

April 22, 2011

**Subject: Resolutions of the Annual General Meeting of Shareholders No. 42, held on 22<sup>nd</sup> April 2011**

**To: The President  
The Stock Exchange of Thailand**

Univanich Palm Oil Public Co., Ltd. held Annual General Meeting of Shareholders No. 42 on 22<sup>nd</sup> April 2011 at 9.00 hours, at Pinnacle 4 - 6, 4<sup>th</sup> Floor. Intercontinental Hotel, 973 Ploenchit Road, Lumpini, Patumwan, Bangkok. Upon commencement of the meeting 104 shareholders attended the meeting with 67,826,847 shares in aggregate which is equal to 72.16%. The meeting resolved as follows:-

1. To approve the minutes of the Annual General Meeting of Shareholders No. 41 held on 23<sup>rd</sup> April 2010 by majority votes as follows:

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

Remark : In this agenda, there were additional 21 shareholders attended the meeting with 234,908 shares.

2. To approve the Annual Report of the Board of Directors for the financial year 2010 by majority votes as follows:

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

3. To approve the audited Balance Sheet and the Statements of Profit and Loss for the year ending 31<sup>st</sup> December 2010 by majority votes as follows:

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

4. To pay a final dividend of Baht 2.50 per share to 94,000,000 ordinary shares held at the record date on 14<sup>th</sup> March 2011 and closing date of the share register on 15<sup>th</sup> March 2011. Payment is proposed to be made by 20<sup>th</sup> May 2011. Combined with the interim dividend of Baht 2.00 per share paid in September 2010, the total dividend payments from 2010 profit will be Baht 4.50 per share, totalling Baht 423,000,000.00.

The above dividend comprises tax exempt income from BOI promoted activities plus non-tax exempt income, as follows :

|  |                                    |
|--|------------------------------------|
| - Income derived from tax exempt BOI promoted activities | Bt 4,700,000.00 (Bt 0.05 /share)   |
| - Income from non-tax exempt activities                  | Bt 230,300,000.00 (Bt 2.45 /share) |

As prescribed by the law, there will be a withholding tax of 10% deducted from the non-exempt portion of the dividend paid to shareholders on May 20, 2011.

The meeting has passed the above resolution by majority votes as follows:

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

5. To approve the re-election of Mr. Apirag Vanich, Mr. John Harvey Clendon, Dr. Prote Sosothikul and M.R. Chatu Mongol Sonakul to be the company's Directors by majority votes as follows:

(1) Mr. Apirag Vanich

|               |            |       |             |        |
|---------------|------------|-------|-------------|--------|
| • Approved    | 68,031,755 | votes | or equal to | 99.96% |
| • Disapproved | 30,000     | votes | or equal to | 0.04%  |
| • Abstained   | 0          | votes | or equal to | 0.00%  |

(2) Mr. John Harvey Clendon

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

(3) Dr. Prote Sosothikul

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

(4) M.R. Chatu Mongol Sonakul

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

6. To approve the remuneration of the Board of Directors will remain unchanged from the previous year by majority votes as follows:

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

7. To appoint Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977 or Mr. Prasit Yuengsrikul, Certified Public Accountant (Thailand) No. 4174 or Mrs. Anuthai Poomsurakul, Certified Public Accountant (Thailand) No. 3873 of PricewaterhouseCoopers ABAS Limited as the Company's auditors for 2011 financial year, being authorized to conduct the audit and express an opinion on the annual financial statements of the company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is required to identify one other Certified Public Accountant with Pricewaterhouse Coopers ABAS Limited to carry out the work. The Auditors remuneration of Baht 1,167,000.00 and audit for profit per BOI Certificate Baht 42,000 were approved.

The meeting has passed the above resolution by majority votes as follows:

|               |            |       |             |         |
|---------------|------------|-------|-------------|---------|
| • Approved    | 68,061,755 | votes | or equal to | 100.00% |
| • Disapproved | 0          | votes | or equal to | 0.00%   |
| • Abstained   | 0          | votes | or equal to | 0.00%   |

Please be informed accordingly.

Yours faithfully,

(John Clendon)  
Managing Director