



บริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) / V.L. Enterprise Public Company Limited

41 ถนนอโศก-ดินแดง แขวงมักกะสัน เขตราชเทวี กรุงเทพฯ 10400 โทร. 0-2254-6604-5, โทรสาร 0-2254-8749

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No. 10/2021

April 22, 2021

Subject: Notification of the Resolution of 2021 Annual General Meeting of Shareholders

**To: President,
The Stock Exchange of Thailand**

The 2021 Annual General Meeting of V.L. Enterprise Public Company Limited (VL) held on Friday, April 22, 2021 at Fortune Platinum Room, 3rd floor, The Grand Mercure Bangkok Fortune Hotel, 1 Ratchadaphisek Rd, Din Daeng, Bangkok 10400. The meeting has resolved as following details:

Agenda 1: To certify the report of the 2020 Annual General Meeting of Shareholders

The meeting approved the minutes of 2020 Annual General Meeting of Shareholders which was held on July 10, 2020 by unanimous votes / the majority of all votes of Shareholders attending the meeting and casting their votes as follows;

	Votes	Percent
Agree	574,406,541	100.0000%
Disagree	-	0.0000%
Abstain	-	-
Damage	-	-
Total Scores	574,406,541	100.0000%

Agenda 2: To acknowledge the Company's operating results of the year 2020 and the Business Plan for the year 2021.

(Due to this agenda is for acknowledgement, so here is no vote)

Agenda 3: To approve the Financial Statement and Auditor Report for the year ended 31 December 2020

The meeting approved the Financial Statement and Auditor Report for the year ended 31 December 2020 with the majority votes of all the shareholders attending and voting in the meeting as follows;

	Votes	Percent
Agree	574,415,541	100.0000%
Disagree	-	0.0000%
Abstain	-	-
Damage	-	-
Total Scores	574,415,541	100.0000%

Agenda 4: To approve the dividend payment and legal reserves for the Company's 2020 performance results.

The meeting approved the dividend payment and legal reserves for the Company's 2020 performance results with the majority votes of all the shareholders attending and voting in the meeting as follows;

	Votes	Percent
Agree	574,415,541	100.0000%
Disagree	-	0.0000%
Abstain	-	-
Damage	-	-
Total Scores	574,415,541	100.0000%

Agenda 5: To approve the re-appointment of the retiring directors for another term for the year 2021

The meeting approved the appointment of 3 directors in replacement of those who are due to retire with the majority votes of all the shareholders attending and voting in the meeting as follows;

(1) ADM. Krisorn Chansuvanich Chairman of the Board

	Votes	Percent
Agree	574,415,541	100.0000%
Disagree	-	0.0000%
Abstain	-	-
Damage	-	-
Total Scores	574,415,541	100.0000%

(2) Mr.Taveesilpa Chinnapatthanawong Director

	Votes	Percent
Agree	558,994,636	100.0000%
Disagree	-	0.0000%
Abstain	15,420,905	-
Damage	-	-
Total Scores	558,994,636	100.0000%

(3) Mr.Yutthana Taepangthong Independent Director

	Votes	Percent
Agree	574,390,536	100.0000%
Disagree	-	0.0000%
Abstain	25,005	-
Damage	-	-
Total Scores	574,390,536	100.0000%

Agenda 6: To approve the remuneration for Directors for the 2021

The meeting approve the remuneration for Directors and Committee Members for the year 2021 as follows:

Directors and Committee Members Remuneration	Year 2020	Year 2021 (proposed year)
	Amount of Directors and Committee Members Remuneration (baht)	Amount of Directors and Committee Members Remuneration (baht)
Total Remuneration	Not Exceeding 1,400,000	Not Exceeding 1,400,000

Details of meeting allowance of Directors and Committee Members' are as follows:

Position	BOD	AC	RA / NRC / CG&CSR	AGM / EGM
- Chairman of Board of Director	30,000			30,000
- Company Director	12,000			12,000
- Chairman of Audit Committee		20,000		
- Audit Committee		12,000		
- Chairman of Committee			5,000	

In this regard, directors who are an executive management with salary base income shall not receive meeting allowances.

Annual Bonus

Stipulates the payment of remuneration in the bonus to directors by requiring to pay once a year in amount not exceeding of Baht 1,200,000.00 and authorize the Executive Committee and/ or Chief Executive Officer to consider the allocation of bonus that each director will receive.

This agenda was approved with the votes of no less than two thirds of all the shareholders attending

And voting in the meeting as follows;

	Votes	Percent
Agree	574,390,536	99.9956%
Disagree	-	0.0000%
Abstain	25,005	0.0044%
Damage	-	-
Total Scores	574,415,541	100.0000%

Agenda 7: To approve the appointment of auditors of the Company and the audit fee for the 2021

The meeting approved the appointment Dhammaniti Audit Company Limited to be the Company's auditor office and to appoint the following persons to be the Company's auditors for the years 2021:

- | | |
|------------------------------------|---|
| (1) Miss Thanyaphorn Tangtanopajai | Certified Public Accountant No. 9169 or |
| (2) Mr. Peradate Pongsathiansak | Certified Public Accountant No. 4752 or |
| (3) Miss Arisa Chumwisut | Certified Public Accountant No. 9393 or |
| (4) Miss Chotima Kitsirakorn | Certified Public Accountant No. 7318 or |
| (5) Mr. Suwat Maneekanoksakul | Certified Public Accountant No.8134 |

It is also proposed that the auditing fee for the year 2021 in the amount of Baht 1,000,000, which is equivalent to the auditing fee for the year 2020, be determined. This agenda item was approved with the majority votes of all the shareholders attending and voting in the meeting as follows;

	Votes	Percent
Agree	574,390,536	100.0000%
Disagree	-	0.0000%
Abstain	25,005	-
Damage	-	-
Total Scores	574,390,536	100.0000%

Agenda 8 To approve the issuance and allocation of The Warrants to purchase ordinary shares of V.L. Enterprise Public Company Limited No.1 (“Warrants” or “VL – W1”) to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering)

The meeting approved the issuance and allocation of The Warrants to purchase ordinary shares of V.L. Enterprise Public Company Limited No.1 (“Warrants” or “VL – W1”) in the amount of not exceeding 400,000,000 units to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 2 existing shares to 1 unit of the VL-W1 Warrants. The term of VL-W1 Warrants shall be 2 years from the issuance date. The exercise price of Baht 0.50 per share.

This agenda required not less than three-fourth (3/4) of the total votes of the shareholders who attended the meeting and have the right to vote as follows;

	Votes	Percent
Agree	574,390,536	99.9956%
Disagree	0	0.0000%
Abstain	25,005	0.0044%
Damage	-	-
Total Scores	574,415,541	100.0000%

Agenda 9 To approve the increase of the Company's registered capital and the amendment of Clause 4 of the Memorandum of Association of the Company.

The meeting approved The Company's registered capital by Baht 200,000,000 from the existing registered capital of Baht 400,000,000 to Baht 600,000,000 by issuing 400,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share for the exercise under the VL-W1 Warrants and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital in required not less than three-fourth (3/4) of the total votes of the shareholders who attended the meeting and have the right to vote as follows;

	Votes	Percent
Agree	574,390,536	99.9956%
Disagree	25,005	0.0044%
Abstain	-	0.0000%
Damage	-	-
Total Scores	574,415,541	100.0000%

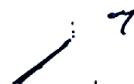
Agenda 10 To approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of the VL-W1 Warrants.

The meeting approved the allocation of newly issued ordinary shares of the Company not exceeding 400,000,000 shares with the majority votes of all the shareholders attending and voting in the meeting as follows;

	Votes	Percent
Agree	574,390,536	99.9956%
Disagree	25,005	0.0044%
Abstain	-	-
Damage	-	-
Total Scores	574,415,541	100.0000%

Please be informed accordingly

Yours faithfully,



(Mrs. Chutipra Kliniswan)

Chief Executive Officer

V.L. Enterprise Public Company Limited