



**Invitation to  
The Annual General Meeting of Shareholders No. 48  
(Conducted Through Electronic Means)**

**United Palm Oil Industry Public Company Limited**

Wednesday, April 24, 2024 at 10.00 a.m.

Broadcasted on the 6<sup>th</sup> Floor Conference Room of the Company's Head Office located  
at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260

**No Gift Policy**



บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)

United Palm Oil Industry Public Company Limited

CORPORATE HEADQUARTERS

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March 22, 2024

Subject: Invitation to the Annual General Meeting of Shareholders No. 48  
(Conducted Through Electronic Means)

To: Shareholders of United Palm Oil Industry Public Company Limited

Attachments: 1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 47  
(Conducted Through Electronic Means)  
2. Annual Registration Statement 2023 (FORM 56-1 One report) (QR Code)  
3. Information of the Nominated Directors to be elected  
4. Information of Independent Directors who may be appointed as the shareholders' proxy  
5. Company's Articles of Association related to Shareholders' Meeting and voting  
6. Guidelines for attending the Annual General Meeting of Shareholders  
(Conducted Through Electronic Means) (E-AGM), and appointing proxy  
7. Proxy form B. as determined by the Department of Business Development, Ministry of  
Commerce  
8. Request form for Annual Registration Statement 2023 (FORM 56-1 One report)  
9. The registration form for attending the E-AGM  
10. Privacy Notice for the E-AGM No. 48

The Board of Directors of United Palm Oil Industry Plc. ("the Company") has resolved to convene the Annual General Meeting of Shareholders No.48 on **Wednesday, April 24, 2024 at 10.00 a.m.**, conducted through electronic means (E-AGM) and broadcasted on the 6<sup>th</sup> Floor Conference Room of the Company's Head Office located at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260. The agenda items together with the Board of Directors' opinion are to be considered as follows:

**Agenda 1** To consider adopting the Minutes of the Annual General Meeting of Shareholders No.47  
(Conducted Through Electronic Means)

**Rationale:** The Minutes of the Annual General Meeting of Shareholders No.47 held on Friday, April 7, 2023 was completed after the date of the Annual General Meeting of Shareholders. The resolutions was submitted to the Stock Exchange of Thailand on April 7, 2023 within the timeframe, as well as posted on the Company's website ([www.upoic.co.th](http://www.upoic.co.th)). A copy of the minutes is attached hereto as Attachment 1.

**Board of Directors' opinion:** The Board of Directors was of an opinion that the Minutes of the Annual General Meeting of Shareholders No.47 held on Friday, April 7, 2023 has been made correctly and completely; and found appropriate for the shareholders to adopt the minutes of such meeting.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote.

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**Agenda 2 To acknowledge the Company's operating results and Annual registration Statement 2023 (FORM 56-1 One report)**

**Rationale:** The summary of the Company's operating result and activities during the year of 2023 is presented in the Annual Registration Statement 2023 (Form 56-1 One report), which is posted on the Company's website at [www.upoic.co.th](http://www.upoic.co.th) since March 22, 2024 onwards. The FORM 56-1 One report sent to Shareholders in QR Code format, is attached hereto in Attachment 2.

**Board of Directors' opinion:** The Board of Directors was of an opinion that information in the FORM 56-1 One report has been made correctly and completely. It appropriates to propose the FORM 56-1 One report for the year 2023 to the Annual General Meeting of Shareholders for acknowledgement.

**Vote required:** This agenda is for Shareholders' acknowledgement; therefore, voting is not required.

**Agenda 3 To consider approving the Audited Statement of Financial position and Statement of comprehensive income for the Year ended December 31, 2023**

**Rationale:** To comply with Article 29 of the Articles of Association of the Company, which conforms to the Section 112 of the Public Limited Company Act B.E. 2535 as amended, stipulates that the board of directors shall arrange for the preparation of the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve. The board of directors shall have such balance sheet and profit and loss account must be audited by the auditors before presenting to the meeting of shareholders.

The Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31, 2023 have already been audited by the Certified Public Accountant, reviewed by the Audit and Corporate Governance Committee and endorsed by the Board of Directors.

**Board of Directors' opinion:** The Board of Directors was of an opinion that such Statement of financial position and the Statement of comprehensive income are reasonably accurate and were audited by the Independent Auditor, reviewed by the Audit and Corporate Governance Committee, and endorsed by the Board. Therefore, it is appropriated for the shareholders to approve the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31, 2023, which are included in the financial statements section of the FORM 56-1 One report for the year 2023 (Attachment 2). A summary is as follows:

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Financial Highlights of financial position and of comprehensive income of United Palm Oil Industry Public Company Limited and its subsidiaries.

(Unit: Baht)

Item	Consolidated financial statements		Separate financial statements	
	Year 2023	Year 2022	Year 2023	Year 2022
Total Assets	1,842,727,088	1,765,192,864	2,045,627,570	1,997,626,423
Total Liabilities	257,218,939	232,759,367	540,243,222	511,592,798
Revenue from sales	1,481,488,320	2,237,528,936	1,481,488,320	2,237,528,936
Total revenue	1,538,278,636	2,438,373,080	1,576,223,764	2,441,852,811
Profit for the year	203,507,635	317,281,211	169,754,882	277,996,533
Earnings per share (Baht/Share)	0.63	0.98	0.52	0.86

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote.

**Agenda 4 To consider approving the payment of dividends for the year 2023, and appropriation of the net profits to the reserve fund in accordance with the law**

**Rationale:** To comply with Article 31 of the Articles of Association of the Company, which conforms to Section 115 of the Public Limited Company Act B.E. 2535 as amended, stipulates that the payment of the dividends requires the approval of the Shareholders' Meeting. The Company's policy is to pay dividends to Shareholders at the rate of approximately 50% of net profit after tax, but dependent upon economic conditions and capital necessities.

And Article 32 of the Articles of Association of the Company, which conforms to Section 116 of the Public Limited Company Act B.E. 2535 as amended, stipulates that the company shall allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

**Board of Directors' opinion:** For the year 2023, the Company had 169,754,882 Baht of the net profit after tax. According to the Company's dividend policy, the Company shall pay a dividend of approximately 50% of net profit after tax, but dependent upon economic conditions and capital necessities. The Board had considered and recommended that the Shareholders' Meeting should approve the payment of dividend from the operating result for the year 2023, to a total of 324,050,000 shares at the rate of 0.30 Baht per share, equivalent to 97,215,000 Baht or 57.27 % of the net profit after tax which is higher than the Company's dividend policy. The record date for the eligible shareholders who have the right to receive the dividend will be on March 8, 2024 and the payment date shall be on May 21, 2024.

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The below table shows the Company's net profit in 2023 and dividend payment compared with the previous year:

Detail of Dividend Payment	Year 2023	Year 2022
1. Net Profit After Tax (Loss) (Baht)	169,754,882	277,996,533
2. No. of Shares		
2.1 No. of Share for the interim dividend payment (shares)	-	-
2.2 No. of Share for the annual dividend payment (shares)	324,050,000	324,050,000
3. Total dividend per Share (Baht per share)	<b>0.30</b>	<b>0.45</b>
3.1 Interim Dividend (Baht per share)	-	-
3.2 Annual Dividend (Baht per share)	0.30	0.45
4. Total Dividend payment (Baht)	97,215,000	145,822,500
5. Dividend payout ratio (%)	57.27	52.45

As for the legal reserve, the Company already complied with the 10% minimum; hence there is no requirement for a further legal reserve.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote.

**Agenda 5 To consider electing directors to the Board in accordance with the Articles of Association of the Company**

**Rationale:** To comply with Article 12 of the Articles of Association of the Company which stipulates that in every annual ordinary meeting of Shareholders a new board of directors shall be elected, but the former board of directors shall remain in office to operate business of the company as long as necessary until the new board of directors assume office. Directors vacating office under this Article may be re-elected.

During November 8, 2023 - January 31, 2023, the Company invited shareholders to propose the matters to be included on the agenda for the Meeting, as well as propose qualified candidate(s) to be nominated as the Company's director ahead of the Annual General Meeting of Shareholders, according to such criteria and guidelines set out by the Company and published on the Company's website. However, no agenda and candidate for selections as Directors were proposed from shareholders.

The Nomination Committee undertake the task of identifying, evaluating, selecting and proposing nominees to the Board, in order to consider and propose for selection as Director in the Annual General Meeting of Shareholders according to the Company's Articles of Association.

The Board shall consider that the candidates possess knowledge and experience suitable for the post of directorship, to assist the board to act prudently as well as capability to make rational business decisions, strategic thinking, leadership, and expertise in the profession, honesty, morality and suitable personal qualification.



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The Board of Directors comprises 7 directors. For this year, 7 directors who retired by rotation are as follows:

- |  |  |
|--|--|
| 1. Assoc.Prof. Naris Chaayasoot, Ph.D. | Chairman of the Board and Independent Director                   |
| 2. Ms. Anchalee Suebchantasiri         | Vice-Chairman of the Board of Directors<br>and Managing Director |
| 3. Mr. Wasin Patchakapati              | Independent Director   |
| 4. Mr. Anusorn Buranakanonda           | Independent Director   |
| 5. Mr. Whang Shang Ying                | Director   |
| 6. Ms. Piyathida Sukchan               | Executive Director   |
| 7. Mr. Ampol Simarojana                | Non-Executive Director   |

Given the consideration of the Board structure determined in the Company's Articles of Association, and the qualification of each individual person to be in line with the Company's business model, as well as the retired Directors having made past contributions to the Board and the Company, the Board of Directors unanimously agreed to propose the Annual General Meeting of Shareholders to elect 8 Directors: re-elect 7 retired Directors, namely 1. Assoc.Prof. Naris Chaayasoot, Ph.D. 2. Ms. Anchalee Suebchantasiri 3. Mr. Wasin Patchakapati 4. Mr. Whang Shang Ying 5. Ms. Piyathida Sukchan 6. Mr. Ampol Simarojana and 7. Mr. Anusorn Buranakanonda to be Directors for another term, and appoint a new director, namely Mr. Sanya Prasertsak.

Those 8 proposed persons have already passed the thoroughly and carefully screening process of the Board of Directors, and have the proper qualifications required by the Public Limited Company Act B.E. 2535, as amended and proper attributes such as knowledge, competency, skill and experience in various professions as well as past performance as Directors beneficial to the Company. The information of each proposed director was enclosed as Attachment 3.

Other relationships of the Proposed Independent Directors:

Nature of Interest	Assoc.Prof. Naris Chaayasoot, Ph.D.	Mr. Wasin Patchakapati	Mr. Anusorn Buranakanonda
<b>Shareholding in the Company</b> - number of shares - percentage of the total shares with voting right	none	none	none
<b>With or without interest of the following kinds to the Company, parent/ subsidiary/ associate companies or juristic person that might have conflict of interest at present or in the past two years</b> (1)be/not be a director who takes part in the management, staff, employee or advisor with regular salary (2)be/not be person who render professional service (such as auditor, legal advisor) (3)have/do not have business relationship (such as sale or purchase of raw material/ service, lending or borrowing)	not be  not be  do not have	not be  not be  do not have	not be  not be  do not have

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**Note:** The Board of Director has defined the qualifications of the Independent Directors as follows:

- (a) holding shares not exceeding 0.5% of the total number of voting rights of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, including the shares held by related persons of the independent director;
- (b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, associate, joint venture, subsidiary in the same level, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of application filing with the Office. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company;
- (c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary;
- (d) neither having nor having had a business relationship with the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the value of three percent (3%) or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower.

The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions mutatis mutandis.

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The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- (e) neither being nor having been an auditor of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office;
- (f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office;
- (g) not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;
- (h) not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, not being a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 0.5% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary;
- (i) not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

The Board had set a more stringent criterion than the minimum laid out by the SEC i.e. the amount of shareholding allowed to an independent director, not exceeding 0.5 percent of the total number of voting rights of the Company.

**Board of Directors' opinion:** The Board of Directors, after thoroughly and carefully screening process, had adopted the recommendation of the Nomination Committee, and proposed Shareholders to elect 8 Directors: re-elect 7 retired Directors, namely 1. Assoc.Prof. Naris Chaikasoot, Ph.D. 2. Ms. Anchalee Suebchantasiri 3. Mr. Wasin Patchakapati 4. Mr. Whang Shang Ying 5. Ms. Piyathida Sukchan 6. Mr. Ampol Simarajana and 7. Mr. Anusorn Buranakanonda to be Directors for another term, and appoint a new director, namely Mr. Sanya Prasertsak.

Assoc. Prof. Naris Chaikasoot, Ph.D., Mr. Wasin Patchakapati and Mr. Anusorn Buranakanonda, who had served as an Independent Directors for 3, 8 and 0 years (number of service tenures, provided that they are re-elected as of April 24, 2024, shall be 4, 9 and 1 years respectively).

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The Board had considered and agreed that the persons proposed to be Independent Director namely Assoc. Prof. Naris Chaayasoot, Ph.D. and Mr. Wasin Patchakapati, and Mr. Anusorn Buranakanonda were qualified with the law related to regulations of being independent directors.

**Vote required:** The Company has implemented cumulative voting for this agenda according to Article 11 of the Articles of Association of the Company with the following conditions and procedures:

- (1) One shareholder has votes in a number equal to the number of shares he holds multiplied by the number of directors to be elected at that Meeting.
- (2) Each shareholder may use all his votes pursuant to (1) to elect one or more than one director. In case of voting for more than one director, he may distribute his votes as he pleases.
- (3) Persons who receive highest votes arranged in order from higher to lower in a number equal to that of Directors to be appointed are elected Directors of the Company. In the event of a tie at a lower place, which would make the number of Directors greater than that required, the persons involved shall draw lots for selection.

#### **Agenda 6** To consider approving the remunerations for the Company's Directors for the year 2024

**Rationale:** To comply with Article 10 of the Articles of Association of the Company, which conforms to Section 90 of the Public Limited Company Act B.E. 2535 as amended, stipulates that directors are entitled to remuneration as approved by the Shareholders' Meeting.

The Remuneration Committee had thoroughly and carefully considered all proper factors in accordance with duties and responsibilities of each director (details of duties and responsibilities of the Board of Directors and Sub-Committees were shown in the topic "Report on Key Operating Results Related to Corporate Governance" of the Annual Registration Statement 2023 (FORM 56-1 One report), Page 123-134.). Furthermore, with comparable to other companies in the same industry as well as growth of business and profits of the Company, it is recommended to propose the remuneration for the Nomination Committee at rate of Baht 24,145 person/year and for the Remuneration Committee at rate of Baht 48,180 person/year. For the remuneration of Board of Directors and others Sub-Committees' members for 2024 is recommended to be the same as previous year.

**Board of Directors' opinion:** The Board of Directors was of opinion that agreed with recommendation of the Remuneration Committee deems it appropriate to propose to the Shareholders' Meeting to approve the remuneration for the Board of Directors and Sub-Committees' members for the year 2024 as follows.

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(Baht/Person/Year)	<u>Year 2024</u>	<u>Year 2023</u>	<u>Change</u>
• Chairman of the Board	884,400	884,400	-0-
• Independent Directors	607,200	607,200	-0-
• Director / Executive Director	567,600	567,600	-0-
• Non Executive Director	567,600	567,600	-0-
• Audit and Corporate Governance Committee	633,600	633,600	-0-
• Nomination Committee	24,145	None	24,145
• Remuneration Committee	48,180	None	48,180
• Risk Management Committee	None	None	- 0-
• Sustainability Committee	None	None	-0-

The above fee is fixed to be paid monthly except the remuneration of Nomination Committee and Remuneration Committee that is fixed to be paid annually.

Apart from the above fee, no other remunerations will be paid to the Directors except air ticket and accommodation for the foreign directors who come to attend the Board of Directors' Meeting, and director liability insurance for all Directors. The Directors who are concurrently Directors of the subsidiary companies and joint venture will not be paid any additional remuneration.

**Vote required:** Not less than two- thirds of total number of votes of the Shareholders present at the Meeting and eligible to vote.

#### **Agenda 7** To consider appointing an independent auditor and to fix the remuneration for the year 2024

**Rationale:** To comply with Section 120 of the Public Limited Company Act B.E. 2535 as amended, which stipulates that the Annual General Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed.

In addition, the announcement of the Capital Market Supervisory Board No. Tor Jor 75/2561 stipulates that the auditor of listed companies who has performed his or her duty in reviewing, auditing and giving opinion on the financial statements of the Company for 7 consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after terminating the office of such auditor not less than 5 consecutive fiscal years.

**Board of Directors' opinion:** The Board agreed with the Audit and Corporate Governance Committee to propose the appointment of EY Office Limited who had the proper qualifications required by the Securities and Exchange Commission (SEC) with the following auditors as auditors of the Company for 2024 with any one of them conduct the auditing and express opinion on the Company's financial statements:

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1. Ms. Natteera Pongpinitpinyo, Certified Public Account No. 7362 (has never signed the Company's financial statements before) ), and/or
2. Ms. Patcharawan Koonarangsri, Certified Public Account No. 6650 (has never signed the Company's financial statements before) ), and/or
3. Mr. Samran Taengcham, Certified Public Account No. 8021 (has never signed the Company's financial statements before) ), and/or
4. Mr. Chawalit Chaluayampornbut, Certified Public Account No. 8881 (has never signed the Company's financial statements before)

The Audit and Corporate Governance Committee had considered the 4 auditors as for their performance, independence of auditing, amount of audit fee and recommended to the Board for the appointment of Ms. Natteera Pongpinitpinyo, and/or Ms. Patcharawan Koonarangsri, and/or Mr. Samran Taengcham, and/or Mr. Chawalit Chaluayampornbut of EY Office Limited as auditors of the Company for 2024 and propose to approve the audit fee for 2024 amount at Baht 1,188,000 exclusive of out-of-pocket expenses, increased by 10% from 2023. The audit fee is considered from the Company's performance each year, commensurate with the companies in the same business, change of rules and regulations of the SET, the SEC, and the Accounting Standards.

Additionally, Ms. Natteera Pongpinitpinyo will conduct an audit for the Company's financial statements replaced Ms. Kulapee Piyawannasuth who was the former auditor that had performed her duty in reviewing, auditing and giving opinion on the financial statements of the Company and related parties for 7 consecutive fiscal years according to the announcement of the Capital Market Supervisory Board No. Tor Jor 75/2561.

Ms. Natteera Pongpinitpinyo will conduct an audit for 1 subsidiary; namely Phansrivivat Co., Ltd., 2 related parties; namely Phansri Co., Ltd., and Prachak Vivat Co., Ltd., and 1 joint venture; namely Siam Elite Palm Co., Ltd., The audit fee for the said 4 companies for the year 2024 altogether will be Baht 501,000.

In addition, the Company assigns the same independent auditors to conduct an audit for the Company's operating result and machinery granted BOI privilege for the exemption from corporate income tax on the profits from the promoted activities for the accounting year 2024. The additional remuneration for this assignment shall be Baht 100,000 per BOI project.

The proposed independent auditors do not have any relations and/or interest within the Company, subsidiaries, executives, major shareholders, or the related persons of the mentioned parties. Therefore, they are independent in audit and express opinion on the Company's financial statements. However, the proposed auditors and the auditors of subsidiaries, the related company and joint venture are in the same office.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote.

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บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)

United Palm Oil Industry Public Company Limited

CORPORATE HEADQUARTERS

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The Company designated the record date for the eligible Shareholders who have the right to attend the Annual General Meeting of Shareholders No. 48 to be on March 8, 2024.

As the Annual General Meeting of Shareholders No.48 will be conducted through electronic means only, the Company hereby invites you, as a shareholder to attend the E-Meeting in compliance with the Guidelines for attending the Annual General Meeting of Shareholders (Conducted Through Electronic Means) (E-AGM), and appointing proxy ([Attachment 6](#)).

In case the shareholders wish to attend the E-AGM, such shareholders or proxies will be required to submit the registration form for the E-AGM, together with the identification documents, details as set out in [Attachment 9](#), to the Company within April 23, 2024 via Email : [company.secretary@upoic.co.th](mailto:company.secretary@upoic.co.th) or by post to : Company Secretary, United Palm Oil Industry Public Co., Ltd., No.64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260 or register and submit documents online via Document Registration System. Once the Company has successfully verified the identity of the shareholders who are entitled to attend the Annual General Meeting of Shareholders No. 48 as on the set record date, March 8, 2024, the Company shall send “Username”, “Password”, and Weblink for logging in the E-AGM control system to the shareholders via the Email address provided to the Company.

If the shareholders are not convenient to attend the E-AGM, such shareholders may appoint the independent director of the Company to attend the E-AGM on their behalf. Information of Independent Directors proposed by the Company to act as proxy for shareholders are provided in [Attachment 4](#).

The Annual General Meeting of Shareholders shall be conducted through electronic means complying with EMERGENCY DECREE ON ELECTRONIC MEETINGS, B.E. 2563 (2020). The meeting control system certified by the Electronic Transactions Development Agency (ETDA) is provided by Quidlab Co., Ltd. The system is also complied with Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020).

Shareholders could read more information of Company's Articles of Association related to Shareholders' Meeting and voting in [Attachment 5](#). The Invitation to the Annual General Meeting of Shareholders No. 48 and its attachments together with Proxy form B. as set out in [Attachment 7](#) are also publicised in the Company website ([www.upoic.co.th](http://www.upoic.co.th)).

Should shareholders need the printed Annual Registration Statement 2023 (FORM 56-1 One report), please fill the details in the Request form for FORM 56-1 One report which is in [Attachment 8](#). In addition, Shareholders may forward questions related to each Agenda or other queries to the Email: [company.secretary@upoic.co.th](mailto:company.secretary@upoic.co.th) or by post to :

Company Secretary

United Palm Oil Industry Public Co., Ltd.

No.64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,  
Khet Bangna, Bangkok 10260

Phone: 075 666 075-8 ext. 501 Fax: 02-361-8988

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Please provide your address and contact information clearly, for the Company to contact back if needed.

Yours sincerely,  
**United Palm Oil Industry Public Co., Ltd.**

(Ms. Anchalee Suebchantasiri)  
Managing Director

**For more information, please contact:**

Ms. Oraya Pinthong  
United Palm Oil Industry Public Company Limited  
Phone : 075 666 075-8 ext. 501 Fax: 02-361-898

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**Minutes of the Annual General Meeting of Shareholders No. 47  
Conducted Through Electronic Means (E-AGM)  
of  
United Palm Oil Industry Public Company Limited**

**Time and Venue**

The Annual General Meeting of Shareholders No. 47 conducted through electronic means (E-AGM) was held on 7 April 2023 at 10.00 hrs. live broadcast from the 6<sup>th</sup> Floor Conference Room, Head Office, no. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260.

**The Board of Directors consisted of 7 directors, 6 directors attending the meeting (85.71%) and 1 director absent with apology as per following details.**

**Directors Present:**

**In person**

- |                                |   |
|--------------------------------|---|
| 1. Ms. Anchalee Suebchantasiri | Vice-Chairman, Managing Director,<br>Member of Risk Committee   |
| 2. Mr. Wasin Patchakapati      | Independent Director, Member of Audit and<br>Corporate Governance Committee,<br>Member of Nomination Committee,<br>Member of Remuneration Committee |
| 3. Ms. Piyathida Sukchan       | Executive Director,<br>Member of Risk Committee   |
| 4. Mr. Ampol Simarojana        | Non-Executive Director,<br>Member of Risk Committee   |

**Video Conference**

- |   |  |
|---|--|
| 5. Assoc.Prof. Naris Chaipasoot,<br>Ph.D. | Chairman of the Board,<br>Independent Director,<br>Chairman of Audit and Corporate<br>Governance Committee,<br>Member of Nomination Committee,<br>Member of Remuneration Committee |
| 6. Mr. Whang Shang Ying                   | Director<br>Member of Nomination Committee<br>Member of Remuneration Committee   |

**Director absent with apology:**

- |                       |   |
|-----------------------|---|
| 7. Mr. Sangiam Santad | Independent Director, Member of Audit and<br>Corporate Governance Committee,<br>Chairman of Nomination Committee,<br>Chairman of Remuneration Committee |
|-----------------------|---|

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## Participants:

### In person

- |                               |                                      |
|-------------------------------|--------------------------------------|
| 1. Ms. Pitchayaporn Boonsindh | Vice President – Account and Finance |
| 2. Mrs. Sutida Boonjareon     | Company Secretary                    |
| 3. Mr. Pairot Anuratpanich    | Legal Consultant                     |

### Video conference

- |                               |   |
|-------------------------------|---|
| 4. Ms. Kunlapee Piyawannasuth | Independent Auditor from EY Office Ltd. |
| 5. Mr. Kobdech Boonchird      | Manager, Assurance from EY Office Ltd.  |

The Company conducted the Annual General Meeting of Shareholders No. 47 through electronic meeting (E-AGM) in accordance with the criteria specified in the laws on electronic meeting. This E-AGM used the electronic control system from Quidlab Co., Ltd., a meeting control system provider certified by the Electronic Transactions Development Agency. The Company recorded video media of the meeting and published it on the Company's website.

## The Chairman called the Meeting to order.

Assoc.Prof. Naris Chaayasoot, Ph.D., Chairman, extended his appreciation to all shareholders for their attendance at the E-AGM No. 47 and assigned Ms. Anchalee Suebchantasiri, the Vice Chairman and Managing Director to conduct the meeting. The Vice Chairman informed the meeting that there were 4 shareholders attending in person (via electronics mean), holding of 13,223 shares and 26 proxies, holding of 229,366,610 shares, total 30 shareholders, holding a total of 229,379,833 shares or 70.79% of the issued and paid-up shares, forming the quorum according to the Articles of Association of the Company. The Vice Chairman then declared the E-AGM No. 47 opened.

**Note:** The total number of voting shareholders in each agenda item might not be the same as the number of attendants at the beginning of the meeting because there were some shareholders leaving the meeting room as well as some additional shareholders joining during the meeting.

Before commencing the Meeting in accordance with the proposed agenda, the Vice Chairman introduced the following persons present.

1. Each director of the Board and member of Sub-Committees
2. The Vice Chairman and Managing Director, Ms. Anchalee Suebchantasiri
3. Company Secretary, Mrs. Sutida Boonjaoren
4. Vice President – Account and Finance, Ms. Pitchayaporn Boonsindh
5. Independent Auditor from EY Office Limited, Ms. Kunlapee Piyawannasuth and Mr. Kobdech Boonchird
6. Legal consultant, Mr. Pairot Anuratpanich

The Vice Chairman gave an explanation to all shareholders about:-

1. Privacy Notice for the E-AGM no. 47
2. electronic voting method

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3. criteria of voting i.e. each shareholder shall have one vote for each share which he or she holds. A shareholder could cast a vote to approve, disapprove or abstain, and the votes were not divisible as partial votes. The cumulative voting would be used for agenda 5 To consider electing directors to the Board in accordance with the Articles of Association of the Company. (Details as per the Article of Association of the Company No. 11)
4. resolution for each normal agenda item would require a majority vote of the shareholders who have attended the meeting and casted votes, except for
  - Agenda No. 6 To consider approving the remuneration for the Company's Directors for the year 2023, which would require a vote of not less than two-thirds of the total votes of shareholders who have attended the meeting and are eligible to vote.
  - Agenda No. 8 To consider approving the amendment of the Company's Article of Association, which would require a vote of not less than three-fourths of the total votes of shareholders who have attended the meeting and are eligible to vote.
5. vote counting and announcement of the vote

In case of a shareholder appointing a proxy to attend and vote on his/her behalf according to his/her vote intention as earlier specified in the proxy form, such vote would be counted and recorded by the Company at the time of electronic registration.

The Vice Chairman further informed the meeting that in compliance with good corporate governance, the Company had given an opportunity to the shareholders to propose agenda items for the Annual General Meeting of Shareholders No. 47 and to nominate candidates as the Company's Directors, through the Company's website from 11 November 2022 until 31 January 2023. However, no such proposal was received from shareholders.

After the above explanation, the Vice Chairman proceeded to consider the proposed items on the agenda as described below.

**Agenda 1. To consider adopting the Minutes of the Annual General Meeting of Shareholders No.46 (conducted Through Electronic Means)**

The Vice Chairman proposed the meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders No.46 conducted through electronic means held on 8 April 2022 as per the copy of minutes delivered to all shareholders and enclosed with the letter of invitation to this Meeting.

The Vice Chairman invited the Meeting to ask questions and express opinions and no question raising, therefore, requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.



**Resolution:** The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to adopt the minutes of the Annual General Meeting of Shareholders No.46 conducted through electronic means, held on April 8, 2022 without any amendment. The details of the votes were announced as follows;

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Adopted	229,379,811	100.00
Rejected	-	-
Abstained	22	-
Total	229,379,833	100.00

**Agenda 2. To acknowledge the Company's operating results and Annual registration 2022 (FORM 56-1 One report)**

The Vice Chairman proposed the meeting to acknowledge the Annual registration Statement 2022 (FORM 56-1 One report), prepared in the form of QR-Code, delivered earlier to every shareholder.

Ms. Pitchayaporn Boonsindh, the Vice President – Account and Finance summarized the major items of 2022 financial statements as per the table. Based on the Statements of Income (Company only), reported that profit after tax and TAS41 adjustment in 2022 was 278 Million Baht (2021: 301 Million Baht). Profit before TAS41 adjustment in 2022 was 328 Million Baht (2021: 174 Million Baht) increased by 154 Million Baht or 89%

Other significant items included:-

- Sales revenue increased compared to the year 2021 from the average price per unit of CPO and CPKO increased 16.4% and 33.0% respectively.
- Other income increased from reversal of provision of land impairment 14.5 MB. In addition, there were business interruption insurance claims for fire accident occurred in 2020 amounting to 12.3 MB and income from by-product sales (sludge oil and carbon credit).
- Administrative expenses increased mainly from legal, advisory, and other service fees.
- Income tax increased compared to 2021 from increased profits. While the profit from 2021 was exempted from corporate income tax promoted by BOI for CPO production.

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The summary of financial statements

Statements of Income (Company only)	2022		2021	
	Baht	%	Baht	%
Sales revenue	2,237,528,936	95.1	2,074,443,675	96.2
Other income	115,045,071	4.9	82,706,661	3.8
Total revenue	2,352,574,007	100.0	2,157,150,336	100.0
Cost of sales	(1,844,478,156)	(78.4)	(1,855,498,874)	(86.0)
Selling and administrative expenses	(92,246,938)	(3.9)	(88,525,350)	(4.1)
Impairment loss of assets	-	-	(15,588,502)	(0.7)
Finance cost	(9,639,151)	(0.4)	(10,772,657)	(0.5)
Income tax	(78,563,973)	(3.3)	(12,404,665)	(0.6)
Profit for the year (exclude TAS 41)	327,645,789	13.9	174,360,288	8.1
Cost of sales (Adj. TAS 41)	(149,125,540)	(6.3)	132,664,597	6.1
Gain arising from change in fair value of biological assets (Adj. TAS 41)	89,278,804	3.8	25,902,143	1.2
Deferred tax (Adj. TAS 41)	10,197,480	0.4	(31,713,348)	(1.5)
Profit for the year after tax and TAS41 adjustment	277,996,533	11.8	301,213,680	14.0

The Vice Chairman invited the Meeting to ask questions and express opinions, but no question was raised.

**Resolution:** The Meeting acknowledged the Company's operating results and Annual registration Statement 2022 (FORM 56-1 One report). There was no voting on this agenda.

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**Agenda 3. To consider approving the Audited Statement of financial position and Statement of comprehensive income for the Year ended December 31, 2022**

The Vice Chairman proposed the meeting to approve the Audited Financial Statements for the year ended December 31, 2022 duly audited by the Auditor as earlier delivered to shareholders and enclosed with FORM 56-1 One report.

Ms. Pitchayaporn Boonsindh, the Vice President – Account and Finance highlighted financial position and comprehensive income as follows:-

- Total assets of the consolidated financial statements closed to the year 2021, while the separate financial statements total assets decreased mainly from trade accounts receivable.
- Total liabilities decreased mainly from repayment of loans from financial institutions for both consolidated and separate financial statements.
- Sales, total revenue and profit of the year of the separate financial statements increased as mentioned in Agenda 2. The consolidated financial statements increased by 10 million Baht mainly due to share profit from the joint venture.

(Unit: Baht)

Item	Consolidated financial statements		Separate financial statements	
	Year 2022	Year 2021	Year 2022	Year 2021
Total Assets	1,765,192,864	1,766,322,844	1,997,626,423	2,057,216,902
Total Liabilities	232,759,367	389,146,608	511,592,798	687,155,860
Revenue from sales	2,237,528,936	2,074,443,675	2,237,528,936	2,074,443,675
Total revenue	2,349,094,277	2,152,766,624	2,352,574,007	2,157,150,336
Profit for the year	317,281,211	306,813,867	277,996,533	301,213,680
Earnings per share (Baht/Share)	0.98	0.95	0.86	0.93

Since, no question was raised, the Vice Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**Resolution:** The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve the Audited Financial Statements for the year ended December 31, 2022. The details of the votes were announced as follows;

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Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Adopted	229,379,811	100.00
Rejected	-	-
Abstained	22	-
Total	229,379,833	100.00

**Agenda 4. To consider approving the payment of dividends for the year 2022, and the appropriation of the net profits to the reserve fund in accordance with the law**

The Vice Chairman proposed the meeting to consider the payment of dividends for the year 2022 and informed the Meeting that the Company had net profit after tax in 2022 in the amount of Baht 277,996,533. According to the Company's dividend policy, the Company shall pay a dividend of approximately 50% of its net profit after tax but depending on the Economics situation and investment requirement. The Board considered and recommended to pay a dividend from the operating result for the year 2022 to the shareholders a total of 324,050,000 shares at the rate of 0.45 Baht per share, equivalent to 145,822,500 Baht totaling or 52.45% of the net profit after tax which is higher than the Company's dividend policy. The record date for the eligible shareholders who have the right to receive the dividend was on March 10, 2023 and the payment date shall be on May 3, 2023.

As for the legal reserve, it already complied with 10% minimum; hence there is no requirement for a further legal reserve.

The Vice Chairman asked the Meeting to consider approving the payment of dividend for the year 2022.

The Vice Chairman invited the Meeting to ask questions and express opinions, but no question was raised, therefore, requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**Resolution:** The meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve a dividend payment to a total of 324,050,000 shares at the rate of 0.45 Baht per share, equivalent to 145,822,500 Baht. The record date for the eligible shareholders who are entitled to the dividend was on March 10, 2023. The payment date shall be May 3, 2023. The details of the votes were announced as follows;





Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

**Agenda 5. To consider electing directors to the Board in accordance with the Articles of Association of the Company**

The Vice Chairman informed the meeting that the term of all members of the Board of Directors ended annually according to the Company's Articles of Association. A new Board of Directors was to be elected.

The Company had announced through the SET that, in following good corporate governance practice, and to ensure the shareholders' rights to equitable treatment, during 11 November 2022 to 31 January 2023 the Company offered an opportunity to the shareholders to propose matter to be included as an agenda, as well as propose qualified candidate to be nominated as the Company's director ahead of the Annual General Meeting of Shareholders No.47, according to such criteria and guidelines set out by the Company and published on the Company's website. There was no shareholder making any proposal.

The Board of Directors, after thorough consideration, adopted the recommendation of the Nomination Committee, and proposed shareholders to elect the 7 directors namely 1. Assoc. Prof. Naris Chaiyasoot, Ph.D 2. Ms. Anchalee Suebchantasiri 3. Mr. Wasin Patchakapati 4. Mr. Anusorn Buranakanonda 5. Mr. Whang Shang Ying 6. Ms. Piyathida Sukchan 7. Mr. Ampol Simarojana to be the Company's directors which Mr. Anusorn Buranakanonda was a new director. Each of them had the proper qualification required by the Public Limited Company Act B.E. 2535 and proper attributes such as education and experience, expertise in various professions as well as past performance as directors of the Company. The information of each proposed director was enclosed with the AGM Invitation.

The Vice Chairman invited the Meeting to ask questions and express opinions, but no question was raised.

The Vice Chairman explained in detail how to do the Cumulative Voting including raising an example and requested the Meeting to cast votes via electronic platform according to the electronic voting method specified for this agenda.

**Resolution:** The Meeting resolved, electing directors to the Board in accordance with the Company's Articles of Association by the majority vote of the Shareholders who attended the Meeting and casted votes by using the cumulative voting, to approve the election of Assoc. Prof. Naris Chaiyasoot, Ph.D., Ms. Anchalee Suebchantasiri, Mr. Wasin Patchakapati, Mr. Anusorn Buranakanonda, Mr.



**Whang Shang Ying, Ms. Piyathida Sukchan Mr. Ampol Simarojana to be the Company's new Directors. The votes were as follows;**

**1. Assoc. Prof. Naris Chaiyasoot, Ph.D., Independent Director**

<b>Votes</b>	<b>Number of Votes</b>	<b>Percentage of voting rights exercised by the attending shareholders</b>
<b>Approved</b>	<b>229,379,811</b>	<b>100.00</b>
<b>Disapproved</b>	<b>22</b>	<b>-</b>
<b>Abstained</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>229,379,833</b>	<b>100.00</b>

**2. Ms. Anchalee Suebchantasiri, Executive Director**

<b>Votes</b>	<b>Number of Votes</b>	<b>Percentage of voting rights exercised by the attending shareholders</b>
<b>Approved</b>	<b>229,379,811</b>	<b>100.00</b>
<b>Disapproved</b>	<b>22</b>	<b>-</b>
<b>Abstained</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>229,379,833</b>	<b>100.00</b>

**3. Mr. Wasin Patchakapati, Independent Director**

<b>Votes</b>	<b>Number of Votes</b>	<b>Percentage of voting rights exercised by the attending shareholders</b>
<b>Approved</b>	<b>229,379,811</b>	<b>100.00</b>
<b>Disapproved</b>	<b>22</b>	<b>-</b>
<b>Abstained</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>229,379,833</b>	<b>100.00</b>

**4. Mr. Anusorn Buranakanonda, Independent Director**

<b>Votes</b>	<b>Number of Votes</b>	<b>Percentage of voting rights exercised by the attending shareholders</b>
<b>Approved</b>	<b>229,379,811</b>	<b>100.00</b>
<b>Disapproved</b>	<b>22</b>	<b>-</b>
<b>Abstained</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>229,379,833</b>	<b>100.00</b>

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5. Mr. Whang Shang Ying, Director

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

6. Ms. Piyathida Sukchan, Executive Director

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

7. Mr. Ampol Simarojana, Non-Executive Director

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

**Agenda 6. To consider approving the remuneration for the Company's Directors for the year 2023**

The Vice Chairman proposed the meeting to consider the remuneration for the Company's Directors for the year 2023 and informed the meeting that the Remuneration Committee had thoroughly and carefully considered all proper factors and referring to the listed companies in the same industry as well as the growth of business and the operations of the Company, and proposed that the remuneration of the Directors for 2023 will be remained the same as the previous year, as follows;

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(Baht/Person/Year)	<u>Year 2023</u>	<u>Year 2022</u>	<u>Change</u>
• Chairman of the Board	884,400	884,400	-0-
• Independent Directors	607,200	607,200	-0-
• Director / Executive Director	567,600	567,600	-0-
• Non Executive Director	567,600	567,600	-0-
• Audit and Corporate Governance Committee	633,600	633,600	-0-
• Nomination Committee	None	None	-0-
• Remuneration Committee	None	None	-0-
• Risk Committee	None	None	-0-

The above fee is fixed to be paid monthly.

Apart from the above fee, no other remuneration will be paid to the Directors except air ticket, food and accommodation for the foreign directors who come to attend the Board of Directors' meeting, and director liability insurance for all directors. The directors who are concurrently directors of the subsidiary companies will not be paid any additional remuneration.

Since no question was raised, the Vice Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**Resolution:** The Meeting resolved, with the vote of not less than two-thirds of total number of votes of the Shareholders who attended the Meeting and being eligible to vote, to approve the remuneration payments for 2023 to the Company's directors as proposed. The details of the votes were announced as follows;

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

**Agenda 7. To consider appointing an independent auditor and to fix the remuneration for the year 2023**

The Vice Chairman proposed the meeting to consider appointing and independent auditor and to fix the remuneration for the year 2023 and informed the meeting that it is for complying with the Public Limited Companies Act B.E. 2535 which provided that the Annual General Meeting of Shareholders appoint an independent auditor and determined auditor's remuneration every year.

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

CORPORATE HEADQUARTERS  
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In addition, the announcement of the Capital Market Supervisory Board No. Tor Jor 75/2561 stipulates that “the auditor of listed companies who has performed his or her duty in reviewing, auditing and giving opinion on the financial statements of the company for 7 consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after terminating the office of such auditor not less than 5 consecutive fiscal years”.

With the recommendation of the Audit and Corporate Governance Committee, the Board had considered and proposed to the Meeting to consider appointing the following auditors from EY Office Limited to be the Company’s auditors for the year 2023 where any one of the persons listed below is authorized to conduct an audit and express professional opinions on the financial statements of the Company, namely,

1. Ms. Kunlapee Piyawannasuth, Certified Public Account No. 6137, who has conducted an audit for the Company for 1 year in 2022, and/or
2. Ms. Siriwan Nitdamrong, Certified Public Account No. 5906 (has never signed the Company’s financial statements before), and/or
3. Ms. Patcharawan Koonarangsri, Certified Public Account No. 6650 (has never signed the Company’s financial statements before), and/or
4. Ms. Sarinda Hirunprasurtwutti Certified Public Account No. 4799 (who has never signed the Company financial statement before).

The Audit and Corporate Governance Committee had considered the 4 auditors as for their performance, independence of auditing, amount of audit fee and recommended to the Board for the appointment of (1) Ms. Kulapee Piyawannasuth, and/or (2) Ms. Siriwan Nitdamrong, and/or (3) Ms. Patcharawan Koonarangsri, and/or (4) Ms. Sarinda Hirunprasurtwutti of EY Office Limited as auditors of the Company for 2023 and propose to approve the audit fee for 2023 amount at Baht 1,080,000 exclusive of out-of-pocket expenses, same as 2022. The audit fee is considered from the Company’s performance each year, commensurate with the Companies in the same business, change of rules and regulations of the SET, the SEC, and the Accounting Standards.

Apart from being the Company’s auditors for 2023, the said auditor will be the auditor for a subsidiary company, Phansrivivat Co., Ltd., and 2 related affiliated companies, (1) Phansri Company Ltd., and (2) Prachakvivat Company Ltd., and one Joint venture, Siam Elite Palm Co., Ltd. The audit fee for the 4 companies for 2023 will be Baht 455,000.

In addition, the Company assigns the same independent auditors to conduct an audit for the Company’s operating result and machinery granted BOI privilege for the exemption from corporate income tax on the profits from the promoted activities for the accounting year 2023. The additional remuneration for this assignment shall be Baht 100,000 per BOI certificate.

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In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

The proposed independent auditors do not have any relation and/or interest within the Company / Subsidiaries / Executives / major shareholders / the related persons of the mentioned parties. Therefore, they are independent in audit and express opinion on the Company's financial statements. However, the proposed auditors and the auditors of subsidiaries, the related company and joint venture of subsidiary are from the same office.

The Vice Chairman, invited the Meeting to ask questions and express opinions, but no question was raised, therefore, requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**Resolution:** The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve the appointment of auditor and auditor's remuneration for the year 2023 as proposed by the Board. The details of the votes were announced as follows;

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

**Agenda 8. To consider approving the amendment of the Company's Articles of Association**

The Vice Chairman proposed the meeting to consider approving the amendment of the Company's Articles of Association and informed the meeting that according to the Public Limited Companies Act (No. 4), B.E. 2565 (2022) ("PLCA No. 4") which was published in the Government Gazette on 23 May 2022 and became effective on 24 May 2022, it determined to allow certain undertakings in public limited companies to be conducted by electronic methods to correspond to the development of digital technology. In order to comply with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) and the development of technology of digital technology which will facilitate the company and its shareholders.

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association, namely Article 20, 22, 23, 24, 25 and 31 as follows.

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## **Article 20**

### From

Article 20. In convening a meeting of board of directors, the chairman or the person assigned by him shall send out a notice of meeting to the directors not less than seven days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or interests of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.

If two directors or more request a meeting of board of directors, the chairman shall appoint a date for the meeting within fourteen days from the date of receipt of such request.

The company may send out a notice for the Board of Directors' meeting including its related documents by an electronic mail.

The company may convene a meeting of the board of directors via electronic media according to the conditions, procedures and methods prescribed by law.

### To

Article 20. The Chairman of the Board shall call the meeting of the Board of Directors. If it is reasonable or for the protection of the Company's benefit, at least two Directors may jointly request that the Chairman summons a Board of Directors' meeting and they shall also propose the meeting agenda and reasons to the Chairman. In this case, the Chairman shall summon and fix the date of the Board of Directors' meeting within 14 days from the date of the request.

In the case where the Chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting Directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within 14 days from the end of such 14-day period mentioned in the above paragraph.

In convening a meeting of board of directors, the chairman or the person assigned by him shall send out a notice of meeting to the directors not less than three days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or interests of the company, the notice of meeting may be served by electronic means or other means and an earlier date may be fixed for the meeting.

The company may send out a notice for the Board of Directors' meeting including its related documents by an electronic mail.

The company may convene a meeting of the board of directors via electronic media according to the conditions, procedures and methods prescribed by law. The headquarters of the Company shall be deemed to be the venue of such meetings.

In the absence of a Chairman of the Board of Directors, the Vice-Chairman shall summon the meeting of the Board of Directors. In the case of the absence of a Vice-Chairman, a Board of Directors' meeting may jointly be summoned by at least two directors.

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## **Article 22**

### From

Article 22. The board of directors shall meet at least 3 months/time at any place as the chairman of the board of director deems expedient.

### To

Article 22. The board of directors shall meet at least once every three months at any place as the chairman of the board of director deems expedient. In the case where a meeting is convened via electronic media, the headquarters of the Company shall be deemed to be the venue of such meetings.

## **Article 23**

### From

Article 23. The Board of Directors shall convene the Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.

Other meetings of shareholders in addition to the above shall be called as Extraordinary Meeting of Shareholders. The Board of Directors may convene an extraordinary meeting at any time it deems as appropriate.

One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in writing to request to the Board of Directors to call for an extraordinary meeting of shareholders at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within the period specified in the third paragraph, the shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting forty-five days from the date of the expiration of the period under the third paragraph. Such case is considered as Shareholders' Meeting which is called by the Board of Directors. The Company shall be responsible for facilitating convenience and any expenditure incurred during the meeting as it deems as appropriate.

In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 25 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.

### To

Article 23. The Board of Directors shall convene the Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.

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Other meetings of shareholders in addition to the above shall be called as Extraordinary Meeting of Shareholders. The Board of Directors may convene an extraordinary meeting at any time it deems as appropriate.

One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in writing to request to the Board of Directors to call for an extraordinary meeting of shareholders at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within the period specified in the third paragraph, the shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting forty-five days from the date of the expiration of the period under the third paragraph. Such case is considered as Shareholders' Meeting which is called by the Board of Directors. The Company shall be responsible for facilitating convenience and any expenditure incurred during the meeting as it deems as appropriate.

In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 25 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.

In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent via electronic means according to the conditions, procedures and methods prescribed by law.

## **Article 24**

### From

Article 24. In convening a meeting of shareholders, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information; approval, or consideration, as the case may be, including opinion of the board of directors on said matters, and send the same to the shareholders not less than seven days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for a period of three days and not less than three days before the date of the meeting.

The place where the meeting is to be held pursuant to paragraph one shall be in the locality in which the head office of the company is situated or in any other locality as the board of directors deem expedient.

### To

Article 24. In convening a meeting of shareholders whether it is in person or via electronic means, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information; approval, or consideration, as the case may be, including opinion of the board of directors on said matters, and send the same to the shareholders not less than seven days before the date

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of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for a period of three days and not less than three days before the date of the meeting.

The Company may send a summoning notice of the meeting and its related documents to shareholders by electronic means. In addition, publication of a notice of the meeting may be instead made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.

The place where the meeting is to be held pursuant to paragraph one shall be in the locality in which the head office of the company is situated or in any other locality as the board of directors deem expedient, or the shareholders' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law. The headquarters of the Company shall be deemed to be the venue of such meetings.

## **Article 25**

### From

Article 25. In a shareholders meeting here must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum.

In the event at any meeting of shareholders, upon lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

### To

Article 25. In a shareholders meeting here must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum.

The shareholders may appoint another person as their proxy via electronic means according to the conditions, procedures and methods prescribed by law.

In the event at any meeting of shareholders, upon lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

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## Article 31

### From

Article 31. No dividend shall be paid out of funds other than profit. In the event the company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share.

The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.

Payment of dividend shall be made within one month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice thereof shall be sent to the shareholders and also announced in a newspaper.

### To

Article 31. No dividend shall be paid out of funds other than profit. In the event the company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share.

The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.

Payment of dividend shall be made within one month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice thereof shall be sent to the shareholders and also announced in a newspaper.

The written notices to the shareholders and publication of the notice of the dividend payment may be made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.

Since no question was raised, the Vice Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**Resolution: The Meeting resolved, with the vote of not less than thirds-fourth of total number of votes of the Shareholders who attended the Meeting and being eligible to vote, to approve the amendment of the Company's Articles of Association, namely Article 20, 22, 23, 24, 25 and 31 as proposed. The details of the votes were announced as follows;**

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Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	229,379,811	100.00
Disapproved	22	-
Abstained	-	-
Total	229,379,833	100.00

The meeting was adjourned at 11:00 a.m.

Assoc.Prof. Naris Chaiyasoot, Ph.D.  
Chairman of the meeting

Ms. Pitchayaporn Boonsindh  
Minutes Recorder



Certify to be true and correct  
Minutes of the meeting

Director  
(Ms. Anchalee Suebchantasiri)

Director  
(Ms. Piyathida Sukchan)

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(Attachment 2)

### Annual Registration Statement 2023 (FORM 56-1 One report) (QR Code)

Please click <http://www.upoic.co.th/annual.php?lang=en> to access the FORM 56-1 One Report. Or Shareholders are able to download information via QR Code by following steps.



#### For iOS system

1. Turn on the mobile camera
2. Turn the mobile camera to the QR Code to scan it
3. The Notification will appear on top of the screen then touch on the notification to access documents.

Remark If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER etc.

#### For Android system

1. Open application such as QR CODE READER etc.
2. Scan the QR code to access document.

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(Attachment 3)

### Information of the Nominated Directors to be elected

(1) **Assoc. Prof Naris Chaiyasoot, Ph.D.**

Independent Director, Chairman of the Board, Chairman of Audit and Corporate Governance Committee, Member of Remuneration Committee and Member of Nomination Committee

Age 69 years

Nationality Thai

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

Shareholdings (Ordinary Shares)

- Held personally None

- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 4 companies

- Director 1 company

Number of years as a director 3 years (date of appointment: 23 April 2021)

Family relation with management None

Education Ph.D., Economics, University of Hawaii  
Master's Degree, Economics (English Program),  
Thammasat University  
Bachelor's Degree, Economics (Second-honors),  
Thammasat University

Director Training Programme Certificate of Completion RCP 45/2019, AACP 29/2018, CDC  
3/2008, DCP 82/2006, DAP 32/2005 and FND 19/2005,  
from Thai Institute of Directors (IOD)

Position in other listed companies

- ☒ Chairman and Independent Director, AP (Thailand) Public Company Limited
- ☒ Chairman, Independent Director and Member of Audit Committee, Banpu Power Public Company Limited
- ☒ Independent Director, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee Member, GMM Grammy Public Company Limited
- ☒ Chairman and Independent Director, Function International Public Company Limited
- ☐ Independent Director and Chairman of Audit Committee, Fortune Parts Industry Public Company Limited
- ☐ Director, Thai Oil Public Company Limited
- ☐ Acting Chairman and Director, PTT Public Company Limited

Position in companies with relating business (specify only non-executive director)

- might have a conflict of interest with the Company None

- others None

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#### Other Experience

- Chairman, Travelex (Thailand) Company Limited
- Chairman, RX Company Limited
- Chairman, R.X. Manufacturing Co., Ltd.
- Executive Chairman, Thammasat Leadership Program Institute
- Executive Director, Fiscal Policy Research Institute Foundation
- Director, Thammasatchalermprakeit Hospital Foundation
- Vice President, American University Alumni Association under the Royal Patronage (AUAA)
- Director, Thammasat Department of Anandamahidol Foundation
- ☐ Director General, Treasury Department, Ministry of Finance
- ☐ Chairman, Government Housing Bank
- ☐ Chairman, Export-Import Bank of Thailand
- ☐ Board member, Government Savings Bank
- ☐ Board member, Neighboring Countries Economic Development Cooperation Agency (Public Organisation)
- ☐ Chairman, Deposit Protection Agency of Thailand
- ☐ Chairman, SME Bank
- ☐ Chairman, Small Industry Credit Guarantee Corporation
- ☐ Chairman, Thai Asset Management Corporation
- ☐ Chairman, Secondary Mortgage Corporation
- ☐ Board member, Thai Capital market Agency
- ☐ Board member, Financial Institution Policy Committee
- ☐ Board member, Government pension Fund
- ☐ Chairman, Dhanarak Asset Development Co., Ltd.

#### Meeting Attendance in 2023

- Attended the Board Meeting 7 times out of 7 times
- Attended the AC Meeting 9 times out of 9 times
- Attended the RC Meeting 3 times out of 3 times
- Attended the NC Meeting 3 times out of 3 times

**Note :** ■ *present*    ☐ *past*

#### (2) **Ms. Anchalee Suebchantasiri**

Vice-Chairman of the Board of Directors, Managing Director, Chairman of Risk Management Committee, Member of Sustainability Committee and Authorized Director

Age 65 years

Nationality Thai

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

#### Shareholdings (Ordinary Shares)

- Held personally None
- Held by spouse or minor children None

The number of directorships in listed companies

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- Chairman 0 company  
- Director 1 companies  
Number of years as a director 21 years (date of appointment : 18 June 2003)  
Family relation with management None  
Education Bachelor's degree in Accountancy,  
Thammasat University  
Director Training Programme Certificate of Completion DCP 36/2003 and  
CSP 26/2008 from Thai Institute of Directors (IOD)  
Other Experience  
■ Director, Lam Soon Holding Co., Ltd.  
■ Director, Bangkok Edible Oil Co., Ltd.  
■ Director, Phansrivivat Co., Ltd.  
■ Director, Phansri Co., Ltd.  
■ Director, Prachak Vivat Co., Ltd.  
■ Chairman of Board of Directors, Siam Elite Palm Co., Ltd.  
Position in other listed companies  
☐ Managing Director, Lam Soon (Thailand) Plc.  
Meeting Attendance in 2023  
- Attended the Board Meeting 7 times out of 7 times  
- Attended the RMC Meeting 3 times out of 3 times  
- Attended the SC Meeting 1 time out of 1 time

Note : ■ present ☐ past

(3) **Mr. Anusorn Buranakanonda**

Independent Director

Age 66 years

Nationality Thai

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

Shareholdings (Ordinary Shares)

- Held personally None  
- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 0 company  
- Director 1 company

Number of years as a director 1 year (date of appointment: 7 April 2023)

Family relation with management None

Education International Development Planning  
Cornell University (Fulbright scholarship)

Political Science, Thammasat University

The Capital Market Academy (CMA) Class 13

Director Training Programme -None-

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Position in other listed companies -None-  
Position in companies with relating business (specify only non-executive director)  
- might have a conflict of interest with the Company None  
- others None

Other Experience

- ☐ CEO, CIMB-Principal Asset Management
- ☐ Executive Director, United Palm Oil Industry Plc.
- ☐ Private Equity Fund Manager, Aureos Capital and Commonwealth Development Corporation (CDC), (UK)
- ☐ Senior Executive Vice President, Ayudhya Investment and Trust (AITCO)
- ☐ Vice President, Citicorp Finance (Thailand)
- ☐ Repatriation Officer, the United Nations High Commissioner for Refugees (UNHCR)

Meeting Attendance in 2023

- Attended the Board Meeting 4 times out of 9 times (Right to Attend Meeting: 5 times)
- Attended the AC Meeting 5 times out of 9 times (Right to Attend Meeting: 5 times)
- Attended the RC Meeting 2 times out of 3 times (Right to Attend Meeting: 2 times)
- Attended the NC Meeting 2 times out of 3 times (Right to Attend Meeting: 2 times)

Note : ■ present □ past

(4) **Mr. Wasin Patchakapati**

Independent Director, Member of Audit and Corporate Governance Committee, Member of Remuneration Committee, Member of Nomination Committee and Chairman of Sustainability Committee

Age 70 years  
Nationality Thai  
Address 70/370 Chollada-Raminthra,  
Soi Kanchanaphisek 7, Raminthra Road,  
Khan Na Yao, Bangkok 10230

Shareholdings (Ordinary Shares)

- Held personally None
- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 0 company
- Director 1 company

Number of years as a director 8 years (date of appointment: 26 April 2016)  
Family relation with management None  
Education Bachelor's Degree in Engineering,

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United Palm Oil Industry Public Company Limited

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Chulalongkorn University

Director Training Programme None  
Position in other listed companies None  
Position in companies with relating business (specify only non-executive director)  
- might have a conflict of interest with the Company None  
- others None  
Other Experience  
☐ Director, Phansrivivat Co., Ltd.  
☐ Director, Phansri Co., Ltd.  
☐ Director, Prachak Vivat Co., Ltd.

Meeting Attendance in 2023

- Attended the Board Meeting 7 times out of 7 times
- Attended the AC Meeting 9 times out of 9 times
- Attended the RC Meeting 3 times out of 3 times
- Attended the NC Meeting 3 times out of 3 times
- Attended the SC Meeting 1 times out of 1 times

**Note :** ■ *present* □ *past*

**(5) Mr. Whang Shang Ying**

Director, Member of Remuneration Committee, Member of Nomination Committee and Authorized Director

Age 63 years  
Nationality Singaporean  
Address 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,  
Khet Bangna, Bangkok 10260

Shareholdings (Ordinary Shares)

- Held personally None
- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 0 company
- Director 2 companies

Number of years as a director 25 years (date of appointment : 26 April 1999)

Family relation with management None

Education Bachelor of Arts (Hons.) in Law,  
Oxford University, United Kingdom

Director Training Programme None

Position in other listed companies  
■ Executive Director, Lam Soon (Thailand) Plc.

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- ☐ Director, Jurong Cement Limited, a public listed company in Singapore

Other Experience

- Chairman and Executive Director, Universal Food Plc.
- Director, Lam Soon Holding Co., Ltd.
- Director, Bangkok Edible Oil Co., Ltd.
- Executive Chairman, Lam Soon (M) Berhad
- Executive Chairman, Lam Soon Singapore Pte Ltd.
- Member of ECR Singapore Board
- Director, National Gallery Singapore
- ☐ Member of the Board of Governors, Singapore Polytechnic
- ☐ Member of the Advisory Board, Asian Civilisations Museum, Singapore

Meeting Attendance in 2023

- Attended the Board Meeting 7 times out of 7 times
- Attended the RC Meeting 3 times out of 3 times
- Attended the NC Meeting 3 times out of 3 times

Note :    ■ *present*    ☐ *past*

(6) **Ms. Piyathida Sukchan**

Executive Director, Member of Risk Management Committee and Authorized Director

Age	55 years
Nationality	Thai
Address	64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260
Shareholdings (Ordinary Shares)	
- Held personally	None
- Held by spouse or minor children	None
The number of directorships in listed companies	
- Chairman	0 company
- Director	2 companies
Number of years as a director	21 years (date of appointment : 18 June 2003)
Family relation with management	None
Education	M.A. in Development Economics, National Institute Development Administration; B.A. in Economics (Finance), Thammasat University
Director Training Programme	Certificate of Completion DCP 36/2003 from Thai Institute of Directors (IOD) Certificate of Thai Intelligent Investors 1/2012 (TIIP1) from Thai Investor Association and Stock Exchange of Thailand Company Secretary Program (CSP) 114/2020

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from Thai Institute of Directors (IOD)

Position in other listed companies

- Executive Director and Company Secretary, Lam Soon (Thailand) Plc.

Other Experience

- Director, Lam Soon Holding Co., Ltd.
- Director, Bangkok Edible Oil Co., Ltd.
- Director, Phansrivivat Co., Ltd.
- Director, Phansri Co., Ltd.
- Director, Prachak Vivat Co., Ltd.
- Director, Siam Elite Palm Co., Ltd.
- Assistant Vice President for Securities Analysis Dept, Cathay Capital Co., Ltd.

Meeting Attendance in 2023

- Attended the Board Meeting 7 times out of 7 times
- Attended the RMC 3 times out of 3 times

**Note :** ■ *present* □ *past*

**(7) Mr. Ampol Simarojana**

Non-Executive Director and Member of Risk Management Committee

Age 67 years

Nationality Thai

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

Shareholdings (Ordinary Shares)

- Held personally None
- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 0 company
- Director 2 companies

Number of years as a director 6 years (date of appointment : 20 June 2018)

Family relation with management None

Education Bachelor of Science (Chemical Engineering),  
Chulalongkorn University

Director Training Programme Certificate of Completion DCP 37/2003 from  
Thai Institute of Directors (IOD)

Position in other listed companies

- Non-Executive Director and Operations Consultant, Lam Soon (Thailand) Plc.
- Executive Director, Lam Soon (Thailand) Plc.
- Executive Director, United Palm Oil Industry Plc.

Position in companies with relating business (specify only non-executive director)

- might have a conflict of interest with the Company None
- others

- Non-Executive Director and Operations Consultant, Lam Soon (Thailand) Plc.

Other Experience

- Director, Siam Elite Palm Co., Ltd.
- Director, Lam Soon Holding Co., Ltd.

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- ☐ Manager of Melting Division, Siam Asahi-Technoglass Co., Ltd.  
Meeting Attendance in 2023  
- Attended the Board Meeting 7 times out of 7 times  
- Attended the RMC 3 times out of 3 times

Note : ☒ present ☐ past

(8) **Mr. Sanya Prasertsak**

Executive Director

Age 49 years

Nationality Thai

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

Shareholdings (Ordinary Shares)

- Held personally None  
- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 0 company  
- Director 0 companies

Number of years as a director 0 years

Family relation with management None

Education Bachelor of Engineering (Food engineering),  
Kasetsart University  
Master of Business Administration (Finance and Banking)  
Mahanakorn University of Technology

Director Training Programme None

Position in other listed companies None

Note : ☒ present ☐ past

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(Attachment 4)

**Information of Independent Directors who may be appointed as the shareholders' proxy**

Name	Age (years)	Positions	Address	Conflict of Interests in the Proposed Agenda
1. Assoc. Prof. Naris Chaiyasoot, Ph.D.	69	Chairman of the Board Independent Director Chairman of Audit and Corporate Governance Committee Member of Remuneration Committee and Member of Nomination Committee	64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260	No any special conflicts of interest for Agenda 1-7.  Have normal conflicts of interest in Agenda 5 (To consider electing directors to the Board in accordance with the Articles of Association of the Company) and Agenda 6 (To consider approving the remunerations for the Company’s Directors for the year 2023)
2. Mr. Wasin Patchakapati	70	Independent Director Member of Audit and Corporate Governance Committee Member of Remuneration Committee Member of Nomination Committee and Chairman of Sustainability Committee		
3. Mr. Anusorn Buranakanonda	66	Independent Director Member of Audit and Corporate Governance Committee Chairman of Remuneration Committee and Chairman of Nomination Committee		

**Remark:**

Profiles of the Independent Directors are shown in the “Attachment 1: Detail of Directors, Executives, and Company Secretary” of the FORM 56-1 One Report, page 141-145.

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(Attachment 5)

**Company's Articles of Association related to Shareholders' Meeting and voting**

- Article 10. The company shall have a board of directors comprising at least 5 directors of which not less than one half must have domiciles in Thailand.  
Directors are entitled to remuneration as approved by the shareholders meeting.
- Article 11. The Shareholders' Meeting shall elect directors in accordance with rules and procedures as follows:
- (1) One shareholder has votes in a number equal to the number of shares he holds multiplied by the number of directors to be elected at that meeting.
  - (2) Each shareholder may use all his votes pursuant to (1) to elect one or more than one director. In case of voting for more than one director, he may distribute his votes as he pleases.
  - (3) Person who received highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the persons involved shall draw lots for selection.
- Article 12. In every Annual General Meeting of Shareholders a new Board of Directors shall be elected, but the former Board of Directors shall remain in office to operate business of the Company as long as necessary until the new Board of Directors assume office. Directors vacating office under this Article may be re-elected.
- Article 15. In the event of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person possessed of qualifications and not possessed of disqualifications according to the law as replacement director in the next meeting of Board of Directors, unless the remaining term of office of the director is less than two months. The resolution of the Board of Directors pursuant to paragraph one must be supported by votes not less than three-fourths of number of the remaining directors. The replacement director pursuant to paragraph one may hold office only for the remainder of term of office of the director whom he replaces.
- Article 16. The meeting of shareholders may pass a resolution to remove any director prior to the expiration of his term of office with votes not less than three-fourths of number of shareholders present and qualified to vote, and representing an aggregate number of shares not less than one half of number of shares held by shareholders present and qualified to vote.

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Article 20. In convening a meeting of board of directors, the chairman or the person assigned by him shall send out a notice of meeting to the directors not less than seven days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or interests of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.

If two directors or more request a meeting of board of directors, the chairman shall appoint a date for the meeting within fourteen days from the date of receipt of such request.

The company may send out a notice for the Board of Directors' meeting including its related documents by an electronic mail.

The company may convene a meeting of board of directors via electronic media according to the conditions, procedures and methods prescribed by law.

Article 23. The Board of Directors shall convene the Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.

Other meetings of shareholders in addition to the above shall be called as Extraordinary Meeting of Shareholders. The Board of Directors may convene an extraordinary meeting at any time it deems as appropriate.

One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in writing to request to the Board of Directors to call for an extraordinary meeting of shareholders at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within the period specified in the third paragraph, the shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting forty-five days from the date of the expiration of the period under the third paragraph. Such case is considered as Shareholders' Meeting which is called by the Board of Directors. The Company shall be responsible for facilitating convenience and any expenditure incurred during the meeting as it deems as appropriate.

In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 25 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.

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Article 24. In convening a meeting of shareholders, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information; approval, or consideration, as the case may be, including opinion of the board of directors on said matters, and send the same to the shareholders not less than seven days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for a period of three days and not less than three days before the date of the meeting.

The place where the meeting is to be held pursuant to paragraph one shall be in the locality in which the head office of the company is situated or in any other locality as the board of directors deem expedient.

Article 25. In a Shareholders' Meeting here must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum. In the event at any meeting of shareholders, upon lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Article 26. A resolution of the meeting of shareholders shall be supported by votes as follows:

- (1) In a normal case, by the majority of votes of the shareholders present and voting; in the event of a tie, the meeting chairman shall give the casting vote.
- (2) In case as follows, by votes not less than three-fourths of the total votes of the shareholders present and qualified to vote:
  - (a) a sale or transfer of business of the Company, in whole or in essential part, to other person;
  - (b) a purchase or acceptance of transfer of business of other company or private company to be the Company's own;
  - (c) entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company, or amalgamation business with other persons with the objective to share profit and loss.

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- Article 29. The board of directors shall arrange for the preparation of the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve. The board of directors shall have such balance sheet and profit and loss account must be audited by the auditors before presenting to the meeting of shareholders.
- Article 30. The board of directors shall send documents as follows to the shareholders together with the notice of annual ordinary meeting;
- (1) a copy of the balance sheet and profit and loss account duly examined by the auditor together with statements of the auditor;
  - (2) annual report of the board of directors
- Article 31. No dividend shall be paid out of funds other than profit. In the event the company still sustains an accumulated loss, no dividend shall be paid.
- Dividend shall be distributed according to number of shares in equal amount for each share.
- The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.
- Payment of dividend shall be made within one month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice thereof shall be sent to the shareholders and also announced in a newspaper.
- Article 32. The Company shall allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

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(Attachment 6)

**Guidelines for attending the Annual General Meeting of Shareholders  
(Conducted Through Electronic Means) (E-AGM), and appointing proxy**

**1. In case the shareholders attending the E-AGM by themselves**

1.1. Please fill the registration form for the AGM (Conducted Through Electronic Means) (E-AGM) (**Attachment 9**). **Kindly fill Email and your cell phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM** as follows:

- **In the event that the shareholder is an ordinary person** - a valid certified true copy of ID card, passport/ other official documents issued by government authority.
- **In the event that the shareholder is a juristic person** – please attach an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy”.

Please submit the registration form for the AGM (Conducted Through Electronic Means) (E-AGM) and such identification document to the Company within **April 23, 2024** via the following channels:

- **Email:** company.secretary@upoic.co.th or
- **Post:** United Palm Oil Industry Public Company Limited, Company Secretary Office,  
64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260
- **Register and submit documents online via Document Registration System (URL or QR Code in Attachment 9)**

1.2. When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send username and password, together with Weblink for attending the E-AGM. Kindly refrain from giving your username and password provided for shareholder to other person. **In the case your username and password are lost or you have not received it within April 23, 2024, please immediately contact the Company.**

1.3. The Company will send details such as username and password to you and also send a manual for using the E-AGM system at the same time. Please read the manual thoroughly from the Email that the Company sends to you. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 10.00 a.m.

1.4. For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

1.5. If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM. The Company will specify a contact channel to Quidlab Company Limited in the Email that the Company sends username and password to you.

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## 2. In case the shareholders appointing proxy to attend the E-AGM

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company's independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

- Assoc. Prof. Naris Chaiyasoot, Ph.D.
- Mr. Wasin Patchakapati
- Mr. Anusorn Buranakanonda

Information of Independent Directors are shown in Attachment 4. All independent directors have no special interest in every agenda. Please fill statement and sign in the proxy form, as appeared in Attachment 7 and send the proxy form together with supporting documents for the appointment of proxy (as specified below) to the Company within **April 23, 2024** via the following channels:

- **Email:** company.secretary@upoic.co.th **or**
- **Post:** United Palm Oil Industry Public Company Limited, Company Secretary Office,  
64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260
- **Register and submit documents online via Document Registration System**  
(URL or QR Code in Attachment 9)

### Supporting documents for the appointment of proxy

#### Shareholder appoints a proxy

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy;
- 2) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 3) A copy of valid ID card or passport certified true copy by the proxy.

#### Juristic person

- 1) A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy granter and signed by the proxy;
- 2) A certified true copy of the Affidavit or Certificate of Incorporation which is issued in the period of not exceeding 1 year prior the proxy grantor's shareholder meeting;
- 3) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 4) A copy of valid ID card or passport certified true copy by the proxy.

#### For the person who is not Thai citizen or is a foreign juristic person

If the documents or evidence as per above is not in Thai or in English version, the shareholder must show translation of those documents in English which is certified true translation by the shareholder or such juristic person's authorized person (in the case of juristic person).

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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](http://www.upoic.co.th)

### 3. In case the shareholders wish to submit comments or questions

Channels for shareholders to submit comment or questions related to any relevant agenda to be considered in this E-AGM are as follows:

3.1 During the meeting, the shareholder attending the meeting can submit comments or questions during E-AGM system.

3.2 The shareholder can submit comments or questions in advance to the Company prior to the meeting date via following channels:

- **Email:** [company.secretary@upoic.co.th](mailto:company.secretary@upoic.co.th) **or**
- **Post:** United Palm Oil Industry Public Company Limited, Company Secretary Office,  
64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260

#### ESTATE OFFICE / MILL

98 Moo 6, Nuaklong-Khao Phanom Road,  
Huayoong Sub-district, Nuaklong District,  
Krabi 81130 Thailand

Tel +66-(0)75-666 075  
Fax +66-(0)75-666 072



## Proxy Form B

Made at.....

Date.....

(1) I/We..... Nationality.....  
Residing at No.....Road.....Tambon/Khwaeng.....  
Amphur/Khet.....Province.....Postcode.....

(2) being a shareholder of **United Palm Oil Industry Public Company Limited** holding the total amount of.....share(s) and having voting rights equivalent to .....vote(s), the details of which are as follows:

ordinary share..... share(s), having voting rights equivalent to.....vote(s)

preferred share..... share(s), having voting rights equivalent to.....vote(s)

(3) hereby authorize

(3.1).....Age.....Years

Residing at No..... Road..... Tambon/Khwaeng.....  
Amphur/Khet..... Province.....Postcode.....or

(3.2) Independent Director

☐ Assoc. Prof. Naris Chaikasoot, Ph.D. or

☐ Mr. Wasin Patchakapati or

☐ Mr. Anusorn Buranakanonda

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders No. 48 (Conducted Through Electronic Means), which will be held on **Wednesday, April 24, 2024 at 10.00 a.m.** broadcasted on the 6<sup>th</sup> Floor Conference Room of the Company's Head Office located at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok, or on any date and at any postponement thereof.

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ **Agenda 1: To consider adopting the Minutes of the Annual General Meeting of Shareholders No.47 (Conducted Through Electronic Means)**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: To acknowledge the Company's operating results and Annual Registration Statement 2023 (FORM 56-1 One report)**

- This agenda is for Shareholders' acknowledgement; therefore, voting is not required-

☐ **Agenda 3: To consider approving the Audited Statement of Financial position and Statement of comprehensive income for the Year ended December 31, 2023**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve      ☐ Disapprove      ☐ Abstain

☐ **Agenda 4: To consider approving the payment of dividends for the year 2023, and appropriation of the net profits to the reserve fund in accordance with the law**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve      ☐ Disapprove      ☐ Abstain

☐ **Agenda 5: To consider electing directors to the Board in accordance with the Articles of Association of the Company**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Vote for all the nominated candidates as a whole

☐ Approve      ☐ Disapprove      ☐ Abstain

☐ Vote for an individual nominee

One shareholder has votes in a number equal to the number of shares he holds multiplied by the number of directors to be elected (8 directors), each shareholder may use all his votes to elect one or more than one director. In case of voting for more than one director, he may distribute his votes as he pleases.

- |  |                                     |                                  |
|--|-------------------------------------|----------------------------------|
| 1. Assoc.Prof. Naris Chaikasoot, Ph.D. | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 2. Ms. Anchalee Suebchantasiri         | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 3. Mr. Wasin Patchakapati              | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 4. Mr. Anusorn Buranakanonda           | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 5. Mr. Whang Shang Ying                | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 6. Ms. Piyathida Sukchan               | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 7. Mr. Ampol Simarajana                | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 8. Mr. Sanya Prasertsak                | _____                               | Votes                            |
| <input type="checkbox"/> Approve       | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

Note: In case of over votes, it shall be deemed as voided ballot.

☐ **Agenda 6: To consider approving the remunerations for the Company's Directors for the year 2024**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve      ☐ Disapprove      ☐ Abstain

☐ **Agenda 7: To consider appointing an independent auditor and to fix the remuneration for the year 2024**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve      ☐ Disapprove      ☐ Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed..... Grantor  
(.....)

Signed..... Proxy  
(.....)

Note:

1. A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting.  
A Shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

## Annex attached to the Proxy Form B

The Proxy of the shareholder of **United Palm Oil Industry Public Company Limited**

At the Annual General Meeting of Shareholders No.48 (Conducted Through Electronic Means), which will be held on **Wednesday, April 24, 2024 at 10.00 a.m.**, broadcasted on the 6th Floor Conference Room of the Company's Head Office located at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260 or on any date and at any postponement thereof.

Agenda..... Subject.....

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
  - ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda..... Subject.....

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
  - ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda..... Subject.....

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
  - ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda..... Subject.....

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
  - ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda..... Subject.....

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
  - ☐ Approve      ☐ Disapprove      ☐ Abstain





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www.upoic.co.th

(Attachment 8)

**Request form for Annual Registration Statement 2023**  
**(FORM 56-1 One report)**

United Palm Oil Industry Public Company Limited

To Shareholders

Enclosed with the Invitation to the Annual General Meeting of Shareholders No. 48, the Company has provided the Annual Registration Statement 2023 (FORM 56-1 One report) (which presents the Company's Financial Statements) in QR Code (2 languages).

However, Shareholders who wish to receive a hard copy of the FORM 56-1 One report, which has the same substance as QR Code, please fill in the details below and send this form to the Company at e-mail: [company.secretary@upoic.co.th](mailto:company.secretary@upoic.co.th) or the facsimile number 02-361-8988-9. For more information please contact: Ms. Oraya Pinthong Tel. 074 666 075-8 ext.501.

**Shareholders to complete the following information:**

Name \_\_\_\_\_ Surname \_\_\_\_\_

Company \_\_\_\_\_

Address for mailing \_\_\_\_\_

Contact phone no. \_\_\_\_\_ e-mail \_\_\_\_\_

**Document requested as follows.** (Please mark X to ☐)

☐ Hard Copy of the FORM 56-1 One Report (Thai)

☐ Hard Copy of the FORM 56-1 One Report (English)

Shareholders in this letter refer to those whose names were listed on the record date, March 8, 2024 and eligible to attend the Annual General Meeting of Shareholders.

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A Subsidiary of Lam Soon (Thailand) Public Company Limited



บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)  
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(Attachment 9)

แบบฟอร์มลงทะเบียนสำหรับการประชุมสามัญประจำปีผู้ถือหุ้นครั้งที่ 48 (E-AGM)

Registration Form for attending the Annual General Meeting of Shareholders No.48 conducted through Electronic Means (E-AGM)

วันที่.....เดือน.....พ.ศ.....

Date Month Year

ข้าพเจ้า.....สัญชาติ.....

I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Address Road Tambol/Khweng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....โทรศัพท์มือถือ.....อีเมล.....

Province Post code Mobile phone number Email

เป็นผู้ถือหุ้นของ บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) (“บริษัท”) โดยถือหุ้น จำนวนรวมทั้งสิ้น.....หุ้น

As a Shareholder of United Palm Oil Industry Public Company Limited (“The Company”) holding a total of Share(s)

ขอยืนยันว่าจะเข้าร่วมประชุมและออกเสียงคะแนนในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 48 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธ ที่ 24 เมษายน 2567 เวลา 10.00 น.  
โดย

Hereby confirm to attend the Annual General Meeting of Shareholder No.48 conducted Through Electronic Means (E-AGM) on Wednesday, April 24, 2024 at 10.00 a.m. by

- ☐ เข้าร่วมประชุม E-AGM ด้วยตนเอง และขอให้บริษัทฯ จัดส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

พร้อม ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) มายังอีเมลข้าพเจ้า E-mail : .....

I hereby confirm to attend the E-AGM. Please send a Weblink for attending the E-AGM, Username and Password to my Email.

- ☐ มอบฉันทะให้กรรมการอิสระของบริษัทฯ (นาย/นาง/นางสาว).....เข้าร่วมประชุม E-AGM แทนข้าพเจ้า

I hereby confirm to appoint Independent Director (Mr./Mrs./Ms.) to attend the E-AGM on my behalf.

- ☐ มอบฉันทะให้ นาย/นาง/นางสาว.....เข้าร่วมประชุม E-AGM แทนข้าพเจ้า

และขอให้บริษัทฯ จัดส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) พร้อม ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) มายังอีเมลของ

ผู้รับมอบฉันทะ Email : .....

I hereby confirm to appoint (Mr./Mrs./Ms.) to attend the E-AGM on my behalf.

Please send a Weblink for attending the E-AGM, Username and Password to his/her E-mail.

ลงนาม/Signed .....ผู้ถือหุ้น หรือ ผู้มอบฉันทะ / Shareholder

( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ / Proxy

( )

หมายเหตุสำคัญ: โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม E-AGM ให้แก่บริษัทฯ ภายในวันที่ 23 เมษายน 2567 ผ่านช่องทางต่อไปนี้

• อีเมล: company.secretary@upoic.co.th หรือ

• ไปรษณีย์: งานเลขานุการบริษัท บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) เลขที่ 64 ซอยบางนา-ตราด 25 แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร 10260

Important remark: Kindly send this registration form for attending the AGM conducted through Electronic Means (E-AGM) which is completely filled and attach identification document for inspection in

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attending the E-AGM to the Company within April 23, 2024 via the following channels:

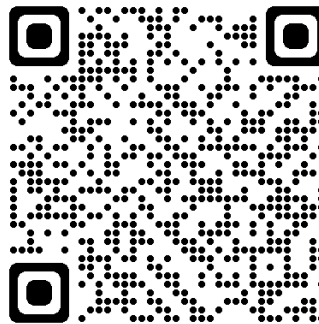
- Email: [company.secretary@upoic.co.th](mailto:company.secretary@upoic.co.th) or
- Post: United Palm Oil Industry Public Company Limited, Company Secretary Office, 64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260

หรือ ท่านผู้ถือหุ้นสามารถลงทะเบียนและนำส่งเอกสารสำหรับการประชุมสามัญประจำปีผู้ถือหุ้น ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ทางออนไลน์ได้ที่ระบบนำส่งเอกสาร ตาม link URL หรือสแกน QR Code ด้านล่าง

Shareholders may register and submit documents online for attending the E-AGM via Document Registration System for E-Meeting as indicated below URL or scan QR Code.

URL- <https://upoic.foqus.vc/registration/>

หรือ สแกน QR Code



หมายเหตุ :

หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท คิวิดแล็บ จำกัด

เบอร์โทร 02-013-4322, 080 008 7616

อีเมล [info@quidlab.com](mailto:info@quidlab.com)

ทั้งนี้ การลงทะเบียนเอกสารจะเริ่มตั้งแต่วันที่ 22 มี.ค. 2567 ถึงวันที่ 23 เม.ย. 2567

Notes :

If you need assistance submitting documents, please contact Quidlab at Phone: 02-013-4322, 080 008 7616

email : [info@quidlab.com](mailto:info@quidlab.com)

Document Registration will start on 22 March 2024 until 23 April 2024.

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98 Moo 6, Nuaklong-Khao Phanom Road,  
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Krabi 81130 Thailand

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www.upoic.co.th

(Attachment 10)

**Privacy Notice for the E-AGM No. 48**  
**of United Palm Oil Industry Public Company Limited**

In compliance with the Personal Data Protection Act B.E. 2562, the Company would like to inform you (shareholders and/or proxies) as follows:

- 1. Data controller:** United Palm Oil Industry Public Company Limited (“the Company”): The contacting details are as appeared in the Notice of the Annual General Meeting of Shareholders No. 48 through electronic means (E-AGM)
- 2. Personal data to be collected:** The Company needs to collect your personal data for the purpose of arrangement of the E-AGM and your attendance. The personal data as you have submitted to the Company includes name, surname, address, email address, mobile phone no., a certified true copy of valid identification documents (ID card, passport/other official documents issued by government authority), number of shares, log file of electronic traffic data, voice and video during the E-AGM, and other information related to the E-AGM. The Company will take photographs and carry out voice and video recording during the E-AGM.
- 3. Objectives, necessity and personal data processing:** The Company will process your personal data in accordance with the objectives and necessity as follows:
  - The Company will collect and use your data for the purpose of calling, arranging and managing the E-AGM including personal identification, registration, the quorum calculation, vote counting, conducting other right relating to the E-AGM, sending the relevant documents and other actions in accordance with the E-AGM’s resolutions, including other relevant procedures to comply with the laws and orders of any competent authorities pursuant to Public Limited Companies Act, B.E. 2535, and other relevant laws.
  - The Company will collect and use your data for preparing the E-AGM minutes, and keeping as evidences of your attendance to the E-AGM as well as for any activity as necessary related to the legitimate interest of the Company and other person to the extent that it is within your reasonable expectation.
  - The Company will take photographs and carry out voice and video recording during the E-AGM for the use of reporting and publicizing the E-AGM via electronic means. You may appear in the photograph or voice or video recording during the E-AGM but your identity will not be described. If you are not willing to disclose your photograph or video of your part, please contact the Company to delete the same.
- 4. Source of personal data:** The Company will receive personal data directly from you via channels that the Company have set for identity proofing to attend the E-AGM and from Thailand Securities Depository Co., Ltd.

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as a registrar of the Company. In addition, the Company will receive personal data from recording video and voice throughout the E-AGM.

**5. Retention period of personal data:** The Company will keep your personal data for the duration as required and in accordance with laws, in order to comply with objective to organise the E-AGM.

**6. Personal data disclosure:** the Company may require to disclose your personal data for the purpose of the E-AGM arrangement and attendance as follows:

6.1 Law enforcement agencies such as the Ministry of Commerce, the Securities and Exchange Commission, Thailand, the Stock Exchange of Thailand and other regulatory authorities.

6.2 Electronic and printing media for the use of reporting and publicising the meeting.

6.3 Agencies, contractors, sub-contractors or other service providers, related to the arrangement of the E-AGM as necessary and for the legal benefit of the shareholders.

**7. Right of data owner:** Personal data owner has the right set forth in Personal Data Protection Act B.E. 2562 which may include the right to withdraw your consent, right to request access and receive personal data, right to rectification of personal data, right to request erasure or destruction of personal data, right to request for suspension of personal data, right to request to transfer personal data in regard to legal process, right to complain and right to object to collect, use or disclose of personal data. In case you wish to exercise the said right, please contact: [company.secretary@upoic.co.th](mailto:company.secretary@upoic.co.th) or send a letter to the Company Secretary Department, the address details of which appear in the Notice of the E-AGM.

**Remark:** All personal identity proofing documents that you submit to the Company such as copy of National Identification Card (ID card) or other official documents may contain sensitive data, e.g. race, blood type and religious which are not relevant to require for shareholders' meeting. If you do not black out the said data, the Company reserves the right to black out the said data upon received and the Company does not regard as collecting of your sensitive data.

ESTATE OFFICE / MILL

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