



**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

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No. 04/2023

22 February 2023

**Subject: Resolutions of the Board of Directors' Meeting No. 2/2023, no dividend payment and schedule for the Annual General Meeting of Shareholders**

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

The V.L. Enterprise Public Company Limited (VL) hereby announces the following resolutions of the Board of Directors Meeting no.2/2023 held on Wednesday 22 February 2023:

1. Proposed to the Consideration and approval by the Annual General Meeting of Shareholders the financial statements of the company for the year ended 31 December 2022.
2. A resolution was passed to propose to the 2023 Annual General Meeting to consider and approve the allocation of net profit as legal reserve and Dividends payment for the year 2023 as follows:
  - Allocated as legal reserve funds in amount of Baht 1,170,000, which represents 5 percent of the net profit of the financial statements of the company for the Fiscal year 2022.
  - Approve the omission of Annual Dividend payment for the year 2022. And acknowledgess The company already paid an interim dividend once time on 2 December 2022 at the rate of Baht 0.02 per share in the amount of Baht 21,559,809.04. The payment shall be paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI).
3. A resolution was passed to propose to the 2023 Annual General Meeting to consider and approve the re-election of directors who were due to retire by rotation and return to being a director for another term as follows:
  - (1) Mr. Taveesilpa Chinapattanawong Director
  - (2) Mr.Pongsak Bunluethunyalak Director, Independent Director, Corporate Governance and Sustainability Committee
  - (3) Mr.Aekkachai Archapipat Director, Risk Committee, Executive Committee, Corporate Governance and Sustainability Committee and Chief Financial Officer
4. A resolution was passed to propose to the 2023 Annual General Meeting to consider and approve the remuneration for Directors and Sub-Committee Members for the year 2023 as follows:



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ตำแหน่ง	BOD			AC			RA / NRC / CG&SD			AGM / EGM		
	Year 2021	Year 2022	Year 2023	Year 2021	Year 2022	Year 2023	Year 2021	Year 2022	Year 2023	Year 2021	Year 2022	Year 2023
Chairman of Board of Director	30,000	30,000	33,000							30,000	30,000	33,000
Director	12,000	12,000	13,500							12,000	12,000	13,500
Chairman of Audit Committee				20,000	20,000	22,000						
Audit Committee				12,000	12,000	13,500						
Chairman of Sub-Committee							5,000	5,000	5,000			
Sub-Committee							5,000	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 Bath 1,500,000 (One million five thousand Baht) and authorize the Executive Committee and/ or Chief Executive Officer to consider the allocation of bonus that each director will receive.

5. A resolution was passed to propose to the 2023 Annual General Meeting to consider and approve the appointment 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

The Audit fee as follows:

	Year 2021	Year 2022	Year 2023 (proposed year)
Audit fee	1,000,000	1,050,000	1,050,000

No Other Fees.



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6. To confirm the date for the 2023 Annual General Meeting of Shareholders on Tuesday, 18 April 2023 at 09.00 a.m. at Ploenchit Room, F floor, Grande Centre Point Ploenchit Hotel, 100 Witthayu Rd, Lumpini, Pathum Wan, Bangkok 10330 with the following agenda:  
Agenda 1 To acknowledge the Company's operating results of the year 2022 and the Business Plan for the year 2023.  
Agenda 2 To approve the Financial Statement and Auditor Report for the year ended 31 December 2022.  
Agenda 3 To approve the omission of Annual Dividend payment for the year 2022 and Allocated as legal reserve funds for the year ended 31 December 2022.  
Agenda 4 To approve the re-election of directors who were due to retire by rotation for the year 2023  
Agenda 5 To approve the remuneration for Directors for the year 2023.  
Agenda 6 To approve the appointment of auditors of the Company and the audit fee for year 2023.  
Agenda 7 Other Matters (If any).
7. Resolved to approve that the date for determining the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) will be on Tuesday, 9 March 2023.

Please be informed accordingly

Yours faithfully,

( Mrs. Chutipa Klinsuwan )

Chief Executive Officer

V.L. Enterprise Public Company Limited