).

Opinion of the Board of Directors

The Board of Directors agreed to propose the shareholders to consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company in 2014.

Voting

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

Agenda 2 To consider and approve the capital reduction of the Company's registered capital by 5,325,884 shares at the par value of THB 1 per share from the existing registered capital of THB 1,602,956,678 to THB 1,597,630,794 by eliminating unissued common shares of the Company remaining from the exercise of the Warrant to purchase the ordinary shares of the Company No. 2 (ROJNA-W2), which already been expired.

Objective and reason

The Company has unissued registered capital remaining from the exercise of the Warrant to purchase the ordinary shares of the Company No. 2 (ROJNA-W2), which already been expired, of shares of 5,325,884 shares, at the par value of THB 1 per share.

Opinions of the Board of Directors

The Board of Directors' Meeting has considered and proposed the matter to the Shareholders' Meeting to consider and approve to decrease the registered capital of the Company by 5,325,884 shares at the par value of THB 1 per share from existing registered capital of THB 1,602,956,678 to THB 1,597,630,794 by eliminating unissued common shares of the Company.

Voting

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

Agenda 3

To consider and approve the amendment of the Memorandum of Association Clause 4 of the Company to reflect the capital reduction by eliminating unissued common shares of the Company

Objective and reason

To reflect the capital reduction of the Company as stated in the Agenda 2, the Company has to amend the Memorandum of Association Clause 4 to reflect the capital reduction by eliminating unissued common shares of the Company to be as follows:

“Clause 4

Registered capital	THB 1,597,630,794	(One billion five hundred ninety seven million six hundred thirty thousand seven hundred ninety four baht)
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Divided into	1,597,630,794 shares	(One billion five hundred ninety seven million six hundred thirty thousand seven hundred ninety four shares)
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Par value per share of	THB 1	(1 baht)
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Divided into

Common shares	1,597,630,794 shares	(One billion five hundred ninety seven million six hundred thirty thousand seven hundred ninety four shares)
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Preferred shares	- None -”	
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Opinion of the Board of Director

The Board of Directors' Meeting has considered and proposed the matter to the Shareholders' Meeting to consider and approve the amendment of the Memorandum of Association Clause 4 to reflect the capital reduction by eliminating unissued common shares of the Company.

Voting

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

Agenda 4 **To considered and approve the acquisition of common shares of TICON Industrial Connection Public Company Limited**

Objective and reason

Currently, the Company is a shareholder of TICON Industrial Connection Public Company Limited (“TICON”) with the proportion of 24.34 percent of total voting right of TICON. TICON’s Shareholders’ Meeting has approved the allotment of 25,086,812 remaining newly issued common shares (“Remaining Shares”) from the exercise of the Transferable Subscription Rights (TSR), No. 2 (“TICON-T2”). After the acquisition of Remaining Shares, the registered capital of TICON increased to 1,097,889,785 shares, and the shareholding proportion of the Company in TICON increased from 24.34 percent to 26.07 percent of total voting rights of TICON, which exceed the 25.00 percent of total voting rights in TICON. However, the company has been waived from the requirement to make a tender offer of all securities of TICON (Tender Offer) as the Company had already received the waiver by means of Whitewash from the Extraordinary General Meeting of shareholders No. 1/2014 of TICON on September 29, 2014.

The Company has an intention to acquire common shares of TICON traded in the Stock Exchange of Thailand in addition to the shareholding proportion of 26.07 percent of total voting right of TICON via trading system of the Stock Exchange of Thailand (“Additional Shares”). The Company will acquire Additional Shares of not exceeding 22.93 percent of total voting rights of TICON. The maximum number of the Additional Shares to acquire combining with number of shares held prior to the acquisition of the Additional Shares will not cause the percentage shareholding of the Company in TICON to be more than 49.00 percent of total voting rights of TICON. Moreover, in acquisition of the Additional Shares, the Company will comply with relevant regulations of the Stock Exchange of Thailand and/or the Securities and Exchange Commission (“SEC”), for example, regulations concerning acquisition or disposition of assets. As such, the Company will acquire Additional Shares according to the market price of TICON traded in Stock Exchange of Thailand at the time of each acquisition, in any case, the acquisition price will not exceed THB 22 per share, within 1 year after approval of acquisition of Additional Shares from the Shareholders’ Meeting. The Company will use operation cash flow of the Company and/or credit line from financial institution and/or issuance of newly issuing common shares as a source of fund to precede the transaction.

The increase in shareholding of TICON, who provides factories and warehouse for rent, is considered as an increase in the proportion of recurring income of the Company. Furthermore, an additional investment in TICON will increase growth of the Company since factories and warehouse renting business has potential expansion in domestic market and neighboring countries.

The subscription of Additional Shares is considered as the acquisition of assets transaction according to the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules and Procedures for Acquisition and Disposal of Assets of Listed Company and the Notification of the Stock Exchange of Thailand Re; Disclosure of Information and Act of Listed Companies Concerning Acquisition or Disposition of Assets. These Notifications (together referred to as "Notification on Assets Acquisition or Disposition"), specified that the Company has calculate the transaction size for considering any duties that the Company has to comply with the aforementioned Notifications. In calculating the transaction size according to the Notification on Assets Acquisition or Disposition, the Company is required to include the acquisition of assets during 6 months prior to this transaction, which are (1) the acquisition and exercising of additional (over-subscribed to the Company's rights) TICON-T2 in total of 36,000,000 shares (2) the acquisition of the whole newly issued common shares of TICON remaining from the exercise of TICON-T2 of 25,086,812 shares and (3) the acquisition of the Additional Shares.

Thus, in the case that the Company acquires the additional shares of TICON in the proportion not less than 1.01 percent of total voting rights of TICON, the value of combining the 3 acquisition transactions according to 4 criteria as specified in Notification on Assets Acquisition or Disposition will equal to or more than 50 percent, which is a largest size of transaction obtained from the calculation method of net profit criteria, and considered as Class 1 Transaction and agreement to enter the transaction between listed company or any of its subsidiaries and a person which is not a listed company of which the value calculated is equal to 50 percent or more but lower than 100 percent. As such, an entering to such Class 1 Transaction, the Company has to prepare and disclose information to the Stock Exchange of Thailand (Additional details as in Attachment 2) and is required to call a Shareholders' Meeting to obtain approval for entering such transaction with at least three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders' equity. In this regards, the Company appointed Grant Thornton Services Co., Ltd. as an independent financial advisor to provide opinion on the acquisition of the Additional Shares (Attachment 3).

Opinion of the Board of Director

The Board of Directors' Meeting has considered and proposed the matter to the Shareholders' Meeting to consider and approve the acquisition of Additional Shares of TICON according to the details and conditions proposed by the Board of Directors' meeting in all respects. In this regards, the acquisition of TICON's shares shall be in accordance with the procedures as required in the Notification on Assets Acquisition or Disposition. In addition, the Board of

Directors' Meeting duly approved the authorization of Mr. Direk Vinichbutr or Mr. Jirapongs Vinichbutr (any of the two directors) to have the power to sign relevant agreements and documents, to disclose information to the Stock Exchange of Thailand, the SEC and other relevant authorities as well as 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 shareholders attending the meeting and eligible to cast the votes.

Agenda 5 To consider and approve of the Company's registered capital from THB 1,597,630,794 to THB 1,997,038,492 by issuing newly issued common shares of 399,407,698 shares at the par value of THB 1 per share

Objective and reason

According to the Company's business expansion plan which comprises of an expansion in industrial zone/park business and an expansion in energy and utilities businesses as well as an increase in shareholding percentage in TICON, it is necessary for the Company to seek substantial capital investment. Therefore, in order to prepare for an aforementioned business expansion and to maintain debt to equity ratio of the Company at the appropriate level, an increase of registered capital for existing shareholders' of the Company according to the proportion of their shareholdings (Right Offering) was proposed to increase the registered capital of the Company from THB 1,597,630,794 to THB 1,997,038,492 by issuing newly issued common shares of 399,407,698 shares at the par value of THB 1 per share (Additional details as in attachment 4).

Opinion of the Board of Director

The Board of Directors' Meeting has considered and proposed the matter to the Shareholders' Meeting to approve the increase of registered capital from THB 1,597,630,794 to THB 1,997,038,492 by issue newly issued common shares of 399,407,698 shares at the par value of THB 1 per share. In addition, the Board of Directors' Meeting duly approved the authorization of Mr. Direk Vinichbutr or Mr. Jirapongs Vinichbutr (any of the two directors) to have the power under the limits of law to sign relevant agreements and documents, including any procedure related to such issuance of newly issued common shares as deemed necessary and appropriate, which includes list an increase registered capital as securities of the Stock Exchange of Thailand.

Voting

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

Agenda 6 To consider and approve the amendment of the Memorandum of Association Clause 4 of the Company to reflect the capital increase of common shares of the Company

Objective and reason

To reflect the capital increase of common shares of the Company as stated in the Agenda 5, the Company has to amend the Memorandum of Association Clause 4 to reflect the capital increase of common shares to be as follows:

“Clause 4

Registered capital	THB 1,997,038,492	(One billion nine hundred ninety seven million thirty eight thousand four hundred ninety two baht)
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Divided into	1,997,038,492 shares	(One billion nine hundred ninety seven million thirty eight thousand four hundred ninety two shares)
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Par value per share of	THB 1	
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Divided into

Common shares	1,997,038,492 shares	(One billion nine hundred ninety seven million thirty eight thousand four hundred ninety two shares)
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Preferred shares	- None –“	
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Opinion of the Board of Director

The Board of Directors' Meeting has considered and proposed the matter to the Shareholders' Meeting to consider and approve the amendment of the Memorandum of Association Clause 4 in response to the capital increase.

Voting

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

Agenda 7

To considered and approve the allocation of not exceeding 399,407,698 newly issued shares of the Company at the par value of THB 1 per share to existing shareholders of the Company according to the proportion of their shareholdings (Right Offering)

Objective and reason

According to the capital increase stated in the Agenda 5, the allotment of the Company's newly issued shares is necessary to be considered and approved, in which the newly issued common shares of not exceeding 399,407,698 at the par value of THB 1 per share shall be allotted to the existing shareholders of the Company, according to the proportion to the number of shares held by each shareholder (Right Offering). The details of the allotment of newly issued shares are as follow: (Additional detail as attachment 5).

- Type of securities : Newly issued common shares
- Ratio (old share : new share) : 4 old shares : 1 new share (whereby any fraction of newly issued common shares shall be discarded)
- Offering Price : THB 7.00 per share at the par value of THB 1 per share
- Method of allotment : Allotted to existing shareholders of the Company according to the proportion of their shareholdings with no over subscription.

In the case where there are remaining shares as a result of the abovementioned allotment ratio and/or from the allotment of existing shareholders of the Company according to the proportion of their shareholdings, the Board of Directors and/or its authorized persons may allot the unsubscribed shares to specific persons (Private Placement) under the definition in clause 24 of Notification of the Capital Market Supervisory Board No. Torchor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended). The offer to specific persons, who will not be connected persons of the Company, will not be lower than THB 7.35 per share which is higher than the sales price to the existing shareholders of the Company according to the proportion of their shareholdings (Right Offering) and is not lower than 90 percent of the market price. Therefore, the sales price to specific persons is not considered as sales of newly issued

shares with discount according to Notification of the Capital Market Supervisory Board No. Torchor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) and Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. As such, the market price for comparison purpose is the weighted average price of shares in the Stock Exchange of Thailand for 7 days prior to the date on which the Board of Directors resolved the agenda, which equals to THB 8.16 per shares.

Subscription period of the : December 17 – 19 and 22 – 23, 2014

Right Offering

The Board of Directors' Meeting has determined the date for determining the names of shareholders (Record Date) who shall be entitled for the rights to receive the allotment of newly issued common shares of the Company according to the proportion of their shareholdings (Right Offering) to be on November 11, 2014 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer to be on November 12, 2014.

Opinion of the Board of Directors

The Board of Directors' Meeting has considered and proposed the matter to the Shareholders' Meeting to allot of not exceeding 399,407,698 newly issued shares at par value of THB 1 per share to existing shareholders of the Company according to the proportion of their shareholdings (Right Offering) with the details as proposed in all respects. In addition, the Board of Directors' Meeting duly approved the authorization of Mr. Direk Vinichbutr or Mr. Jirapongs Vinichbutr (any of the two directors) to have the power under the limits of law, to determine details and/or changes in any conditions related to an issuance of newly issued shares and allotment of shares to existing shareholders according to the proportion of their shareholdings (Right Offering), such as allotment method of newly issued shares to existing shareholders, and subscription period. Moreover, the Meeting also granted an the authorization to sign relevant agreements and documents, including any procedure related to such issuance

of newly issued common shares as deemed necessary and appropriate, which includes list an increase registered capital as securities of the Stock Exchange of Thailand.

Voting

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

Agenda 8 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 6) and documents as specified (Attachment 7) confirming the right to attend the meeting in the presence to the registration staff on the meeting date from 8.00 hrs. onwards. In case of shareholders are unable to attend the meeting by themselves, Proxy can give to others (Attachment 8) or the following person: Mr. Pongsak Angsupun, who is an Independent Director and Chairman of the Audit Committee, to attend the meeting and vote on the shareholder's behalf (Attachment 9). It is kindly requested that the shareholder shall completely fill the proxy form as attachment, sign it and send it with THB 20 stamp duty to Miss Wilai Plengwittaya, a Company Secretary, Rojana Industrial Park Public Company Limited, 2034/115, Italthai Tower 26th Floor, New Petchburi road, Bang Kapi, Huay Kwang, Bangkok 10310 within October 29, 2014 in order to expedite the identity verification process. The Company will organize the Extraordinary General Meeting of Shareholders under the Company's regulation (Attachment 10). In addition, the Company has attached the map of Atrium Hotel (Bangkok), where the Extraordinary General Meeting of Shareholders No. 1/2014 will be held (Attachment 11).

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 will determine the date for determining the names of shareholders (Record Date) who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2014 (Record Date) on October 15, 2014 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer to be on October 16, 2014.
2. The Company has also distributed this invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2014 together with accompanying documents and proxy forms to all shareholders through the Company's website (www.rojana.com).

- Translation -

**Minutes of the 2014 Annual General Meeting of Shareholders
of
Rojana Industrial Park Public Company Limited**

Date and Venue

The Meeting was held on April 24, 2014, at 10.00 hrs., at Bussaracum Ballroom, 2/F Atriam Hotel, Bangkok, located at No. 1880, New Petchburi Road, Khwaeng Bangkokapi, Khet Huay Khwang, Bangkok.

Mr. Sugit Wanglee, Chairman of the Board, presided over the Meeting. At the commencement, a total of 118 shareholders and proxies attended the Meeting, representing 993,353,211 shares or equivalent to 69.31% of the total number of 1,433,185,500 issued shares, establishing a quorum according to the Company's Articles of Association. The Company secretary then introduced the directors and executive officers attending the Meeting including the voting method as follows:

Eight Directors Participating in the Meeting

1)	Mr. Sugit	Wanglee	Chairman of the Board
2)	Mr. Jirapongs	Vinichbutr	Managing Director
3)	Mr. Pongsak	Angsupan	Chairman of the Audit Committee
4)	Ms. Amara	Charoengitwattanagun	Audit Committee
5)	Mr. Chai	Vinichbutr	Director
6)	Mr. Yasushi	Takezawa	Director
7)	General Panumas	Sivara	Director
8)	Mr. Anuwat	Maytheewibulwut	Audit Committee

At this Meeting, there were three directors absent from the meeting, namely Mr. Direk Vinichbutr, Mr. Pong Sarasin and Mr. Masaharu Takeda, due to business engagements.

Executive Officers Present at the Meeting

1)	Mr. Witthaya	Luenglueyos	Senior General Manager
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Secretary to the Board

1)	Mrs. Wilai	Plengwittaya	Company Secretary
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Voting Method and Rights of Shareholders

In voting on each agenda item, if none of shareholders votes for disapproval or abstention from voting, it shall be deemed that the Meeting have approved or agreed on that agenda item as proposed. Shareholders who disapprove or abstain from voting are requested to mark, according to their intentions, the ballots obtained upon the registration, along with signing their names in the ballots and raising their hands to signify the Company's staff to collect their ballots. The voting is counted as "one share one vote".

For regular agenda items, resolutions are made only by a majority vote of the shareholders present and casting their votes in the Meeting whereas no resolution is required for agenda items for acknowledgement.

In collecting voting results, the votes for disapproval or abstention from voting shall be subtracted from the total votes of the shareholders attending and voting in the Meeting, the balance of which shall be regarded to have agreed with each agenda item.

As for shareholders granting the letters of proxy to persons to attend and cast votes according to their intentions, the votes for approval, disapproval or abstention from voting have already been recorded in the computer so as to make resolutions on relevant agenda items.

The Chairman then proceeded with the Meeting according to the following agenda items:

Agenda # 1 To consider and adopt the Minutes of the 2013 Annual General Meeting of Shareholders of the Company held on April 26, 2013

The Chairman stated that the Board of Directors (“the Board”) had deemed it appropriate to propose to the shareholders to adopt the Minutes of the 2013 Annual General Meeting of Shareholders of the Company held on April 26, 2013.

The Company Secretary informed the Meeting that during the discussion on Agenda Item 1, there were additional eight shareholders, holding 1,917,655 shares in aggregate, attending the Meeting.

RESOLVED, that the 2013 Annual General Meeting of Shareholders of the Company on April 26, 2013 be adopted. The resolution was passed by a majority vote of the shareholders present and voting in the Meeting as follows:

No. of shareholders:	126	representing	995,270,866	votes			
Approved	126	“	995,270,866	“	equivalent to	100.00	%
Disapproved	0	“	0	“	“	0.00	%
Abstained	0	“	0	“	“	0.00	%

Agenda # 2 To consider and acknowledge the report on the Company’s 2013 operating results

The Chairman of the Meeting assigned the Managing Director to conduct a report on the Company’s 2013 operating results as appearing in the Company’s annual report to the Meeting. After due consideration, it was agreed to propose it to the shareholders for acknowledgement.

The Managing Director reported to the Meeting that the Company had expanded its business to the east region by way of establishing two new companies. One is Rojana Industrial Park Rayong 2 Co., Ltd. to be engaged in the business of real estate development in the district of Pluakdaeng, Rayong province and the other is Rojana Industrial Park Prachinburi Co., Ltd. to carry on the business of real estate development in the district of Sri Mahaphod, Prachinburi province. Both new projects are getting a good response from customers, especially the project in Prachinburi province where there are major customers coming to buy the lands. This will be resulting in more companies in related businesses expected to buy the lands in the project. The recognition of revenues, according to the financial statement, was made upon the transfers of ownership of land to customers. In 2013, the Company had land sales of 333 rais in total and conducted the transfers of ownership of land to the customers who bought the lands in the existing projects for a total of 577 rais. As for the new project, the transfers of the ownership are expected to take place in 2014.

Rojana Power Co., Ltd., engaged in the business of electricity generation and having its power plants in Rojana Industrial Park in Ayutthaya, had encountered the problems from the flooding in Ayutthaya at end of 2011, resulting in inability to produce electricity and steam for sale as usual. The company mobilized the people and supports from the subcontractors to help and rehabilitate the power plant in the fastest manner possible in order to pace up with the recoveries of the customers located in Rojana Industrial Park. The rehabilitation was implemented on the international standard safety and the awareness of getting the maximum benefit of reuse. In 2013, Rojana Power was able to continuously sell more and more electricity to the customers who had resumed the production. Rojana Power’s power plant – Phase 2, of which the construction has been completed, sells an additional electricity of MW 90 to the Electricity Generation Authority of Thailand (EGAT) and the steam arising from a combined-cycle power generation process to customers as usual.

Rojana Energy Co., Ltd. has been proceeding with the construction of three 8MW photovoltaic farms, with a total capacity of 24MW, in accordance with the power purchase agreements (VSPP) made with the Provincial Electricity Authority of Thailand (PEA). Rojana Energy will gain the revenue from the sale of electricity. At present, PV farm 1 has been completely constructed and will be able to operate within the second quarter of 2014 whereas PV farm 2 and PV farm 3 are expected to be completely constructed and to be in operation in 2014

The Company had disposed of its investment in the subsidiaries in China, RPD Property Development Co., Ltd. and KPD Property Development Co., Ltd., which are engaged in the business of building condominiums for rent and sale, to another company, by which the Company received Baht 486.65 million as profits from the sale. This is due to China’s economy facing a high rate of inflation and frequent changes in policies. The tighter restriction on home loans makes the customers hesitate to buy houses, for instance, that would resulting in even more difficulties in selling the products.

During the course of the Meeting, the Company Secretary informed the Meeting that there were thirty-two additional shareholders attending, representing a total of 1,351,712 shares.

The Meeting duly acknowledged the report on the Company’s 2013 operating results as reported.

Agenda # 3 To consider and approve the Company's financial statement for the year ending December 31, 2013

The Chairman of the Meeting informed the Meeting that the Board had considered it appropriate to propose to the shareholders to consider and approve the Company's financial statement for the year ending December 31, 2013 that had been audited and certified by the Company's auditor, United Auditing Co., Ltd., and had been considered by the Audit Committee.

RESOLVED, that the Company's financial statement for the year ending December 31, 2013 be approved. The resolution was passed by a majority vote of the shareholders present and voting in the Meeting as follows:

No. of shareholders:	158	representing	996,622,578	votes			
Approved	158	"	996,622,578	"	equivalent to	100.00	%
Disapproved	0	"	0	"	"	0.00	%
Abstained	0	"	0	"	"	0.00	%

Agenda #4 To consider and approve the abstention from paying dividends and to acknowledge the interim dividend payment

The Managing Director was assigned by the Chairman to inform the Meeting of the abstention from paying dividends for the Company's 2013 operating results as a result of unusual situations in the country that affected the domestic money market. The Company was therefore required to reserve funds in place as a working capital for business operations.

The Meeting was also informed of the interim payment of dividends for the Company's 2013 operating results to the shareholders for 1,426,284,995 shares at Baht 0.30 per share on September 13, 2013, equivalent to the dividend payout ratio of 0.74%.

The Chairman added that the Board deemed it appropriate, after due consideration, to propose the shareholders to approve the abstention from paying the dividends and to acknowledge the interim dividend payment.

During the course of the Meeting, the Company Secretary informed the Meeting that there was one additional shareholder attending, representing a total of 3,000 shares.

RESOLVED, that the abstention from paying the dividends be approved. The resolution was passed by a majority vote of the shareholders present and voting in the Meeting as follows:

No. of shareholders:	159	representing	996,625,578	votes			
Approved	157	"	996,619,778	"	equivalent to	99.9994	%
Disapproved	2	"	5,800	"	"	0.0006	%
Abstained	0	"	0	"	"	0.0000	%

Agenda #5 To consider and approve the election of directors to replace those due to retire by rotation

The Company Secretary reported to the Meeting that under Clause 19 of the Company's Articles of Association, one – third of the directors or the nearest number to one-third shall retire from the office at each annual general meeting of shareholders and the retiring directors may be re-elected as directors of the Company. At this Meeting, there were three directors due to retire by rotation, namely Mr. Direk Vinichbutr, Mr. Jirapongs Vinichbutr and General Panumas Sivara. In this regard, the Board of Directors' Meeting of the Company held on February 28, 2014 had resolved to nominate these three directors to resume their positions as directors for another term.

The shareholders were asked by the Chairman to cast separate votes on individual nominees

During the course of the Meeting, the Company Secretary informed the Meeting that there was one additional shareholder attending, representing a total of 50,000 shares.

RESOLVED, that the election of three retiring directors to resume their positions as directors for another term be approved as it is evident that they are qualified, having knowledge, capability and experience in various professional fields as well as having played important roles in determining strategies and business operations. During their terms, they have regularly attended the board meetings. The resolution was passed by a majority vote of the shareholders present and voting in the Meeting as follows:

1) Mr. Direk Vinichbutr

No. of shareholders:	160	representing	996,675,578	votes		
Approved	152	"	986,268,085	"	equivalent to	98.9558 %
Disapproved	8	"	10,407,493	"	"	1.0442 %
Abstained	0	"	0	"	"	0.0000 %

2) Mr. Jirapongs Vinichbutr

No. of shareholders:	160	representing	996,675,578	votes		
Approved	152	"	986,268,085	"	equivalent to	98.9558 %
Disapproved	8	"	10,407,493	"	"	1.0442 %
Abstained	0	"	0	"	"	0.0000 %

3) General Panumas Sivara

No. of shareholders:	160	representing	996,675,578	votes		
Approved	152	"	986,268,085	"	equivalent to	98.9558 %
Disapproved	8	"	10,407,493	"	"	1.0442 %
Abstained	0	"	0	"	"	0.0000 %

Agenda #6 To consider and approve the remuneration of directors of the Company for 2014

The Company Secretary reported to the Meeting that under Clause 24 of the Company's Articles of Association, directors are entitled to receive remunerations such as meeting allowances, allowances, pensions and bonuses or other forms of benefits as determined by the shareholders' meeting which shall be in effect at any one time only or until the meeting determines otherwise. The Chairman added that the Board had deemed it appropriate to propose the shareholders to consider and approve the remuneration of directors of the Company for 2014 not to exceed 7,000,000.00 per year, equal to that in 2013.

RESOLVED, that the determination of directors' remuneration for 2014 not to exceed Baht 7,000,000.- per year be approved as proposed by the Board. The resolution was passed by a majority vote of the shareholders present and voting in the Meeting as follows:

No. of shareholders:	160	representing	996,675,578	votes		
Approved	159	"	996,670,578	"	equivalent to	99.9995 %
Disapproved	1	"	5,000	"	"	0.0005 %
Abstained	0	"	0	"	"	0.0000 %

Agenda #7 To consider and approve the appointment of the auditor and determine the audit fee for 2014

The Company Secretary reported to the Meeting that after due consideration, the Audit Committee had informed the Board that the exist Company's auditor, United Auditing Limited, had an insufficient number of auditors in charge of the audits of the Company's financial statements to rotate in accordance with the criteria of the Securities and Exchange Commission, and filed a request to the SEC to withdraw its company from the SEC approval list of auditors. The Company then made change of its auditor to "ANS Audit Co., Ltd.". The Audit Committee had considered it from their auditing experience in same industry areas, the number of auditors certifying financial statements of listed companies, the audit fee compared with other audit firms in the same level, including its being independent and had further agreed to nominate the Meeting to nominate and appoint the Company's auditor and determine its fee for 2014 as follows:

- 7.1 Name of the Auditor: The Audit Committee nominated ANS Audit Co., Ltd. represented by Mr. Atipong Atipongsakul, Certified Public Accountant No. 3500 and/or Mr. Sathien Vongsnan, Certified Public Accountant No. 3495 and/or Mr. Vichai Ruchitanont, a Certified Public Accountant No. 4054 to be appointed as the Company's auditor, attributed to their knowledge, capability, experience in auditing and being independent.
- 7.2 Audit Fee: In 2014, the audit fee was determined not to exceed Baht 810,000.- per year.
- 7.3 Relationship with the Company: ANS Audit Co., Ltd. holds no stake in the Company and has no conflict of interest with executives and major shareholders.

After due consideration, the Meeting agreed to the above proposals and recommended to propose it to the shareholders' meeting for further approval.

During the course of the Meeting, the Company Secretary informed the Meeting that there was three additional shareholders attending, representing a total of 16,000 shares.

RESOLVED, that Mr. Atipong Atipongsakul, Certified Public Accountant No. 3500, and/or Mr. Sathien Vongsnan, Certified Public Accountant No. 3495 and/or Mr. Vichai Ruchitanont, a Certified Public Accountant No. 4054, from ANS Audit Co., Ltd, be appointed as the Company's auditor and the audit fee be determined not to exceed Baht 810,000.- per year. The resolution was passed by a majority vote of the shareholders present and voting in the Meeting as follows:

No. of shareholders:	163	representing	996,691,578	votes		
Approved	162	"	996,498,878	"	equivalent to	99.9807 %
Disapproved	1	"	192,700	"	"	0.0193 %
Abstained	0	"	0	"	"	0.0000 %

Agenda # 8 To consider other business, if any

There was no further business to consider.

The Chairman thanked all the shareholders attending the Meeting for their opinions and recommendations provided to the Board and declared the Meeting adjourned at 11.33 hrs.

Signature - *Sugit Wanglee* -
 Chairman
 Mr. Sugit Wanglee

- Translation -

**Information Memorandum regarding the Acquisition of Asset by
Rojana Industrial Park Public Company Limited
Account 2**

Currently, Rojana Industrial Park Public Company Limited (the "Company") is a shareholder of TICON with shareholding proportion of 24.34 percent of total voting rights of TICON. As such, the Shareholders' Meeting of TICON approved the allocation of the whole newly issued common shares of TICON remaining from the exercise of the Transferable Subscription Rights (TSR) of TICON, No. 2 (TICON-T2) of 25,086,812 shares (the "Remaining Shares"). As a result, after acquiring the Remaining Shares, the number of paid-up shares of TICON increases to 1,097,889,785 shares, and the shareholding proportion of TICON by the Company increases from 24.34 percent to 26.07 percent of total voting rights of TICON. Subsequently, the Company received waiver from the requirement to make a tender offer for all securities of TICON by approval of Extraordinary General Meeting of Shareholders No. 1/2014 of TICON on September 29, 2014.

As the Company would like to increase the shareholding proportion in TICON after acquiring the Remaining Shares, the Board of Directors' Meeting No. 8/2014 held on September 30, 2014 has resolved to approve the acquisition of additional common shares of TICON Industrial Connection Public Company Limited traded in the Stock Exchange of Thailand (the "SET") from 26.07 percent of total voting rights of TICON (the "Additional Shares") at the market price per share of common share of TICON traded in the SET at the time of each acquisition but not exceeding the average closing price of previous 5 trading days plus additional 15 percent of such average closing price, and in any case, the acquisition price will not be higher than THB 22 per share. The Company hereby reports the details of the transaction as follows:

1. Transaction Date

Within 1 year after Extraordinary General Meeting of shareholders of the Company No. 1/2014 which will be held on November 4, 2014 approves on the acquisition of the Additional Shares.

2. Contractual parties and relationship with the Company

Purchaser	:	Rojana Industrial Park Public Company Limited
Acquisition method	:	Via trading system of the SET
Seller	:	Other shareholders of TICON
Relationship	:	The Company will acquire the Additional Shares via Automatic Order Matching system of the SET. In this regards, the Company will not know the seller identity in advance and cannot specify the sellers.

3. General characteristics of the transaction

The Company intends to acquire the Additional Shares of TICON and increase the Company's shareholding proportion from 26.07 percent of total voting rights of TICON from the trading system of the SET. The Company will acquire not exceeding 22.93 percent of total voting rights of TICON; combining with existing shareholding will not exceed 49.00 percent of total voting rights of TICON. Moreover, in the acquisition of the Additional Shares, the Company will comply with regulations of the SET and/or the Securities and Exchange Commission, for example, regulations concerning acquisition or disposition of Assets. As such, the Company will acquire the Additional Shares at market price per share of common shares of TICON traded in the SET at the time of each acquisition but not exceeding the average closing price of previous 5 trading days plus additional 15 percent of such average closing price, and in any case, the acquisition price shall not exceed THB 22 per share within 1 year after approval of acquisition of the Additional Shares from the Shareholders' Meeting. The sources of funds in entering into the transaction will come from operating cash flows of the Company and/or loans from financial institutions and/or capital increase of newly issued share of the Company.

In the acquisition of the Additional Shares, the Company has considered several alternatives to execute such transaction, and concluded that a mean to acquire Additional Shares via trading system of the SET is appropriate because, besides the Company, other shareholders of TICON comprise of approximately 7,000 retail investors and the largest among them has shareholding proportion of less than 5 percent. Thus, it is difficult in practice to enter into shares acquisition negotiation with one or several retail investors in order to obtain substantial shareholding proportion as intended by the Company. Moreover, due to the Company's intention to acquire Additional Shares within 1 year since the date that the Shareholders' Meeting of the Company approves for the acquisition of Additional Shares, the Company will be able to acquire Additional Shares at the reasonable share prices of TICON and according to the sufficient source of funds of the Company.

According to criteria of the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules and Procedures for Acquisition and Disposal of Assets of Listed Company and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning Acquisition or Disposition of Assets B.E. 2547 (2004), the transaction size has to combines with acquisition transaction during 6 months prior to this transaction which are (1) the acquisition and exercising of additional (over-subscribed to the Company's rights) Transferable Subscription Rights (TSR) of TICON, No. 2 (TICON-T2) in total of 36,000,000 shares (2) the acquisition of the whole newly issued common

shares of TICON remaining from the exercise of TICON-T2 of 25,086,812 shares and (3) the acquisition of the Additional Shares.

In this regards, acquiring the Additional Shares of at least 1.01 percent of total voting rights of TICON, combining the 3 acquisition transactions is considered as Class 1 Transaction according to net profit criteria between listed company or any of its subsidiaries and a person which is not a listed company of which the value calculated is equal to 50 percent or more but lower than 100 percent (the combined size of transaction (1) and (2) mentioned above equals to 47.58 percent which is the largest size of transaction base on the calculation method of net profit criteria). As such, the Company has to disclose information to the SET as specified in the attached information memorandum and is required to call a Shareholders' Meeting to obtain approval for entering such transaction. In addition, The Company is required to appoint independent financial advisor to provide opinion on the acquisition of the Additional Shares. The Company appointed Grant Thornton Services Co., Ltd. as an independent financial advisor to provide opinions on the transaction which will be sent to shareholders together with additional information disclosure by the Company and Shareholders' Meeting invitation.

4. Details of assets to be acquired

4.1 Assets to be acquired

The Company will acquire the Additional Share of not exceeding 22.93 percent of total voting rights of TICON. The maximum number of the Additional Shares to acquire combining with number of shares held prior to the acquisition of the Additional Shares will not cause the percentage shareholding of ROJNA in TICON to be more than 49.00 percent of total voting rights of TICON.

4.2 Nature of Business of TICON

Name	:	TICON Industrial Connection Public Company Limited
Nature of business	:	TICON provides factories and logistics warehouses for rent and sale in industrial estates, industrial park and other potential locations.
Office address	:	Sathorn City Tower, Floor 13/1, 175 South Sathorn Road, Thungmahamek, Sathon Bangkok 10120
Company registration no.	:	0107544000051
Telephone	:	0-2679-6565
Fax	:	0-2287-3153
Registered capital	:	THB 1,115,941,811
Paid-up capital	:	THB 1,099,142,375
Website	:	www.ticon.co.th

4.3 Business Overview of TICON

TICON provides factories for rent and sale in industrial estates, industrial park and other potential locations. In addition to TICON's business, TICON's subsidiaries and associated companies also involves with providing factories and warehouse for rent and investments in properties as follows:

Company	Shares held by TICON (%)	Business
Eco Industrial Services Co., Ltd.	100.00	Developing a phase of ready-built factory buildings on Laemchabang Industrial Estate
TICON Logistics Park Co., Ltd.	100.00	Developing logistics warehouses for rent in potential locations
Shanghai TICON Investment Management Company Limited	100.00	Investing in real estates in China
TICON Property, Inc.	100.00	Investing in real estates in the USA
TICON Management Co., Ltd.	100.00	Being a REIT Manager
TICON Property Fund	23.63	Investing in industrial properties
TPARK Logistics Property Fund	20.04	Investing in industrial properties
TICON Industrial Growth Leasehold Property Fund	28.18	Investing in industrial properties

Source: TICON's Form 56-1

4.4 Financial summary of TICON from 2011 – 2013 and for 6-month period ended June 30, 2014

(Unit: THB million)

Item	2011	2012	2013	6-month period ended June 30, 2014
Current assets	1,255.77	1,337.98	1,044.90	580.77
Non-current assets	14,032.96	18,401.87	22,722.53	25,036.37
Total assets	15,288.73	19,736.00	26,451.39	29,132.14
Current liabilities	3,068.08	3,945.90	4,063.36	4,562.63
Non-current liabilities	6,480.46	7,893.37	13,587.52	14,148.35
Total liabilities	9,548.54	11,839.27	17,763.63	18,827.07
Registered capital	1,117.25	1,263.74	1,263.74	1,115.94
Paid-up capital	781.01	877.47	912.38	913.79
Shareholders' equity	5,740.19	7,896.73	8,687.76	10,305.07
Total revenue	2,131.39	5,843.98	6,310.01	1,132.40
Total costs and expenses	1,329.88	3,622.34	3,938.10	667.18
Financial costs	267.15	410.83	546.43	322.35
Net profit (loss)	436.39	1,296.57	1,414.23	149.07

4.5 Shareholders of TICON

Major shareholders at the latest closing date of the share register (as of August 25, 2014) are as follows:

Name	No. of shares	Percentage of total voting rights of TICON
1. Rojana Industrial Park Public Company Limited	261,094,507	24.34
2. Thai N.V .D.R. Limited	51,877,390	4.84
3. Mrs. Suchada Leesawattrakul	41,492,970	3.87
4. City Villa Co., Ltd.	38,568,150	3.60
5. Mr. Jatupon Kriangchaikijkul	36,089,400	3.36
6. Mr. Pracha Kijworametha	33,033,903	3.08
7. Mrs. Yupadee Kuan	31,236,904	2.91
8. STATE STREET BANK EUROPE LIMITED	26,751,220	2.49
9. Mr. Chali Sophonpanich	24,773,910	2.31
10. NORTRUST NOMINEES LTD.	21,439,447	2.00

In the acquisition of Additional Shares, the Company had not entered into any agreements or Shareholders' Agreement with any other shareholders of TICON.

Furthermore, the acquisition of Remaining Shares and Additional Shares may increase shareholding proportion of the Company in TICON from 24.34 percent of total voting rights of TICON up to 49.00 percent of total voting rights of TICON, which may affect the method of preparation and presentation of consolidated financial statements related to investment in TICON. However, the Company will comply with relevant rules and effective and to be effective accounting standards.

4.6 Board of Directors of TICON

Board of Directors of TICON (as of September 30, 2014) is as follows:

Name	Position
1. Mr. Chali Sophonpanich*	Chairman of the Board
2. Mr. Jirapongs Vinichbutr*	Director
3. Mr. Wei Cheng Kuan*	Director
4. Mr. Virapan Pulges*	Director
5. Mrs. Yupadee Kuan	Director
6. Mr. Chai Vinichbutr*	Director
7. Mr. David Desmond Tarrant	Director
8. Mr. Chatchaval Jiaravanon	Director
9. Mr. Threekwan Bunnag	Director

*Authorized directors

The Company does not have any policies to change the Board of Directors or the Management team of TICON immediately after the acquisition of Additional Shares, which will increase the shareholding proportion of the Company in TICON up to the maximum level at 49.00 percent of total voting rights of TICON.

However, in the event that there are any significant changes from current situation, the Company may consider changing management structure of the Company in response to the policy and business plan of TICON, and other related factors, as deemed appropriate. List and position of newly appointed Board of Directors has to be resolved for an approval from Board of Directors' Meeting or Shareholders' Meeting of TICON (as applicable), which will be held further. Furthermore, if there are some changes, for example, resignation of directors or expiration of term, the Company will consider to proceed as deemed appropriate, in order to comply with any related regulations of TICON and/or relevant laws.

5. Value of consideration and payment

The Company will acquire additional shares of TICON of not exceeding 22.93 percent of total voting rights of TICON at market price per share of common share of TICON traded in the SET at the time of each acquisition but not exceeding the average closing price of previous 5 trading days plus additional 15 percent of such average closing price, and in any case, the acquisition price will not be higher than THB 22 per share. Since the acquisition value is based on number of shares essentially acquired and on the market price of TICON, the value of consideration is also based on market price of TICON traded in the SET.

As such, if calculating based on total paid up shares of TICON as at October 8, 2014, which equals 1,099,142,375 shares, the maximum of additional shares will be 252,398,445 shares. By using assumption that the acquiring price per share is a weighted average of market price in SET during seven days prior to date of Board of Directors' Meeting No. 8/2014 held on September 30, 2014, which equal to THB 18.16 per shares, the total value of consideration will not exceed THB 4,583.56 million, or by using the assumption that the acquiring price per share is a maximum price at THB 22 per share, the total value of consideration will not exceed THB 5,552.77 million.

The Company will enter the transaction within 1 year after Extraordinary General Meeting of shareholders of the Company No. 1/2014 which will be held on November 4, 2014 approves on the acquisition of the Additional Shares.

6. Value of assets to be acquired

The assets to be acquired are additional shares of TICON of not exceeding 22.93 percent of total voting rights of TICON in which the value is based on number of shares essentially acquired and the market price of TICON's common share at acquisition date.

As such, if calculating based on total paid up shares of TICON as at October 8, 2014, which equals 1,099,142,375 shares, the maximum of additional shares will be 252,398,445 shares. By using assumption that the acquiring price per share is a weighted average of market price in SET during seven days prior to date of Board of Directors' Meeting No. 8/2014 held on September 30, 2014, which equal to THB 18.16 per shares, the total value of assets to be acquired will not exceed THB 4,583.56 million, or by using assumption that the acquiring price per share is a maximum price at THB 22 per share, the total value of assets to be acquired will not exceed THB 5,552.77 million.

7. Basis used to determine the value of consideration paid

As TICON is a listed company in the SET, the price of TICON is constantly changing according to market price of the shares traded in the SET. Therefore, the Company based the acquisition price on the market price which is the market price per share of common share of TICON traded in the SET at the time of each acquisition but not exceeding the average closing price of previous 5 trading days plus additional 15 percent of such average closing price, and in any case, the acquisition price will not be higher than THB 22 per share.

Since the Company has an intention to acquire Additional Shares within 1 year since the date that the Shareholders' Meeting of the Company approves for the acquisition of Additional Shares, the price determination process; therefore, should consider the possibilities that the Company can acquire Additional Shares as desired during that period of time. Thus, the Company determined the maximum price per share to acquire that will not exceed THB 22 per share from considering weighted average market share price of TICON traded in the SET during seven days prior to date of Board of Directors' Meeting 8/2014 held on September 30, 2014, which equal to THB 18.16 per shares, plus additional margin for volatility of prices at approximately 20 percent, which derived from the share price volatility of within the past year prior to date of Board of Directors' Meeting 8/2014, held on September 30, 2014, which has changed in the range of 18 percent from trading price during such period.

Moreover, in the acquisition of Additional Shares, the Company also considers the cost in acquiring TICON's share in the past, which is significant below the current market price. In the worst case scenario, the price to acquire Additional Shares will be at a maximum price of THB 22 per share. The Company's average cost of TICON's share after acquiring Additional Shares will equal THB 16.03 per share, which is

still below fair value of TICON in the range of THB 16.81 – THB 20.30 per share prepared by the Independent Financial Advisor of the Company.

8. Expected benefits for the Company

The increase in shareholding of TICON, who provides factories and warehouse for rent, is considered as an increase in the proportion of recurring income of the Company. Additional investment in TICON will increase growth of the Company since factories and warehouse renting business has potential expansion in domestic market and neighboring countries. Additionally, in increasing shareholding percentage in TICON to significant holding level, business policies and directions of TICON can be determined to be more in consistence with those of the Company. The mutual benefits the Company and TICON will received in forms of synergy effect is more probable, for example, more efficient land procurement to develop projects.

9. Source of fund

The source of fund includes operating cash flows of the Company and/or cash from capital increase of newly issued shares and/or loan from financial institutions. As such, the loan for acquiring the Remaining Shares from financial institutions will not have conditions affecting rights of shareholders.

10. Conditions of the entry

The Company will enter into the transaction subsequent to the Extraordinary General Meeting of shareholders of the Company No. 1/2014, which will be held on November 4, 2014, approves on the acquisition of the Additional Shares with at least three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding shareholders who have conflict of interests.

11. Opinion of the Board of Directors on the entry into the transaction

The Board of Directors Meeting No. 8/2014 held on September 30, 2014 resolved to approve the transaction and has the opinion that entering into the transaction is reasonable and for the utmost benefit of the Company and its shareholders.

The Company has considered several alternatives to execute such transaction, and concluded that a mean to acquire Additional Shares via trading system of the SET is appropriate because, besides the Company, other shareholders of TICON comprise of approximately 7,000 retail investors and the largest among them has shareholding proportion of less than 5 percent. Thus, it is difficult in practice to enter into shares acquisition negotiation with one or several retail investors in order to obtain substantial shareholding proportion as intended by the Company. Moreover, due to the Company's intention to acquire Additional Shares within 1 year since the date that the Shareholders' Meeting of the Company

approves for the acquisition of Additional Shares, the Company will be able to acquire Additional Shares at the reasonable share prices of TICON and according to the sufficient source of funds of the Company.

Moreover, in determining the maximum price of both not exceeding the average closing price of previous 5 trading days plus additional 15 percent of such average closing price and not exceeding THB 22 per share will mitigate the impact to TICON's share price that might occur from the acquisition of Additional Share of the Company and enable the Company to be able to determine the maximum funding limit to be used in the acquisition of the Additional Shares.

In considering the maximum acquiring price at THB 22 per share is deemed reasonable. The average cost of TICON's share after acquiring Additional Shares will equal THB 16.03 per share, which is still below fair value of TICON in the range of THB 16.81 – THB 20.30 per share prepared by the Independent Financial Advisor of the Company.

12. Opinion of the Audit Committee which is different from the Board of Directors as in no. 11

- None -

13. Responsibility of directors with respect to the information memorandum

The Board of Directors of the Company is responsible with respect to this information memorandum to shareholders. The Board of Directors considers this information memorandum to be correct and complete in all material aspects.

14. Qualifications and the report of the Independent Financial Advisor

14.1 Qualifications of Independent Financial Advisor

14.1.1 Shareholding and relationship between the Independent Financial Advisor and the Company

- None -

14.1.2 Consent from the Independent Financial Advisor to publish the opinion

Grant Thornton Services Co., Ltd., which is an Independent Financial Advisor, gives consent to publish an Independent Financial Advisor's Opinion on the acquisition of assets transaction.

14.1.3 Date of providing the opinion

October 14, 2014

14.2 Independent Financial Advisor's Report

As shown in attachment 3 of the invitation letter of the Extraordinary General Meeting 1/2014

15. Details of Liabilities and Debt

15.1 Total amount of issued and unissued debentures, of which the Shareholder's Meeting has resolved and granted the authorization to Board of Directors of the listed company to consider an issuance as deemed appropriate

The Company was approved from the Shareholders' Annual General Meeting of 2011 on April 25, 2011 to issue and offer a debenture with the amount not exceeding THB 3,000 million in order to be used as source of fund for working capital, including business expansion of the Company and/or repayment outstanding liabilities. The Company issued and offered a debenture since receiving an approval from the Shareholders' Meeting, having the details as follows:

Offering to	:	Institution investors and/or high net worth investors
Type of debenture	:	Unsubordinated and unsecured debenture with specified holders
Total amount of issued debenture	:	THB 892 million
Duration of debenture	:	3 years, 5 years and 7 years from date of the debenture issuance

The total amount of unissued debenture, of which the Shareholder's Meeting already resolved and granted the authorization to Board of Directors of the listed company to consider an issuance as deemed appropriate THB 2,108 million.

15.2 Total amount of secured loan with specified duration and the assets used as collateral

15.2.1 As of June 30, 2014, the Company has loan agreement with several domestic commercial banks, having the details as follows:

No.	Limit (THB million)	Collateral
1	400.00	Mortgage land and buildings in project
2	500.00	Mortgage land of the project
3	750.00	Transfer the demand right for receiving all dividends to be received from the shares held in RPD Property Development Co., Ltd. The subsidiary of the Company shall not use the land of the project to enter into any transaction. In case that the subsidiary disposes hotel business, cash from disposal shall to repay outstanding loans.
4	300.00	Mortgage land and use collateral together with existing credit facility
5	1,132.00	Mortgage on a part of land, land development costs including a part of investment property, and pledge partial ordinary shares of TICON held by the Company
6	310.00	All of ordinary shares of Rojana Industrial Park Rayong 2 Company Limited
7	752.87	- None -
8	525.00	Mortgage land of the Company's project
9	2,179.40	Mortgage land of the subsidiary's project
Total	6,849.24	

15.2.2 As of June 30, 2014, the subsidiaries has entered into loan agreements with several domestic commercial banks, having the details as follows:

No	Limit Loan (million)	Collateral
1	4,344.00	Mortgage land, factory building and structure including machinery and tools, and deposits in financial institutions and bond of a subsidiary
2	2,001.00	
3	3,600.00	
4	1,500.00	
5	300.00	Mortgage land, machinery and other system including building in progress of the subsidiary
6	600.00	
7	1,420.00	Mortgage land of project in the subsidiary of approximately 2,000 rais and the Company shall maintain its shareholding in subsidiary at least 99.99 percent
8	2,151.00	Mortgage land, machinery and systems and pledge share certificates held by the Company
Total	15,916.00	

15.3 Total amount of other liabilities, including bank overdraft by specifying assets used as collateral

As at June 30, 2014, the Company and its subsidiaries have other liabilities (excluding accounts payable and other payables) , having the details as follows:

Interest bearing liabilities	Amount in consolidated financial statements as of June 30, 2014 (THB)	Assets used as collateral (if any)
Current interest bearing liabilities		
Bank overdraft and short term loan from financial institutions	3,899,402,293	Details as in 15.2
Current portion of long term loan from financial institution, due within one year	1,790,559,175	Details as in 15.2
Total current interest bearing liabilities	5,689,961,468	
Non-current interest bearing liabilities		
Long term loan from financial institution – net	13,669,789,751	Details as in 15.2
Debenture – net	392,000,000	Details as in 15.1
Total non-current interesting bearing liabilities	14,061,789,751	
Total interest bearing liabilities	19,751,751,219	

15.4 Contingent Liabilities

The Company and its subsidiaries did not have any other commitments nor contingent liabilities, apart from commitments and contingent liabilities disclosed in notes of interim financial statements ended June 30, 2014. The Company and its subsidiaries had obligations with letter of guarantees as of June 30, 2014 in the amount of THB 2,074.85 million to guarantee the compliance with agreements, which is considered as normal commitments for business practice of the Company and its subsidiaries.

As at June 30, 2014, the Company and its subsidiaries had capital commitment related to project development and construction cost amounting to THB 708.85 million. Furthermore, the Company and its subsidiaries have entered into land purchase agreement amounting to THB 1.75 million; the deposit of land in the amount of THB 0.50 million has been paid.

16. Company Background

16.1 Nature of Business of the Company and its Subsidiaries

Nature of Business

The Company is engaged in the real estate development of privately operated industrial parks/zones in Thailand. Additionally, the Company also invests in subsidiaries and associates, operating in real estate and facility businesses. The details of those subsidiaries and associates' businesses divided by business segments as follows:

Company	Shareholding proportion by the Company as at June 30, 2014 (percent)	Nature of Business
Real Estate Development Business		
Rojana Industrial Park Public Company Limited	-	Developing industrial park/ zone by providing industrial land for establishing factories and complete utilities services for the convenience of companies who invest in the industrial park/ zone
Rojana Industrial Park Prajeanburi Co., Ltd.	100.00	
Rojana Industrial Park Rayong 2 Company Limited	100.00	
Rojana Property Co., Ltd.	100.00	Developing condominium real estate for sale and lease
Utilities Business		
Rojana Power Co., Ltd.	41.00	Generating and selling electricity and steam, by the plant in Ayudhaya province, to Electricity Generating Authority of Thailand and industrial users located in Rojana Industrial park Ayudhaya
Rojana Energy Co., Ltd.	70.00	Developing solar powerplant business
Rojana Industrial Management Co., Ltd.	90.00	Producing and selling water for industrial use and providing treatment of industrial wastewater
Ready-Built Factory Business		
TICON Industrial Connection Public Company Limited	24.34	Constructing of standardized factories in industrial estates and industrial parks/zone for sale and lease to industrial entrepreneur
Maintenance Service Business		
Operational Energy Group Limited	25.00	Providing maintenance and other services related to the electricity generation of power plants

Trend of Business and Industry

The overall situation of Thailand's industrial estate industry has a good growth prospect. Many industrial estate developers revealed increasing land sales, which have been mainly due to continuous growth of the automotive sector as Japanese companies still have a strong interests to

move their manufacturing base to Thailand. Beside Japanese, investors from other countries, such as China, Singapore, Malaysia, and Korea, have also increased their interests to invest in facilities and production in Thailand, especially Chinese investors who invest in a fewer number of projects, but with relatively higher investment value.

Also, industry trend continuously has a positive outlook as the government's policy that emphasizes on supporting and improving logistic system helps encourage foreign investors, especially Asian investors, to expand their investment to Thailand. Additionally, skilled labor in Thailand is considered another key driver that could attract more foreign direct investment to Thailand.

According to the focus of the Company on quality of services, effective and efficient planning/operational system, strong vision and mission to manage the industrial land development's business to best respond to client's needs, world-class quality of utilities system, excellent customer services emphasizing on providing accurate information, and corporate social and environment responsibilities, the Company could maintain its competitiveness within the industry for more than 20 years of proven track record. The continuous increase of industrial areas being developed and sold in areas of Ayudhaya, Rayong, and Prachinburi provinces could demonstrate the Company's strong position in the industry. Currently, the Company has already sold more than 95 percent of its total areas size of 4,000 rais, excluding sold areas that have not been officially entered into the sale agreement.

16.2 Summary table of financial statements in the past 3 years and current fiscal years until the latest quarter, together with analysis of financial positions and financial performance in the past year and current year until the latest quarter, including risk factors that might have significant impact to net profit of the Company

Statement of financial position

(Unit : THB million)

Statement of financial positions	Consolidated financial statements				
	As at December 31			As at June 30	
	2011	2012	2013	2013	2014
Asset					
Current asset					
Cash and cash equivalents	272.01	250.62	140.59	288.08	168.03
Temporary investment used as collateral	1,446.49	335.97	516.36	1,108.25	96.25
Account and other receivables	257.65	337.37	1,261.09	965.49	1,433.73
Receivable from income from insurance companies	100.68	1,522.30	-	-	-
Short-term loans from related company – net	-	-	-	671.68	-
Property development cost	5,717.39	6,919.19	4,659.28	6,087.39	4,927.75
Spare part - net	137.39	141.44	207.01	148.71	230.90
Advances to purchase land and building	848.88	602.02	51.76	599.72	34.26
Other current assets	581.06	753.42	837.58	1,139.28	814.36
Total current asset	9,361.55	10,862.32	7,673.68	11,008.61	7,705.29
Non-current asset					
Advance for investment in associated company	-	-	-	-	1,108.27
Investments in associated company	1,902.90	2,352.31	2,457.94	2,250.39	2,333.76
Investment property	2,279.86	2,285.32	2,393.93	2,288.00	2,272.19
Property, plant and equipment - net	12,089.05	17,908.37	18,995.94	17,291.72	19,757.01
Goodwill	-	-	-	-	234.97
Intangible asset – net	152.20	350.81	342.38	346.25	103.66
Other non-current assets	71.65	53.78	30.27	62.66	33.53
Total non-current asset	16,495.65	22,950.60	24,220.47	22,239.02	25,843.38
Total asset	25,857.20	33,812.92	31,894.15	33,247.63	33,548.67
Liabilities and Shareholders' Equity					
Current Liabilities					
Overdrafts and short-term loans from financial institution	2,426.42	4,917.15	1,595.82	3,826.13	3,899.40

(Unit : THB million)

Statement of financial positions	Consolidated financial statements				
	As at December 31			As at June 30	
	2011	2012	2013	2013	2014
Accounts payable and other payable	4,171.35	4,464.70	2,390.43	3,607.65	1,619.14
Short-term loan	578.27	589.73	-	450.60	-
Long-term loans due within 1 year	1,086.39	869.04	1,686.60	-	1,790.56
Unearned income	935.64	284.70	1,763.51	1,255.19	2,098.82
Other current liabilities	1,825.95	177.54	650.30	1,381.82	167.48
Total current liabilities	11,024.02	11,302.85	8,086.64	10,521.40	9,575.41
Total current liabilities	11,024.02	11,302.85	8,086.64	10,521.40	9,575.41
Non-current liabilities					
Long term loans	7,441.30	12,222.76	13,582.22	12,048.59	13,669.79
Debentures	712.00	712.00	312.00	712.00	392.00
Other non-current liabilities	82.32	298.60	143.61	221.19	58.47
Total non-current liabilities	8,235.62	13,233.36	14,037.82	12,981.78	14,120.26
Total liabilities	19,259.65	24,536.21	22,124.46	23,503.18	23,695.66
Shareholders' Equity					
Authorized share capital	1,594.96	1,602.96	1,602.96	1,602.96	1,602.96
Issued and paid-up share capital	1,159.83	1,369.95	1,431.60	1,423.14	1,435.22
Cash receipts from share subscription	-	11.08	4.01	12.58	0.12
Premium on share capital	1,991.66	2,607.33	2,787.97	2,763.44	2,797.16
Appropriated retained earning – legal reserve	119.62	160.30	160.30	160.30	160.30
Unappropriated retained earning	1,272.13	2,425.31	2,151.25	2,077.30	2,166.85
Other components of equity	13.54	70.54	190.77	176.15	190.43
Total parent company	4,556.77	6,644.50	6,725.90	6,612.90	6,750.09
Non-controlling interests	2,040.78	2,632.21	3,043.79	3,131.55	3,102.92
Total Equity	6,597.55	9,276.71	9,769.69	9,744.45	9,853.01
Total liabilities and equity	25,857.20	33,812.92	31,894.15	33,247.63	33,548.67

Statement of comprehensive income

(Unit : THB million)

Statement of comprehensive income	Consolidated financial statements				
	For the year ended December 31			For the 6 months period ended June 30	
	2011	2012	2013	2013	2014
Revenue					
Revenue from sales of land	767.36	2,188.44	1,335.82	184.01	238.63
Revenue from sales of condominium	833.24	1,870.59	2,030.84	1,153.86	3.55
Revenue from sales	4,085.45	1,395.80	5,299.82	2,029.70	4,131.95
Service income	389.78	282.65	363.78	180.90	189.18
Compensation Income from insurance companies	-	1,214.00	962.78	1,029.65	3.13
Gain on disposal of investment in subsidiaries	-	-	486.65	139.82	-
Other income	264.83	517.67	172.11	92.59	27.99
Total revenues	6,340.67	7,469.15	10,651.79	4,810.52	4,594.43
Expenses					
Cost of land sold	340.21	762.77	778.87	67.19	79.04
Cost of condominium sold	479.47	1,291.85	2,044.19	1,161.18	3.32
Cost of goods sold	3,691.10	2,051.22	5,086.09	2,084.55	3,728.96
Cost of services	201.83	296.39	346.79	195.44	145.70
Selling expenses	184.16	234.31	217.74	92.26	9.92
Administrative expenses	661.05	776.23	721.30	370.55	232.22
Other expenses	1,474.35	359.51	177.03	94.83	19.70
Total expenses	7,032.17	5,772.29	9,372.01	4,065.99	4,218.85
Profit before finance cost and income taxes	-691.50	1,696.87	1,279.79	744.53	375.57
Finance cost	-523.57	-625.14	-699.38	-330.19	-427.49
Profit sharing from investment in associate company	120.11	271.08	319.35	103.96	39.29
Profit (loss) before income taxes	-1,094.97	1,342.80	899.76	518.30	-12.63
Income taxes	-	-29.52	-16.58	-	-
Profit (loss) for the periods	-1,094.97	1,313.28	883.18	518.30	-12.63
Other comprehensive Income (loss)	41.73	46.25	-	105.61	-0.34
Total comprehensive income (loss)	-1,053.24	1,359.53	883.18	623.91	-12.97

Statement of cash flow

(Unit : THB million)

Statement of cash flow	Consolidated financial statements				
	For the year ended December 31			For the year ended December 31	
	2011	2012	2013	2013	2014
Net cash provided by (used in) operating activities	1,706.83	-3,514.95	2,475.10	1,303.25	-277.33
Net cash provided by (used in) investing activities	-2,855.28	-4,978.17	-324.00	-1,265.08	-1,278.28
Net cash provided by (used in) financing activities	1,162.08	8,464.47	-2,250.56	7.40	1,583.05
Effect of foreign exchange rate changes on cash and cash equivalents	5.33	13.80	-	0.26	-
Net increase (decrease) in cash and cash equivalents	18.97	-14.86	-99.45	45.83	27.43
Effect of disposal of investment in cash equivalents at the beginning of the period	-	-11.05	-10.58	-8.37	-
Effect from control in subsidiaries	-	4.53	-	-	-
Cash and cash equivalents at the beginning of the period	253.04	272.01	250.62	250.62	140.59
Cash and cash equivalents at the ending of the period	272.01	250.62	140.59	288.08	168.03

Overall Financial Performance of the CompanyRevenue

1. **Revenue from sales of land** During 2011, 2012, and 2013, plots of land of 560 rais, 2,763 rais, and 333 rais, respectively were engaged into the sales agreements with clients. The Company could recognize revenue from such sale agreements when risk is completely transferred to clients as stated in related Accounting Standard. During the first 9 months of 2011, there were many clients entering into land sales agreement with the Company, and those plots of land had been scheduled to transfer to the clients since ending of 2011. However, due to the flood incident occurred at the end of the year, the Company was not able to transfer the ownership of plots of land. The Company and clients has postponed the transfer of land ownership into 2012. The accumulated land transfer from previous year, plus with land transfer occurred in 2012, caused revenue in 2012 to be higher than revenue in 2011 and 2013. Furthermore, most of clients entered into sales agreements in

2011 and 2013 tended to purchase new projects which require more than 1 year to develop; therefore, no revenue recognized from new projects in 2013.

For the 6 months period ended June 30, 2014, revenue from land sales was THB 238.63 million, increasing from revenue of the same period ended of previous year of THB 54.62 million, an increase of 29.68 percent, which was resulted from receipts of final payment from clients and land transfer to two clients.

2. **Revenue from sales (Electricity)** Due to the flood incident at ending of 2011, the power plant had to temporarily cease its operations in order to restore the damage which required approximately 1 year. Thus, the recognized revenue in 2012 was mainly from reselling of electricity that the Company purchased from Provincial Electricity Authority (“PEA”) to industrial users. At the end of 2012, the power plant was completely restored and able to commence its operations. Moreover, in 2013, the Company has finished construction of project SPP 2 and started delivering another 90 MW of electricity to Electricity Generating Authority of Thailand, resulting to surge in revenue of 2013.

For the 6 months period ended June 30, 2014, revenue from sales has increased from those in the same periods of the previous years of THB 1,153.86 million. The increase in revenue was an accumulated effect from commencing of Project SPP 2 by Rojana Power Co., Ltd., (“Rojana Power”) and of solar farm project by Rojana Energy Co., Ltd.

3. **Other revenues** In 2013, other revenues comprised of compensation income from insurance companies of THB 962.78 million, gain on disposal of investment in two subsidiaries of THB 486.65 million, and others of THB 535.89 million. In 2012, other revenues comprised of compensation income from insurance companies (damage from flood incident and cease of operation) of THB 1,214 million and others of THB 800.32 million.

For the 6 months period ended June 30, 2013 and 2014, other revenues dropped from the same period of the previous year 2013 because in period of 2013, the Company had extraordinary revenue from insurance companies to compensate losses from flood incident and cease of operation of THB 1,029.65 million and the gain from disposal of investment in subsidiaries of THB 139.82 million.

Cost of sales and Gross profit margin

1. **Cost of land sold** during 2011 – 2013 was THB 340.21 million, THB 762.77 million, and THB 778.87 million, respectively, with gross profit margin from sales of land of 55.56 percent, 65.15 percent, and 41.69 percent, respectively. The gross profit margin of 2012 was the highest during 2011 – 2013 because most of plots of land transferred and recognized as revenue in 2012 were new projects that have lower cost than other projects.

For the 6 months period ended June 30, 2013 and 2014, cost of land sold THB 67.19 million and THB 79.04 million, respectively, which was calculated into gross profit margin from land sold of 63.48 percent and 66.88 percent, respectively.
2. **Cost of goods sold (Electricity)** during 2011 – 2013 was THB 3,691.10 million, THB 2,051.22 million, and THB 5,086.09 million, respectively. The reason of an increase in cost of goods sold was due to the Company had to purchase electricity from Provincial Electricity Authority (“PEA”) to resell to industrial users (during the period that the Company ceased the operation for plant restoration).

For the 6 months periods ended June 30, 2013 and 2014, cost of goods sold was THB 2,084.55 million and THB 3,728.96 million, which could be calculated into gross profit (loss) margin from selling electricity of (2.70) percent and 9.75 percent, respectively.
3. **Selling expenses** of the Company and subsidiaries during 2011 - 2013 would vary by sales, which was THB 184.16 million, THB 234.41 million, and THB 217.73 million, respectively. In 2013, selling expenses dropped because flood incident in 2011 and 2012 caused the Company a lot of extra expenses to prevent and restore systems in the project. In addition, the Company had to record provision for employee benefit according to the Thai Accounting Standard 19: Employees Benefits.

For the 6 months period ended June 30, 2013 and 2014, selling expenses was THB 92.26 million and THB 9.92 million, respectively.
4. **Finance Cost** of the Company and subsidiaries during 2011 – 2013 were THB 523.57 million, THB 625.14 million, and THB 699.38 million, respectively. Finance cost has continuously increased since 2011 because the Company and subsidiaries borrowed

additional loans to be used for an investment in subsidiaries and in new projects of the Company and subsidiaries.

For the 6 months periods ended June 30 2013, and 2014, finance cost was THB 330.19 million and THB 427.29 million, respectively.

5. **Net profit** for the year 2013 dropped by THB 430.10 million or 32.75 percent because in 2012 the Company had extraordinary income from compensation from insurance companies of THB 1,214 million. However, from removing such an extraordinary income from consideration, net profit from operation in 2012 would remain only THB 99.28 million, which was lower than net profit of 2013. This change came from an accumulated effect from flood incident at the ending of 2011 that caused the power plant to cease its operation for more than 1 year; the power plant has restarted its operation again at the end of 2013. For the year 2011, the Company occurred losses of THB 1,094.97 million due to loss from flood incident of THB 965.63 million and loss from disposal of investment in subsidiaries below book value of THB 269.00 million.

For the 6 months period ended June 30, 2014, the Company and its subsidiaries operated with losses of THB 12.63 million, a decrease from the same period of previous year that had profit of THB 518.30 million. However, from considering only financial results from main businesses of the Company and disregarding the extraordinary income from compensation from insurance companies of THB 1,023 million from profit for 6 months period of 2013, the Company's operational results for the 6 months period of 2014 was better from the same period of 2012 due to an increase in revenue from power plant SPP 2.

Financial Position

Asset

The Company's total assets as at December 31, 2011, 2012, and 2013 were THB 25,857.20 million, THB 33,812.92 million, and THB 31,894.15 million, respectively. The details of significant transactions can be shown as follows;

1. **Accounts receivable and other receivable** as at December 31, 2011, 2012, and 2013 was THB 257.65 million, THB 337.37 million, and THB 1,261.09 million, respectively, which are equivalent to proportion of 1.00 percent, 1.00 percent, and 3.95 percent of total asset,

respectively. The accounts receivable as at December 2012 mainly came from revenue from operation in power business because Rojana Power had completed the restoration of its plant and has restarted its operations at the end of 2012. Moreover, project of SPP 2 was completed and could operate at the same period. Therefore, the increase of accounts receivable was due to an increase in revenue from selling of electricity.

The provision of doubtful debt of accounts receivable in facilities services business is set up based on management's assessment on potential losses that could occur from outstanding debt by considering current situation of debtor. Accounts receivable will be written off when it is classified as bad debt. For accounts receivable in land and condominium businesses, the Company does not set up the provision for doubtful debt because land and condominium will be transferred to clients once clients already fully pay according to sale agreement, therefore, there is no risk in this type of accounts receivable.

2. **Receivables from income from insurance companies** recognized in 2012 of THB 1,522 million. Currently, the Company has already received all payments.
3. **Property development cost** as at December 31, 2013 was THB 4,659.29 million, decreasing from the same period of the previous year which was THB 6,919 million because the Company and its subsidiaries had disposed investments in subsidiaries, which operated in condominium business in China.
4. **Property, plant and equipment** as at December 31, 2013 was THB 18,995.94 million, increasing from December 31, 2012 which was THB 17,908.37 million due to an increase in capacity of industrial water plant of phase 8, which has capacity of 40,000 cubic meters per day. The construction cost of this industrial water plant of phase 8 was approximately THB 490 million. Additionally, there was an addition of construction cost from 3 solar farm power plants of THB 2,400 million.

As at June 30, 2014, the Company had total asset of THB 33,548.67 million, increasing THB 1,654.52 million from December 31, 2014 due to following reasons;

1. Increase in advance payment for investment in associated company of THB 1,108.27 million which was an advance payment to acquire 73.58 of TICON's share at price of THB 15 per share by exercise TICON-T2.

2. Increase in property development cost of THB 268.47 million from the balance as of December 31, 2013. The increase resulted from rising in land development cost of THB 464.94 million, while disposals of land develop was only THB 196.74 million
3. Increase in property, plant, and equipment of THB 761.07 million

Liabilities

The Company and subsidiaries' total liabilities as at December 31, 2011, 2012 and 2013 were THB 19,259.65 million, THB 24,536.21 million and THB 22,124.46 million, respectively. The details of significant transactions can be shown as follows;

1. Most of accounts payable belongs to Rojana Power due to procurement of gas used in the production, after the operation has ceased since ending of 2011 until 2012.
2. Unearned revenue as at December 31, 2013 can be divided by projects as follows;

Project Name	Sold amount	Balance due		Accumulated received balance		Remaining undue balance	
	THB million	THB million	% of sales	THB million	% of sales	THB million	% of sales
Ayudhaya	667.71	110.19	16.50	110.19	16.50	557.52	83.50
Prachinburi	2,680.93	1,609.77	60.05	1,609.77	60.05	1,071.16	39.95
Rayong	175.69	112.46	64.01	112.46	64.01	63.23	35.99

Remark: Every projects have no outstanding uncollectible balance.

3. Long-term loan as at December 31, 2011, 2012, and 2013 were THB 8,527.70 million, THB 13,091.80 million and THB 15,268.82 million, respectively. For the balance as of 2012, majority of long-term loan was for construction of 3 solar power plant projects of Rojana Energy Co., Ltd. The remaining loan of the Company and subsidiaries would be used in capacity expansion.

As at June 30, 2014, the Company's total liabilities was THB 23,695.66 million, increased from December 31, 2013 of THB 1,571.20 million due to following reasons;

1. Increase in bank overdraft and short term loan from financial institution of THB 2,305.58 million, which changed in line with an improvement of the Company's performance, and increased from additional overdraft to be used as advance payment to acquire TICON's by exercise TICON-T2.

2. Decrease in debenture during 2014, the Company has partially repaid debenture of THB 400 million, while issued additional debentures only THB 80 million. Therefore, debenture balance as at June 30, 2014 has decreased by THB 320 million.
3. Decrease in accounts payable as at June 30, 2014 of THB 424.27 million and decrease of other payables of THB 347.02 million. The decrease came from a drop in volume of gas used in production during the last month of each period as major accounts payable of the Company is usually gas procurement to be used in power plant. For other payables, the decrease came from drop in capital expenditure from 2012 because other major payables were from purchasing of assets.

Shareholder's Equity as at June 30, 2014 was THB 9,851.01 million, increased by THB 83.32 million from December 31, 2014 due to an increase in non-controlling interest of THB 59.13 million from disposal of investment in subsidiaries in 2013.

Liquidity and Cash Flow

Cash flow from operating activities

Cash flow from operating activities of the Company and subsidiaries in 2013 was THB 2,475.10 million; increasing from THB (3,514.95) million in 2012 due to gain from disposal of property, gain from disposal of investment in subsidiaries, cash receipt from unearned revenue.

The Company operated with net losses during 6 months period ended June 30, 2014 was THB 12.63 million. The transactions to adjust net profit of the year were THB 737.39 million, and changes in assets and liabilities received from operating activities were THB 171.21 million. After deducting interest paid (net from interest income) of THB 431.59 million and deducting income tax paid of THB 15.96 million, the Company's cash used in operating activities was THB 277.33 million.

Cash flow from investing activities

Cash flow used in investing activities of the Company and subsidiaries in 2013 was THB (324) million, decreasing from THB (4,978.17) million in 2012 because the Company disposed its investment in 2 subsidiaries in China and during the year the Company received the government's grant to construct a dam to prevent flood incident. In addition, the Company has extended its investment in solar business of Rojana Energy Co., Ltd. and investment in industrial estate

development of Rojana Industrial Park Prajeanburi Co., Ltd. and Rojana Industrial Park Rayong 2 Co., Ltd.

Main sources of cash used during the 6 months period ended June 30, 2014 comprised of advance payment for investment in associate of THB 568.27 million, cash paid for purchasing property, plant and equipment of THB 848.22 million, and cash paid for purchasing investment property of THB 59.88 million. Main sources of cash received from investing activities comprised of cash received from dividend from associate of THB 198.08 million, totaling cash used in investing activities of THB 1,278.28 million.

Cash flow from financing activities

Cash flow received from (used in) investing activities of the Company and subsidiaries of 2012 was THB (2,250.56) million, decreasing from THB 8,464.47 million in 2011. The decrease was due to a repayment of short term loan and long term loan according to repayment schedule of the Company and subsidiaries.

Main sources of cash used during 6 months period of 2014 comprised of repayment of debenture of THB 400 million, cash repaid for short term loan of THB 142 million, cash repaid for long term loan of THB 850.28 million. Main sources of cash received from financing activities consisted of cash received from loan from financial institution of THB 1,763.59 million, cash received from issuing debenture of THB 80 million, totaling cash flow used in financing activities was THB 1,583.05 million.

Risk Factors and Impact to Profitability of the Company

1. Risk from policy of not accumulating a large amount of land

General policy of the Company is to have possession of moderate amount of land at a certain period of time. Land would be procured only when there is a project, with the exception of land with great development potentials at a price which will allow the Company to attain high return on investment or adjacent large plots of land at a considerably low price. This policy has free the Company from the burdens of interest and cost of land which is not yet sold. On the other hand, the Company is at risk of rising land price in the future which may possibly affect our ability to generate income and profit.

From the operational experience of the Company in recent years, the Company believes that such risk is minimal. That is because the land surrounding the projects belongs to small landlords who do not have considerable leverage. Furthermore, land purchases are made through an experienced agent who is highly experienced and well capable of handling negotiations. Price for each plot of land is capped to prevent any overpriced purchase which may affect income and profit of the Company. Sales price is determined by using the cost plus method where land purchased at high prices are resold at higher prices. The lands the Company has procured so far were at acceptable prices and the sellers have found the prices that the Company offered are reasonable as well.

2. Risk of not complying with Power Purchase Agreement

Rojana Power entered into agreements to sell electricity to many clients. Electricity Generating Authority of Thailand (“EGAT”) is the largest client with its revenue represents approximately 67 percent of total revenue from selling electricity. Therefore, Rojana Power is exposed to risk in the case that EGAT terminates such Power Purchase Agreement.

However, risk of not complying with Power Purchase Agreement is relatively low since the Power Purchase Agreement that Rojana Power has with EGAT is the long term agreement with 25 years period, with an option for any parties to extend the agreement after the agreement expires. This agreement was effective since the Company started producing and selling electricity to EGAT in 1999. Currently, the agreement is still valid for 12 more years. The agreement of Project 2 of Rojana Power has started selling electricity to EGAT in October 2013.

Even though EGAT possesses a right to terminate the Power Purchase Agreement anytime during the agreement duration if Rojana Power fails to comply with conditions related to quality and SPP Grid Code specified in Power Purchase Agreement with EGAT, Rojana Power, based on its operational history, has been able to comply with procedures and key conditions specified in Power Purchase Agreement since the beginning of its operation until at present, without violating any significant conditions in the agreement. This is due to high standard technology in machinery and equipment used in its operation and regular maintenance by high skilled management and professional personal with high expertise in

managing power plant domestically and overseas who work in Operational Energy Group (“OEG”) which is an associate of the Company.

3. Risk from fluctuation in price of raw material used in production

Natural gas is the main fuel used in generating electricity and producing stream of Rojana Power; therefore, fluctuation in natural gas price could significantly affect cost of generating electricity of Rojana Power. However, risks exposure to Rojana due to fluctuation of raw material price is relatively low since the calculating method of sales price specified in Power Purchase Agreement with EGAT will vary by the price of natural gas that Rojana Power purchasing from PTT. Therefore, Rojana Power will be compensated for any variances in prices of natural gas in the whole portion of electricity sold to EGAT. For the portion of electricity that Rojana Power sells to other clients, the calculating method of sales prices is referred to calculating formula of Provincial Electricity Authorization (“PEA”), which part of sales price will vary by fuel cost and exchange rate, or known as float time (FT). The revenue from selling electricity to other clients, thus, varies by the changes of natural gas as well. In conclusion, risk from fluctuation of prices of raw material used in generating of electricity is relatively low due to compensation from such adjustment of sales prices from calculation method in Power Purchase Agreement.

16.3 Financial projections of the current year with any assumptions in commercial, economy, industry, and reviewed figures by certified auditor and an opinion from independent financial advisor

- None -

16.4 Management and top 10 Major Shareholders

16.4.1 The Board of Directors of the Company as at September 30, 2014 is as follows:

Name	Position
1. Mr. Sukit Wanglee	Chairman and Independent Director
2. Mr. Direk Vinichbutr*	Director
3. Mr. Jirapongs Vinichbutr*	Director
4. Mr. Chai Vinichbutr*	Director
5. Mr. Yasushi Takezawa	Director
6. Mr. Masaharu Takeda	Director
7. Mr. Pong Sarasin	Director and Independent Director
8. Mr. Pongsak Angsupun	Independent Director and Chairman of the Audit Committee

Name	Position
9. Ms. Amara Charoengitwattana	Independent Director and Audit Committee
10. Mr. Anuwat Maytheewibulwut	Independent Director and Audit Committee
11. General Panumat Sivara	Director and Independent Director

Remark: * Authorized directors

16.4.2 The Executive Board of the Company as at September 30, 2014 is as follows:

Name	Position
1. Mr. Direk Vinichbutr	Chairman of the executive board
2. Mr. Jirapongs Vinichbutr	Managing Director
3. Mr. Withaya Luernglueyod	Senior General Manager
4. Mr. Kuniaki Hayashi	General Manager, Marketing Department
5. Ms. Phongsri Sunaiyos	Chief Accountant

16.4.3 Top 10 Major Shareholders of the Company according to the most recent book close of shareholders' registrar as at July 30, 2014 is as follows:

Name	No. of shares	Percentage of total outstanding shares of the Company
1. Nippon Steel & Sumikin Bussan Corporation	328,596,429	22.89
2. Mr. Direk Vinichbutr	255,062,602	17.77
3. Masahiro Property Co., Ltd.	117,611,009	8.19
4. Mr. Chai Vinichbutr	103,107,437	7.18
5. SMK ASIA LTD	83,261,668	5.80
6. Mrs. Cherry Jarunwas	69,456,065	4.84
7. Kim Fong Co., Ltd.	47,259,309	3.29
8. Mr. Pracha Kijworametha	37,519,958	2.61
9. Thai NDVR Co., Ltd.	29,213,230	2.04
10. Mr. Jirapongs Vinichbutr	22,423,829	1.56

16.5 Other information that might significantly affect the decision of investors (if any)

- None -

17. An opinion of Board of Director related to sufficiency of working capital

Board of Director had an opinion that the Company has sufficient sources of fund to acquire Additional Shares from cash flow from operation and/or increase of capital and/or credit line from financial institution. In the case that the Company enters into loan agreement with financial institution for the purpose of acquisition of Additional shares, such loan agreement will not contain any conditions that have significant impact to rights of shareholders.

18. Pending material lawsuits or claims

- None -

19. Summary of significance in important agreements in the past two years

- None -

20. Proxies for shareholders to cast their votes

Please refer to attachment 8 of Extraordinary General Meeting 1/2014 invitation letter.

Please be informed accordingly.

Faithfully yours,

- Jirapongs Vinichbutr -

(Mr. Jirapongs Vinichbutr)

Director

(F 53-4)

Capital Increase Report Form
Rojana Industrial Park Public Co., Ltd.
Date September 30, 2014

We, Rojana Industrial Park Public Co., Ltd (the “Company”), hereby report of the resolution of the board of directors no. 8/2014, held on September 30, 2014 in respect of a capital increase/share allotment as follows:

1. Capital Increase

The meeting of the Board of Directors passed a resolution approving the increase of a registered capital of the Company from THB 1,597,630,794 to THB 1,997,038,492 by means of the issuance of 399,407,698 common shares with a par value per share of THB 1 or total of THB 399,407,698. The capital increase is under specifying the purpose of utilizing proceeds.

2. Allotment of new shares

2.1 Details of share allotment

The capital increase under specify the purpose of utilizing proceeds has details as follows:

Allotted to	Number (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders of the Company according to the proportion of their shareholdings	399,407,698	4 old : 1 new	7.00	December 17 – 19 and 22 – 23, 2014 The subscription period is subject to the extraordinary general meeting 1/2014 which will be held on November 4, 2014	-

The Board of Directors of the Company approved the date for determining the names of shareholders (Record Date) who shall be entitled for the rights to receive newly issued commons shares of the Company according to the proportion of their shareholdings (Right Offering) to be on November 11, 2014 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer to be on November 12, 2014.

2.2 The procedures of the Company in the event of fractions of share

In the case that there are fractions of shares, any fraction of newly issued common shares shall be discarded.

2.3 The procedures of the Company in the event of unsubscribed share

In the case where there are remaining shares as a result of the abovementioned allotment ratio and/or from the allotment of existing shareholders of the Company according to the proportion of their shareholdings, the Board of Directors and/or its authorized persons may allot the unsubscribed shares to specific persons (Private Placement) under the definition in clause 24 of Notification of the Capital Market Supervisory Board No. Torchor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended). The offer to specific persons, who will not be connected persons of the Company, will not be lower than THB 7.35 per shares which is higher than the sales price to the existing shareholders of the Company according to the proportion of their shareholdings (Right Offering) and is not lower than 90% of the market price. Therefore, the sales price to specific persons is not considered as sales of newly issued shares with discount according to Notification of the Capital Market Supervisory Board No. Torchor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) and Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. As such, the market price for comparison purpose is the weighted average price of shares in the Stock Exchange of Thailand (the "SET") for 7 days prior to the date on which the Board of Directors resolved the agenda, which equals to THB 8.16 per shares.

3. **Schedule for shareholders meeting to approve the capital increase/share allotment**

The Extraordinary General Meeting No. 1/2014 is to be held on November 4, 2014 at 10.00 hrs., at Bussarakam Ballroom, 2/F, Atrium Bangkok Hotel, located on No. 1880, New Petchburi Road, Bangkok, Huay Kwang, Bangkok. The record date to determine the names of the shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2014 to be on October 15, 2014 and the date for gathering the names of the shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer to be on October 16, 2014.

4. **Approval of the capital increase/ share allotment by relevant governmental agency and conditions thereto**
 - 4.1 The Company will register the capital increase, amend memorandum of association, and register the change of paid-up capital with the Commercial Business Development Department, Ministry of Commerce.
 - 4.2 The Company will apply for approvals from the SET for listing of new ordinary shares on the SET after issuing newly shares to existing shareholders and/or specific persons.
5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**
 - 5.1 To support the expansion the Company and its subsidiaries' main business of industrial estate development and investment in energy and utility businesses.
 - 5.2 To increase shareholding proportion in TICON Industrial Connection Public Company Limited ("TICON").
6. **Benefit which the Company will receive from the capital increase/share allotment:**
 - 6.1 The capital increase will support the Company's liquidity in order to expand its business and its capacity in the future. In addition, the capital increase will strengthen financial position of the Company which will increase ability to source funds and increase profitability. Consequently, the capital increase will benefit the Company and its shareholders in the long term.
 - 6.2 The increase in shareholding of TICON, who provides factories and warehouse for rent, it is an increase in recurring income of the Company. Additional investment in TICON will increase growth of the Company since factories and warehouse renting business has potential expansion in domestic market and neighboring countries.
7. **Benefits which the shareholders will receive from the capital increase/share allotment:**
 - 7.1 Dividend Policy : The Company has a policy to pay dividend not less than 50% of net profit pursuant to the consolidated financial statements. However, the Company also has a policy to reserve cash for working capital. Therefore, remaining fund after reserving working capital will be used for dividend consideration in each period.

7.2 Right to receive dividend : Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from when the subscribers are registered as the shareholders of the Company

7.3 Other : - None -

8. Other details necessary for shareholders to approve the capital increases/ share allotment:

- None -

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares:

Date	Procedures
September 30, 2014	Board of Directors approved the capital increase
October 15, 2014	Record date to determine the names of the shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2014
October 16, 2014	Closing the share register book for the names of the shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2014
November 4, 2014	Extraordinary General Meeting of Shareholders No. 1/2014
November 11, 2014	Record date to determine the names of the shareholders who will be entitled for the rights to receive newly issued commons shares of the Company according to the proportion of their shareholdings
November 12, 2014	Closing the share register book for the names of the shareholders who will be entitled for the rights to receive newly issued commons shares of the Company according to the proportion of their shareholdings
December 17 – 19 and 22 – 23, 2014	Subscription Period
Within December 2014	Register the newly issued ordinary shares with the Department of Business Development

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

- Jirapongs Vinichbutr -

(Mr. Jirapongs Vinichbutr)

Director

Rojana Industrial Park Public Co., Ltd.

Information Memorandum of the Capital Increase and the Allocation of Newly Issued Ordinary Shares of
Rojana Industrial Park Public Company Limited

Part 1 Information regarding the Allocation of Newly Issued Shares

1. Name and location of the listed Company

The issuer is Rojana Industrial Park Public Company Limited (the "Company") having its head office at 26th Floor, Italthai Tower 2034/115 New Petchburi Road Bangkok, Huaykwang Bangkok 10310.

2. Date and number of the meeting of the board of directors of the listed company which passes the resolution approving the allotment of the newly issued ordinary shares

The Board of Directors' Meeting No. 8/2014 held on September 30, 2014

3. Details of the allocation of newly issued ordinary shares

Type of securities : Ordinary shares

Existing paid-up capital and additional capital to be paid-up : As at September 30, 2014, the Company has registered capital of THB 1,443,261,632; consisting of 1,443,261,632 ordinary shares at the par value of THB 1 per share.

In the event that the newly issued ordinary shares were to be fully subscribed by its existing shareholders in proportion of their shareholdings (Right Offering), the paid-up capital of the Company will increase by THB 399,407,698; consisting of 399,407,698 ordinary shares at the par value of THB 1 per share.

Method of allotment : The Company will allocate 399,407,698 newly issued ordinary shares at the par value of THB 1 per share to existing shareholders of the Company in proportion of their shareholdings (Right Offering) with no over subscription, at the allotment ratio of 4 existing shares to 1 new share, in which any fraction of newly issued common shares shall be discarded.

In the case where there are remaining shares as a result of the abovementioned allotment ratio and/or from the allotment of existing shareholders of the Company according to the proportion of their shareholdings, the Board of Directors and/or its authorized persons may allot the unsubscribed shares to specific persons (Private Placement)

under the definition in clause 24 of Notification of the Capital Market Supervisory Board No. Torchor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended). The offer to specific persons, who will not be connected persons of the Company, will not be lower than THB 7.35 per shares which is higher than the sales price to the existing shareholders of the Company according to the proportion of their shareholdings (Right Offering) and is not lower than 90% of the market price. Therefore, the sales price to specific persons is not considered as sales of newly issued shares with discount according to Notification of the Capital Market Supervisory Board No. Torchor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) and Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. As such, the market price for comparison purpose is the weighted average price of shares in the Stock Exchange of Thailand (the "SET") for 7 days prior to the date on which the Board of Directors resolved the agenda, which equals to THB 8.16 per shares.

Number of shares : 399,407,698 shares
allotted

Ratio : 4 existing shares to 1 new share

In calculating the number of newly issued ordinary shares according to such ratio, any fraction of newly issued common shares shall be discarded.

Price : THB 7.00 per share

4. The date of determination of the names of shareholders entitled to subscribe for the new shares

The Board of Directors' Meeting No. 8/2014, held on September 30, 2014, has determined the record date to determine the names of shareholders who will be entitled for the rights to receive newly issued ordinary shares in proportion of their shareholdings (Right Offering) to be on November 11, 2014 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by means of the closure of the shares registrar book and the suspension of the share transfer shall to be on November 12, 2014.

5. Period for subscription and payment for the newly issued ordinary shares

The Board of Directors' Meeting No. 8/2014, held on September 30, 2014, has determined the period for subscription and payment for the newly issued ordinary shares to be during 17 – 19 and 22 – 23 December 2014.

6. Objectives of the capital increase

6.1 To support the main business expansion the Company and its subsidiaries', which are industrial estate development as well as power generating and utilities businesses.

6.2 To increase shareholding proportion in TICON Industrial Connection Public Co., Ltd. ("TICON").

7. Benefits which the listed company will receive from the allotment of newly issued ordinary shares

7.1 The capital increase will support the Company's financial liquidity in order to expand its business and its capacity in the future. In addition, the capital increase will strengthen the financial position of the Company which will increase ability to source additional funds and increase profitability. Consequently, the capital increase will benefit the Company and its shareholders in the long term.

7.2 The increase in shareholding of TICON, who provides factories and warehouse for rent, will increase the recurring income of the Company. Additional investment in TICON will also increase growth of the Company since factories and warehouse renting business has potential expansion in domestic market and neighboring countries.

8. Dividend policy and rights for the newly issued ordinary shares to receive dividend

The Company has a policy to pay dividend of not less than 50% of net profit pursuant to the consolidated financial statements. However, the Company also has a policy to reserve cash for working capital. Therefore, the Company will consider remaining fund after reserving working capital for making dividend payment.

Subscribers of the newly issued shares shall be entitled to receive dividends from the Company's business operations, starting from the date on which such subscribers are registered as the shareholders of the Company and shall be entitled to have identical rights to received dividend payments as the existing registered and paid-up ordinary shares.

9. Other details necessary in supporting the decision to subscribe the newly issued ordinary shares of the Company

- None -

10. Other conditions of the subscription

[- None -]

Part 2 Company Background

1. Nature of Business of the Company and its Subsidiaries

1.1 Nature of business and information of subsidiaries and associates

The Company is engaged in the real estate development of privately operated industrial parks/zones in Thailand. Additionally, the Company also invests in subsidiaries and associates, operating in real estate and facility businesses. The details of those subsidiaries and associates' businesses divided by business segments as follows;

Company	Shareholding proportion by the Company as at June 30, 2014 (%)	Issued and paid up capital as at June 30, 2014 (THB million)	Investment value as at June 30, 2014 (THB million)	Nature of Business
Real Estate Development Business				
Rojana Industrial Park Public Company Limited	-	-	-	Developing industrial park/ zone by providing industrial land for establishing factories and complete utilities services for the convenience of companies who invest in the industrial park/ zone.
Rojana Industrial Park Prajeanburi Co., Ltd.	100.00	805.98	1,074.54	
Rojana Industrial Park Rayong 2 Company Limited	100.00	327.00	500.73	
Rojana Property Co., Ltd.	100.00	400.00	400.00	Developing condominium real estate for sale and lease
Utilities Business				
Rojana Power Co., Ltd.	41.00	3,500	1,488.76	Generating and selling electricity and steam, by the plant in Ayudhaya province, to Electricity Generating Authority of Thailand and industrial users located in Rojana Industrial park Ayudhaya
Rojana Energy Co., Ltd.	70.00	564.27	499.80	Developing solar energy business
Rojana Industrial Management Co., Ltd.	90.00	170.00	153.00	Producing and selling water for industrial use and providing treatment of industrial wastewater
Ready-Built Factory Business				
TICON Industrial Connection Public Company Limited	20.53	913.79	1,513.96*	Constructing of standardized factories in industrial estates and industrial parks/zone for sale and lease to industrial entrepreneur
Maintenance Service Business				
Operational Energy Group Limited	25.00	30.00	24.07*	Providing maintenance and other services related to the electricity generation of power plants

Remark: * Investment value by cost method

1.2 Industry and competition

Industrial Estate Development Business

The overall situation of Thailand's industrial estate industry has a good growth prospect. Many industrial estate developers revealed increasing land sales, which have been mainly due to continuous growth of the automotive sector as Japanese companies still have a strong interests to move their manufacturing base to Thailand. Beside Japanese, investors from other countries, such as China, Singapore, Malaysia, and Korea, have also increased their interests to invest in facilities and production in Thailand, especially Chinese investors who invest in a fewer number of projects, but with relatively higher investment value.

Also, industry trend continuously has a positive outlook as the government's policy that emphasizes on supporting and improving logistic system helps encourage foreign investors, especially Asian investors, to expand their investment to Thailand. Additionally, skilled labor in Thailand is considered another key driver that could attract more foreign direct investment to Thailand.

According to the focus of the Company on quality of services, effective and efficient planning/operational system, strong vision and mission to manage the industrial land development's business to best respond to client's needs, world-class quality of utilities system, excellent customer services emphasizing on providing accurate information, and corporate social and environment responsibilities, the Company could maintain its competitiveness within the industry for more than 20 years of proven track record. The continuous increase of industrial areas being developed and sold in areas of Ayudhaya, Rayong, and Prachinburi provinces could demonstrate the Company's strong position in the industry. Currently, the Company has already sold more than 95% of its total areas size of 4,000 rais, excluding sold areas that have not been officially entered into the sale agreement.

Utilities Business

At present, most of electricity generation system and a the entire electricity transmission system in Thailand are managed and controlled by Electricity Generating Authority of Thailand ("EGAT"), while the distribution and retail sales system are managed and monitored by Metropolitan

Electricity Authority (“MEA”) and Provincial Electricity Authority (“PEA”). The role of EGAT is to produce, transmit, and sell electricity to MEA and PEA, who will pass through electricity to end users. MEA is responsible for distributing electricity only in Bangkok, Nonthaburi and Samut Prakarn areas, while PEA is responsible for the remaining areas in the country.

Due to rapid growth in demand for electricity in Thailand, only electricity generated from power plants owned by EGAT are not sufficient to support the increasing demands for electricity. The government, therefore, permitted the private sectors to participate in electricity generating projects as Small Power Producer (“SPP”) and Independent Power Producer (“IPP”). SPP and IPP will generate and sell electricity to EGAT, and then EGAT will re-sell electricity to MEA and PEA. Participation from private sector as an electricity generator not only increases electricity capacities of the country, but also relieves the government’s commitment to invest in generating and transmitting infrastructure. Moreover, Thailand also purchases electricity from neighbor countries, such as Lao People’s Democratic Republic and Malaysia.

Rojana Power Co., Ltd. (“Rojana Power”) is a SPP which generates electricity for selling and distributing to EGAT and only industrial users located in Rojana Industrial Park by entering into long term agreements.

For the sale of water for industrial use and treatment of industrial wastewater, Rojana Power also enters into sale agreement directly with industrial users whose factories located in Rojana Industrial Park Ayudhaya. The key terms in the agreement include duration of the sale agreement, volume of electricity generated and transmitted, annual maximum and minimum level of electricity that EGAT has to purchase.

Rojana Power always emphasizes on plant reliability to create client’s trust in its quality and capability of delivering reliable electricity to client with the promising volume, which could help prevent any problems client might have in production due to shortage of power supply.

1.3 Marketing and Distribution

Industrial Estate Development Business

The Company Group focuses on direct sale channel. The Company assigns sale teams to keep relationship with existing clients and approach them with an offering that the Company currently has. Another channel usually comes from new clients directly contacting the Company. This

group of clients usually demands to move production base or expand its capacity. Currently, Nippon Steel & Sumikin Bussan Corporation, who is a major shareholder of the Company, plays a significant role to keep contact and sell of industrial land to Japanese clients.

Utilities Business

Rojana Power's main business is to generate electricity. Its current production capacity is at 430 MW; of which 180 MW is distributed to EGAT according to 2 SPP-Firm sale agreements, 50 MW is distributed to EGAT through Non-Firm agreement, and the remaining is sold to industrial users whose factories are located in Rojana Industrial Park, Ayudhaya province.

1.4 Fixed Assets of the Company and subsidiaries

As at December 31, 2013 and June 30, 2014, the net book values of major fixed assets of the Company used in operation were THB 18,995.93 million and THB 19,757.01 million, respectively. Major fixed assets of the Company are comprised of flood control dam, factory building and infrastructure, fixtures and furniture as well as machinery and equipment.

2. Management and top 10 Major Shareholders

2.1 The Board of Directors of the Company as at September 30, 2014 is as follows:

Name	Position
1. Mr. Sukit Wanglee	Chairman and Independent Director
2. Mr. Direk Vinichbutr*	Director
3. Mr. Jirapongs Vinichbutr*	Director
4. Mr. Chai Vinichbutr*	Director
5. Mr. Yasushi Takezawa	Director
6. Mr. Masaharu Takeda	Director
7. Mr. Pong Sarasin	Director and Independent Director
8. Mr. Pongsak Angsupun	Independent Director and Chairman of the Audit Committee
9. Ms. Amara Charoengitwattana	Independent Director and Audit Committee
10. Mr. Anuwat Maytheewibulwut	Independent Director and Audit Committee
11. General Panumat Sivara	Director and Independent Director

Remark: * Authorized directors

2.2 The Executive Board of the Company as at September 30, 2014 is as follows:

Name	Position
1. Mr. Direk Vinichbutr	Chairman of the executive board
2. Mr. Jirapongs Vinichbutr	Managing Director
3. Mr. Withaya Luernglueyod	Senior General Manager
4. Mr. Kuniaki Hayashi	General Manager, Marketing Department
5. Ms. Phongsri Sunaiyos	Chief Accountant

2.3 Top 10 Major Shareholders of the Company as at July 30, 2014 is as follows:

Name	No. of shares	Percentage of total outstanding shares of the Company
1. Nippon Steel & Sumikin Bussan Corporation	328,596,429	22.89
2. Mr. Direk Vinichbutr	255,062,602	17.77
3. Masahiro Property Co., Ltd.	117,611,009	8.19
4. Mr. Chai Vinichbutr	103,107,437	7.18
5. SMK ASIA LTD	83,261,668	5.80
6. Mrs. Cherry Jarunwas	69,456,065	4.84
7. Kim Fong Co., Ltd.	47,259,309	3.29
8. Mr. Pracha Kijworametha	37,519,958	2.61
9. Thai NDVR Co., Ltd.	29,213,230	2.04
10. Mr. Jirapongs Vinichbutr	22,423,829	1.56

3. Changes in Capital and Dividend payout for the past 3 years

3.1 As at September 30, 2014, the Company has a registered capital of THB 1,602,956,678 consisting of 1,602,956,678 ordinary shares at the par value of THB 1 per share and has paid up capital of THB 1,597,630,794 comprising of 1,597,630,794 ordinary shares at the par value of THB 1 per share.

The information of shareholders' equity as disclosed in the financial statements for the fiscal year 2011, 2012, and 2013, ended December 31, 2011, December 2012, and 31 December 2013, and interim financial statements ended June 30, 2014 are as follows:

(Unit : million Baht)

	31 Dec 2011	31 Dec 2012	31 Dec 2013	30 June 2014
Registered capital	1,594.96	1,602.96	1,602.96	1,602.96
Issued and full paid-up capital	1,159.83	1,369.95	1,431.60	1,435.22
Share premium	1,991.66	2,607.33	2,787.97	2,797.16
Retained earnings: Appropriated – statutory reserve	119.62	160.30	160.30	160.30
Retained earnings: Unappropriated	1,272.13	2,425.31	2,193.70	2,166.85
Total shareholders' equity	6,597.55	9,276.71	9,812.13	9,853.01

According to the resolution of the Board of Directors' Meeting No. 2/2011, held on February 24, 2011 and the resolution from Annual Shareholders Meeting of 2011, held on April 25, 2011, the Company was approved to increase capital from THB 1,196,217,508, consisting of 1,196,217,508 ordinary shares with par value of THB 1 per share to THB 1,594,956,678, consisting of 1,594,956,678 ordinary shares with par value of THB 1 per share as a reserve for the exercise of warrant ROJANA-W3. The Company already registered the increase in capital with Department of Business Development, Ministry of Commerce on May 6, 2011.

As at April 24, 2012, the shareholders' Annual General Meeting of 2012 had a resolution to increase registered capital as a reserve for the exercise of warrant ROJANA-W2 from THB 1,594,956,678, consisting of 1,594,956,678 ordinary shares with par value of THB 1 per share to THB 1,602,956,678, consisting of 1,602,956,678 ordinary shares with par value of THB 1 per share. The Company already registered the increase in capital with Department of Business Development, Ministry of Commerce on May 3, 2012.

3.2 Dividend payout records in the past 3 years

The Company has a policy to pay dividend not less than 50% of net profit pursuant to the consolidated financial statements. However, the Company also has a policy to reserve cash for working capital. Therefore, remaining fund after reserving working capital will be used for dividend consideration in each period.

The subsidiaries will pay out dividend based on business performance of each company, without fixed dividend payout ratio. The dividend payout also depends on financial positions and future investment plan of each subsidiary.

Dividend paid out in the past 3 years

Financial Period	Dividend Amount (THB million)	Dividend per share (THB)	Dividend payment date
January 1 –December 31, 2013	- None -		
Interim dividend from retained earnings	427.88	0.30	September 13, 2013
January 1 –December 31, 2012	426.86	0.30	May 23, 2013
January 1 – June 30, 2011	231.82	0.20	September 15, 2011

Part 3 Summary of Financial Status and Performance**1. Summary of Auditor's Reports for the past 3 fiscal years and the latest period**Summary of audits for 3 months period and 6 months period ended 30 June 2014

The auditor report of financial statements for 3 months period and 6 months period ended June 30, 2014 which was reviewed by Mr. Atipong AtipongSakul, certified public accountant number 3500, of ANS Audit Company Limited, stated an unqualified opinion that consolidated and separate statements of position as at June 30, 2014; consolidated and separate statements of income and statement of comprehensive income for 3 months period and 6 months period ended June 30, 2014; consolidated and separate statement of changes in equity; consolidated and separate statements of cash flow for 6 months periods ended June 30, 2014 had nothing come to the attention that caused him to believe that the accompanying interim financial statements was not prepared, in all material respects, in accordance with Thai Accounting Standard.

Summary of audits for the fiscal year of 2013

The auditor report of financial statements for fiscal year of 2013 ended December 31, 2013 which was audited by Miss Pranee Phonngam, certified public accountant number 4987, of United Audit Limited, stated that the consolidated and separate statements of position as at December 31, 2013, consolidated and separate statements of income, consolidated and separate statement of comprehensive income, consolidated and separate statement of changes in equity, and consolidated and separate statement of cash flow for the year then ended, present fairly, in all material respects, in accordance with Thai Financial Reporting Standards.

Summary of audits for the fiscal year of 2012

The auditor report of financial statements for fiscal year of 2012 ended December 31, 2012 which was audited by Dr. Junyaporn Techamontrikul, certified public accountant number 6720, of United Audit, Limited stated that the consolidated and separate statements of position as at December 31, 2012, consolidated and separate statements of income, consolidated and separate statement of comprehensive income, consolidated and separate statement of changes in equity, and consolidated and separate statement of cash flow for the year then ended, present fairly, in all material respects, in accordance with Thai Financial Reporting Standards.

Summary of audits for the fiscal year of 2011

The auditing report of financial statements for fiscal year of 2011 ended December 31, 2011 which was audited by Mr. Somsit Techamontrikul, certified public accountant number 430, of United Audit Limited stated that the consolidated and separate statements of position as at December 31, 2011, consolidated and separate statements of income, consolidated and separate statement of comprehensive income, consolidated and separate statement of changes in equity, and consolidated and separate statement of cash flow for the year then ended, present fairly, in all material respects, in accordance with Thai Financial Reporting Standards.

Investors can find the Company's financial information for the fiscal year of 2011, 2012, and 2013, ended December 31, 2011, December 31, 2012, and December 31, 2013, respectively, and financial statements for the 3 months period and 6 months period ended 30 June 2014 from Securities and Exchange Commission web site at <http://www.sec.or.th> or the Company's website at www.rojana.com

2. Summary of comparative financial information in the past 3 years of the Company and subsidiaries' financial statements

Statement of financial position

(Unit : THB million)

	Company financial statements					Consolidated financial statements				
	2011	2012	2013	As at 30 June 2014	2011	2012	2013	As at 30 June 2014		
Asset										
Current asset										
Cash and cash equivalents	33.37	180.55	83.31	110.32	272.01	250.62	140.59	168.03		
Temporary investment used as collateral	-	-	-	-	1,446.49	335.97	516.36	96.25		
Account and other receivables	59.15	42.90	41.32	43.48	257.65	337.37	1,261.09	1,433.73		
Receivable from income from insurance companies	55.19	45.19	-	-	100.68	1,522.30	-	-		
Short-term loans from related company – net	1,893.76	1,811.17	693.03	779.50	40.00	-	-	-		
Property development cost	2,274.54	1,741.34	1,762.28	1,686.52	5,717.39	6,919.19	4,659.28	4,927.75		
Inventories	-	-	-	-	171.03	0.17	0.20	0.14		
Spare part - net	-	-	-	-	137.39	141.44	207.01	230.90		
Advances to purchase land and building	458.37	435.54	-	-	848.88	602.02	51.76	34.26		
Other current assets	31.36	66.73	79.52	79.24	370.03	753.25	837.38	814.22		
Total current asset	4,805.74	4,323.41	2,659.46	2,699.05	9,361.55	10,862.32	7,673.68	7,705.29		
Non-current asset										
Cash at banks used as collateral	0.10	0.10	0.10	0.10	6.55	5.63	5.64	5.62		
Advance for investment in associated company	-	-	-	1,108.27	-	-	-	1,108.27		
Investments in associated company	1,329.61	1,538.03	1,538.03	1,538.03	1,902.90	2,362.31	2,457.94	2,333.76		

(Unit : THB million)

	Company financial statements				Consolidated financial statements			
	2011	2012	2013	As at 30 June 2014	2011	2012	2013	As at 30 June 2014
Investment in subsidiaries company	2,678.16	4,441.43	4,012.02	4,116.83	-	-	-	-
Investment property	1,137.70	1,141.81	1,250.42	1,310.31	2,279.86	2,285.32	2,393.93	2,272.19
Property, plant and equipment - net	726.02	2,836.05	1,606.92	1,568.32	12,089.05	17,908.37	18,995.94	19,757.01
Goodwill	-	-	-	-	-	-	-	234.97
Intangible asset - net	-	-	-	-	152.20	350.81	342.38	103.66
Other non-current assets	59.29	46.16	23.03	26.47	65.10	48.15	24.63	27.91
Total non-current asset	5,930.88	10,003.59	8,430.52	9,668.34	16,495.65	22,950.60	24,220.47	25,843.38
Total asset	10,736.62	14,327.00	11,089.98	12,367.39	25,857.20	33,812.92	31,894.15	33,548.67
Liabilities and Shareholders' Equity								
Current Liabilities								
Overdrafts and short-term loans from financial institution	2,365.00	4,670.62	1,565.00	3,795.00	2,426.42	4,917.15	1,595.82	3,899.40
Accounts payable	45.50	76.47	21.12	53.92	614.08	366.97	1,099.50	675.23
Other payable	-	-	-	-	51.84	101.95	-	-
Payable - related company	0.03	0.69	0.35	0.05	162.64	154.60	229.59	225.69
Assets payable	-	139.13	-	-	356.95	331.92	368.97	177.17
Retention payable	0.13	0.23	0.31	0.31	149.36	358.51	420.33	420.27
Accrued expenses	95.85	52.83	54.96	39.63	135.13	450.67	259.24	107.85
Advance received from customers	4.04	3.45	0.28	0.38	2,701.35	2,700.08	12.80	12.93
Short-term loan from related company	-	468.72	588.37	3.80	-	112.00	112.00	-

(Unit : THB million)

	Company financial statements				Consolidated financial statements			
	2011	2012	2013	As at 30 June 2014	2011	2012	2013	As at 30 June 2014
Short-term loan	-	-	-	-	578.27	589.73	-	-
Financial lease liability due within 1 year	-	-	-	-	0.09	-	-	-
Long-term loans due within 1 year	232.16	597.54	537.24	572.24	1,086.39	869.04	1,686.60	1,790.56
Debenture due within 1 year	1,488.79	-	400.00	-	1,464.34	-	400.00	-
Unearned income	-	309.73	178.37	286.84	935.64	284.70	1,763.51	2,098.82
Advance received from insurance companies	-	-	-	-	269.00	-	50.00	61.01
Accrued income tax	-	-	-	-	-	-	-	10.30
Other current liabilities	59.02	5.78	3.04	6.84	92.52	65.54	88.30	96.17
Total current liabilities	4,290.51	6,325.19	3,349.05	4,759.00	11,024.02	11,302.85	8,086.64	9,575.41
Non-current liabilities								
Payable – related company	-	-	-	-	29.99	246.91	88.11	-
Long term loans	2,116.73	1,939.19	2,873.90	2,506.39	7,441.30	12,222.76	13,582.22	13,669.79
Debentures	712.00	712.00	312.00	392.00	712.00	712.00	312.00	392.00
Other liabilities – deposit received	35.77	35.82	35.82	35.63	31.53	31.27	33.20	34.61
Post-employment benefits obligation	8.09	8.64	9.72	9.91	20.80	20.42	22.30	23.86
Total non-current liabilities	2,872.59	2,695.65	3,231.44	2,943.93	8,235.62	13,233.36	14,037.82	14,120.26
Total liabilities	7,163.10	9,020.83	6,580.49	7,702.93	19,259.65	24,536.21	22,124.46	23,695.66

(Unit : THB million)

	Company financial statements				Consolidated financial statements			
	2011	2012	2013	As at 30 June 2014	2011	2012	2013	As at 30 June 2014
Shareholders' Equity								
Authorized share capital	1,594.96	1,602.96	1,602.96	1,602.96	1,594.96	1,602.96	1,602.96	1,602.96
Issued and paid-up share capital	1,159.83	1,369.95	1,431.60	1,435.22	1,159.83	1,369.95	1,431.60	1,435.22
Cash receipts from share subscription	-	11.08	4.01	0.12	-	11.08	4.01	0.12
Premium on share capital	1,991.66	2,607.33	2,787.97	2,797.16	1,991.66	2,607.33	2,787.97	2,797.16
Retained earning								
Appropriated – Legal Reserve	119.62	160.30	160.30	160.30	119.62	160.30	160.30	160.30
Unappropriated	302.42	1,157.52	125.61	271.65	1,272.13	2,425.31	2,151.25	2,166.85
Other components of equity	-	-	-	-	13.54	70.54	190.77	190.43
Total parent company	3,573.52	5,306.17	4,509.49	4,664.46	4,556.77	6,644.50	6,725.90	6,750.09
Non-controlling interests	-	-	-	-	2,040.78	2,632.21	3,043.79	3,102.92
Total Equity	3,573.52	5,306.17	4,509.49	4,664.46	6,597.55	9,276.71	9,769.69	9,853.01
Total liabilities and equity	10,736.62	14,327.00	11,089.98	12,367.39	25,857.20	33,812.92	31,894.15	33,548.67

Statement of Income

(Unit : THB million)

	Company financial statements				Consolidated financial statements			
	For the year ended 31 December			For the 6 months period ended 30 June 2014	For the year ended 31 December			For the 6 months period ended 30 June 2014
	2011	2012	2013		2554	2555	2556	
Revenue from sales of land	905.79	2,188.44	252.76	238.63	767.36	2,188.44	1,335.82	238.63
Revenue from sales of condominium	-	-	-	-	833.24	1,870.59	2,030.84	3.55
Revenue from sales	-	-	-	-	4,085.45	1,395.80	5,299.82	4,131.95
Revenue from hotel services	-	-	-	-	206.91	399.32	81.91	-
Service income	368.08	220.32	303.74	152.61	389.78	282.65	363.78	189.18
Rental income	61.24	51.50	75.18	35.39	44.95	34.61	42.65	18.17
Compensation Income from insurance companies	-	-	-	-	-	1,214.00	962.78	3.13
Dividend income	205.33	40.85	202.58	205.58	-	-	-	-
Gain on disposal of investment in subsidiaries	109.88	-	73.45	-	-	-	486.65	-
Other income	-	67.18	48.91	12.12	12.97	83.74	47.55	9.82
Total revenues	1,650.33	2,568.29	956.61	644.34	6,340.67	7,469.15	10,651.79	4,594.43
Cost of land sold	406.33	762.77	93.91	79.04	340.21	762.77	778.87	79.04
Cost of condominium sold	-	-	-	-	479.47	1,291.85	2,044.19	3.32
Cost of goods sold	-	-	-	-	3,691.10	2,051.22	5,086.09	3,728.96
Cost of hotel services	-	-	-	-	166.31	285.55	57.78	-
Cost of services	315.52	315.21	423.99	173.67	201.83	296.39	346.79	145.70
Rental expenses	31.39	38.66	38.31	19.70	31.39	38.66	38.31	19.70
Selling expenses	40.42	96.06	23.80	9.92	184.16	234.31	217.74	9.92

(Unit : THB million)

	Company financial statements						Consolidated financial statements					
	For the year ended 31 December			For the 6 months period ended 30 June 2014			For the year ended 31 December			For the 6 months period ended 30 June 2014		
	2011	2012	2013				2554	2555	2556			
Reverse accrued insurance income - net	231.51	-	18.32	-	-	-	-	-	41.01	-	-	-
Administrative expenses	18.85	180.59	194.27	85.55	-	-	661.05	776.23	721.30	-	-	232.22
Director and managements' remuneration	1.19	16.79	21.13	-	-	-	42.02	35.30	39.93	-	-	-
Loss from flooding incident	410.00	-	-	-	-	-	965.63	-	-	-	-	-
Loss from disposal of investment	142.99	-	-	-	-	-	269.00	-	-	-	-	-
Total expenses	1,598.20	1,410.07	813.73	367.87	813.73	7,032.17	5,772.29	9,372.01	4,218.85			
Profit before finance cost and income taxes	52.13	1,158.22	142.88	276.46	-	-	-691.50	1,696.87	1,279.79	-	-	375.57
Finance cost	-228.89	-262.45	-320.04	-130.42	-	-	-523.57	-625.14	-699.38	-	-	-427.49
Profit sharing from investment in associate company	-	-	-	-	-	-	120.11	271.08	319.35	-	-	39.29
Profit (loss) before income taxes	-176.76	895.78	-177.16	146.04	-177.16	-1,094.97	1,342.80	899.76	-12.63	-	-	-12.63
Income taxes	-	-	-	-	-	-	-29.52	-16.58	-	-	-	-
Profit (loss) for the periods	-176.76	895.78	-177.16	146.04	-177.16	-1,094.97	1,313.28	883.18	-12.63			
Other comprehensive Income (loss)												
Surplus on change in shareholding in associate	-	-	-	-	-	1.45	-	-	-	-	-	-0.34
Gain (loss) from translation of subsidiaries' financial statements	-	-	-	-	-	40.28	46.25	-	-	-	-	-
Total comprehensive income (loss)	-176.76	895.78	-177.16	146.04	-177.16	-1,053.24	1,359.53	883.18	-12.97			

Statement of Cash Flow

(Unit : THB million)

	Company financial statements				Consolidated financial statements			
	For the year ended 31 December		For the 6 months period ended 30 June		For the year ended 31 December		For the 6 months period ended 30 June	
	2011	2012	2013	2014	2011	2012	2013	2014
Net cash provided by (used in) operating activities	636.79	271.11	-370.46	183.89	1,706.83	-3,514.95	2,475.10	-277.33
Net cash provided by (used in) investing activities	-657.48	3,010.39	-3,922.97	-624.82	-2,855.28	-4,978.17	-324.00	-1,278.28
Net cash provided by (used in) financing activities	-114.02	3,799.05	-2,737.16	467.93	1,162.08	8,464.47	-2,250.56	1,583.05
Effect of foreign exchange rate changes on cash and cash equivalents	-	-	-	-	5.33	13.80	-	-
Net increase (decrease) in cash and cash equivalents	-134.71	147.18	-97.24	27.00	18.97	-14.86	-99.45	27.43
Effect of disposal of investment in cash equivalents at the beginning of the period	168.07	33.37	180.55	83.31	-	-11.05	-10.58	-
Effect from control in subsidiaries	-	-	-	-	-	4.53	-	-
Cash and cash equivalents at the beginning of the period	-	-	-	-	253.04	272.01	250.62	140.59
Cash and cash equivalents at the ending of the period	33.37	180.55	83.31	110.32	272.01	250.62	140.59	168.03



เอกสารสำคัญ – โปรดนำมาในวันประชุม
Important – Please bring this document to the meeting

สิ่งที่ส่งมาด้วย
ลำดับที่ 6
Attachment
No. 6

บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)
Rojana Industrial Park Public Company Limited

ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality
เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน) ("บริษัท")
being a shareholder of **Rojana Industrial Park Public Company Limited** ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น
holding the total amount of shares

หุ้นสามัญหุ้น
ordinary share shares

หุ้นบุริมสิทธิหุ้น
preferred share shares

แบบฟอร์มลงทะเบียน
Registration Form

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2557
The Extraordinary General Meeting of Shareholders No. 1/2014

วันอังคารที่ 4 พฤศจิกายน 2557 เวลา 10.00 น. ณ ห้องบุษราคัม บอลรูม ชั้น 2 โรงแรมเอเทรียม กรุงเทพฯ
เลขที่ 1880 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10310

Tuesday, November 4, 2014, at 10.00 hrs., Bussarakam Ballroom, 2/F, Atrium Bangkok Hotel,
No. 1880 New Petchburi Road, Bangkokapi, Huay Kwang, Bangkok 10310, Thailand

ข้าพเจ้า เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น
I/We shareholder or proxy holder of

บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน) หมายเลขบัตรประชาชน ID Card
Rojana Industrial Park Public Company Limited of which the identification number
ได้มาเข้าร่วมประชุมดังกล่าวข้างต้น
attend the above mentioned meeting.

ลงชื่อ..... ผู้เข้าร่วมประชุม
Sign Meeting Attendant
(.....)

เพื่อความสะดวกในการลงทะเบียน โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
For your convenience, kindly present this document to our staff at the meeting for registration.

หลักฐานสำหรับการเข้าร่วมประชุม

1. บุคคลธรรมดา

1.1 ผู้ถือหุ้นสัญชาติไทย

- (ก) บัตรประจำตัวของผู้ถือหุ้น เช่น บัตรประจำตัวประชาชน ใบขับขี่ บัตรประจำตัวข้าราชการ บัตรประจำตัวพนักงานรัฐวิสาหกิจ
- (ข) กรณีมอบฉันทะ สำเนาบัตรประจำตัวประชาชนของผู้มอบอำนาจ และบัตรประจำตัวประชาชนหรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้รับมอบอำนาจ

1.2 ผู้ถือหุ้นชาวต่างประเทศ

- (ก) หนังสือเดินทางของผู้ถือหุ้น
- (ข) กรณีมอบฉันทะ สำเนาหนังสือเดินทางของผู้มอบอำนาจ และบัตรประจำตัวประชาชนหรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้รับมอบอำนาจ

2. นิติบุคคล

2.1 นิติบุคคลสัญชาติไทย

- (ก) สำเนาหนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 90 วัน โดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ พร้อมกับสำเนาบัตรประจำตัวประชาชนหรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของกรรมการผู้มีอำนาจลงนามนิติบุคคล
- (ข) กรณีมอบฉันทะ สำเนาหนังสือผู้รับรองนิติบุคคล ออกให้ไม่เกิน 90 วัน และสำเนาบัตรประจำตัวประชาชนหรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของกรรมการผู้มีอำนาจลงนามนิติบุคคลในหนังสือมอบฉันทะ พร้อมสำเนาบัตรประจำตัวประชาชนหรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้รับมอบฉันทะ

2.2 นิติบุคคลสัญชาติต่างประเทศ

- (ก) สำเนาหนังสือรับรองนิติบุคคล ซึ่งต้องแสดงรายละเอียดเกี่ยวกับผู้มีอำนาจลงลายมือชื่อผูกพันนิติบุคคล พร้อมกับสำเนาหนังสือเดินทาง ของกรรมการผู้มีอำนาจลงนามนิติบุคคล
- (ข) กรณีมอบฉันทะ สำเนาหนังสือรับรองนิติบุคคล และสำเนาหนังสือเดินทาง ของกรรมการผู้มีอำนาจลงนามนิติบุคคลในหนังสือมอบฉันทะ พร้อมสำเนาบัตรประจำตัวประชาชนหรือหนังสือเดินทาง (กรณีเป็นชาวต่างชาติ) ของผู้รับมอบฉันทะ

ผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น เป็นผู้มอบฉันทะ กรุณาแนบหนังสือมอบอำนาจให้ Custodian และแนบหลักฐานของผู้มอบอำนาจ และของ Custodian ตาม 2.2 (ข) รวมทั้งหนังสือยืนยันหรือสำเนาใบอนุญาตการประกอบธุรกิจ Custodian ด้วย

ทั้งนี้ ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้อง และหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศต้องมีการรับรองลายมือชื่อโดยโนตารีพับลิก

ผู้ถือหุ้น หรือผู้รับมอบฉันทะ โปรดนำแบบฟอร์มลงทะเบียนซึ่งพิมพ์บาร์โค้ดมาในวันประชุม ซึ่งสามารถลงทะเบียน และยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมได้ตั้งแต่วันที่ 8.00 ถึง 10.00 น. ของวันอังคารที่ 4 พฤศจิกายน 2557

หนังสือมอบฉันทะ แบบ ข.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเมิดขัดเงินตายตัว)

อากร
แสตมป์
20 บาท

เขียนที่.....

วันที่.....เดือน..... พ.ศ. 2557

(1) ข้าพเจ้า.....สัญชาติ.....
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

(2) เป็นผู้ถือหุ้นของ บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

(3) ขอมอบฉันทะให้

(1)อายุ.....ปี
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....หรือ

(2)อายุ.....ปี
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....หรือ

(3) นายพงษ์ศักดิ์ อังสุพันธุ์ กรรมการอิสระ และประธานคณะกรรมการตรวจสอบ อายุ 75 ปี
อยู่บ้านเลขที่ 380 หมู่ที่ 2 ตำบลบางเขน อำเภอเมืองนนทบุรี จังหวัดนนทบุรี รหัสไปรษณีย์ 11000
คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ
ผู้ถือหุ้น ครั้งที่ 1/2557 ในวันที่ 4 พฤศจิกายน 2557 เวลา 10.00 น. ณ ห้องบุษราคัม บอลรูม ชั้น 2 โรงแรมเอเทรียม
กรุงเทพฯ เลขที่ 1880 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 หรือที่จะพึงเลื่อนไปใน วัน เวลา
และสถานที่อื่นด้วย



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2557 เมื่อวันที่ 24 เมษายน 2557

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 2. พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 5,325,884 หุ้น มูลค่าที่ตราไว้หุ้นละ

1 บาท จากเดิมทุนจดทะเบียน 1,602,956,678 บาท เป็น 1,597,630,794 บาท โดยการตัดหุ้นที่ยังไม่ได้ออกจำหน่ายของบริษัท ซึ่ง
คงเหลือจากการรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 2 (ROJNA-W2) ซึ่งครบกำหนด
อายุแล้ว

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 3. พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุน

จดทะเบียน โดยการตัดหุ้นที่ยังไม่ได้ออกจำหน่ายของบริษัท

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 4. พิจารณานุมัติการซื้อหุ้นสามัญของบริษัท ไทยคอน อินดัสเทรียล คอนเน็คชั่น จำกัด (มหาชน)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 5. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจากจำนวน 1,597,630,794 บาท เป็น

1,997,038,492 บาท โดยการออกหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 399,407,698 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 6. พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่ม

ทุนจดทะเบียนของบริษัท

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 7. พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวนไม่เกิน 399,407,698 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่ผู้ถือหุ้นเดิมของบริษัท ตามสัดส่วนจำนวนหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Right Offering)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

วาระที่ 8. พิจารณาเรื่องอื่น ๆ (ถ้ามี)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)



หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2557 ในวันที่ 4 พฤศจิกายน 2557 เวลา 10.00 น. ณ ห้องบุษราคัม บอลรูม ชั้น 2 โรงแรมเอเทรียม กรุงเทพฯ เลขที่ 1880 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

-
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย ไม่เห็นด้วย งคออกเสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย ไม่เห็นด้วย งคออกเสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย ไม่เห็นด้วย งคออกเสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย ไม่เห็นด้วย งคออกเสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย ไม่เห็นด้วย งคออกเสียง



หนังสือมอบฉันทะ แบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้
 กัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

อากร
 แสตมป์
 20 บาท

เขียนที่.....
 วันที่.....เดือน..... พ.ศ. 2557

(1) ข้าพเจ้า.....
 สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
 ซึ่งเป็นผู้ถือหุ้นของบริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)
 โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

(2) ขอมอบฉันทะให้

(1) อายุ.....ปี
 อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

(2) อายุ.....ปี
 อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

(3) นายพงษ์ศักดิ์ อังสุพันธุ์ กรรมการอิสระ และประธานคณะกรรมการตรวจสอบ อายุ 75 ปี
 อยู่บ้านเลขที่ 380 หมู่ที่ 2 ตำบลบางเขน อำเภอเมืองนนทบุรี จังหวัดนนทบุรี รหัสไปรษณีย์ 11000
 คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ
 ผู้ถือหุ้น ครั้งที่ 1/2557 ในวันที่ 4 พฤศจิกายน 2557 เวลา 10.00 น. ณ ห้องบุษราคัม บอลรูม ชั้น 2 โรงแรมเอเทรียม
 กรุงเทพฯ เลขที่ 1880 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 หรือที่จะพึงเลื่อนไปใน วัน เวลา
 และสถานที่อื่นด้วย

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
- มอบฉันทะบางส่วน คือ
 - หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
 - หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
 - รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง



- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
- วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2557 เมื่อวันที่ 24 เมษายน 2557
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่ 2. พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 5,325,884 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท จากเดิมทุนจดทะเบียน 1,602,956,678 บาท เป็น 1,597,630,794 บาท โดยการตัดหุ้นที่ยังไม่ได้ออกจำหน่ายของบริษัท ซึ่งคงเหลือจากการรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 2 (ROJNA-W2) ซึ่งครบกำหนดอายุแล้ว
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่ 3. พิจารณาอนุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน โดยการตัดหุ้นที่ยังไม่ได้ออกจำหน่ายของบริษัท
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่ 4. พิจารณาอนุมัติการซื้อหุ้นสามัญของบริษัท ไทยคอน อินดัสเทรียล คอนเน็คชั่น จำกัด (มหาชน)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่ 5. พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทจากจำนวน 1,597,630,794 บาท เป็น 1,997,038,492 บาท โดยการออกหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 399,407,698 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่ 6. พิจารณาอนุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

วาระที่ 7. พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวนไม่เกิน 399,407,698 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่ผู้ถือหุ้นเดิมของบริษัท ตามสัดส่วนจำนวนหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Right Offering)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

วาระที่ 8. พิจารณาเรื่องอื่น ๆ (ถ้ามี)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)



หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้ คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2557 ในวันที่ 4 พฤศจิกายน 2557 เวลา 10.00 น. ณ ห้องบุษราคัม บอลรูม ชั้น 2 โรงแรมเอเทรียม กรุงเทพฯ เลขที่ 1880 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

-
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- วาระที่..... เรื่อง.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง



ข้อมูลเกี่ยวกับกรรมการอิสระที่บริษัทกำหนดให้เป็นผู้รับมอบอำนาจจากผู้ถือหุ้น

นายพงษ์ศักดิ์ อังสุพันธุ์

- อายุ - 75 ปี
- ที่อยู่ - เลขที่ 380 หมู่ที่ 2 ตำบลบางเขน อำเภอเมืองนนทบุรี จังหวัดนนทบุรี 11000
- ตำแหน่งในบริษัท - กรรมการอิสระ และประธานคณะกรรมการตรวจสอบ ปี 2542 – ปัจจุบัน
- การศึกษา - ปริญญาตรีเศรษฐศาสตร์ มหาวิทยาลัยธรรมศาสตร์
Master of Commerce, University of Canterbury, New Zealand
- การอบรมบทบาทหน้าที่กรรมการ - Director Accreditation Program (DAP) class 10/2004 (March 22, 2004)
สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)
- ประสบการณ์การทำงานกิจการที่เป็นบริษัทจดทะเบียน
- กรรมการและประธานคณะกรรมการตรวจสอบ บริษัท ที.ซี.เจ. เอเชีย จำกัด (มหาชน) ปี 2549 – ปัจจุบัน
 - กรรมการและประธานคณะกรรมการตรวจสอบ บริษัท ยูนิมิต เอนจิเนียริง จำกัด (มหาชน) ปี 2548 – ปัจจุบัน
 - กรรมการและประธานคณะกรรมการตรวจสอบ บริษัท ศูนย์บริการเหล็กสยาม จำกัด (มหาชน) ปี 2542 – ปัจจุบัน
- ความสัมพันธ์ทางครอบครัวระหว่างกรรมการ/ผู้บริหาร - ไม่มี
- การถือหุ้นในบริษัท - ไม่มี
- จำนวนครั้งที่เข้าร่วมการประชุมคณะกรรมการบริษัท - เข้าร่วมประชุม 9 ครั้ง จากการประชุมทั้งหมด 11 ครั้ง
และการประชุมคณะกรรมการตรวจสอบบริษัท - เข้าร่วมประชุม 4 ครั้ง จากการประชุมทั้งหมด 4 ครั้ง
- ส่วนได้เสียในวาระที่เสนอในการประชุมวิสามัญผู้ถือหุ้นครั้งนี้ - ไม่มี

คุณสมบัติต้องห้าม

1. ประวัติการกระทำความผิดอาญาในความผิดที่เกี่ยวกับทรัพย์สินซึ่งได้กระทำโดยทุจริต
 มี ไม่มี
2. ประวัติการทำรายการที่อาจเกิดความขัดแย้งทางผลประโยชน์กับบริษัทในรอบปีที่ผ่านมา
 มี ไม่มี

ข้อบังคับบริษัทในส่วนที่เกี่ยวข้องกับการประชุมผู้ถือหุ้น

การออกหุ้น

ข้อ 4. หุ้นของบริษัทเป็นหุ้นสามัญ มีมูลค่าหุ้นละเท่าๆ กัน และต้องชำระค่าหุ้นเต็มมูลค่า บริษัทอาจออกหุ้นบุริมสิทธิ หุ้นกู้ หุ้นกู้ที่อาจจะแปลงสภาพเป็นหุ้นสามัญ และหลักทรัพย์อื่นใดตามกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ ในกรณีหุ้นบุริมสิทธิ (ถ้ามี) จะให้แปลงสภาพเป็นหุ้นสามัญได้ โดยให้ผู้ถือหุ้นบุริมสิทธิยื่นคำขอแปลงหุ้นตามแบบที่บริษัทกำหนดต่อบริษัท พร้อมกับส่งมอบใบหุ้นคืน

ข้อ 5. หุ้นของบริษัทจะถือโดยบุคคลที่ไม่มีสัญชาติไทย ในขณะใดขณะหนึ่งได้ไม่เกินกว่าร้อยละ 49 ของจำนวนหุ้นที่จำหน่ายได้แล้วทั้งหมด

การประชุมผู้ถือหุ้น

ข้อ 35. คณะกรรมการต้องจัดให้มีการประชุมผู้ถือหุ้นเป็นการประชุมสามัญประจำปี ภายใน 4 เดือน นับแต่วันสิ้นสุดของรอบปีบัญชีบริษัท

การประชุมผู้ถือหุ้นคราวอื่นนอกจากที่กล่าวแล้ว ให้เรียกว่าการประชุมวิสามัญ คณะกรรมการจะเรียกประชุมผู้ถือหุ้นเป็นการประชุมวิสามัญ เมื่อใดก็ได้แต่จะเห็นสมควร หรือผู้ถือหุ้นรวมกันนับจำนวนหุ้นได้ ไม่น้อยกว่า 1 ใน 5 ของจำนวนหุ้นที่จำหน่ายได้ทั้งหมด หรือผู้ถือหุ้น ไม่น้อยกว่า 25 คน ซึ่งมีหุ้นนับรวมกันได้ ไม่น้อยกว่า 1 ใน 10 ของจำนวนหุ้นที่จำหน่ายได้ทั้งหมดจะเข้าชื่อกันทำหนังสือขอให้คณะกรรมการเรียกประชุมผู้ถือหุ้นเป็นการประชุมวิสามัญ เมื่อใดก็ได้ แต่ต้องระบุเหตุผลในการที่ขอให้เรียกประชุมไว้ให้ชัดเจนในหนังสือดังกล่าวด้วย ในกรณีเช่นนี้ คณะกรรมการต้องจัดให้มีการประชุมผู้ถือหุ้นภายใน 1 เดือนนับแต่วันที่ได้รับหนังสือจากผู้ถือหุ้น

ข้อ 36. ในการเรียกประชุมผู้ถือหุ้น ให้คณะกรรมการจัดทำเป็นหนังสือนัดประชุม ระบุสถานที่ วัน เวลา ระเบียบวาระการประชุม และเรื่องที่จะเสนอต่อที่ประชุม พร้อมด้วยรายละเอียดตามสมควร โดยระบุให้ชัดเจนว่าเป็นเรื่องที่จะเสนอเพื่อทราบ เพื่ออนุมัติ หรือเพื่อพิจารณาแล้วแต่กรณี รวมทั้งความเห็นของคณะกรรมการในเรื่องดังกล่าว และจัดส่งให้ผู้ถือหุ้นและนายทะเบียนบริษัทมหาชนจำกัด ตามกฎหมายว่าด้วยบริษัทมหาชนจำกัดทราบ ไม่น้อยกว่า 7 วัน ก่อนวันประชุมและโฆษณา คำบอกกล่าวนัดประชุมในหนังสือพิมพ์รายวันภาษาไทยที่จัดพิมพ์จำหน่าย ณ ท้องที่อันเป็นที่ตั้งสำนักงานใหญ่ของบริษัทนั้น เป็นเวลาติดต่อกัน 3 วัน ก่อนวันประชุม ไม่น้อยกว่า 3 วัน

สถานที่ที่จะใช้เป็นที่ประชุมผู้ถือหุ้นนั้นต้องอยู่ในท้องที่อันเป็นที่ตั้งของสำนักงานใหญ่หรือสำนักงานสาขา หรือจังหวัดใกล้เคียงกับที่ตั้งสำนักงานใหญ่

ข้อ 37. ในการประชุมผู้ถือหุ้น ต้องมีผู้ถือหุ้นและผู้รับมอบฉันทะจากผู้ถือหุ้น (ถ้ามี) มาประชุม ไม่น้อยกว่า 25 คน หรือ ไม่น้อยกว่ากึ่งหนึ่งของจำนวนผู้ถือหุ้นทั้งหมด และต้องมีหุ้นนับรวมกันได้ ไม่น้อยกว่า 1 ใน 3 ของจำนวนหุ้นที่จำหน่ายได้ทั้งหมด จึงจะเป็นองค์ประชุม

ในกรณีที่ปรากฏว่าการประชุมผู้ถือหุ้นครั้งใด เมื่อล่วงเวลาผ่านไปแล้ว ถึง 1 ชั่วโมงจำนวนผู้ถือหุ้นซึ่งมาเข้าร่วมประชุมไม่ครบเป็นองค์ประชุมตามที่กำหนดไว้ หากว่าการประชุมผู้ถือหุ้นได้เรียกนัดเพราะผู้ถือหุ้นร้องขอ ให้การประชุมเป็นอันระงับไป แต่ถ้าการประชุมผู้ถือหุ้นนั้นมิใช่เป็นการเรียกประชุมเพราะผู้ถือหุ้นร้องขอ ให้นัดประชุมใหม่ และให้ส่งหนังสือนัดประชุมไปยังผู้ถือหุ้น ไม่น้อยกว่า 7 วัน ก่อนวันประชุมในการประชุมครั้งหลังนี้ไม่บังคับว่าจะต้องครบองค์ประชุม

ข้อ 39. ประธานกรรมการเป็นประธานของที่ประชุมผู้ถือหุ้น ในกรณีที่ประธานกรรมการไม่อยู่ในที่ประชุมหรือไม่สามารถปฏิบัติหน้าที่ได้ ถ้ามีรองประธานกรรมการให้รองประธานกรรมการเป็นประธานถ้าไม่มีรองประธานกรรมการ หรือมีแต่ไม่สามารถปฏิบัติหน้าที่ได้ ให้ผู้ถือหุ้นซึ่งมาประชุมเลือกผู้ถือหุ้นคนหนึ่งเป็นประธานในที่ประชุม

- ข้อ 43. กิจการอื่นที่ประชุมสามัญประจำปีพึงกระทำมีดังนี้
- (1) พิจารณารายงานของคณะกรรมการที่เสนอต่อที่ประชุมแสดงถึงผลการดำเนินการของบริษัทในรอบปีที่ผ่านมา
 - (2) พิจารณาและอนุมัติงบดุล และบัญชีกำไรขาดทุน
 - (3) พิจารณาจัดสรรเงินกำไร
 - (4) เลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ
 - (5) แต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทน
 - (6) กิจการอื่นๆ

การมอบฉันทะเพื่อเข้าร่วมประชุมผู้ถือหุ้นและสิทธิของผู้ถือหุ้นในการออกเสียงลงคะแนน

ข้อ 38. ในการประชุมผู้ถือหุ้น ผู้ถือหุ้นอาจมอบฉันทะให้บุคคลอื่นเข้าประชุมและออกเสียงแทนตนในการประชุม ก็ได้ หนังสือมอบฉันทะจะต้องลงวันที่และลายมือชื่อของผู้ถือหุ้นที่มอบฉันทะและจะต้องเป็นไปตามแบบที่กฎหมายว่าด้วยบริษัทมหาชนจำกัดกำหนด

หนังสือมอบฉันทะนี้ จะต้องมอบให้ประธานกรรมการหรือผู้ที่ประธานกำหนด ณ สถานที่ประชุมก่อนผู้รับมอบฉันทะเข้าประชุม

ข้อ 40. ในการออกเสียงลงคะแนน ให้ผู้ถือหุ้นหรือผู้รับมอบฉันทะมีคะแนนเสียงเท่ากับจำนวนหุ้นที่ตนถือหรือรับมอบแล้วแต่กรณี โดยถือว่าหนึ่งหุ้นมีเสียงหนึ่งเสียง

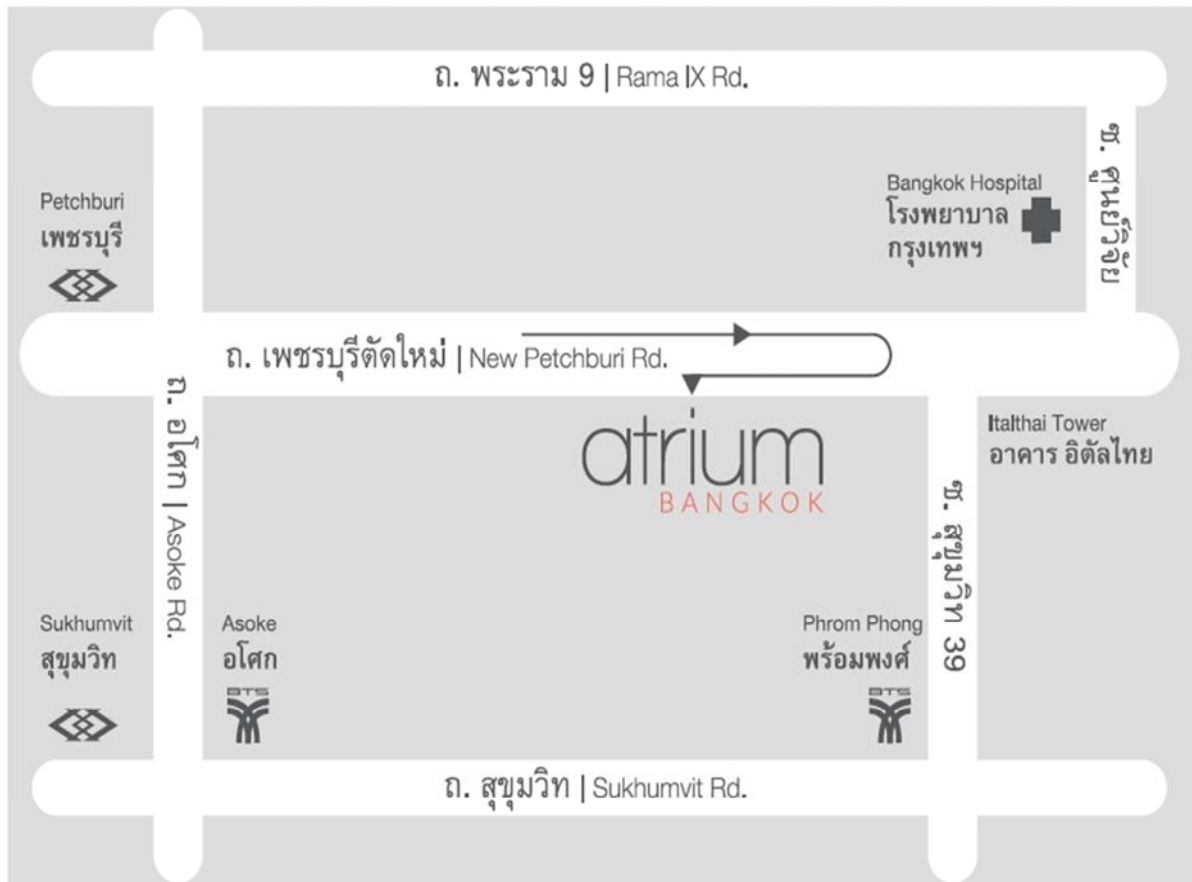
ข้อ 41. มติของที่ประชุมผู้ถือหุ้นนั้น ให้ประกอบด้วยคะแนนเสียงดังต่อไปนี้

- (1) ในกรณีปกติ ให้ถือคะแนนเสียงข้างมากของผู้ถือหุ้นซึ่งมาประชุมและออกเสียงลงคะแนน ถ้ามีคะแนนเสียงเท่ากันให้ประธานในที่ประชุมออกเสียงเพิ่มขึ้นอีกเสียงหนึ่งเป็นเสียงชี้ขาด
- (2) ในกรณีดังต่อไปนี้ ให้ถือคะแนนเสียงไม่น้อยกว่า 3 ใน 4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน
 - (ก) การขายหรือโอนกิจการของบริษัททั้งหมดหรือบางส่วนที่สำคัญให้แก่บุคคลอื่น
 - (ข) การซื้อหรือรับ โอนกิจการของบริษัทอื่นหรือบริษัทเอกชนมาเป็นของบริษัท
 - (ค) การทำ แก้วไข หรือเลิกสัญญาเกี่ยวกับการให้เช่ากิจการของบริษัททั้งหมดหรือบางส่วนที่สำคัญ
 - (ง) การมอบหมายให้บุคคลอื่นเข้าจัดการธุรกิจของบริษัท การรวมกิจการกับบุคคลอื่น โดยมีวัตถุประสงค์แบ่งกำไรขาดทุนกัน
 - (จ) การแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ หรือข้อบังคับ การเพิ่ม หรือลดทุน การออกหุ้นกู้ การควบหรือเลิกบริษัท

ข้อ 42. ผู้ถือหุ้นคนใดมีส่วนได้เสียเป็นพิเศษในเรื่องใด ผู้ถือหุ้นคนนั้นไม่มีสิทธิออกเสียงลงคะแนนในเรื่องนั้น เว้นแต่การออกเสียงลงคะแนนเลือกตั้งกรรมการ

ความในวรรคแรก ให้ใช้บังคับรวมถึงกรณีผู้รับมอบฉันทะจากผู้ถือหุ้นบุคคลดังกล่าวด้วย

แผนที่ตั้งสถานที่จัดประชุม



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