



Ref. No. TVO/CP/15/16

March 16, 2015

Subject : Invitation to Attend 2015 Annual General Meeting of Shareholders

Attention : Shareholders

Attachments : 1. Copy of the Minutes of 2014 Annual General Meeting of Shareholders on April 29, 2014

2. The 2014 Annual Report (CD-Rom)

3. Biography of the Nominated Directors, who replace director retiring on rotation

4. Definition of Independent Director

5. Information of Independent Directors, member of audit committee, who authorized to be proxy of shareholder

6. The relevant Company's Articles of Association of the Annual General Meeting of Shareholders

7. Documents of the Rights to Attend the Meeting

8. Procedure of Proxy, Registration and Clarification of Meeting Attendant

9. Proxy Form B

10. Map of Meeting Venue

The Board of Directors of Thai Vegetable Oil Public Company Limited had solved the resolutions, on February 25, 2015, to hold the 2015 Annual General Meeting of shareholders on April 27, 2015 at 10.00 a.m. at 3rd Floor, TVO Building No. 149 Ratchadapisek (Thapra-Taksin) Bukkalow Thonburi Bangkok to consider the following matters:

Agenda 1 **To approve the Minutes of 2014 Annual General Meeting**

Fact and Rationale The 2014 Annual General Meeting was held on April 29, 2014, which the Minutes was made within 14 days after the meeting date, the copy of minutes of meeting is enclosed

(attachment No.1). It was submitted to The Security Exchange of Thailand and Ministry of Commerce on time according to relevant laws. It was also published on the website already. (www.tvotthai.com)

Opinion of the Board The Minutes of Meeting was recorded completely and accurately and it is appropriated to propose to 2015 Annual General Meeting of Shareholders for approval. The copy of the Minutes Meeting is attachment No. 1

Agenda 2 **To report the 2014 company's operational performance**

Fact and Rationale The Board of Directors report and the company operational performance of 2014 were disclosed in 2014 Annual Report, (attachment No.2). It was enclosed with invitation letter, and was made according to the rules and regulations of The Securities Exchange Commission and The Securities Exchange of Thailand.

Opinion of the Board It is appropriate to propose Annual General Meeting of Shareholders to acknowledge the 2014 company's operational performance.

Agenda 3 **To approve the Statement of Financial Position and Income Statements, as ended December 31, 2014**

Facts and Rationale The Statement of Financial Position as ended December 31, 2014 was disclosed in 2014 Annual Report (Attachment No. 2). It was made in accordant with accounting standard, and (1), audited and certified by independent auditor (EY Office Limited) (2) reviewed by Audit Committee and (3) approved by Board of Directors.

Opinion of the Board It is appropriate to propose the Statements of Financial Position and Income Statement, as ended December 2014 to Annual General Meeting of Shareholders for approval. Details are shown in 2014 Annual report. (Attachment No. 2)

Agenda 4**To approve the 2014 dividend payment**

Facts and Rationale According to the 2014 operational performance, the Company had net incomes total Baht 1,679,457,662.67. There is not any accumulated deficit, thus pursuant to Section 115 of Public Limited Company Act B.E. 1992 and Section 37 of The Company Articles of Association, the Company is prohibited from appropriating any money for dividend payment except net profits. In case the Company still has retained deficit, the Company is prohibited for paying dividend. Moreover, the dividend will be divided equally to single share.

According to the Company's policy regarding dividend payout, that dividend will be at least 60% of net incomes, from operational performance and financial status, the Company deems appropriate to pay dividend for the 2014 operational performance to shareholder at Baht 1.75 per share (one baht and seventy-five satang) (or 84.26 % of net incomes) to shareholder totaling 808,610,985 shares. In this respect, the Company had paid the interim dividend of 2014 operational performance at Baht 0.90 (ninety satang) on September 12, 2014, other Baht 0.85 (eighty-five satang) will be paid on May 26, 2015. The total dividend paid out will be Baht 687,319,337.25 that is in line with the Company's dividend payout policy. The details of 2013 and 2014 dividend payment are as followed,

Description	2014	2013
1. Net incomes (Million Baht)	1,679.46	959.12
2. Number of shares (shares)	808,610,985	808,610,985
3. Dividend payment (Baht/share)	1.75	1
4. Total dividend payment (Million Baht)	1,415.07	808.61
5. Dividend payment ratio (%)	84.26	84.31

The Company had already set aside to statutory reserve 10 % of registered capital due to section 116 of the Public Limited Company Act B.E. 2535.

Opinion of the Board It is appropriate to propose Annual General Shareholders' Meeting to approve the dividend payment for the 2014 operational performance at baht 1.75 per share (one baht and seventy-five satang). The interim dividend of the 2014 operational performance was already paid at Baht 0.90 per share (ninety satang) on September 12, 2014, it will be paid at baht 0.85 per share (eighty-five satang) on May 26, 2015 for total 808,610,985 shares with the following details;

- (1) The dividend payment amount of baht 0.40 (forty satang) per share will be paid from the profit from activities which is subjected to 20% corporate tax, the receiver is subject to withholding tax, the individual shareholder shall be entitled to credit in the computation of tax under section 47 bis of the Revenue code.
- (2) The dividend payment of baht 0.45 (forty five satang) per share will be paid from activities of which the Corporate incomes exempted, the receiver gains without withholding tax deduction and shall not be entitled tax credit under section 47 bis of Revenue Code.

However the dividend will be paid only against shareholder approval.

The record date, to determine the right to participate in 2015 Annual General Meeting of shareholders and to receive dividend payment, will be on March 12, 2015 (record date) and according to section 225 of the Securities and Exchange Act B.E. 1992, the closing date of the share register book of the Company to collect the name of shareholders will be on March 13, 2015.

Agenda 5 **To elect Directors to replace the Directors whom retiring on rotation**

Facts and Rationale Pursuant to Section 13 of the Company Articles of Association, a third of Directors shall be retired by rotation. The retired director could be re-appointed back to the post, during this Annual General Meeting of Shareholders there are 4 persons who retire on rotation as following names;

1. Mr.Sompol Kiatpibool Director (Independent Director)
2. Dr.Suvit Maesincee Director (Independent Director)
3. Assoc. Prof. Dr. Kitcha Urairong Director (Independent Director)
4. Mr.Visuth Vitayathanagorn Director

The Corporate Governance, Nomination and Remuneration Committee had evaluated the qualification and suitability as well as the past performance of the 4 persons, Mr.Sompol Kiatpibool, Dr.Suvit Maesincee, Assoc. Prof. Dr. Kitcha Urairong and Mr.Visuth Vitayathanagorn deem appropriate to re-appoint them back to the post for another term.

Moreover, as the Company invited shareholder since October 30, 2014 to January 31, 2015 on website to nominee qualified and suitable person for director, nobody was nominated.

Opinion of the Board - The Board of Directors (with major vote excluding the director who retired on rotation) deem appropriate to propose 2015 Annual General Shareholder's meeting to elect 4 following persons to replace director whom retiring on rotation according to the proposal of Corporate Governance, Nomination and Remuneration Committee. (Attachment No. 3)

1. Mr.Sompol Kiatpibool Director (Independent Director)
2. Dr.Suvit Maesincee Director (Independent Director)
3. Assoc. Prof. Dr. Kitcha Urairong Director (Independent Director)
4. Mr.Visuth Vitayathanagorn Director

Agenda 6 **To approve the 2014 Remuneration for directors**

Fact and Rationale According to the Company Article of Association section 19, the directors may be remunerated in term of salary, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. The directors' remuneration this year is baht 17,000,000.- It was meeting allowance and remuneration, and will be allocated by the Board of Directors.

Details are as follows:

	2014(Baht)	2013 (Baht)	2012(Baht)
Meeting allowance	400,000	300,000	300,000
Remuneration	16,600,000	9,700 ,000	16,700,000
Total	17,000,000	10,000,000	17,000,000

Opinion of the Board After considering carefully, it is appropriate to propose to the 2015 Annual General Meeting to approve director's remuneration according to Nomination and Remuneration Committee proposed.

Agenda 7**To approve the appointing of auditors for year 2015 and determine their remuneration.**

Facts and rationale The Securities Exchange Commission and the Stock Exchange of Thailand announced that Public Company must rotate auditors (who certify financial statement) every 5 fiscal years. The company could rotate appointing of the auditor from same firm. However, the Company shall wait at least 2 fiscal years before re-appoint the same auditor. After consider the regulation, the Audit Committee proposed the Annual General Meeting of shareholders to appoint Ms. Siraporn Ouuanantakul CPA no.3844 or Mr. Supachai Phanyawattano CPA no.3980 or Ms. Waraporn Prapasirikul CPA no.4579 the auditors from EY Office Limited as auditor for the fiscal year 2015. In case the aforementioned auditors cannot perform their duty, the Board of Director shall consent EY Office Limited to provide other certified public auditor to audit and to comment on the Company's financial statements and it would be propose to Annual General Meeting of shareholder to authorize Board of Directors for approval. The auditing fees are as followed.

	2015 (Baht)	2014 (Baht)	2013 (Baht)
1 st quarter reviewed financial statement	200,000	200,000	190,000
2 nd quarter reviewed financial statement	200,000	200,000	190,000
3 rd quarter reviewed financial statement	200,000	200,000	190,000
Full year audited financial statement	630,000	630,000	630,000
Total	1,230,000	1,230,000	1,200,000

The fee which is audited in accordance with compliance to BOI standard is Baht 100,000, in case that Company exercises its right of corporate income tax deduction according to BOI

Opinion of the Board : Ms. Siraporn Ouuanantakul , CPA no.3844 or Mr. Supachai Phanyawattano CPA no.3980 or Ms. Waraporn Prapasirikul CPA no.4579 the auditors from EY Office Limited are qualified according to the Company's regulations and criteria provided the Securities Exchange Commission and the Stock Exchange of Thailand. They have performed satisfactorily in the past and do not have any relationship or any conflict of interests with the Company/affiliates, management/major shareholders or any related persons. By all means, the 3 persons do not perform duty review, audit and

giving comments for 5 consecutively year with their record is below, Therefore, the Board of Directors deems appropriate to propose the shareholders' meeting to approve the appointment of auditor and their remuneration as proposed by the Audit Committee.

1. Ms. Siraporn Ouuanantakul was appointed to be auditor during, year 2003-2007 and year 2011-2014
2. Mr. Supachai Phanyawattano was appointed to be auditor during 2008-2010
3. Ms. Waraporn Prapasirikul will be appointed to be auditor for since 2014

In case the aforementioned auditors could not perform the duty, EY Office Limited shall provide other certified public accounting auditor to audit and comment on the Company's financial statements by approval of Board of Director, it shall be propose to Shareholder Meeting to authorize Board of Director for approval. Moreover, the Company's affiliates, Prodigy Public Company Limited also use the service from the same auditing firm.

Agenda 8 Others issues, (if any)

Opinion of the Board: Shareholder shall propose other issues which are beyond this invitation letter to the meeting, all would be inline and in accordance with relevant laws.

The Company cordially invited the shareholders to participate the meeting in the indicated date, time and venue. If any shareholders wish to appoint proxy to participate in the meeting, please fill out the proxy form and present to the Chairman of the Board or the appointed person at the meeting venue before the proxy participate the meeting.

In all, to facilitate the registration process, the Company urges the shareholders and/or proxies to bring the document with the shareholder's name or proxy form with a barcode as enclosed with this invitation along with self-identification documents to present to the registration desk on the meeting date. The record date, to determine the right to participate in 2015 Annual General Meeting of shareholders, will be on March 12, 2015 and according to section 225 of the Securities and Exchange Act B.E. 2535, the closing date of the share register book of the Company to collect the name of shareholders will be on March 13, 2015.

Yours Sincerely,

(Mr. Visuth Vitayathanagorn)

Chairman of the Executive Board

- Remark:
1. Shareholder who wish to receive a printed version of 2014 annual report, please contact the Compliance office at 02-477-9020 Ext. 789
 2. The shareholder can view the invitation and enclosed documents via the Company's website at www.tvothai.com.
 3. Shareholder shall send the questions in advance for 2015 Annual General Meeting of Shareholder via www.tvothai.com

Minutes of 2014 Annual General Meeting of Shareholders

April 29, 2014 at 10.00 a.m.

The meeting room at 3rd floor, Thai Vegetable Oil Public Company Limited

Participated Directors

1. Mr. Sompol Kiatphaibool Chairman of the Board (Independent)
2. Miss Sudarath Vitayatanagorn Chairman of the Company Advisor
3. Dr. Suvit Maesincee Director (Independent)
4. Dr. Chaipat Sahasakul Director (Independent)
5. Mr. Visuth Vitayathanagorn Chairman of the Executive Board
6. Dr. Witoon Suewatanakul Managing Director
7. Mr. Vichit Vitayatanagorn Director
8. Miss Aranya Vitayatanagorn Director
9. Miss Prinda Tangpiroonthum Director
10. Mr. Vachara Vitayatanagorn Director

Absent Director

1. Dr. Siri Ganjarerndee Vice Chairman (Independent)-Sick leave

Mr. Sompol Kiatphaibool, Chairman of the Board, presided as Chairman of the Meeting. Miss Punwadee Ratisoontorn was Corporate Secretary and Mrs. Monthip Suewatanakul was Secretary of the meeting.

The meeting secretary reported that the Company has paid-up capital of Baht 808,610,985 divided into 808,610,985 shares with par value of Baht 1 a share. 1,065 shareholders participated in the meeting in person and by proxy, which were more than 25 shareholders. The participated shareholders held together 567,023,734 shares, representing 70.1232 % of total shares, which exceed one-third of total paid-up share thus form a quorum according to Articles of Association No.25

The meeting commenced at 10.10 am.

The Chairman declared the meeting commenced and thanked shareholders who participated in the shareholders' meeting. The Chairman then introduced directors, auditor and observers who participated in the meeting as followed:

1. Mr. Sompol Kiatphaibool Chairman of the Board (Independent)
2. Miss Sudarath Vitayatanagorn Chairman of the Company Advisor
3. Dr. Suvit Maesincee Director (Independent)
4. Dr. Chaipat Sahasakul Director (Independent)
5. Mr. Visuth Vitayathanagorn Chairman of the Executive Board
6. Dr. Witoon Suewatanakul Managing Director
7. Mr. Vichit Vitayatanagorn Director
8. Miss Aranya Vitayatanagorn Director
9. Miss Prinda Tangpiroonthum Director
10. Mr. Vachara Vitayatanagorn Director

There are 2 independent auditors from EY Office Limited; Miss Siraporn Ouuanunkun and Miss Artidtaya Chanaroon participated in the meeting. In order to comply with criteria and guidelines from the Stock Exchange of Thailand (SET) and the Securities Exchange Commission (SEC) to make meeting transparent, fair and in the best interest of the shareholders, there shall be voting on every agendas, there were 2 observers, represented shareholders, volunteered to oversee the ballot counting process. They were Mrs. Phongmarine Kongsiri and Miss Taneeya Taechaviphu volunteered to observe the vote counting process, in addition, Mrs. Pensri Jintananont from Institution of Director and Miss Aree Siripongsathorn and team from the Stock Exchange of Thailand attended the meeting as a representative.

Company also provided 4 staffs to count and evaluate voting result, the meeting secretary shall explain voting process.

The meeting secretary announced that according to public law section 107 (1) and the Article of Association section 27(1), justify that the shareholder meeting shall be resolved by majority vote of shareholders who attend the meeting and have right to vote, counting one share on vote, if there is a draw chairman of the meeting shall have final vote for decision.

In case of proxy, the proxy shall cast his vote according to the shareholder's intention as indicated in proxy form, they shall vote as same as shareholder's vote, each voting given in proxy form shall be counted for meeting resolved.

The voting according to proxy form A and B could not be divided of each agenda, only proxy form C could be divided, and it shall be used by foreign shareholders who have appointed local custodian deposited their stocks only.

Only one proxy from one shareholder can participate meeting and vote, it could not be divided to many proxies for separated vote.

The Company has applied barcode system for voting process for every agenda in order to provide convenient, quick and accurate voting process according to the guidelines provided by the Stock Exchange of Thailand and Securities Exchange Commission. The voting process is that every shareholder received a voting ballot with all voting agendas upon the registration. The voting ballot would indicate number of votes of the shareholder. The voting ballot provides 3 voting choices, approved, objected, or abstained. Upon the end of every agenda, the Chairman would ask the meeting to vote. The Company's staff would collect the voting ballot from shareholders.

To ensure quick and efficient voting process, during the voting of every agenda, except agenda 5 which is director's appointment, shareholders shall only cast objected and abstained votes. The approved votes shall be deduced by subtracting those votes from total participating shares.

On agenda 5, the director's appointment, and agenda 6: to consider increasing the number of director and election of additional directors, shareholders must vote for each nomination director and every choice: approved objected or abstained, then our staffs shall collect ballot from everyone.

In case the shareholder was not present during any agenda and wished to preserve the voting right, the shareholder could notify the staff at the registration table to deduct shares held by the shareholder from total participating shares, which will be added back to the participating share counts upon arrival. If the shareholders did not notify the staff, it shall be deemed that the shareholders gave approval votes.

In case the shareholder need to leave the meeting before it is over and did not wish to vote on the remaining agenda, the shareholder must indicate the intention to the registration staff. Otherwise, it shall be deemed that the shareholders gave approval votes.

The secretary of the Meeting informed that if there would be a fire, everyone shall leave this room at the exit door behind the meeting room, and go downstairs to car parking in front of the building.

The Chairman informed the meeting would be commenced as we have already sent agendas to shareholders, as no one objected or proposed other issues, thus the meeting acknowledged the meeting's practices and its agenda as it has been shown.

The Meeting Acknowledged.

Agenda 1 To consider approving the minutes of 2013 Annual General Meeting of Shareholders

The Chairman asked the meeting to acknowledge 2013 minutes of Annual Shareholders' meeting which was held on April 29, 2013. The minutes was made within 14 days after the meeting was held, the copies of which had been submitted to the Stock Exchange of Thailand and Ministry of Commerce in accordance with the relevant law and regulation. It was also published on corporate website. The Board of Directors considered that the minutes of meeting has been accurately recorded and deemed appropriate that the shareholders approve the minutes of meeting.

There was no one objected or proposed amending the minutes of meeting.

Meeting resolution The meeting approved with the majority vote the minutes of the 2013 Annual General Meeting Shareholders with the following details

— Approved	570,489,708	Votes Representing	99.9998%	of participating shares
— Objected	1,000	Votes Representing	0.0001%	of participating shares
— Abstained	1,100	Votes Representing	- %	of participating shares

Agenda 2 Reporting 2013 operational performance

The Chairman invited Mr. Visuth Vitayathanagorn, Chairman of the Executive Board, to report 2013 operational performance to the meeting.

Mr. Visuth Vitayathanagorn, Chairman of the Executive Board, report the summary 2013 operation performance as follow

Last year, raw material price situation was very fluctuated due to 2 uncontrollable major factors it was uncontrollable factors 1, the imbalance between world supply and demand of soy bean seed

and 2. The trouble from logistic system at the port of origin country, that caused delay of soybean delivery, consequently, there was a concentration of imported soybean at the time, causing the soybean meal oversupply in the market and its price to drop unusually lower than the soybean seed price. At the same time, soybean oil price and increasing of palm oil production made wider different between price and soybean oil and palm oil, as a result, the vegetable oil market faced and aggressive price war. Because of the aforementioned factors, the 2013 corporate performance was decreasing as above said.

For 2014, the situation tends to be better than last year, however, global and Thai economics may face fluctuation at any time, particularly production and consumer product trade might face any unexpected conditions. The Company gives emphasis on the efficient and carefully management especially on risk management and focus to highest benefits of shareholders.

Mr.Visuth Vitayathanagorn, Chairman of the Executive Board thanking to shareholder then he invite Dr.Witoon Suewatanakul to report operational performance in addition.

Dr.Witoon Suewatanakul reported the operational performance as following ;

Financial Position	2012	2013
As of	31/12//2012	31/12/2013
Financial Highlight		
Total Asset	12,087	10,911
Total Liability	5,105	4,038
Shareholders' Equity	6,982	6,874
Total Revenue	27,472	25,855
Total Expense	25,318	24,719
Net Earnings	1,809	959
Earnings per share (Baht)	2.26	1.19
Value per share (Baht)	8.43	8.32
Current ratio (times)	1.81	2.08
Debt to equity ratio (times)	0.73	0.59
Return on equity (%)	28.27	13.84

Shareholders asked some questions and gave some suggestion as follows.

1. Mr.Weera Chaimanowong, shareholder asked Board of Directors, why was net earnings amount baht 959.- million, but shareholder's equity decreased.

Ms.Sunanta Tritepapirak, Director of Account and Financial Department explained to shareholder that : shareholder equity would be changed two ways, 1. The ratio would increase when the profit is increasing and 2. It would decrease from dividend payment, in this case though the company had net earning amount Baht 959.- million, dividend, which was paid amount Baht 1,051.-was from the last half of 2013 and first half of 2014 operational performance, it resulted in decreasing of shareholders' equity.

2. Mr. Supot Pongkidakarn, shareholder asked if the company had any plans to prepare for entering Asian Economic Community.

The Chairman of the executive Board explained that the Company had planned to expanded new market in our neighbor countries; such as Myanmar, Vietnam and Laos, especially the project plan to invest in Laos, now its progress was very well. Moreover, Company also had a plan to launch international brand to gain more value at its price.

3 Mr. Hungchai Akkawatsakul, shareholder and Chairman of Thai Shareholders club, which its objective to promote and campaign ethic, governance and anti corruption, asked if the Company had anti corruption guideline or not and what was the guideline practice.

Chairman of the Executive Board explained that the Company focused on corporate governance, transparency and anti corruption, in the meantime, having code of conduct on Corporate Governance. He added, the company business did not have any factors supporting to create any corruption as any other business did, because it is not complicated business. Moreover, the control system and internal control system were strictly and carefully set up by audit committee. The Company also joined Federal of Thai Capital Market Organization, who had clearly policy on anti corruption. The independent directors were strongly interested in audit and corporate management transparently and governance policy.

4 Mr.Manit Lerdsakornsiri, shareholder asked : It was disclosed in 2013 annual report that Prodigy Public Company Limited will be listed in MAI, if it was possible to disclose the offered price for IPO and net asset value or not.

The Chairman said that according to SEC regulation, the company could not disclose IPO price.

Ms. Sunanta Tritepapirak also added that, the Company could not disclose information of at the moment net asset value either because it would mislead the stock price. She recommend shareholder to study in its prospectus for further information.

5. Ms.Euamporn Prasityusin, shareholder asked that why the company did not import raw material from Asian countries instead of importing from faraway countries, in order to avoid lost risk from long way distance delivery.

The Chairman of the Executive Board gave explanation that America, Brazil and Argentina were the world biggest soybean producers, so the company would import soybean from them as many other global companies who are soybean manufacturers did. It was our responsibility to manage risk that might happen to avoid any serious impact.

Chairman said thank you to shareholders for their questions and value comments.

Meeting resolution The meeting acknowledged 2013 corporate operation performance.

Agenda 3 To consider approving Financial Statements and Incomes Statements, as ended 31 December 2013

The Chairman proposed the shareholders' meeting to consider approving Financial Statements and Incomes Statements as ended 31 December 2013 which had been made according to the Generally Accepted Accounting Principles, it had been audited by certified public accountant from EY Office Limited and it had been reviewed by The Audit Committee, details as appeared in the annual report which had been earlier distributed to every shareholder. Board of Directors deemed appropriated those Financial Statements and Incomes Statements as end of December 31, 2013 was prepared properly and it was completely reviewed according to rules and regulation.

Chairman invited shareholders to ask questions.

1 Ms.Apaporn Jitladaporn, shareholder asked about details of overdue receivable and overdue incomes.

Ms. Sunanta Tritapirak, Director of Accountant and Finance gave explanation that the 6-12 months overdue receivable was a chicken importer who was now facing business trouble and it was under restructured. For overdue overcomes consisted of overdue interests, miscellaneous receivable and insurance claim.

Chairman thanked to shareholders for their questions and proposed the meeting consider approving Financial Statements and Incomes Statements as ended 31 December 2013.

Meeting Resolution The meeting resolved to approve Financial Statement and Incomes Statements, as ended 31 December 2013 with majority votes, details as followed:

— Approved	577,626,982	votes	representing	100%	of participating shares
— Objected	0	votes	representing	0%	of participating shares
— Abstained	193,320	votes	representing	- %	of participating shares

Agenda 4 To consider approving 2013 dividend payment

The Chairman clarified that pursuant to Section 115 of Public Limited Company Act B.E. 2535 and Section 37 of The Company Articles of Association, the Company is prohibited from appropriating any money for dividend payment except net profits. In case the Company still has retained deficit, the Company is prohibited for paying dividend. Moreover, the dividend will be divided equally to single share, according to the 2013 operational performance, the Company had net incomes total Baht 959,122,929.87. There is not accumulated deficit. The Company had already set aside to statutory reserve 10 % of registered capital due to section 116 of the Public Limited Company Act B.E. 2535, then the Board of Directors deems appropriate to pay dividend for the 2013 operational performance to shareholder at Baht 1 per share (one baht) or 84.31 % of net incomes totaling 808,610,985 shares.

In this respect the Company had paid the interim dividend from first of 2013 operational performance at Baht 0.30 (thirty satang) on September 12, 2013, other Baht 0.70 will be paid on May 28, 2014. The total dividend paid out will be Baht 566,027,689.50.

(1) The dividend payment amount of Baht 0.40 (Forty Satang) per share is paid from the profit from activities which is subjected to 23% corporate tax, the receiver is subject to withholding tax, the individual shareholder shall be entitled to credit in the computation of tax under section 47 bis of the Revenue Code.

(2) The dividend payment of Baht 0.30 (Thirty Satang) per share was paid from activities of which the Corporate incomes exempted, the receiver gains without withholding tax deduction and shall not be entitled tax credit under section 47 bis of Revenue Code.

The dividend of 2013, 2012 and 2011 which was according to dividend policy as followed,

Description	2013	2012	2011
1. Net incomes (Million Baht)	959.12	1,808.57	725.30
2. Number of shares (shares)	808,610,985	808,610,985	785,338,991
3. Dividend payment (Baht/share)	1.00	1.80	0.90
4. Total dividend payment (Million Baht)	808.61	1,455.50	700.56
5. Dividend payment ratio (%)	84.31	80.48	96.59

The Chairman proposed the meeting to ask questions.

As no one raised question, the Chairman propose the meeting to consider approving 2013 dividend payment.

Meeting Resolution The meeting majority resolved to approve the 2013 dividend payment, and the interim dividend amount of Baht 0.30 per share was paid on September 12, 2013. The dividend Baht 0.70 will be paid on May 28, 2014. The detail of vote is as follows;

— Approved	577,805,602	Votes Representing	99.9998%	of participating shares
— Objected	1,000	Votes Representing	0.0001%	of participating shares
— Abstained	13,700	Votes Representing	- %	of participating shares

Agenda 5 To consider appointing directors to replace directors who retired by rotation

The Chairman clarified that according to the Company's Regulation Article 13, during every Annual General Meeting of Shareholders, a-third of the directors shall be retired by rotation. The retired directors could be re-appointed to the posts. There are four persons who retired by rotation at this meeting with following names;

1. Dr. Siri Ganjarerndee
2. Miss Sudarath Vitayatanagorn
3. Miss Aranya Vitayatanagorn
4. Dr. Witoon Suewatanakul

Miss Sudarath Vitayatanagorn shows intension not to accept re-nomination.

Dr. Siri Ganjarerndee, Miss Aranya Vitayatanagorn and Dr. Witoon Suewatanakul left the meeting in order to comply with transparency guideline according to Good Governance principle.

The Governance and Nomination and Remuneration Committee had evaluated the qualification and suitability as well as the past performance of the 3 persons, which are Dr. Siri Ganjarerndee, Miss Aranya Vitayatanagorn and Dr. Witoon Suewatanakul deemed appropriate to re-appoint them back to the post for another term, and also nominated Mr. Vichai Vitayathanagorn whose qualification is suitable according to resolution of the Governance and Nomination and Remuneration Committee to be a director.

In addition, the Company invited shareholders to nominate a person to be a director in advance during October 1, 2013 to January 31, 2014, nobody was nominated.

The Board of Directors, (excluding director who retire on rotation) deemed appropriate to propose be directors 4 following persons to replace director who retired by rotation.

1. Dr. Siri Ganjarerndee
2. Mr. Vichai Vitayathanagorn
3. Miss Aranya Vitayatanagorn
4. Dr. Witoon Suewatanakul

Their profiles were the attachment No. 3, and it was shown on screen.

The secretary of the meeting proposed voting rules for this agenda that the ballot would be collect from everyone for each votes; approve object and abstain, it shall be counted by barcode system at the front of meeting room, in order to comply with transparency guideline the volunteers observers shall be witness of this activities.

The Chairperson asked if there is any question.

Chairman asked the meeting to vote for appointing directors.

Meeting Resolution The meeting majority resolved to appoint Dr. Siri Ganjarerndee, Mr. Vichai Vitayathanagorn, Miss Aranya Vitayatanagorn and Dr. Witoon Suewatanakul to be director replacing who retired on rotation. Voting results of 4 nominees are as follows:

Dr. Siri Ganjarerndee

— Approved	345,632,326	Votes Representing	59.8217%	of participating shares
— Objected	232,137,716	Votes Representing	40.1782%	of participating shares
— Abstained	51,120	Votes Representing	- %	of participating shares

Mr. Vichai Vitayathanagorn

— Approved	544,781,117	Votes Representing	99.4547%	of participating shares
— Objected	2,986,825	Votes Representing	0.5452%	of participating shares
— Abstained	30,053,220	Votes Representing	- %	of participating shares

Miss Aranya Vitayatanagorn

— Approved	548,229,642	Votes Representing	98.1874%	of participating shares
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— Objected	10,120,400	Votes Representing	1.8125%	of participating shares
— Abstained	19,471,120	Votes Representing	- %	of participating shares

Dr. Witoon Suewatanakul

— Approved	548,282,142	Votes Representing	98.1876%	of participating shares
— Objected	10,120,300	Votes Representing	1.8123%	of participating shares
— Abstained	19,418,720	Votes Representing	- %	of participating shares

The Chairman asked the secretary to invite 3 directors back to the meeting.

Agenda 6 To consider increasing the number of directors and election of additional directors

The Chairman clarified the agenda 6 to considering the number of directors and election of additional directors, as follows; Agenda 6.1 To increase the number of directors of the Company from currently 12 positions to 13 positions and Agenda 6.2 To elect of additional two directors.

Agenda 6.1 To increase the number of directors of the Company from currently 12 positions to 13 positions

The Chairman clarified in order to be in accordance with business plan and the corporate vision, the board of directors deems appropriated to propose Annual General Meeting of Shareholder to increase number of directors from currently 12 persons to 13 persons.

Chairperson asked shareholders to ask any questions.

The Chairman proposed the meeting to consider approving to increase the number of directors of the Company from currently 12 positions to 13 positions

Meeting Resolution The meeting majority resolved to approve increasing the number of directors of the Company from currently 12 positions to 13 positions

— Approved	355,674,466	Votes Representing	61.5577%	of participating shares
— Objected	222,115,576	Votes Representing	38.4422%	of participating shares
— Abstained	31,120	Votes Representing	- %	of participating shares

Agenda 6.2 To elect of additional two directors

The Chairman clarified that the Company has 12 directors but there was one director resigned last year, the Company did not appointed any person to substitute, thus there were 11 directors. Board of director deemed appropriate to propose Annual General Meeting of Shareholder to consider appointing new director replace one who resigned which was in accordance with the resolution of Agenda 6.1 that was approved to increase the number of directors from 12 to 13 persons.

After considering the qualification of knowledge, expertise and experience of the nominees which would be beneficial to corporate operation, the board of directors deems appropriate to propose Annual General Meeting of Shareholder the 2 persons; Assoc. Prof. Dr.Kitcha Uairong and Mr. Pricha Songwatana to be new directors according to proposal of The Corporate Governance, Nomination and Remuneration Committee.

The Board of Directors, (excluding directors who retired on rotation) deemed appropriate to nominate the 2 following persons to be new directors.

1. Assoc. Prof. Dr.Kitcha Uairong
2. Mr. Pricha Songwatana

Their profiles were the attachment No. 4, and it was shown on screen.

The secretary of the meeting proposed voting rules for this agenda that the ballot would be collected from everyone for each votes; approve object and abstain, it shall be counted by barcode system at the front of meeting room, in order to comply with transparency guideline the volunteers observers shall be witness of this activities.

The Chairperson asked if there is any question.

The Chairman proposed the meeting to consider approving election of additional two following directors

Meeting Resolution The meeting majority resolved to appoint Assoc. Prof. Dr. Kitcha Uairong and Mr. Pricha Songwatana to be new directors. Voting results of 2 nominees are as follows:

Assoc. Prof. Dr. Kitcha Uairong

— Approved	565,725,524	Votes Representing	99.7446%	of participating shares
— Objected	1,448,139	Votes Representing	0.2553%	of participating shares
— Abstained	10,654,300	Votes Representing	- %	of participating shares

Mr. Pricha Songwatana

— Approved	415,399,037	Votes Representing	99.4029%	of participating shares
— Objected	2,495,200	Votes Representing	0.5970%	of participating shares
— Abstained	159,933,726	Votes Representing	- %	of participating shares

Agenda 7 To consider approving 2013 directors' remuneration

The Chairman clarified to the meeting that according to the Company Articles of Association section 19, the directors may be remunerated in term of salary, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting.

In 2013 the Board of Directors deemed appropriate to approve directors' remuneration for Baht 10,000,000, which comprised of meeting allowance and remuneration, and it will be allocated by the Board of Directors. The details are as follow:

	2013(Baht)	2012(Baht)	2011(Baht)
Meeting allowance	300,000	300,000	350,000
Remuneration	9,700,000	16,700,000	7,650,000
Total	10,000,000	17,000,000	8,000,000

Chairperson asked shareholders to ask any questions.

The Chairman proposed the meeting to consider approving 2013 directors' remuneration according to Board of Directors proposed.

Meeting Resolution The meeting resolved to approve directors' remuneration package with majority of participating votes, details as follow.

— Approved	577,785,963	Votes Representing	99.9991%	of participating shares
— Objected	5,000	Votes Representing	0.0008%	of participating shares
— Abstained	38,100	Votes Representing	- %	of participating shares

Agenda 8 To consider appointing the auditor for 2014 and determine their remuneration

The Chairman clarified that the Securities Exchange Commission and the Stock Exchange of Thailand announced that the public company must rotate the auditors (who certify listed company's financial statement) every 5 fiscal years. The company could appoint an auditor from the same firm as the existing auditor. Once changed, the Company could wait at least 2 fiscal years before re-appoint the same auditor back as the Company's accounting auditor. After the Audit Committee considered the regulation and proposed the shareholders' meeting to appoint Miss Siraporn Ouuanunkun, CPA no.3844 or Mr. Supachai Phanyawattano CPA no.3980 or Miss Waraporn Prapasirikul CPA no.4579 of EY Office Limited as the Company's auditor for 2014 and fixed their remuneration as follows ;

	2014 (Baht)	2013 (Baht)	2012 (Baht)
1 st quarter reviewed financial statement	200,000	190,000	185,000
2 nd quarter reviewed financial statement	200,000	190,000	185,000
3 rd quarter reviewed financial statement	200,000	190,000	185,000
Full year audited financial statement	630,000	630,000	600,000
Total	1,230,000	1,200,000	1,155,000

In case the aforementioned auditors could not perform the duty, EY Office Limited shall provide other certified public accounting auditor to audit and comment on the Company's financial statements by approval of Board of Directors, it shall be propose to Shareholder Meeting to authorize Board of Director for approval.

All three auditors satisfied the requirement and criteria of the Company Article of Association and the regulation of Securities Exchange Commission, has satisfactory track record and has no relationship or conflict of interest with the Company/related companies, management/major shareholders or any related persons. Therefore, the Board deemed appropriate to appoint of those auditors and their remuneration according to Audit Committee's proposal. In case that they are not able to perform duty EY Office Limited will assign other auditors to audit and comment the Financial Statement. Moreover, Prodigy Public Company Limited, the Subsidiary's Company is audited by the same auditing firm.

The Chairman asked the meeting to approve the auditor and their remuneration for 2014 and to authorize the Board of Directors approve EY Office Limited assign other auditors to audit Financial Statements in case the approved persons could not perform duty.

Meeting Resolution The meeting resolved with majority of participating votes, to appoint auditor and determine remuneration for 2014 to authorize the Board of Directors approve EY Office Limited assign other auditors to audit Financial Statements in case the approved persons could not perform duty with details as follow.

— Approved	566,291,463	Votes Representing	98.1620%	of participating shares
— Objected	10,603,300	Votes Representing	1.8379%	of participating shares
— Abstained	934,300	Votes Representing	- %	of participating shares

Agenda 9 Other issues (if any)

The Chairman provided an opportunity for the shareholders to raise any issue to be discussed in the meeting.

The Chairman asked if there was any other questions, shareholders gave some questions as following;

1. Shareholders (did not tell his name) asked whether the Company invite shareholders to nominate person to be director and how did the nomination procedure work?

The Chairman of the Committee gave an explanation that the Company had an announcement to invite shareholder to nominate qualified persons to be director in advance during October 1,2013 – January 31,2014 on corporate website. The nominate persons will be propose to Annual General Meeting of Shareholders for consideration as it had been done.

2. Mr. Chatchai Songsaengchareon asked Board of Director to clarify about Commodity Swap – Option contract.

The Chairman of the Executive Board and the Chairman of the Company Advisor gave explanation that the Company made forward contracts on Commodity Swap – Option with domestic and international financial institutes, this was to manage risk from soybean price fluctuation and had been done by our team under responsibility of The Management.

No other opinion was raised to the meeting, the Chairman announced the meeting closed and thanked to shareholders for their participating.

Meeting was closed at 12.30 p.m.

.....

Mr. Sompol Kiatphiboon

Chairman of the Meeting

.....

Mrs. Monthip Suewatanakul

The Secretary of the meeting

Attachment 3 Biography of the Nominated Directors



Name	:	Mr. Sompol Kiatphaibool
TVO Directorship	:	Independent Director
Age	:	74 Years
Date of Appointment	:	October 10, 2001
Education	:	Ph.D., Business Administration, Werntern University Master of Economics, Fairleigh Dickinson University, New Jersey, USA. Master of Development Economics. (Hons.), National Institute of Development Administration Bachelor of Economics (Hons.) Thammasat University
Certificate	:	Certificate, National Defense College of Thailand, 1988 The Role of Chairman Program (RCP) Class 8/2003, Thai Institute of Directors Association (IOD) Capital Market Academy Leadership Program (Class 5) Capital Market Academy, The Stock Exchange of Thailand
Share Holding (Including related person):	:	N/A
Percent of Shareholding Change:	:	None
Number of years on the Board :	:	14
Proposed Position	:	Independent Director (Acknowledged by Corporate Governance, Nomination and Remuneration Committee)
Criteria of Nomination	:	1. Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board. 2. Qualification is in accordance with Company's independent director's definition
Position in Other Business :	:	Other Listed Companies - Other Non-Listed Companies 1
Experience	:	<ul style="list-style-type: none">• Chairman (Independent Director) / Member of Audit Committee / Chairman of Corporate Governance, Nomination and Remuneration Committee of Thai Vegetable Oil PCL.• Advisory Board Committee, The Support Arts and Crafts International• Center of Thailand (Public Organization)• Honorary Advisor to The Committee on Foreign Affairs of the Senate

Attendance Record

- Board of Directors Meeting 6/6
- Audit Committee Meeting 4/4
- Corporate Governance, Nomination and Remuneration Committee 5/5

Position in Related Business : None

10 Years Illegal Record : None

Relationship with directors : None



Biography of Nominated Director

Name	:	Dr. Suvit Maesincee
TVO Directorship	:	Independent Director
Age	:	53 Years
Date of Appointment	:	December 20, 2000
Education	:	Ph.D. In Marketing, Kellogg Graduate School of Management, Northwestern University U.S.A. MBA, National Institute of Development Administration BSc. In Pharm, Mahidol University
Certificates	:	Director Certification Program (DCP) Class 18/ 2002 Thai Institute of Directors Association (IOD) Director Certification Program Refresher Course (DCP-Re) 2006 Thai Institute of Directors Association (IOD) Director Accreditation Program (DAP) Class 60/2006 Thai Institute of Directors Association (IOD) Audit Committee Program (ACP) Class 37/2011 Thai Institute of Directors Association (IOD) Top Executive Program in Commerce and Trade: Commerce Academy, University of the Thai Chamber of Commerce (TEPCOT) – Class of 2010 Leader Program, Capital Market Academy Class 3 (September – December 2006)
Share Holding (Including related person):		None
Percent of Shareholding Change	:	None
Criteria of Nomination	:	1. Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board. 2. Qualification is in accordance with Company's independent director's definition
Position in Other Business	:	Other Listed Companies 4 Other Non-Listed Companies None
Present Position		<ul style="list-style-type: none">• Independent Director, Member of Audit Committee and Corporate Governance, Nomination and Remuneration Committee, Thai Vegetable Oil PCL• Independent Director, Member of Audit Committee and member of Nomination and Remuneration Committee Berli Jucker PCL• Director of Sasin Institute for Global Affairs, Sasin Graduate Institute of Business Administration of Chulalongkorn University

- Independent Director and member of Audit Committee , G Capital PCL.
- Independent Director and member of Audit Committee, Siam Food Products PCL.
- Independent Director and member of Audit Committee, Thai Oil PCL.

Attendance Record :

- Board of Directors Meeting 5/6
- Audit Committee Meeting 3/4
- Corporate Governance, Nomination and Remuneration Committee 5/5

Position in Related Business : None

10 Years Illegal Record : None

Relationship with directors : None

Biography of the Nominated Directors



Name : Mr. Visuth Vitayathanagorn

TVO Directorship : Director

Age : 61 Years

Date of Appointment : April 24, 2012

Educations : Ph.D., Honorary Graduates, Marketing, Ramkhamhaeng University
M.B.A., Kasesart University
M.A., Political Science, Ramkhamhaeng University
B.A., Business Administration, Rajabhat Institute Suan Dusit
B.A., Political Science, Ramkhamhaeng University

Certificate : Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)
Finance for Non-Finance Director, Thai Institute of Directors Association (IOD)

Share Holding (Including related person): 20,025, 688 share (2.48 % of Voting Shares)

Percent of Shareholding Change : None

Number of years on Board : **3 Years**

Proposed Position : Director (Acknowledged by Corporate Governance, Nomination and Remuneration Committee)

Criteria of Nomination : Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board.

Position in Other Business : Other Listed Companies 2
Other Non-Listed Companies 1

Experience

- Director, Chairman of the Executive Board, Thai Vegetable PCL
- Director, Thai Ha PCL
- Director, Prodigy PCL
- Chairman, Management & Psychology Company Limited.

Attendance Record :

- Board of Directors Meeting	6/6
- Executive Board Meeting	12/12

Position in Related Business : Director of Thai Ha PCL
Director of Prodigy PCL

10 Years Illegal Record : None

Relationship with directors : Relative

Biography of the Nominated Directors



Name	:	Assoc. Prof. Dr. Kitcha Urairong
TVO Directorship	:	Independent Director
Age	:	62 Years
Date of Appointment	:	April 29, 2014
Education	:	BS (Veterinary Science), Kasetsart University DVM (Doctor of Veterinary Medicine), Kasetsart University Zeugnis in Schweinekrankheiten, Hannover Veterinary University, Germany
Certificate	:	Director Certification Program (DCP), Thai Institute of Directors Association (IOD)
Share Holding (Including related person)	:	None
Number of years on the Board	:	1 Year
Proposed Position	:	Independent Director (Acknowledged by Corporate Governance, Nomination and Remuneration Committee)
Criteria of Nomination	:	1. Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board. 2. Qualification is in accordance with Company's independent director's definition
Position in Other Business	:	Other Listed Companies None Other Non-Listed Companies None
Experiences		<ul style="list-style-type: none">● Independent Director, Thai Vegetable Oil PCL.● Senior Expert and Adviser to The Dean Faculty of Veterinary Medicine, Kasetsart University● Faculty Committee, Faculty of Veterinary Technicians, Kasetsart University● Faculty Committee of Pig Board, Ministry of Agriculture and Cooperation● Vice Dean, Faculty of Veterinary Medicine, Kasetsart University● Vice President of Administration and Property, Kasetsart University● Graduate Committee in Animal Science, Graduate School, Kasetsart University● Expert Committee in Swine Diseases, Department of Livestock Development, Ministry of Agriculture and Cooperation● Expert Committee in Agriculture and Agroindustry, National Research Council

Attendance Record : Board of Directors Meeting 3/6 (Date of Appointment is April 29,2014)
Position in Related Business : None
10 Years Illegal Record : None
Relationship with directors: None

The Attachment No 4 : Definition of Independent Director

The independent directors qualified in accordance with rules and regulation of Securities and Exchange Commission and Stock Exchange of Thailand. (Referring to the notification of capital market supervisory Tor. Chor. 28/2551)

Qualifications

1. Shall not hold more than 1% of Share of the total voting rights of the company and its subsidiary or affiliated companies, related companies or conflicted of interest companies. This is including their related persons.
2. Shall not have any relationship to a company, its subsidiaries and affiliated companies or conflicted of interested company as employees, staff, or advisor who work as full time and have fix salary or a controlling person present and 2 year before.
3. Shall not have directly or indirectly any business relationship, or conflict of interest or stakeholder to company, its subsidiaries and affiliated companies as recipient of finance or management which tend to be lack of independent.
4. Shall not provider of professional service such as auditor, legal advisor, financial advisor or asset assessor.
5. Shall not be a relative neither natural nor legal of an executive management, major shareholders of company and its subsidiary or affiliated or attorney of director or major shareholder who is assigned to protect their beneficial interest.

Attachment 5 : Information of the Independent Director and Member of the Audit Committee for a shareholder prefers to appoint to be the Proxy Holder

1. Name : Mr. Sompol Kiatphaibool

Type of Director : Independent Director /
Member of the Audit Committee

Age : 74 Years

Nationality : Thai

Shares Possession : None

Share Holding (Including Related Person) : None

Address : 108/2, Sukhumvit 46, Phrakhanong, Klongtoey,
Bangkok 10100

Conflict of Interest : Agenda 5



2. Name : Dr. Siri Ganjarendee

Type of Director : Independent Director /
Chairman of the Audit Committee

Age : 66 Years

Nationality : Thai

Shares Possession : None

Share Holding (Including Related Person) : None

Address : 44/2, Moo 6, Bangpai Sub-District,
Phasri Charoen District, Bangkok 10160

Conflict of Interest : None



3. Name : Dr. Suvit Maesincee

Type of Director : Independent Director /
Member of the Audit Committee

Age : 53 Years

Nationality : Thai

Shares Possession : None

Share Holding (Including Related Person) : None



Address : 176, Mitrphan Road, Poomprab Sub-District,
Poomprab-Satrupai District, Bangkok 10110

Conflict of Interest : Agenda 5

4. Name : Dr. Chaipat Sahasakul

Type of Director : Independent Director /
Member of the Audit Committee

Age : 60 Years

Nationality : Thai

Shares Possession : None

Share Holding (Including Related Person) : None

Address : 906/52, Rama 3 Road, Bang Pongpang Sub-District,
Yannawa District, Bangkok 10120

Conflict of Interest : None



Attachment 6 : The Articles of Association which related to Annual General Meeting of shareholders Appointment of Director who retiring by rotation

Company's Regulation Article 13

During every Annual General Meeting shareholders, a-third of the directors shall be retired by rotation. If could not divide by one- third, the nearest amount shall be retired.

The directors who retire office in the first and second year following company registration be drawn by lots. Following year, the one who remain longest will be retired. The retired directors could be re-appointed to the posts.

Director's Remuneration

Company's regulation article 19

The directors may be remunerated in term of salary, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. It may be prescribed in fixed amount or established by rules each time, or being perpetual rules until it is changed. Moreover, the directors have right to receive allowances and welfares according to the company's regulation.

Dividend payment

Company's regulation Article 37

The Company is prohibited from appropriating any money for dividend payment except from net profits. In case the Company still has retained loss, the Company is prohibited from paying dividend. Moreover, the dividend payment will be divided equally to every share. The company may pay interim dividend from time to time in case of gaining profit and shall report to next shareholders' meeting.

Attachment 7 : Right's Evidences to participate in shareholders' meeting

Right's evidences to participate shareholders' meeting

The participants must present following evidences before participating in the meeting (depend on the case).

In case of ordinary person

1. In case the shareholder participate by self,
 - Invitation letter with a barcode.
 - Identification card, Government Agency identification card or passport (in case of foreigner).
2. In case the shareholder appointing proxy,
 - Completely filled Corporate proxy,
 - Certified copies of identification card, Government Agency identification card or passport (in case of foreigner) of both shareholder and proxy.
 -

In case of juristic person

1. In case the juristic person's authorized person participate by self,
 - Invitation letter with a barcode.
 - A certified copy of identification card, Government Agency identification card or passport (in case of foreigner).
 - A certified copy of the registration certificate issued by the Ministry of Commerce, signed by the juristic person's authorized person.
2. In case the shareholder appointing proxy
 - Completely filled Corporate proxy form
 - Certified copies of identification card, Government Agency identification card or passport (in case of foreigner) of both juristic person's authorized person and proxy.
 - A certified copy of the registration certificate issued by the Ministry of Commerce or juristic person certificate (in case of the company registered outside Thailand).

Attachment 8 Procedures for appointing proxy, registration, evidence presentation to participate in the Extraordinary General Shareholders' Meeting

Appointing Proxy Procedures

The Company provides Proxy Form B, which is the form determined by the Business Development Department, Ministry of Commerce, with detailed and easy to understand format to the shareholders for the shareholders who cannot participate in the meeting could appoint other person or one of the Company's nominated directors as proxies. The details of the Company's nominated directors appear in the enclosed attachment. The shareholders may indicate more than one proxy in case that any proxy cannot participate in the meeting. However, only one proxy from a shareholder could participate in the meeting. The shareholder cannot appoint many proxies to split votes. Moreover, during any agenda, the shareholder has right to vote either approval, objection or abstain.

Moreover, the Company also provides Proxy Form A, which is the simple proxy form, and Proxy Form C, which is proxy form used only by foreign shareholder that has appointed local custodian to take deposit of the stock. The interested shareholders could visit and download information from the Company's website www.tvothai.com.

Meeting Registration

The Company shall start registration process an hour prior to the meeting commencement. The registration shall start from 8.00am onward at TVO Building, no. 149 Ratchadapiske Road, Bukkalow, Thonburi, Bangkok location as indicated in the map enclosed with this invitation.

Evidences used to participate in the shareholders' meeting

The participants must present following evidences (depend on the case) before participating in the meeting.

In case of ordinary person with Thai nationality

1. In case the shareholder participate by self:
 - Unexpired identification document issued by the official authorities with picture, name and surname of the shareholder, such as identification card, social service identification card or passport. If the shareholder change his/her name/surname, the participating shareholder must present the name changing certificate as well.

2. In case the shareholder appointing proxy,
 - Completely filled proxy form sent by the Company together with this meeting invitation, and signed by both shareholder and proxy.
 - Certified copies of identification documents of the shareholder that is issued by the official as indicated in Item 1.
 - Identification documents of the proxy that is issued by the official as indicated in Item 1

In case of juristic person registered in Thailand

1. In case the juristic person's authorized person participate by self,
 - An identification documents issued by official of the authorized person of the juristic persons as indicated in Item 1.
 - A certified copy of the registration certificate signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who participates in the meeting has authorized power to act on behalf of the juristic person that actually owns the shares.
2. In case the shareholder appointing proxy
 - Completely filled proxy form sent by the Company, signed by both juristic person's authorized person and proxy.
 - A certified copy of the registration certificate signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who signed in the proxy form has authorized power to act on behalf of the juristic person that actually owns the shares.
 - Identification documents of the proxy that is issued by the official similar to the ordinary person as indicated in Item 1
 - A copy of an identification documents issued by official of the authorized person of the juristic persons as indicated in Item 1, signed by the juristic person's authorized representative.

In case of non-Thai ordinary person or a juristic person set up according to foreign laws

In case of non-Thai ordinary person shareholder, the shareholders must prepare documents similar to Thai ordinary person shareholder. In case of the foreign juristic person, following identification documents are required to attend the meeting (depend on the case).

- A certified copy of the passport of the shareholder, juristic person's authorized person or proxy (depend on the case).
- A certified copy of the registration certificate issued by juristic person's authority, signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who signed in the document has authorized power to act on behalf of the juristic person as well as any condition or provision of the authority of the authorized person. The document must also indicate the location of the head office.
- Document with language other than English must be translated into the English. The juristic person's shareholder or authorized person must certify the correctness of the translation.

In case of non-Thai shareholder that has appointed local custodian to deposit and manage stock

- Documents similar to the juristic person.
- Power of attorney indicating shareholder appointing custodian to act on behalf of shareholder in the proxy form.
- Document certified that the custodian indicated in the proxy form is licensed custodian operator.

Voting Method

1. One share shall be count as one vote. The motion shall be resolved in favour of majority vote. If there is a draw, the Chairman shall have a final vote as a shareholder.

2. The shareholders who have conflict of interest in any agenda are not allowed to vote on the agenda. The Chairman may ask such shareholders to leave the meeting temporarily. The condition does not apply to director selection or termination agenda.

3. The shareholders, who participate in the meeting by self, can cast vote in the voting ballet given at the registration table. In case of proxy, the proxy shall cast vote according to the shareholder's intention as indicated in the proxy form. The ballet shall be given to the staff to be collected together with other proxy votes.

4. The Chairman shall announce the voting result for each agenda. The vote shall include both votes provided by the shareholders who participate by self and by proxy. The amount of shares shall be counted according to the most recent number of shares as participated in the meeting.

Attachment 9 Proxy Form

Proxy Form B (all details are clearly indicated)

.....

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....., or

(2) Name Age..... years Address No..... Road.....
Sub-district....., District....., Province....., Post code, or

(3) Name Age..... years Address No..... Road.....
Sub-district....., District....., Province....., Post code....., or

(4) Mr. Sompol Kiatphaibool, Position Independent Director, Age 74 years
Address 108/2, Sukhumvit 46, Phrakhanong, Klongtoey, Bangkok 10100, or

(5) Dr. Siri Ganjarende, Position Independent Director, Age 66 years
Address 44/2, Moo 6, Bangpai Sub-District, Phasri Charoen District, Bangkok 10160

(6) Dr. Suvit Maesincee, Position Independent Director, Age 53 years
Address 176, Mitrphan Road, Poomprab Sub-District, Poomprab-Satrupai District,
Bangkok 10110, or

(7) Dr. Chaipat Sahasakul, Position Independent Director, Age 59 years
Address 906/52, Rama 3 Road, Bang Pongpang Sub-District, Yannawa District,
Bangkok 10120

As my representative to participate in the meeting and vote on my behalf during the 2015 Annual General Meeting Shareholders, on Monday April 27, 2015, starting from 10.00 a.m. at 3rd Thai Vegetable Oil Building, No. 149 Ratchadapisek Road (Thapra-Taksin), Bukkalow, Thonburi, Bangkok, or could be postponed to other date, time and venue as appropriate.

(4) I would like my proxy to vote on my behalf on following agenda as follow,

Agenda 1 To approve the minutes of the 2014 Annual General Meeting which was held on April 29, 2014.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
- Approve Object Abstain

Agenda 2 To report the 2014 company's operational performance.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
- Approve Object Abstain

Agenda 3 To approve the Statement of Financial Position, as ended 31 December 2014.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
- Approve Object Abstain

Agenda 4 To approve the 2014 dividend payment.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
- Approve Object Abstain

Agenda 5 To elect directors replacing who retire on rotation.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
- The appointment of the whole committee
- Approve Object Abstain
- The appointment of directors individually

5.1 Mr.Sompol Kaitphaibool

- Approve Object Abstain

5.2 Dr.Suvit Maesincee

- Approve Object Abstain

5.3 Assoc. Prof. Dr. Kitcha Urairong

- Approve Object Abstain

5.4 Mr.Visuth Vitayathanagorn

- Approve Object Abstain

Agenda 6 To approve the 2014 remuneration for directors.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
 - Approve Object Abstain

Agenda 7 To approve the appointment of auditors and their remuneration for 2015.

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
 - Approve Object Abstain

Agenda 8 Others issues, (if any)

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
 - Approve Object Abstain

(5) Any vote that is not consistent with this proxy form shall be deems incorrect and shall not be counted as my vote as a shareholder.

(6) In case I did not indicate my voting intention on any agenda or did not clearly specify one or in the case that there is any agenda to vote on other than indicated above, including any changes or addition, my proxy shall have the right to consider and vote on my behalf on proxy's own discretion.

Any action taken in the meeting, unless I have indicated my voting intention otherwise in the proxy form, shall be deems as it is done by myself.

Signed Authorizer
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark

1. The shareholder may appoint only one proxy to participate in the meeting. The shareholder cannot appoint many proxies to split votes.
2. Appointing agenda shall be voted the whole committee or individual
3. In case there are more agendas to discuss other than what is specified above, the proxy authorizer can indicate the additional agenda in the enclosed Proxy Form B.

Extension to Proxy Form B

To appoint proxy as the shareholders of Thai Vegetable Oil Public Company Limited

In the 2015 Annual General Meeting of Shareholders, on Monday 27 April, 2015, at 10.00a.m. at 3rd Floor TVO Building, no. 149 Ratchadapisek Rd.,(Thapra-Taksin) Bukkalow, Thonburi, Bangkok, or could be postponed to other date, time and venue as appropriate.

Agenda Subject

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
 - Approve Object Abstain

Agenda Subject

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
 - Approve Object Abstain

Agenda Subject

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
 - Approve Object Abstain

Agenda Subject Appointing Director (continuing).....

Director's name.....

- Approve Object Abstain

Director's name.....

- Approve Object Abstain

Director's name.....

- Approve Object Abstain

Director's name.....

- Approve Object Abstain

Director's name.....

- Approve Object Abstain

บริษัท น้ำมันพืชไทย จำกัด (มหาชน)
THAI VEGETABLE OIL PUBLIC COMPANY LIMITED
 149 Ratchadapisek Road (Thapra-Taksin) Bukkhalow Thonburi Bangkok 10600
 Tel: +66 (0) 2477 9020 Fax: +66 (0) 2477 8022
 www.tvothai.com

Wongwian Yai
 Ladya Road
 Naowa Chamnan Bridge
 King Taksin Bridge
 Charoen Nakhon Road
 Taksin Intersection
 Rama III Bridge
 Mahai Sawan Intersection
 Siam Commercial Bank
 Ratchada -Thapra Road
 The Mall Tha Phra
 Parking
 TVO
 Ratchaphruek Road
 BTS Talat Phlu

Bus Number: 15, 68, 101, 108, 147, 205, 547, 10.68 BTS: Talat Phlu Station (BTS SkyTrain Silom Line)
Car Parking at The Mall Tha Phra is Provided.