



Univanich

Univanich Palm Oil Public Company Limited
บริษัท ยูนิวานิชน้ำมันปาล์ม จำกัด (มหาชน)

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Notice of Annual General Meeting of Shareholders No. 40
Friday 24th April 2009

30th March 2009

To : Shareholders of Univanich Palm Oil Public Company Limited

Notice is hereby given that the 2009 Annual General Meeting of Shareholders of Univanich Palm Oil Public Company Limited will be held on **Friday 24th April 2009 at 9.00 hrs. at President 1-2 Room 4th Floor., Intercontinental Hotel, 973 Ploenchit Road, Lumpini, Patumwan, Bangkok**, to consider the following agenda:

Agenda 1: To ratify the Minutes of Annual General Meeting of Shareholder No. 39 held on 25th April 2008.

Opinion of the Board of Directors : The Minutes of Annual General Meeting of Shareholder No. 39 of 25th April 2008 should be proposed for shareholder approval.

Agenda 2: Directors' Annual Report on the Company's operating outcome from January to December 2008.

Opinion of the Board of Directors : The Directors' Annual Report should be presented to the shareholders for their acknowledgement.

Agenda 3: To consider and approve the Balance Sheet and the Statements of Profit and Loss for the year ending 31 December 2008.

Opinion of the Board of Directors and the Audit Committee : The Balance Sheet and the Statements of Profit and Loss for the year 2008, as audited by Ms. Suvannee Bhuripanyo, Certified Public Accountant (Thailand) No. 3371 of PricewaterhouseCoopers ABAS Limited, should be approved.

Agenda 4: To consider profit allocation.

Opinion of the Board of Directors : It is proposed to pay a final dividend of Baht 4.00 per share to 94,000,000 ordinary shares held at the record date on 16th March 2009 and closing date of the share register on 17th March 2009. Payment is proposed to be made by 22nd May 2009.

Combined with the interim dividends of Baht 7.50 per share paid in September and December 2008, the total dividend payments from 2008 profit will be Baht 11.50 per share, totalling Baht 1,081,000,000.00

Agenda 5: To elect directors to replace those who retire by rotation.

The directors to retire by rotation are; Mrs. Phortchana Manoché, Mrs. Kanchana Chitrudiamphai and Ms. Supapang Chanlongbutra.

Opinion of the Board of Directors : The Directors recommend that Mrs. Phortchana Manoché, Mrs. Kanchana Chitrudiamphai and Ms. Supapang Chanlongbutra be considered for re-election to fill the vacancies created by retiring Directors.

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Agenda 6: To consider the remuneration of Directors.

Opinion of the Board of Directors : The Chairman's and the Directors' fees and expenses should remain unchanged from the previous year

Agenda 7: To appoint the auditor and fix the auditor's remuneration for the fiscal year 2009.

Opinion of the Board of Directors : The Directors recommend that Mrs. Suwanee Bhuripanyo, Certified Public Accountant (Thailand) No. 3371 or Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977 or Mr. Prasit Yuengsrikul, Certified Public Accountant (Thailand) No. 4174 of Pricewaterhouse Coopers ABAS Limited be appointed as the Company's Auditors for 2009 financial year, any one of the above named being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is required to identify one other Certified Public Accountant with PricewaterhouseCoopers ABAS Limited to carry out the work.

The remuneration is proposed to be as follows:-

• Fee for quarterly review of the interim financial statements for 3 quarters (Baht 178,500 per quarter)	Baht	535,500.00
• Fee for audit of the financial statements for the year ending 31 December 2009	Baht	<u>593,000.00</u>
	Total	Baht <u>1,128,500.00</u>
• Audit for Profit per BOI Certificate	Baht	42,000.00

Agenda 8: Other matters (if any).

Opinion of the Board of Directors : The shareholders are free to ask any question and the Board will answer their queries

Please be advised that the Board of Directors at their meeting No. 1/2009 on 26th February 2009 resolved to fix the Record Date as March 16th 2009 for determining the shareholders who have the right to attend the Annual General Meeting No.40 and the right to receive the dividend payment. Also, 17th March 2009 shall be the book-closing date for gathering shareholders' name as specified in Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551).

All shareholders are therefore invited to attend the meeting at the time and place mentioned above. For any shareholders who cannot attend the meeting, you are invited to appoint a proxy by completing one of the attached proxy forms to be submitted to the Company Secretary at the meeting place, before the meeting commences.

Yours faithfully,
By order of the Board

(Mr. John Clendon)
Managing Director

Enclosures :

- Agenda 1 : Minutes of Annual General Meeting of Shareholder No. 39 held on 25 April 2008.
- Agenda 2 : 2008 Annual Report Booklet containing Directors report on operating outcome.
- Agenda 3 : 2008 Annual Report Booklet containing the audited Financial Statements.
- Agenda 4 : Dividend Policy and record of dividends paid.
- Agenda 5 : Biodata and experience of Directors for re-election.
- Agenda 6 : Remuneration of Directors.
- Agenda 7 : Record of Auditor appointments and fees.
- Enclosure 8 : Company's Articles of Association relating to the Annual General Meeting of Shareholders
- Enclosure 9 : Documents required prior to attending the meeting for Proxy, Registration and Voting
- Enclosure 10 : Three Proxy Forms as specified by the Department of Business Development, Ministry of Commerce and the names of Directors who may be appointed to hold proxy votes.
- Enclosure 11 : Location map for Intercontinental Hotel