

258 หมู่ 2 ถนนอ่าวลึก-แหลมสัก ต.อ่าวลึกใต้ อ.อ่าวลึก จ.กระบี่ 81110  
258 Moo 2 Aoluk-Laemsak Road, Tambon Aoluk Tai, Amphoe Aoluk, Krabi 81110  
Tel. 0-7568-1116, 0-7568-1126  
[www.univanich.com](http://www.univanich.com) E-mail : [info@univanich.com](mailto:info@univanich.com)

28<sup>th</sup> February 2025

**Subject: The 2025 Annual General Meeting of Shareholders Date, the Agenda Items and Dividend Payment**

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

With reference to the Univanich Palm Oil Public Company Limited Board of Directors meeting No. 1/2025 held on 28<sup>th</sup> February 2025, the Board has made key decisions concerning agenda of the 2025 Annual General Meeting of shareholders as follows:

1. Approved to convene the 2025 AGM. The AGM will be held on 25<sup>th</sup> April 2025 at 09.00 hrs. at Pinnacle 1-2 room, 4<sup>th</sup> Floor, Intercontinental Hotel, No. 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330.
2. To fix record date for shareholders to be entitled to attend the Annual General Meeting of Shareholders has been set as 14<sup>th</sup> March 2025.
3. Approved the final dividend payment against the 2024 performance outcomes at Baht 0.60 per share. The Record Date for the right to receive dividend on 14<sup>th</sup> March 2025, and the dividend payment is proposed to be made by 23<sup>th</sup> May 2025.

The agenda of the AGM are as follows:

**Agenda 1: To ratify the Minutes of Annual General Meeting of Shareholders No. 55 held on 26<sup>th</sup> April 2024.**

Opinion of the Board of Directors: The Minutes of Annual General Meeting of Shareholders No. 55 of 26<sup>th</sup> April 2024 should be proposed for shareholder approval.

**Agenda 2: To acknowledge the Director's annual report on the Company's operating outcome from January - December 2024.**

Opinion of the Board of Directors: The Company's operating outcome of 2024 should be presented to the shareholders for their acknowledgement.

**Agenda 3: To consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2024.**

Opinion of the Board of Directors and the Audit Committee: The statements of financial position and the statements of comprehensive income for the year ended 31 December 2024, as audited by Ms. Sukhumaporn Wong-ariyaporn, Certified Public Accountant (Thailand) No. 4843 of PricewaterhouseCoopers ABAS Limited, should be approved.

**Agenda 4: To consider and approve the profit allocation and payment of dividend for the operating results from 1 January – 31 December 2024.**

Opinion of the Board of Directors: It is proposed to pay a final dividend of Baht 0.60 per share to 940,000,000 ordinary shares held at the record date of 14<sup>th</sup> March 2025. Included in this payment per share the amount of Baht 0.50 per share is derived from non-tax exempted activity which was subject to corporate income tax of 20% and Baht 0.10 is derived from tax exempted BOI promoted activities. Payment is proposed to be made by 23<sup>th</sup> May 2025. 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 0.40 per share paid in September 2024, the total dividend payments from net profit from 1 January 2024 – 31 December 2024 will be Baht 1.00 per share, totaling Baht 940,000,000.

**Agenda 5. To consider and approve the directors to be elected to replace those who retire by rotation and the appointment of new director to fill vacancy.**

**5.1 To consider and approve the appointment of directors to replace those who retire by rotation**

Opinion of the Board of Directors: The Board considered and agreed to recommend the shareholders to appoint all 2 retiring directors to retain office for another term as follows:

- |                           |   |
|---------------------------|---|
| 1. Mr. Harry Thomas Brock | Director / Member of the Strategic Planning Committee / Chief Executive Officer   |
| 2. Mr. Anek Pana-apichon  | Independent Director / Chairman of Audit Committee / Member of the Nominating & Remuneration Committee / Member of the Strategic Planning Committee |

**5.2 To consider and approve the appointment of new director to fill the vacancy.**

Opinion of the Board of Directors: The Board considered and agreed to recommend the shareholders to appoint Mr. Nattapong Dachanabhirom, to be the Executive Director and member of the Strategic Planning Committee, to replace Dr. Palat Tittinutchanon, who has resigned, and intends to retire, effective from 25<sup>th</sup> April 2025, the date of the 2025 Annual General Shareholders' Meeting.

**Agenda 6: To consider and approve the remuneration of the Board of Directors and specific committees for 2025.**

Opinion of the Board of Directors: In agreement with the recommendation made by the Nominating & Remuneration Committee, the Board of Director deems it appropriate to present to the meeting of shareholders the following:

- Director fee

Description	Monthly Remuneration (Baht)	
	Actual 2024	Proposed 2025
Director's Fees	37,500.00	<b>37,500.00</b>
Chairman's Fees	56,250.00	<b>56,250.00</b>
Chairman's Expenses	183,000.00	<b>183,000.00</b>
Other benefit	--	--

- Meeting Allowance

Description	Remuneration per meeting	
	Actual 2024	Proposed 2025
Board of Directors (Non-Executive only)	30,000.00	<b>30,000.00</b>
Audit Committee's Chairman	45,000.00	<b>45,000.00</b>
Audit Committee's Members	37,500.00	<b>37,500.00</b>
Nominating and Remuneration Committee	30,000.00	<b>30,000.00</b>
Strategic Planning Committee	30,000.00	<b>30,000.00</b>

- Bonus

Description	Annual Remuneration			
	Actual 2024		Proposed 2025	
*Performance Bonus	<u>ROE</u>	<u>Bonus % to consolidated revenue</u>	<u>ROE</u>	<u>Bonus % to consolidated revenue</u>
	0 - 10%	0%	<b>0 - 10%</b>	<b>0%</b>
	10 - 14.99%	0.02%	<b>10 - 14.99%</b>	<b>0.02%</b>
	> 15%	0.03%	<b>&gt; 15%</b>	<b>0.03%</b>

\*a bonus for all Non-Executive Directors is proposed to be paid, subject to the company achieving greater than 10% ROE (Return on Equity).

**Agenda 7: To consider and approve the appointment of auditor and fix the auditor's remuneration for the fiscal year 2025.**

Opinion of the Board of Directors: The Directors considered and agreed with the proposal made by the Audit Committee to recommend the shareholders to appoint:

- Ms. Sukhumaporn Wong-ariyaporn Certified Public Accountant (Thailand)  
No. 4843
- Ms. Varaporn Vorathitikul Certified Public Accountant (Thailand)  
No. 4474
- Ms. Nopanuch Apichatsatien Certified Public Accountant (Thailand)  
No. 5266

from PricewaterhouseCoopers ABAS Limited be appointed as the Company's Auditors for 2025 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 2025	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

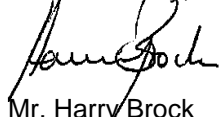
**Agenda 8: To consider and approve the amendment to the Articles of Association of the Company**

Opinion of the Board of Directors : The Public company Limited Act (No.4) B.E.2565, enforced since May 24, 2022, and the notification of the Department of Business Development of 2022, enforced since October 7, 2022, the law has been amended to include the following: 1) advertising through electronic media, 2) the criteria for sending letters or documents via electronic means, 3) the use of electronic methods for proxy voting at shareholder meetings, 4) the authority to call board meeting and shareholder meeting, and 5) the determination of the meeting locations for board meetings and shareholder meetings in cases where meeting are held via electronic media. In addition, the company has updated its seal to align with its vision and business strategy.

To facilitate these, the Board of Directors have proposed amendments to its Article of Association, in total 11 clauses require to be amended, (Clause 18, 23, 25, 28, 30, 31, 32, 33, 36, 37 and 63), to align with the Public Company Limited Act (No.4) B.E.2565. The company has also amended Article 63 of its regulations to align with the changes made to the company seal.

**Agenda 9: Other matters (if any).**

Yours faithfully,



Mr. Harry Brock  
Chief Executive Officer