



Things to know for attending the 2022 Annual General Meeting of Shareholders

RECOMMENT

the Company is deeply concerned about the health and safety of shareholders and attendees including all participants in joining the meeting from the outbreak of Covid-19

"Therefore, the Company encourages shareholders to giving a proxy to the Company's Independent Director to attend the meeting and vote on your behalf"

INSTRUCTION

1. The Company shall conduct health screening. Those identified as having high-risk the company reserve the right to deny entry into the meeting room.
2. The company kindly requests all attendees to prepare and wear a facemask at all time while attending the meeting.
3. The Company will arrange seats in the meeting room to reduce congestion of attendees, therefore, the room can accommodate only approximately 50 attendees.
4. Please complete and duly execute the proxy and send the said proxy and accompanying documents or evidence to Company Secretary Department, V.L. Enterprise Public Company Limited, 41 Asoke Dindaeng Road, Makkasan, Ratchatevee Bankok 10400 before April 12, 2022
5. There are any change in the situation or additional AGM-slated measures from the Government Official the Company will the inform you via the Company's website (www.vltanker.com)

NOTES

- **REGISTRATION WILL BE OPEN ON 08.00 A.M.**
- **To prevent the outbreak of the COVID-19, no distribution of souvenirs.**



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

41 Asoke-Dindaeng Road, Makkasan Bangkok 10400 Thailand TEL. (662) 254-6604-5, FAX (662) 254-8749

28 March 2022

Re: Invitation to the 2022 Annual General Meeting of Shareholders

To: Shareholders

- Attachments:
1. Resolutions of the 2021 Annual General Meeting of Shareholders dated 22 April 2021, in the QR code form
 2. Annual Registration Statement of the year 2021 (Form 56-1 One Report), in the QR code form (Attachment of Agenda 1 and 2)
 3. Information of the persons who are proposed to be elected as directors, in the QR code form (Attachment of Agenda 4)
 4. Definition of the Company's Independent Director, in the QR code form (Attachment of Agenda 4)
 5. Information of the person who are proposed to be appointed as the Company's auditor, in the QR code form (Attachment of Agenda 6)
 6. Proofs of rights for attending the Annual General Meeting of Shareholders, in the QR code form
 7. Information of Independent Director proposed by the Company to be proxies, in the QR code form
 8. The Company's Articles of Association regarding the Shareholders Meeting and voting methods, in the QR code form
 9. A map of the Meeting venue, in the QR code form
 10. Proxy from Type B

Pursuant to the resolution of the Board of Directors of V.L. Enterprise Public Company Limited No.1/2022, **the shareholders are invited to attend the 2022 Annual General Meeting of Shareholders on Wednesday 20 April 2022 at 09.00 AM. At Fortune Platinum Room, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadapisek Road, Dindaeng, Bangkok 10400.**

With regard to the determination of agenda items to be discussed at the 2022 Annual General Meeting of Shareholders, the Company had announced on the Company's website, inviting the shareholders propose the agenda items to be discussed and the names of persons to be elected as the Company's directors from 3 November 2021 to 31 December 2021. At the lapse of deadline, neither agenda items nor the names of persons were proposed to the Company. Therefore, the Company would like to notify the shareholders of the agenda items determined under the resolution of the Board of Directors, as follows.

Agenda 1 To acknowledge the Company's operating results of the year 2021 and the Business Plan for the year 2022.

Facts and reasons:

The Company summarized its past performance and important changes during the year 2021. The details of which are displayed in the 2021 Annual Report (Form 56-1 One Report) in QR CODE

form delivered to the shareholders together with the invitation letter, in Attachment 2. The 2021 business plan will be presented on the meeting date.

The Board's Opinion:

It is proposed that the Shareholders Meeting acknowledge the 2021 Board of Directors report and acknowledge the 2022 business plan, which will be presented on the Meeting date.

Resolution requirement:

This agenda item is proposed for acknowledgement. No votes are required.

Agenda 2 To approve the Financial Statement and Auditor Report for the year ended 31 December 2021

Facts and reasons:

Pursuant to Article 59 of the Company's Articles of Association and Section 112 of the Public Limited Company Act B.E.2535 (1992) (as amended), the Board of Directors shall arrange the preparation of balance sheet and profits and loss statements as of the ending date of the Company's accounting year, in order to be proposed to the Shareholders Meeting at the Annual General Meeting of Shareholders for approval. The Company has prepared the annual financial statements ending on 31 December 2021, which were reviewed and certified by the Company's auditor and considered by the Auditing Committee. The details of which are displayed in Attachment 2 (Form 56-1 One Report) in QR Code form delivered to the shareholders. The key elements are summarized as follows:

Subject	2020	2021	Increase/(Decrease)	
	Million Baht	Million Baht	Million Baht	Percentage
Assets	1,763.67	1,951.97	188.30	10.67
Total Liabilities	927.07	1,057.11	130.04	14.03
Total Revenue	652.80	669.51	16.71	2.56
Net Profits	84.40	23.11	(61.29)	(72.62)
Profits per Share	0.106	0.028	-	-

The Board's Opinion:

It is proposed that the Shareholders Meeting approve the 2021 financial statements ending on 31 December 2021, which were reviewed and certified by the Company's auditor and considered and re-checked by the Auditing Committee, with the opinion that the Company's annual financial statements ending on 31 December 2021, which are accurate in subject matter in accordance with the accounting standards required by the laws, and complete and sufficient disclosure.

Resolution requirement:

This agenda item shall be approved with the majority votes of all the shareholders attending and voting in the Meeting.

Agenda 3 To approve the dividend payment and legal reserves for the Company's 2021 performance results

Facts and reasons:

Pursuant to Section 115 of the Public Limited Company Act B.E.2535 (as amended), it is required that the dividend payment shall be approved by the Shareholders Meeting, except for the interim dividend payment which can be approved by the Board of Directors, and the notification of which shall be made to the Shareholders Meeting at the subsequent meeting of Shareholders, and Section 116 stipulates that the Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital. Moreover, the Company has policy in paying dividend to shareholders at the rate of no less than 40% of net profits of the Company's specific financial statements, after being set off with taxes and every type of reserve funds required by the Company's Articles of Association and by the laws, however, under the condition that the Company must have sufficient cash for operating its business. The Company must allocate part of annual net profits as reserve funds, in the amount of no less than five percent of its annual net profits until the reserve fund amounts is in the amount of not less than ten percent of the registered capital.

According to the Company's 2021 performance results and financial position, the Company had net profits, as per its financial statements, in the amount of Baht 23,110,016.07. The Company thus allocated the annual net profits in the total amount of Baht 1,156,000 which is five percent of net profits under the 2020 financial statements, as legal reserve fund. The Company deems appropriate to allocate profits as dividends to shareholders, at the rate of Baht 0.015 per share, totaling Baht 14,500,390.50 in accordance with the Company's dividend payment policy.

The Company had paid an interim dividend once time on 9 September 2021 of 0.01 baht per share at the total amount of Baht 8,000,000.00 according to the resolution of the Board of Directors Meeting No. 4/2021 on 11 August 2021. The dividends were paid from the unappropriated retained earning of the eligible activity for promotion from Board of Investment (BOI). In this regard, the individual shareholders who receive dividends will not pay withholding taxes, but the persons who receive dividends will not dividend tax credit.

The Board's Opinion:

It is proposed that the Shareholders acknowledge the payment of interim dividends and approve the dividend payment and the appropriate of legal reserve funds for the Company's 2021 performance results, as details as follows:

- (1) Allocated as legal reserve funds in amount of 1,156,000 Baht, which represents 5 percent of the net profit of the financial statements of the company for the Fiscal year 2021.
- (2) Annual Dividend payment for the year 2021 to Shareholders
No.1, the company already paid an interim dividend once time on 9 September 2021 at the rate of Baht 0.01 per share in the amount of Baht 8,000,000. The payment shall be paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI).

No.2, the remaining Dividends will be paid at the rate of Baht 0.015 per share at the amount of Baht 14,500,390.50. The payment shall be paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI).

The record date for the rights to receive dividend is on 10 March 2022 (Record Date). Also the dividend will be paid on 18 May 2022.

Totaling pay dividends amounting to Baht 22,500,390.50.

Therefor the right to receive dividend is still uncertain as it must wait for approval from the Shareholder's Meeting.

Resolution requirement:

This agenda item shall be approved with the majority votes of all the shareholders attending and voting in the meeting.

Agenda 4 To approve the re-appointment of the retiring directors for another term for the year 2021

Facts and reasons:

Pursuant to Item 25 of the Company's Articles of Association and Section 71 of the Public Limited Company Act B.E.2535 (1992) (as amended), one-third of directors shall vacate their office and new directors shall be appointed, in replacing the retiring directors, by the Shareholders Meeting at the Annual General Meeting, provided that the retiring directors may be re-appointed. At the 2022 Annual General Meeting, there are 3 retiring directors, as follows:

- (1) Mrs.Chutipaa Klinsuwan Director, Chairman of the Executive Committee, Nomination and Remuneration Committee
- (2) Cdr.Somchart Vipismakul Rtn. Director, Independent Director, Chairman of the Audit Committee, Chairman of Risk Management Committee
- (3) Mr.Chakaphat Naskan Director, Independent Director, Chairman of the Nomination and Remuneration Committee

The Company gave opportunity to the shareholders to propose the names of persons with appropriate qualifications and without prohibited characteristics to be appointed as directors under the requirements disclosed in the Company's website from 3 November 2021 to 31 December 2021. However, no proposal of such was made by the shareholders.

The Meeting of the Recruitment and Remuneration Committee considered the appropriateness of the persons who should be elected as the Company's directors, by considering the appropriateness of education background, experience, legal qualifications and other required qualifications, and resolved that the Board of Directors propose the 2022 Annual General Meeting of Shareholders to approve of directors who were due to retire by return to being a director for another term.

The Board's Opinion:

The Company's Board of Directors, excluding the directors with conflicts of interest at this agenda item, thoroughly considered the qualifications of each person proposed to be appointed as director,

including skills, profession, specific expertise beneficial to the Company's business, together with their past performance as the Company's directors and directors in The Committees, as well as their full qualifications and lack of prohibited characteristics under the Public Limited Company Act B.E.2535 (1992), the Company's Articles of Association, Charters and requirements of the Securities and Exchange Commission. The Board of Directors also considered that the person to be proposed for the appointment of independent director will be able to independently give opinions and advice under the respective requirements including director positions in other businesses that do not conflict or compete with the company. As a result, the Board of Directors resolved to agree with the opinion of the Recruitment and Remuneration Committee and deemed it appropriate to propose to the 2022 Shareholders Meeting approve the re- appointment of the retiring directors for another term as follows:

- (1) Mrs.Chutipra Klinsuwan Director, Chairman of the Executive Committee, Nomination and Remuneration Committee
- (2) Cdr.Somchart Vipismakul Rtn. Director, Independent Director, Chairman of the Audit Committee, Chairman of Risk Management Committee
- (3) Mr.Chakaphat Naskan Director, Independent Director, Chairman of the Nomination and Remuneration Committee

The information of the persons proposed to be elected and re- appointed as directors and the definition of the Company's independent director is displayed in Attachment 3 and 4.

Resolution requirement:

This agenda item shall be approved with the majority votes of all the shareholders attending and voting in the meeting.

Agenda 6 To approve the remuneration for Directors for the 2022

Facts and reasons:

Pursuant to Item 35 of the Company's Articles of Association and Section 90 of the Public Limited Company Act (as amended), which stipulate that directors may receive remuneration from the Company, in the form of gratuity, meeting fees, premiums, bonus or other forms of compensation under the Articles of Association or as required by the Shareholders Meeting. The remuneration may be in the fixed amount or in the amount determined, at each time or effectively until further amendment, under the rules. Directors may receive allowance and welfares under the Company's regulations.

The Recruitment and Remuneration Committee considered and determined the Company's director remuneration, by considering the appropriateness with their responsibility and comparing with other companies in the same business and with similar scale. It is therefore proposed that the Shareholders Meeting approve the remuneration for Directors and Committee Members for the year 2022 as follows:

Position	BOD		AC		RA / NRC /CG&CSR		AGM / EGM	
	ปี 2564	ปี 2565	ปี 2564	ปี 2565	ปี 2564	ปี 2565	ปี 2564	ปี 2565
Chairman of Board of Director	30,000	30,000					30,000	30,000
Company Director	12,000	12,000					12,000	12,000
Chairman of Audit Committee			20,000	20,000				
Audit Committee			12,000	12,000				
Chairman of Committee					5,000	5,000		
Committee Members					5,000	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 1,500,000.00 and authorize the Executive Committee and/ or Chief Executive Officer to consider the allocation of bonus that each director will receive.

The Board's Opinion:

It is proposed that, as per the opinion of the Recruitment and Remuneration Committee, the Shareholders Meeting determine the 2022 directors remuneration in the form of meeting fees and the remuneration in the form of bonus to be paid to directors once a year in the total amount of not exceeding of Baht 1,500,000.00 as well as authorize the Executive Committee and/or the Chief of Executive Officer to consider the allocation of bonus payment to each director.

Resolution requirement:

This agenda item shall be approved with the votes of no less than two thirds of all the shareholders attending the meeting.

Agenda 6 To approve the appointment of auditors of the Company and the audit fee for the 2022

Facts and reasons:

Pursuant to Item 63 of the Company's Articles of Association and Section 120 of the Public Limited Company Act B.E.2535 (1992) (as amended), it is stipulated that the Shareholders Meeting at the Annual General Meeting of Shareholders annually appoints the Company's auditor and determine the auditing fee, and under Section 121, it is stipulated that the auditor shall not be director, employee, worker or person having any position in the Company. Moreover, pursuant to the Notifications of the Capital Market Advisory Board, it is required that a listed company shall rotate its auditor in the case where any auditor has performed auditing duties, reviewed and given opinions on the Company's financial statements for 7 accounting years, no matter whether they are consecutive accounting years. A new auditor who works at the same audit office as the previous auditor may

be appointed. However, the retiring auditor may be re-appointed at the lapse period of no less than 5 consecutive accounting years from the date of retirement.

The Auditing Committee considered and recruited the auditor for the year 2022, by assessing the independency, skills, knowledge, team capacity, auditing experience which is beneficial to the business and the appropriateness of auditing fee, and it deemed appropriate to propose to the Board of Directors for consideration and further proposal made to the Shareholders Meeting, to appoint Dharmniti Auditing Company Limited to be the auditing firm of company. The list of Auditors who were appointed as follows:

- | | |
|------------------------------------|-----------------------------------------|
| (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 proposed that any of the proposed auditors perform auditing duties and give opinions on the Company's financial statements. The information of background and work experience of each auditor is displayed in Attachment 5. It is also proposed that the auditing fee for the year 2022 in the amount of Baht 1,050,000 increase 5%.

Dhammaniti Audit Company Limited and the five proposed auditors are the auditors approved by the Securities and Exchange Commission and have no relation and/or conflict of interest with the Company, subsidiaries, executives, major shareholders or the concerned persons of the aforesaid. They are neither the Company's shareholders. Thus, they are independent for auditing and giving opinions on the Company's financial statements.

The Board's Opinion:

According to the opinion of the Auditing Committee, it is proposed that the Shareholders Meeting approve the appointment of the auditors from Dhammaniti Audit Company Limited, as listed below, to be the Company's auditor for the year 2021, and also approve the auditing fee for the year 2022 in the amount of Baht 1,050,000 increase 5%, as proposed by the Auditing Committee.

- | | |
|------------------------------------|-----------------------------------------|
| (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 |

Resolution requirement:

This agenda item shall be approved with the majority votes of all the shareholders attending and voting in the meeting.

Agenda 7 Other matters (if any)

Facts and reason:

Pursuant to Section 105 of the Public Limited Company Act B.E.2535 (1992) (as amended), it is stipulated that the shareholders holding a total of shares no less than one third of the number of paid-up shares may ask the Meeting consider matters other than those stated in the Invitation letter. Furthermore, this agenda item is determined so that the shareholders ask questions and/or give opinions to the Board of Directors (if any) and/or have the Board of Directors answer the shareholders' questions.

Board's Opinion:

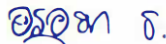
It deems appropriate to contain this agenda item in the Meeting in order to give opportunity to the shareholders wishing to propose the Meeting consider matters other than those determined by the Board of Directors, and to ask questions (if any), and/or that the Board of Directors answer or explain to the shareholders.

On the date of the 2022 Annual General Meeting of Shareholders, The Company would like to request the shareholders and/or their proxies study the information regarding proofs of attendance entitlement the details are in Attachment 6. To expedite the registration for attending the meeting, please be requested to bring the registration form as specified shareholder registration number and BARCODE or proxy form (if any) with the proof of identity.

If any shareholder is not able to attend the meeting in person, he/she may authorize a third party or independent director to be proxy the details are in Attachment 7, for attending the Meeting and voting. Proxy forms can be downloaded from the Company's website www.vltanker.com. The Company's Articles of Association regarding the Shareholders Meeting and voting methods are contained in Attachment 8.

In the case of any question concerning the proposed agenda items, please send such question to the Company's Secretary **at least 2 weeks prior to the meeting**. A question form can be downloaded at the Company's website, and the question can be sent to E-mail ir@vltanker.com, or by mail to the address: V.L. Enterprise Public Company Limited, 41 Asoke-Dindaeng Road, Makkasan Sub-District, Ratchatevi District, Bangkok 10400.

Faithfully yours,



(Miss Onumar Thongsuwan)

Coporate Secretary

**Minutes of the Ordinary General Meeting of Shareholders for the year 2021****Held on Thursday 22 April 2021, at 09.00 hrs.****At Fortune Platinum, 3rd Floor****Grand Mercure Bangkok Fortune Hotel****No.1 Ratchadapisek Road, Din Daeng District, Bangkok 10400****Company Board of Directors attending the meeting (accounted 100 percent of all directors)**

- | | |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| 1. ADM. Krisorn Chansuvanich | Chairman of the Board of Directors |
| 2. Cdr. Somchart Vipismakul | Independent Director / Chairman of the Audit Committee and Chairman Risk Management Committee |
| 3. Mr. Yutthana Taepangthong | Independent Director / Audit Committee and the Chairman of the Nominating Committee And consider compensation |
| 4. Mr. Chakpat Nussakan | Independent Director / Audit Committee and the Chairman for Corporate Governance and Social Responsibility |
| 5. Mr. Taveesilpa Cinapattanawong | Director |
| 6. Mrs. Chutipra Klinsuwan | Director / Nomination and Remuneration Committee / Chairman of Executive Committee and Chief Executive Officer |
| 7. Mr. Jarunpath Visansavadh | Director / Risk Management Committee / Member of the Supervisory Board for Corporate Governance and Social Responsibility |
| 8. Mr. Kasemsak Keatsungsong | Director / Risk Management Committee / Deputy Chief Executive Officer |

Company Executive Management attending the meeting are as follows:

- | | |
|-----------------------------------|-----------------------------------------------------------------------------------|
| 1. Mr. Jittipong Morasert | Executive Committee / The President of Operations and Technical Manager |
| 2. Miss Chatchaniya Kraichotichai | Member of the Nomination and Remuneration Committee/ Human Resources Manager |
| 3. Mr. Yuthana Poonsiripipat | Risk Committee / Safety Manager and Authorized Person for DPA |
| 4. Mr. Akkachai Archaphiphat | Risk Committee / Chief of Executive Officer for accounting and finance department |
| 5. Mr. Thanet Proongcharoenkij | Marketing manager |
| 6. Mr. Borriphon Akkaphotikul | Operations Manager |
| 7. Miss Narisa Thongmanee | Accountant |
| 8. Miss Onumar Thongsuwan | Company Secretary |



Auditors from Dhammaniti Audit Co., Ltd. attending the meeting as followed:

1. Miss Thanyaphorn Tangtanopajai Auditor
2. Miss Phuntipa Paoyoosuk Auditor Assistant

Legal Adviser from Inside Legal Co.,Ltd.

1. Miss Kamonchanok Leelarattanakul

Financing Adviser from Capital One Partner Co.,Ltd.

1. Mr. Chayus Phamonchaisirikit

Meeting begins:

ADM. Krisorn Chansuvanich, Chairman of the Board of Directors of the Company, who acted as Chairman of the Meeting (the "Chairman"), assigned Miss Srinpat Thanonpurimpattana to be Master of Ceremony (the "MC") conducting the Meeting.

The MC welcomed the Company's Management and the shareholders attending the 2021 Annual General Meeting of Shareholders, and addressed the meeting the procedures under Covid -19 pandemic situations then gave introduction the Company's Board of Directors and Sub-Committees, Management and the attendees of this meeting,

The MC informed the Meeting that in order to have the meeting conducted in accordance with the Good Governance Principles, the MC would like to notify the Meeting of the steps and procedures of the meeting, as well as the voting methods by using the voting cards provided by the Company at the registration spot and the vote counting, as follows:

- There were 9 from 11 agenda items requiring the votes;
- Each agenda item was to be considered in orders as specified in the Meeting invitation letter
- In order to prevent of the widespread of COVID- 19 disease for the company, Therefore, the Company would like to reserve the right to raise questions during the meeting, except at the agenda items 1 and 5. In the case where any shareholder has any question or query, they must raise their hand, and the Company's staff members would provide them with a microphone. The full name and the number of shares held by the shareholders asking questions, as well as their nature of attendance in this meeting (whether in person or as proxy), must be identified.

For other agenda items, questions must be written down on the paper provided by the Company, and the full name, number of shares held and nature of attendance (in person or as proxy) of the shareholders asking questions must be identified. The question papers must be handed to the Company's staff members for further submission to the Management/ the Board of Directors at the Q&A session of the last agenda item. The Company would consider answering the questions only relating to each agenda item of the meeting.

- In voting at the meeting, each shareholder or its proxy shall have number of votes equivalent to the number of shares held by them, or the number of shares held by the shareholders of whom they are proxy. Each share has one vote.



- The votes to be cast at each agenda item were indicated in the invitation letter and the shareholders would be notified prior to the voting session of each agenda item.
- The voting cards of the Shareholders who voted disapproval or abstention were to be collected for counting. In the case where the shareholders failed to raise their hands, failed to submit the voting cards, or submitted the voting cards after the MC had announced the voting closed, it shall be deemed that such shareholders resolved to approve the matter as proposed by the Chairman.
If no shareholder raised hand, it shall be deemed that the Meeting unanimously resolve to approve the matter as proposed by the Chairman, unless the shareholders, in advance, had voted disapproval or abstention in the proxy forms. In such case, the Company had already recorded those early votes.
- In the case where the shareholders had proxies and had indicated their votes for each agenda item, such proxies would not be provided with the voting cards and the votes would be counted as cast by the shareholders in the proxy forms.
- The shareholders or proxies who had registered their attendance, but had not yet voted and were unable to attend the meeting until the adjournment, the Company would ask for their cooperation to return all the voting cards for the remaining agenda items. The votes must be earlier cast, and the voting cards must be returned to the staff members for vote recording of each agenda item.
- In the case where the shareholders had assigned proxies and had their proxies vote in accordance with the intention of the shareholders as stated in proxy forms, in order to facilitate the proxies, the Company would record the earlier votes as specified in such proxy forms while the proxies were attending the meeting without voting in a ballot.
- At the vote counting of each agenda item, the Company would collect the voting cards, and count the disapproval votes and abstention votes, by deducting them from the total number of shares held by the shareholders who attended the meeting and voted and/or who have voting rights (as the case maybe), at each agenda item. The results of votes of each agenda item would be announced in the Meeting, by separating the number of approval, disapproval and abstention votes and calculating the percentage of each type of votes. The voting cards submitted after the MC had announced the voting closed, it shall be deemed that the votes of approval only.
- The Company would consider the majority votes of the shareholders, as to whether such agenda item was approved. Only "approval" and "disapproval" votes of the shareholders who attended the meeting and voted shall be counted. "Abstention" votes shall not be regarded as the base of vote counting. The agenda items 1,3,4,5,7 and 10 shall be approved with only majority votes under the company articles Item 10, in general case, voting for any approval of any agenda item, or approval for any matter at the meeting of shareholders, in the event of the votes is equal, the chairman of the meeting will vote and to be counted as one (1) vote and shall be considered as final.



- **Void voting cards include:**

1. More than one type of votes were cast at the same agenda item, except for the votes of proxies of foreign investors, who had appointed a custodian in Thailand to take custody and depository of their shares.
2. Any correction or cross-out on voting cards was made without signature.
3. Voting cards which are worn out and illegible.

The Company, at the adjournment of the meeting, would collect all the voting cards of each agenda item from the shareholders and proxies in order to verify the votes cast and ensure the transparency of voting.

- Under Article 10 of the Company's Articles of Association, in a normal case, a majority of votes of the shareholders present and voting at the meeting is required for any resolution or approval of business, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote and as to be considered as final.
- Voting at each agenda item shall be made openly, not secret ballot. All voting cards are collected in order for the transparency of voting.
- The Vote Counting Committee at this meeting consisted of:
 1. Staff members of OJ International Company Limited (voting system provider); and
 2. A representative of independent shareholders, acting as independent co-counting person, namely Khun Chinchot Kraichottichai .
 - Currently, V.L. Enterprise Public Company Limited has its registered paid-up capital in the amount of Baht 400 million, divided into 800 million ordinary shares, at the par value of Baht 0.50 per share.

The Company determined the list of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders, or the Record Date on Thursday 11 March 2021

At today meeting, there were 13 shareholders present in person, representing 544,144,041 shares, 24 shareholders by proxy, representing 29,185, 189 shares. In total, 37 shareholders and proxies attended the meeting, holding a total of 753,329,230 shares, equivalent to 71.6662 % of the Company's total issued shares, whereas the Company currently has a total of 4,366 shareholders representing a total of 800,000,000 shares, which constituted a quorum pursuant to the Company's Articles of Association. ADM. Krisorn Chansuvanich, Chairman of the Meeting was then invited to declare the meeting open, and proposed that the Meeting consider matters as set forth in the following agenda items.

Agenda Item 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders

The MC invited Khun Chutipra Klinsuwan, Chief Executive Officer, to give details to the Meeting.

Khun Chutipra Klinsuwan, Chief Executive Officer, stated that the Company had held the 2019 Annual General Meeting of Shareholders on July 10, 2020 The Company had already prepared the Minutes of the said meeting. Copies of those minutes, in the QR code form, were delivered together with the invitation letter, as displayed in Attachment 1. It was therefore proposed that the Shareholders Meeting certify the Minutes of the 2020 Annual General Meeting of Shareholders.



This agenda item requires the majority of all votes of the shareholders attending in person or by proxies and voting in the meeting.

The MC asked the Meeting whether any shareholder had any further correction on the Minutes.

No shareholders further raised comments, queries or request for correction. The resolution was then made.

Resolution: The Meeting unanimously resolved to certify the Minutes of the 2020 Annual General Meeting of Shareholders, from the total votes cast by the shareholders and proxies attending and voting in the meeting, by the following votes:

There were additional 11 shareholders and proxies attending the meeting, representing a total of 1,077,311 shares, total 48 shareholders attended the meeting represents a total of 574,406,541 shares as to be divided as follows

Vote	No. of Votes	Percentage
Approval	574,406,541	100.0000
Disapproval	0	0.0000
Abstention	0	Not a base of vote counting
Void cards	0	0.0000
Total	574,406,541	100.0000

Agenda Item 2: To acknowledge the 2020 financial position and performance results of the Company and its 2021 business plan

The MC invited Khun Chutipra Klinsuwan, Chief Executive Officer, to give details to the Meeting.

Khun Chutipra Klinsuwan, Chief Executive Officer, stated that the Company had prepared the 2020 Annual Report in form of 56-1 (One Report) in order to give details of the Company's annual performance results in the year 2020 of the company ending on December 31, 2020. The details of the Company's Annual Report are as displayed in Attachment 2, delivered together with the invitation letter in the QR code form. Khun Chutipra Klinsuwan further stated that V.L. Enterprise Public Company Limited operates the business of maritime transportation of petroleum and chemical products or Oil Tanker. There are 5 main products to be transported, including crude oil, fuel oil, kerosene, lubricants and palm oil. In 2020, the Company had 12 tankers for operating the transportation business, including 8 domestic tankers and 4 international tankers. The total load capacity of tankers is 39,019 dead weight tons. The average year of tanker fleet is 16 years. VL provides transportation service to its trade partners operating oil trade in large scale or major oil, oil refinery for international transportation within Southeast Asia counties such as Philippines, Indonesia, Malaysia ,Vietnam and Myanmar etc.,

VL has, with its trade partners, 1-13 year long-term contracts and per-trip short term contracts and time charter. This enables the Company to set out milestones continuously and sustainably, in combination with its personnel expert knowledges and with over 20 years of work experience in their field. The company provides a standardized transportation which mainly focus on safety and also accepted by the group of Oil Companies International Marine Forum (OCIMF), these lent the company obtaining a long-term contract.



It could be called that the year 2020 has been a rapid change and challenging year for the company from the coronavirus (Covid -19) pandemic situation has serious consequence impacting all over the world. The company, therefore, has to adapt strategy of its management and closely monitoring this event and flexible managing allowing for its business continuity during emergency circumstances. Although for the recently crisis event has not rendered an impact on the company directly, However, it has caused the domestic transportation has been slow for a while. This shown that the company domestic transportation services decreased at the rate of 22.47 % , comparing to that of the year 2019 , on the other hand, the international transportation service has rose at the rate of 38.09 % , comparing to the year 2019, however the company's performance as of December 31, still remain the profit at the rate of 12.18 %.

The causes of decreasing in rate of domestic transportation service were from the government have announced measures such as lockdown in the country, supporting work from home, ban travelling to another locations etc., This has significant effect on reducing fuel oil consumption within the country as well as the oil price fall. For the international transportation has a grown rate due to increasing consumption of palm oil.

Therefore considering to the company's performance for the ending year as of December 31, 2020, it can be substantial concluded as followed;

1. Total revenue from transportation services was 647 Million Baht, declined from the year 2019 at the rate of 9.1 % , it resulted from the above-mentioned reasons
2. Cost for expenses has decreased at the rate of 9.68 % due to the company has managed to closely monitoring.
3. Total company's assets were Baht 1,764 Million, which decreased by 10.3 % from VL sold the vessels during the year 2020, cash and equivalent case was decreased by allocation some parts of fund to invest in financial assets (Bond), which rendered positive return to VL.
4. Total Liabilities and shareholder's equity, the company's liabilities and interest burden, which decreased by Baht 126 Million from VL repaid the loan from institution under the terms and condition of the contract. For the shareholder's equity, which increased Baht 52 Million from its performance which a net profit Baht 84 Million, distributed dividend during interim year 2020 for Baht 32 Million.
5. Financial ratio, gross profit rose at the rate of 26 % , also net profit increased at the rate of 19%, this demonstrated that VL has secured significant profit continuously.
6. Total liabilities against shareholder's equity at rate of 1.11 times, which was better than the year 2019 including liabilities with interest burden against shareholder's equity of VL , at rate of 1.05 times, where better from the year 2019 as well , this shown that VL has strong financial structure.

For the operation plan of the year 2021, the Company plans to have more tankers and will receive a new built tanker VL 23 and now arrived Thailand already, it is expected to be served by the second quarter together with the plan to obtain a tanker with 10,000 dead weight tons, this to respond extension of transportation routes to China and India.

In addition, the company has conducted various activities for the interest of the society, community and environment such as developing mangrove forest, seedings project " V.L. Seeds" avoiding marine pollution, control of utilizing most benefit of fuel as well as launching policies in relation to sustainable occupation health, environment as displayed in annual report form 56-1 (One Report)



Since this agenda item was proposed for acknowledgement of the shareholders, no votes were required.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session.

Resolution: This agenda item was proposed for acknowledgement. No votes were required.

Agenda Item 3 To approve the Company's financial statements and the auditor report for the year 2020, ending on December 31, 2020

The MC invited Khun Rakchanok Sumnianglum, Chief Finance Officer (CFO), to give details to the Meeting.

Khun Rakchanok Sumnianglum notified the Meeting that the Company's 2019 annual financial statements and Auditor's report ending on December 31, 2020, which had been reviewed by the Company's auditor, Dhammaniti Auditing Company Limited, and then verified by the Auditing Committee who had approved the submission of the same to the Board of Directors and then to the Shareholders' Meeting. The details of the Company's financial statements were displayed in Attachment 2, were summarized as follows:

Subject	2019	2020	Increase/ (Decrease)	
	Million Baht	Million Baht	Million Baht	Percentage
Assets	1,967.45	1,763.67	(203.78)	(10.36)
Total Liabilities	1,182.08	927.07	(255.01)	(21.57)
Total Revenue	713.07	652.79	(60.28)	(8.45)
Net Profit	80.76.36	84.40	3.64.40	4.50
Profit per share	0.11	0.11	-	-

The Company's Board of Directors had considered and reviewed its financial statement, that is correctly and completely according the accounting standard and it sufficient disclosed, then presented to the meeting for considering to approve the company's financial statement and auditor's report for the year 2020 ending as of December 31, 2020.

This agenda item shall be approved by the majority votes of all the shareholders and proxies attending and voting in the Meeting.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session.

Resolution: The Meeting unanimously approved the Company's 2020 annual financial statements and Auditor's report ending on December 31, 2020, from the total votes cast by the shareholders and proxies attending and voting in the meeting, by the following votes:



There was 1 additional shareholder representing 9,000 shares , there were 42 shareholders and proxies attending the meeting, representing a total of 57,415, 541 shares.

Vote	No. of Votes	Percentage
Approval	574,415,541	100.0000
Disapproval	-	0.0000
Abstention	-	Not a base of vote counting
Void cards	0	0.0000
Total	574,415,541	100.0000

Agenda Item 4: To approve the dividend payment and reserve fund under the law for the year 2020

The MC invited Khun Chutipra Klinsuwan, Chief Executive Officer, to give details to the Meeting.

Khun Chutipra Klinsuwan notified the Meeting that pursuant to Section 115 (as revised) of the Public Limited Company Act , year B.E 2535, requires that the dividend payment shall be approved by the Shareholder's Meeting , unless the interim dividend payment it allows the Company's Board of Directors to be authorized to approve and report to the Shareholder's Meeting at the next session. Moreover, according to Section 116 requires that the company to allocate the annual net profit for a legal reserve fund not less than five percent of the annual net profit deducting from the deficit brought forward (if any) until the legal reserve fund will be up to not less than ten percent of the authorized capital. In addition, the company had policy to pay the dividend for shareholders at the rate of not less than 40 % of net profits under the company's particular financial statement after deducting taxes and reserve fund of all kind required by the company's articles and any law.

Therefore, the 2020 Company's performance and financial status results as shown that company's net profits under the financial statement 84,400,946.71 Baht, thus the company allocated the annual net profits of the amount of Baht 4,230,000, which considered as 5 % of the 2020 financial statement as the legal reserve fund and the company approves to allocate the profits and the dividend for the Shareholders at the rate of Baht 0.07 per share, in the total amount of Baht 56,000,000, which is considered as 66 % of the net profit under the company's financial statement, in accordance with the company's dividend allocation policy, which for the year 2020 the company had made 1 interim dividend payment on September 1, 2020 at the rate of Baht 0.02 per share , in the total amount of Baht 16,000,000 from the unallocated accumulated profits of the undertaking exempted from a juristic person income taxes (BOI), according to the resolution of the meeting of the Company' Board of Directors, session No. 5/2563 on August 13, 2020. Therefore, the company has another 1 unpayment dividend at the rate of Baht 0.05 per share, in the total amount of Baht 40,000,000 Baht under the Shareholder's list as of March 11, 2021 (record date) and that the payment is scheduled on May 21, 2021.

This agenda item shall be approved by the majority votes of all the shareholders and proxies attending and voting in the Meeting.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session.



Resolution: The Meeting unanimously approved the dividend payment and the legal reserve fund for the year 2020 , from the total votes cast by the shareholders and proxies attending and voting in the meeting, by the following votes:

There were 49shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No.of Votes	Percentage
Approval	574,415,541	100.0000
Disapproval	0	0.0000
Abstention	0	Not a base of vote counting
Void cards	0	0.0000
Total	574,415,541	100.0000

Agenda Item 5: To approve the election of directors replacing the directors retiring from their office term for the year 2021

At this Shareholders' Meeting, there were 3 retiring directors, as follows:

- (1) ADM Krisorn Chansuvanich Chairman of Board of Directors
- (2) Mr. Taveesilpa Cinapattanawong Director,
- (3) Mr. Yutthana Taepangthong Independent Director/ Audit Committee and the Chairman of The Nominating Committee and Consider compensation

The Company had given opportunity to the shareholders to propose the names of persons with appropriate qualifications to be elected as directors as announced on the company's website on November 4, 2020. However, no proposal of such was made by the shareholders. For the purpose of transparency of this election, all the 3 directors were asked to leave the meeting room during the consideration of this agenda item, and ADM Krisorn Chansuvanich , Chairman of recruitment committee was requested to nominate the persons to the meeting.

ADM Krisorn Chansuvanich , notified the Meeting that pursuant to Section 71 (as revised) of the Public Limited Company Act , year B.E 2535 , one-third of directors shall vacate their office at each Annual General Meeting date, and to allow the Annual General Meeting of Shareholders to elect the directors and that the retired directors are allowed to be re-elected to another service term at the 2021 Annual General Meeting of Shareholders.

At this Shareholders' Meeting, there were 3 retiring directors, as follows:

- (1) ADM Krisorn Chansuvanich Chairman of Board of Directors
- (2) Mr. Taveesilpa Cinapattanawong Director
- (3) Mr. Yutthana Taepangthong Independent Director/ Audit Committee and the Chairman of The Nominating Committee and Consider compensation

The Meeting of the Recruitment and Remuneration Committee deemed it appropriate had resolved that the Board of Directors propose the 2021 Shareholder Meeting, where the Committee had considered to the



terms of qualification, experience, skill, knowledge as well as the qualification and criteria under the law of the 3 retired directors, and that they were qualified and appropriate to be re-elected as directors for another term.

The information of the persons proposed to be elected and re-elected as directors and the definition of the Company's independent director was displayed in Attachments 3 and 4

This agenda item shall be voted by the nominated persons and approved with the majority votes of all the shareholders and proxies attending and voting in the Meeting

The MC asked the Meeting whether any shareholder has any query or question. They were then asked to raise hands, and identify names and surnames and nature of attendance (in person or as proxies) prior to raise their comments.

The MC asked the Meeting whether any shareholder has any further query or question

No any shareholder raises any question and query, the Meeting was asked to vote.

Resolution: The Meeting approved to elect the directors replacing the 3 retiring directors for 2021 term and approved for the 3 retiring director to be re-elected as the director for another term, as proposed, by the following votes:

1. ADM Krisorn Chansuvanich The Meeting unanimously approved the re-election of ADM Krisorn Chansuvanich for another term, from the total votes cast by the shareholders attending and voting in the meeting, by the following votes:

There were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	574,415,541	100.0000
Disapproval	0	0.0000
Abstention	0	Not a base of vote counting
Void cards	0	0.0000
Total	574,415,541	100.0000

2. Mr. Taveesilpa Cinapattanawong The Meeting unanimously approved the re-election of Mr. Taveesilpa Cinapattanawong for another term, from the total votes cast by the shareholders attending and voting in the meeting, by the following votes:

There were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	558,994,636	100.0000
Disapproval	0	0.0000
Abstention	15,420,905	Not a base of vote counting
Void cards	0	0.0000
Total	558,994,636	100.0000



Remark: Mr. Taveesilpa Cinapattanawong as a director with interest for this agenda item, and he did not vote at this agenda.

3. Mr.Yutthana Taepangthong The Meeting unanimously approved the election of Mr.Yutthana Taepangthong from the total votes cast by the shareholders attending and voting in the meeting, by the following votes:

There were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	574,390,536	100.0000
Disapproval	0	0.0000
Abstention	25,005	Not a base of vote counting
Void cards	0	0.0000
Total	574,390,536	100.0000

The MC then invited the three newly elected directors back to the meeting room and introduced them to the Meeting.

Agenda Item 6: To approve the directors' remuneration for the year 2021

The MC invited Khun Yutthana Taepangthong, Chairman of the Recruitment and Remuneration Committee, to give details to the Meeting.

Khun Yutthana Taepangthong notified the Meeting that the directors remuneration are divided into 2 parts, including

- 1) meeting fees in the total amount of not exceeding Baht 1.4 million per year, as per the details as follows:

	2020	2021 (as proposed)
Remuneration for the directors and Committee	Amount of Remuneration for the directors and Committee (Baht)	Amount of Remuneration for the directors and Committee (Baht)
Total amount	Not exceeding Baht 1.4 Million	Not exceeding Baht 1.4 Million

Meeting fees as per the details as follows:

Position	BOD	AC	RA/NRC/ CG&CSR	AGM/EGM
Chairman of the Board of Directors	30,000			
Directors	12,000			
Chairman of Auditing Committee		20,000		
Auditing Director		20,000		
Chairman of Committee and non-executive directors			5,000	



In this regard, the meeting fee will not be paid to executive directors because they receive regular salary, and bonus, which will be paid to directors who are not executive directors once a year, in the total amount of not exceeding Baht 1.2 million, and the allocation of bonus for directors is considered by the Executive Committee or Chief Executive Officer. However, the directors who executive directors with fixed salaries shall not receive meeting fees and annual bonus, but will receive the remuneration as per the Company's regulations.

This agenda item shall be approved by two-thirds of votes of all the shareholders and proxies attending and voting in the Meeting.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session.

Resolution: The Meeting approved the directors' remuneration for the year 2021, with two-thirds of the total votes cast by the shareholders attending and voting in the meeting, by the following votes:

There were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	574,390,536	99.9893
Disapproval	0	0.0000
Abstention	25,005	0.0107
Void cards	0	0.0000
Total	574,390,536	100.0000

Agenda Item 7: To approve the appointment of auditor and determine the auditing fee for the year 2021

The MC invited ADM Krisorn Chansuvanich, Chairman of auditing, to give details to the Meeting.

ADM Krisorn Chansuvanich, notified the Meeting that the Auditing Committee had considered and recruited the auditor for the year 2021, by assessing the independency, skills, knowledge, team capacity, auditing experience which is beneficial to the business and the appropriateness of auditing fee, and it deemed appropriate to propose to the Board of Directors for consideration and further proposal made to the Shareholders Meeting, to appoint 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:

Auditor Names	License No.
(1) Miss Thanyaphorn Tangtanopajai	Certified Public Accountant 1969
(2) Mr. Peeradech Pongsatiansak	Certified Public Accountant 4752
(3) Miss Arisa Chumvisut	Certified Public Accountant 9393
(4) Miss Chutima Kitsirikorn	Certified Public Accountant 7318
(5) Mr. Suwat Maneekanok	Certified Public Accountant 8134



The information of background and work experience of each auditor was displayed in Attachment 5. It was 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.

Dhammaniti Audit Company Limited and the three proposed auditors are the auditors approved by the Securities and Exchange Commission and have no relation and/or conflict of interest with the Company, subsidiaries, executives, major shareholders or the concerned persons of the aforesaid. They are neither the Company's shareholders. Thus, they are independent for auditing and giving opinions on the Company's financial statements.

This agenda item shall be approved by the majority votes of all the shareholders and proxies attending and voting in the Meeting.

Resolution: The Meeting unanimously approved the appointment of auditor and determine the auditing fee for the year 2021, from the total votes cast by the shareholders and proxies attending and voting in the meeting, by the following votes:

There were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	574,390,536	100.0000
Disapproval	0	0.0000
Abstention	25,005	Not a base of vote counting
Void cards	0	0.0000
Total	574,390,536	100.0000

Agenda Item 8 to approve issuance and proposal to sell a share warrant to the existing shareholder of the company's ordinary share under the right offering.

The MC asked Khun Chutipra Klinsuwan, Chief Executive Officer, to give the details to the meeting.

Khun Chutipra Klinsuwan notified the meeting that, as the company wished to add the authorized capital for expending the fund to purchase more tankers and for revolving funds of the company by issuance of 1st time share warrant of the company (share warrant VL-W1) for not exceeding 400,000,000 units to be allocated to the company's shareholders under the right offering , without charge for the fee at the ratio 2 existing shares held equivalent 1 share warrant VL-W1 (the fraction shall be omitted) the net price at Baht 0.50 per share , the company designated the list of shareholders whom have the right offering for share warrant VL-W1

Share Warrant VL-W1 is validity for 2 years commencing from April 28, 2021.

The right exercise shall be scheduled at follows

- 1st time, to be exercised on October 27. 2021
- 2nd time , to be exercised on April 27, 2022
- 3rd time , to be exercised on October 27, 2021
- The final time shall be exercised on April 27, 2023



In case the right exercise falls on the holiday , the right shall be exercised on the last day of the working day preceding the due date of such right exercise., in this regard, the details of VL-WI was as appeared on the attachment 6 of the meeting invitation letters.

This agenda item shall be approved by the majority votes of all the shareholders and proxies attending and voting in the Meeting.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session.

Resolution: The Meeting unanimously approved to issue and offer share warrant to buy additional ordinary shares of V.L. Enterprise Public Company Limited for the 1st time (Share Warrant VL-W1) , in the amount of not exceeding 400,000,000 units in order to allocate to the company's shareholders under their rights offering without charge under the ratio of holder of 2 existing shares holding per 1 unit of VL-W1 (fraction is omitted) and VL-W1 shall be effective for 2 years commencing from the date of issuance the price of the rights offering at Baht 0.05 per share and details as proposed and further approved to the authorize the company's board of directors and/or executive directors and/or a person that appointed by company's board of directors and executive directors to have the power to manage (A) designate and/or amend the terms and conditions and the details of the share warrant VL-W1 , including but not limited to the details regarding issuance and offering for sale and allocation as well as exercise the rights towards the share warrants under the announcement of Securities and Exchange Commission and/or other relevant authorities (B) Enter to sign the relevant contracts and agreements, documents. (C) to sign on documents and applications for permission as well as necessary evidences in connection with allocation the share warrants including contracting, submission applications for permission or allowing the documents and evidences to the government agencies or concerned authorities, and register the share warrants VL-W1 at M.A.I Stock Exchange M.A.I and (D) to manage conducting any necessary act in connection with issuance and allocation the share warrant VL-W1 at this time.

The Meeting approved this agenda item with no less than three-fourths of the total votes cast by the shareholders attending and voting in the meeting, by the following votes:

There were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	574,390,536	99.9893
Disapproval	0	0.0000
Abstention	25,005	0.0107
Void cards	0	0.0000
Total	574,390,536	100.0000



Agenda Item 9 To approve the company's capital increase and amendment the company's memorandum of association.

The MC invited Khun Chutipra Klinsuwan, Chairman of executive officers, to give details to the Meeting.

Khun Chutipra Klinsuwan notified the meeting that the company had plan to increase its authorized capital for the amount of Baht 200,000,000 from the existing capital of Baht 400,000,000 to be Baht 600,000 for the authorized capital by issuance additional ordinary shares of 400,000,000 shares and value per share at Baht 0.50, to respond the right exercise under the warrant VL-W1 the purpose to increase the capital are appeared in the attachment 6 of the meeting's invitation letters. In additional, It is to be corresponding to the capital increase, the company, therefore, shall amend its memorandum of association in line with clause 4 as follows;

Clause 4.	Authorized capital	Baht 600,000,000 (Baht : Six Hundred Million)
	Divided into	Baht 1,200,000,000 shares (One Billion Two Hundred Million)
	Value per share	Baht 0.50 (Fifty Stang)
	Divided as follows;	
	Common shares	1,200,000,000 Shares (One Billion Twon Hundred Million shares)
	Preference shares	- Shares (Zero Shares)

This agenda item shall be approved by two-thirds of votes of all the shareholders and proxies attending and voting in the Meeting.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session, then the MC asked the shareholders to pass the resolution on this agenda item.

Resolution: The Meeting unanimously approved to increase the authorized capital for the amount of Baht 200,000,000 from the existing capital of Baht 400,000,000 to be Baht 600,000 for the authorized capital by issuance additional ordinary shares of 400,000,000 shares and value per share at Baht 0.50 , to respond the right exercise and further approve to amend the company's memorandum of association in line with clause 4 to be accordingly with its capital increase as the details shall be as the proposal with two-thirds of votes of all the shareholders and proxies attending and voting in the Meeting, by the following votes

Vote	No. of Votes	Percentage
Approval	574,390,536	99.9893
Disapproval	0	0.0000
Abstention	25,005	0.0107
Void cards	0	0.0000
Total	574,390,536	100.0000

**Agenda Item 10** to approve the allocation of shares increasing the company's capital

The MC invited Khun Chutipa Klinsuwan, Chairman of executive officers, to give details to the Meeting.

Khun Chutipa Klinsuwan notified the meeting that as a result of the company will increase the its authorized capital to Baht 200,000,000, by issuing the ordinary shares for 400,000,000 shares , value of share set at Baht 0.50 per share , details as described in the agent item 9, therefore the company proposed the meeting that shareholders to approve allocation shares to increase the capital not exceeding 400,000,000 shares, in order to ensure the right exercise under the warrant VL-W1, which issued to the existing shareholders under the rights offering in line with agenda item 8 , in case there is the unexercised rights shares under the warrant, the company will propose to the meeting of shareholders for considering reducing of the capital , details as appeared in the attachment 6 of the meeting's invitation letters.

This agenda item shall be approved by the majority votes of all the shareholders and proxies attending and voting in the Meeting.

The MC notified the Meeting that any shareholder who wished to raise questions or queries for this agenda item might write down the same in the papers provided by the Company and those questions or queries would be answered at the final session, then the MC asked the shareholders to pass the resolution on this agenda item.

Resolution: The Meeting unanimously approved the allocation of shares increasing the company's shares not exceeding 400,000,000 shares, in order to ensure the right exercise under the warrant VL-W1, with the majority votes of all the shareholder and proxies attending and voting the meeting .

No any additional shareholder at this agenda item, totally there were 49 shareholders and proxies attending the meeting, representing a total of 574,415,541 shares.

Vote	No. of Votes	Percentage
Approval	574,390,536	99.9893
Disapproval	0	0.0000
Abstention	25,005	0.0107
Void cards	0	0.0000
Total	574,390,536	100.0000

Agenda Item 11 Other matters (if any)

Pursuant to Section 105 of the Public Company Limited Act year B.E 2535 (1992) (as revised), it is stipulated that the shareholder holding a total shares no less than one third of the number of paid -up shares may ask the meeting consider matters other than those stated in the invitation letter.

Further, this agenda item was determined so that the shareholders to ask questions and/or give opinions to the company' board of directors (if any) and/or to have the company's board of directors to answer to the questions of the shareholders questions.



There were no other agenda items proposed in the meeting

The MC invited Khun Chutipa Klinsuwan, Chairman of executive officer, to read the questions raised by the shareholders and address the name of the shareholder who attended in person or the proxy and questions that were raised.

Question 1 Khun Supeeranat Kawweewaj , the shareholder attending the meeting in person , asked a question.

Does the decrease of oil demand give any effect to the company, have any plan to cop up with this?

Khun Chutipa Klinsuwan answered that the previous quantity of oil transported had a short period of crisis, issue on the decrease of oil demand during the lock-down is now improved to normal situation, the company has still used tanker services rate at 80-90 %

Question 2 Khun Supeeranat Kawweewaj the shareholder attending the meeting in person asked that , how much increase cost for using gas oil instead using fuel oil and diesel and bunker oil ?

Khun Chutipa Klinsuwan answered that the oil to be replaced is the oil in type of low sulphur, it is stipulated to use with a tanker service in abroad, the price of the oil of low sulfur is lower, although at the beginning of change to use the oil of low sulphur, it is expected that the low sulphur oil the price will be gone up. In fact, when actual use the low sulphur oil it will be cheaper than the bunker oil (some places) , In Thailand has not yet required to use a low sulphur oil, However, in overseas already requires a tanker to use a low sulphur oil , and the company already changed to use low sulphur oil.

Question 3 Khun Supeeranat Kawweewaj , the shareholder attending the meeting in person ask does the company have any plan to expand or retire a tanker ?

Khun Chutipa Klinsuwan answered that the company has no plan to retire any tanker in the year 2021, however for they year 2022 , the company will review this issue again, the company has a plan for the future to expand a tanker not exceeding 1 tanker for every year by the year 2021 , received a new built tanker namely V.L 23 and has the plan to expand the tanker size to 10,000 dead weight ton as for expansion marine route to China and India due to increase in demand of using palm oil , if during interim year the company has more contract signing or customers , then the company is ready to increase a tanker forthwith.

Question 4 Khun Suwannee Chiansirikraiwutti , shareholder attending the meeting in person asked the question the company has 12 tankers in the year 2021-2022 , Will the company increase a tanker , if increase how much the budget is ?

Khun Chutipa Klinsuwan answered that since the company has been operating business of marine transportation , there are 23 tankers for business operation , however form those tankers aged between 25-30 years, the company will discharge and seeking for new tankers to replace these tankers , currently the company has 12 tankers for service, therefore it is often to change new tankers

Question 5 Khun Suwannee Chiansirikraiwutti , shareholder attending the meeting in person asked the question Can a new tanker make the company to increase the volume of transportation service, and how much percentage of increase is, palm or oil? What's a percentage of increase ROE to be given to the shareholders for example for the year 2019 13.48% and 2020 ROE 10.41 % and what's percentage of ROE for the year 2021?



Khun Chutipa Klinsuwan answered that it certainly can increase volume when the company has 1 more tanker, it will have more volume immediately, as a result it will generate the revenue/interest

Khun Suwannee Chiansirikraiwutti asked further question that what's percentage of increase and for the year 2021-2022 what's a plan of the company for increasing tankers ?

Khun Chutipa Klinsuwan, Chief of Officer ,answered that this year the company has a tanker with 39,000 dead weight ton , and will increase to 41,000 dead weight ton, by the tanker VL.23 has 2,800 dead weight ton , capacity of loading of 3 million litters.

Question 6 Khun Suwannee Chiansirikraiwutti, shareholder attending the meeting in person asked the question that From the current situation, how much it has affected the company by the customer, how will the management manage with it?

In addition, for 5-10 years ahead, the demand of oil will be declined, what is a view of management, whether will it expand the other transportation services, and what's a reason to increase a large sum of capital, this it will be the responsibility of the management department to make ROE higher. From the past, in 2019 , the company had ROE at 13.48 % and for the year 2020 the company had ROE decreased at 10.41 % , hence I would like to know the opinion of the management, this to create confidence to the shareholders.

Khun Chutipa Klinsuwan , Chief of Officer ,answered that the company considered that during the past 20 years, the demand of oil has not decreased , and present the oil refineries in the country have high capacity of production , especially Bang Chark Oil Refinery . Although it has tendency to have high demand of electricity in the country, However, it will take a long time because the people still demand the oil and for the electric vehicle, it still need development in system including its battery, therefore the company still see that oil transportation business will still be continuously operating for a long time, at present its debtors still use the company's services.

Questions 7 Khun Suwannee Chiansirikraiwutti, shareholder attending the meeting in person asked the question that annual report for the year 2020, page 177, the company has account receivables and other customers owed payments over 12 months , for the amount of Baht 202,525.78 , that outstanding payments for the financial statement of the year 2019 and 2020 , has the debtor been owing a long time ? How will the management manage with this?

Khun Chutipa Klinsuwan , Chief of Officer ,answered that, the said debtor has owed the company for a long time, as for the cost of demurrage and the company has reminded the debtor to pay the debt already , However , the debtor failed to make payment , however the total of transportation cost, presently the debtor still uses the company's services.

Question 8 Khun Suwannee Chiansirikraiwutti , shareholder attending the meeting in person asked the question relating to the technic term (Technic term) that “ average sale period of goods (day)” that stipulated that for 14 days, does it mean a period of sailing a ship to the end customer, or the period of return ship ?

Khun Chutipa Klinsuwan , Chief of Officer ,answered that, , in case the ship collects the goods at the port , for example at Si Racha Refinery , laycan time for the ship will load the goods about 10-12 hours , then the ship will sail to deliver the goods to the customer, such as Surat Thani , this will take time about 28-30 hours, then will the ship will dock at the Surat Thani port and discharge the oil to the



customer's warehouse will take for another 12 hours , then the ship will return to the beginning loading port without goods , therefore it will take totally 2.5 days , in this regard, the company will specify the time for how long for docking into a port, if the ship has not left the port on the specified time, then the customer shall be pay for Demurrage.

Question 9 Khun Suwannee Chiansirikraiwutti , shareholder attending the meeting in person asked the question relation to a ship to the dry dockyard, is it normally 1 month ?

Khun Chutipa Klinsuwan , Chief of Officer ,answered that currently the company tanker is a new brand tanker ,its less age , to docking a tanker into the a dried dockyard, we will specify for 15-20 days that a tanker shall leave a dockyard.

From the current situation, how much it has affected the company by the customer, how will the management manage with it ?

In addition, for 5-10 years ahead , the demand of oil will be declined, what is a view of management

Question 10 Khun Suwannee Chiansirikraiwutti , shareholder attending the meeting in person asked the question relation to a ship to increase the company's capital , that what is a plan for the company to increase tankers for the year 2022 and 2023 , which is in a period of time of exercise the right over the warrant to offer to buy the company's shares, Besides, the oil prices is variable , does the company or the customer take a risk ?

Khun Chutipa Klinsuwan , Chief of Officer ,answered that , the transports costs is calculated from the oil price , if the oil price is increased then the transport cost will also be high up accordingly.

For increase tankers , the company has a plan to increase a tanker of 10,000 ton size , that will have high volume of loading and increase revenue while it's the same number of personnel of the smaller tanker and the company is in discussing with the customer regarding buying a tanker and expansion the marine routes, it is expected to happen y 2021 or the beginning of 2022.

Mr.Yutthana Taepangthong, Independent Director / Audit Committee and the Chairman of the Nominating Committee And consider compensation, further answered that from the company increased capital by issuance the warrants and specified a period of exercise the right over it for 4 times , the company has made a business plan which contains a plan of buying tankers for 1 tanker for every year and for this year it has a new arrival tanker and it's a biggest tanker that the company ever have , 5,000 dead weight ton. The company's management considered that, the company's revenue earned from the services in the country at the rate of 70 % while its revenue earned from international services at the rate of 30 % . At present the situation of COVID -19 Pangamic, it has tendency to use high electricity. The company still consider that, the electric business will still be in demand for another 10-20 years due to it still develop the build the power stations, and the relevant taxes and the industrial sectors still have demand of oil, in addition, the company still services for transportation of other goods in addition to oil, such as bunker oil that used in the industrial field , palm oil that used in abroad. Therefore, the management has a plan to increase tankers of 10,000 dead weight ton for service to overseas, if the shareholders exercise the right over the warrants fully rights offering by dividing into

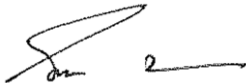


4 times, the company will obtain the fund from increase its capital Baht 200 Million, which is not enough to buy a tanker. However, normally the company has not used the company's full fund to buy a tanker, but will take some amount from loaning from the financial institutions, which is not a high interest. Therefore the company considered that increase its capital of Baht 200 Million, it will be able to expand its business for a short – middle term.

Khun Suwannee Chiansirikraiwutti, further asked that How much confidence does the company have of high demand of palm oil of the foreign users?

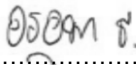
Mr. Yutthana Taepangthong, Independent Director / Audit Committee and the Chairman of the Nominating Committee And consider compensation, answered that the foreign market for the palm oil is very large , however the company has only a tanker of 5,000 Ton size for providing service of transportation goods , we have sufficient customers , however if we use a bigger size of tanker, the company will still have the same cost , but increase revenue and its more worth because the company still have a lot of the number of customers in the market.

No queries were further raised by any shareholders, The Chairman thank the meeting and declared the meeting adjourned. The meeting ended at 11.00 hrs.

(Signed) Admiral.....

(Krisorn Chansuwanich)

Chairman of the Board of Directors

(Signed)

(Miss Onumar Thongsuwan)

Company's secretary

Age 67 years

- Board of Directors
- Chief Executive Officer
- Nomination and Remuneration Committee
- Authorized Signatory Director
- Chief Executive Officer

Starting Date of Directorship No.1 : March, 27 2018 (None Listed.)

No.2 : April, 11 2019

Time in Current Position : 3 years 8 month

Terms of Current Position : 1

The Company's Securities Holding Proportion 60.26%

(End of December, 31 2021)

Family Relationship with Directors and Executives : None

Education

- Bachelor of Laws, Sripatum University
- Master of Political Science, Ramkhamhaeng University

Trainings in Courses Arranged by Thai Institute of Directors Association

- Director Accreditation Program (DAP) class 79/2009
- Board Matters and Trends Agenda (BMT) class 4/2017
- Board Nomination and Compensation Program (BNCP) class 2/2017
- Director Certification Program (DCP) class 250/2017
- Role of the Chairman Program (RCP) class 42/2018

Other Important Trainings/Seminars

- Chief Transformation Officer (CTO) 2019
- CFO's Orientation Course for New IPOs รุ่นที่ 2/2017
- Advanced Master of Management class 5/2020
- Executive Energy Program (EEP) class 6/2020

WORK EXPERIENCES

- Listed.

2017 - Present Board of Directors / Chief Executive Officer / Nomination and Remuneration Committee / Authorized Signatory Director
Chief Executive Officer / V.L. Enterprise Public Company Limited

/To provide a transportation service of petroleum and chemical products

2011 - 2017 Chairman of The Board / Chief Financial Officer / V.L. Enterprise Public Company Limited /To provide a transportation service of petroleum and chemical products

2011 - 2017 Chairman of The Board / Chief Financial Officer / Chutipa Marine Oil Co., Ltd.

- None Listed.

*Currently, He is not been directors of the public company limited and private company limited.



Cdr. Somchart Vipismakul Rtn.

Age 65 years

- Board of Directors
- Independent Director
- Chairman Of the Audit Committee
- Chairman of Risk Management Committee

Starting Date of Directorship No.1 : March, 27 2018 (None Listed.)

No.2 : April, 11 2019 (Listed.)

Time in Current Position : 3 years 8 month

Terms of Current Position : : 2

The Company's Securities Holding Proportion : None
(End of December, 31 2021)

Family Relationship with Directors and Executives : : None

Education

· Bachelor of Science Program in Electrical Engineering, Royal Thai Naval Academy

· Diploma in Naval Command And Staff College, Naval Command And Staff College

Trainings in Courses Arranged by Thai Institute of Directors Association

- Director Accreditation Program (DAP) class 25/2019
- How to Develop a Risk Management (HRP) class 25/2019

Other Important Trainings/Seminars

- Long Gunnery, India
- Anti-Missile System, France
- Mine Hunting System , Germany and Italy
- Electronic Warfare, USA
- Marine Terminal Engineering , ExxonMobil
- Safety in Plant Design, ExxonMobil
- Risk Management , ExxonMobil
- ISO/ISM Lead Auditor , Singapore
- Business Management, PTT

WORK EXPERIENCES

- Listed.

2018- Present Board of Directors / Independent Director / Chairman Of the Audit Committee / Chairman Of the Audit Committee

V.L. Enterprise Public Company Limited /To provide a transportation service of petroleum and chemical products

2015-2017 Marine Operation Division Manager PTT Public Company Limited / Petroleum and Petrochemical Business

2012-2017 PTT Group Marine Standard Management Leader PTT Public Company Limited

2555-2560 Oil Company International Marine Forum, AP terminal Forum

2012-2017 Executive Director Oil Industry Environmental Safety Group Association (IESG)

2012-2014 Marine Operation Division Manager / Terminal Operation Division Manager PTT Tank Terminal Company Limited /Energy

- None Listed.

*Currently, He is not been directors of the public company limited and private company limited.



อายุ 40 ปี

- Board of Directors
- Chairman Corporate Governance and Corporate Social Responsibilities Committee
- Independent Director

Starting Date of Directorship : August, 13 2020 (Listed.)

Time in Current Position : 1 years 4 month

Terms of Current Position : : 1

The Company's Securities Holding Proportion : None
(End of December, 31 2021)

Family Relationship with Directors and Executives : None

Education

- Bachelor of Business Administration in Accounting, Ramkhamhaeng University
- Master of Science Corporate Governance, Chulalongkorn University

Trainings in Courses Arranged by Thai Institute of Directors Association

- Director Certification Program (DCP) 250/2017
- Advanced Audit Committee Program (AACP) 30/2018
- DCP Diploma Examination 63/2018
- Director Leadership Certification Program (DLCP) 2/2021

Other Important Trainings/Seminars

- Auditor Registration of Thailand
- CFO Refresher Course , Class 1, 2020, the Stock Exchange of Thailand.
- Courses IDE to IPO 3rd Year 2019 of The Stock Exchange of Thailand.
- IPO Roadmap (CEO-Executive Program), Class 3, 2018, the Stock Exchange of Thailand.
- Program Strategic CFO in capital market, Class 6 years 2018 of The Stock Exchange of Thailand.
- Strategic Financial Leadership Program (SFLP), Class 1, year 2017

WORK EXPERIENCES

- Listed.

2020-Present Board of Directors / Chairman Corporate Governance and Corporate Social Responsibilities Committee / Independent Director / V.L. Enterprise Public Company Limited /To provide a transportation service of petroleum and chemical products.

2017-Present Directors / Thinkmate Business Advosory Company Limited / Director And special speaker

2018-2020 Chief Financial officer (CFO) / Tourkrub.com Company Limited / Travel Service through online channels.

2015-2016 Directors / KPMG Phoomchai Company Limited Audit Limited) / Independent Consultant.



Definition of independent directors

The criterion to Nominate Directors

The Board of Directors has appointed the Nomination Committee and remunerated. To promote the principles of Good Governance and to assist the Board in determining the guidelines and procedures for the nomination and remuneration of the Board. Including selecting, selecting and proposing suitable persons to be appointed as the Company's directors and determine the remuneration for the directors by focusing on fairness, appropriateness, and transparency to build confidence and credibility for all stakeholders.

Definition of Independent Directors

Board of directors realized the importance of good corporate governance, the Board of Directors has appointed the Audit Committee Comprising independent committees Responsible for inspecting the company's operations Review the effectiveness of internal control. To ensure that the operations of various departments be efficient Legally Complies with good work procedures The management of the business proceeds appropriately, efficiently and with maximum effectiveness. The audit committee is also responsible for reviewing the company's financial reports with the auditor. To ensure that the company's financial reports are reliable Disclosure of information is complete, accurate, by relevant standards and regulations. Build confidence and credibility for investors and stakeholders that are carefully inspected and supervised, fair, transparent, and operate according to good corporate governance principles.

The audit committee must have the following qualifications:

1.1 General features

- (1) Hold shares not more than 1% of the total number of voting shares in the company, parent company, subsidiary company, associated company, major shareholder Or the person with controlling power of the company, including the shares held by People involved too
- (2) Not being or having been a director who participates in the management of employees, staff, consultants with a regular salary Or the controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company Major shareholder Or those with control of the company Unless having exited the aforementioned nature for not less than 2 years before becoming a member of the audit committee
- (3) Does not have or has ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company In a manner that may obstruct his independent judgment Including neither being nor having been a significant shareholder Or the controlling person of the person having a business

relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company Except that having passed the aforementioned position for not less than two years before the date of being appointed to be the member of the audit committee Moreover, there is no direct or indirect benefit or stake in both the financial and management of the company. Companies, affiliates, associates, or individuals who may have conflicts in a manner that will impair independence.

- (4) No relationship by blood Or by legal registration in the form of a father, mother, spouse, sibling, and child, including the spouse of the child Of other directors, executives, major shareholders of the company Regulator Or the person who will be nominated as a director, executive or controlling person of the company
- (5) Not being a director appointed to be a representative to protect the interests of the directors' Major shareholder or shareholders Which is related to the major shareholder, Besides, they must be able to freely express opinions or reports. According to the mission assigned without considering any benefits to force him to not be able to express his views as he should
- (6) Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder The company's controlling person Or juristic persons that may have conflicts And not being a significant shareholder Regulator Or the managing partner of the audit firm In which the auditor of the company, parent company, subsidiary company, associated company, or controlling person of the company is under Except that having passed the aforementioned position for not less than 2 years before the date of being appointed to be the audit committee
- (7) Not being or having been a professional service provider of any kind Which includes providing services as legal advisors or financial advisors Which receives service fees over 2 million baht per year from the company, parent company, subsidiary company, associated company, major shareholder The company's controlling person And not being a significant shareholder Regulator Or partners of those professional service providers as well Except that having passed the aforementioned position for not less than 2 years before the date of being appointed to be the audit committee
- (8) Not operating in a business of the same condition And is significant competition with the company Or not a significant partner in a partnership Or being a director that participates in the management of employees, staff, consultants who receive a regular salary Or holding shares exceeding one percent of the total voting shares of other companies Which operates in the same condition And is significant competition with the company's business

(9) Not having any characteristics which make him incapable of expressing independent opinions concerning the company's business affairs.

(10) The audit committee must be an independent director of the company according to the qualifications specified by the SEC and the Stock Exchange of Thailand set

1.2 Specific qualifications

(1) Not being a director assigned by the Board of Directors to make a business decision of the company, parent company, subsidiary company or associated company Same-level subsidiary company, major shareholder Or the controlling person of the company

(2) Not being a director of the parent company, subsidiary company, or same-level subsidiary company only being a listed company

(3) Have duties in the same manner as specified in the Stock Exchange of Thailand announcement. On the qualifications and scope of work of the audit committee

(4) At least 1 member of the audit committee has sufficient knowledge and experience to be able to review the reliability of financial statements.

(5) Able to devote sufficient time to perform the duties of the audit committee

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวธัญพร ตั้งธโนปจัย

Miss Thanyaphorn Tangtanopajai

Audit Partner

Tel. : 02 596 0500 Ext. 601

Mobile : 085 556 1195

E-mail : thanyaphorn.t@daa.co.th

Certificates :

- 2558 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2550 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 9169
- 2015 Auditor who is approved by the Securities and Exchange Commission
- 2007 Auditor Registration No. 9169

Education :

- 2552 ปริญญาโท บริหารธุรกิจมหาบัณฑิต สาขากลยุทธ์การจัดการ มหาวิทยาลัยธรรมศาสตร์
- 2538 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี มหาวิทยาลัยรามคำแหง
- 2009 Master of Business Administration (Strategic Management), Thammasat University
- 1995 Bachelor of Business Administration (BBA) in Accounting, Ramkhamhaeng University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 20 ปี
- Experience in external auditing more than 20 years

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจโรงแรม / Hotel business
- ธุรกิจบริการและสิ่งพิมพ์ / Services and printing business
- ธุรกิจขายตรง / Direct sales business
- ธุรกิจเดินเรือ / Shipping business
- ธุรกิจขนส่งและโลจิสติกส์ / Transportation & Logistics business
- ธุรกิจบริหารสินทรัพย์ / Asset Management
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds
- กองทุนอสังหาริมทรัพย์ / Property Funds

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นายพีระเดช พงษ์เสถียรศักดิ์

Mr.Peradate Pongsathiansak

Audit Partner

Tel. : 02 596 0500 Ext. 621

Mobile : 081 802 6123

E-mail : peradate.p@daa.co.th

Certificates :

- 2558 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2539 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 4752
- 2015 Auditor who is approved by the Securities and Exchange Commission
- 1996 Auditor Registration No. 4752

Education :

- 2548 โครงการ Mini MBA มหาวิทยาลัยธรรมศาสตร์
- 2533 ปริญญาตรี บริหารธุรกิจบัณฑิตการบัญชี (บธ.บ.) มหาวิทยาลัยรามคำแหง
- 2005 Mini MBA, Thammasat University
- 1990 Bachelor of Business Administration in Accounting, Ramkhamhaeng University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 20 ปี
- ประสบการณ์ด้านการตรวจสอบพิเศษ Due Diligence มากกว่า 20 ปี
- ประสบการณ์ด้านการวางระบบบัญชี เอเชียนเกมส์ ครั้งที่ 13 และ เฟสปิกเกมส์ ครั้งที่ 7
- Experience in external auditing more than 20 years
- Experience in Due Diligence more than 20 years
- Experience in accounting system 13th Asian Games and 7th FESPIC Games

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจโรงแรม / Hotel business
- ธุรกิจโรงพยาบาล / Healthcare business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวโชติมา กิจศิริกร

Miss Chotima Kitsirakorn

Audit Partner

Tel. : 02 596 0500 Ext. 607

Mobile : 086 770 3300

E-mail : chotima.k@daa.co.th

Certificates :

- 2563 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2547 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 7318
- 2020 Auditor who is approved by the Securities and Exchange Commission
- 2004 Auditor Registration No. 7318

Education :

- 2557 ประกาศนียบัตรการรายงานทางการเงินไทย จากสภาวิชาชีพ
ในพระบรมราชูปถัมภ์
- 2540 ปริญญาตรี บริหารธุรกิจบัณฑิตการบัญชี (บธ.บ.)
มหาวิทยาลัยรามคำแหง
- 2014 Certification of Completion Diploma in Thai Financial Reporting
from Federation of Accounting Professions Under The Royal
Patronage of His Majesty The King
- 1997 Bachelor of Business Administration in Accounting,
Ramkhamhaeng University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 20 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- ประสบการณ์งานวางระบบบัญชี 2 ปี
- ประสบการณ์ด้านการตรวจสอบพิเศษ Due Diligence มากกว่า 5 ปี
- ประสบการณ์งานที่ปรึกษาด้านบัญชีให้บริษัทจดทะเบียน
ในตลาดหลักทรัพย์ 2 ปี
- Experience in external auditing more than 20 years
- Experience in internal audit 2 years
- Experience in accounting system 2 years
- Experience in Due Diligence more than 5 years
- Experience in accounting advisory to listed company 2 years

Specialized in :

- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจบริการซอฟต์แวร์ / Software service business
- ธุรกิจบริการ / Service business
- กองทุนสำรองเลี้ยงชีพ / Provident funds

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวอริสา ชุมวิสูตร

Miss Arisa Chumwisut

ผู้จัดการอาวุโส

Senior Audit Manager

Tel. : 02 596 0500 Ext. 817

Mobile : 086 397 0982

E-mail : arisa.c@daa.co.th

Certificates :

- 2561 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2551 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 9393
- 2017 Auditor who is approved by the Securities and Exchange Commission
- 2008 Auditor Registration No. 9393

Education :

- 2554 ปริญญาโท บัญชีมหาบัณฑิต (บช.ม.)
จุฬาลงกรณ์มหาวิทยาลัย
- 2547 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี
มหาวิทยาลัยเทคโนโลยีราชมงคลธัญบุรี
- 2011 Master of Accounting (MACC), Chulalongkorn University
- 2004 Bachelor of Business Administration (BBA) in Accounting,
Rajamankala University of Technology Thanyaburi

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 10 ปี
- Experience in external auditing more than 10 years

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นายสุวัฒน์ มณีกนกสกุล

Mr. Suwat Maneekanoksakul

Audit Partner

Tel. : 02 596 0500 Ext. 820

Mobile : 096 532 4969

E-mail : suwat.m@daa.co.th

Certificates :

- 2560 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2550 ผู้สอบบัญชีภาษีอากรทะเบียนเลขที่ 1774
- 2549 ผู้สอบบัญชีรับอนุญาตทะเบียนเลขที่ 8134
- 2017 Auditor who is approved by the Securities and Exchange Commission
- 2007 Tax auditor registration No. 1774
- 2006 Auditor Registration No. 8134

Education :

- 2554 ปริญญาโท บัญชีมหาบัณฑิต (บช.ม) มหาวิทยาลัยธรรมศาสตร์
- 2543 ปริญญาตรี บัญชีบัณฑิต (บช.บ) มหาวิทยาลัยเกษตรศาสตร์
- 2011 Master of Accounting (MACC), Thammasat University
- 2000 Bachelor of Accounting (BACC), Kasetsart University

Experience :

ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 20 ปี
Experience in external auditing more than 20 years

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจโรงพยาบาล / Healthcare business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds

Required Document to attend the meeting

Attendees must show the following documents to register before attending the meeting. (As the case may be)

1. Individual Shareholders

1.1 In case the shareholder will individually attend the meeting, he/she must show an original document that has his/her own photo and that such document is still valid such as identification card, driver license, or passport,

1.2 In case of proxy

- a) Proxy B attached with the AGM Notice, shareholder must fill in complete information and have it signed with proxy,
- b) Copy of document as per detail in 1.1) with one copy of proxy signature certify true,
- c) Original document issued by government agency of the proxy, showing the photo and not expired as per detail in 1.1) together with one copy of proxy holder and certify

2. Juristic Person

2.1 In case the representative of the proxy attend individually

- a) Original document issued be the governmental agency to the juristic person as per 1.1) together with one copy of the representative certify true
- b) Copy of the company affidavit certified by shareholder together with company affix seal (if any) and with the message showing that the representative is able to act on the proxy behalf

2.2 In case shareholder give proxy

- a) Proxy A or B as attached with the notice fill up complete information and signed by both proxy and proxy holder,
- b) The copy of the company affidavit certified by shareholder together with company affix seal (if any) and with the message showing that the representative is able to act on the proxy behalf,
- c) The copy of document issued by governmental agencies, showing the photo of the representative and not expired as per detail 1.1) and one copy of representative certified true,
- d) Document of proxy holder issued by governmental agencies showing the photo of proxy and not expired as per detail 1.1) together with one copy of proxy holder certified true

3. For Foreign Investor Appointing Custodian in Thailand

Foreign shareholders shall apply the information in 1. and 2. depending on case by case basis under the regulations following:-

- a) The company affidavit may be the document issued by the governmental agencies of the country where such company is established or by the company representative; however, there must be the details relating the company name, representative name, condition, limitation or authority to sign or meeting attendance and headquarter location,

- b) Document whose original is not in English. Translation must be made and the Representative must certify the translation together with the company affix seal (if any), Note In case shareholder gives proxy to the independent directors as enclosure no. 8, the proxy holder must submit the documents 1.2) a.- b. or 2.2) a. – b. depending on the case and return to the company within Thursday, 12 April 2021 for advance registration as following address: V.L. Enterprise Public Company Limited, No. 41 Asoke Dindaeng Road, Makkasan, Ratchatevee Bangkok, Thailand.10400.

4. Proxy

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Enclosure 9) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.

Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to case the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

5. Voting

Voting Procedures

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards Distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.

3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

Resolution of the Meeting

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.

Mr. Yutthana Taepangthong

Age 49 years

- Board of Directors
- Chairman of Nomination and Remuneration Committee
- Independent Director

Starting Date of Directorship No.1 : March, 27 2018 (None Listed.)

No.2 : April, 11 2019 (Listed.) No.3 : April, 12 2021 (Listed.)

Time in Current Position : 3 years 8 month

Terms of Current Position : : 2

The Company's Securities Holding Proportion : None
(End of December, 31 2021)

Family Relationship with Directors and Executives : None

Education

- Bachelor of Accounting, Bangkok University

Trainings in Courses Arranged by Thai Institute of Directors Association

- Director Accreditation Program (DAP) class 120/2015
- Director Certification Program (DCP) class 233/2017
- Risk Management Program for Corporate Leader (RCL) class 9/2017

WORK EXPERIENCES

- Listed.

2018-Present Board of Directors / Chairman of Nomination and Remuneration Committee / Independent Director Audit Committee / V.L. Enterprise Public Company Limited /To provide a transportation service of petroleum and chemical products.

2014-Present Director / Sanko Diecasting (Thailand) Public Company Limited/ production of aluminum and galvanized steel parts

- None Listed.

*Currently, He is not been directors of the public company limited and private company limited.



Articles of Association related to Meeting of Shareholders

Chapter V

Meetings of Shareholders

- Article 1. A shall be held by the board of directors within Four (4) months after the end of the company' accounting year Other general meeting of shareholders shall be called "extraordinary meeting"
- The Board of Directors must cause a general meeting of shareholders at least once (1) a year within four (4) months from the ending date of the fiscal year of the Company in which such meeting is called an "ordinary meeting". All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings.
- The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or when one shareholder or more holding not less than ten (10) percent in the aggregate of the total number of outstanding shares may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the requisition must clearly specify the object and reason for which the meeting is required to be summoned. Whenever a requisition for the summoning of an extraordinary meeting is made by the shareholders, the directors shall forthwith summon such meeting within forty-five (45) days.
- If the meeting is not summoned within the date of specified in Paragraph Two, the requisitioner or any other shareholders amounting to the required number, may themselves summon it within forty-five (45) days after the due date according to Paragraph Two. For such case, it shall deem that it is the meeting summoned by the Board of Directors and the Company shall be liable for any expenses for holding and facilitating the meeting as appropriate.
- If the quorum is not present in the general meeting summoned upon the requisition of shareholders, the shareholders according to Paragraph Three shall be jointly liable to the expenses of such meeting.
- Article 2. The business to be transacted at the ordinary meeting shall be at least as following;
- (1) To consider and acknowledge the Board of Directors 's report submitted to the meeting regarding to the Company's business operation for the past year
 - (2) To consider and approve Balance Sheet and Profit and Loss Statement as of the end of fiscal year.
 - (3) To consider and approve the Net Profit Allocation and Dividend Payment.
 - (4) To consider and elect directors to replace those are due to be retired by rotation and to specify the directors' remuneration
 - (5) To consider and appoint the auditor and to specify the auditing fee.
 - (6) Other matters

Article 3. The notice of the summoning of a general meeting of shareholders shall specify the place, the day and the hour of meeting, agenda, and the nature of the business to be transacted with reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration as the case may be, including the opinions and suggestions of the board of directors in the mentioned matters. The notice shall be delivered to the shareholders, the registrar or Stock Exchange of Thailand, in case the company is registered as a company in the Stock Exchange of Thailand not later than seven (7) days before the date fixed for the meeting or not later than other specific period, in case of the matter proposed to the Meeting is required by law.

Notice of the summoning of every general meeting of shareholders shall be published in the newspaper for three (3) consecutive days and not later than three (3) days before the date fixed for the meeting.

The place of meeting shall be in the local area where the head office of the company or its branch locate or other nearby province or other as specified by the board of directors.

Article 4. At the shareholders' meeting, shareholders may appoint proxies to attend the meeting and vote on their behalf in which the proxies are not the shareholders. The power of attorney must be in writing and signed by authorizer and in a form required by registrar of the public company. The proxy must at least include the following:

- (1) The number of shares held by the authorizer
- (2) Name of Authorizer
- (3) No. of the meeting the person is authorized by the shareholder to attend and vote on his or her behalf

The proxies must present this proxy to Chairman of the meeting or a person authorized by the Chairman at the meeting location prior to attending the meeting

Article 5. In order to constitute a quorum at the shareholder meeting, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty five (25) persons or not less than one half (1/2) of the total number of shareholders and shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of outstanding shares of the Company.

At any shareholder meeting, if within one (1) hour from the time appointment for the general meeting, the number of shareholders attending the meeting is still inadequate for a quorum, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the general meeting of

shareholders had not been summoned upon the requisition of shareholders, another general meeting shall be summoned and the notice shall be delivered to the shareholders not later than seven (7) days before the date fixed for the meeting days and at such meeting no quorum shall be necessary.

Article 6. At the meeting, a person who is entitled for vote casting shall has his/her name listed in the shareholders' registration as of the date specified by the Board of Directors and the eligible number of shareholding of each shareholder for vote casting shall be appeared in the shareholders' registration as of such date. Right of such individual shall not be affected, even the data in the shareholders' registration is changed as of the date of meeting.

The date specified by the Board of Directors according to paragraph one shall be not more than two (2) months before the date fixed for the meeting, but shall not before the date that the Board of Directors approve the summon of meeting. When the date that the Board of Directors specify for the shareholders' entitlement to attend the meeting is fixed, it is unchangeable.

The chairman of the board of directors shall preside at the shareholders' meeting. In the case that he/she is absent or is unable to perform the duty and if there is the vice-chairman, the vice-chairman shall act as chairman. If there is no vice-chairman or he/she is unable to perform the duty, the Meeting shall elect one of the shareholders present to preside at the meeting.

Article 7. The duty of the chairman is to control the meeting according to the law and Articles of Association of the Company. The meeting shall proceed according to the agendas respectively as specified in the Notice unless the shareholders' meeting resolved to change the agenda by the affirmative votes of the shareholders holding not less than two-thirds (2/3) of the shareholders attending the meeting.

After all agendas specified under the Notice have been considered, the shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such Notice.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the Meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not later than seven days before the date fixed for the meeting, deliver to the shareholders notice of summoning the meeting which indicates the place, date, time and the agenda of the meeting. Such notice shall be published in the newspaper for three (3) consecutive days and not later than three (3) days before the date fixed for the meeting.

At any Shareholders' meeting, a resolution put to the vote shall be decided on a show of hands or a poll. In voting, each shareholder shall have votes at equal to the number of shares he holds, as one (1) share shall be counted as one (1) vote. In casting votes, relating to one vote for each share of which he is holder shall not apply when the Company has issued the preference shares and has determined that the preference shares has the voting rights less than the ordinary shares.

Voting shall be done openly, except where not less than five (5) shareholders make a requisition for the voting to be done by poll and such is approved by the Meeting, where it shall be so. The method of voting by poll shall be as prescribed by the chairman of the meeting.

Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter, except voting for the election of directors.

Article 8. The resolution of the shareholder meeting shall comprise the following votes:

- (1) In an ordinary event, voting to pass any resolution or approve any matters shall be subject to the majority votes of the shareholders present and entitled to vote at the meeting. In case of an equality of votes, the chairman in the meeting shall have one (1) additional vote as a casting vote.
- (2) In the following events, a vote of not less than three quarters (3/4) of the total number of votes of shareholders present and entitled to vote at the meeting is required:
 - (a) To sell or transfer the whole or important parts of the business of the company to other persons;
 - (b) To purchase or accept a transfer of business of other companies or private companies by the Company;
 - (c) To enter, amend or terminate the contracts regarding the granting of a lease in whole or in important parts of the business of the Company, including the assignment of the management of the company's business to any other persons or the amalgamation of business with other for the purpose of profit and loss sharing.
 - (d) To increase or decrease the capital
 - (e) To amend, or add the company's Memorandum of Association and Article of Association.
 - (f) To issue the debenture
 - (g) To merge or dissolve the company.
 - (h) Other business

The Voting Methods to The Meeting

1. Voting Cast

1.1 Each shareholder had his/her vote (s) equaling the number of shares held, by which one vote equaled one share

1.2 To cast the vote in each agenda, the Chairman would ask the shareholders if they would cast the votes to approve, disapprove, or abstain. To do so, the shareholders were asked to raise up their hands

- If the shareholders were disapproved or abstained, they must mark the voting cards distributed at the registration desk. The Chairman would then ask the officers to collect the ballots to count the votes. Shareholders who were not raised their hands up or did not return the ballot to the officers, they would be counted as approve as proposed by the Chairman

Except for the vote casting in Agenda 5 : To approve the appointment of replacing directors who shall retire for year 2020, the officers will collect the ballots from every shareholder whether the shareholders approve, disapprove, or abstain. This was to be in line with the best practice of good corporate governance.

- In case there was no one raised up his/her hand, the Company would assume the Meeting resolved with the unanimous votes as proposed by the Chairman except for the case that the voting has been specified in the proxy form and the Company has already counted the votes
- In case the shareholders attended in proxy and the voting has been specified, the proxy holders would not receive the ballots. The voting system would count the votes as specified by shareholders
- Shareholders or proxy holders who have already registered and did not cast the votes and wished to leave before the Meeting adjourned, the Company would need your cooperation to vote the rest agenda in advance and return the ballots to officers

1.3 In case the shareholder gives the right to proxy holder to attend the meeting and the proxy holder votes in accordance with the shareholder as indicated in the proxy form, the Company will record the vote casting in advance as indicated in the proxy form while the proxy holder attends the meeting to facilitate the proxy holder. Proxy holder does not the cast the vote in the ballot.

2. Vote Counting

2.1 To count the vote in each agenda, the Company will count the votes disapprove and abstain to deduct from the total shares of shareholders who attended and voted in the meeting and/or have the right to vote (case by case basis) in each agenda

2.2 The Chairman would ask the officer to announce the voting result and the percentage in each agenda by classified the voting approve, disapprove, and abstain. Shareholders who submitted the ballots

disapprove or abstain after the officer had announced the voting result; the Company would then not count such votes.

3. Voided Ballots

3.1 Voting more than one choice in the agenda except for the proxy voting from foreign investor who appointed the custodian in Thailand to take care of the shares

3.2 The correction or the cross over the voting by which the shareholders did not sign for acknowledgement

3.3 The voided ballots of which was not in the condition to read the voting result

The Company would then collect all ballots for the shareholders and the proxy holders in any case once the Meeting was adjourned for further investigation and for the transparency of voting

4. Opinion Expression and Queries

4.1 Shareholders or proxy holders who would express their opinions or asked questions in each agenda, please raise up their hands. Once getting permission from the Chairman, please walk to the designated microphone. Prior to ask questions, please mention your name, surname and indicate that you were shareholder or proxy holder following with query or opinion expression. This was to ensure the minutes was being correctly and completely recorded

4.2 To ensure the effective meeting, please express your opinion or queries to the direct point. Do not ask repetitive questions

4.3 In case that shareholders would like to express their opinion and ask question that was not in the scope of the considered agenda, the Company would like you to propose such issues in the last agenda of the meeting

แผนที่ของสถานที่ประชุม



หนังสือมอบฉันทะแบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ติดอากรแสตมป์

20 บาท

เขียน

Written at

วันที่ เดือน พ.ศ.
Date Month Year(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่ ถนน
I/We Nationality Residing at Roadตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Tambol/Khwaeng Amphoe/Khet Province Postal Code(2) เป็นผู้ถือหุ้นของบริษัท วี.แอล.เอ็ม.เตอร์ไพร์ส จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น
Being a shareholder of AMA Marine Public Company Limited, holding the total number Shares,และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
and having the right to vote equivalent to Votes as follows:หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary share of Shares, and having the right to vote Votesหุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preference share of Shares, and having the right to vote Votes

(3) ขอมอบฉันทะให้ Hereby appoint:

 1. อายุ ปี อยู่บ้านเลขที่ ถนน
Age Year Residing at Roadตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphoe/Khet Province Postal Code or 2. อายุ ปี อยู่บ้านเลขที่ ถนน
Age Year Residing at Roadตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphoe/Khet Province Postal Code or 3. อายุ ปี อยู่บ้านเลขที่ ถนน
Age Year Residing at Roadตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphoe/Khet Province Postal Code or 4. นายยุทธนา เต่างทอง ตำแหน่ง กรรมการอิสระ อายุ 48 ปี
Mr.Yutthana Taepangthong Positions Independent Director Age 48 Years

อยู่บ้านเลขที่ 68/369 ซอยประชาอุทิศ 72 แขวงทุ่งครุ เขตทุ่งครุ กรุงเทพฯ 10140

Residing at 68/369 Soi Pracha-Utit 72, Thung Khru, Thung Khru Bangkok 10140

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 09.00 น. ณ ห้องฟอรัจน์ แพลตตินัม ชั้น 3 โรงแรมแกรนด์ เมอเคียว ฟอรัจน์ กรุงเทพฯ เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้กรรมการอิสระที่เป็นผู้รับมอบฉันทะเป็นผู้ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่นๆ ในทุกวาระที่เสนอในการประชุม AGM ครั้งนี้

To attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2021 on Thursday 22 April 2021 at 09.00 am. at Fortune Platinum Room, 3/F, Grand Mercure Bangkok Fortune, No. 1 Ratchadapisak Road, Dindaeng, Bangkok 10400, or any adjournment at any date, time and place thereof. An Independent Directors have no special interests that are different from other directors in all agendas proposed in this AGM meeting.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปี 2564 และแผนงานปี 2565

Agenda 1 To acknowledge the Company's operating results of the year 2021 and the Business Plan for the year 2022.

 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณานอมนัดงบการเงินของบริษัทและรายงานผู้สอบบัญชีสำหรับปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3 To approve the Financial Statement and Auditor Report for the year ended December 31, 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณานอมนัดจ่ายเงินปันผล และตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานของบริษัทสำหรับปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3 To approve Dividend payment and Allocated as legal reserve funds for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2565

Agenda 4 To approve the re-election of directors who were due to retire by rotation for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งชุด / Appointing the whole nominated candidates
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointing an individual nominated candidate
1. นางชุตติภา กลิ่นสุวรรณ / Mrs. Chutipha Klinsuwan
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นาวาโทสมชาติ วิพิศมากุล / Cdr. Somchart Vipismakul Rtn.
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
3. นายชัชพัฒน์ นัสการ / Mr.Chakaphat Naskan
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานอมนัดกำหนดค่าตอบแทนกรรมการ ประจำปี 2565

Agenda 5 To approve the remuneration for Directors and Sub-Committee Members for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานอมนัดแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2565

Agenda 6 To approve the appointment of auditors of the Company and the Company's subsidiaries and the audit fee for year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 เรื่องอื่นๆ (ถ้ามี)

Agenda 7 Other Matters (If any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

(4) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(5) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

หมายเหตุ / Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

3. ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน)
The appointment of proxy by the shareholder of V.L. Enterprise Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 09.00 น. ณ ห้องฟอร์จูน แพลตตินัม ชั้น 3 โรงแรมแกรนด์ เมอเคียว ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
In the Annual General Meeting of Shareholders for the year 2022 on Wednesday 20 April 2022 at 09.00 am. at Fortune Platinum Room, 3/F, Grand Mercure Bangkok Fortune, No. 1 Ratchadapisak Road, Dindaeng, Bangkok 10400, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่..... เรื่อง พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2564 (ต่อ)

Agenda No. Re: To consider and approve the election of the directors in place of the directors who retired by rotation for the year 2021 (continued)

ชื่อกรรมการ/ Director's name

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

ชื่อกรรมการ/ Director's name.....

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

ชื่อกรรมการ/ Director's name.....

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

ชื่อกรรมการ/ Director's name.....

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ถูกต้องสมบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)