

April 30, 2013

Subject: Resolutions of the Annual General Meeting of Shareholders No. 44, held on 30th April 2013

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

Univanich Palm Oil Public Co., Ltd. held Annual General Meeting of Shareholders No. 44 on 30th April 2013 at 9.00 hours, at President 1 - 2, 4th Floor, Intercontinental Hotel, 973 Ploenchit Road, Patumwan, Bangkok.

Upon commencement of the meeting 122 shareholders attended the meeting with 71,533,217 shares in aggregate which is equal to 76.10% of total shares.

The meeting resolved as follows:-

1. To approve the minutes of the Annual General Meeting of Shareholders No. 43 held on 27th April 2012, by majority votes as follows:

• Approved	71,533,217	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 30 shareholders attended the meeting with 2,857,150 shares.

2. To approve the Annual Report of the Board of Directors for the financial year 2012, by majority votes as follows:

• Approved	74,390,367	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 31st December 2012, by majority votes as follows:

• Approved	74,390,367	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 5.00 per share to 94,000,000 ordinary shares held at the record date on 15th March 2013 and closing date of the share register on 18th March 2013. Payment is proposed to be made by 23rd May 2013. Combined with the interim dividend of Baht 2.00 per share paid in September 2012, the total dividend payments from 2012 profit will be Baht 7.00 per share, totalling Baht 658,000,000.00.

Since the shareholders has approved that the company's par value to be changed from Baht 5.00 per share to Baht 0.50 (Fifty satang) as proposed in agenda 8, the above dividend payment will be adjusted to be Baht 0.50 per share to 940,000,000 ordinary shares accordingly.

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 112,800,000.00 (Bt 0.12 /share)
- Income from non-tax exempt activities Bt 357,200,000.00 (Bt 0.38 /share)

This second non tax-exempt portion of the dividend is paid from net profit liable to 23% corporate income tax whereby individual shareholders shall be entitled to a dividend tax credit in the computation of tax under Section 47 bis of the Revenue Code.

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

• Approved	74,390,367	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 Ms. Aungkhana Vanich and Mr. Suchad Chiaranussati as directors of the company, by majority votes as follows:

(1) Ms. Aungkhana Vanich

• Approved	72,026,868	votes	or equal to	96.82%
• Disapproved	0	votes	or equal to	0.00%
• Abstained	2,363,499	votes	or equal to	3.18%

(2) Mr. Suchad Chiaranussati

• Approved	74,390,367	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 as follows:-

• Directors' Fee	Baht	406,000.00	p.a.
• Chairman's Fee	Baht	609,000.00	p.a.
• Chairman's Expenses	Baht	2,196,150.00	p.a.

Audit Committee Meeting Allowance:

• Chairman of Audit Committee	Baht	37,500.00	per meeting
• Audit Committee members	Baht	30,000.00	per meeting

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

• Approved	74,390,367	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 2013 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 1,213,680.00 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	74,390,367	votes	or equal to	100.00%
• Disapproved	0	votes	or equal to	0.00%
• Abstained	0	votes	or equal to	0.00%

8. To approve the split of the company's par value from Baht 5.00 per share on 94,000,000 shares to be Baht 0.50 (fifty satang) per share on 940,000,000 shares. The registered capital and the issued capital of Baht 470,000,000 will remain unchanged.

To comply with the above change of the company's par value, the shareholders has also approved to amend the company's Memorandum of Association Clause 4 as follows:-

Clause 4 Registered Capital: Baht 470,000,000.- (Four hundred and seventy million Baht)
Dividing into: 940,000,000 shares (Nine hundred and forty million shares)
Par Value: Baht 0.50 (Fifty satang)
Divided into:
- Ordinary shares: 940,000,000 shares (Nine hundred and forty million shares)
- Preferred shares: - none -

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

• Approved	74,390,367	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