

Criteria for Minority Shareholders to propose 2019 AGM Agenda

Objective

In order to promote the corporate good governance of Thai Vegetable Oil Public Co., Ltd., we determine to perform the best of the Company's corporate good governance based on ethic, moral and transparency so that the shareholders and stakeholders can be obtained properly, fairly and sustainable benefit.

To grant the minority shareholders to propose an agenda of AGM in advance is considered a part of Good Corporate Governance with the purpose of the equitable and fairness treatment of all shareholders. The Company sets up the criteria to authorize minority shareholders to propose an agenda for annual general shareholders' meeting.

1. The Qualification of Shareholder

- 1.1 Being the common shareholder of the Company (TVO) which can be either one shareholder or combined shareholders.
- 1.2 Holding minimum shares at least 1% of authorized shares and paid up capital, value as of the date of submission.
- 1.3 Must continuously held those shares in 1.2 for at least one year by the Date of submission.

2. The Proposal that will not be placed on the Agenda

- 2.1 The proposal that defined in clause 89/28 of the Securities and Exchange law B.E. 1992 and the Notification of Capital Market Supervisory Board.
- 2.2 The proposal that violates to the law, rules, regulations of government agencies or other regulators or and not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the company.
- 2.3 The proposal that is beneficial for specific person or group.
- 2.4 The proposal that is the authority of the board unless it causes the significant affect on the shareholder in general.

- 2.5 The proposal that the Company has already executed.
- 2.6 The proposal that is not beneficial to corporate operational performance.
- 2.7 The proposal that the information shareholders provided is incomplete or incorrect or out of time, those who are unable to contact.
- 2.8 The proposal that proposed by the shareholders who are not qualified according to this criteria.

3. Proposal Procedure

- 3.1 The shareholder who possesses qualification according to no.1 of the criteria must submit the AGM Agenda's Proposal form to the Board of Directors with the follows document;
 - (1) The evidence of holding share, the certificate of shares' held from Securities Company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
 - (2) A certified true copy of identification card or passport (in case of foreign shareholder)
 - (3) The support document beneficial for board consideration (if any)
- 3.2 All documents could be sent unofficially in advance through facsimile machine and email, the original must be delivered to the Company within 25 January, 2019 in address as below:

Compliance Office
Thai Vegetable Oil Public Company Limited
149 Ratchadapisek Road, (Thapra-Taksin) Bukkalow Thonburi
Bangkok 10600 Thailand Tel 0-2477-9020 Fax 0-2477-8022
Email: kanutsorn@tvothai.com
- 3.3 In case many shareholders have unified to propose agenda to the board, the first shareholder shall complete the AGM Agenda proposal form and affix their names as evidence, the others shall fill part (1) and (2) of the AGM Agenda's proposal form and

affix their names as evidence separately, enclosed the evidence of shares held and support documents (if any) to the Company as 3.2

- 3.4 In case one or more shareholders need to propose more than one agenda, they complete each form for each agenda, and affix their name evidently.
- 3.5 The approved agenda will be proposed in the AGM invitation letter together with the Board of Director's opinion. The rest which is unqualified will be inform through Company's website; www.tvothai.com.

The AGM Agenda proposal form for 2019 AGM

(1) I am (Mr./Mrs./Miss).....
Residing at..... Road.....District.....
Province.....Mobile Phone Number.....
Home/Office.....E-mail address (if any).....
Number of share hold.....period of share holding.....date/month

(2) I would like to propose the agenda of the Annual General Shareholders, Meeting of the year 2019

- for consideration
- for approval

Subject.....

(3) With the following information that beneficial for consideration (such as fact or reason etc.)

.....and other support documents that have been enclosed and certified true copy at every page, pages in total.....pages

I certified that all information written in this Form, the evidence of share's held, and other support documents are correct and affix the name as evidence below

.....Shareholder's signature

(.....)

Date.....

Remark The shareholders must enclose the following p documents with the proposal AGM Agenda form

1. Documents evidencing his/her share(s) i.e. the certificate of shares' held from Securities company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand,
2. Personal documents i.e., in case the shareholder is a person, a certified true copy of identification card or passport (in case of foreign shareholder) and in case the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized director's, who has signed this form, identification cards or passports (in case of the foreign authorized director).
3. The proposal could be unofficially sent through facsimile at 02-477-8022 or email address at kanutsorn@tvotthai.com, Compliance Office, before sending the original to the Company.
4. The original document must be delivered to the Company within 25 January 2019 to submit to Board of Directors for consideration then to propose to the AGM 2019 accordingly