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Subject: Resolutions of Annual General Meeting of Shareholders No. 53

held on 22<sup>nd</sup> April 2022

To: The President

The Stock Exchange of Thailand

Enclosures: Form to Report on Name of Members and Scope of Work of the Audit Committee

(F24-1)

Univanich Palm Oil Public Co., Ltd. held the Annual General Meeting of Shareholders No. 53 on Friday 22<sup>nd</sup> April 2022 at 09.00 hours, through electronic media (E-AGM).

Upon commencement of the meeting 65 shareholders attended the meeting with 620,614,401 shares in aggregate which is equal to 66.02 % of total shares.

The meeting resolved as follows:-

1. To approve the minutes of the Annual General Meeting of Shareholders No. 52 held on 30<sup>th</sup> April 2021, by majority votes as follows:

•	Approved	620,926,401	votes	or equal to	100.00%
•	Disapproved	0	votes	or equal to	0.00%
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%

<u>Remark</u>: During consideration of this agenda, there were additional 2 shareholders attended the meeting in person who represented 312,000 shares.

- 2. To acknowledge the Annual Report of the Board of Directors for the financial year 2021.
- 3. To approve the audited Financial Statements for the year ending 31st December 2021, by majority votes as follows:

•	Approved	620,926,401	votes	or equal to	100.00%
•	Disapproved	0	votes	or equal to	0.00%
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%

4. To pay a final dividend of Baht 0.40 per share from net profit and retained earnings to 940,000,000 ordinary shares held at the record date on 11<sup>th</sup> March 2022. Included in this payment per share the amount of Baht 0.40 is derived from non-tax exempted activity which was subject to corporate income tax of 20%. Payment is proposed to be made by 20<sup>th</sup> May 2022. Combined with the interim dividend of Baht 0.30 per share paid in September 2021, the total dividend payments of 2021 will be Baht 0.70 per share, totalling Baht 658,000,000

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

•	Approved	620,926,401	votes	or equal to	100.00%
•	Disapproved	0	votes	or equal to	0.00%
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%



- 5. To elect Directors to replace those who retire by rotation and appointment a new director to fill vacancy on the Board.
  - 5.1 To approve the appointment of Mr. Anek Pana-apichon as Independent Director and member of the Audit Committee, to replace Mr. Suchad Chiaranussati who wishes retire, by majority votes as follows:

## (1) Mr. Anek Pana-apichon

•	Approved	620,926,401	votes	or equal to	100.00%
•	Disapproved	0	votes	or equal to	0.00%
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%

[ Enclosure details show in Form to Report on Names of Members and Scope of Work of the Audit committee F24-1]

5.2 To approve the appointment of Mr. Harry Thomas Brock as director of the company, by majority votes as follows:

#### (1) Mr. Harry Thomas Brock

•	Approved	620,926,401	votes	or equal to	100.00%
•	Disapproved	0	votes	or equal to	0.00%
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%

6. To approve that 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	620,926,401	votes	or equal to	100.00%
•	Disapproved	0	votes	or equal to	0.00%
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%

7. To appoint Ms. Varaporn Vorathitikul, Certified Public Accountant (Thailand) No. 4474 or Ms. Sukhumaporn Wong-ariyaporn, Certified Public Accountant (Thailand) No. 4843 or Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977 of Pricewaterhouse Coopers ABAS Limited as the Company's auditors for 2022 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 PricewaterhouseCoopers ABAS Limited to carry out the work. The Auditors remuneration of Baht 1,870,140.00 and audit for profit per BOI Certificate Baht 65,000 were approved.



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

•	Approved	620,926,401	votes	or equal to	100.00 %
•	Disapproved	0	votes	or equal to	0.00 %
•	Abstained	0	votes	or equal to	0.00%
•	Invalid ballots	0	votes	or equal to	0.00%

Please be informed accordingly.

Yours faithfully,

(Mr. Harry Brock) Chief Operating Officer

# Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/shareholders meeting of Univanich Palm Oil Public Co., Ltd.
No. <u>53</u> held on <u>22 April 2022</u> resolved the meeting's resolutions in the following manners:
Appointment of the audit committee/Renewal for the term of audit committee:
☐ Chairman of the audit committee ☑ Member of the audit committee
As follows:
(1) Mr. Anek Pana-apichon
(2)
(3)
(4)
the appointment/ <del>renewal</del> of which shall take an effect as of 22 April 2022
Determination/Change in the scope of duties and responsibilities of the audit
committee with the following details:
The scope of Duties and Responsibilities of the Audit Committee are unchanged
from those recorded on page 2 of this Report.
the determination/change of which shall take an effect as of
The audit committee is consisted of:
Chairman of the audit committee <u>Dr. Veerathai Santiprabhob</u> remaining term in office <u>2 year(s)</u>
2. Member of the audit committee Mr. Pramoad Phornprapha remaining term in office 1 year(s)
3. Member of the audit committee Mr. Anek Pana-apichon remaining term in office 3 year(s)
4. Member of the audit committee remaining term in officeyear(s)
Secretary of the audit committee Mr. Nattapong Dachanabhirom
Enclosed hereto is copies of the certificate and biography of the
audit committee. The audit committee number(s) 1 & 2 & 3 has/have adequate expertise and
experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- 1. Review to ensure that the Company has a complete, correct and adequate financial statement.
- 2. Review to ensure that the Company has suitable and effective internal control and internal audit.
- 3. Review to ensure that the Company complies with the SEC Act, SET regulations and laws governing the business of the Company.
- 4. Consider selecting and nominating the Company's auditor, including recommendation of the auditor's compensation.
- 5. Consider the Company's disclosure on connected transactions or transaction that give rise to a conflict of interest to ensure accuracy and completeness.
- 6. Prepare a report on good corporate governance and publish it in the Company's annual report, to be signed by the Chairman of the Audit Committee.
- 7. Execute other responsibilities as assigned by the Board of Directors and agreed by the Audit Committee.

## The company hereby certifies that

- 1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
- 2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed <i>- Apirag Va</i>			<i>∕anich -</i> Di			ector	
	(	Mr. A	oirag	Vanich	ı )		
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