



Ref. MO 002/2024

February 22, 2024

Subject: Board of Directors' Resolution for Appointed Vice Chairman of the Board of Directors,
Schedule for the Annual General Meeting of Shareholders No.1/2024, Dividend Payment and Propose
the appointment directors to replace the retiring directors.

Dear: President,
The Stock Exchange of Thailand

The Board of Directors of Chumporn Palm Oil Industry Public Company Limited at a meeting No.
1/2024 held on Thursday, February 22, 2024 passed the following resolutions:

- 1) Appointed 2 Vice Chairman of the Board of Directors as follow;
 - (1) Mr.Nopporn Picha Independent Director,
Chairman of the Audit and Risk Management Committee,
Member of the Nomination and Remuneration Committee,
Vice Chairman of the Board of Directors
 - (2) Mr.Takon Tawintermsup Director,
Chairman of the Executive Committee
Vice Chairman of the Board of Directors

with effective from February 22, 2024.

- 2) Resolved to propose the Shareholders Meeting to approve the dividend payment from the operation of the year 2023 at the rate Baht 0.11 per share, paid to 632,752,650 shares for total amount of Baht 69,602,791.50 or 46% of profit for the year listed on the consolidated financial statement, in compliance with the Company's dividend payment policy. The said dividend has to be paid income tax and allocated profit as statutory legal reserved Baht 617,587.

Remark : Dividend for the year 2023 is paid from profits of the Company that are subject to corporate income tax at the rate of 20 percent. Therefore, individual shareholders who are domiciled in Thailand can apply for tax credit in the amount equal to the product of dividend times 20/80, provided that the shareholders shall comply with Section 47 bis of the Revenue Code.

- 3) The Annual General Meeting of Shareholder No.1/2024 should be held on Thursday, April 25, 2024 at 14.00 hours in form of electronic meeting (E-AGM) only, regulated under the Emergency Decree on Electronic Meetings, B.E.2563 (2020) and other relevant laws and regulations.

The Record Date for the right to attend the Annual General Meeting of Shareholders No. 1/2024 and receive the dividend is on Friday, March 15, 2024 and the dividend payment date is on Friday, May 17, 2024.

Please note the entitlement of shareholders to receive the payment of dividend on the same date of record date for the right to attend meeting (mentioned above) is still pending and shall be finalized by the Shareholders Meeting.

Authorize Chairman of the Executive Committee and/or Chief Executive Officer to manage and finalize detail of the Annual General Meeting 1/2024 arrangement in case of necessary such as new meeting date and time, venue, agendas or format of the meeting under rights as stipulated by laws.

Guideline and procedures of attending the Shareholders Meeting via electronic meeting shall be announced in invitation to attend the Annual General Meeting of Shareholder and the Company's website.

- 4) The Agenda for the Annual General Meeting of Shareholder No.1/2024 on Thursday, April 25, 2024 are as follows:

Agenda 1 To acknowledge the Company's performance and Annual Report year 2023.

Board's opinion : It is appropriate to propose the Shareholders Meeting to acknowledge the Company's performance and Annual Report year 2023.

Agenda 2 To consider and approve the financial statements for the year ended December 31, 2023.

Board's opinion : It is appropriate to propose the Shareholders Meeting to consider and approve the financial statements for the year ended December 31, 2023, as duly audited and certified by the Company's auditor from EY Office Limited., and reviewed by the Audit and Risk Management Committee.

Agenda 3 To consider and approve the dividend payment and statutory legal reserve for year 2023.

Board's opinion : It is appropriate to propose the Shareholders Meeting to approve the dividend payment from the operation of the year 2023 at the rate Baht 0.11 per share, paid to 632,752,650 shares for total amount of Baht 69,602,791.50 or 46% of profit for the year listed on the consolidated financial statement, in

compliance with the Company's dividend payment policy. The said dividend has to be paid income tax and allocated profit as statutory legal reserved Baht 617,587.

Agenda 4 To consider and elect the directors in replacement of those to be retired by rotation.

In 2024, there are 4 directors who are retire by rotation as follows;

- 1) Mr. Rachoj Tawintermsup Director
- 2) Mr. Banphot Hongthong Independent Director,
Chairman of the Board of Directors,
Chairman of the Nomination and
Remuneration Committee
- 3) Mr. Saravut Menasavet Independent Director,
Member of the Audit and Risk
Management Committee
- 4) Mr. Paiboon Kujareevanich Independent Director,
Member of the Audit and Risk
Management Committee

The three independent directors, namely 2), 3), and 4) informed the meeting that they have completed their term of office as directors and that compliance with good governance principles regarding the term of office of independent directors should not exceed 6–9 years; therefore, all three independent directors notified the meeting of their intention not to renew the term of directors of the Company. All three independent directors would perform their duties as directors until the end of the term of office on the date of the Annual General Meeting of Shareholders No. 1/2024.

Board's opinion : It is appropriate to propose to the Shareholders Meeting to consider and approve the appointment of one director who retired by term to serve as the Company's director for another term and to propose approval of the appointment of three external experts to serve as independent directors of the Company to replace the retiring directors as follows:

- 1) Mr. Rachoj Tawintermsup Director
(rejoining as a director for another term)
- 2) Mr. Prakob Vivitjinda Independent Director
(replacing the retiring director)
- 3) Dr. Apichai Boontherawara Independent Director
(replacing the retiring director)
- 4) Mr. Supapat Ongsangkung Independent Director
(replacing the retiring director)

Agenda 5 To consider and approve remuneration and meeting allowance for director.

Board's opinion : It is appropriate to propose the Shareholders Meeting to consider and approve remuneration and meeting allowance for director as below:

- (1) To consider the meeting allowance for year 2024 which is increased from the previous year by consideration to increase meeting allowance for the Board of Directors because of the directors are assigned more duties and responsibilities.

Meeting Allowance	Position	Baht/Person/Meeting		
		Year 2024 <i>(proposed increased from the previous year)</i>	Year 2023	Year 2022
The Board of Directors	Chairman	**40,000**	30,000	30,000
	Member	**30,000**	25,000	25,000
The Audit and Risk Management Committee	Chairman	30,000	30,000	30,000
	Member	25,000	25,000	25,000
The Nomination and Remuneration Committee	Chairman	25,000	25,000	25,000
	Member	20,000	20,000	20,000
The Executive Committee	Chairman	30,000	30,000	30,000
	Member	25,000	25,000	25,000
The Corporate Governance and Sustainable Development Committee	Chairman	25,000	25,000	25,000
	Member	20,000	20,000	20,000

- (2) To consider the director's remuneration for year 2024 of Baht 4,500,000 which is equivalent to the previous year and the Chairman of the board of directors to allocates as appropriate.

Detail	Year 2024 <i>(proposed equivalent to the previous year)</i>	Year 2023	Year 2022
The director's remuneration	Baht 4,500,000	Baht 4,500,000	Baht 4,500,000

Agenda 6 To consider and appoint the auditors and fix their audit fee.

Board's opinion : It is appropriate to propose the Shareholders Meeting to consider and appoint the auditors and fix their audit fee as detail follow;

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| (1) Ms.Pimjai | Manitkajohnkit | C.P.A. Registration No. 4521 or |
| (2) Mrs.Gingkarn | Atsawarangsalit | C.P.A. Registration No. 4496 or |
| (3) Ms.Rosaporn | Decharkom | C.P.A. Registration No. 5659 or |
| (4) Ms.Sumana | Punpongsanon | C.P.A. Registration No. 5872 or |
| (5) Ms.Nummon | Kerdmongkhonchai | C.P.A. Registration No. 8368 or |
| (6) Ms.Wilaiporn | Chaowiwatkul | C.P.A. Registration No. 9309 |

of EY Office Limited as the auditors for the year 2024. The audit fee for the year 2024 is Baht 1,825,000 which is increased from previous year Baht 1,750,000, There is no audited in accordance with compliance to BOI standard fee because the exercise of rights has expired and other service fees besides this are the corporate income tax audit service fee for the year 2024 Baht 190,000.

Agenda 7 To consider and approve the amendment of the Company's Articles of Association.

Board's opinion : It is appropriate to propose to the Shareholders Meeting to consider and approve the amendment of the Company's Articles of Association, Article 30, Article 32, Article 34, Article 36, Article 37, Article 44, Article 45, and Article 54, and request the Shareholders Meeting to approve the amendment and addition of the wording in the Company's revised Articles of Association in the event that the Public Limited Companies Registrar issues an order and/or recommendation to amend the said document to comply with the order of the Registrar without affecting the substance of the amendment of the

Articles of Association of the Company as approved. Details are as follows:

Current Company's Articles of Association	To propose the amendment
<p>Article 30.</p> <p>The Board of Directors' meeting shall be held at the locality where the Company's headquarters or a nearby province is located or at any other place as determined by the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors.</p>	<p>Article 30.</p> <p>The Board of Directors' meeting shall be held at the locality where the Company's headquarters or a nearby province is located or at any other place as determined by the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors.</p> <p><i>The meeting of the Board of Directors under paragraph one may be conducted via electronic means, as provided for in the law on electronic meetings.</i></p>
<p>Article 32.</p> <p>The Company's general meeting shall be held at the locality where the Company's headquarters or at any other place as determined by the Board of Directors.</p>	<p>Article 32.</p> <p>The Company's general meeting shall be held at the locality where the Company's headquarters <i>or a nearby province is located, or conducted via electronic media as provided for in the law on electronic meetings</i>, or at any other place as determined by the Board of Directors.</p>
<p>Article 34.</p> <p>In the notice of the shareholders' meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda, and matters to be proposed to the meeting, together with reasonable details, and clearly specify that the matters proposed are for acknowledgment, approval, or consideration, along with the opinion of the Board of Directors on such matters. The notice must be delivered to the shareholders and the Registrar not less than seven (7) days before the date of the meeting.</p> <p>Furthermore, the notice of the meeting of shareholders shall be advertised in the newspaper not less than three consecutive days before the date of the meeting.</p>	<p>Article 34.</p> <p>In the notice of the shareholders' meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda, and matters to be proposed to the meeting, together with reasonable details, and clearly specify that the matters proposed are for acknowledgment, approval, or consideration, along with the opinion of the Board of Directors on such matters. The notice must be delivered to the shareholders and the Registrar not less than seven (7) days before the date of the meeting.</p> <p>Furthermore, the notice of the meeting of shareholders shall be advertised in the newspaper not less than three consecutive days before the date of the meeting, <i>or advertised by electronic means or any other means in accordance with the rules and methods prescribed or permitted by law.</i></p>

Current Company's Articles of Association	To propose the amendment
<p>Article 36.</p> <p>At the shareholders' meeting, shareholders may authorize others to attend the meeting and vote on their behalf. The proxy shall be made in writing, signed by the proxy, and in the form prescribed by the Public Limited Companies Registrar, and shall at least include the following items:</p> <ol style="list-style-type: none"> Number of shares held by the proxy; Proxy's name; The time of the meeting at which the proxy is present and voting. <p>The said proxy shall be submitted to the Chairman of the Board of Directors or a person designated by the Chairman of the Board of Directors before the proxy attends the meeting.</p>	<p>Article 36.</p> <p>At the shareholders' meeting, shareholders may authorize others to attend the meeting and vote on their behalf. The proxy shall be made in writing, signed by the proxy, and in the form prescribed by the Public Limited Companies Registrar, and shall at least include the following items:</p> <ol style="list-style-type: none"> Number of shares held by the proxy; Proxy's name; The time of the meeting at which the proxy is present and voting. <p>The said proxy shall be submitted to the Chairman of the Board of Directors or a person designated by the Chairman of the Board of Directors before the proxy attends the meeting.</p> <p><i><u>The proxy may be made by electronic means that are secure and reliable, and the proxy was executed by shareholders in accordance with the rules prescribed or permitted by law.</u></i></p>
<p>Article 37.</p> <p>In the event that the meeting fails to finish the consideration of the agenda set forth in the notice of the meeting or fails to finish the consideration of matters proposed by shareholders with shares totaling not less than one-third of the total number of shares sold and it is necessary to postpone the consideration, the meeting shall determine the place, date, and time of the next meeting, and the Board of Directors shall send a notice specifying the place, date, time, and agenda to the shareholders not less than seven days before the meeting. The notice of the meeting shall also be advertised in the newspaper not less than three days before the date of the meeting.</p>	<p>Article 37.</p> <p>In the event that the meeting fails to finish the consideration of the agenda set forth in the notice of the meeting or fails to finish the consideration of matters proposed by shareholders with shares totaling not less than one-third of the total number of shares sold and it is necessary to postpone the consideration, the meeting shall determine the place, date, and time of the next meeting, and the Board of Directors shall send a notice specifying the place, date, time, and agenda to the shareholders not less than seven days before the meeting. The notice of the meeting shall also be advertised in the newspaper not less than three days before the date of the meeting, <i><u>or advertised by electronic means or any other means in accordance with the rules and methods prescribed or permitted by law.</u></i></p>

Current Company's Articles of Association	To propose the amendment
<p>Article 44.</p> <p>When the Company wishes to reduce its capital, a written notice of the capital reduction resolution must be sent to the Company's creditors, who are known to the Company within fourteen days from the date of the resolution of the shareholders' meeting. The deadline for submission of objections must be within two months from the date of receipt of the notice of the resolution. Such a resolution must also be advertised in newspapers for a period of fourteen days.</p>	<p>Article 44.</p> <p>When the Company wishes to reduce its capital, a written notice of the capital reduction resolution must be sent to the Company's creditors, who are known to the Company within fourteen days from the date of the resolution of the shareholders' meeting. The deadline for submission of objections must be within two months from the date of receipt of the notice of the resolution. Such a resolution must also be advertised in newspapers for a period of fourteen days <u>or</u> <u>advertised by electronic means or any other means in accordance with the rules and methods prescribed or permitted by law.</u></p>
<p>Article 45.</p> <p>It is forbidden to declare dividends except by a resolution of the shareholders' meeting or a resolution of the Board of Directors in the event of an interim dividend payment.</p> <p>The payment of dividends must be notified in writing to the shareholders and advertised in a local newspaper, and the dividends must be paid within one month of the date of such resolution.</p>	<p>Article 45.</p> <p>It is forbidden to declare dividends except by a resolution of the shareholders' meeting or a resolution of the Board of Directors in the event of an interim dividend payment.</p> <p>The payment of dividends must be notified in writing to the shareholders and advertised in a local newspaper <u>or by electronic means or by any other means in accordance with the rules and methods prescribed or permitted by law,</u> and the dividends must be paid within one month of the date of such resolution.</p>

Current Company's Articles of Association	To propose the amendment
<p>Article 54.</p> <p>The Board of Directors shall submit the following documents to the shareholders together with the notice of the Annual General Meeting:</p> <p>(1) A copy of the balance sheet and profit and loss statement audited by the auditor, along with the auditor's report; and</p> <p>(2) Annual report of the Board of Directors and supporting documents.</p>	<p>Article 54.</p> <p>The Board of Directors shall submit the following documents to the shareholders together with the notice of the Annual General Meeting:</p> <p>(1) A copy of the balance sheet and profit and loss statement audited by the auditor, along with the auditor's report; and</p> <p>(2) Annual report of the Board of Directors and supporting documents.</p> <p><i><u>In addition, the aforementioned documents may be processed by electronic means or by any other means in accordance with the rules and methods prescribed or permitted by law</u></i></p>

Agenda 8 To consider other issues (if any)

Please be informed accordingly.

Yours sincerely,

(Kritbhong Takviriyanan)

Chief Executive Officer