



บริษัท สหอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)
United Palm Oil Industry Public Company Limited

CORPORATE HEADQUARTERS

64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,
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February 23, 2023

Subject : To specify the date of the Annual General Meeting of Shareholders No.47 (Conducted Through Electronic Means),
dividend payment and the amendment to the Articles of Association of the Company.

To : The President

The Stock Exchange of Thailand

Attachment: Table of the summary for the proposed amendment of the Company's Articles of Association.

United Palm Oil Industry Public Company Limited would like to inform you that the Board of Directors' Meeting No.1/2023 held on February 23, 2023 at 12.00 a.m. passed the following resolutions:

1. The meeting unanimously approved the dividend payment for the operating year 2022 ended December 31, 2022 to the shareholders at the rate of Baht 0.45 per share which derived from profit under non-BOI privilege. The date of the dividend payment will be May 3, 2023. In this regard, the right to receive such dividend is still uncertain as it has not been yet approved by the shareholders at the AGM.
2. The Annual General Meeting of Shareholders No.47 (Conducted Through Electronic Means) will be held on April 7, 2023 at 10.00 a.m. and broadcasted on the 6th Floor Conference Room at the Head Office, No.64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260 to consider the following matters:
 - (1) To consider adopting the Minutes of the Annual General Meeting of Shareholders No.46 (Conducted Through Electronic Means)
 - (2) To acknowledge the Company's operating results and Annual Registration Statement (Form 56-1 One Report)
 - (3) To consider approving the Audited Statement of Financial position and Statement of comprehensive income for the year ended December 31, 2022
 - (4) To consider approving the payment of dividends for the year 2022, and the appropriation of the net profits to the reserve fund in accordance with the law
 - (5) To consider electing directors to the Board in accordance with the Articles of Association of the CompanyThe Board of Directors (as recommended by the Nomination Committee) proposed the Annual General Meeting of Shareholders to approve the directors replacing directors whose term have expired as following.

Name of Director	Directorship	Remarks
1. Assoc.Prof. Naris Chaivasot, Ph.D.	Independent Director	Re-election
2. Ms Anchalee Suebchantasiri	Vice-Chairman of the Board of Directors and Managing Director	Re-election
3. Mr. Wasin Patchakapati	Independent Director	Re-election
4. Mr. Anusorn Buranakanonda	Independent Director	New Appointment
5. Mr. Whang Shang Ying	Director	Re-election
6. Ms. Piyathida Sukchan	Executive Director	Re-election
7. Mr. Ampol Simarojana	Non-Executive Director	Re-election

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A Subsidiary of Lam Soon (Thailand) Public Company Limited



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(6) To consider approving the remunerations for the Company's Directors for the year 2023

(Baht/Person/Year)	Year 2023	Increase
● Chairman of the Board	884,400	-0-
● Independent Director	607,200	-0-
● Director / Executive Director	567,600	-0-
● Non Executive Director	567,600	-0-
● Audit and Corporate Governance Committee	633,600	-0-
● Nomination Committee	None	-0-
● Remuneration Committee	None	-0-

(7) To consider appointing an independent auditor and to fix the remuneration for the year 2023

The Audit and Corporate Governance Committee proposed the appointment of EY Office Limited with the following auditors as auditors of the Company for 2022

- (1) Ms. Kunlapee Piyawannasuth, Certified Public Account No. 6137 or
- (2) Ms. Siriwan Nitdamrong, Certified Public Account No. 5906 or
- (3) Ms. Patcharawan Koonarangsri, Certified Public Account No. 6650 or
- (4) Ms. Sarinda Hirunprasurtwutti, Certified Public Account No. 4799

The audit fee for 2023 will be 1,080,000 Baht exclusive of out-of-pocket expenses, same as the year 2022.

(8) To consider approving the amendment of the Company's Articles of Association.

3. The record date for the eligible shareholders who have the right to attend E-AGM and to receive the dividend will be on March 10, 2023.

Please be informed accordingly.

Yours faithfully,

(Ms. Anchalee Suebchantasiri)

Managing Director



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A Subsidiary of Lam Soon (Thailand) Public Company Limited

Table of the summary for the proposed amendment of the Company's Articles of Association.

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Article	Present	Proposed amendment
20	<p>In convening a meeting of board of directors, the chairman or the person assigned by him shall send out a notice of meeting to the directors not less than seven days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or interests of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.</p> <p>If two directors or more request a meeting of board of directors, the chairman shall appoint a date for the meeting within fourteen days from the date of receipt of such request.</p> <p>The company may send out a notice for the Board of Directors' meeting including its related documents by an electronic mail.</p> <p>The company may convene a meeting of board of directors via electronic media according to the conditions, procedures and methods prescribed by law.</p>	<p>The Chairman of the Board shall call the meeting of the Board of Directors. If it is reasonable or for the protection of the Company's benefit, at least two Directors may jointly request that the Chairman summons a Board of Directors' meeting and they shall also propose the meeting agenda and reasons to the Chairman. In this case, the Chairman shall summon and fix the date of the Board of Directors' meeting within 14 days from the date of the request.</p> <p>In the case where the Chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting Directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within 14 days from the end of such 14-day period mentioned in the above paragraph.</p> <p>In convening a meeting of board of directors, the chairman or the person assigned by him shall send out a notice of meeting to the directors not less than three days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or interests of the company, the notice of meeting may be served by electronic means or other means and an earlier date may be fixed for the meeting.</p> <p>The company may send out a notice for the Board of Directors' meeting including its related documents by an electronic mail.</p> <p>The company may convene a meeting of board of directors via electronic media according to the conditions, procedures and methods prescribed by law. The headquarters of the Company shall be deemed to be the venue of such meetings.</p> <p>In the absence of a Chairman of the Board of Directors, the Vice-Chairman shall summon the meeting of the Board of Directors. In the</p>

Table of the summary for the proposed amendment of the Company's Articles of Association.

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Article	Present	Proposed amendment
		case of the absence of a Vice-Chairman, a Board of Directors' meeting may jointly be summoned by at least two directors.
22	The board of directors shall meet at least 3 months/time at any place as the chairman of the board of director deems expedient.	The board of directors shall meet at least once every three months at any place as the chairman of the board of director deems expedient. In the case where a meeting is convened via electronic media, the headquarters of the Company shall be deemed to be the venue of such meetings.
23	<p>The Board of Directors shall convene the Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.</p> <p>Other meetings of shareholders in addition to the above shall be called as Extraordinary Meeting of Shareholders. The Board of Directors may convene an extraordinary meeting at any time it deems as appropriate.</p> <p>One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in writing to request to the Board of Directors to call for an extraordinary meeting of shareholders at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.</p> <p>In case the Board does not arrange a meeting within the period specified in the third paragraph, the shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting forty-five days from the date of the expiration of the period under the third paragraph. Such case is considered as Shareholders' Meeting</p>	<p>The Board of Directors shall convene the Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.</p> <p>Other meetings of shareholders in addition to the above shall be called as Extraordinary Meeting of Shareholders. The Board of Directors may convene an extraordinary meeting at any time it deems as appropriate.</p> <p>One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in writing to request to the Board of Directors to call for an extraordinary meeting of shareholders at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.</p> <p>In case the Board does not arrange a meeting within the period specified in the third paragraph, the shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting forty-five days from the date of the expiration of the period under the third paragraph. Such case is considered as Shareholders' Meeting</p>

Table of the summary for the proposed amendment of the Company's Articles of Association.

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Article	Present	Proposed amendment
	<p>which is called by the Board of Directors. The Company shall be responsible for facilitating convenience and any expenditure incurred during the meeting as it deems as appropriate.</p> <p>In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 25 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.</p>	<p>which is called by the Board of Directors. The Company shall be responsible for facilitating convenience and any expenditure incurred during the meeting as it deems as appropriate.</p> <p>In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 25 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.</p> <p>In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent via electronic means according to the conditions, procedures and methods prescribed by law.</p>
24	<p>In convening a meeting of shareholders, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information; approval, or consideration, as the case may be, including opinion of the board of directors on said matters, and send the same to the shareholders not less than seven days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for a period of three days and not less than three days before the date of the meeting.</p> <p>The place where the meeting is to be held pursuant to paragraph one shall be in the locality in which the head office of the company is situated or in any other locality as the board of directors deem expedient.</p>	<p>In convening a meeting of shareholders whether it is in person or via electronic means, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information; approval, or consideration, as the case may be, including opinion of the board of directors on said matters, and send the same to the shareholders not less than seven days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for a period of three days and not less than three days before the date of the meeting.</p> <p>The Company may send a summoning notice of the meeting and its related documents to shareholders by electronic means. In addition, publication of a notice of the meeting may be instead made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.</p>

Table of the summary for the proposed amendment of the Company's Articles of Association.

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Article	Present	Proposed amendment
		The place where the meeting is to be held pursuant to paragraph one shall be in the locality in which the head office of the company is situated or in any other locality as the board of directors deem expedient, or the shareholders' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law. The headquarters of the Company shall be deemed to be the venue of such meetings..
25	<p>In a shareholders meeting here must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum.</p> <p>In the event at any meeting of shareholders, upon lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>	<p>In a shareholders meeting here must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum.</p> <p>The shareholders may appoint another person as their proxy via electronic means according to the conditions, procedures and methods prescribed by law.</p> <p>In the event at any meeting of shareholders, upon lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>
31	<p>No dividend shall be paid out of funds other than profit. In the event the company still sustains an accumulated loss, no dividend shall be paid.</p> <p>Dividend shall be distributed according to number of shares in equal amount for each share.</p>	<p>No dividend shall be paid out of funds other than profit. In the event the company still sustains an accumulated loss, no dividend shall be paid.</p> <p>Dividend shall be distributed according to number of shares in equal amount for each share.</p>

Table of the summary for the proposed amendment of the Company's Articles of Association.

Attachment Page 5/5

Article	Present	Proposed amendment
	<p>The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.</p> <p>Payment of dividend shall be made within one month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice thereof shall be sent to the shareholders and also announced in a newspaper.</p>	<p>The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.</p> <p>Payment of dividend shall be made within one month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice thereof shall be sent to the shareholders and also announced in a newspaper.</p> <p>The written notices to the shareholders and publication of the notice of the dividend payment may be made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.</p>