

**Notice and Documents for  
Annual General Meeting of Shareholders  
No. 54**

**Friday 28<sup>th</sup> April 2023, 09.00 hrs.**

**At**

**Ballroom 1 5<sup>th</sup> Floor Hyatt Regency Bangkok Sukhumvit  
No. 1 Sukhumvit Soi 13 Road Klongtoey Nua Wattana Bangkok 10110**

**\*\*\* For more convenience in registration\*\*\*  
Kindly bring the Registration Form with barcode to the meeting**

258 ถนนอ่าวลึก-แหลมสัก ตู้ ปณ. 8-9 อ.อ่าวลึก จ.กระบี่ 81110  
258 Aoluk-Laemsak Road, P.O.Box 8-9 Aoluk, Krabi 81110 Thailand  
Tel. 0-7568-1126, 0-7563-4634 Fax. 0-7568-1124, 0-7563-4487  
[www.univanich.com](http://www.univanich.com) E-mail : [info@univanich.com](mailto:info@univanich.com)

April 5<sup>th</sup>, 2023

**Subject : Invitation for the Annual General Meeting of shareholders 2023**

**To : Shareholders of Univanich Palm Oil Public Company Limited**

Attachment

1. Minutes of Annual General Meeting of Shareholder No. 53 held on 22 April 2022.
2. 56-1 One Report of 2022 (QR code)
3. Profit allocation and record of dividends paid.
4. Biodata and experience of Director to replace those who retire by rotation and Biodata
5. Remuneration of Directors.
6. Record of Auditor appointments and fees.
7. Company's Articles of Association relating to the Annual General Meeting of Shareholders
8. Documents required prior to attending the meeting for Proxy, Registration and Voting
9. Profiles of the Independent Directors proposed to serve as proxy of shareholders
10. Three Proxy Forms as specified by the Department of Business Development, Ministry of Commerce
11. Personal Data Protection Notice
12. Hotel map

Notice is hereby given that the 2023 Annual General Meeting of Shareholders of Univanich Palm Oil Public Company Limited will be held on **Friday 28<sup>th</sup> April 2023 at 09.00 hrs. at the Ballroom I, 5<sup>th</sup> Floor Hyatt Regency Bangkok Sukhumvit, 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok 10110**

The meeting agenda to be as follows:-

**Agenda 1: To ratify the Minutes of Annual General Meeting of Shareholder No. 53 held on 22<sup>nd</sup> April 2022.**

Opinion of the Board of Directors : The Minutes of Annual General Meeting of Shareholder No. 53 of 22<sup>nd</sup> April 2022 should be proposed for shareholder approval.

**Agenda 2: To consider the Directors' annual report on the Company's operating outcome from January to December 2022.**

Opinion of the Board of Directors : The Directors' Annual Report should be presented to the shareholders for their acknowledgement.

**Agenda 3: To consider and approve the audit financial statements for the year ended 31 December 2022.**

Opinion of the Board of Directors and the Audit Committee : The audit financial statements for the year ended 31 December 2022, as audited by Ms. Varaporn Vorathitikul, Certified Public Accountant (Thailand) No. 4474 of PricewaterhouseCoopers ABAS Limited, should be approved.

**Agenda 4: To consider and approve the profit allocation and payment of dividends.**

Opinion of the Board of Directors : It is proposed to pay a final dividend of Baht 0.70 per share to 940,000,000 ordinary shares held at the record date of 10<sup>th</sup> March 2023. Included in this payment per share the amount of Baht 0.64 per share is derived from non-tax exempted activity which was subject to corporate income tax of 20% and Baht 0.06 is derived from tax exempted BOI promoted activities. Payment is proposed to be made by 26<sup>th</sup> May 2023. However, the entitlement to receive the dividends is uncertain because it has yet to be approved by the shareholders.

Combined with the interim dividend of Baht 0.30 per share paid in September 2022, the total dividend payments from net profit from 1 January 2022 – 31 December 2022 and retained earnings will be Baht 1.00 per share, totaling Baht 940,000,000.

**Agenda 5: To consider and approve the appointment of directors to replace those who retire by rotation.**

The director to retire by rotation is : (1) Mr. Apirag Vanich (2) Mr. John Clendon (3) Dr. Prote Sosothikul (4) Mr. Pramoad Phornprapha.

Opinion of the Board of Directors : The directors recommend that Mr. Apirag Vanich, Dr. Prote Sosothikul and Mr. Pramoad Phornprapha be considered for re-election to fill the vacancies created by retiring Directors.

Mr. John Clendon, will not stand for re-election and will step-down at the end of this term, having served more than twenty years as a director of the company.

**Agenda 6: To consider and approve the remuneration of Directors.**

Opinion of the Board of Directors : The Chairman’s and the Directors’ fees and expenses should remain unchanged from the previous year.

**Agenda 7: To consider and approve the appointment of auditor and fix the auditor’s remuneration for the fiscal year 2023.**

Opinion of the Board of Directors : The Directors recommend that Miss Sukhumaporn Wongariyaporn, Certified Public Accountant (Thailand) No. 4843, Mr. Boonrueng Lerdwisewit Certified Public Accountant (Thailand) No. 6552, Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977 and Ms. Nopanuch Apichatsatien, Certified Public Accountant(Thailand) No. 5266 of PricewaterhouseCoopers ABAS Limited be appointed as the Company’s Auditors for 2023 financial year, anyone of the above named 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 remuneration will be as follows :-

▪ Fee for quarterly review of the interim financial statements for 3 quarters (Baht 315,000 per quarter)	Baht 945,000.00
▪ Fee for audit of the financial statements for the year ending 31 December 2023	Baht <u>1,018,000.00</u>
	Total Baht <u>1,963,000.00</u>
▪ Audit of Profit per BOI Certificate	Baht 65,000.00

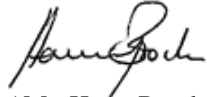
**Agenda 8: Other matters (if any).**

Opinion of the Board of Directors : The shareholders are free to ask any question and the Board will answer their queries.

Please be advised that the Board of Directors at their meeting No. 1/2023 on 24<sup>th</sup> February 2023 resolved to fix the Record Date as 10<sup>th</sup> March 2023 for determining the shareholders who have the right to attend the Annual General Meeting No. 54 and the right to receive the dividend payment.

All shareholders are therefore invited to attend the meeting at the time and place mentioned above. For any shareholders who cannot attend the meeting, you are invited to appoint a proxy by completing one of the attached proxy forms to be submitted at the meeting place before the meeting commences.

Yours faithfully,  
By order of the Board



( Mr. Harry Brock )  
Chief Executive Officer

**Minutes of Annual General Meeting of Shareholders No. 53**  
**of**  
**Univanich Palm Oil Public Company Limited**  
**Registration No. 0107543000066 (Bor. Mor. Jor. 660)**



**Date of the Meeting** : Friday 22<sup>nd</sup> April 2022 at 09.00 a.m.  
**Venue of the Meeting** : by Electronic meeting (E-AGM)  
**Chairman** : Mr. Apirag Vanich, Chairman of the Board

The Chairman opened the meeting at 09.00 a.m. and thanked shareholders for their attendance. He further stated that in order to comply with preventative quarantine regulations during the Coronavirus (COVID19) pandemic this Annual General Meeting has been held as an electronic meeting online (E-AGM).

The Chairman reported to the meeting that due to current travel restrictions, during the Covid19 pandemic, some of the company's Directors, the Auditors from PricewaterhouseCoopers ABAS Ltd., and lawyer consultant, attended this meeting on-line by Zoom conference call.

The Company Secretary announced at the meeting that there was a total of 65 shareholders attending the meeting via electronic devices in person, and by proxy, holding 620,614,401 shares in aggregate, representing 66.02 % of the total issued shares of the Company. A quorum was thus constituted in accordance with the Articles of Association of the Company.

During the meeting, there were an additional 2 shareholders that joined the meeting via electronic devices in person and by proxy, resulting in the total shareholders attending the meeting of 67 shareholders, holding 620,926,401 shares in aggregate, equivalent to 66.06 % of the total issued shares of the company.

Directors and management of the company, Auditors from PricewaterhouseCoopers ABAS Ltd., and lawyer consultant attending the meeting, were as follows:-

**Board of Directors in attendance via Zoom Conference call :**

1	Mr. Apirag Vanich	Chairman
2	Mrs. Phortchana Manoch	Director
3	Ms. Kanchana Vanich	Director
4	Dr. Prote Sosothikul	Director
5	Mr. Pramoad Phornprapha	Independent Director / Audit Committee
6	Dr. Veerathai Santiprabhob	Independent Director / Audit Committee
7	Mr. John Harvey Clendon	Executive Director / Group CEO
8	Dr. Palat Tittinutchanon	Executive Director / Head of O.P. Research

An apology was received from Mr. Suchad Chiaranussati, who was unable to attend due to other commitments.

**Senior Management in attendance via Zoom Conference call :**

1.	Mr. John Harvey Clendon	Group CEO
2.	Dr. Palat Tittinutchanon	Head of Oil Palm Research
3.	Mr. Harry Brock	Chief Operating Officer
4.	Mr. Nattapong Dachanabhirom	Chief Financial Officer
5.	Mr. Santi Suanyot	Senior Plantations Manager

6. Mr Phiphit Khlaisombat Chief Engineer

**Auditors from PricewaterhouseCoopers ABAS Ltd. in attendance via Zoom Conference call :**

1. Ms. Varaporn Vorathitikul Partner  
2. Mr. Phodjanuck Pugsee Audit Manager

**Lawyer consultant from Kudun and Partners in attendance via Zoom Conference call :**

1. Mr. Ekachai Chotpitayasunon Lawyer Partner

Before starting with the agenda items, the Company Secretary explained the proceeding of the meeting, including the voting method and submission of questions or opinions. The Annual General Meeting of Shareholders No. 53 was held through an electronic meeting platform using the service of OJ International Company Limited, who is a service provider for arranging electronic meeting platforms. The shareholder, who registered for attending this meeting, received the username and password, and also a manual for using the E-Meeting System. The Shareholders, once logged in, were able to view the live broadcast of the Meeting, and Vote on each agenda, as applicable from their device, and view the result of voting of each agenda.

In case, any shareholder or proxy wished to give his or her opinion or ask questions, they were requested to type their opinion and/or questions in the E-Meeting System, which was then passed on to the concerned person to address or answer them.

Then the company secretary explained the voting and vote counting procedures to be followed at this meeting as below

For the voting and vote counting procedures at the meeting, shareholders had the right to vote according to the number of shares held, wherein one share is equal to one vote. For each agenda item, each shareholder was eligible to cast his/her vote, to approve, disapprove or abstain from voting. No split voting was allowed. Exceptions were made for proxy holders of foreign investors who appointed custodians in Thailand to keep their clients' securities. For casting the vote during the meeting, shareholders cast his or her vote for each agenda item using the menu E-Voting in the system and chose to vote "approved" or "disapproved" or "abstained" within specified time. Once the agenda item had passed and the voting has been closed, shareholders were not able to vote for such agenda item again.

Shareholders, who have entrusted their proxies to Independent Directors to attend the Meeting and cast their votes on their behalf, had their votes cast according to their wishes. The result of voting for each agenda item was announced and shown on the screen during the course of the meeting.

For shareholders who wished to ask a question during the AGM: They were able to type their message in the allocated text box and state their full name or proxy. The company secretary was able to collect all questions in preparation for the question and answer session held after Agenda 8 had been completed.

The above rules governing the method of voting were explained to the meeting by the Company Secretary.

The meeting was then held according to the following agenda :-

**Agenda 1: Ratification of the Minutes of Annual General Meeting of Shareholder No. 52**

The Chairman proposed that the meeting consider and ratify the minutes of Annual General Meeting of Shareholders No. 52, held on 30<sup>th</sup> April 2021, which were sent to all shareholders with the prior notice of this meeting and also publicized on the Company's website on 14 May 2021.

The meeting considered and resolved to ratify the minutes of Annual General Meeting of Shareholder No. 52 held on 30<sup>th</sup> April 2021, by majority voting as follows:-

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

of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 2: Directors' Annual Report on the Company's Operating Outcome for the year January to December 2021**

The Chairman referred the meeting to the Company's Annual Report for the year 2021. This report was sent to all shareholders with the prior notice of this meeting.

Mr. Harry Brock Chief Operating Officer then presented an analysis of the company's activities including the following commentary: -

**Part I : Operating Outcome for 2021**

**(1) Production**

In 2021 volume of outside fruit purchases at 1,111,736 tonnes were 19.0% higher than the previous year and a new record mainly from new areas coming into production in Nakhon Sri Thammarat, Phattalung and Phang-nga.

**(2) Sales**

Total sales revenue of Baht 11,789 million was 99.5% higher than in the previous year due to the following effects:

The average price of Crude Palm Oil (CPO) in 2021 was 57.2% higher than in the previous year. Much higher prices of CPO and PKO were due to lower regional production, reduced global stocks of vegetable oils, and the world-wide surge in commodity prices.

Total sales volume increased by 25.9% from previous year mainly due to increased production and third-party purchases of oil for export.

The number of seeds sold increased by 61.8%, as higher palm oil prices encouraged new oil palm plantings. Electricity sales value increased by 6.3% to Baht 95.30 million due to the higher volume of FFB processed.

**(3) Cost of Sales**

Cost of sales of Baht 10,396 million was 100.3% higher than the previous year mainly due to a higher outside fruit volume and price. The higher outside price was due to the higher palm oil prices.

Overall, gross margin for the year was 12% similar to the previous year.

#### **(4) Overseas Operations**

In 2021, CPO Sales volume of Univanich Carmen Palm Oil Corporation increased by 24.5%, due to a production increase of 16.1% and the net inventory movement at the end of the year. The profit after tax of PHP 166.94 million was 293.5 % higher than previous year. The profit attributed to UVAN shareholders was Baht 55.26 million and this has been consolidated in the UVAN trading result.

#### **(5) Trading Result**

For the financial year ending 31<sup>st</sup> December 2021, the consolidated net profit after tax of Baht 839.27 million (Baht 0.89 per share) was 155.0% higher than the result of Baht 319.12 million in the previous year. The main factors affecting this higher result was higher fruit crushing margins, higher profit of our estates from higher fruit price, higher profit from seed business and increased profit from third-party oil purchases for export.

As a result of a new Thai Accounting Standard No. 41: Agriculture, a net profit of Baht 19.48 million was recorded in 2021 due to the change in biological asset values, compared to a net profit of 2.94 million in previous year.

#### **Part II : Capital Projects**

Investment in Capital Projects during 2021 was Baht 124.51 million.

Plantation projects included the routine replanting of another 135.56 ha (847.25 rai) of oil palms. The company's plantations have been replanted with a new generation of palms. This routine annual replacement has achieved a stable, well-balanced age profile.

In 2021, the company has installed the additional steriliser at Pabon factory and replacement a bigger screw press at Topi Factory to increase the throughput of the factory during peak periods. The projects were completed in 2021.

Other capital projects included new nursery in Krabi province and additional steriliser of Siam factory which is plan to be completed in 2022.

During 2021 the company continued investigations in Thailand and several overseas countries seeking suitable investment opportunities related to our palm oil business.

#### **Cash Flow and Capital Structure**

Cash or cash equivalents on hand at 31<sup>st</sup> December 2021 were Baht 679.99 million, compared to Baht 644.97 million at end of 2020.

- Net cash inflow of Baht 646.76 million from operating activities resulted from the net profit before tax of Baht 1,103.46 million, depreciation, amortization and other non-cash charges in total of Baht 233.33 million, tax paid of Baht 171.12 million and an increase in working capital of Baht 518.91 million.
- Net cash outflow of Baht 118.20 million for investment purposes, included net capital expenditure of Baht 119.95 million, an increase in loans to contractors of Baht 0.13 million and interest income of Baht 1.88 million.
- Net cash outflow of Baht 478.66 million for financing activities was mostly due to the dividend payments of Baht 441.80 million, being Baht 0.47 per share paid during 2021, Baht 30.29 million cash payment of loans from financial institution of subsidiary in the Philippines, and subsidiary's interest payment of Baht 6.57 million.



- Effect of exchange rate adjustment Baht (-14.9) million

The company's capital structure at 31<sup>st</sup> December 2021 was strong with a debt to equity ratio of 0.17 times

### **Part III : Outlook for 2022**

Mr. Harry Brock then referred to weather conditions, production trends and price trends as the main factors influencing the company's outlook for the year 2022.

#### **(1) Weather Condition**

The good rains in February and March, which indicates a better forecast for crop later this year.

#### **(2) Production Trend**

2022 has started stronger with higher production than last year. The graph shows our monthly CPO production in the first quarter of this year, oil production is currently 34% higher than last year due to improved fruit volume and better extraction rates. With the improved production so far, and the well-received rain means we certainly expect better volumes for 2022.

#### **(3) Price Trend**

Crude Palm Oil has continued to increase in 2022 due to lower supply in Indonesia and Malaysia. Indonesia have increased their export levy, and the shortage of labour in Malaysia, have added to the global supply concerns.

Alternative supplies of vegetable oil remain scarce with the drought in South America, and lower soy output. People were looking to the sunflower oil to fill the supply gap, however with 80% of the sun oil coming out of Russia and Ukraine, this has caused further panic and sent prices climbing to record levels.

Prices are currently very volatile, supply is improving in Malaysia and Indonesia, although at this stage we do not see any large drop in prices, as demand is still stronger than supply, and it will take time for stocks to replenish.

The current war is also resulting in a significant reduction sunflower oil supply, this has also increased demand for all other vegetable oil, causing prices to raise.

The increased oil prices continue to support our seeds and seedling business. Sales volume are significantly higher than same period last year.

#### **(4) Expansion Projects**

In our Topi Factory and CVP Factory, we will continue with our factory expansion, adding an additional 25 ton per hour capacity to our operations during the peak periods.

As part of our efficiency improvement projects, we are also looking to maximise the use of our waste products for renewable energy. By upgrading our steam turbines, we can become solely dependent on our own power supply generated by steam from our boilers. This allows us to export all our biogas generated energy to the grid, improving our energy sales and reducing our cost of energy in our factories.

After the presentation of the Annual Report, Chief Operating Officer Mr. Harry Brock introduced the members of the Univanich Senior Management Committee who were attending at the meeting to assist with answers to any shareholder questions.

As there were no further questions concerning the report, the Chairman requested the meeting to acknowledge the Annual Report on the company's activities and operating outcome for the year January to December 2021.

The meeting acknowledged and accepted the Annual Report on the company's activities and operating outcome for the year January to December 2021.

**Agenda 3: To consider and approve the Statements of Financial Position and Statement of Comprehensive Income for the year ending 31 December 2021**

The Chairman asked the meeting to consider and approve the Statements of Financial Position and Statement of Comprehensive Income for the accounting year ended 31<sup>st</sup> December 2021 which were audited by Ms. Varaporn Vorathitikul, Certified Public Accountant (Thailand) No. 4474 of PricewaterhouseCoopers ABAS Limited. These Financial Statements had been approved by the Audit Committee and are included in the Company's Annual Report sent to all shareholders with the prior notice of this meeting. The key figures are as follows:-

	<u>Baht million</u>
Sales proceeds	11,789.29
Consolidated net profit after tax	839.27
<hr/>	
Total assets	4,435.64
Total liabilities	632.44
Total shareholders' equity	3,803.19
<hr/>	

As there were no further questions concerning the financial statements and auditor's report, the Chairman requested the meeting to adopt the audited Statements of Financial Position and Statement of Comprehensive Income for the year ending 31<sup>st</sup> December 2021.

This proposal was passed by the majority voting as follows:-

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

of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 4: To consider Profit Allocation and Payment of Dividends**

The Chairman declared that in 2021 the company achieved a net profit after tax and before consolidation of Baht 796,903,597 from which an interim dividend of Baht 0.30 per share was paid in September 2021, totaling Baht 282,000,000. The Board of directors has proposed to pay a final dividend of a further Baht 0.40 per share, totaling Baht 376,000,000.

Including the interim dividend of Baht 0.30 per share already paid, this final dividend will make the total dividend paid from year 2021 profit to be Baht 0.70 per share, totaling Baht 658,000,000, which is 82.6 % of the net profit. The Chairman requested the meeting to consider and approve this profit allocation as proposed by the Board of Directors.

The meeting considered and agreed to pay a final dividend of Baht 0.40 per share to the 940,000,000 ordinary shares. 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%. The record date for the eligible shareholders who are entitled to receive the dividend will be 11<sup>th</sup> March 2022. Payment to be completed by 20<sup>th</sup> May 2022, as proposed by the Board of Directors.

This proposal on Profit allocation and payment of dividends was passed by the majority voting as follows:-

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

of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 5: To elect directors to replace those who retire by rotation and appointment a new director to fill vacancy on the Board**

The Company Secretary declared that to comply with clause 17 of the Company's Articles of Association and section 71 of the Public Limited Companies Act, at least one-third of the directors must retire at every Annual General Meeting. At this year's meeting the directors proposed to retire are as follows:-

1. Mr. Suchad Chiaranussati Independent Director / Audit Committee
2. Mrs. Chantip Vanich Director

The Board of Directors at their meeting on 25<sup>th</sup> February 2022 recommended the following opinions :

**5.1 To elect directors to replace those who retire by rotation**

As Mr. Suchad Chiaranussati has expressed his intent not to be nominated for re-election as Independent Director/Audit Committee due to other commitment. The Nominating and Remuneration Subcommittee has proposed Mr. Anek Pana-apichon be considered for election as an Independent Director and member of the Audit Committee, to replace Mr. Suchad Chiaranussati.

The Company Secretary referred to the biographic details of Mr. Anek Pana-apichon circulated to shareholders with prior notice of this meetings.

He requested the meeting to consider election of Mr. Anek Pana-apichon also noting that Mr. Anek Pana-apichon was particularly well qualified to be an Independent Director and in this capacity to serve as a member of the company's Audit Committee and Strategic Planning Subcommittee.

The meeting then considered and resolved to approve the election of Mr. Anek Pana-apichon to be an Independent Director, and member of the Audit Committee to fill the vacancy created by the retirement of Mr. Suchad Chiaranussati.

This appointment was confirmed by the majority voting as follows:-

1. Mr. Anek Pana-apichon

- Approved 620,926,401 votes, equivalent to 100.00%
- Disapproved 0 votes, equivalent to 0.00%
- Abstained 0 votes, equivalent to 0.00%
- Invalid ballots 0 votes, equivalent to 0.00%

of the total votes of shareholders attending the meeting and entitled to vote.

**5.2 The appointment a new director to fill vacancy on the Board**

According the resignation of Company's Director of Mrs. Chantip Vanich since 31 December 2020. The Company has not appointed a replacement director. Therefore, the meeting then proposed Mr. Harry Thomas Brock be considered for election as Company's Director to fill vacancy on the Board.

The Company Secretary then requested for Mr. Harry Thomas Brock to leave the meeting until the voting on this agenda has been finished.

The Company Secretary referred to the biographic details of Mr. Harry Thomas Brock circulated to shareholders with prior notice of this meetings.

The meeting then considered and resolved to approve the appointment of Mr. Harry Thomas Brock to be the Company's directors to fill the vacancies created by retiring directors.

These appointments were confirmed by the majority voting as follows:-

1. Mr. Harry Thomas Brock

- Approved 620,926,401 votes, equivalent to 100.00%
- Disapproved 0 votes, equivalent to 0.00%
- Abstained 0 votes, equivalent to 0.00%
- Invalid ballots 0 votes, equivalent to 0.00%

of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 6: To consider the Remuneration of Directors**

The Chairman referred to the details of Directors remuneration circulated with prior notice of this meeting. He proposed to the meeting that the remuneration of Chairman and Directors in 2022 should remain unchanged from the previous year, as follows:-

Directors' Fees	Baht 406,000.00 p.a.
Chairman's Fees	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 considered the Chairman's proposal and resolved to leave unchanged the Directors remuneration in 2022 as proposed by the Chairman.

This proposal was passed by the majority voting as follows:-

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

of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 7: To appoint the auditor and fix the auditor's remuneration for the fiscal year 2021**

The Chairman referred the meeting to the proposal of Board of Directors to consider the appointment of Ms.Varaporn Vorathitikul, Certified Public Accountant (Thailand)No. 4474 of Pricewaterhouse Coopers ABAS Limited to be the Company's auditor for the fiscal year 2022.

The Board of Directors endorsed the proposed Auditor annual remuneration in 2022 of Baht 1,870,140. and Baht 65,000 per BOI Certificate.

As there were no questions, the Chairman requested the meeting to appoint the auditor and fix the auditor's remuneration for the fiscal year 2022 as proposed by Board of Directors.

The meeting considered and resolved that Ms.Varaporn Vorathitikul, Certified Public Accountant (Thailand)No. 4474 or Miss Sukhumaporn Wong-ariyaporn, certified Public Accountant (Thailand) No. 4843 or Mr.Vichien Khingmontri certified Public Accountant (Thailand) No. 3977 of PricewaterhouseCoopers ABAS Limited be appointed as the Company's Auditor for 2022 financial year, anyone of the above named 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 with the approval of the Audit Committee. The annual remuneration in 2022 Baht 1,870,140 and the fee for audit of BOI Certificates at Baht 65,000 per Certificate.

This proposal was passed by the majority voting as follows:-

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

of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 8: Other Matters**

The Chairman invited shareholders to raise any questions they may have regarding the Company and its operations. The Board of Directors and the company's management will be pleased to answer those questions.

The following inquiries were raised by shareholder:

1. Question : Mr. Worraphot Noipha - shareholder asked as follows :

- The Chean Vanich concession lawsuit against with Forestry Department, if losing the case how will it affect the company?
- If diesel fuel floats on May 1, how will this affect biodiesel policy and palm industry?
- Has the company increased exports? And now, what percentage of the capacity of factories utilization in both Thailand and Philippines ?

Answer : Mr. Apirag Vanich and Dr. Palat Tittinutchanon replied as follows :

- The Chean Vanich concession on 10,849 rai, the Administrative Court in Nakhon Sri Thammarat judged that the Minister of Natural Resources must propose the Company's application to the Cabinet for approval within 60 days after final judgment. Until now the Minister of Natural Resources has still not submitted the Company's application to the Cabinet for consideration. The Company has already written off the accounting assets in the said area.

At present, the company does not take any action in disputed area about 3 years, so if the court has ruled that the company loses the case, it will definitely not affect the business of the company.

- The current prices, we do not see any increase of palm oil for biodiesel. For 2021 we saw a reduction of 16% in palm oil for biodiesel production. Therefore, volume to be used for biodiesel production unlikely to change in 2022. As we see in 2021 demand, export is filling the gap of the lower domestic demand.
- The company increased export by 197% in 2021. We expect to increase in 2022. Our capacity for factories about 350 mt/FFB per hour. We target approx 250,000 of palm oil production for 2022.

2. Question : Mr. Noppakun Munsin - shareholder asked as follows :

- Has the company sold CPO in Thailand? How many percentage?
- What is the volume of CPO exports compared between 2021 and 2022

Answer : Mr. Harry Brock replied as follows :

- The domestic & export CPO sales was 32% and 68% respectively.
- The CPO exports increased dramatically in 2021, from approx 37,000 mt in 2020 to 140,000 mt, in 2021.

3. Question : Mr.Muangtong Sateinsagpong - shareholder asked as follows :

- Does the management team have a plan to support the abolition of state support for biodiesel and the increasing usage of EVs?

Answer : Mr. Harry Brock replied as follows :

- Mandates to support biodiesel production will come and go, driven by government intervention. The company plan is focusing more on the export market, as this is the growth area, with increasing CPO production in Thailand.

4. Question : Mr.Chatchon Karmonrattanapon - shareholder asked as follows :

- Is it expected that government policies will have an impact to company's export trend ?

Answer : Mr. Harry Brock replied as follows :

- In 2021 the government supported export through subsidy, once stock levels exceeded 300,000 mt. Export in 2022 have been very encouraging so far. Government policy can have a significant impact on export trend. However, we are not able to predict government intervention at this stage.

There were no questions or other matter raised to the meeting.

The chairman thanked the shareholders for attending the meeting and also thanked to Mr. John Clendon who will retired from Group CEO by end of this month for his valuable contribution to the growth of the Univanich business in Thailand and Philippines for more than 28 years.

The meeting adjourned at 10.15 hrs.

(Signature) ..... - *Apirag Vanich* - ..... Chairman  
( Mr. Apirag Vanich )

(Signature) ..... - *Supaporn Na Songkhla* - ..... Secretary to the meeting  
( Ms. Supaporn Na Songkhla )

## Biodata and experience of persons nominated for re-election as Directors of the Company

**(1) Name : Mr. Apirag Vanich**

Univanich shares owned : 179,136,120 shares

Proposed for re-election as : Director

Mr. Apirag Vanich has been a Director of the Vanich group of companies since 1990 and Executive Chairman of the group since 1992. The Vanich group of companies is concentrated mainly in Thailand and in addition to the Univanich palm oil business, the group has interests in mining, transport, property development and hospital services. Mr. Apirag Vanich is also Chairman of Aikchol Hospital Public Co.,Ltd. and a director of Siam Paetra Co.,Ltd., a business involved in international shipping and containers services.

Mr. Apirag Vanich has a Master's degree in Business Administration from Indiana University and a degree in Agricultural Economics from Purdue University in the United States. He is a member of the Thai Institute of Directors (IOD) and has successfully completed the IOD's Director Certification Program. Recently, Mr. Apirag Vanich has also successfully completed the Leader Program of Capital Market Academy and Energy Literacy for the World from Thailand Energy Academy. He is aged 58 years.

Mr. Apirag Vanich does not hold a position or interest in any competitor of Univanich Palm Oil PCL. He has no conflict of interest or interest in related transactions other than might be declared in the company's Annual Report and approved by the company's Audit Committee.

During 2022, Mr. Apirag Vanich attended four meetings of the Univanich Board of Directors, and the Annual General Meeting of Shareholders.

**(2) Name : Dr. Prote Sosothikul**

Univanich shares owned : None

Proposed for re-election as : Director

Currently, Dr. Prote Sosothikul, is Vice President of Operation Group for Seacon Development PLC, the developer and operator of the largest retail shopping complex in Thailand. Dr. Prote Sosothikul was appointed as a non-executive director on the Univanich Board in 2000.

Dr. Prote Sosothikul has a Doctorate in Business Administration from the American University of Hawaii and Master of Science degree from Boston University, USA. He is a member of the Thai Institute of Directors (IOD) and has successfully completed the IOD's Director Certification Program. He is aged 56 years.

Dr. Prote Sosothikul does not hold a position or interest in any competitor of Univanich Palm Oil PCL. He has no conflict of interest or interest in related transactions other than might be declared in the company's Annual Report and approved by the company's Audit Committee.

During 2022, Dr. Prote Sosothikul attended four meetings of the Univanich Board of Directors, and the Annual General Meeting of Shareholders.



**(3) Name : Mr. Pramoad Phornprapha**

Univanich shares owned : None

Proposed for re-election as : Independent Director  
Member of Audit Committee

Mr. Pramoad Phornprapha is the founding partner of consulting firm Claris Co., Ltd. and an ex-partner at The Boston Consulting Group (BCG). He has been advising leading companies in a number of industries across different functional areas in many Asian countries since 1995. His specific expertise is in strategic planning and corporate restructuring. He accumulated his experience during his nine years at BCG where he was the first South East Asian to be elected partner in 2001. He has been involved on topics ranging from strategy, operational effectiveness, to organisational improvement primarily in financial services, industrial goods, and consumer product industries. His recent focus has been on growth strategies and restructuring of large companies, particularly family owned conglomerates in Thailand.

Mr. Pramoad serves on the boards of a number of private and public companies including Sermasuk Public Company Limited, Thai Summit Harness Public Company Limited, Amarin Printing and Publishing Public Company Limited and Saigon Beer-Alcohol-Beverage Corporation and Food and Beverage United Co.,Ltd. Mr. Pramoad Phornprapha was appointed to the Univanich Board as an Audit Committee/Independent Director on 30<sup>th</sup> September 2017

Mr. Pramoad Phornprapha has a MPA in Business and Government, Kennedy School of Government, Harvard University (Honours), MBA in Marketing, Kellogg School of Management, Northwestern University(Honours), and BS in Electrical Engineering, Northwestern University (Honours)

He is a member of the Thai Institute of Directors (IOD) and has successfully completed the IOD's Director Certification Program. He is aged 57 years.

As a nominee for re-election, Mr. Pramoad Phornprapha fulfills the following criteria required of an Independent Director ;

- He is not a shareholder of the company or of any related, affiliated or associated company, either directly or indirectly.
- He is not involved in the management of the company or of any related, or associated company, and does not receive a regular salary from any such company.
- He has no direct or indirect beneficial interest in the finance or management of the company or of any related, or associated company.
- He is not related in any way to a member of management or to the majority shareholders of the company or of a related or associated company.
- He has not been appointed as a representative to safeguard interests of the company's directors, majority shareholders or shareholders who are related to the company's majority shareholders.
- He is skilled and highly capable of performing the duties of Independent Director, including giving opinions and reporting on the financial performance of the company, and to carry out other duties delegated by the Board of Directors, free of the control of management, major shareholders or the close relatives of such connected persons.

During 2022, Mr. Pramoad Phornprapha attended three meetings of the Univanich Board of Directors, four meetings of the Company's Audit Committee.



## **Remuneration of Directors**

The details of remuneration for Directors and Audit Committees in 2023 are as follows :

Description	Annual Remuneration (Baht)	
	Actual 2022	<b>Proposed 2023</b>
Director's Fees	406,000.00	406,000.00
Chairman's Fees	609,000.00	609,000.00
Chairman's Expenses	2,196,150.00	2,196,150.00

Description	Remuneration (per meeting)	
	Actual 2022	<b>Proposed 2023</b>
Audit Committee Chairman	37,500.00	37,500.00
Audit Committee Members	30,000.00	30,000.00

The company does not operate an ESOP programme.

## **Opinion of the Board of Directors**

The Nomination and Remuneration Committee carefully considered the appropriateness of directors' remuneration and the financial performance of the company.

The Committee proposed that shareholders consider and approve that remuneration of Directors and Audit Committee for the year 2023 should remain unchanged from the previous year.

**Record of Auditors**

<b><u>Status</u></b>	<b><u>Year</u></b>	<b><u>Audit Firm</u></b>	<b><u>Auditor</u></b>	<b><u>Audit Fee</u></b>	
	2009	PwC	Mrs Suwannee Bhuripanyo	1,128,500	(Q Reviews & Annual Audit)
				42,000	per BOI Certificate (Audit for BOI Profit)
	2010 – 2011	PwC	Mr. Vichien Khingmontri	1,167,000	(Q Reviews & Annual Audit)
				42,000	per BOI Certificate (Audit for BOI Profit)
	2012 – 2013	PwC	Mr. Vichien Khingmontri	1,213,680	(Q Reviews & Annual Audit)
				42,000	per BOI Certificate (Audit for BOI Profit)
	2014 – 2015	PwC	Mr. Chaisiri Ruangritchai	1,308,000	(Q Reviews & and Annual Audit)
				42,000	per BOI Certificate (Audit for BOI Profit)
	2016	PwC	Mr. Chaisiri Ruangritchai	1,408,000	(Quotation for quarterly reviews and Annual Audit)
				42,000	per BOI Certificate (Audit for BOI Profit)
	2017	PwC	Mr. Chaisiri Ruangritchai	1,550,000	(Quotation for quarterly reviews and Annual Audit)
				65,000	per BOI Certificate (Audit for BOI Profit)
	2018 – 2020	PwC	Mr. Chaisiri Ruangritchai	1,781,120	(Quotation for quarterly reviews and Annual Audit)
				65,000	per BOI Certificate (Audit for BOI Profit)
	2021	PwC	Ms. Varaporn Vorathitikul	1,870,140	(Quotation for quarterly reviews and Annual Audit)
				65,000	per BOI Certificate (Audit for BOI Profit)
	2022	PwC	Ms. Varaporn Vorathitikul	1,870,140	(Quotation for quarterly reviews and Annual Audit)
				65,000	per BOI Certificate (Audit for BOI Profit)
<b>Propose</b>	<b>2023</b>	<b>PwC</b>	<b>Sukhumaporn Wong-ariyaporn</b>	<b>1,963,000</b>	<b>(Quotation for quarterly reviews and Annual Audit)</b>
				<b>65,000</b>	<b>per BOI Certificate (Audit for BOI Profit)</b>

### **Opinion of the Board of Directors**

The Directors recommend that Ms. Sukhumaporn Wong-ariyaporn, Certified Public Accountant (Thailand) No. 4843, Mr. Boonrueng Lerdwiseswit, Certified Public Accountant (Thailand) No. 6552, Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977, Ms. Nopanuch Apichatsatien, Certified Public Accountant (Thailand) No. 5266 of Pricewaterhouse Coopers ABAS Limited be appointed as the Company's Auditors for 2023 financial year, any one of the above named 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 remuneration will be as follows:-

▪ Fee for quarterly reviews of the interim financial statements for 3 quarters (Baht 315,000 per quarter)	Baht	945,000.00
▪ Fee for audit of the financial statements for the year ending 31 December 2023	Baht	<u>1,018,000.00</u>
	<b>Total Baht</b>	<b><u>1,963,000.00</u></b>
▪ Fee for audit of Profit per BOI Certificate	<b>Baht</b>	<b>65,000.00</b>

**Articles of Association**  
**Of**  
**Univanich Palm Oil Public Company Limited**

---

**(Excerpts relating to the Annual General Meeting of Shareholders)**

**Register Closing :**

14. During the period of twenty-one days prior to each shareholders' meeting, the Company may cease to accept registration of share transfers by notifying the shareholders in advance at the head office and at every branch office of the Company not less than fourteen days prior to the commencement date of cessation of the registration of share transfers.

**Directors Election and Remuneration :**

16. The remuneration of the directors shall be fixed by the shareholders' meeting.
17. At the ordinary meeting in every year, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third must retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.  
A retiring director shall be eligible for re-election.
22. The shareholders may pass a resolution removing any director from office prior to retirement as a result of the expiration of the director's term of office, by a vote of not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

**Shareholders' Meeting :**

31. The place of the meeting shall be in the province where the head office of the Company is located or branch office of the Company is located in a nearby province or Bangkok or any neighboring provinces attached to Bangkok.
32. A general shareholders' meeting shall be held at least once in every year. Such meeting is called the "Ordinary Meeting". The meeting shall be held within four months after the end of the financial year of the Company. All other general meetings are called "Extra-ordinary Meetings".

The Board of Directors may call an extra-ordinary meeting of shareholders any time the Board considers it expedient to do so. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extra-ordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of Directors shall proceed to call a shareholders' meeting to be held within one month of the date of receipt of such request from the said shareholders.

- 33.** In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time and agenda of the meeting, and stating with reasonable detail the matters to be proposed to the meeting by indicating clearly whether it is a matter proposed for information, for approval or for consideration, including the opinions and recommendations of the Board of Directors in the said matters. The said notice shall be delivered to the shareholders, the Registrar and to each stock exchange upon which the Company is listed at least seven days prior to the date of the meeting.

The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

- 34.** A quorum of a shareholders' meeting shall be constituted by shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of sold shares of the Company.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

- 35.** A shareholder shall be entitled to be present and to vote at any general meeting.

In the case of joint holders of shares, any one of such persons may vote, but if more than one of those persons is present at a meeting, the person whose name stands first on the Register of Members shall alone be entitled to vote.

- 36.** At a shareholders' meeting, a shareholder may authorize other persons as proxies to attend and vote at any meeting on his/her behalf.  
A proxy need not be a shareholder of the company.

The proxy shall be appointed, in writing signed by the principal and as specified by the Registrar, and the instrument of appointment shall contain at least the following particulars:-

- (a) the number of shares held by the principal;
- (b) the name of the proxy; and
- (c) the serial number of the meeting at which the proxy is authorized to attend and to vote.

The instrument of proxy must be deposited with the Chairman or any other person assigned by the Chairman before the proxy attends the meeting.

An instrument of proxy shall be deemed to be the instrument to authorize the person to be the instrument to authorize the person to attend the meeting and cast its vote.

- 37.** If the meeting has not concluded the consideration of matters according to the sequence of the agenda in the notice or of the matters raised by shareholders, holding shares amounting to not less than one-third of the total number of shares sold, as the case may be, and it is necessary to postpone the consideration of such matters, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of such next meeting, deliver to the shareholders a notice calling the meeting which indicates the place, date, time and the agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

**38.** The Chairman of the Board shall be the Chairman of shareholders' meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is not a vice-chairman or the vice-chairman is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**39.** In a shareholders' meeting, every shareholder shall have one vote for each share.

Any shareholder who has a special interest in any matter cannot vote on such matter except for voting on the election of directors.

Any resolutions or any business approval shall be passed by a simple majority of votes of shareholders attending the shareholders' meeting and being entitled to vote, except for the following events which shall be passed by three-fourths of votes of shareholders attending the meeting and being entitled to vote:-

- (a) the sale or transfer of the whole or material parts of the business of the Company to other person;
- (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- (d) the increase or decrease of the capital of the Company; and
- (e) the amendment of the Company's Memorandum and Articles of Association.

**40.** The ordinary meetings shall usually be summoned for the purpose of:-

- (a) considering the report of the Board of Directors covering work done during the past period of time;
- (b) considering approval of the Statement of Financial Position and Statement of Comprehensive Income ;
- (c) considering distribution of dividends;
- (d) electing new directors in place of those who retire by rotation;
- (e) appointing an auditor; and/or
- (f) transacting other business.

**Dividend Payment :**

**45.** No dividend may be declared except by a resolution of shareholders or by the Board of Directors in the case of interim dividend payment.

The shareholder shall be notified in writing of such payment of dividends within one month of the date of such resolution, and such notice shall also be published in a local newspaper.

**46.** The Company shall declare and pay dividends after deduction of all its existing provision accumulated losses. If the Company has sustained loss, no dividend may be paid until such loss has been made good.

With its shareholders Meeting's approval, the Company may transfer premium reserve which has been reserved from the excess of the share price exceeding the par value, reserves required by law under Clause 49 or other reserves to compensate the Company's cumulative losses.



The compensation under the foregoing paragraph shall be made by deduction from other reserves, reserve required by law, and premium reserve respectively

47. The Board of Directors may from time to time declare such interim dividends, which appear to them to be justified by the profits of the Company and after paying such dividend, the Board shall report this at the next shareholders' meeting.
48. Dividend shall be distributed according to the number of shares, with each share receiving an equal amount, unless otherwise specified.
49. The Company shall allocate not less than five per cent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten per cent of the registered capital.

In addition to the reserve fund, the Board of Directors may propose for vote at a shareholders' meeting the allocation of any other reserve fund for the benefit of the Company's business.

**Documents submitted with the Notice :**

56. The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an annual general meeting:-
  - (a) Copy of the balance sheet and the statement of profit and loss which have been examined by the auditor; and
  - (b) The annual report of the Board of Directors and the supporting documents of the report.

**Minutes of Meeting :**

57. The Board of Directors shall maintain a register of directors, the minutes of meetings of the Board of Directors and the minutes of shareholders' meetings. The resolutions of the Board of Directors' meetings and the shareholders' meetings are deemed to be correct evidence and such evidence shall be kept at the head office of the Company or the Board may assign to any other person the duty of keeping the said documents in the province where the head office of the Company is located or a nearby province but the Company must notify the Registrar prior to the assignment.

**Auditors / Audit Fee :**

58. An auditor shall be appointed at the annual general meeting. A retiring auditor is eligible for re-election.
59. The remuneration of the auditors shall be approved in any shareholders' meeting.
60. Directors, staff members, employees or persons holding any position in the Company shall not be the auditor of the Company.
61. The auditor has a duty to attend every shareholders' meeting at which the balance sheet, the statement of profit and loss and the problems relating to the accounts of the Company are to be considered, in order to explain to the shareholders the auditing of the accounts. The Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that shareholders' meeting.

## Documents Required Prior to Attending the Meeting, Proxy Forms, Registration and Voting

### Documents Required Prior to Attending the Meeting

#### 1. For Natural Person

##### 1.1 Self-Attending

Shareholders must sign and submit the Registration Form to the company's officers at the meeting.

- **Thai Nationality** The identification card of the shareholders issued by government authorities, e.g. the identification card, governmental identification card, including the evidence of name or last name's change (if any).
- **Non-Thai Nationality** The passport of the shareholder.

##### 1.2 Proxy

Shareholders must sign and submit the Registration Form to the company's officers at the meeting.

- **Thai Nationality / Non-Thai Nationality**
  1. Proxy Forms in the form as attached to the Notice to Shareholders, completely filled up and signed by the Shareholder and the Proxy.
  2. Certified true copy of valid identification card or passport of the Shareholder.
  3. Certified true copy of valid identification card or passport of the Proxy.
  4. To present identification card of the Proxy.

#### 2. For a Juristic Person

Shareholders must sign and submit the Registration Form to the Company's officers at the meeting.

##### 2.1 A Juristic Person registered in Thailand

1. Proxy forms in the form as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
2. Copy of the Certificate of Incorporation issued within 60 days by Department of Business Development, Ministry of Commerce, certified by the authorized director(s) of the Shareholder.



- (4) Submit the completed Proxy Form in a sealed envelop to the Chairman or person designated by the Chairman at least half an hour before beginning of the meeting.

Allocation of shares to several Proxies to vote in the meeting is not allowed.

## **Registration for Meeting**

The Company's officers will be present for registration to attend the meeting not less than 1 hour before the meeting or from 8.00 hours at Ballroom I, 5<sup>th</sup> Floor, Hyatt Regency Sukhumvit Bangkok Hotel, No. 1, Sukhumvit 13 Road, Klongtoey Nua, Wattana Bangkok Thailand. Please refer to the map attached.

## **Voting**

1. Voting will be counted as one vote for each share. Separate voting for approval, disapproval or abstention will be allowed.
2. In the normal case, any resolutions or any business approval shall be passed by a simple majority of votes of shareholders attending the meeting in person or by proxy, and being entitled to vote. If the voting is tied, the Chairman is entitled to vote for final decision.
3. In another case, if the law or the Company's Articles of Association stipulated a different method of voting, the voting shall proceed according to such law or Company's Articles of Association, and this will be notified by the Chairman before voting in each agenda.
4. Any shareholder or the proxy having any special interest in a matter shall not be permitted to vote on such a matter and may be invited by the Chairman to temporarily leave the Meeting, except for voting on the election of Directors.
5. Voting may be made openly by show of hand. A voting by written poll may be made upon the request of at least five shareholders and the Meeting resolves accordingly. The method of vote by written poll shall be specified and informed to the Meeting before voting, by the Chairman, and each shareholder shall be entitled to receive a voting card prescribed by the Company. The voting cards shall be returned to the company immediately the meeting completed.

**Profiles of the Independent Directors  
as possible choices of proxy voter for shareholders  
Univanich Palm Oil Public Co., Ltd.**

**Name** : Dr. Veerathai Santiprabhob

**Position** : Independent Director  
Chairman of Audit Committee

**Univanich shares owned** : None

**Address** : Salintara Condominium 19-AW  
376/103, Rama 3 Road  
Bang Khlo, Bangkholaem  
Bangkok 10120

**Age** : 54 years

**Appointment date** : 30 April 2021

**Education**

- Ph.D. in Economics, Harvard University
- A.M. in Economics, Harvard University
- B.A. in Economics, First Class Honors, Thammasat University

**Experience**

1994 – 2000	Economist, International Monetary Fund, Washington, DC, U.S.A.
1998 – 2000	Co-Director, Policy Research Institute, Fiscal Policy Office, Ministry of Finance (on leave from the IMF)
2000 – 2008	Siam Commercial Bank PCL, last designation held as Executive Vice President and Head of Business Bank - Strategic Planning Division
2009 – 2013	Executive Vice President and Chief Strategy Officer, The Stock Exchange of Thailand
2013 – 2015	Advisor, Thailand Development Research Institute
2015 – 2020	Governor, Bank of Thailand

**Position in Other Listed Companies**

- Independent Director, Member of the Risk Management Committee, and Member of the Corporate Governance and Sustainable Development Committee, PTT Exploration and Production PCL
- Independent Director and Member of the Audit Committee, Bangkok Dusit Medical Services PCL

**Training**

- Advanced Audit Committee Program (AACP 41/2021) Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP 2007) Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP 2014) Thai Institute of Directors Association (IOD)
- Leadership Program, Capital Market Academy
- Corporate Strategy Executive Education Program, MIT Sloan School of Management, Cambridge, MA, USA.

**Direct and Indirect special interest in the proposed agenda in the AGM No. 54 for year 2023 :**

- None –

**Profiles of the Independent Directors  
as possible choices of proxy voter for shareholders  
Univanich Palm Oil Public Co., Ltd.**

<b>Name</b>	:	Mr. Pramoad Phornprapha
<b>Position</b>	:	Independent Director Member of Audit Committee
<b>Univanich shares owned</b>	:	None
<b>Address</b>	:	Claris Co.,Ltd. 193/27 Lake Ratchada Office Complex 6 <sup>th</sup> Floor Ratchadapisek Road Bangkok 10110, Thailand
<b>Age</b>	:	57 years
<b>Appointment date</b>	:	30 September 2017

**Education / Working / Training :**

Mr. Pramoad Phornprapha has a MPA in Business and Government, Kennedy School of Government, Harvard University (Honours), MBA in Marketing, Kellogg School of Management, Northwestern University (Honours), and BS in Electrical Engineering, Northwestern University (Honours). He is a member of the Thai Institute of Directors (IOD) and has successfully completed the IOD's Director Certification Program.

Mr. Pramoad Phornprapha is the founding partner of consulting firm Claris Co.,Ltd. and an ex-partner at The Boston Consulting Group (BCG). He has been advising leading companies in a number of industries across different functional areas in many Asian countries since 1995. His specific expertise is in strategic planning and corporate restructuring. He accumulated his experience during his nine years at BCG where he was the first South East Asian to be elected partner in 2001. He has been involved on topics ranging from strategy, operational effectiveness, to organisational improvement primarily in financial services, industrial goods, and consumer product industries. His recent focus has been on growth strategies and restructuring of large companies, particularly family owned conglomerates in Thailand. Mr. Pramoad serves on the boards of a number of private and public companies including Sermsook Public Company Limited and Thai Summit Harness Public Company Limited, Amarin Printing and Publishing Public Company Limited, Saigon Beer-Alcohol-Beverage Corporation and Food and Beverage United Co.,Ltd.

**Direct and Indirect special interest in the proposed agenda in the AGM No. 54 for year 2023 :**

Mr. Pramoad Phornprapha will be considered for re-election as an Independent Director and member of Audit committee under agenda 5.

**Profiles of the Independent Directors  
as possible choices of proxy voter for shareholders  
Univanich Palm Oil Public Co., Ltd.**

<b>Name</b>	:	Mr. Anek Pana-apichon
<b>Position</b>	:	Independent Director Member of Audit Committee
<b>Univanich shares owned</b>	:	None
<b>Address</b>	:	15/293 Soi Nuanchan 44 Nuanchan, Bueng Kum Bangkok 10230 Thailand
<b>Age</b>	:	58 years
<b>Appointment date</b>	:	22 April 2022
<b>Education</b>	:	Master Degree in Business Administration, Chulalongkorn University
<b>Position in other listed companies</b>		
	:	Chairman of the Board of Directors / Independent Director/ Member of Nomination Remuneration and Governance Committee Premier Quality Starch Public Company Limited
	:	Independent Director / Chairman of Audit Committee SC Asset Corporation Public Company Limited
<b>Experience</b>		
2019-2021	:	Chief Executive Office, Intouch Holding Plc
2017-2021	:	Member of the CSR Committee for Sustainable development Member of the strategic & Organizational Review Committee
2020-2021	:	Director and Authorized Director, Intouch Holdings Plc Member of the Governance and Nomination Committee and Member of the New Business Development Committee, Thaicom Plc
2019-2021	:	Director and Member of the Executive Committee, Advanced Info Service Plc Director, Advance Wireless Network Co., Ltd
2018-2021	:	Member of the Compensation Committee and Chairman of the Executive Committee, Thaicom Plc
2017-2021	:	Director and Authorized Director, Thaicom Plc Chairman of the Board of Directors and Authorized Director, High Shopping Co.,Ltd. Director and Authorized Director, Intouch Media Co.,Ltd. Director and Authorized Director, Touch TV Co.,Ltd.

**Training**

- Diploma, National Defence College, The National Defence Course Class 62:Thailand National Defence College
- Harvard Leadership Development Program: Harvard Business Publishing (2017-2018)
- Advance Management Program: The Wharton School of the University of Pennsylvania, USA
- Executive Program Class 15, The Capital Markets Academy (CMA)
- Directors Certification Program (DCP) Class 111/2008, IOD
- Risk Management Program for Corporate Leaders (RCL) #30/2023, IOD

**Direct and Indirect special interest in the proposed agenda in the AGM No. 54 for year 2023 :**

- None –



**Proxy Form A**

(A simple non-complicated form)  
Attachment to the Notification of the Commercial Registration Department  
Re: Form of Proxy (No. 5) B.E. 2550

Duty Stamp Bt 20
---------------------

Written at .....

Date .....

I/We ..... Nationality .....  
Residing at ..... Road ..... sub-District .....  
District ..... Province ..... Postal Code .....  
Country .....

Being a shareholder of **Univanich Palm Oil Public Company Limited.**  
Holding the total number of ..... shares.

I/We hereby appoint

(1) Mr./ Mrs./ Ms. .... aged ..... years  
Residing at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code ..... *or*

(2) Mr./ Mrs./ Ms. .... aged ..... years  
Residing at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code ..... *or*

(3) Mr./ Mrs./ Ms. .... aged ..... years  
Residing at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code .....

Anyone of the above as my/our proxy to attend and vote in my/our behalf at the Annual General Meeting of Shareholders No. 54 to be held on Friday 28<sup>th</sup> April 2023 at 09.00 a.m. at Ballroom I, 5<sup>th</sup> Floor, Hyatt Regency Bangkok Sukhumvit, 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok 10110 Thailand or on the date and at the place as may be postponed or changed.

I/We shall be liable for any action taken by the proxy holder at the meeting.

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

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

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

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

**Remark**

The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.

**Proxy Form B**

(Demonstrating specific details of authorization)  
Attachment to the Notification of the Commercial Registration Department  
Re: Form of Proxy (No. 5) B.E. 2550

Duty Stamp Bt 20
---------------------

Written at .....

Date .....

(1) I/We ..... Nationality .....

Residing at No. .... Road ..... sub-District .....

District ..... Province ..... Postal Code .....

Country .....

(2) Being a shareholder of **Univanich Palm Oil Public Company Limited**, holding the total number of ..... shares and entitled to ..... votes as follows:-

..... ordinary shares, entitled to ..... votes

..... preference shares, entitled to ..... votes

(3) I/We hereby appoint  
(Please indicate (/) in front of only one proxy)

Name ..... aged ..... years  
Residing at No. .... Road ..... sub-District .....

District ..... Province ..... Country .....

Postal Code ..... *or*

**Mr. Apirag Vanich** **Chairman of the Board** Age 58  
Residing at 2/8 Moo 2 Tambon Ratsada, Amphoe Muang, Phuket 83000 Thailand *or*

**Dr. Veerathai Santiprabhob** **Independent Director** Age 54  
Salintara Condominium 19-AW, 376/103, Rama 3 Road, Bang Khlo, Bangkoklaem,  
Bangkok 10120 *or*

**Mr. Pramoad Phornprapha** **Independent Director** Age 57  
Clariss Co.,Ltd. 193/27 Lake Ratchada Office Complex, 6<sup>th</sup> Floor Ratchadapisek Road  
Bangkok 10250 Thailand *or*

**Mr. Anek Pana-apichon** **Independent Director** Age 58  
15/293, Soi Nuanchan 44 Road, Nuanchan, Bungkum, Bangkok 10230

Anyone of the above to be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting of Shareholders No. 54 to be held on Friday 28<sup>th</sup> April 2023 at 09.00 a.m. at Ballroom I , 5<sup>th</sup> Floor, Hyatt Regency Bangkok Sukhumvit, 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok 10110 Thailand or on the date and at the place as may be postponed or changed.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:-

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Agenda 1: To ratify the minutes of Annual General Meeting of Shareholders No. 53.

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved  Disapproved  Abstained

Agenda 2: To acknowledge the Directors' Annual Report on the Company's operating outcome from January to December 2022.

Agenda 3: To consider and approve the Audit Financial Statements for the year ending 31 December 2022.

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved  Disapproved  Abstained

Agenda 4: To consider and approve the profit allocation and payment of dividends.

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved  Disapproved  Abstained

Agenda 5: To consider and approve the appointment of director to replace those who retire by rotation.

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approve the election of the directors as proposed by the Board of Directors

Approved  Disapproved  Abstained

Approve the election of certain directors as follows :-

**1. Mr. Apirag Vanich**

Approved  Disapproved  Abstained

**2. Dr. Prote Sosothikul**

Approved  Disapproved  Abstained

**3. Mr. Pramoad Phornprapha**

Approved  Disapproved  Abstained

Agenda 6: To consider the remuneration of Directors.

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved  Disapproved  Abstained

Agenda 7: To consider and approve the appointment of auditor and fix the auditor’s remuneration for the fiscal year 2023.

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approved
  - Disapproved
  - Abstained

Agenda 8: Other matters (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus there is no voting on this agenda.

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I/We do not specify my/our intention to vote in any agenda, or it is unclear or in case the meeting considers or vote in other businesses other than those specified above, including the amendment or addition to any fact, the proxy holder shall be entitled to vote on my/our behalf as deemed appropriate.

I/We shall be liable for any action taken by the proxy holder at the meeting.

Signed.....Proxy Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remark:

1. The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
2. In the Agenda for the election of directors, the vote may be made for all or certain directors.
3. In case there is any further agenda apart from specified above brought into consideration on the meeting, the proxy holder may use the attachment to Proxy Form B.

## Attachment to Proxy Form B

Authorization on behalf of the Shareholder of **Univanich Palm Oil Public Co., Ltd.**

For the Annual General Meeting of Shareholders No. 54 to be held on Friday 28<sup>th</sup> April 2023 at 09.00 a.m. at Ballroom I, 5<sup>th</sup> Floor, Hyatt Regency Bangkok Sukhumvit, 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok 10110, Thailand or at any adjournment thereof.

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved                       Disapproved                       Abstained

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved                       Disapproved                       Abstained

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved                       Disapproved                       Abstained

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved                       Disapproved                       Abstained

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved                       Disapproved                       Abstained

Agenda No. .... Subject : Election of Directors (continued)

Name of Director.....

Approved                       Disapproved                       Abstained

Name of Director.....

Approved                       Disapproved                       Abstained

Name of Director.....

Approved                       Disapproved                       Abstained

Name of Director.....

Approved                       Disapproved                       Abstained

Name of Director.....

Approved                       Disapproved                       Abstained

**Proxy Form C**

(For Foreign Shareholder Appointing Custodian in Thailand)  
Attachment to the Notification of the Commercial Registration Department  
Re: Form of Proxy (No. 5) B.E. 2550

Duty Stamp Bt 20
---------------------

Written at .....

Date .....

(1) I/We ..... Nationality .....

Residing at No. .... Road ..... sub-District .....

District ..... Province ..... Postal Code .....

Acting as the custodian for .....

being a shareholder of **Univanich Palm Oil Public Company Limited**

holding the total amount of ..... shares with the voting rights of ..... votes as follows;

Ordinary share ..... shares with the voting rights of ..... votes

Preferred share ..... - ..... shares with the voting rights of ..... - ..... votes

(2) Do hereby appoint either one of the following persons:

(1) Mr./ Mrs./ Ms. .... aged ..... years

Residing at ..... Road ..... Sub-District .....

District ..... Province ..... Postal Code ..... **or**

(2) Mr./ Mrs./ Ms. .... aged ..... years

Residing at ..... Road ..... Sub-District .....

District ..... Province ..... Postal Code ..... **or**

(3) Mr./ Mrs./ Ms. .... aged ..... years

Residing at ..... Road ..... Sub-District .....

District ..... Province ..... Postal Code .....

Anyone of the above as my/our proxy to attend and vote in my/our behalf at the Annual General Meeting of Shareholders No. 54 to be held on Friday 28<sup>th</sup> April 2023 at 09.00 a.m. at Ballroom I, 5<sup>th</sup> Floor, Hyatt Regency Bangkok Sukhumvit, 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok 10110, Thailand or on the date and at the place as may be postponed or changed.

(3) I/We authorize my / our Proxy to attend and cast the votes as follows:-

The Proxy is authorized for all shares held and entitled to vote.

The Proxy is authorized for certain shares as follows:

Ordinary share ..... shares, entitling to vote ..... votes

Preferred share ..... - ..... shares, entitling to vote ..... - ..... votes

Total entitled vote ..... votes

(4) I/We authorize my / our Proxy to cast the votes according to my / our intention as follows:

**Agenda 1:** To ratify the minutes of Annual General Meeting of Shareholders No. 53

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approved.....votes
  - Disapproved.....votes
  - Abstained.....votes

**Agenda 2:** To acknowledge the Directors' Annual Report on the Company's operating outcome from January to December 2022.

**Agenda 3:** To consider and approve the Audit Financial Statements for the year ending 31 December 2022.

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approved.....votes
  - Disapproved.....votes
  - Abstained.....votes

**Agenda 4:** To consider and approve the profit allocation and payment of dividends.

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approved.....votes
  - Disapproved.....votes
  - Abstained.....votes

**Agenda 5:** To consider and approve the appointment of director to replace those who retire by rotation.

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approve the election of the directors as proposed by the Board of Directors
    - Approved.....votes
    - Disapproved.....votes
    - Abstained.....votes
  - Approve the election of certain directors as follows :-
    - 1. Mr. Apirag Vanich**
      - Approved.....votes
      - Disapproved.....votes
      - Abstained.....votes
    - 2. Dr. Prote Sosothikul**
      - Approved.....votes
      - Disapproved.....votes
      - Abstained.....votes
    - 3. Mr. Pramoad Phornprapha**
      - Approved.....votes
      - Disapproved.....votes
      - Abstained.....votes

**Agenda 6:** To consider the remuneration of Directors.

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approved.....votes
  - Disapproved.....votes
  - Abstained.....votes

**Agenda 7:** To appoint the auditor and fix the auditor's remuneration for the fiscal year 2023.

- (a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.
- (b) The proxy holder shall vote according to my intention as follows:-
  - Approved.....votes
  - Disapproved.....votes
  - Abstained.....votes

**Agenda 8:** Other matters (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus there is no voting on this agenda.

(5) Vote of the Proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

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

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

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

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

**Remark:**

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
4. In the Agenda for the election of directors, the vote may be made for all or certain directors.
5. In case there is any further agenda apart from specified above brought into consideration on the meeting, the proxy holder may use the attachment to Proxy Form C.



**Attachment to Proxy Form C**

Authorization on behalf of the Shareholder of **Univanich Palm Oil Public Co., Ltd.**

For the Annual General Meeting of Shareholders No. 54 to be held on Friday 28<sup>th</sup> April 2023 at 09.00 a.m. at Ballroom I, 5<sup>th</sup> Floor, Hyatt Regency Bangkok Sukhumvit, 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok 10110, Thailand or at any adjournment thereof.

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved.....votes     Disapproved.....votes     Abstained.....votes

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved.....votes     Disapproved.....votes     Abstained.....votes

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved.....votes     Disapproved.....votes     Abstained.....votes

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved.....votes     Disapproved.....votes     Abstained.....votes

Agenda No. .... Subject .....

(a) The proxy holder is entitled to consider and vote on my behalf of as deemed appropriate.

(b) The proxy holder shall vote according to my intention as follows:-

Approved.....votes     Disapproved.....votes     Abstained.....votes

Agenda No. .... Subject : Election of Directors (continued)

Name of Director.....

Approved.....votes     Disapproved.....votes     Abstained.....votes

Name of Director.....

Approved.....votes     Disapproved.....votes     Abstained.....votes

Name of Director.....

Approved.....votes     Disapproved.....votes     Abstained.....votes

Name of Director.....

Approved.....votes     Disapproved.....votes     Abstained.....votes

Name of Director.....

Approved.....votes     Disapproved.....votes     Abstained.....votes

**Personal Data Protection Notice**  
**For the Annual General Meeting of Shareholders of**  
**Univanich Palm Oil PCL**

*Univanich Palm Oil Public Company Limited* (“the Company”) places importance on personal data of shareholders and/or proxies. The Company thus issued the Personal Data Protection Notice for shareholders, investors, and prospects to duly inform about the details pertaining to the collection, use, and disclosure of personal data of shareholders, investors, and prospects who are deemed data subjects in accordance with the Personal Data Protection Act. The Company would like to inform you, a data subject, the details relating to the AGM as follows :

**1. Personal data**

The Company collects, uses, and discloses your Personal Data, namely, name, surname, date of birth, marital status, address, telephone number, information specified in national identification card or passport, bank account number, e-mail address, fax number, securities holder number, photographs, audio, and video from the AGM.

**2. Objectives of personal data collection, use, and disclosure**

The Company collects, uses, and discloses your personal data for the following objectives :

- For the arrangement, attendance, and management of the AGM such as registration and record of resolution
- For the recording of photographs, audios, and/or videos during the AGM and broadcasting the AGM via the Company ‘s website and other communication channels, or uploading them for the attendees to view later, or publicizing them for the Company’s or the attendees’ benefit
- For the recording of the AGM and preparing the minutes of the AGM, which will be further submitted to relevant agencies such as the Department of Business Development, the Stock Exchange of Thailand or legal advisors of the Company, and shareholders as well as publicizing the details on the Company’s website and other communication channels.

**3. Sources of personal data**

The Company directly receives your personal data from you and from Thailand Securities Depository Co.Ltd.,(TSD) which is the Company’s Securities Registrar in Thailand

**4. Personal data retention**

The Company will keep your personal data for as long as necessary to fulfill the aforementioned objectives unless the law permits a longer retention period.

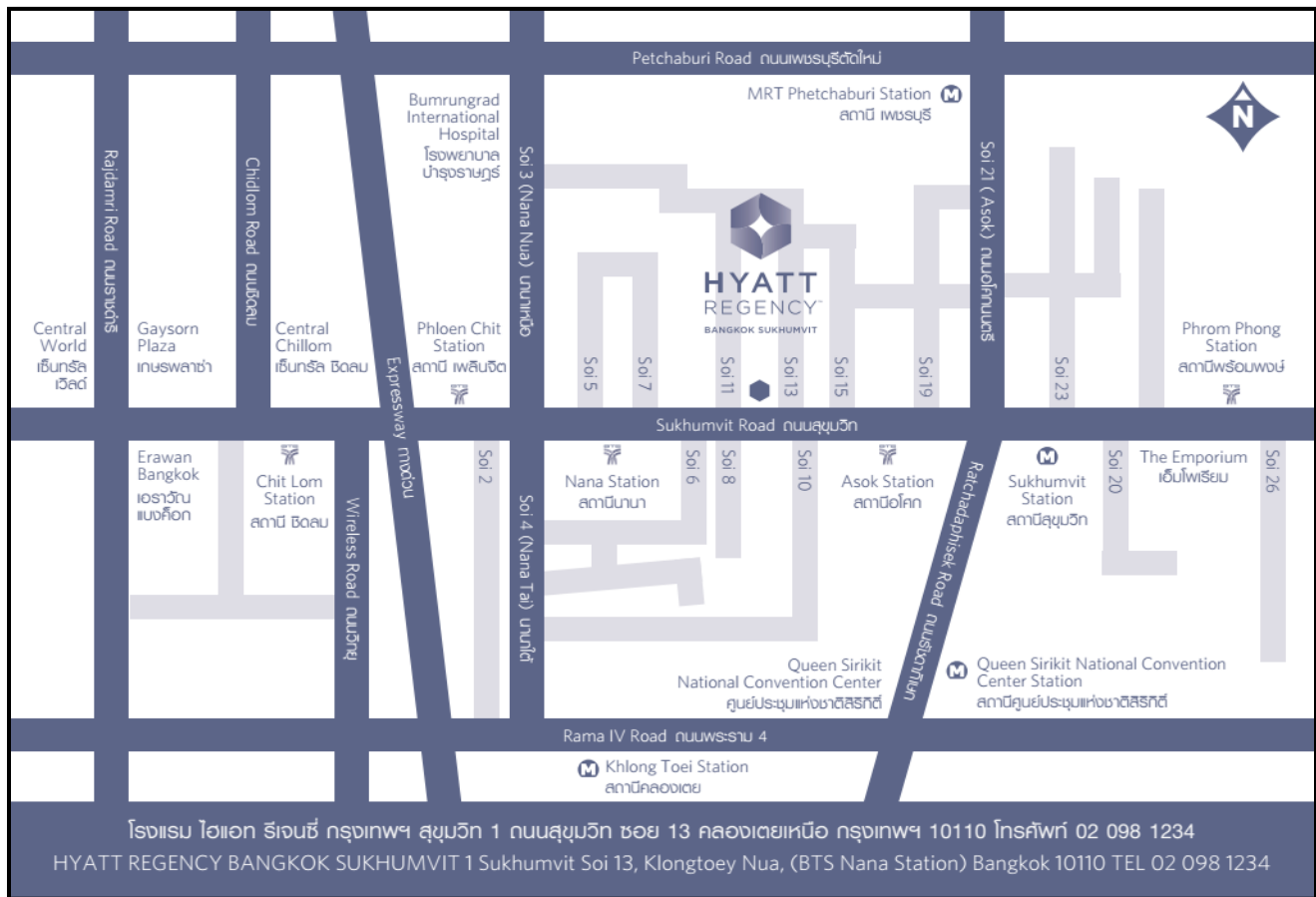
**5. Rights of the data subject**

The data subject has the rights to request access to or obtain a copy of your personal data or request the Company to disclose the source of the personal data obtained without your consent, request your personal data to be given to you by electronic means or transferred to another person, object to the collection, use, and disclosure of your personal data, request that your personal data be deleted or destroyed or made unusable for identifying the data subject, request suspension of the personal data use, rectify the personal data to be up-to-date, complete, and not misleading, withdraw consent given to the Company, complain to a competent authority in case the data subject believes that the Company’s processing of your personal data does not comply with the Personal Data Protection Act.




## **6. Contact information**

To exercise your aforementioned rights, please contact the Company by the following means :

- Telephone : 075-681-126
- E-mail : [info@univanich.com](mailto:info@univanich.com)
- Letter : Attention to : Company Secretary, Univanich Palm Oil PCL, No. 258 Aoluk-Leamsak Road Tambon Aoluk Tai, Amphoe Aoluk, Krabi 81110



**Transportation**

-  **BTS Nana Station (Exit 3)**
-  **Ordinary bus no. 25, 48, 508**
-  **Air Condition bus no. 2, 40, 501, 511**

**Hotel Location**

**Ballroom 1, Hyatt Regency Bangkok Sukhumvit**  
**1 Sukhumvit Soi 13 Klongtoey Nua Wattana**  
**Bangkok Tel: 02-098-1234**