Notice of the

Extraordinary General Meeting of Shareholders No. 1/2022

Thai Vegetable Oil PCL.

Friday, September 23, 2022

10.00 a.m.

by electronic meeting platform (E-EGM)

which will be broadcast from the Company's meeting room

at 3rd floor, TVO Building

149 Ratchadapisek (Thapra-Taksin), Bukkhalow, Thonburi,

Bangkok

***** This E-EGM will be held via the electronic meeting platform only.**

Therefore, there are no seating arrangements for on-site meeting ***

Please kindly see details of the guidelines for meeting registration, proxy appointment and details of the Company's independent directors, vote casting, vote counting (Attachment 4) and electronic meeting system user manual for the Shareholders' meeting (Attachment 7)

Contents

TVO/CP/22/015

August 19, 2022

Subject : Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2022 by electronic meeting platform (E-EGM)

Attention : Shareholders

The Board of Directors of Thai Vegetable Oil Public Company Limited ("the Company") has resolved on August 11, 2022 to hold the Extraordinary General Meeting of Shareholders No. 1/2022 on Friday, September 23, 2022 at 10.00 hrs onwards **by electronic meeting platform (E-EGM) only** according to the Emergency Decree on Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations to consider the meeting agenda as follows;

Agenda 1 To consider and approve the interim dividend payment for the first six months of the 2022 performance result in the form of stock dividend and cash

Fact and Rationale : The performance results for the first six months of the year 2022 are considered according to the Company's consolidated financial statements ending June 30, 2022 with unappropriated profit in the amount of Baht 6,804,776,807 and no accumulated loss.

The Board's opinion : The Board of Directors has considered and deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the interim dividend payment for the first six months of the 2022 performance result in the form of stock dividend and cash with details as follows;

1) Pay dividend by issuing the Company's new ordinary shares with the total of newly -issued shares not exceeding 80,861,099 shares with a par value of Baht 1 each to the existing shareholders of the Company at an allocation ratio of 10 ordinary shares to 1 newly-issued share, total value not exceeding Baht 80,861,099 or equivalent to the dividend payment rate of Baht 0.10 per share. In the event that there is a fraction of the shares after allocation, the Company will pay in cash for such fractions of shares at the rate of Baht 0.10 per share instead of paying a stock dividend to shareholders
2) Pay dividend in cash at the rate of Baht 0.20 per share, total value not exceeding Baht 161,722,197 (the fraction of share calculated for stock dividends as in No. 1 that will be paid by cash to the shareholders might result that the cash dividend may increase more than Baht 161,722,197)

The dividend payment, both in the form of stock dividend and cash, is at the rate of Baht 0.30 per share. In this regard, the dividend payment will be paid from the Company's profit which is subject to 20% corporate tax, the dividend payee is subject to withholding tax, and the individual dividend payee shall be entitled to dividend tax credit under section 47 bis of the Revenue code.

Descriptions of the dividend payment	**Unit : Baht per share**
Stock dividend (at an allocation ratio of 10 ordinary shares to 1 newly issued ordinary share)	0.10
Cash dividend	0.20
Total dividend payment	0.30
Withholding tax (10%)	0.03
Balance	0.27

However, the proposed dividend payment and related matters are still subject to approval from the Extraordinary General Meeting of Shareholders No. 1/2022, if the shareholders' meeting approves such matters, the Company will pay interim dividend to the shareholders whose name are listed on the Record Date on August 29, 2022 and the dividend payment will be made on October 7, 2022.

Vote Required Simple majority votes of the Shareholders who attend the meeting and cast their votes.

Agenda 2 **To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital in accordance with the Company's registered capital increase**

Fact and Rationale : The Board of Directors' Meeting No. 5/2022 on August 11, 2022 has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the interim dividend payment for the first six months of the 2022 performance result in the form of stock dividend and cash as details appear in Agenda 1. Regarding dividend payment in the form of stock dividends, the Company must increase the registered capital by issuing new ordinary shares to support the stock dividend payment. In addition, an increase in the Company's registered capital shall require amendments to Clause 4 of the Company's Memorandum of Association regarding the registered capital to be consistent with the Company's registered capital increase. Details of the Company's registered capital increase are shown in the Capital Increase Report Form (F53-4) in Attachment 1.

The Board's opinion : The Board of Directors has considered and deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the Company's registered capital in the amount of Baht 80,861,099 from the original registered capital of Baht 808,610,985, totaling the registered capital of Baht 889,472,084 by issuing 80,861,099 new ordinary shares with a par value of Baht 1 per share to support the stock dividend payment and deems it appropriate to propose the meeting to consider and approve the amendment to Clause 4 of the Company's

Memorandum of Association regarding the registered capital in accordance with the Company's registered capital increase by canceling the original clause and replacing with the new clause as follows;

"Clause 4 Registered capital of		889,472,084 Baht	eight hundred and eighty-nine million four hundred and seventy-two thousand eighty-four Baht
		889,472,084 shares	eight hundred and eighty-nine million four hundred and seventy-two thousand eighty-four shares
	Share value	1 Baht	One Baht
	Consisting of:		
	Common Stock	889,472,084 shares	eight hundred and eighty-nine million four hundred and seventy-two thousand eighty-four shares
	Preferred Stock	- shares	(-)"

<u>Vote Required</u> Not less than three-fourths of the total voting rights of the Shareholders, who attend the meeting and have the right to vote.

<u>Agenda 3</u> To consider and approve the allocation of the Company's newly issued ordinary shares to support the stock dividend payment

<u>Fact and Rationale</u> : The Board of Directors' Meeting No. 5/2022 on August 11, 2022 has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the interim dividend payment and the increase of the Company's registered capital by issuing new ordinary shares to support the stock dividend payment and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to be consistent with the Company's registered capital increase as shown in Agenda 1, Agenda 2 and Attachment 1. In this regard, the Company must allocate the newly issued ordinary shares to support the stock dividend payment.

<u>The Board's opinion</u> : The Board of Directors has considered and deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of the Company's newly issued ordinary shares not exceeding 80,861,099 shares with a par value of Baht 1 each to support the stock dividend payment as well as deems it appropriate to propose the meeting to consider and approve the authorization of powers to the Board of Directors and/or Authorized Director and/or the authorized person appointed by Authorized Director to act on behalf of the Company to determine and/or amend the other necessary details or related to the allocation of newly issued ordinary shares to support the stock dividend payment as deemed appropriate including word or text correction in documents and/or applications and/or take any action in order to comply with the order of the registrar in filing the application for registration of the increase of the Company's registered capital to the Department of Business Development, Ministry of Commerce as well as signing the applications and supporting documents related to the allocation of the Company's newly issued ordinary shares, contacting and submitting an application for permission, document and evidence to government agencies or agencies involved in the issuance of newly issued ordinary shares, listing the newly issued ordinary shares on the Stock Exchange of Thailand, and taking any action related to the allocation of newly issued ordinary shares as necessary or deemed appropriate.

Vote Required Simple majority votes of the Shareholders who attend the meeting and cast their votes.

Agenda 4 Other issues, (if any)

This agenda is set for shareholders to raise questions and/or for directors to clarify any questions (if any), so there is no matter presented to the meeting for approval and no voting required in this agenda.

In addition, Agenda 1 to Agenda 3 are related and conditional upon each other, therefore, should any particular agenda not be approved by the Extraordinary General Meeting of Shareholders No. 1/2022, the other related agenda will not be proposed and the agenda which may have previously been approved by the meeting shall be deemed to be cancelled.

The Company has scheduled the Record Date on which shareholders are eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on August 29, 2022.

Shareholders may appoint any person or the Company's independent director according to the list of independent directors in the invitation letter (Attachment 4) as a proxy. The proxy grantor must complete forms as follows; 1) Registrar form, and 2) Proxy form B (Attachment 5) together with the certified supporting documents as specified in the invitation letter (Attachment 4), and 3) Registration form for attending the meeting by electronic meeting platform (Attachment 6), and 4) Submit all original documents to the Company by **September 20, 2022**.

After the Company has verified the rights to attend the meeting according to the list of shareholders as of the Record Date and all registration documents, OJ Internationa Co.,Ltd, an electronic meeting system provider, will send **an individual URL link** for attending the meeting together with a user manual to the e-mail of the shareholder or proxies specified in the Registration form (Attachment 6) not less than 2 days before the meeting date. The Company suggests applying 1 email only to 1 shareholder or proxy holder. Please study the user manual thoroughly. In the case that shareholder or proxy holder does not receive such individual link by **September 21, 2022** please check your Junk Email or contact the Company immediately.

If Shareholders wish to ask any question regarding the Shareholders' Meeting or the proposed agenda, please submit the inquiries together with name and contact number to the Company in advance via electronic mail to kanutsorn@tvothai.com or fax at 02-477-8022.

Yours Sincerely,

(Mr. Pachai Chanpitaksa)
Chief Executive Officer

Remark: Shareholders can view the meeting notice and enclosed documents via the Company's website at www.tvothai.com under Investor Relations section, Shareholder's Meeting menu.

Attachment 1 : Capital increase report form (F53-4)

(F53-4)

Report Form for Capital Increase

Thai Vegetable Oil Public Company Limited

August 11, 2022

We, Thai Vegetable Oil Public Company Limited, hereby report the resolution of the Board of Directors' meeting No 5/2022 dated August 11, 2022, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase:

The Board of Directors' meeting passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 for consideration and approval of the Company's registered capital increase Baht 80,861,099 from Baht 808,610,985 totaling Baht 889,472,084 by issuing new ordinary shares not exceeding 80,861,099 shares with a par value of Baht 1 each to support stock dividend payment. Details of capital increase are as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB million)
☑ Specifying the purpose of utilizing the capital	Ordinary shares	80,861,099	1	80,861,099

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Existing shareholders	80,861,099	10:1	-	To support stock dividend payment	Stock dividend

2.1.1 Specifying the purpose of utilizing the capital

In the event that there is a fraction of the shares from the calculation of the stock dividend, the Company will pay in cash instead of stock dividends.

2.2 General Mandate

Allotted to	Type of securities	Number of shares	Percentage of paid-up capital [1/]	Remark
Rights Offering To support the exercise of the warrants to purchase the transferable capital increase shares allocated to the existing shareholders.	Ordinary shares Preferred shares	- - -	- - -	- - -
Preferential Public Offering To support the exercise of the warrants to purchase the transferable capital increase shares allocated to the existing shareholders and non-allocation to shareholders in such a manner that would cause the company to have any duty under foreign law	Ordinary shares Preferred shares	- - -	- -	- -
Public Offering	Ordinary shares Preferred shares	- -	- -	- -
Private Placement	Ordinary shares Preferred shares	- -	- -	- -

[1/] Percentage of paid-up capital on the date that the Board of Directors resolved with the approval to increase capital under General Mandate

3. Schedule for the Extraordinary General Meeting of Shareholders to approve the capital increase and allotment of capital increase shares

The Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled to be held on September 23, 2022 at 10.00 a.m. by electronic meeting platform (E-EGM) in accordance with the rules stipulated in the law relating to meetings via electronic means. The meeting will be broadcast from the meeting room at TVO Building, 149 Ratchadapisek (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok by

☑ Specifying the list of shareholders with the rights to attend this meeting (Record date) on August 29, 2022

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

4.1 The Company must register the increase in the Company's registered capital, the amendment of the Memorandum of Association and the change of paid-up capital with the Department of Business Development, the Ministry of Commerce

4.2 The Company must apply for an approval from the SET to consider accepting the newly issued ordinary shares from stock dividend as listed securities on the SET

5. Objectives of the capital increase and plans for utilizing the increased capital

To allocate stock dividend to existing shareholders as investment return

6. Benefits that the Company will receive from the capital increase / share allotment:

6.1 To increase the liquidity of the Company's shares

6.2 To maintain cash flow to use as working capital of the Company

6.3 To be used in the future projects

7. Benefits that the shareholders will receive from the capital increase / share allotment:

7.1 Dividend policy: The Company's dividend payout policy is to pay at least 60% of net incomes after tax, therefore, this stock dividend payment will benefit the shareholders directly without affecting the Company's cash flow and normal business operations.

7.2 Shareholders' right: Shareholders, who have been allocated stock dividends, will be entitled to receive dividends in the future from the Company's business operation starting from when the shareholders have been allocated the newly issued ordinary shares and have been recorded as shareholders of the Company.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

- None -

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	Board of Directors meeting No.5/2022	August 11, 2022
2	Record date on which Shareholders have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022	August 29, 2022
3	Extraordinary General Meeting No. 1/2022	September 23, 2022
4	Registration of the resolution of capital increase, and amending the memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2022 approved
5	Date for interim dividend payment by paying in stock dividends and cash	October 7, 2022
6	Registration of the change of paid-up capital with Department of Business Development, Ministry of Commerce	Within 14 days after the date of payment of stock dividends and cash

We hereby certify that the information contained in this report form is correct and complete in all respects.

Signed ....

(Mr. Pachai Chanpitaksa)

Authorized directors sign on behalf of the Company with the Company's seal affixed

Signed ....

(Mr. Vachara Vitayatanagorn)

Attachment 2 : Definition of Independent Director

The independent directors are qualified in accordance with rules and regulation of the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559, Re: Application for and Approval of Offering for Sale of Newly Issued Shares.

Qualifications

1. Shall not hold shares exceeding of one percent of the total number of voting shares of the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person, whilst the number of shares held by any related person of such independent director must also be counted.
2. Shall not a director participating in management role, or an employee, an officer, an advisor who receives regular salary, or a person having controlling power, of the Company or the parent company, subsidiary company, associated company, a subsidiary company in the same level, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years, provided always that such prohibited characteristics shall not apply to an independent director who used to be a government officer or an advisor to a government authority, which is a major shareholder or the controlling person of the Company.
3. Shall not a person related by blood or legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child of other directors, management person, major shareholder, controlling person, or the person being nominated to be a director, management person or a controlling person of the Company or the subsidiary company.
4. Shall neither have and have ever had any business relationship with the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person in the manner in which his/her independent discretion might be affected, and is not and has not been a significant shareholder or a controlling person of the person that has business relationship with the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years.
5. Shall not be nor have ever been an auditor of the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person, and is not a significant shareholder, a controlling person, or a partner of any auditing firm of which the auditor of the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person is working, unless such an independent director has not possessed the characteristics referred to above for at least two years.

6. Shall not be nor have ever been any professional service provider, including legal or financial advisor who obtains fee of more than Baht two million per year from the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person, and not be a significant shareholder, or a controlling person, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least two years.
7. Shall not be a director appointed as a representative of the Board of Directors, major shareholder, or shareholder who is a related to major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristics which may restrict such person from offering independent opinions regarding the Company's operations.

Attachment 3 : The Articles of Association which related to Annual General Meeting of Shareholders

The Meeting of Shareholders

Calling of the Shareholders' Meeting

Article 23 The Board of Directors shall convene a meeting of shareholders, which is the annual general meeting of shareholders, at least once a year within four months from the last day of the fiscal year of the Company.

Meetings of shareholders, other than the aforementioned one, shall be called Extraordinary General Meetings. The Board of Directors may summon an extraordinary general meeting of shareholders at any time as deemed appropriate.

One or more shareholders holding shares amounting to not less than ten percent 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 at any time, provided that the matters and reasons for the request to call such meeting are clearly stated in the written request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date of receiving that request from the shareholders.

If the Board of Directors does not hold the meeting within the period as prescribed under the preceding paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 days from the due date under the preceding paragraph. In this regard, the meeting shall be deemed as a shareholders meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provides facilitation.

In a meeting which is summoned by the shareholders under the preceding paragraph, if the number of shareholders present does not form a quorum, the shareholders under the preceding paragraph must be jointly responsible to the Company for expenses incurred from that meeting.

Article 24 In summoning a meeting of Shareholders, the Board of Directors shall prepare the notice calling for the meeting which specifies the location, date, time, agenda and matters to be tabled therein together with reasonable details, including the opinions of the Board of Directors on such matters and shall send to the Shareholders and the Registrar not less than seven days prior to the date of such meeting and shall publish the notice of the meeting in a newspaper for three consecutive days, which must not be less than three days prior to the date of the meeting.

In addition to the location of Head Office, the Board of Directors shall determine the place of the meeting of Shareholders to be held at Branch Office or any other place as considered appropriate by the Board of Directors.

Article 25 A Quorum of a meeting of Shareholders shall be formed by at least twenty-five Shareholders, or by no less than half of the total number of Shareholders attending the meeting either in person or proxy (if any) with an aggregate number of shares no less than one-third of the total number of shares issued.

At a meeting of Shareholders, if an hour should have lapsed after the time fixed for the meeting and the quorum as prescribed above is not present, then in case of a meeting called at the request of Shareholders, it shall be cancelled forthwith. However, if such a meeting has not been called for by Shareholders, the Board of Directors shall re-schedule a new meeting and a notice to Shareholders shall be sent out at least seven days before the date of the meeting. A quorum is not, however, required for this latter meeting.

<u>Voting</u>

Article 27 A resolution of the meeting of Shareholders is required to carry the following votes;

(1) In normal circumstances, majority votes of Shareholders attending the meeting and who are entitled to vote. In case of a tie, the presiding Chairman shall be entitled to cast a decisive vote.

(2) In the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all Shareholders attending the meeting and who are entitled to vote;

(A) Sale, or transfer of the Company's material business, wholly or partially, to third parties

(B) Purchase or acceptance of the transfer of businesses of other companies or private companies to the Company

(C) Execution, amendment or termination of agreements relating to the Leasing out of the Company's material businesses, either wholly or partially, assignment to other persons to manage the Company's businesses, or amalgamation of the business with other parties with the purpose of sharing profits and loss

Dividend payment

Article 37 No dividends may be distributed out of any funds other than profits and the Company may not make any payment of dividends if there is still any accumulated loss. Dividends shall be divided by the number of shares and in equal portion for all shares.

The Board of Directors may pay interim dividends to Shareholders from time to time when it determines that the Company has appropriate profits to do so. A report thereof will be made to the Shareholders at its next meeting.

Article 38 Dividend payment must be made within the period of 1 month from the date that the Shareholder's meeting or the Board of Directors has a resolution, as the case maybe. In this regard, dividend payment shall be notified in writing to the shareholders and promulgated in daily newspaper.

Capital increase

Article 43 The Company shall increase its registered capital by issuing new shares only when the resolution of the Shareholders' meeting is passed by a resolution of not less than three-fourths of the total number of vote of shareholders attending the meeting and having the right to vote. the Company must apply the resolution to register the change in registered capital with the registrar within 14 days from the date of the resolution.

Attachment 4 : Guidelines for Meeting Registration, Proxy Appointment, Details of the Company's Independent Directors, Vote casting and Vote Counting Procedures via electronic meeting platform (E-EGM)

The Extraordinary General Meeting of Shareholders No. 1/2022
by electronic meeting platform (E-EGM)

Thai Vegetable Oil Public Company Limited convenes the Extraordinary General Meeting of Shareholders No. 1/2022 by electronic meeting platform (E-EGM) on Friday, September 23, 2022 at 10.00 a.m. which will be broadcast from the Company's meeting room at 3rd floor, TVO Building, 149 Ratchadapisek (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok in accordance with the Emergency Decree on Meetings via Electronic Means, B.E. 2563 (2020).

Shareholders or proxies who wish to attend the E-EGM meeting must submit identification document as specified to the Company by September 20, 2022. After the Company has verified all documents and the right to attend the meeting correctly and completely, OJ Internationa Co.,Ltd, an electronic meeting system provider, will send **an individual URL link** for attending the meeting together with a user manual to the e-mail of the shareholder or proxies specified in the Registration form (Attachment 6) not less than 2 days before the meeting date.

Please see details of e-registration, attending the meeting, asking question and vote casting in the user manual (Attachment 7).

Submission of registration form for attending the meeting via electronic meeting platform

1) In case the shareholders attending the E-EGM in person

1.1) Please fill in the **"Registrar form"** that was delivered with the meeting notice and fill in the **"Registration form for attending the meeting by electronic meeting platform"** (Attachment 6) cleary with personal email and contact number of the shareholders to be used for meeting registration. The individual link and user manual will be sent to the email that shareholder has provided.

1.2) Attach a copy of identification document to confirm the right to attend the E-EGM meeting as follows:

1.2.1) Individual person

A copy of identification document issued by Government Agency and has not expired such as Identification Card or Governance Officer Identification Card or Driver License, or Passport with certified true copy by owner (the evidence of name or last name's change, if any)

Shareholders are requested to conceal your sensitive personal information such as region and blood type on a copy of identification card before submitting to the Company. If there is no concealment, the Company will conceal your sensitive personal information before using your personal information.

1.2.2) Juristic Person

- A copy of certificate of the juristic issued no more than 1 year prior to the date of the shareholders' meeting with certified true copy by the juristic person's representative (director)
- A copy of identification document of juristic person's representative (director) such as Identification Card or Governance Officer Identification Card or Driver License, or Passport with certified true copy by owner (the evidence of name or last name's change, if any)

1.3) **Submit all documents** as requested in No. 1.1)-1.2) by scanning or taking photos and send them to the Company via email: ir@tvothai.com within **September 20, 2022** or submit the original documents via postal mail to the Company by using the envelope sent together with the meeting notice to shareholders. Please submit to

The Office of Chief Executive Officer (Proxy)
Thai Vegetable Oil Public Company Limited
149 Ratchadapisek (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok 10600

2) In case the shareholders appointing proxy to the Company's Independent Director or another person to attend the E-EGM

2.1) Please fill in the **"Registrar form"** that was delivered with the meeting notice and fill in the **"Registration form for attending the meeting by electronic meeting platform"** (Attachment 6) cleary with personal email and contact number of the shareholders to be used for meeting registration. The individual link and user manual will be sent to the email that shareholder has provided.

In the case of appointing a proxy to an independent director, please specify the name of the independent director only.

2.2) Please prepare a "**Proxy Form B"** (Attachment 5) together with the preparation of documents supporting the proxy, as the case may be, as follows:

2.2.1) **Individual Shareholders**

- Complete a "Proxy Form B" and get it signed by Shareholder and proxy holder correctly and completely and
- Prepare a copy of Identification document, issued by Government Agency and has not expired, of Shareholder and proxy holder such as Identification Card or Governance Officer Identification Card or Driver License, or Passport with certified true copy by owner (the evidence of name or last name's change, if any)

Shareholders are requested to conceal your sensitive personal information such as region and blood type on a copy of identification card before submitting to the Company. If there is no concealment, the Company will conceal your sensitive personal information before using your personal information.

2.2.2) **Juristic Shareholders**

- Complete a "Proxy Form B" and get it signed by shareholder (authorized director on behalf of a juristic person) and proxy holder including the stamp of the juristic person (if any) and
- Prepare a copy of certificate of the juristic issued no more than 1 year prior to the date of the shareholders' meeting with certified true copy by the juristic person's representative (director) who has been authorized to sign on behalf of juristic person, and
- Prepare a copy of identification document of juristic person's representative (director) that has not expired such as Identification Card or Governance Officer Identification Card or Driver License, or Passport (In the case of foreigners) with certified true copy by owner (the evidence of name or last name's change, if any) and
- Prepare a copy of identification document, issued by Government Agency and has not expired, of proxy holder such as Identification Card or Governance Officer Identification Card or Driver License, or Passport with certified true copy by owner (the evidence of name or last name's change, if any)

2.2.3) **Non-Thai Juristic Persons Established under Foreign Laws Appointing Custodian in Thailand**

- Complete a "**Proxy Form C**" and get it signed by Shareholder's representative (authorized director on behalf of a juristic person) and proxy holder including the stamp of the juristic person (if any). Shareholders can be downloaded Proxy Form C from www.tvothai.com/en/investor/shareholders-meeting and
- Prepare a copy of certificate of the juristic issued no more than 1 year prior to the date of the shareholders' meeting with certified true copy by the juristic person's representative (director), and
- Prepare a copy of identification document of juristic person's representative (director) that has not expired such as Identification Card or Governance Officer Identification Card or Driver License, or Passport (In the case of foreigners) with certified true copy by owner (the evidence of name or last name's change, if any) and
- Prepare a copy of Custodian business license and
- Prepare a copy of the Custodian Registration Certificate issued by the Ministry of Commerce no more than 1 year prior to the date of the shareholders' meeting with certified true copy by Custodian's authorized signatory or authorized person and
- Prepare a copy of identification document, issued by Government Agency and has not expired, of proxy holder such as Identification Card or Governance Officer Identification Card or Driver License, or Passport with certified true copy by owner (the evidence of name or last name's change, if any) and

Shareholders are requested to conceal your sensitive personal information such as region and blood type on a copy of identification card before submitting to the Company. If there is no concealment, the Company will conceal your sensitive personal information before using your personal information.

- Prepare original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorized officer (if any)

2.3) **Submit all documents** as requested in No. 2.1)-2.2) by scanning and send them to the Company via email: ir@tvothai.com within **September 20, 2022, then, submit the original documents via postal mail** to the Company within business hours on **September 22, 2022 (The date that the Company received all documents)** at the following address:

***The Office of Chief Executive Officer* (Proxy)**

Thai Vegetable Oil Public Company Limited

149 Ratchadapisek (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok 10600

The Company reserves the right not to register in the case of documents delivered after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

3) Notification of the registration results to attend the meeting

After the Company has verified all documents and the right to attend the meeting according to Record Date correctly and completely, OJ Internationa Co.,Ltd, an electronic meeting system provider, will send **an individual URL link** for attending the meeting together with a user manual to email that the shareholder or proxies specified in the Registration form (Attachment 6). The email will be sent from e-agm@ojconsultinggroup.com not less than 2 days before the meeting date. The Company suggests applying 1 email to 1 shareholder or proxy holder. In the case that shareholder or proxy holder does not receive such individual link by **September 21, 2022** please check your Junk Email or contact the Company immediately.

Detail of independent directors for proxy appointment

The Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce: Notification of Department of Business Development regarding Proxy Form No.5) B.E. 2550, to be used in any Shareholders' meeting in order to facilitate the proxy, which are:

1. Form A, a general form which is easy to be used
2. Form B, highly recommend as much of detail is clearly specified
3. Form C, in case proxy grantor is custodian

In case that any Shareholder is unable to attend the meeting, the Shareholder may appoint another person or any of the Company's independent directors listed below as proxy to attend and vote on your behalf in the meeting by selecting one of these proxy forms provided above. It is highly recommended to use the Proxy Form B (Attachment 5) as the vote can be clearly specified for each agenda items.

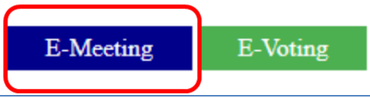
In the event that a Shareholder is desirous to appoint a proxy in general, such a Shareholder may use the Proxy Form A or in the event that a Shareholder is a foreign investor and appoints a custodian in Thailand to be responsible for securities, such a Shareholder may download and use the Proxy Form C available at www.tvothai.com/en/investor/shareholders-meeting

List of independent directors proposed by the Company as proxy for the Shareholders to elect as a who has no special interest in the agenda proposed in this general meeting of shareholders in any way

Dr. Suvit Maesincee	**Mr.Apichart Chirabandhu**
Chairman of the Board (Independent) Chairman of the CGNR Committee Chairman of the ESRC Policy Committee	Vice Chairman of the Board (Independent) Chairman of the Audit Committee Member of the CGNR Committee
Age: 60 Years	Age: 64 Years
Nationality: Thai	Nationality: Thai
Shares Possession: None	Shares Possession: None
Share Holding (Including Related Person): None	Share Holding (Including Related Person): None
Address: 15/53 Kanjanapisek road, Laksong, Bangkhae, Bangkok 10160	Address: 172/57, Soi Phanitkun, Phra Khanong Nuea, Watthana, Bangkok 10110
Conflict of Interest: No special conflict of interest in any agenda	Conflict of Interest: No special conflict of interest in any agenda

Attending the Extraordinary General Meeting of Sharehoder via electronic meeting platform (E-EGM)

- Please find more information in the “User manual for attending the Shareholders’ meeting via electronic meeting platform for attending the meeting via electronic meeting platform” (Attachment 7)
- Shareholder or proxy holder can attend the meeting through Web Brower: Chrome by using computers, notebooks, tablets and mobile phones with 4G internet speed or home internet basic. In case of using tablet and mobile phone, **Zoom Cloud Meeting program** must be installed before attending the meeting. The program can be downloaded via QR Code.
- Shareholders or Proxy holders can log in to the meeting system from 9.00 a.m. on the Meeting date with the Shareholder Account Number and Indetification Number (In the case that the proxies are not a shareholder, they will log-in with their phone number and identification card number) However, the **live broadcast will only start at 10.00 a.m. onwards**.
- Press “E-Meeting” to participate Live Meeting by Zoom



iOS

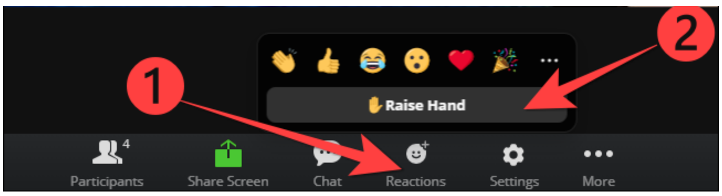
Android

Asking questions in the meeting

- Before casting the vote in each agenda, the Company will invite Shareholders to ask inquiries or comment on the issues related to such agenda as appropriate, Shareholders can submit questions in 2 ways as follow;

  1) Ask questions from the meeting by yourself

  - Press “Reaction” at the toolbar then press “Raise Hand”

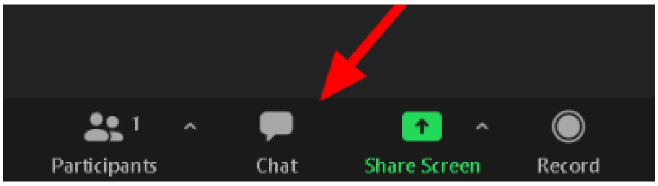


  - Please wait for notification from the system administration, then Shareholder turns on camera and microphone and ask inquiries or comments accordingly. Shareholder, please inform your name and surname before making the inquiries or comments in the Meeting

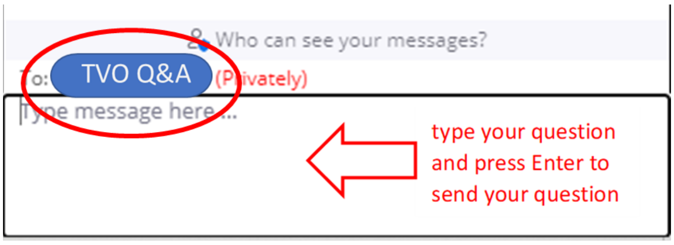
Asking questions in the meeting

2) Submit questions in advance

- Press “Chat”



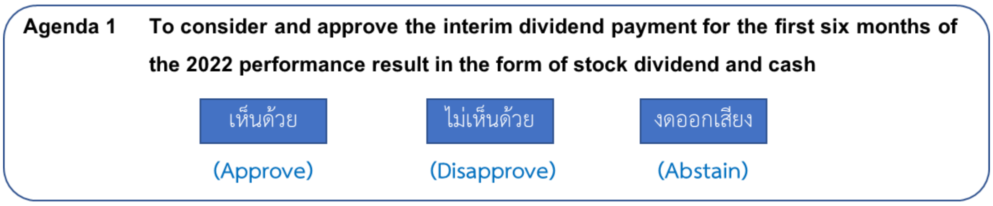
- Submit question in the text box by selecting **“TVO Q&A” as recipient only. If you** do not choose as stated, your question will not be sent to the Company. In this regard, please type questions and then press the **“Enter”** button to submit your question.



E-Voting

- One share shall be count as one vote
- Shareholder and proxy holder can vote via electronic system by pressing the “E-Voting” button on the registration pag

- Voting on each agenda must be done within the specified time. Shareholder or proxy holder may cast a vote for “Approve” or “Disapprove” or “Abstain”. In the event that you do not vote on any agenda, the system will assume that you vote "Approve".



- If the Shareholders have appointed the proxy holder to vote on each agenda item as stated in the Proxy Form, the Company will record the votes as specified by the Shareholders in the Proxy Form.

Vote Counting

- Vote counting in each agenda, the Company will count the votes for "Approve" or "Disapprove" and "Abstain". For a simple majority vote of the Shareholders who attend the Meeting, the "Abstain" votes would not be counted as base score. For a special resolution which require two-thirds of the total shares held by the Shareholders attending the Meeting or three-quarters of the total shares held by the Shareholders attending the Meeting, the "Abstain" votes would be counted as base score.
- For the resolution of the meeting, a majority vote of Shareholders attending the meeting is required, except for the agenda 2, in which the resolution requires votes of not less than two-thirds of the total votes of the Shareholders attending the meeting.
- After vote counting for each agenda is completed, the Company will announce the voting results as approval, disapproval, or abstention as a percentage of total votes.

Any questions or problems regarding the Extraordinary General Meeting of Sharehoder via electronic meeting platform (E-EGM), please contact:

Office of Chief Executive Officer

Thai Vegetable Oil Public Company Limited

149 Ratchadapisek (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok 10600

Tel. 02 477 9020 ext. 177, 828

Email: ir@tvothai.com

or

OJ International Co., Ltd.

Call Center 02 079 1811

Email: phannapas@ojconsultinggroup.com

The Extraordinary General Meeting of Sharehoder (E-AGM) will be recorded and disclosed through the Company's website after the meeting.

<u>Attachment 5 : Proxy Form</u>

Proxy Form B

Written at...
Date………… Month…...……….. Year………

(1) I …………......................................……… Nationality……...........….. Address No……….. Road……..…….. Sub-district……......………, District……………........……, Province……...........………, Post code.….……......

(2) Am the Shareholder of **Thai Vegetable Oil Public Company Limited**

holding ………………………... shares which is equivalent to ……….........……..... votes, classified into:

☐ Common shares ……...............…………..……... share, equivalent to …………..……................….... votes.

(3) Would like to appoint following proxy

☐ (1) Name ……………..............…….. Age….. years

Address No..…………... Road………………........……Sub-district………...……………….,

District………………..…….……, Province……………..……..……, Post code……..……...,

☐ (2) **Dr. Suvit Maesincee**, Position Independent Director, Age 60 years

Address 15/53 Kanjanapisek road, Laksong, Bangkhae, Bangkok 10160, or

☐ (3) **Mr. Apichart Chirabandhu**, Position Independent Director, Age 64 years

Address 172/57, Soi Phanitkun, Phra Khanong Nuea, Watthana, Bangkok 10110

As only my representative to participate in the meeting and vote on my behalf during the Extraordinary General Meeting of Shareholders No. 1/2022 on Friday, September 23, 2022, starting from 10.00 a.m. by electronic meeting platform (E-EGM), or could be postponed to other date, time and venue as appropriate.

(4) I hereby authorize the proxy to cast the votes on my behalf in this meeting as follows;

Agenda 1 To consider and approve the interim dividend payment for the first six months of the 2022 performance result in the form of stock dividend and cash

☐ (a) The proxy is entitled to consider and cast the vote on my behalf as appropriate in all respects

☐ (b) The proxy must cast the vote according to following decision.

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital in accordance with the Company's registered capital increase

☐ (a) The proxy is entitled to consider and cast the vote on my behalf as appropriate in all respects

☐ (b) The proxy must cast the vote according to following decision.

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 3 To consider and approve the allocation of the Company's newly issued ordinary shares to support the stock dividend payment

☐ (a) The proxy is entitled to consider and cast the vote on my behalf as appropriate in all respects

☐ (b) The proxy must cast the vote according to following decision.

☐ Approve ☐ Disapprove ☐ Abstain

(5) Any vote of the proxy in any agenda which is not in accordance with this proxy form shall be invalid and shall not be the vote of the Shareholder.

(6) 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.

Any act performed by the proxy at the meeting, except voting in contravention of my intention, shall be deemed as my acts and performance in all respects.

Signed ……………………….…..………… Shareholder

(……………………….…………..)

Signed ………………….………………….… Proxy

(………………..…………………..)

Remark: 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.

Attachment 6 : Registration form for attending the Extraordinary General Meeting of Shareholders No. 1/2022 by electronic meeting platform

Thai Vegetable Oil PCL.

Date.....................Month.........................Year.......................

(1) I………... Identification Card/Passport number...................................

Nationality........................Address No........................Road........................ Sub-district.........................

District.. Province... Post code.........................

(2) Am the Shareholder of **Thai Vegetable Oil Public Company Limited**

Holding the total amount of... shares

I would like to participate the Extraordinary General Meeting of Shareholders No. 1/2022

☐ Self-Attending

☐ Proxy to (Mr./Mrs./Miss)……………………………….................. attend the meeting

(3) Please send the Link to join the meeting by below email

Email…………………………………..……………………..………………………(Please fil in the blank)

Mobile Number ……………………………………………….……….…………………(Please fil in the blank)

(4) Please submit the documents as required in Enclosure 1: Procedure for requesting to attend the Extraordinary General Meeting of Shareholders via electronic media to the Company by September 20, 2022

(5) The Company will send the URL Link for attending the meeting user manual via email that shareholder has provided when verification is complete

(6) Please prepare your Account Number and your Identification Card Number for attending the meeting

Signed ……………………….…..………… Shareholder

(...)

Attachment 7 : User manual for attending the Shareholders' meeting via electronic meeting platform

How to register to attend the meeting

1. After the Company has verified the rights to attend the meeting completely, shareholders and proxy holders will receive an email sent by OJ Internationa Co.,Ltd, (e-agm@ojconsultinggroup.com)
2. Please recheck your information together with URL link to attend the meeting.
3. On the meeting date and time, please log-in from the link and fill out **Shareholder Account Number** and **Identification Number** and then press **Register**.

- Example of the registration screen for the meeting –

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น
(Shareholder Account Number)

เลขที่บัตรประชาชน
(Identification Number/Passport Number)

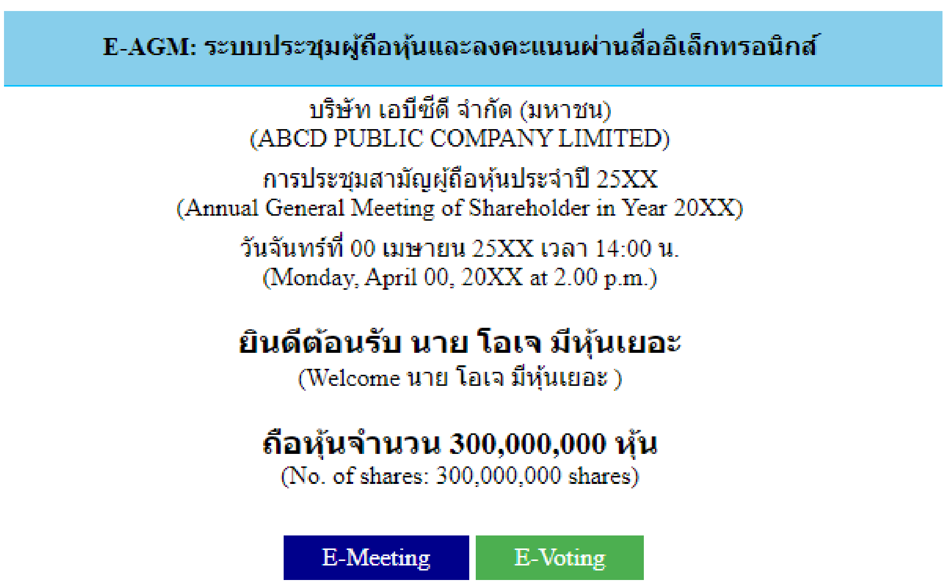
☐ ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคล แล้ว
(Shareholder has read and accepted the term and condition about attendance of shareholder meetings through E-Meeting and has given consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม
(Register)

In the case that shareholders log-in before the specified time, shareholders will be informed that "The system is not be ready for online meetings."

4. After log-in, Press **"Confirm to attend the meeting"**

5. Once you successfully log-in, there will be **"E-Meeting"** and **"E-Voting"** buttons as below

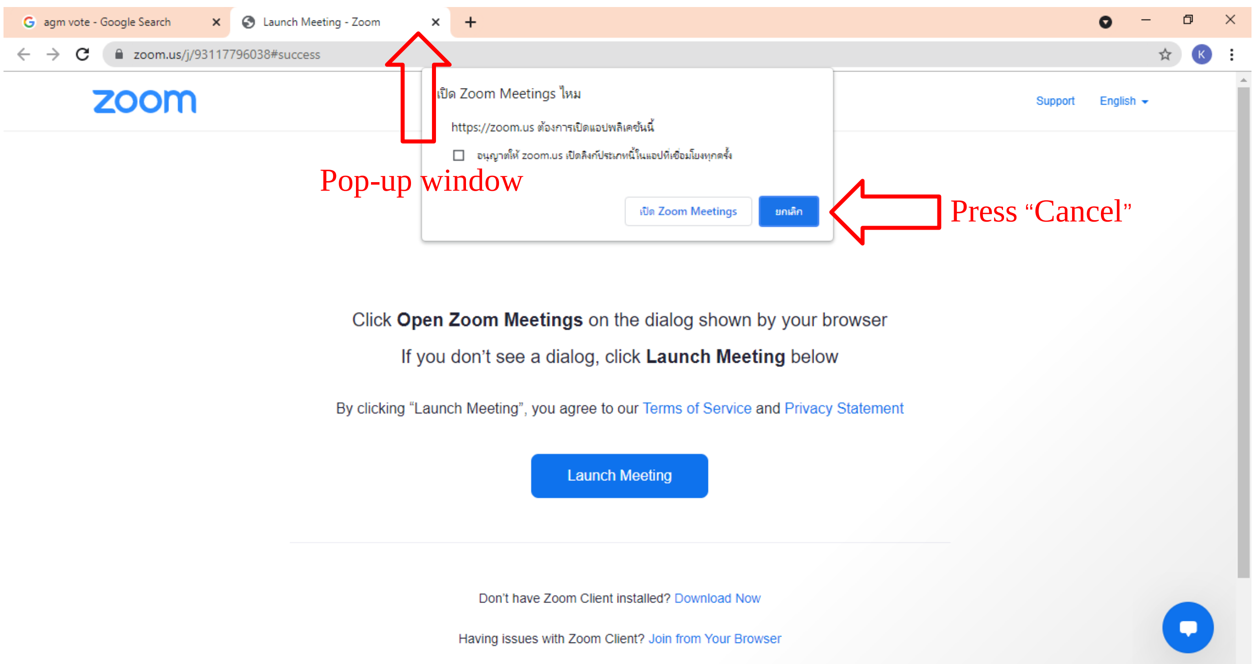


6. Press **"E-Meeting"** to attend live meeting by Zoom

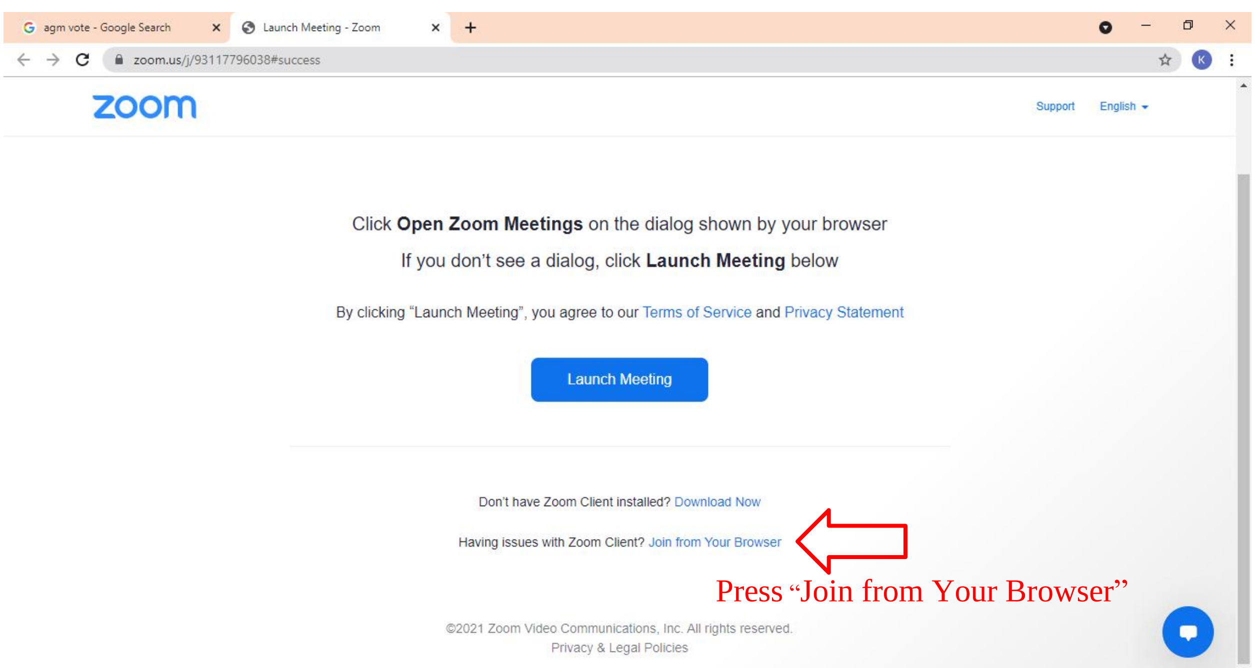
7. Press **"E-Voting"** to vote on each agenda

E-Meeting Manual

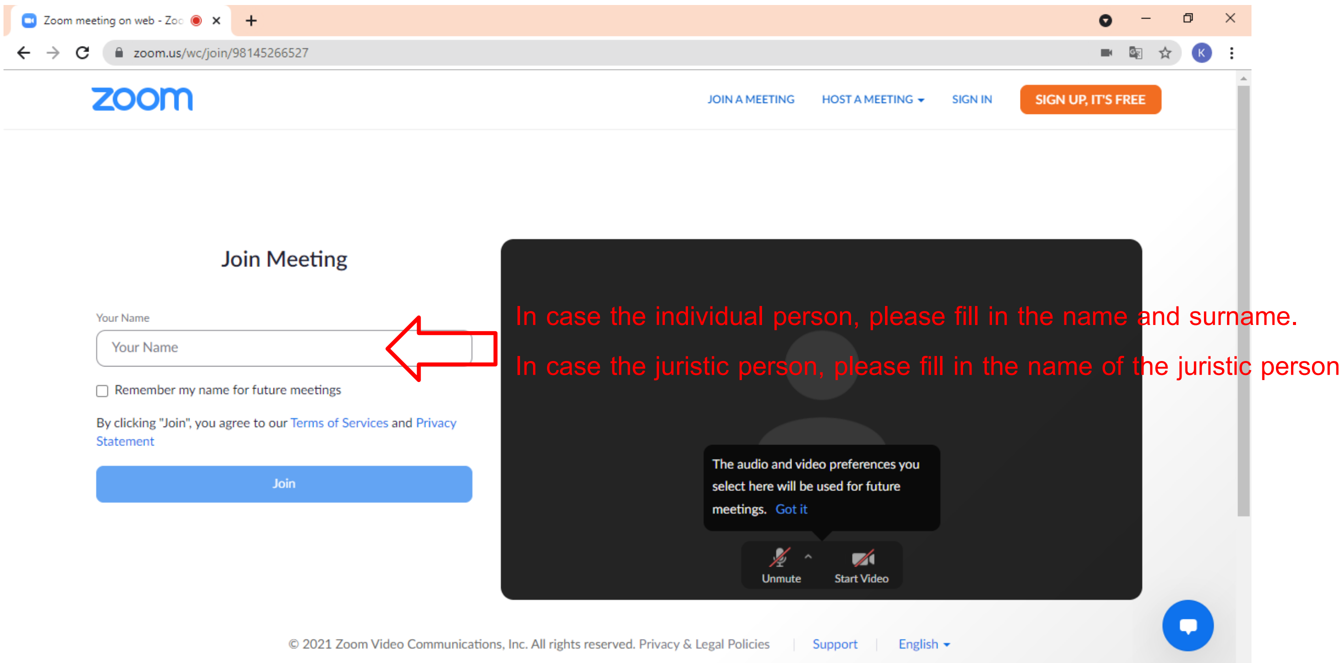
1. After shareholders press **"E-Meeting"** button, in the case of using a laptop, a new window will pop-up as shown in the picture, then press the **"Cancel"** button.



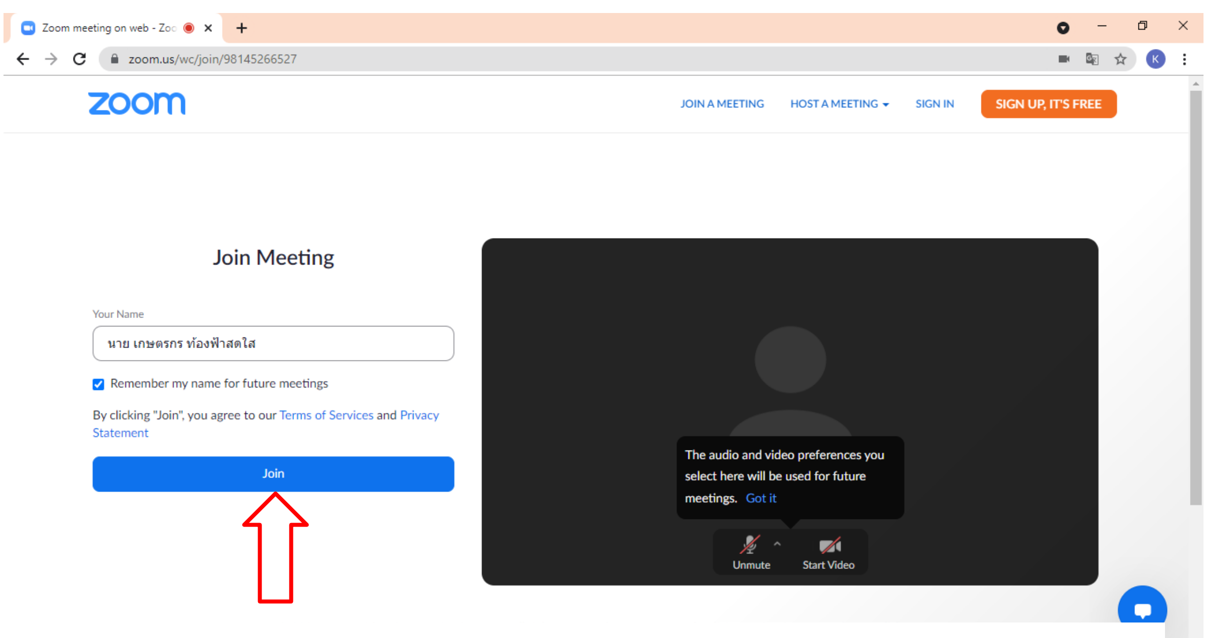
2. Press **"Join from Your Browser"**



3. A screen will show text box. In case the individual person, please fill in the name and surname. In case the juristic person, please fill in the name of the juristic person.

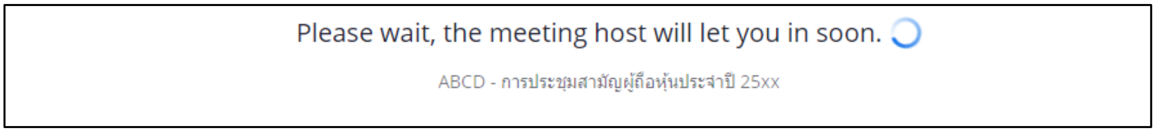


4. After that press **“Join”** button

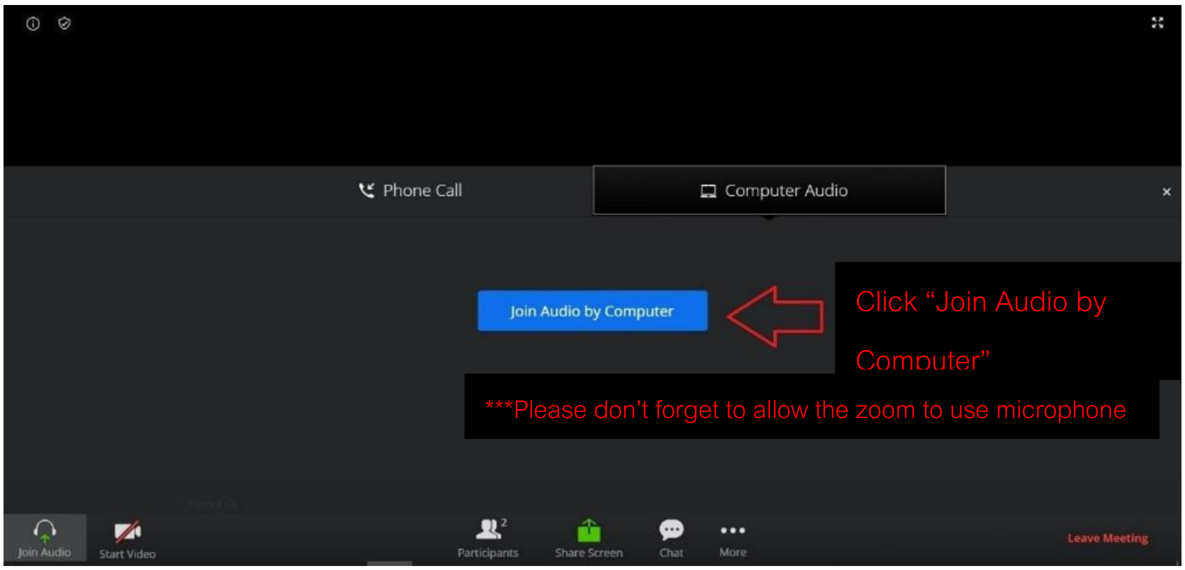


User manual for attending the Shareholders’ meeting via electronic meeting platform

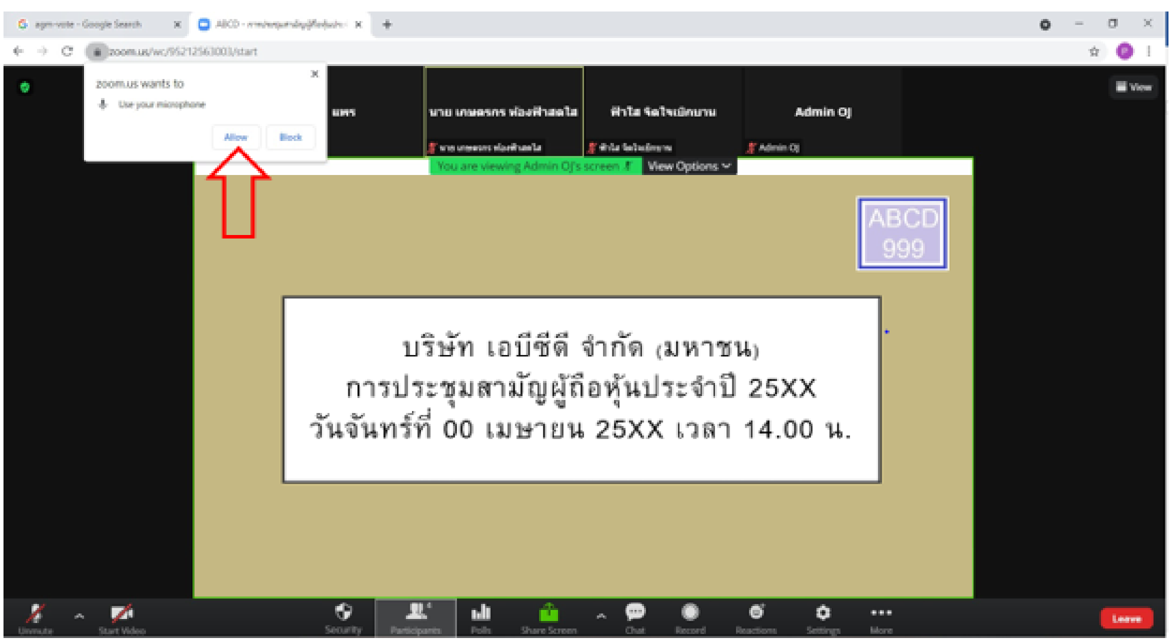
5. There will be a message **"Please wait, the meeting host will let you in soon."** Please wait for the meeting administrator to verify the information and accept you into the meeting room.



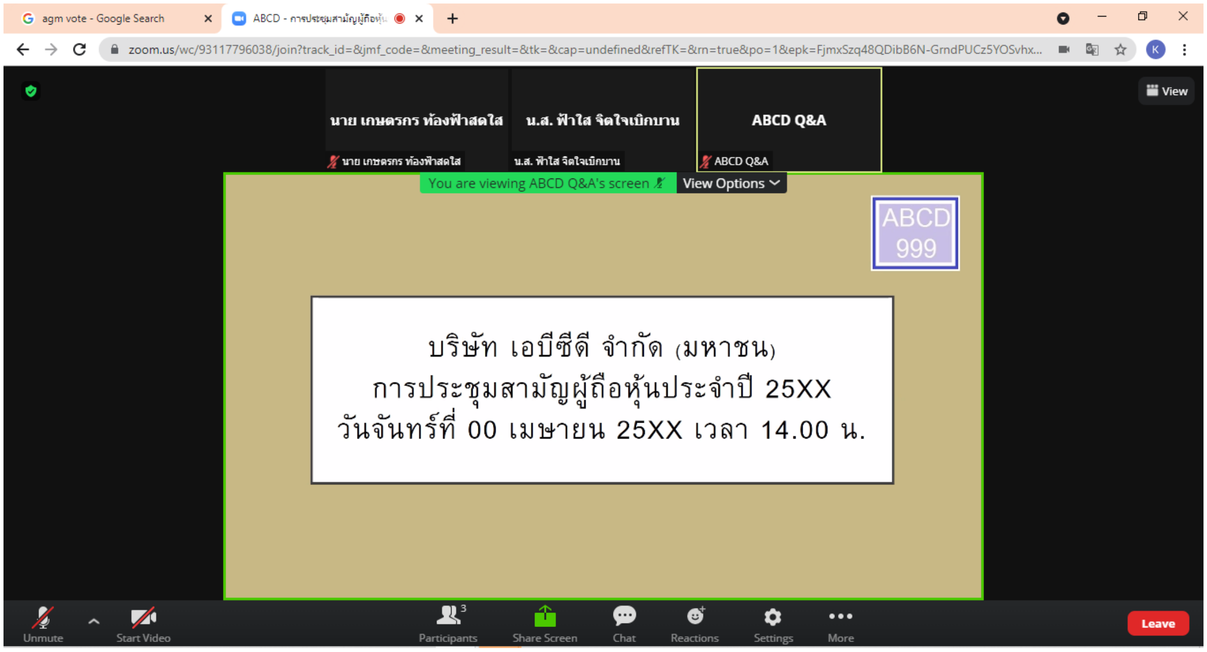
6. In the E-Meeting room, please press **"Join Audio by Computer"** as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)



7. Then, press **"Allow"** to access the microphone



8. Once you successfully join the E-Meeting. You will see all menu as below.

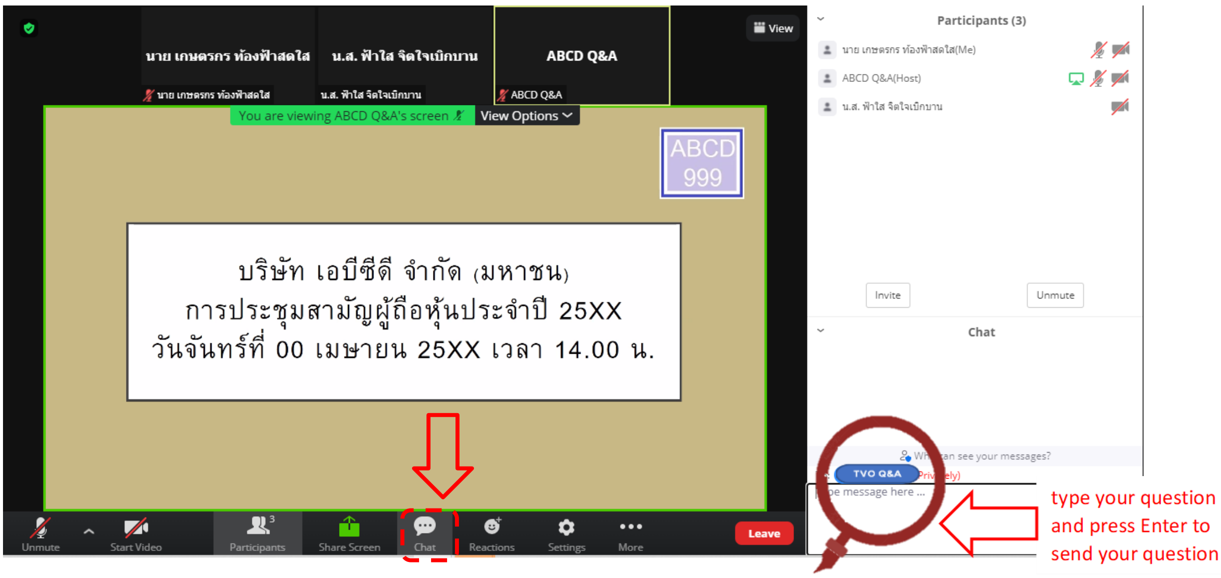


Asking questions in the E-Meeting

There are 2 ways as follows;

1) **Raise Hand :** Press **"Reaction"** and then press **"Raise Hand".** The sign will be displayed beside your name. Please wait for the meeting administrator to allow you to unmute your microphone to ask your question. One you finish, please press **"Lower Hand"**

2) **Submit question through the chat system** : Press **"Chat"**, the text box will display as below. To send a message by Chat, you have to select a recipient to send question to **TVO Q&A** only. If you do not select, your question will not be sent to the Company. You can type your question and press **"Enter"** to send your question to TVO Q&A



E-Voting

1. When shareholders would like to cast your vote, please go to main tab (in Chrome) then press **"E-Voting".** There are 3 options to vote in each agenda (Approve, Disapprove and Abstain). In this regard, shareholders will not be able to vote on the agenda for acknowledgment.

Agenda 1 To consider and approve the interim dividend payment for the first six months of the 2022 performance result in the form of stock dividend and cash

เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
(Approve)	(Disapprove)	(Abstain)

2. Once you cast your vote, there is a pop up for you to make a confirmation. If you would like to change your vote, you can do the same.

3. Once you finish your vote, please switch back to the E-Meeting Tab (Zoom) to resume the live meeting. After that, the system administrator will collect all the votes from the e-voting system to inform the resolution to the meeting for acknowledgement.

***** In the event that the agenda is already closed,**
the attendees will not be able to vote or change the vote***

Attachment 8 : Address for submitting registration documents by hand