



Ref. MO 002/2025

February 26, 2025

Subject: Board of Directors' Resolution for Schedule for the Annual General Meeting of Shareholders No.1/2025, Dividend Payment, Amendment of the Company's Articles of Association and Change in the scope of duties and appointment for the term of the Audit and Risk management committee.

Dear: President,  
The Stock Exchange of Thailand

The Board of Directors of Chumporn Palm Oil Industry Public Company Limited at a meeting No. 1/2025 held on Wednesday, February 26, 2025 passed the following resolutions:

- 1) Resolved to propose the Shareholders Meeting to approve the dividend payment from the operation of the year 2024 at the rate Baht 0.22 per share, paid to 632,752,650 shares for total amount of Baht 139,205,583 or 43.42% of profit for the year listed on the consolidated financial statement. The dividends will be paid from the net profit of the consolidated financial statement, in compliance with the Company's dividend payment policy. The said dividend must be paid income tax and allocated profit as statutory legal reserved Baht 7,130,512.

Remark : Dividend for the year 2024 is paid from profits of the Company that are subject to corporate income tax at the rate of 20 percent. Therefore, individual shareholders who are domiciled in Thailand can apply for tax credit in the amount equal to the product of dividend times 20/80, provided that the shareholders shall comply with Section 47 bis of the Revenue Code.

- 2) The Annual General Meeting of Shareholder No.1/2025 should be held on Wednesday, April 23, 2025 at 14.00 hours in form of electronic meeting (E-AGM) only, regulated under the Emergency Decree on Electronic Meetings, B.E.2563 (2020) and other relevant laws and regulations.

The Record Date for the Right to attend the Annual General Meeting of Shareholders No. 1/2025 and receive the dividend is on Friday, March 14, 2025 and the dividend payment date is on Friday, May 16, 2025.

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

Authorize Chairman of the Executive Committee and/or Chief Executive Officer to manage and finalize detail of the Annual General Meeting 1/2025 arrangement in case of necessary such as new meeting date and time, venue, agendas or format of the meeting under rights as stipulated by laws.

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

- 3) The Agenda for the Annual General Meeting of Shareholder No.1/2025 on Wednesday, April 23, 2025 are as follows:

Agenda 1 To acknowledge the Company's performance and Annual Report year 2024.

Board's opinion : It is appropriate to propose the Shareholders Meeting to acknowledge the Company's performance and Annual Report year 2024.

Agenda 2 To consider and approve the financial statements for the year ended December 31, 2024.

Board's opinion : It is appropriate to propose the Shareholders Meeting to consider and approve the financial statements for the year ended December 31, 2024, as duly audited and certified by the Company's auditor from EY Office Limited., and reviewed by the Audit and Risk Management Committee.

Agenda 3 To consider and approve the dividend payment and statutory legal reserve for year 2024.

Board's opinion : It is appropriate to propose the Shareholders Meeting to approve the dividend payment from the operation of the year 2024 at the rate Baht 0.22 per share, paid to 632,752,650 shares for total amount of Baht 139,205,583 or 43.42% of profit for the year listed on the consolidated financial statement, in compliance with the Company's dividend payment policy. The said dividend must be paid income tax and allocated profit as statutory legal reserved Baht 7,130,512.

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation.

Board's opinion : It is appropriate to propose the Shareholders Meeting to consider and re-appoint directors who retired by rotation for another term for 3 directors as below:

- (1) Mr.Nopporn Picha  
Independent Director  
Vice Chairman of the Board of Directors  
Chairman of the Audit and Risk management committee  
Member of the Nomination and Remuneration Committee
- (2) Mr.Takon Tawintermsup  
Director  
Vice Chairman of the Board of Directors  
Chairman of the Executive Committee  
Authorized Director
- (3) Mr.Songridth Niwattisaiwong  
Director  
Member of the Corporate Governance and Sustainable Development Committee  
Authorized Director

Agenda 5 To consider and approve remuneration of director for the year 2025.

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

- (1) To consider and approve the meeting allowance for the year 2025 which is increased from the previous year due to additional tasks and responsibilities assigned to the sub-committees. The meeting allowance will be effective from the date of approval at the Annual General Meeting of Shareholders and will remain in effect until any changes are made.

Meeting Allowance	Position	Baht/Person/Meeting		
		Year 2025 <i>(proposed increased from the previous year)</i>	Year 2024	Year 2023
The Board of Directors	Chairman	<b>40,000</b>	<b>**40,000**</b>	30,000
	Member	<b>30,000</b>	<b>**30,000**</b>	25,000
The Audit and Risk Management Committee	Chairman	<b>**35,000**</b>	30,000	30,000
	Member	<b>**30,000**</b>	25,000	25,000

Meeting Allowance	Position	Baht/Person/Meeting		
		Year 2025 <i>(proposed increased from the previous year)</i>	Year 2024	Year 2023
The Nomination and Remuneration Committee	Chairman	<b>**30,000**</b>	25,000	25,000
	Member	<b>**25,000**</b>	20,000	20,000
The Executive Committee	Chairman	<b>**35,000**</b>	30,000	30,000
	Member	<b>**30,000**</b>	25,000	25,000
The Corporate Governance and Sustainable Development Committee	Chairman	<b>**30,000**</b>	25,000	25,000
	Member	<b>**25,000**</b>	20,000	20,000

- (2) To consider and approve the monthly director remuneration for the year 2025  
: There is no monthly remuneration for director, which is equivalent to the previous year.

Details	Year 2025 <i>(equivalent to the previous year)</i>	Year 2024	Year 2023
The Monthly remuneration	<b>None</b>	None	None

- (3) To consider and approve the other compensation, benefits or non-monetary benefits for the year 2025 : There is no other compensation, benefits or other non-monetary benefits which is equivalent to the previous year.

Details	Year 2025 <i>(equivalent to the previous year)</i>	Year 2024	Year 2023
The other compensation, benefits or non-monetary benefits	<b>None</b>	none	none

Agenda 6 To consider and approve the bonus for director for the year 2025.

Board's opinion : It is appropriate to propose the Shareholders Meeting to consider and approve the bonus for director for the year 2025 in an amount not exceeding Baht 5,000,000, which is increased of baht 500,000 from the year 2024 due to the additional responsibilities assigned to the directors. The

Chairman of the Board will be responsible for determining the allocation based on appropriateness.

Detail	Year 2025 <i>(proposed increased from the previous year)</i>	Year 2024	Year 2023
The bonus for director	<b>**Baht 5,000,000**</b>	Baht 4,500,000	Baht 4,500,000

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

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

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

of EY Office Limited as the auditors for the year 2025. The audit fee for the year 2025 is Baht 1,825,000 which is equivalent to the previous year, there is no audited in accordance with compliance to BOI standard fee because the exercise of rights has expired and other service fees in addition to this are the corporate income tax audit service fee for the year 2025 Baht 190,000 which is equivalent to the previous year and The Self-assessment review fee for renewal of certification as a member of the Private Sector Collective Action Against Corruption in Thailand Baht 345,000 which is increased to the previous year.

Details	Year 2025	Year 2024
The Audit fee	<b>Baht 1,825,000</b>	Baht 1,825,000
The audited in accordance with compliance to BOI standard fee	<b>None</b>	None
The corporate income tax audit service fee	<b>Baht 190,000</b>	Baht 190,000
The Self-assessment review fee for renewal of certification as a member of the Private Sector Collective Action Against Corruption in Thailand	<b>Baht 345,000</b>	None

Agenda 8 To consider and approve the amendment of the Company's Articles of Association.

Board's opinion : It is appropriate to propose to the Shareholders Meeting to consider and approve the amendment of the Company's Articles of Association and request the Shareholders Meeting to approve the amendment and addition of the wording in the Company's revised Articles of Association in the event that the Public Limited Companies Registrar issues an order and/or recommendation to amend the said document to comply with the order of the Registrar without affecting the substance of the amendment of the Articles of Association of the Company as approved. Details are as follows:

Current Company's Articles of Association	To propose the amendment
<p>Item 11.</p> <p>For the company's shares, the company may hold its own shares as permitted by law but cannot use them as collateral.</p> <p>The rights and duties of the company as a shareholder, as mentioned in the previous paragraph, will follow the guidelines and procedures set by law.</p>	<p>Item 11.</p> <p>For the company's shares, the company may hold its own shares as permitted by law but cannot use them as collateral.</p> <p>The rights and duties of the company as a shareholder, as mentioned in the previous paragraph, will follow the guidelines and procedures set by law.</p> <p><i><u>In the case where the company repurchases shares, not exceeding 10% of the paid-up capital, the Board of Directors has the authority to approve the share repurchase.</u></i></p>

Agenda 9 To consider other issues (if any).

4) Change in the scope of duties and Appointment for the term of the Audit and Risk management committee comprises of three Independent Directors as follow;

(1) Mr. Nopporn Picha Chairman of the Audit and Risk Management Committee  
(Remaining term in office 3 years)

(2) Dr. Apichai Boontherawara Member of the Audit and Risk Management Committee  
(Remaining term in office 2 years)

(3) Mr. Supapat Ongsangkoon Member of the Audit and Risk Management Committee  
(Remaining term in office 2 years)

Three Audit and Risk management committees as above have adequate expertise and experience to review the creditability of the financial reports.

The term of the Audit and Risk Management Committee shall hold a term according to the term of office of the Company's director or not more than 3 years and the Audit and Risk Management Committee may be re-appointed by the Board of Directors for another term.

With effective from February 26, 2025.

Please be informed accordingly.

Yours sincerely,

(Kritbhong Takviriyanan)

Chief Executive Officer

☐ Appointment for the term of audit and risk management committee

Mr. Nopporn Picha take an effect as of February 26, 2025

1. To review the Company's financial reporting process to ensure that it is accurate and adequate.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit.
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
4. To consider, select, nominate or dismissal an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the company.
6. To prepare, and to disclose in the Company's annual report, and audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interest,
  - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the audit committee from its performances of duties in accordance with the charter, and



- (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
7. To set the policy and suggest how to manage the risk in concern to the business company.
  8. To set the Risk Management Plan.
  9. To follow up and evaluation according to the Risk Management plan.
  10. To appoint and change the person in the Risk Management Team.
  11. Oversee risks and internal controls related to anti-corruption efforts and report the audit results to the Board of Directors.
  12. To prepare any other act as assigned by the Company's board of directors, with the approval of the audit and risk management committee.
- , the change shall take an effect as of February 26, 2025.

1. Chairman of the audit and risk management committee  
Mr. Nopporn Picha remaining term in office 3 years
2. Member of the audit and risk management committee  
Dr. Apichai Boontherawara remaining term in office 2 years
3. Member of the audit and risk management committee  
Mr. Supapat Ongsangkoon remaining term in office 2 years

Enclosed hereto are 3 copies of the certificate and biography of the audit and risk management committee.

The audit and risk management committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

6. To prepare, and to disclose in the Company's annual report, and audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interest,
  - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the audit committee from its performances of duties in accordance with the charter, and
  - (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
7. To set the policy and suggest how to manage the risk in concern to the business company.
8. To set the Risk Management Plan.
9. To follow up and evaluation according to the Risk Management plan.
10. To appoint and change the person in the Risk Management Team.
11. Oversee risks and internal controls related to anti-corruption efforts and report the audit results to the Board of Directors.
12. To prepare any other act as assigned by the Company's board of directors, with the approval of the audit and risk management committee.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand.

Signed ..... Director  
(Mr. Rachoj Tawintermsup)

Signed ..... Director  
( Mr. Chusak Prachayangprecha)