



บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)  
CHUMPORN PALM OIL INDUSTRY PUBLIC COMPANY LIMITED



## Invitation to the Annual General Meeting of Shareholders No. 1/2021



**CHUMPORN PALM OIL INDUSTRY PUBLIC COMPANY LIMITED**

Bangkok Branch : 1168/91 30th Floor, Lumpini Tower,

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March 22, 2021

Subject : Invitation to the Annual General Meeting of Shareholders No. 1/2021

To : Shareholders

Enclosures : 1. A copy of the Minutes of Annual General Meeting of Shareholders No.1/2020  
2. Annual Report for the year 2020 (One Report) in QR Code format  
3. Information on proposed candidates to be elected as directors  
4. Independent Directors Definition  
5. Auditors' details  
6. Company's Articles of Association relating to the General Meeting of Shareholders  
7. Independent Director proposed to serve as Proxy for Shareholders  
8. Guidelines on How to Attend Annual General Meeting of Shareholder No.1/2021 via  
Electronic Meeting (E-Meeting) and How to Attend the Meeting by Proxy  
9. Proxy Form

The Board of Directors of Chumporn Palm Oil Industry Public Company Limited has resolved to hold the Annual General Meeting of Shareholders No.1/2021 on Thursday, April 29, 2021 at 14.00 hours in form of electronic meeting (E-Meeting) only, at meeting room of Chumporn Palm Oil Industry Public Company Limited at 1168/91 30th Floor, Lumpini Tower, Rama IV Road, Sathorn, Bangkok to consider the following agenda:

**Agenda 1** To adopt the Minutes of Annual General Meeting of Shareholders No.1/2020

**Objectives and reasons** : The Annual General Meeting of Shareholders No.1/2020 was held on Thursday, July 23, 2020. A copy of the Minutes has been sent to Shareholders along with this notice. (Enclosure No.1)

**Board's opinion** : The Minutes of Annual General Meeting of Shareholders No.1/2020 was held on Thursday, July 23, 2020 has been made correctly and recommends the Meeting to adopt the said Minutes.

**Required vote** : Majority vote of the Shareholders who attend the meeting and cast votes.

**Agenda 2** To acknowledge the Company's performance and Annual Report year 2020

**Objectives and reasons** : The summary of company's performance for the year 2020 is shown in the Annual Report for the year 2020 (One Report) which can download from QR Code. (Enclosure No.2)

**Board's opinion** : The Board of Directors requests the Meeting to acknowledge company's performance and Annual Report for the year 2020.

**Required vote** : As this item is for information to shareholders, there will be no voting.

**Agenda 3** To consider and approve the financial statements for the year ended December 31, 2020

**Objectives and reasons** : In compliance with relevant law stipulates that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the company's auditor before to propose for shareholders' approval.

**Board's opinion** : The Board of Directors requests the Meeting to consider and approve the financial statements for the year ended December 31, 2020, as duly audited and certified by the Company's auditor from EY Office Limited., and reviewed by the Audit and Risk Management Committee. The details are shown in financial statement in the Annual Report for the year 2020 (One Report) which can download from QR Code. (Enclosure No.2)

The statements of financial position and income

Unit : Million Baht

Description	Consolidated financial statements	Separate financial statements
Total assets	4,133.35	3,652.76
Total liabilities	2,169.53	1,763.74
Revenue from sales	3,888.76	3,877.71
Total revenue	3,903.92	3,890.63
Profit for the year	159.05	114.22
Earnings per share (Baht/Share)	0.251	0.181

**Required vote** : Majority vote of the Shareholders who attend the meeting and cast votes.

**Agenda 4**

To consider and approve the dividend payment and statutory legal reserve for year 2020

**Objectives and reasons :** The dividend payment policy for the company and subsidiaries is not less than 40% of the net profit after deduction statutory legal reserves and income tax of the consolidated financial statements. The dividend payment would be considered to operation and retained earnings of separate financial statements of the company that could be able to make a dividend payment without any against the law and also take into consideration of economic situation and operation performance.

**Board's opinion :** As per the operation results and the financial status of the company in year 2020. The consolidated financial statement is showed the company and its subsidiaries' profit for the year amounting Baht 159.05 Million. The Board of Directors propose to the Meeting to consider and approve the distribution of dividends for the year 2020 at Baht 0.11 per share paid to 632,752,650 shares, totaling an amount of Baht 69.60 Million, or 44% of profit for the year listed on the consolidated financial statement, in compliance with the Company's dividend payment policy. The dividend payment will be made on Friday, May 14, 2021. The dividend is without tax exemption and there has been allocated profit as statutory legal reserved amounting Baht 5.71 Million.

Dividend payment information

Description	Year 2020 (proposed)	Year 2019	Year 2018
Net profit / (Loss) for the year on separate financial statement (Million Baht)	114.22	49.45	(62.98)
Net profit / (Loss) for the year on consolidated financial statement (Million Baht)	159.05	90.14	(139.42)
Shares (Million Shares)	632.75	632.75	632.75
Unappropriated retained earnings (Million Baht)	146.71	89.13	41.89
Dividend (Baht/Share)	0.11	0.071	omission
Total amount of dividends paid (Million Baht)	69.60	44.93	0.00
Payout ratio (%)	44	50	N/A

- Remark**
- 1) Year 2018 the dividend payment was considered from net profit for the year on separate financial statement and paid from retained earnings of separate financial statement then payout ratio could not be calculated.
  - 2) Since year 2019 the dividend payment is considered from net profit for the year on consolidated financial statement.

**Required vote :** Majority vote of the Shareholders who attend the meeting and cast votes.

**Agenda 5**

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

**Objectives and reasons** : According to Article 17 of the Company's Articles of Association stipulates that, at every Annual General Meeting of Shareholders, one-third of the total number of directors must retire. If the number of directors is not a multiple of three, directors in a number closest to one-third shall retire. The retired directors may be re-appointed for another term. In this year four directors are retired by rotation as follows;

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

Furthermore, the Company provided an opportunity to shareholders to propose agenda for the meeting and nominate qualified candidate(s) for the director nominee during October 1 - December 30, 2020 through the website of the Company and The Stock Exchange of Thailand channel, there was no proposal of director nominee submitted to the Company.

The Nomination and Remuneration Committee excluding the directors, who may have a conflict of interest in the agenda, has thoroughly considered and evaluated the four retired directors, Mr.Banphot Hongthong Independent Director, Chairman of the Board of Directors and Chairman of the Nomination and Remuneration Committee, Mr.Paiboon Kujareevanich Independent Director and Member of the Audit and Risk Management Committee, Mr.Saravut Menasavet Independent Director and Member of the Audit and Risk Management Committee and Mr.Rachoj Tawintermsup Director. They all have appropriate qualities in accordance with the law and the Company's Articles of Association, with knowledge, ability and experience relating to the Company's business, making them able to help develop the Company's business.

The Nomination and Remuneration Committee also considered Mr.Banphot Hongthong, Mr.Paiboon Kujareevanich and Mr.Saravut Menasavet have full qualification required by the Company's independent director definition (Enclosure No.4) and they are no other way that makes it impossible to provide an independent opinion about the company's operation.

The Nomination and Remuneration Committee agreed to propose four directors who retired by rotation to be re-elected to resume the directorship for another term. (Enclosure No.2 Section: Selecting Directors and Executives)



**Board's opinion** : The Board of Directors excluding the directors who may have a conflict of interest in the agenda, has thoroughly considered and evaluated the retired directors as proposed by the Nomination and Remuneration committee. They all have appropriate qualities in accordance with the law and the Company's Articles of Association, with knowledge, ability and experiences relating to the Company's business and also thoroughly considered each independent director still have full qualification required by the Company's independent director definition. They are no other way that makes it impossible to provide an independent opinion about the company's operation

The Board of Directors agreed to propose to the Meeting to re-elect four directors, Mr.Banphot Hongthong Independent Director, Mr.Paiboon Kujareewanich Independent Director, Mr.Saravut Menasavet Independent Director and Mr.Rachoj Tawintermsup Director to be re-elected to resume the directorship for another term. Information on proposed candidates to be elected as directors has been sent to Shareholders along with this notice. (Enclosure No.3)

**Required vote** : Majority vote of the Shareholders who attend the meeting and cast votes.

#### **Agenda 6**

To consider and approve remuneration and meeting allowance for director

**Objectives and reasons** : According to Article 15 of the Company's Articles of Association stipulates that, remuneration and meeting allowance for director shall be considered and approved by the Shareholder Meeting. In this regards, the Company hereby proposes for approval for both remuneration and meeting allowance of the Board and the Sub-committees.

**Board's opinion** : The Board of Directors considered the remuneration and meeting allowance for director by compared with other similar business and took into account commensuration with duties and assigned responsibilities and the operating performance. The other benefit is not paid to directors, apart from the remuneration and meeting allowance for director only. The Board of Directors agreed to propose to the Meeting to consider and approve the remuneration and meeting allowance for director of year 2021. The details are as follow;

- 1) To consider and approve the meeting allowance for year 2021 which is increased from the previous year by consideration to increase meeting allowance for the Board of Directors and the Executive Committee because of the directors are assigned more duties and responsibilities.

Meeting Allowance	Position	Baht/Person/Meeting		
		Year 2021 <i>(proposed to increase from the previous year)</i>	Year 2020	Year 2019
The Board of Directors	Chairman	30,000	30,000	30,000
	Member	**25,000**	20,000	20,000
The Audit and Risk Management Committee	Chairman	30,000	30,000	25,000
	Member	25,000	25,000	20,000
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**	25,000	25,000
	Member	**25,000**	20,000	20,000
The Corporate Governance Committee	Chairman	25,000	25,000	25,000
	Member	20,000	20,000	20,000

2. To consider and approve the director's remuneration for year 2021 of Baht 4,000,000 which is equal from the previous year and the Chairman of the board of directors will distribute as appropriate.

Detail	Year 2021 <i>(proposed equal from the previous year)</i>	Year 2020	Year 2019
The director's remuneration	<b>Baht 4,000,000</b>	Baht 4,000,000	Baht 4,000,000

**Required vote :** Not less than two-thirds of the vote of the Shareholders who attend the meeting and cast votes.

#### Agenda 7

To consider and appoint the auditors and fix their audit fee

**Objectives and reasons :** According to Section 120 of Public Limited Companies Act B.E. 2535 stipulates that the Annual General Meeting of Shareholders shall appoint an auditor and fix the audit fee every year.

**Board's opinion :** The Board of Directors propose to the Meeting to consider and approve

- 1) Ms.Orawan Techawatanasirikul C.P.A. Registration No. 4807 or
- 2) Mrs.Rungnapa Lertsuwankul C.P.A. Registration No. 3516 or
- 3) Mr.Chayapol Suppasdtanon C.P.A. Registration No. 3972 or
- 4) Ms.Pimjai Manitkajohnkit C.P.A. Registration No. 4521 or
- 5) Ms.Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 6) Ms.Sumana Punpongsanon C.P.A. Registration No. 5872

of EY Office Limited as the auditors for the year 2021. The audit fee for the year 2021 is Baht 1,500,000 which is equal from the previous year and audited in accordance with compliance to BOI standard is Baht 100,000 per certificate which is equal from the previous year and no other fees for other services are needed.

The Audit and Risk Management Committee has considered and evaluated that EY Office Limited., is specialized in the business, independent and fair and they have more experience in the field of auditing. They are also knowledgeable and understand the business characteristics of the Group Companies and able to give constructive advice. The fee is also considered in the same range as other in the industry. The auditor does not have any conflict of interest with the Company, Subsidiaries, Management, Major Shareholder or related persons and are not the Company's shareholder. In the case that identified auditors are unable to perform their duties, EY Office Limited is authorized to assign another auditor to perform the audit and express an opinion on the Company's financial statements in their place. In addition EY Office Limited is also the auditor for subsidiaries. Auditors' details have been sent to Shareholders along with this notice. (Enclosure No.5)

**Required vote** : Majority vote of the shareholders who attend the meeting and cast votes.

**Agenda 8** To consider and approve the amendment of the Company's Memorandum of Association Clause 3 (Objective)

**Objectives and reasons** : To expand the scope of businesses. It is recommended to propose the Meeting to consider and approve the amendment of the Company's Memorandum of Association Clause 3 (Objective) by adding 22 objectives from 40 objectives to be 62 objectives as detail below;

- (41) To cultivate and harvest all kinds of plants for sale or in the manufacture of fertilizers, drugs, chemicals, cosmetics, beauty appliances, all kind of consumer products or used as an ingredient in the manufacture of drugs, fertilizers, chemicals, cosmetics, beauty appliances, all kinds of consumer products or something else that can be used as a component to trade inside and outside of the country.
- (42) To engage in the business of trading vegetables, fruits, bamboo shoots, peppers, garden plants, cigarettes, beverages, drinking water, mineral water, fruit juice, liquor, beer, fresh food, dry food, instant food, canned seafood, food seasoning, sauce, sugar, vegetable oil, animal food and all kind of consumer products.



- (43) To engage in the business of import, export, procurement, purchase, distribution, planting, analysis, research, extraction and development, produce seeds, seedlings of all kinds of plant species and all kinds of herbs, including all kind of marijuana and hemp and harvesting for distribution or used in the manufacture of fertilizers, drugs, chemicals, cosmetics, medical supplies, beauty appliances, all kinds of consumer products, marijuana and hemp's products which must be in accordance with the relevant law or use as an ingredient in the manufacture of drugs, fertilizers, chemicals, cosmetics, medical supplies, beauty appliances, all kind of consumer products or something else that can be used as a component for trading both domestic and international, In this regard, to operate a business must be in accordance with the relevant laws.
- (44) To engage in the business of production for soil and fertilizers from sludge, wastewater treatment systems from the pulp and paper industries, food industries, and agriculture industries, and from waste materials that are not hazardous waste, or from the other by-products arising from the production as specified in the objective to produce as soil and fertilizers to use or trade both of domestic and international.
- (45) To engage in business of production, buying, trading, distribution as well as being an importer in the country and exported outside the country for fertilizers, chemical fertilizers, soil improvement materials, pesticides, plant and animal tonic, tools and equipment for use in all types of gardening, farming and agriculture.
- (46) To engage in the business of trading for plastic pellets, plastic or other things which are similar in raw material or finished goods.
- (47) To engage in the business of consulting services and advice for environmental management, inspector and designer for environment, safety, health and energy, provide services in the management of the bile system and wastewater systems, landfills, water analysis services, water air and soil quality.
- (48) To engage in the business of consulting service and advice for palm oil plantation management and all types of agriculture.
- (49) To engage in the business of consulting services and advice for power plant systems, engineering systems, production systems, as well as all other systems.
- (50) To engage in the business of production and sells electricity, steam and materials waste resulting from the production process.
- (51) To engage in the business for the construction of power plants, factories, buildings and all kinds of other construction works.

- (52) To engage in the business of gas stations and providing service such as repair, maintenance, inspection, spraying and spraying anti-rust liquid for all types of vehicles and including installation, inspection and correction of all types of non-life prevention equipment.
- (53) To engage in the business of training and seminar as well as providing training and accommodation facilities to government agencies, private agencies, faculties and individuals.
- (54) To engage in the business of provide all types of computer programs such as managing palm oil plantations and all types of agriculture and other business fields.
- (55) To engage in the business of marketing services, advertising, public relations for promote consumer products to all types of juristic persons.
- (56) To engage in the business of operation, production, distribution about food, beverages, processed food, processed fruit, food supplement and all kinds of consumer products.
- (57) To engage in the business of a service place that looks like an entertainment place, all kinds of restaurants and including purchasing, selling all kinds of food, cigarettes, tobacco, liquor, beer, drinking water, mineral water, soft drinks, ice and all kinds of beverages.
- (58) To engage in the business of research and development, acting by any other means to obtain formulas, data or information for use in the manufacture of consumer products and gather information about the beverage industry, all types of consumer products, including industrial related businesses agriculture and commerce for the purpose of operating the business of the company, In enhancing knowledge expertise academic and technological expertise which can be sold and / or provided services to customers.
- (59) To engage in the business of import into and export out of the country for sale, whether by wholesale, retail, as an agent or appoint another person to be an agent to distribute products as specified in the purpose.
- (60) To engage in the business of taking employment for the manufacture of goods, all kinds of agricultural, beverages, drinking water, mineral water, juice and other products as specified in the purpose to individuals, groups of persons, juristic persons, government agencies and state organizations both within the country and outside the country.
- (61) To engage in the business of trading by electronic commerce system through social web sites, which products as specified in the objective, except direct sales business and direct marketing.

(62) To engage in the business of distribution of products and services via electronic commerce media, online media, website, except direct sales business and direct marketing.

**Board's opinion** : The Board of Directors propose to the Meeting to consider and approve the amendment of the Company's Memorandum of Association Clause 3 (Objective) by adding 22 objectives from 40 objectives to be 62 objectives as details mentioned as above and propose the Meeting to agree to make adjustments in accordance with the recommendation of the registrar officer, Department of Business Development.

**Required vote** : Not less than three-quarters of the vote of the Shareholders who attend the meeting and cast votes.

**Agenda 9**      **To consider other issues (if any)**

**Objectives and reasons** : This agenda is designated so that shareholders can raise query and/or express comments to the Board of directors and/or request the Board of director to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

The Company has set the record date which shareholders have the right to attend the Annual General Meeting of Shareholder No. 1/2021 and receive the dividend on Friday, March 12, 2021 and the dividend payment will be made on Friday, May 14, 2021.

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

As the Annual General Meeting of Shareholders No.1/2021 will be held via electronic meeting (E-Meeting) only, the Company hereby invites you, as a shareholder to attend the E-Meeting in compliance with the Guidelines on How to Attend Annual General Meeting of Shareholder No.1/2021 via electronic meeting (E-Meeting) and How to Attend the Meeting by Proxy (Enclosure No.8). Shareholder must submit the registration form to attend the E-Meeting and identification documents to the Company by April 19, 2021 (by post) and April 26, 2021 (by E-mail).

If shareholder could not attend the E-meeting, you may appoint any of the Company's independent directors (Enclosure No.7) or another person to be present and to vote on your behalf at the E-Meeting.

On the date of the Annual General Meeting of Shareholders No.1/2021 via E-Meeting, the attendance registration will begin at 13.00 hours.

This letter of invitation to the Annual General Meeting of Shareholders No.1/2021, along with supporting documents and proxy forms (Enclosure No.9), is available on the Company's website : [www.cpi-th.com](http://www.cpi-th.com)

Yours sincerely,



Mr. Banphot Hongthong  
Chairman of the Board of Directors

**Minutes of Annual General Meeting of Shareholders No. 1/2020**  
**Chumporn Palm Oil Industry Public Company Limited**

**Place Time and Venue**

The meeting was held on Thursday July 23, 2020 at 10.00 hours at Rattanakosin room, Narai Hotel, No. 222 Silom Road, Bangkok.

**Directors attending the meeting**

- |                  |                  |  |
|------------------|------------------|--|
| 1. Mr. Banphot   | Hongthong        | Independent Director, Chairman of the Board of Directors and Chairman of the Nomination and Remuneration Committee                 |
| 2. Mr. Nopporn   | Picha            | Independent Director, Chairman of the Audit and Risk Management Committee, and Member of the Nomination and Remuneration Committee |
| 3. Mr. Saravut   | Menasavet        | Independent Director and Member of the Audit and Risk Management Committee   |
| 4. Mr. Paiboon   | Kujareevanich    | Independent Director and Member of the Audit and Risk Management Committee   |
| 5. Mr. Takon     | Tawintermsup     | Director and Chairman of the Executive Committee   |
| 6. Mr. Chusak    | Prachayangprecha | Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee                                |
| 7. Mr. Karoon    | Nuntileepong     | Director and Chairman of the Corporate Governance Committee  |
| 8. Mr. Songridth | Niwattisaiwong   | Director and Member of the Corporate Governance Committee  |
| 9. Mr. Rachoj    | Tawintermsup     | Director and Deputy Chief Executive Officer  |

**Directors absent to attend the meeting**

- |             |                 |          |
|-------------|-----------------|----------|
| 1. Mr. Kitt | Chatlekhavanich | Director |
|-------------|-----------------|----------|

**Management attending the meeting**

- |                   |              |  |
|-------------------|--------------|--|
| 1. Mr. Kritbhong  | Takviriyanan | Chief Executive Officer                    |
| 2. Mrs. Ratsamee  | Pongjindanon | Chief Financial Officer                    |
| 3. Mr. Thawatchai | Chomwam      | Sales and Marketing Director               |
| 4. Mr. Prawit     | Toemwiryakun | Human Resource Director                    |
| 5. Mr. Kosol      | Nuntileepong | Managing Director of CPI Agrotech Co.,Ltd. |

Auditor

1. Ms. Orawan Techawatanasirikul
2. Mr. Nattasit Surapanpairoj

Legal Advisor

1. Prof.Dr. Sahaton Rattanapijit
2. Asst.Prof.Dr. Naporn Phopattanachai

Representative in protecting the rights of shareholders from the Thai Investor Association

Mrs. Kanlaya Pakakrong

Company Secretary Mr. Komklid Thonguam

The meeting was started

Mr. Komklid Thonguam, Company Secretary introduced the following people to the meeting, Member of the board of directors, Management, Auditor, Legal Advisor and The representative in protecting the rights of shareholder from the Thai Investor Association. There were 9 of 10 members of the board of directors attending the meeting, representing 90 percent of the total number of directors.

After that the member in the meeting were informed of the voting procedure. Once the shareholders registered to enter the meeting, they would receive ballots. Each shareholder had number of vote equal to the number of shares held. For each agenda the shareholder would only cast a vote if they disapprove or wish to abstain. After that the staff would only collect the voting cards that disapprove and abstain, and assumed the remaining votes approve. While counting the ballots, the next agenda would be presented for shareholders consideration. Once the score was completely counted, the staff would announce the result on the monitors and informed the resolution such agenda to the meeting.

Regarding COVID-19, If the shareholder wished to express comment or raise questions, please write the question, your name, surname and inform if you attending by yourself or by proxy on paper instead of using microphone and pass the paper to staff.

Once the meeting was over, the shareholders would be asked to return all the ballots to the staff at front of the meeting room, if anyone wished to leave early, please returned the ballots to the staff as well.

Besides, the company provided an opportunity for the shareholder to propose agenda for the meeting and nominate qualified candidate to be elected as board member through the Stock Exchange of Thailand channel and the company's website during August 23, 2019 - November 30, 2019. However, no shareholders proposed any agenda or candidates for consideration. The company aslo provided an opportunity for the shareholder to submit questions in advance for the Annual General Meeting of Shareholders No.1/2020 during June 23, 2020 - July 20, 2020. However, one shareholder sent questions in advance, which would be answered in the second agenda.



There were 49 shareholders attending the meeting both by themselves and authorized by proxies which represented 372,874,778 shares or equivalent to 58.93% of total 632,752,650 shares, There was divided by themselves 10 shareholders, representing 22,091,171 shares and by authorized by proxy 39 persons, representing 350,783,607 shares. By according to the regulation of the company, the meeting of shareholders must have shareholders and proxies to attend the meeting together not less than 25 persons or must not be less than the half of the total of shareholders and total of shares must not be less than one-third of issued shares. This would reach a quorum. The total of shareholder who attended the meeting by themselves and proxies was constitutes a quorum under the regulations of the company.

Mr.Banphot Hongtong, the Chairman of the Board of Directors, was the chairman of the meeting. The Chairman declared the meeting open and assigned Mr.Komklid Thonguam, Company Secretary to conduct the meeting as per the agenda stated in the invitation letter according.

#### **Agenda 1** To adopt the Minutes of Annual General Meeting of Shareholders No.1/2019

The company secretary reported to the meeting, the board of directors agreed that the minutes were recorded correctly prepared. Therefore, would like the meeting to adopt the minutes of the Annual General Meeting of Shareholders No. 1/2019 held on Thursday April 25, 2019. A copy of the minutes was sent to shareholder to consider in advance with the invitation letter.

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further, the company secretary asked the meeting to consider and vote on this agenda. The resolution of this agenda would pass by a majority vote from the shareholders that were attending the meeting and casting a vote.

Resolution: The meeting considered and unanimously adopted the Minutes of Annual General Meeting of Shareholders No.1/2019 by majority votes as follows:

Approved	379,826,874 votes	equivalent to	100.0000%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%
Voided	0 votes	equivalent to	0.0000%

#### **Agenda 2** To acknowledge the Company's performance and Annual Report for 2019

The Chairman reported that for this agenda would be divided 3 topics, the first topic would be reported about Corporate Social Responsibility (CSR), Sustainability Management (SM) and the progress of the Anti-Corruption, the second topic would be reported the overall of the vegetable oil industry and the last topic would be reported about the operating performance of the year of 2019. The Chairman of the Corporate Governance Committee reported the first topic.

Mr. Karoon Nuntileepong, Director and the Chairman of the Corporate Governance Committee reported Corporate Social Responsibility (CSR), Sustainability Management (SM) and the progress of the Anti-Corruption as follow;

1) Corporate Social Responsibility (CSR) was intended to create the activities in Chumporn and the provinces nearby where was the location of manufacturing base. The activities were environmental protection activities and community relations activities, total cost were 618,230 Baht. The activities were such as activity for children's day, the watershed development around community, the organic fertilizer project to increase income for farmer, educational, giving equipment to schools, supporting youth sport for against drug abuse etc. and for Sustainability Management (SM), there was two projects such as the first project, Provide aerator to the animal feed development station and agriculturist on an area 181 rai, it can support about 250 cubic meters of water per day, which can manage the risk of treated water overflowing with the company's pond. The treated water can be used by farmers to cultivate or reserve for dry season. And the second project, CPI Learning Center that it was the complete center for oil palm knowledge and also offers Professional Palm Management Course, since now the training had already taken 39 classes which were about 10-12 people per class.

2) Anti-Corruption project, the company submitted a renew of the certified as a member of the Collective Action Coalition Against Corruption No. 2 which received a renew of the certified on October 18, 2019. The certificate has validity thru 3 years. The improved result came from the result of company intention the anti-corruption policy.

3) The company received the result of the Corporate Governance Report of Thai listed companies (CGR) for the year of 2019 at 91% equal to 5 stars. The improved result came from the result of company intention including the policy and guidance improvement.

The chairman asked whether any shareholders would like to comment or raise any question. Since there was no one expressed comments or raised questions further. The chairman assigned Chief Executive Officer to present the second topic, the overall of the vegetable oil industry and the progress of other projects.

Mr.Kritbhong Takviriyanan, Chief Executive Officer reported the overview of the vegetable oil industry to the meeting for acknowledgment, which can be summarized as follows:

- The world vegetable oil consumption forecast in 2020 is approximately 204.69 million tons, an increase of about 3% from the previous year, divided into 74.71 million tons of palm oil, accounting for 36.50% of the market; followed by soybean oil approximately 56.87 million tons, which accounted for 27.78% market share; about 27.75 million tons of rapeseed oil, 13.56% market share; 18.89 million tons of sunflower oil, 9.23% market share; and about 26.47 million tons of other oils such as coconut oil, and nut oil, which is a 12.93% market share.
- The world's palm oil production forecast for 2020 is estimated to be 75.69 million tons, an increase of about 4% from the previous year, according to the USDA data of the United States. The number one producing country is Indonesia, expecting to produce approximately 43 million tons in 2020, accounting for 56.81% of production, followed by Malaysia with about

21 million tons or 27.74% of production. Thailand is third, expecting to produce approximately 3 million tons, accounting for 3.96% of the production.

- Thailand's crude palm oil consumption in 2019 is divided into industrial and consumer groups of approximately 1.46 million tons or 47.25%, energy groups about 1.34 million tons or 43.18% and exports of about 0.30 million tons or 9.57%.
- For prices of fresh palm fruit and palm oil, from statistical data on fresh palm fruit prices from 2015 to the present, the lowest price is about 2 baht per kilogram and the highest of about 6 baht per kilogram. It can be seen that the price of fresh palm fruit fluctuates somewhat due to the season, which in the right rainy season will yield a lot of fresh palm fruit resulting in lower prices. However, if there is a drought, the fresh palm does not receive enough water, and the quantity of fresh palm produced will be less. The price of such fresh palm fruit will influence the cost of production of the company. In terms of crude palm oil prices, there will be periods when the price of crude palm oil in Thailand is lower than that of Malaysia. During this period, palm crude oil will be offered for export to foreign countries. However, in April 2019 for a short period of time, the CPO price in the country was lower than that of Malaysia. After that, the domestic crude palm oil price was higher than that of Malaysia, making it difficult for them to be sold abroad.

The chairman asked whether any shareholders would like to comment or raise any question. Since there was no one expressed comments or raised questions further. The chairman assigned Chief Financial Officer to present the last topic, the operating performance of the year of 2019.

Mrs.Ratsamee Pongjindanon, Chief Financial Officer reported the operating results for the year 2019 to the meeting, which can be summarized as follows:

- Revenue from sales and services in 2019: The Company and its subsidiaries had total sales of 3,313 million baht, compared to 2018 with revenues of 4,120 million baht, a decrease of 807 million baht or 20 percent. As a result, the average selling price of major products in 2019 decreased by 7% from 2018 and the volume of main products decreased by 11%, resulting in a 20% decrease in revenue and compared to 2017; revenue from Sales decreased by 1,661 million baht or a 33% decrease due to a 27% drop in selling price and a 3.5% drop in sales volume of the main products.
- Net profit in 2019: The Company and its subsidiaries had operating profit before interest, income tax and depreciation of 361 million baht, while that of 2018 amounted to 142 million baht and of 2017 amounted to 221 million baht. In 2019, there was a net profit of 90 million baht, while in 2018 a net loss of 139 million baht, and 2017 had a net profit of 16 million baht. The main reason was due to the average cost of raw materials decreasing and decreasing at a greater rate than the decreasing income. As a result, the gross profit increased from 8.63 percent to 15.0%.

- Statement of Financial Position, as of December 31, 2019: The Company and its subsidiaries have total assets of 4,023 million baht, a decrease of 525 million baht or 12% compared to 31 December 2018 due to land, buildings and equipment decreasing by 117 million baht due to depreciation during the year. The trade accounts receivable decreased by 58 million baht and the inventories decreased by 280 million baht. Total liabilities amounted to 2,169 million baht, a decrease of 613 million baht or 22% due to the repayment of short-term and long-term loans in the amount of 519 million. Trade payables decreased by 101 million baht due to the decrease in quantity and raw material prices, resulting in a decrease in both assets and total liabilities. Shareholders' equity of the Company and its subsidiaries amounted to 1,854 million baht, an increase of 87 million baht compared to the shareholders' equity as of December 31, 2018, mainly due to the net profit during the year. The debt ratio to shareholders' equity in 2019 is 1.17, which is still in the normal range.

Company secretary reported that, according to the Company's policy, shareholders were allowed to submit questions in advance. The Company received a question from Mr. Muangthong Sathiensakphong, a shareholder of the Company, asking the following questions:

- In 2019, how much palm was produced from the Company's plantation and how many fresh palm fruits were bought from outside? What is the average price per ton?
- How much does the Company pay to take care of the whole plantation each year? How much does palm production cost per kilogram?
- How much does it cost to extract crude palm oil per kilogram?
- How much is the refining cost of crude palm oil per kilogram? For 1 liter of palm oil, how much crude palm oil will be needed?
- The company used to have a plan to make biodiesel, at what stage is this at?
- The government announced a plan to buy biomass power from the community, will the company have the opportunity to participate in this or not?

The Chief Executive Officer answered the questions as follows:

- The Company has a project to cut down palm trees that are over 25 years old and grow replacements. The operation started in early 2009 and is expected to be completed in 2023 with the total investment of about 460 million baht to cut down and replant the palm trees. The final generation will begin to yield in 2023. The investment used to cut down palm trees and plant replacements in 2016 was about 40 million baht, 2017 is about 26 million baht, 2018 is about 23 million baht and 2019 is about 7.3 million baht. Such information is disclosed in the annual registration statement (56-1) every year.
- The newly planted palm trees have started to produce yields since 2016 and have started to produce more and more products. As the age of the palm trees grows, in 2018, the yield from

the plantation was approximately 60,000 tons, approximately 68,000 tons in 2019, and is expected to increase to 73,000 tons by 2020.

- Fresh palm fruit procurement in 2018: The Company purchased fresh palm fruit from farmers and from the fresh palm fruit purchasing yard, totaling approximately 90% of the total fresh palm fruit purchased. The other 10% was from the company's own palm plantation. The amount of fresh palm fruit that can be procured and imported and produced in the extraction plant accounted for 70% of the production capacity throughout the year. In 2019, the Company bought fresh palm fruit from farmers and from the palm fruit purchasing yard totaling approximately 84% and from the Company's palm plantation at approximately 16%. The total supply of fresh palm fruit that is imported and produced in the extraction plant accounts for 58% of the production capacity throughout the year.
- 2019 was a highly volatile year for the palm oil industry in Thailand, regardless of the production amount of fresh palm fruit, crude palm oil production sector, or in various product groups where the price dropped to the lowest level and rose to the highest level within the year. The fresh palm fruit, the main raw material, dropped to a price level of about 2 baht per kilogram, and rose to the highest level at a price of about 6 baht per kilogram. Crude palm oil dropped to a price level of about 14 baht per kilogram and rose to the price level of about 36 baht per kilogram. Therefore, the cost of crude palm oil is in the price range of 13–35 baht per kilogram. The price of crude palm oil in the market is in the price range of 14–36 baht per kilogram.
- On average, 100 kg of completely fresh palm fruit will produce approximately 16–19 kg of crude palm oil. For household consumption or 1 liter of bottled oil, approximately 20 kilograms of crude palm oil is required as raw materials.
- In the past, the government's policy was uncertain about the determination of biodiesel production rates. From the review of investment budgets and returns, the returns are not worthwhile for investing in such businesses. However, the company has not abandoned the study of this investment but is waiting to see the timing and investment opportunities. If there is any progress, it will be further informed to the meeting.
- The Company has studied the feasibility of investing in the Community Biomass Power Purchase Project, but still has to wait for the details and the public's exposure information for further bidding.

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further. The chairman would like to end the report in the agenda.

The company secretary informed the meeting that this agenda just to acknowledge. This agenda did not have to vote.

Resolution: The meeting acknowledged the operating performance and the annual report of the year of 2019.

**Agenda 3** To consider and approve the financial statements for the year ended December 31, 2019

The company secretary reported that the board of directors found it appropriate for the meeting to approve the financial statement for the year ended December 31, 2019 which was audited by the auditors and reviewed by the Audit and Risk Management committee. The detail was sent to the shareholders in advance with the invitation letter.

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further, the company secretary asked the meeting to consider and vote on this agenda. The resolution of this agenda would pass by a majority vote from the shareholders that were attending the meeting and casting a vote.

Resolution: The meeting considered and unanimously approved the financial statement for the year ended December 31, 2019 by majority votes as follows;

Approved	379,853,274 votes	equivalent to	100.0000%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%
Voided	0 votes	equivalent to	0.0000%

**Agenda 4** To acknowledge the interim dividend payment in year 2019 and consider and approve the omission of additional dividend payment for the year 2019's operation result and allocate profit as fund reserved in accordance with the law

The company secretary reported that the board of directors found it appropriate for the meeting to acknowledge the interim dividend payment for operation results from January 1, 2019 - December 31, 2019 at Baht 0.071 per share paid to 632,752,650 shares, totaling an amount of Baht 44.93 Million, or 50% of profit for the year listed on the consolidated financial statement of the company as of December 31, 2019 total Baht 90.14 Million, in compliance with the Company's dividend payment policy. The said dividend had to be paid income tax and was paid in order to reduce the impacts which may occur to the shareholders from postponement of the Annual General Meeting of shareholder on April 23, 2020 due to outbreak of the 2019 Coronavirus. The said interim dividend payment was paid to shareholders who entitled to receive dividends (Record Date) on March 4, 2020 which was the same date that the shareholders were informed according to the resolution of the Board of Directors on February 17, 2020 via the Stock Exchange of Thailand and the said interim dividend payment date was on May 11, 2020, therefore, the Board of Directors propose omission of additional dividend payment for the year 2019's operation result and propose to allocate profit as fund reserved in accordance with the law amounting Baht 2.47 Million.



It appropriate for the meeting to acknowledge the interim dividend payment and consider and approve the omission of additional dividend payment for the year 2019's operation result and allocate profit as fund reserved in accordance with the law Baht 2.47 Million.

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further, the company secretary asked the meeting to consider and vote on this agenda. The resolution of this agenda would pass by a majority vote from the shareholders that were attending the meeting and casting a vote.

Resolution: The meeting considered and unanimously to acknowledge the interim dividend payment in year 2019 and approved the omission of additional dividend payment for the year 2019's operation result and allocate profit as fund reserved in accordance with the law as proposed by majority votes as follows:

Approved	379,853,274 votes	equivalent to	100.0000%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%
Voided	0 votes	equivalent to	0.0000%

**Agenda 5** To consider and elect the directors in replacement of those to be retired by rotation.

The company secretary reported that according to the Company's Articles of Association stipulates that, at every Annual General Meeting of Shareholders, one-third of the total number of directors must retire. The retired directors may be re-appointed for another term. This year, there were four directors to be retired by rotation as follows;

- 1) Mr.Takon Tawintermsup Director and Chairman of Executive Committee
- 2) Mr.Chusak Prachayangprecha Director, Member of Executive Committee and  
Member of the Nomination and Remuneration Committee
- 3) Mr.Karoon Nuntileepong Director and Chairman of the Corporate Governance  
Committee
- 4) Mr.Kitti Chatlekhanich Director

For the transparency of corporate governance, the directors to be retired were invited to leave the meeting room until the vote was done.

The company secretary reported that the Nomination and Remuneration Committee excluding the directors, who may have a conflict of interest in the agenda, has thoroughly considered and evaluated the four retired directors, Mr.Takon Tawintermsup Director and Chairman of Executive Committee, Mr.Chusak Prachayangprecha Director, Member of Executive Committee and Member of the Nomination and Remuneration Committee, Mr.Karoon Nuntileepong Director and Chairman of the Corporate Governance Committee and Mr.Kitti Chatlekhanich Director. They all have appropriate qualities in accordance with the law and the Company's Articles of Association, with knowledge, ability and experience relating to the

Company's business, making them able to help develop the Company's business. The Nomination and Remuneration Committee agreed to propose four directors who retired by rotation to be re-elected to resume the directorship for another term.

Furthermore, the Company provided an opportunity to shareholders to propose agenda for the meeting and nominate qualified candidate(s) for the director nominee during August 23, 2019 - November 30, 2019 through the website of the Company and The Stock Exchange of Thailand channel, there was no proposal of director nominee submitted to the Company.

The Board of Directors excluding the directors who may have a conflict of interest in the agenda, has thoroughly considered and evaluated the retired directors as proposed by the Nomination and Remuneration committee. They all have appropriate qualities in accordance with the law and the Company's Articles of Association, with knowledge, ability and experiences relating to the Company's business. The Board of Directors propose to the Meeting to re-elect four directors, Mr.Takon Tawintermsup Director, Mr.Chusak Prachayangprecha Director, Mr.Karoon Nuntileepong Director and Mr.Kitti Chatlekhavanich Director to be re-elected to resume the directorship for another term. Information on proposed candidates to be elected as directors has been sent to Shareholders along with this notice. (Enclosure No.3)

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further, the company secretary asked the meeting to consider and vote on this agenda. The resolution of this agenda would pass by a majority vote from the shareholders that were attending the meeting and casting a vote.

Resolution: The meeting considered and unanimously approved to re-elect four directors for another term by voting for each director individually as proposed by majority votes as follows:

1)	Mr. Takon Tawintermsup	Director		
	Approved	379,853,274 votes	equivalent to	100.000%
	Disapproved	0 votes	equivalent to	0.0000%
	Abstained	0 votes	equivalent to	0.0000%
	Voided	0 votes	equivalent to	0.0000%
2)	Mr. Chusak Prachayangprecha	Director		
	Approved	379,853,274 votes	equivalent to	100.000%
	Disapproved	0 votes	equivalent to	0.0000%
	Abstained	0 votes	equivalent to	0.0000%
	Voided	0 votes	equivalent to	0.0000%
3)	Mr. Karoon Nuntileepong	Director		
	Approved	379,853,274 votes	equivalent to	100.000%
	Disapproved	0 votes	equivalent to	0.0000%
	Abstained	0 votes	equivalent to	0.0000%
	Voided	0 votes	equivalent to	0.0000%

4) Mr. Kitti Chatlekhavanich	Director		
Approved	379,853,274 votes	equivalent to	100.000%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%
Voided	0 votes	equivalent to	0.0000%

**Agenda 6** To consider and approve remuneration and meeting allowance for director

The company secretary reported to the meeting that the board of directors considered to scrutinize about the suitability of the director's remuneration in the detail. By this had compared and referred from the same category of the industry, the director's duty and the net profit of the company and didn't paid other benefit to director except from the director's remuneration and the meeting allowance only. The board of directors proposed to meeting to consider and approve the director's remuneration and the meeting allowance for the year of 2020 as detail follows;

1. To consider and approve the meeting allowance for the year 2020 which is increased from previous year as detail follows;

The Board of Directors (equal from previous year)

- Chairman 30,000 Baht / Meeting
- Member 20,000 Baht / Meeting

The Audit and Risk Management Committee (increased from previous year)

- Chairman 30,000 Baht / Meeting
- Member 25,000 Baht / Meeting

Because of the directors were assigned more duties and responsibilities on the part of the Risk Management.

The Nomination and Remuneration Committee (equal from previous year)

- Chairman 25,000 Baht / Meeting
- Member 20,000 Baht / Meeting

The Executive Committee (equal from previous year)

- Chairman 25,000 Baht / Meeting
- Member 20,000 Baht / Meeting

The Corporate Governance Committee (equal from previous year)

- Chairman 25,000 Baht / Meeting
- Member 20,000 Baht / Meeting

2. To consider and approve the director's remuneration for year 2020 which is same limit of Baht 4,000,000 from previous year and the Chairman of the board of director would distribute as appropriate.

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further, the company secretary asked the meeting to consider and vote on this agenda. The resolution of this agenda would pass by two-thirds of the votes from the shareholders that were attending the meeting and casting a vote.

Resolution: The meeting considered and unanimously approved director's remuneration for the operation and meeting allowance as propose by two-thirds of the votes as follows:

Approved	379,853,274 votes	equivalent to	100.0000%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%
Voided	0 votes	equivalent to	0.0000%

**Agenda 7 To consider and appoint the auditors and fix their audit fee**

The company secretary reported that the board of directors found it appropriate for the meeting to appoint the auditor and fix the audit fee which the Board of Directors proposed EY Office Limited as the auditor by appointed Mr.Sophon Permsirivallop, C.P.A. Registration No. 3182 or Mrs.Rungnapa Lertsuwankul, C.P.A. Registration No. 3516 or Mr.Chayapol Suppasedtanon, C.P.A. Registration No. 3972 or Ms.Sumana Punpongsanon, C.P.A. Registration No. 5872 or Ms.Pimjai Manitkajohnkit, C.P.A. Registration No. 4521 or Ms.Rosaporn Decharkom, C.P.A. Registration No. 5659 or Ms.Orawan Techawatanasinkul, C.P.A. Registration No. 4807 of EY Office Limited as the auditors for the year 2020 and the audit fee was Baht 1,500,000 which is equal from the previous year and audited in accordance with compliance to BOI standard was Baht 100,000 per certificate which is equal from the previous year and no other fees for other services were needed.

The Audit Committee considered and evaluated that EY Office Limited., specialized in audit in company's business, was independent and fair and they had more experience in the field of auditing. They were also knowledgeable and understand the business characteristics of the Group Companies and able to give constructive advice. The fee was also considered in the same range as other in the industry. The auditor did not have any conflict of interest with the Company, Subsidiaries, Management, Major Shareholder or related persons and are not the Company's shareholder. In the case that identified auditors were unable to perform their duties, EY Office Limited was authorized to assign another auditor to perform the audit and express an opinion on the Company's financial statements in their place. In addition EY Office Limited was also the auditor for subsidiaries. Auditors' details had been sent to Shareholders along with this notice. (Enclosure No.5)

The chairman asked whether any shareholders would like to comment or raise any question.

Since there was no one expressed comments or raised questions further, the company secretary asked the meeting to consider and vote on this agenda. The resolution of this agenda would pass by a majority vote from the shareholders that were attending the meeting and casting a vote.

Resolution: The meeting considered and unanimously approved to appoint auditors and fixed the audit fee as proposed by majority votes as follows:

Approved	379,853,274 votes	equivalent to	100.0000%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%
Voided	0 votes	equivalent to	0.0000%

#### Agenda 9 Consider other issues

The chairman asked whether any shareholders would like to comment or raise any question.

Miss Sasipen Giangchiaocharn, the proxy, asked the following questions:

- 1) What is the direction of cost and price of palm oil in 2020?
- 2) How does the situation of coronavirus (COVID-19) affect the company, both in terms of operating results and employees?

Mr.Kritbhong Takviriyanan, Chief Executive Officer answered the questions as follows:

- 1) It is difficult to predict the amount of fresh palm fruit that will be produced, and there is no tool that can accurately measure or predict the amount of fresh palm fruit yield due to external factors that the company cannot control, such as the climate, seasonal drought, price insurance policy for purchasing fresh palm fruit for farmers, etc. These causes have significant effects in forecasting fresh palm fruit quantity and cost price. However, the Company continuously monitors the information and distributes the purchase of fresh palm fruit by opening the Company's own palm yard, as well as making cost reduction in other areas and implementing various methods to manage costs as efficiently as possible.
- 2) The situation of the coronavirus most likely affects the tourism and hotels sector. The company has a small percentage of product sales in this business group. Most of the sales of the company are offered to the energy business and industrial and consumer groups. Therefore, the situation does not affect the company much in this respect.

Since there was no one expressed comments or raised questions further. Chairman thank you the shareholders for taking their time attending the meeting and declared the meeting was adjourned.

The meeting was adjourned at 11.15 hour.

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-Signature- Chairman of the meeting  
(Mr.Banpot Hongthong)

### Information on proposed candidates to be elected as directors

**Name** : Mr.Banphot Hongthong  
**Position** : Independent Director / Chairman of the Board of Directors /  
 Chairman of the Nomination and Remuneration Committee  
**Appointed date** : April 26, 2018 (in officer for 3 years, propose to be re-elected  
 for another 3 years, totaling 6 years)  
**Age** : 73 years  
**Education** : B.A (Economics) from Northeastern University, USA  
 M.A (Economic Development) from Northeastern University, USA  
**Training** : DAP Certificate from IOD year 2013  
**Shareholding of Company** : None  
**Shareholding of subsidiaries** : None  
**Spouses' shareholding of Company or Subsidiaries** : None  
**Change of securities holding of Company or Subsidiaries last year** : None  
**Family Relationship among Company's Directors** : None  
**Positions in other businesses that may cause conflict of interest to the Company** : None



#### Experience:

#### Listed Companies

2018 - Present	Chairman of the Board of Directors, Independent Director and Chairman of the Nomination and Remuneration Committee	Chumporn Palm Oil Industry Public Company Limited
2013 - Present	Chairman of the Board of Directors and Independent Director	Exotic food Public Company Limited
2010 - 2018	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee	Grand Canal Land Public Company Limited

#### Company Limited/Others

2020 - Present	Chairman of the Board of Directors and Independent Director	Mula-X Holding (Thailand) Company Limited
2013 - Present	Consultant	National Power Supply Public Company Limited
2013 - Present	Consultant	Unicord Public Company Limited
2011 - Present	Chairman of the Board of Directors	Dhipaya Life Assurance Public Company Limited
2009 - 2016	Director	Evergreen Plus Company Limited



**Meeting Attendance in year 2020**

Meeting	Attendance to the meeting / Total meeting in year 2020	Percentage
1) The Board of Directors	6/6	100
2) The Nomination and Remuneration Committee	1/1	100

Having conflict of interest in the Company, Subsidiaries, affiliates or any legal entities at present or in the past 2 years.

- does not be a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee.
- does not be a professional service provider (i.e., auditor, lawyer)
- does not have the significant business relations, that may affect the ability to perform independently.

**Disqualifications**

has not committed any offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year.

### Information on proposed candidates to be elected as directors

**Name** : Mr. Paiboon Kujareevanich  
**Position** : Independent Director /  
 Member of the Audit and Risk Management Committee  
**Appointed date** : November 9, 2016 (in officer for 4 years,  
 propose to be re-elected for another 3 years, totaling 7 years)  
**Age** : 63 years  
**Education** : B.A (Commerce and Accountancy), Chulalongkorn University  
 : X M.B.A., Thammasat University  
**Training** : DAP Certificate from IOD 13/2014  
**Shareholding of Company** : None  
**Shareholding of subsidiaries** : None  
**Spouses' shareholding of Company or Subsidiaries** : None  
**Change of securities holding of Company or Subsidiaries last year** : None  
**Family Relationship among Company's Directors** : None  
**Positions in other businesses that may cause conflict of interest to the Company** : None



#### Experience:

#### Listed Companies

2020 - Present	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	Veranda Resort Public Company Limited
2019 - Present	Member of the Audit and Risk Management Committee	Chumporn Palm Oil Industry Public Company Limited
2018 - Present	Independent Director and Chairman of the Audit Committee	I&I group Public Company Limited
2017 - 2018	Chairman of the Risk Management Committee	Chumporn Palm Oil Industry Public Company Limited
2016 - 2018	Member of the Audit Committee	Chumporn Palm Oil Industry Public Company Limited
2016 - Present	Independent Director	Chumporn Palm Oil Industry Public Company Limited
2014 - 2017	Deputy Managing Director	Carabao Group Public Company Limited
2014 - 2017	Member of the Executive Committee	Carabao Group Public Company Limited
2014 - 2017	Member of the Risk Management Committee	Carabao Group Public Company Limited
2014 - 2015	Director	Carabao Group Public Company Limited
2011 - 2013	Member of Executive Committee and Member of the Risk Management Committee	Oishi Group Public Company Limited
2006 - 2013	Deputy Managing Director	Oishi Group Public Company Limited

Company Limited/Others

2018 - 2019	Chief Financial Officer	Bangpakok Hospital Group Company Limited
2014 - 2015	Director	Carabaodang Company Limited
2014 - 2015	Director	Tawandang DCM Company Limited
2014 - 2015	Director	Asia Pacific Glass Company Limited

**Meeting Attendance in year 2020**

Meeting	Attendance to the meeting / Total meeting in year 2020	Percentage
1) The Board of Directors	6/6	100
2) The Audit and Risk Management Committee	5/5	100

Having conflict of interest in the Company, Subsidiaries, affiliates or any legal entities at present or in the past 2 years.

- does not be a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee.
- does not be a professional service provider (i.e., auditor, lawyer)
- does not have the significant business relations, that may affect the ability to perform independently.

**Disqualifications**

has not committed any offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year.

### Information on proposed candidates to be elected as directors

**Name** : Mr.Saravut Menasavet  
**Position** : Independent Director /  
 Member of the Audit and Risk Management Committee  
**Appointed date** : April 26, 2018 (in officer for 3 years,  
 propose to be re-elected for another 3 years, totaling 6 years)  
**Age** : 72 years  
**Education** : Bachelor of Laws, Thammasat University  
**Training** : DAP Certificate from IOD 119/2015  
 : AACP Certificate from IOD 34/2019  
 : Executive Course 1 No.23 from Office of the Civil Service Commission  
 : Accounting and Financial Officer Course No.35 from Comptroller General's  
 Department  
**Shareholding of Company** : None  
**Shareholding of subsidiaries** : None  
**Spouses' shareholding of Company or Subsidiaries** : None  
**Change of securities holding of Company or Subsidiaries last year** : None  
**Family Relationship among Company's Directors** : None  
**Positions in other businesses that may cause conflict of interest to the Company** : None  
**Experience:**



#### Listed Companies

2019 - Present	Member of the Audit and Risk Management Committee	Chumporn Palm Oil Industry Public Company Limited
2018 - 2019	Member of the Audit Committee	Chumporn Palm Oil Industry Public Company Limited
2018 - Present	Independent Director	Chumporn Palm Oil Industry Public Company Limited
2017 - Present	Independent Director and Member of the Audit Committee	Exotic food Public Company Limited

#### Company Limited/Others

2015 - Present	Independent Director	Dhipaya Life Assurance Public Company Limited
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#### Meeting Attendance in year 2020

Meeting	Attendance to the meeting / Total meeting in year 2020	Percentage
1) The Board of Directors	6/6	100
2) The Audit and Risk Management Committee	4/5	75

Having conflict of interest in the Company, Subsidiaries, affiliates or any legal entities at present or in the past 2 years.

- does not be a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee.
- does not be a professional service provider (i.e., auditor, lawyer)
- does not have the significant business relations, that may affect the ability to perform independently.

**Disqualifications**

has not committed any offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year.

### Information on proposed candidates to be elected as directors

**Name** : Mr. Racho J Tawintermsup  
**Position** : Director / Authorized Director / Deputy Chief Executive Officer  
**Appointed date** : 24 February 2014 (in officer for 7 years, propose to be re-elected for another 3 years, totaling 10 years)  
**Age** : 34 years  
**Education** : University of Essex, UK, LLB LAW  
MBA, Sasin Graduate Institute of Business Administration  
of Chulalongkorn University  
**Training** : None  
**Shareholding of Company** : 0.84%  
**Shareholding of subsidiaries** : 1 share of CPI Agrotech Company Limited, 1 share of CPP Company Limited,  
1 share of CPI Power Company Limited  
**Spouses' shareholding of Company or Subsidiaries** : None  
**Change of securities holding of Company** : None  
**Change of securities holding of Company or Subsidiaries last year** : None  
**Family Relationship among Company's Directors** : Son to Mr.Takon Tawintermsup  
Nephew to Mr.Karoon Nuntileepong and  
Mr.Kosol Nuntileepong



**Positions in other businesses that may cause conflict of interest to the Company** : None

**Experience:**

#### Listed Companies

2018 - Present	Deputy Chief Executive Officer	Chumporn Palm Oil Industry Public Company Limited
2014 - Present	Director	Chumporn Palm Oil Industry Public Company Limited
2014 - 2017	Assistant Managing Director	Chumporn Palm Oil Industry Public Company Limited
2011 - 2014	Secretary to Management Office	Chumporn Palm Oil Industry Public Company Limited

#### Company Limited/Others

2020 - Present	Director	CPI Power Company Limited
2019 - Present	Director	C K Trading (1965) Company Limited
2017 - 2019	Director	CPI Glow Company Limited
2016 - 2020	Director	CPI Trading Company Limited
2016 - 2020	Director	CPI Green Company Limited
2016 - Present	Assistant Managing Director	CPI Agrotech Company Limited
2014 - Present	Director	CPP Company Limited
2014 - Present	Director	CPI Agrotech Company Limited
2006 - Present	Director	Chumporn Holding Company Limited

**Meeting Attendance in year 2020**

Meeting	Attendance to the meeting / Total meeting in year 2020	Percentage
1) The Board of Directors	5/6	83.33

**Disqualifications**

has not committed any offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year.

### Independent Directors Definition

An Independent Director is a qualified individual and possesses an independency according to the Company's Policy established by the Board of Directors which is equivalent restrictive to the criteria of the Stock Exchange of Thailand (SET) and The Securities and Exchange commission (SEC). An Independent Director must:

1. Do not own shares exceeding 1% of paid-up capital in the company, parent company, subsidiary, affiliate, or any organization that may have conflicts of interest with the company. This injunction also includes shares held by related parties.

2. Is not or has never been an Executive Director, employee, staff, advisor who receives salary, nor controlling parties of the company, parent company, subsidiary, affiliate, same-level subsidiaries or any organization that may have conflicts unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC).

3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.

4. Have no or never had business relationship with the company, parent company, subsidiary, affiliate, or any organization that may have conflicts in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of nay person having business relationship with the company, its parent company, subsidiary, affiliate, or any organization that may have conflicts unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above Baht20 million, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the company, parent company, subsidiary, affiliate, or any organization that may have conflicts of interest, except in the case that the aforementioned status has been terminated unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.



6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received service fee more than Baht2 million per year from the company, parent company, subsidiary, affiliate, or any organization that may have conflicts unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

7. Is not the Director who is nominated to be the representative of Directors of company, major shareholders, or any other shareholder related to the major shareholders.

8. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company.

## Auditors' details

### Ms. Orawan Techawatanasirikul



Ms. Orawan joined the firm from university in 1993, and has worked continuously in our Audit Department and has extensive knowledge of local and international accounting standards.

Ms. Orawan has served client in a varied range of industries relating to the automotive business, manufacturing, entertainment, services, healthcare products, hospital and hotel business.

Ms. Orawan has extensive regular audit, due diligence review and the J-SOX internal control attestation procedure for automotive manufacturing company.

### Ms. Runnapa Lertsuwankul



Ms. Runnapa has been working for EY since 1982. She currently serves as the Audit Partner of the Office and has experiences in serving a variety of industries and have expertise in real estate industry and hotel industry, also have many experiences in the field of auditing and special audit for trading of listed companies in the Stock Exchange of Thailand, including audit of International Accounting Standards (IFRS).

### Mr. Chayapol Supasedtanon



In over 25 years with EY Thailand, and over 5 years as an audit partner of the firm, Mr. Chayapol has lead wide range of audit assignments for numerous large corporations in a variety of industries; comprising both SET-listed companies and multinational clients with cross-border businesses. His areas of particular expertise are real estate and construction, manufacturing, trading, foods and beverage businesses.

Mr. Chayapol's work has included extensive involvement in due diligence exercises, and management consultancy work in a wide range of industries.

Mr. Chayapol is an accounting graduate of Chiang Mai University, and also has a master's degree in business administration from Ramkhamhaeng University. He is a Certified Public Accountant (Thailand), and an approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand.

### Ms. Pimjai Manitkajohnkit



In over 20 years with EY Thailand, and over 5 years as an audit partner of the firm, Ms. Pimjai has lead wide range of audit assignments for numerous large corporations in a variety of industries; comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of particular expertise are construction, real estate, manufacturing, trading, transportation and public utility concession businesses.

In addition to her work on audit assignments, Ms. Pimjai had also worked quite extensively on management advisory, due diligence and SET listing engagements.

Ms. Pimjai received a bachelor's degree in Accounting (with second honors) from Thammasat University and also has a master's degree in Accounting from Thammasat University. She is a Certified Public Accountant (Thailand), and an approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand.

### Ms. Rosaporn Decharkom



Ms. Rosaporn has been working for EY since 1994. Currently, she is the Audit Partner and has experience in various services, including companies listed on the Stock Exchange of Thailand and client which has international business with branches around the world. She is specialized in real estate and hotel business. Ms. Rosaporn also has significant experience covering audit work, internal control systems, IPO offering including other counseling to audit clients especially in real estate industry.

### Ms. Sumana Punpongsonon



In over 20 years with EY Thailand, Ms. Sumana lead wide range of audit assignments for numerous large corporations in a variety of industries; comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of particular expertise are real estate, manufacturing, finance and securities businesses.

Ms. Sumana has substantial experience of due diligence exercises conducted for merger or acquisition purposes, including the accounting due diligence of the troubled finance companies suspended by the authorities during the 1997 financial crisis.

Ms. Sumana earned her bachelor and master's degree in accounting from Chulalongkorn University. She is a Certified Public Accountant (Thailand) and an approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand.

## Years of auditing the Company: Chumporn Palm Oil Industry Public Company Limited

<u>Name</u>		<u>C.P.A. Registration No.</u>	<u>Years of auditing the Company</u>
			<u>Completely 5 consecutive fiscal years</u>
1.	Ms. Orawan	Techawatanasirikul 4807	2 year ( Year 2019, 2020)
2.	Ms. Rungnapa	Lertsuwankul 3516	1 year ( Year 2018)
3.	Mr. Chayapol	Suppasedtanon 3972	4 years (Year 2013, 2014, 2015, 2016)
4.	Ms. Pimjai	Manitkajohnkit 4521	(-) year
5.	Ms. Rosaporn	Decharkom 5659	(-) year
6.	Ms. Sumana	Punpongsanon 5872	1 year ( Year 2017)

## Company's Articles of Association relating to General Meeting of Shareholders

### Section 3

#### Directors and Authority of the Directors

13. The company is required to have a board of directors consisting of a least 5 directors elected in the general meeting. Then the board of directors among itself is required to elect one of them to be the president and may elect a vice-president, managing director and other posts as deemed suitable and at least half of the total directors are required to reside in the Kingdom.
14. The meeting of shareholders is required to elect the directors in accordance with the following criteria and methods.
  - (1) One shareholder is eligible to cast one vote per one share held;
  - (2) Each shareholder is required to employ all votes entitled to him in accordance with (1) to elect one or several persons to become the directors but is not allowed to share any of his votes to any person;
  - (3) The persons having the maximum votes in order will be elected to be the directors equal to the number of directors allowed to be or elected at the time. If the persons in such order have equal votes and the number of the directors will exceed the number of directors allowed to be or elected at the time, the president is required to cast a decisive vote.
15. Bonus and remuneration of the directors are subject to the decision of the meeting of shareholders.
16. The directors of the company is not necessarily required to be the shareholder of the company.
17. In every annual general meeting, at least one-third of the directors (1/3) are required to be retired from office. If the number of directors could not be divided by three, the number closely equal to one-third (1/3) is required to be retired from office.

The directors who is required to be retired from office in the first and second year after registration of the company is required to draw a lottery to decide who is required to leave. For the year after that the director who has stay in the office for the longest is required to leave.

The director who has left the office may be elected to take the post again.

### Section 4

#### Shareholders' Meeting

32. 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 any place that fix by the Board of Directors.
33. 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. Moreover, one or more shareholders holding shares in aggregate of not less than one-tenth of the total number of shares sold may at any time submit their names and request the Board of directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of directors shall proceed to call a shareholders meeting to be held within forty-five days from the date of the receipt of such request from the said shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed by Clause 35., the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

34. 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.

35. 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.

36. At a shareholders' meeting, a shareholder may authorize other persons as proxies to attend and vote at any meeting on his/her behalf.

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.

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;
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 balance sheets;
  - (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.

## Section 6

### Dividends and Reserves

45. No dividend payment is allowed to be declared except through the resolution of the meeting of shareholders or the board of directors if there is an interim dividend payment.
- Such dividend payment is required to be informed to the shareholders in writing and to be advertised in a local newspaper and to be paid within one month since such resolution has been.
46. The board of directors may pay interim dividends to the shareholders from time to time if it is evident to the board of directors that the company is profitable to do so and when the dividends are paid, the meeting of shareholders is required to be reported in the next meeting.
47. Such dividends shall be divided in accordance with the number of shares equally unless it is specified otherwise for preferred stock.
48. The company is required to appropriate part of the net profit as a legal reserve for at least one-twentieth of the annual net profit deducted by retained loss carried over (if any) until such reserve is not less than 10 percent of the registered capital.
- In addition to such reserve, the board of directors may propose the meeting of shareholders to make a resolution to appropriate other reserve as deemed beneficial to the operation of the company as well.



### Independent Director proposed to serve as Proxy for Shareholders

1. **Mr. Banphot Hongthong** Age 73 years old

Position : Independent Director,  
Chairman of the Board of Directors,  
Chairman of the Nomination and Remuneration Committee

Address : 1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda :

He has special conflict of interests in Agenda 5 : To consider and elect the directors in replacement of those to be retired by rotation.



2. **Mr. Nopporn Picha** Age 72 years old

Position : Independent Director,  
Chairman of the Audit and Risk Management Committee,  
Member of the Nomination and Remuneration Committee

Address : 1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda : None



3. **Mr. Paiboon Kujareevanich** Age 63 years old

Position : Independent Director,  
Member of the Audit and Risk Management Committee

Address : 1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn Bangkok 10120

Special conflict of interests in the meeting agenda :

He has special conflict of interests in Agenda 5 : To consider and elect the directors in replacement of those to be retired by rotation.



4. **Mr. Saravut Menasavet** Age 72 years old

Position : Independent Director,  
Member of the Audit and Risk Management Committee

Address : 1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda :

He has special conflict of interests in Agenda 5 : To consider and elect the directors in replacement of those to be retired by rotation.



**Remark** : Resume of Independent Directors are attached in Annual Report 2020 enclosures No.2

**Guidelines on How to Attend Annual General Meeting of Shareholder No.1/2021  
via Electronic Meeting (E-Meeting) and How to Attend the Meeting by Proxy**

**1. For shareholders who want to attend the E-meeting by themselves**

1.1 Please complete the Registration Form for attending the Annual General Meeting of Shareholder No.1/2021 via Electronic Meeting (E-Meeting) attached to these guidelines. Please clearly provide your E-mail address and mobile phone number used for the registration and attach the following identification documents to confirm your attendance.

- **For individual shareholders**

A copy of a valid identification document issued by a competent authority, such as your national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.

- **For juristic person shareholders**

Either Proxy Form A or Proxy Form B, duly completed and signed by authorized directors, and the supporting documents as indicated in the "Supporting Documents for Proxies" section.

Shareholders must submit the Registration Form for attending the Annual General Meeting of Shareholder No.1/2021 via Electronic Meeting (E-Meeting) and the identification documents to the Company by April 19, 2021 (by post) and April 26, 2021 (by E-mail) to the following addresses:

- by E-mail : [komklid@cpi-th.com](mailto:komklid@cpi-th.com) or
- by post to :

Company Secretary

Chumporn Palm Oil Industry Public Company Limited

1168/91 30th floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120

1.2 When the Company has received the registration form and identification documents as prescribed in Clause 1.1, the Company will examine the documents to confirm the meeting attendance. Once the examination is completed, the Company will send username and password, and the Weblink to attend the E-Meeting.

Please refrain from sharing your username and password with others. If your username and password are lost, or if you have not received them by April 27, 2021. Please contact the Company immediately via telephone number 02-679-9166 ext. 300

1.3 The Company will send details, including your username and password, along with the manual for using the E-Meeting system to your E-mail. Please study the manual for using the E-Meeting system thoroughly.

1.4 On the date of Annual General Meeting of Shareholder No.1/2021, the Company will allow shareholders and proxies to register their attendance in the E-Meeting from 13.00 hours.

1.5 For casting the vote during the E-Meeting, you may cast your vote in each agenda item by selecting “Approve” or “Disapprove” or “Abstain from voting”. If you do not cast your vote in any agenda item, the system will automatically count your vote as “Approve”

1.6 If you encounter any technical problems in using the E-Meeting system before or during the meeting. Please contact Quidlab Company Limited, the service provider of the Company's E-Meeting system. The Company will provide contact information of Quidlab Company Limited in the E-mail that the Company sends you the username and password.

2. For shareholders who wish to appoint other persons as their proxies to attend the E-Meeting

Shareholders, who could not attend the E-Meeting by themselves, may consider authorizing another person, or any of the following independent directors of the Company as their proxy to attend and vote on their behalf.

- Mr.Banphot Hongthong**                                  Age 73 years old

Position :    Independent Director / Chairman of the Board of Directors /  
Chairman of the Nomination and Remuneration Committee

Address :    1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda : He has special conflict of interests in Agenda 5 .  
  
To consider and elect the directors in replacement  
of those to be retired by rotation.
- Mr.Nopporn Picha**                                         Age 72 years old

Position :    Independent Director / Chairman of the Audit and Risk Management Committee /  
Chairman of the Nomination and Remuneration Committee

Address :    1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda : None
- Mr.Paiboon Kujareevanich**                              Age 63 years old

Position :    Independent Director / Member of the Audit and Risk Management Committee

Address :    1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda : He has special conflict of interests in Agenda 5 :  
  
To consider and elect the directors in replacement  
of those to be retired by rotation.
- Mr.Saravut Menasavet**                                    Age 72 years old

Position :    Independent Director / Member of the Audit and Risk Management Committee

Address :    1168/91 30<sup>th</sup> Floor, Lumpini Tower, Rama IV Rd, Sathorn, Bangkok 10120

Special conflict of interests in the meeting agenda : He has special conflict of interests in Agenda 5 :  
  
To consider and elect the directors in replacement  
of those to be retired by rotation.

Please complete and sign the proxy. You may use Proxy Form B (Enclosure No.9).

If you would prefer Proxy Form A or Proxy Form C, please download it from the Company's website :  
[www.cpi-th.com](http://www.cpi-th.com)

Please send the Registration Form for attending the Annual General Meeting of Shareholder No.1/2021 via Electronic Meeting (E-Meeting), the proxy and supporting documents to the Company by April 19, 2021 (by post) and April 26, 2021 (by E-mail) to the following addresses :

- by E-mail : [komklid@cpi-th.com](mailto:komklid@cpi-th.com) or
- by post to :  
Company Secretary  
Chumporn Palm Oil Industry Public Company Limited  
1168/91 30th floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120

Supporting documents for proxy

- For individual shareholders
  - 1) Either Proxy Form A or Proxy Form B, duly completed and signed by the proxy grantor and the proxy. **and**
  - 2) A copy of a valid identification document issued by a competent authority of the shareholder, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy. **and**
  - 3) A copy of a valid identification document issued by a competent authority of the proxy, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.
- For juristic person shareholders
  - 1) Either Proxy Form A or Proxy Form B, duly completed and signed by the representative (director) of the juristic person, as the proxy grantor and signed by the proxy. **and**
  - 2) A copy of the juristic person's registration certificate certified by the representative (director) of the juristic person, and the certificate must contain a statement indicating that the representative signing the proxy is authorized to act on behalf of the juristic person, which is a shareholder. **and**
  - 3) A copy of a valid identification document issued by a competent authority of the representative (director) of the juristic person, who is the proxy grantor, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy. **and**
  - 4) A copy of a valid identification document issued by a competent authority of the proxy, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.

- For a foreign investor as a shareholder and a custodian in Thailand is appointed as a depositary
  - 1) Proxy Form C, duly completed and signed by proxy grantor and signed by the proxy. **and**
  - 2) Copies of the same set of supporting documents as those to be prepared by a juristic person shareholder, and the following additional documents;
    - 2.1) The power of attorney from the shareholder authorizing the custodian to sign the proxy on his or her behalf.
    - 2.2) Certificate certifying that the person signing the proxy is licensed to engage in the custodian business. **and**
  - 3) A copy of a valid identification document issued by a competent authority of the proxy, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.

In case the documents as mentioned as above are not in Thai or English, The English translation shall be required and certified true and correct translation by the Shareholder or the authorized representative (s) of the juristic person.

**3. Shareholder who has questions regarding the agenda items to be considered at the E-Meeting may send them via the following methods.**

- 3.1 During the E-Meeting, shareholder present may submit their questions or comments through the E-Meeting system.
- 3.2 Shareholders may submit their questions in advance to the Company before the E-Meeting date by sending "Form for Submission of Questions for the Annual General Meeting of Shareholders in advance" within April 19, 2021 to the following addresses :

- by E-mail : [komklid@cpi-th.com](mailto:komklid@cpi-th.com) or
- by post to :

Company Secretary

Chumporn Palm Oil Industry Public Company Limited

1168/91 30th floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120

**Criteria for submission of questions in advance**

- Being a shareholder whose name is recorded on March 12, 2021 determined by the company to be entitled to attend and exercise his/her voting right in the Annual General Meeting of Shareholders No.1/2021.
- Must be relevant to the agenda of Annual General Meeting of Shareholders No.1/2021 or be significant information related to the company.

แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)

Registration Form for attending the Annual General Meeting of Shareholder No.1/2021 via Electronic Meeting  
(E-Meeting)

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
Address Road Tambol/Khweng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
Amphur/Khet Province Post code

โทรศัพท์มือถือ..... อีเมล.....  
Mobile phone number E-mail

เป็นผู้ถือหุ้นของ บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) (“บริษัทฯ”) โดยถือหุ้น  
As a shareholder of Chumporn Palm Oil Industry Public Company Limited (“The Company”) holding

จำนวนรวมทั้งสิ้น.....หุ้น  
A total of Share(s)

ขอยืนยันว่าจะเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)

ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. โดย

hereby confirm to attend the Annual General Meeting No.1/2021 via E-Meeting on Thursday, April 29, 2021 at 14.00 hours by

☐ เข้าร่วมประชุม E-Meeting ด้วยตนเอง และขอให้บริษัทฯ จัดส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)  
พร้อม ชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) มายังอีเมลข้าพเจ้า E-mail : .....  
I hereby confirm to attend the meeting via E-Meeting. Please send a Weblink for attending the E-Meeting, Username and Password to my E-mail.

☐ มอบฉันทะให้กรรมการอิสระของบริษัทฯ (นาย/นาง/นางสาว) .....เข้าร่วมประชุม  
E-Meeting แทนข้าพเจ้า  
I hereby confirm to appoint Independent Directors (Mr./Mrs./Ms) to attend the meeting on my behalf via E-Meeting.

☐ มอบฉันทะให้ นาย/นาง/นางสาว .....เข้าร่วมประชุม  
E-Meeting แทนข้าพเจ้า และขอให้บริษัทฯ จัดส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) พร้อม ชื่อผู้ใช้  
(Username) และรหัสผู้ใช้ (Password) มายังอีเมลของผู้รับมอบฉันทะ E-mail : .....  
I hereby confirm to appoint (Mr./Mrs./Mrs.) to attend the meeting on my behalf via E-Meeting. Please send a Weblink for attending the E-Meeting, Username and Password to his/her E-mail.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Shareholder  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

PROXY FORM A (SIMPLE FORM)

According to Regulation of Department of Business Development Re : Form of Proxy (No.5) B.E.2550

เขียนที่.....  
Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality  
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
with address at Road Sub-District  
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น  
being a shareholder of the Chumporn Palm Oil Industry Public Company Limited holding the total amount of share(s)  
และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
with the voting rights of vote(s) as follows;  
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
ordinary share share(s) with the voting rights of vote(s)  
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
preferred share share(s) with the voting rights of vote(s)

(3) ขอมอบฉันทะให้ / do hereby appoint either one of the following persons:

(1) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....  
Name Age Years with address at  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Sub-District District  
จังหวัด..... รหัสไปรษณีย์..... หรือ  
Province Postal Code or

(2) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....  
Name Age Years with address at  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Sub-District District  
จังหวัด..... รหัสไปรษณีย์..... หรือ  
Province Postal Code or

(3) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....  
Name Age Years with address at  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Sub-District District  
จังหวัด..... รหัสไปรษณีย์.....  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 วันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น ณ ห้องประชุม บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) เลขที่ 1168/91 อาคารลุมพินีทาวเวอร์ ชั้น 30 ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders No.1/2021 to be held on Thursday, April 29, 2021 at 14.00 hours via E-Meeting only at Meeting Room of Chumporn Palm Oil Industry Public Company Limited at 1168/91 30<sup>th</sup> floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120 or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงนาม/Signed.....ผู้มอบฉันทะ/Shareholder  
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ปิดอากร  
แสตมป์  
20 บาท

**หมายเหตุ/Remarks :** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

**หนังสือมอบฉันทะ (แบบ ข.)**  
**Proxy (Form B.)**

เขียนที่.....  
Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

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

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
With address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น  
being a shareholder of the Chumporn Palm Oil Industry Public Company Limited holding the total amount of share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
shares with the voting rights of votes as follows;

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
ordinary share share(s) with the voting rights of vote

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
preferred share share(s) with the voting rights of vote

(3) ขอมอบฉันทะให้ / do hereby appoint either one of the following persons:  
(รายชื่อกรรมการอิสระเพื่อการรับมอบฉันทะปรากฏตามสิ่งที่ส่งมาด้วย 7) / (Independent Directors Proposed by the company to Act as Proxy for shareholders are in enclosure 7)

(1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....  
Name Age Years with address at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code or

(2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....  
Name Age Years with address at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code or

(3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....  
Name Age Years with address at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 วันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น ณ ห้องประชุม บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) เลขที่ 1168/91 อาคารลุมพินีทาวเวอร์ ชั้น 30 ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders No.1/2021 to be held on Thursday, April 29, 2021 at 14.00 hours via E-Meeting only at Meeting Room of Chumporn Palm Oil Industry Public Company Limited at 1168/91 30<sup>th</sup> floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120 or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.



- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I authorize my Proxy to cast the votes according to my intentions as follows:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

- วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2563  
**Agenda 1** To adopt the Minutes of Annual General Meeting of Shareholders No.1/2020
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 2** รับทราบผลการดำเนินงานและรายงานประจำปี 2563  
**Agenda 2** To acknowledge the Company's performance and Annual Report year 2020
- เนื่องจากวาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน  
As this item is for information to shareholders, there will be no voting.
- วาระที่ 3** พิจารณานุมัติงบการเงิน สำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2563  
**Agenda 3** To consider and approve the financial statements for the year ended December 31, 2020
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 4** พิจารณานุมัติจ่ายเงินปันผลและจัดสรรกำไรประจำปี 2563  
**Agenda 4** To consider and approve the dividend payment and statutory legal reserve for year 2020
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 5** พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ  
**Agenda 5** To consider and elect the directors in replacement of those to be retired by rotation
- ☐ **การแต่งตั้งกรรมการทั้งชุด**  
To elect all directors
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- ☐ **การแต่งตั้งกรรมการเป็นรายบุคคล**  
To elect each director individually
- (1) ชื่อกรรมการ **นายบรรพต หงษ์ทอง**  
Name of Director **Mr.Banphot Hongthong**
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- (2) ชื่อกรรมการ **นายไพบูลย์ คุจารีวนิช**  
Name of Director **Mr.Paiboon Kujareevanich**
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- (3) ชื่อกรรมการ **นายศราวุธ เมนะเสวต**  
Name of Director **Mr.Saravut Menasavet**
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- (4) ชื่อกรรมการ **นายรัชฎ ถวิลเดิมทรัพย์**  
Name of Director **Mr.Rachoj Tawintermsup**
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 6** พิจารณานุมัติค่าตอบแทนกรรมการและเบี้ยประชุมกรรมการ  
**Agenda 6** To consider and approve remuneration and meeting allowance for director
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน

Agenda 7 To consider and appoint the auditors and fix their audit fee

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์)

Agenda 8 To consider and approve the amendment of the Company's Memorandum of Association Clause 3. (Objective)

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 To consider other issues (if any)

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I 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 behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ปิดอากร

แสตมป์

20 บาท

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Shareholder

(

)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

(

)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

(

)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

(

)

#### หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)

Authorization on behalf of the Shareholder of Chumporn Palm Oil Industry Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 วันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์  
เพียงรูปแบบเดียวเท่านั้น ณ ห้องประชุม บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) เลขที่ 1168/91 อาคารลุมพินี  
ทาวเวอร์ ชั้น 30 ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No.1/2021 to be held on Thursday, April 29, 2021 at 14.00 hours via  
E-Meeting only at Meeting Room of Chumporn Palm Oil Industry Public Company Limited at 1168/91 30th floor, Lumpini Tower,  
Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120 or at any adjournment thereof.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐งดออกเสียง  
Abstain

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้  
คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

PROXY FORM C (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E.2550.

เขียนที่.....  
Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

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

สำนักงานตั้งอยู่เลขที่..... ถนน..... ตำบล/แขวง.....  
with address at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....  
Acting as the custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น  
Being a shareholder of the Chumporn Palm Oil Industry Public Company Limited holding the total amount of share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
with the voting rights of votes as follows;

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
ordinary share share(s) with the voting rights of votes

หุ้นบริวาร.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
preferred share share(s) with the voting rights of votes

(2) ขอมอบฉันทะให้ / do hereby appoint either one of the following persons:

(1) ชื่อ..... อายุ.....ปี  
Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
with address at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....หรือ  
District Province Postal Code or

(2) ชื่อ..... อายุ.....ปี  
Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
with address at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....หรือ  
District Province Postal Code or

(3) ชื่อ..... อายุ.....ปี  
Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
with address at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 วันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น ณ ห้องประชุม บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) เลขที่ 1168/91 อาคารลุมพินีทาวเวอร์ ชั้น 30 ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders No.1/2021 to be held on Thursday, April 29, 2021 at 14.00 hours via E-Meeting only at Meeting Room of Chumpon Palm Oil Industry Public Company Limited at 1168/91 30<sup>th</sup> floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120 or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้เป็นการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

☐ มอบฉันทะบางส่วน คือ

The Proxy is authorized for certain shares as follows:

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
ordinary share shares, entitling to vote votes

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
preferred share shares, entitling to vote votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total entitled vote votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2563

Agenda 1 To adopt the Minutes of Annual General Meeting of Shareholders No.1/2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จงดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 รับทราบผลการดำเนินงานและรายงานประจำปี 2563

Agenda 2 To acknowledge the Company's performance and Annual Report year 2020.

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน

As this item is for information to shareholders, there will be no voting.

วาระที่ 3 พิจารณานุมัติงบการเงิน สำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2563

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จงดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลและจัดสรรกำไรประจำปี 2563

Agenda 4 To consider and approve the dividend payment and statutory legal reserve for year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จงดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 5** พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

**Agenda 5** To consider and elect the directors in replacement of those to be retired by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ การแต่งตั้งกรรมการทั้งหมด / To elect all directors.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล / To elect each director individually.

(1) ชื่อกรรมการ **นายบรรพต หงษ์ทอง**

Name of Director **Mr.Banphot Hongthong**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(2) ชื่อกรรมการ **นายไพบูลย์ คุจารีวณิช**

Name of Director **Mr.Paiboon Kujareevanich**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(3) ชื่อกรรมการ **นายศราวุธ เมนะเสวต**

Name of Director **Mr.Saravut Menasavet**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(4) ชื่อกรรมการ **นายรัชฎ ฤวิไลเต็มทรัพย์**

Name of Director **Mr.Rachoj Tawintermsup**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 6** พิจารณานุมัติค่าตอบแทนกรรมการและเบี้ยประชุมกรรมการ

**Agenda 6** To consider and approve remuneration and meeting allowance for director.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 7** พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน

**Agenda 7** To consider and appoint the auditors and fix their audit fee.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 8** พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์)

**Agenda 8** To consider and approve the amendment of the Company's Memorandum of Association Clause 3 (Objective).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 9 To consider other issues (if any)**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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.

ปิดอากร

แสตมป์

20 บาท

ลงนาม/Signed.....ผู้มอบฉันทะ/Shareholder

( )

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy

( )

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy

( )

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy

( )

**หมายเหตุ/Remark:**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The following documents shall be attached with this Proxy Form:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน

Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**  
**REGULAR CONTINUED PROXY FORM C**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน)

Authorization on behalf of the Shareholder of the Chumporn Palm Oil Industry Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 วันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น ณ ห้องประชุม บริษัท ชุมพรอุตสาหกรรมน้ำมันปาล์ม จำกัด (มหาชน) เลขที่ 1168/91 อาคารลุมพินีทาวเวอร์ ชั้น 30 ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No.1/2021 to be held on Thursday, April 29, 2021 at 14.00 hours via E-Meeting only at Meeting Room of Chumporn Palm Oil Industry Public Company Limited at 1168/91 30th floor, Lumpini Tower, Rama IV Road, Thun Mahamek, Sathorn, Bangkok 10120 or at any adjournment thereof.

☐ วาระที่..... เรื่อง.....

Agenda

Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instruction:

☐ เห็นด้วย.....เสียง

☐ ไม่เห็นด้วย.....เสียง

☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

☐ วาระที่..... เรื่อง.....

Agenda

Re :

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☐ วาระที่..... เรื่อง.....

Agenda

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☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes





### **สำนักงานใหญ่ :**

296 หมู่ 2 ถนนเพชรเกษม ตำบลสลุย  
อำเภอท่าแซะ จังหวัดชุมพร 86140  
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### **Head Office :**

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Thasae District, Chumporn 86140 Thailand  
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### **สาขากรุงเทพฯ :**

1168/91 อาคารลุมพินีทาวเวอร์ ชั้น 30 ถนนพระราม 4  
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### **Bangkok Branch :**

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