

**Criteria for Minority Shareholders to propose the agenda for
the 2020 Annual General Meeting of Shareholders**

Objective

Thai Vegetable Oil Public Company Limited (TVO) is committed to achieving excellence in good corporate governance based on morality and transparency so that the Shareholders and Stakeholders can be obtained properly, fairly and sustainable benefit.

TVO therefore shall grant the minority Shareholders to propose an agenda of the Annual General Meeting in advance which is to raise the level of Good Corporate Governance of the Company in order to show the equitable and fairness treatment of all Shareholders. TVO has set up the criteria to allow the minority Shareholders to propose an agenda for the Annual General Meeting of Shareholders.

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 of not less than 1% of the total issued shares and paid up capital, value as of the date of submission.
- 1.3 Must continuously hold those shares as stipulated in 1.2 for at least one year and must hold shares on the date on which the agenda is being proposed.

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 Act (No.4) B.E. 2551 (A.D.2008) and the Notification of Capital Market Supervisory Board.
- 2.2 The proposal that violates the laws, rules, regulations of any government agencies or other regulators or is not in compliance with the objectives, 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 under the authority of the Board unless it causes the significant effect to the Shareholders 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 contains incomplete or incorrect information or the Shareholders have not submitted the proposal within the specific timeline or the Shareholders who has proposed the proposal cannot be contacted.
- 2.8 The proposal that proposed by the shareholders who are not qualified as stipulated above.

3. Proposal Procedure

3.1 The Shareholder who possesses qualification according to no.1 of the criteria must submit the Agenda Proposal Form for the Annual General Meeting of Shareholders to the Board of Directors with supporting documents as follows;

- (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 documents must be delivered to the Company within January 24, 2020 in address as below:

Company Secretary

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 Agenda Proposal Form for the Annual General Meeting of Shareholders and affix their names as evidence, the rest of Shareholders shall fill part (1)

and (2) of the Agenda Proposal Form for the Annual General Meeting of Shareholders 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 notice of Annual General Meeting of Shareholders together with the Board of Director's opinion. The rest which is unqualified will be inform through Company's website; www.tvothai.com.

The Agenda proposal form for the 2020 Annual General Meeting of Shareholders

(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 2020
 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 documents with the proposal form of agenda for Annual General Meeting of Shareholders

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@tvothai.com, Company Secretary, before sending the original to the Company.
4. The original document must be delivered to the Company within January 24, 2020 to submit to Board of Directors for consideration then to propose to the 2020 Annual General Meeting of Shareholders accordingly.