



บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)
United Palm Oil Industry Public Company Limited

CORPORATE HEADQUARTERS

64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,
Khet Bangna, Bangkok 10260 Thailand

Tel +66-(0)2-744 1046

Fax +66-(0)2-361-8988-89

www.upoic.co.th

November 11, 2019

Subject: Rights for Shareholders to submit questions, agenda items and candidates for directorship for the 2020 Annual General Meeting of Shareholders in advance

To: The President
The Stock Exchange of Thailand

United Palm Oil Industry Public Company Limited ("the Company") is pleased to announce that, in following good corporate governance practice, and to ensure the shareholders' rights to equitable treatment, the Company invites the shareholders to propose questions, agenda items and qualified candidates to be elected as the Company's directors ahead of the Annual General Meeting of Shareholders for the year 2020, according to criteria and guidelines set out by the Company and published on the Company's website <http://www.upoic.co.th>, starting from today until 31 January 2020.

Please be informed accordingly.

Yours sincerely,

Miss Anchalee Suebchantasiri
Managing Director

ESTATE OFFICE / MILL

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A Subsidiary of Lam Soon (Thailand) Public Company Limited



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**Shareholders' rights to propose questions, agenda items and candidates for directorship
for the 2020 Annual General Meeting of Shareholders in advance**

In order to maintain the good corporate governance and to ensure the shareholders' right to equitable treatment, United Palm Oil Industry Public Company Limited ("the Company") provides the opportunity to shareholders to participate in submitting questions, proposing important and useful issues to be included in the agenda of the Annual General Meeting of Shareholders ("AGM") and proposing in advance qualified and suitable candidates for selection as the Company's directors, according to the following details.

1. Shareholders wishing to propose an AGM agenda must be qualified as follows:

The said shareholder singly or collectively with other shareholders must hold at least 5% of the total shares with voting rights of the Company.

2. Each of the qualified shareholder(s) according to 1 above must give name, address, telephone number and present copy of ID card, certified as true copy, with document as evidence of shareholding, such as share certificate or statement issued by securities company. The documents can be submitted from now on until 31 January 2020 through E-mail: **company.secretary@upoic.co.th** or by post to the following address:

Company Secretary

United Palm Oil Industry Public Company Limited

64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260

3. The shareholder wishing to propose items to be included in the AGM agenda must make a proposal in writing. The proposal shall indicate whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including details of the proposed matter and information useful for the consideration of the Board such as fact, reasons, and issues to be considered, as well as benefits to the Company of such proposed matter. The Audit Committee shall scrutinize the proposal before submitting to the Board. Any issue the Board deems as important and beneficial to the Company shall be included in the agenda in the notice for the AGM.

The Company shall not consider the shareholder's proposal in the following cases:

1. The proposal does not comply with the Company's Memorandum and Articles of Association or the rules and procedures as specified above;
2. The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
3. The proposal is beyond the Company's power to implement;
4. The proposal was submitted to the shareholders meeting for its consideration within in the previous twelve months and received the supporting votes of less than 10% of total voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders meeting;
5. The proposal is not in the best interests of the Company to consider;
6. Other cases where the law directs the Company to refuse the shareholder's proposal.

4. The shareholder proposing a candidate to be considered for election as Directors of the Company must provide the candidate's personal data, experience/employment record, address and telephone number of the candidate as well as a consent letter of the candidate. The Nomination Committee shall consider the proposed candidate together with other candidates under the rules and criteria regarding director nomination before submitting to the Board for further consideration. The Board shall submit a list of suitable candidates to the shareholders meeting for final approval.

5. The Company shall announce the result of the consideration after the Board meeting in March 2020 and publish the result on the Company's website: **http://www.upoic.co.th**

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