

AGM 2024



THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

On Friday, 19 April 2024 . Times 09.00 AM.
The Meeting of Physical
REGISTRATION WILL BE OPEN ON 08.00 A.M.

NOTES No distribution of souvenirs.

V.L. ENTERPRISE PUBLIC COMPANY LIMITED



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

21 March 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders

- Attachments:
1. Resolutions of the 2023 Annual General Meeting of Shareholders on Tuesday, 18 April 2023
 2. Annual Report of the year 2023 (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. (Attachment of Agenda 4)
 4. Definition of the Company's Independent Director (Attachment of Agenda 4)
 5. Information of the person who are proposed to be appointed as the Company's auditor (Attachment of Agenda 6)
 6. Proofs of rights for attending the Annual General Meeting of Shareholders
 7. Information of Independent Director proposed by the Company to be proxies
 8. The Company's Articles of Association regarding the Shareholders Meeting and voting methods
 9. A map of the Meeting venue
 10. Proxy from Type B

Pursuant to the resolution of the Board of Directors of V.L. Enterprise Public Company Limited No.2/2024 , **the shareholders are invited to attend the 2024 Annual General Meeting of Shareholders on Friday 19 April 2024 at 09.00 AM. Ploenchit Room, F Floor, Grande Centre Point Ploenchit Hotel 100 Wireless Road, Lumpini, Patumwan, Bangkok 10330.**

With regard to the determination of agenda items to be discussed at the 2024 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 15 December 2023 to 15 January 2024. 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 2023 and the Business Plan for the year 2024.

Facts and reasons:

The Company summarized its past performance and important changes during the year 2023. The details of which are displayed in the 2023 Annual Report (Form 56-1 One Report) in QR CODE form delivered to the shareholders together with the invitation letter, in Attachment 2. The 2024 business plan will be presented on the meeting date.



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The Board's Opinion:

It is proposed that the Shareholders Meeting acknowledge the 2023 Board of Directors report and acknowledge the 2024 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 Statements and Auditor Report for the year ended 31 December 2023

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 financial statements of the year ended on 31 December 2023, 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	2022	2023	Increase/(Decrease)	
	Million Baht	Million Baht	Million Baht	Percentage
Assets	1,882.09	1,900.18	18.09	0.96
Total Liabilities	994.27	878.55	(65.72)	(6.96)
Total Revenue	729.49	755.64	26.15	3.58
Net Profits	23.33	30.99	7.66	32.83
Profits per Share (Baht per Share)	0.023	0.027	-	-

The Board's Opinion:

It is proposed that the Shareholders Meeting approve the financial statements of the year ended 31 December 2023, which were audited and certified by the Company's auditor and considered and review by the Auditing Committee, with the opinion that the Company's financial statements of the year ended on 31 December 2023, 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 2023 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 2023 performance results and financial position, the Company had net profits, as per its financial statements, in the amount of Baht 30,988,213.58. The Company thus allocated the annual net profits in the total amount of Baht 1,550,000 which is five percent of net profits under the 2023 financial statements, as legal reserve fund. The Company deems appropriate to allocate profits as dividends to shareholders, at the rate of Baht 0.025 per share, totaling Baht 29,590,662.88 or 93 percentage of annual net profits in accordance with the Company's dividend payment policy. 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 13 March 2024 (Record Date). Also the dividend will be paid on Friday 17 May 2024.

The Board's Opinion:

It is proposed approve the dividend payment and the appropriate of legal reserve funds for the Company's 2023 performance results, as details as follows:

- Allocated as legal reserve funds in amount of Baht 1,550,000, which represents 5 percent of the net profit of the financial statements of the company for the Fiscal year 2023.
- Approve the omission of Annual Dividend payment for the year 2023. The payment shall be paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI). The Dividends will be paid at the rate of Baht 0.025 per share at the amount of Baht 29,590,662.88. The record date for the rights to receive dividend is on 13 March 2024 (Record Date). Also the dividend will be paid on Friday 17 May 2024.



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 2024

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 2024 Annual General Meeting, there are 2 retiring directors, as follows:

- (1) Mr.Yutthana Taepangthong Director, Independent Director, Chairman of Nomination and Remuneration Committee, Chairman of Corporate Governance and Sustainability Committee
- (2) Ms.Chutipa Klinsuwan Director, Chairman of the Executive Committee, 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 15 December 2023 to 15 January 2024. 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 2024 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 appointed 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



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the 2024 Shareholders Meeting approve the re- appointment of the retiring directors for another term as follows:

- (1) Mr.Yutthana Taepangthong Director, Independent Director, Chairman of Nomination and Remuneration Committee, Chairman of Corporate Governance and Sustainability Committee
- (2) Ms.Chutipra Klinsuwan Director, Chairman of the Executive Committee, 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 5 To approve the remuneration for Directors for the year 2024.

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 2024 as follows:

Position	BOD				AC				RA / NRC / CG&SD				AGM / EGM			
	Year 2021	Year 2022	Year 2023	Year 2024	Year 2021	Year 2022	Year 2023	Year 2024	Year 2021	Year 2022	Year 2023	Year 2024	Year 2021	Year 2022	Year 2023	Year 2024
Chairman of Board of Director	30,000	30,000	33,000	33,000									30,000	30,000	33,000	33,000
Director	12,000	12,000	13,500	13,500									12,000	12,000	13,500	13,500
Chairman of Audit Committee					20,000	20,000	22,000	22,000								
Audit Committee					12,000	12,000	13,500	13,500								
Chairman of Sub-Committee									5,000	5,000	5,000	5,000				
Sub-Committee									5,000	5,000	5,000	5,000				



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In this regard, No compensation any other benefit and 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 2024 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 2024.

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 2024, 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 |



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(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 2024 as follows:

	Year 2021	Year 2022	Year 2023	Year 2024 (proposed year)
Audit fee	1,000,000	1,050,000	1,050,000	1,100,000

No Other Fees.

Dhamniti 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 Dhamniti Audit Company Limited and also approve the auditing fee for the year 2024 as below.

	Year 2021	Year 2022	Year 2023	Year 2024 (proposed year)
Audit fee	1,000,000	1,050,000	1,050,000	1,100,000

Remarks: Excluding other services such as BOI inspection, translation, printing, communication and others.

The list of Auditors who were appointed as follows:

(1) Miss Thanyaphorn Tangtanopajai Certified Public Accountant No. 9169 or
(Certified over for 5 years Since Year 2016 – Year 2020)

(2) Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752 or
(Certified for 3 years Since Year 2021- Year 2023)

(3) Miss Arisa Chumwisut Certified Public Accountant No. 9393 or
(Never Certified)

(4) Miss Chotima Kitsirakorn Certified Public Accountant No. 7318 or
(Never Certified)

(5) Mr. Suwat Maneekanoksakul Certified Public Accountant No. 8134
(Never Certified)



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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 2043 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)

Company Secretary

Company Secretary

Tel: 0 22546604-5 ext. 119

สิ่งที่ส่งมาด้วย Enclosure 1



V.L. ENTERPRISE PLC.

10 AGM 2024



Minutes of the 2023 Annual General Meeting of Shareholders

Held on Tuesday 18 April 2023, at 09.00 hrs

At Ploenchit Room, F Floor

Grande Centre Point Ploenchit Hotel

100 Wireless Road, Lumpini, Patumwan, Bangkok 10330

Directors (attending the Meeting accounted for 100 percent of the total number of directors)

- | | |
|--------------------------------------|--|
| 1. ADM. Krisorn Chansuvanich | Chairman of the Board of Directors |
| 2. Cdr. Somchart Vipismakul | Director/ Independent Director/ Chairman of the Audit Committee and Chairman Risk Management Committee |
| 3. Mr.Yutthana Taepangthong | Directors/ Independent Director / Nomination and Remuneration Committee |
| 4. Mr. Chakaphat Naskan | Director/ Independent Director / Audit Committee and Chairman of Corporate Governance and Sustainability Committee |
| 5. Mr. Taveesilpa Chinnapatthanawong | Director/ Independent Director |
| 6. Mrs. Chutipa Klinsuwan | Director / Nomination and Remuneration Committee / Chairman of Executive Committee and Chief Executive Officer |
| 7. Mr. Pongsak Banluetanyalak | Director/ Independent Director and Corporate Governance and Sustainability Committee |
| 8. Mr. Aekkachai Archaphiphat | Director / Risk Management Committee / Corporate Governance and Sustainability Committee and Chief Financial Officer (CFO) |

Executive Officers attending the meeting were as follows.

- | | |
|----------------------------------|--|
| 1. Mr. Tawee Panichaporn | Risk Management Committee / Executive Committee and Deputy Chief Executive Officer |
| 2. Mr. Jittipong Morasert | Executive Committee / Chief Operating Officer and Technical Manager |
| 3. Ms. Chatchaniya Kraichotichai | Nomination and Remuneration Committee and Human Resources Manager |
| 4. Mr. Narongdej Boonsooksirawat | Safety Manager and Authorized Person for DPA |
| 5. Mr.Thanet Proongcharoenkij | Marketing Manager |
| 6. Mr. Boriphon Akkaphotikul | Operations Manager |
| 7. Ms. Onumar Thongsuwan | Company Secretary |

Auditors from Dhammaniti Audit Co., Ltd. attending the meeting were as follows.

- | | |
|---------------------------|-------------------|
| 1. Ms. Phuntipa Paoyoosuk | Auditor Assistant |
|---------------------------|-------------------|

The Meeting commenced at 09.00 hours.



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

The MC welcomed the Company’s Management and the shareholders attending the 2023 Annual General Meeting of Shareholders and informed the Company’s guidelines for the Annual General Shareholders’ Meeting and introduce the Company’s Board of Directors and Sub-Committees, Management, and the attendees of this meeting.

To ensure that the Meeting was conducted under the good governance principles, the MC expound on meeting procedures, as well as the voting methods by using the voting cards provided by the Company at the registration point and the vote counting, as follows:

1. There were 5 from 7 agenda items requiring the votes.
2. Each agenda item was to be considered as specified in the Meeting invitation letter.
3. In casting votes, each shareholder or its proxy shall have voting rights equal to the number of shares held, one vote for each share.
4. The vote to be cast at each agenda item was indicated in the invitation letter and the shareholders would be notified before the voting session of each agenda item.
5. Only against and abstain ballots will be collected. In the case where the shareholders failed to raise their hands, failed to submit the ballots, or submitted ballots 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 shareholders raised their hands, 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 a case, the Company had already recorded those early votes.
6. 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. Proxies appointed under a proxy form in which the appointing shareholders already cast their votes may no longer vote.
7. 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.
8. 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, to facilitate the proxies, the Company would record the earlier votes as specified in such proxy forms while the proxies were attending the meeting.
9. 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 vote.

10. The Company would consider the majority vote of the shareholders who attend the meeting and vote for approval or not, only "approval" and "disapproval" votes will be counted. "Abstention" votes shall not be regarded as the base of vote counting. Considering the agenda 2, 3, 4, 6, which requires a majority vote of the shareholders. Article 10 of the Company's Articles of Association provides that, in the ordinary event, the majority vote of the shareholders who attend the Meeting and cast their votes shall be considered. In the case of an equality of votes, the Chairman of the Meeting shall have an additional vote (1) as a casting vote.

11. Ballots in the following manners, the vote was considered void.

11.1 More than one type of vote was cast on the same agenda item except for the votes of foreign proxies who appointed a custodian in Thailand to take custody and depository of their shares.

11.2 Ballots with crossed out and without signature.

11.3 Ballots that are worn out and illegible.

The Company would ask the shareholders and proxy to hand it over to the Company's staff at the end of the meeting to verify the votes cast and ensure the transparency of voting.

12. Voting for each agenda item shall be made openly, not a secret ballot. The Company would take all the ballot papers back from the shareholders when the Meeting adjourned to keep as evidence.

- The Vote Counting Committee in the Meeting consisted of:
 1. Staff members of OJ International Company Limited (voting system provider); and
 2. A representative of independent shareholders, acting as an independent co-counting person, namely Mr. Suphadej Wongkui

Currently, V.L. Enterprise Public Company Limited has registered capital of Baht 600 million, issued and paid-up ordinary shares of Baht 538,995,226, representing 1,077,990,452 issued ordinary shares, in aggregate, with a par value of Baht 0.50 per share.

The Company determined the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders, or the Record Date on Thursday, March 9, 2023.

Today, there were 23 shareholders attending the Meeting, representing a total of 475,490,327 shares, and 10 shareholders attending by proxy, representing a total of 4,612,900 shares, thus totaling 33 attendants, holding altogether 480,103,227 shares or 44.5369 percent of total shares. The Company currently has a total of 9,454 shareholders representing a total of 1,077,990,452 shares, thereby, constituting a quorum as required by the Articles of Association of the Company. ADM. Krisorn Chansuvanich, Chairman of the Meeting was then invited to commence the Meeting and directed the Meeting to consider the matters by the following agenda:



Agenda Item 1 To acknowledge the Company's 2022 operating results and its 2023 business plan

The MC invited Ms. Chutipra Klinsuwan, Chief Executive Officer, to report to the Meeting.

Ms. Chutipra Klinsuwan informed that the Company prepared the 2022 Annual Report (Form 56-1 One Report) to provide details of the Company's performance results for the year ended 31 December 2022. The details of its report are circulated as Attachment 2 together with the invitation letter in the QR code form. Ms. Chutipra Klinsuwan further stated the overview business of V.L. Enterprise Public Company Limited which operates the business of maritime transportation of petroleum or oil tanker or transporting petroleum products and chemical products. The 5 key products to be transported include crude oil, fuel oil, kerosene, lubricants, and palm oil. In 2022, the Company had 12 tankers for operating its transportation business, including 10 tankers for domestic transportation and 2 tankers for international transportation. The total load capacity of tankers is 38,921 deadweight tons (DWT) and the average of the tanker fleet for 15 years. In March 2023, the Company has received one vessel with a 5,501 Dead weight ton, which shall result the overall fleet dead weight ton increase to 44,222 DWT, by total of 13 vessels.

The Company provides transportation services covering both domestic and international for its trade partners operating oil trade on a large scale or international refining company which transports to Southeast Asia, such as Philippines, Indonesia, Malaysia, Vietnam, and Myanmar.

The Company has had long-term contracts with its trade partners from 1991 until recently, which are the contract of Affreightment (COA) 1-13 years, Spot contract, and Time Charter contract. This enables the Company to establish the goal to achieve sustainable growth continuously and stability. Besides, the Company's strategies place importance and emphasis on safety standards, personnel with expertise and considerable experience, and standard transportation which was admitted by Oil Companies International Marine Forum (OCIMF). The Company has a 30-year long-term contract and designed the Double Hull Vessel to prevent an oil spill in the ocean and protect an impact on the marine environment. Furthermore, the new shipbuilding is certified by IMO.

The Company employed engine emissions as Tier II standards which can control NOx emissions from ship exhaust for climate and environmental sustainability.

The Company received various awards from several organizations from 2013 to 2022 including Transportation Safety Awards and the Operational Excellence Awards.

In addition, on the control of risk the Company is working on both policies and risk management plans for controlling risks to an acceptable level and reduce the chances of loss and failure this shall make the Company to be able to operate business steadily and continuously by monitoring various situations that occurred during the past year 2022 for analyzing, evaluating and determining the measurement in order to prevent an unexpected incidents with the company or when an incident occurs, the Company will have preventive measures to handle with in a timely manner.

Regarding to corporate governance, the Company is aware of the importance of good corporate governance in order to demonstrate effective, transparent and verifiable of the management that can create the confidence for shareholders, investors, stakeholders and related parties especially in anti-corruption, the Company normally provides training for knowledge together with open channels for whistle blowing and suggestions can be made directly to the Board of Directors through a variety of channels. In addition, the Company has also promoted



anti-corruption policy which announced on the company's website. Since 2022, the company has not found any acts of corruption.

For year 2022, the situation of the COVID-19 epidemic has improve so the government has reduce the disease control as they need to re-open the country again. As a result, Thailand can open up the country and drive the economy for both domestic and international traveler. Therefore, this make the more of oil consumption and economic flow with overall of oil consumption in 2022 at 151.16 million liters per day which sharply increase compared to the same period of last year at around 13.5% by present into gasoline consumption of 30.2 million liters per day or increase of 3.9%, and diesel consumption was 73.1 million liters per day or increase of 15.7%.

The overall of refining production in 2022 has increased by approximately 3.9%, with the total production capacity at 82% of the total production capacity with gasoline production increasing by 4.3% and diesel production increasing by 1.8%. Therefore, it can be seen that in 2022, the Company's revenue grew by 8.95% compared to 2021 with the Company's revenue of the year 2022 was 729.49 million baht, while the year 2021 had a total revenue of 669 million baht, although the total revenue of the company had an increased proportional. Together with the net profit was equal to 23.33 million baht, close to the year 2021, because of the cost of fuel price dramatically increased around of 30%, which was the increasing trend throughout the year 2022 and another reason is that in 2022, the Company had six vessels undergoing to do dry docking maintenance. However, in 2023, there will be only 2 vessels undergoing maintenance.

The Company's has total assets at the end of 2022 at 1,882 million baht, decrease by 3.6% from the end of 2021 because the Company sold one vessel name "V.L. 10".

The Company's has total liabilities and shareholders' equity at the end of 2022 at 1,882 million baht, decrease by 3.6% from the end of 2021 because of the value of interest-bearing debt (repayment of the loan according to the contract).

In addition, the company continues to promote the activities that are beneficial to society, communities and the environment, such as the "V.L. Seeds Project" which is the 3rd and 4th generation. This is an opportunity for the Company to provide scholarships for the people who need fund and would like to have a chance on their career and also to increase quality people in marine business.

Moreover, the company also operates the business under the vision and guidelines for conducting business with responsibility and sustainable environmental management. Our goal is to reduce greenhouse gas emissions and try to balanced environmental management. Under the SDG Goals no. 13 on Climate Action, to take urgent action to handle the climate change situation and the impacts, and no. 17 on Partnerships for the Goals, to build partnership power and International cooperation towards sustainable development. In 2022, the company has supported the planting of trees to increase forests and green areas with the Association of Listed Companies on the Market for Alternative Investment (MAI) through the Care the Wild "Plook Pong" Plant and Protect Project. This is a collaboration platform that truly raises funds to create forests which successfully of created forest and green areas and also created a sustainable source of food for the community by planting forests at Ban Oi Community Forest, Ban Boon Rung, Ban Wiang Subdistrict, Rong Kwang District, Phrae, on the approximating arear of 1 rai for planting 200 trees, which will help to absorb greenhouse gases by 1,800 kilograms of carbon dioxide equivalent per year.



The Company also participated in a volunteer coaching activity with the Stock Exchange of Thailand under the project of “Set Social Impact GYM 2022” in order to promote the good health and well-being, to reduce inequality, to create a happiness society without discrimination as well as promoting industry, innovation, and good infrastructure.

For the Company’s project plan in 2023, according to the Company has proceeded according to the objective of expanding the two vessels in the fleet which is one already received in Marc and another one shall be acquire by end of the year which the investment fund shall be from the issuance of warrants which already exercised by three time with the total value at 138.99 million baht or 70% of the warrant issuance. There is still one more time to exercise, on 27th April, 2023 which shall be the last time, the exercise period is from 12-26th April, 2023.

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

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

Agenda Item 2 To approve the Company’s financial statements and the auditor’s report for the year ended 31 December 2022.

The MC invited Mr. Aekkachai Archaphiphat, Chief Finance Officer (CFO), to present the details of the financial statements to the Meeting.

Mr. Aekkachai Archaphiphat informed the Meeting that the Company’s 2022 financial statements and auditor’s report ending on December 31, 2022, 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 financial statements and auditor’s report auditor to the Board of Directors and then to the Shareholders’ Meeting today. The details of the Company’s financial statements were displayed in the Annual Report 56-1 (One Report) in Attachment 2. The key elements were summarized as follows:

Subject	2020	2021	Increase/(Decrease)	
	Million Baht	Million Baht	Million Baht	Percentage
Assets	1,951.97	1,882.09	(69.88)	(3.58)
Total Liabilities	1,057.11	994.27	(62.84)	(5.94)
Total Revenue	669.51	729.49	59.98	8.95
Net Profits	23.11	23.33	0.22	0.95
Profits per Share (Baht per Share)	0.028	0.023	-	-

The Board of Directors reviewed the consolidated financial statements for the year 2022, which were prepared in accordance with the Financial Reporting Standards. Thus, the Company asked the Meeting to review and approve the Company’s financial statements and the auditor’s report for the year ended December 31, 2022.

Agenda item 2 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 regarding this agenda item might write them down in the provided papers and those questions or queries would be answered at the final session.

Resolution Meeting resolved to approve the financial statements and the auditor's report ending December 31, 2022, by a majority of votes of the shareholders and proxies who attended the Meeting and had the right to vote.

There were additional 6 shareholders which is equal to 21,741 shares, attending the Meeting during the consideration to this agenda, including 39 shareholders who attended the Meeting, totaling 480,124,968 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	480,124,868	100.0000
Disapproval	-	0.0000
Abstention	100	Not a base of vote counting
Voided ballots	-	0.0000
Total	480,124,868	100.0000

Agenda Item 3 To approve the dividends payment and the legal reserve for the Company's operating result for the year ended December 31, 2022.

The MC invited Mr. Aekkachai Archaphiphat, Chief Finance Officer (CFO), to report to the Meeting.

Mr. Aekkachai Archaphiphat informed the meeting that in compliance with Section 115 of the Public Limited Company Act B.E. 2535 (as amended), the dividend payment is required to approve by the Shareholders' meeting, except the payment of interim dividend can receive approval by the Board of Director and must be reported to the next Shareholders' meeting and according to the Public Company Act., Section 116, the Company is required to allocate part of the annual net profit as a 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.

Furthermore, the Company has the policy to pay dividends to shareholders of at least 40 percent of the net profit according to the Company's separate financial statements, after corporate income tax deduction and the allocation of all types of reserve funds according to the Company's regulations and according to the law.

According to operating results and financial position in 2022, the Company reported a net profit of 23,332,045.71 Baht. In this regard, the Company had a resolution on the appropriation of profit of 1,170,000 Baht which is five percent of the net profit for the legal reserve as recorded in the financial statement for the year 2021. Therefore, the Company had a resolution omission of Annual Dividend payment for the year 2022. And acknowledge 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 or 92.40 percentage of annual net profits. The payment shall be paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI).

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 regarding this agenda item might write them down in the provided papers and those questions or queries would be answered at the final session.

Resolution The Meeting unanimously resolved to approve the suspension of dividend payment and legal reserve for the operating results for the year ended December 31, 2022.

There were additional 6 shareholders which is equal to 30,105 shares, attending the Meeting during the consideration to this agenda, including 45 shareholders who attended the Meeting, totaling 480,155,073 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	480,154,973	100.0000
Disapproval	-	0.0000
Abstention	100	Not a base of vote counting
Voided ballots	-	0.0000
Total	480,154,973	100.0000

Agenda Item 4 To consider and approve the election of the directors in replacement of the directors who retire by rotation for the year 2023

3 directors shall retire, which are:

- (1) Mr. Taveesilpa Chinapattanawong Director
- (2) Mr.Pongsak Bunluethunyalak Director, Independent Director, Corporate Governance and Sustainability Committee
- (3) Mr.Aekkachai Archaphiphat Director, Risk Management Committee, Executive Committee, Corporate Governance and Sustainability Committee and Chief Financial Officer

The Company invited shareholders to nominate a candidate, which must be fully qualified with the Public Company Limited Act and in compliance with V.L.'s regulations as published on the Company's website from 1 November 2022 to 31 December 2022. No shareholders were proposing a candidate for the directorship election and the purposes of compliance with the principles of good corporate governance and transparency, all 3 directors as per the names above and were asked to step outside the meeting room until the voting on this agenda was finished.

Mr. Yutthana Taepangthong reported to the meeting that, Section 71 of The Public Company Act B.E. 2535 (as amended) and Article 25 of the Company's Articles of Association specified that "One-third of the sitting directors would be required to retire by rotation at the time of each annual general meeting of shareholders. Retiring



directors would be eligible for re-election as directors. Directors were due to retire upon term completion at the Ordinary General Meeting of Shareholders No.1 / 2023 as follows:

- (1) Mr. Taveesilpa Chinapattanawong Director
- (2) Mr. Pongsak Bunluethunyalak Director, Independent Director, Corporate Governance and Sustainability Committee
- (3) Mr. Aekkachai Archaphiphat Director, Risk Management Committee, Executive Committee, Corporate Governance and Sustainability Committee and Chief Financial Officer

The Nomination and Remuneration Committee had considered the qualification of those nominees in compliance with the related rules and regulations, along with their various knowledge, abilities, experiences, and expertise for the benefit of the Company's operation. The Nomination Committee selected and nominated individuals to be appointed as members of the Board of Directors by proposing that 3 directors resume their positions for another term. Then the nomination was proposed to the Board of Directors who considered it deems appropriate to propose to the Shareholders Meeting 2023.

Details of the Nominees Proposed to be elected as Directors of the Company and the Definition of Independent Committee disclosed in QR Code on Attachment 3 and Attachment 4.

This agenda item shall be approved by the nominated person with 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 regarding this agenda item might write them down in the provided papers and those questions or queries would be answered at the final session.

Resolution: The Meeting approved the re-election of 3 retiring directors for another term as proposed, by the following votes:

1. Mr. Taveesilpa Chinapattanawong, the total votes cast by the shareholders and proxies attended and voted in the meeting, with the following votes:

There were additional 4 shareholders which is equal to 156,202 shares, attending the Meeting during the consideration to this agenda, including 49 shareholders who attended the Meeting, totaling 480,311,275 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	461,381,225	100.0000
Disapproval	100	0.0000
Abstention	18,929,950	Not a base of vote counting
Voided ballots	-	0.0000
Total	461,381,325	100.0000

Remark: Mr. Taveesilpa Chinapattanawong, the director who has interests therein shall abstain from voting on this agenda.



2. Mr. Pongsak Bunluethunyalak the total votes cast by the shareholders and proxies attended and voted in the meeting, with the following votes:

There were additional 3 shareholders which is equal to 201 shares, attending the Meeting during the consideration to this agenda, including 52 shareholders who attended the Meeting, totaling 480,311,476 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	480,311,376	100.0000
Disapproval	-	0.0000
Abstention	100	Not a base of vote counting
Voided ballots	-	0.0000
Total	480,311,376	100.0000

3. Mr. Aekkachai Archaphiphat, the total votes cast by the shareholders and proxies attended and voted in the meeting, with the following votes:

There were additional 7 shareholders which is equal to 156,403 shares, attending the Meeting during the consideration to this agenda, including 52 shareholders who attended the Meeting, totaling 480,311,476 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	550,741,442	100.0000
Disapproval	0	0.0000
Abstention	0	Not a base of vote counting
Voided ballots	0	0.0000
Total	550,741,442	100.0000

Remark: Mr. Aekkachai Archaphiphat, the director who has interests therein shall abstain from voting on this agenda.

The MC then invited the three newly elected directors back to the meeting room.

Agenda Item 5 To consider and approve the determination of directors' remuneration for the year 2023.

The MC invited Mr. Yutthana Taepangthong, Chairman of the Recruitment and Remuneration Committee, to present the director's remuneration details to the Meeting.

Mr. Yutthana Taepangthong informed the Meeting that according to the Company's regulations and the Public Companies Act, B.E. 2535 (as amended), Section 90, the directors shall have the right to receive remuneration from the Company in the form of reward, meeting allowances, gratuity, bonus, or fringe benefit in accordance with regulations of the Company, or the consideration of the shareholders' meeting which may specifically determine the amount or determine the rules either from time to time or to be in full force and effect until the change and shall have the right to receive remuneration and benefits of the Company.

The Nomination and Remuneration Committee has considered the director's remuneration, by considering the benchmark rates of peers in the industry, including the scope and responsibility of each committee as well as the performance of the Board of Directors and Sub-Committees, and endorsed the matter to be proposed



to the Annual General Meeting of Shareholders to approve the directors' remuneration for the year 2023 The details are as follows:

Position	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			

The directors who are executive directors and receive fixed salaries shall not receive meeting attendance fees and annual bonus but will receive the remuneration as per the Company's regulations. However, the directors will receive a bonus which will be paid to directors who are not executive directors once a year, in the total amount of not exceeding Baht 1,500,000.

This agenda can be made only with approval by the votes of not less than two-thirds of the number of shareholders and proxies present at the meeting.

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

Resolution: The Meeting resolved to approve the remuneration of the Board of Directors for the year 2023 as proposed by votes of more than two-thirds of the total votes of the shareholders attending the Meeting, as follows:

There were additional 3 shareholders which is equal to 3 shares, attending the Meeting during the consideration to this agenda, including 55 shareholders who attended the Meeting, totaling 480,311,479 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	480,298,379	99.9973
Disapproval	13,000	0.0027
Abstention	100	Not a base of vote counting
Voided ballots	-	0.0000
Total	480,311,379	100.0000



Agenda Item 6 To consider and approve the appointment of auditors and determine the auditing fee for the year 2023.

The MC invited Mr. Aekkachai Archaphiphat, Chief Financial officer, to present the details relative to this agenda item to the Meeting.

Mr. Aekkachai Archaphiphat informed the Meeting that according to the Public Companies Act B.E. 2535 (as amended)), Section 120, and Article 63 of the Company's Articles of Association specified that there shall be an appointment of an auditor and the determination of an audit fee of the company at an annual ordinary meeting of shareholders each year, and the auditor must not be a director, member, employee or a person holding any office of the company as defined in the Public Companies Act B.E. 2535 (as amended), Section 121. In addition, according to the notification of the Capital Market Supervisory Board, the auditor of a listed company in SET must be rotated every seven fiscal years, regardless of consecutiveness, and must refrain from performing audit services for five consecutive fiscal years. However, in appointing an auditor, the former auditor may be re-appointed after the five consecutive fiscal years.

The Audit Committee had considered and resolved to select the Company's 2023 statutory auditor, considering the independency, skill, 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 a further proposal made to the Shareholders Meeting, to appoint the auditors from Dhammaniti Audit Company Limited as the Company's auditor for the years 2023, namely:

- | | |
|-----------------------------------|---|
| (1) Ms. Thanyaphorn Tangtanopajai | Certified Public Accountant No. 9169 and/or |
| (2) Mr. Peeradech Pongsatiansak | Certified Public Accountant No. 4752 and/or |
| (3) Ms. Arisa Chumvisut | Certified Public Accountant No. 9393 and/or |
| (4) Ms. Chotima Kitsirikorn | Certified Public Accountant No. 7318 and/or |
| (5) Mr. Suwat Maneekanoksakul | Certified Public Accountant No. 8134 |

By designating one of the following auditors as an auditor to perform auditing work and express opinions on the financial statements for the year 2023, the audit fee of 1,005,000 Baht as same the year 2022 and none other fees.

In this regard, Dhammaniti Audit Company Limited and the five proposed auditors have neither interest nor relationship with the Company, its subsidiaries, executives, major shareholders, or other related persons that may deprive their independence in discharging their duties on the audit of the financial statements.

This agenda can be made only with approval by the majority votes of the number of shareholders and proxies present at the meeting.

Resolution The Meeting resolved to approve the appointment of the auditors and approve the audit fee for the year 2023 as proposed. The resolution was passed by a majority of votes of the shareholders and proxies who attended the Meeting and cast their votes as follows:



There were additional 0 shareholders which is equal to 0 shares, attending the Meeting during the consideration to this agenda, including 55 shareholders who attended the Meeting, totaling 480,311,479 shares, and the votes are as follows.

Types of Voting	Number of Votes Cast	Percentage of voting
Approval	480,311,379	100.0000
Disapproval	0	0.0000
Abstention	100	Not a base of vote counting
Voided ballots	-	0.0000
Total	480,311,379	100.0000

Agenda Item 7 Other matters (if any)

To comply with the Public Companies, Act B.E. 2535 (as amended), Section 105 defines that, the shareholders holding shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider other matters in addition to those specified in the invitation notice.

In addition, this agenda item was determined for the shareholders to ask questions and/or give opinions to the Board of Directors (if any) and/or have the Board of Directors answer the shareholders' questions.

There were no other agenda items proposed in the Meeting.

The MC asked Ms. Chutipra Klinsuwan, Chief Executive Officer, to read the questions raised by the shareholders, and to answer the queries and comments of the shareholders, as follows:

Question 1 **Ms. Chanisada Piyapanichayakul**, a proxy, asking about the cost plus method for oil costs shall apply to COA, Spot Charter and Time Charter contracts or not?

Mr. Aekkachai Archaphiphat, Chief Financial Officer, clarified that the method of calculating transportation costs by cost plus method is applied for COA contract basic or long-term contract. For SPOT charter and international charter shall be based on the market price and depend on the market situation.

Question 2 **Ms. Chanisada Piyapanichayakul**, a proxy, asking about the cost of dry docking maintain for all six vessels?

Mr. Aekkachai Archaphiphat, Chief Financial Officer, clarified that in 2022, with the Company had six vessels due for docking, the cost is approximately 44 million baht with an average of 6-7 million baht per vessel which was considered as the main expense of the company's major maintenance.



There are no further matters proposed and questions raised by shareholders. The Chairman thanked the shareholders for their attendance and declared the Meeting closed at 10.30 hrs.

Signed Admiral

(Krisorn Chansuvanich)

Chairman of the meeting

Signed

(Ms. Onumar Thongsuwan)

Company Secretary

สิ่งที่ส่งมาด้วย

Enclosure

2



V.L. ENTERPRISE PLC.

Attachment 2



ANNUAL REPORT OF THE YEAR 2023 (FORM 56-1 ONE REPORT), IN THE QR CODE FORM (ATTACHMENT OF AGENDA 1 AND 2)

Using QR Code for downloading Annual Report 2023 (Form 56-1 One Report)

For iOS system (iOS 11 and above)

1. Open the camera (Camera) on the phone.
2. Scan the QR Code
3. The screen will have a message. (Notification) to the top, click on that message to view meeting information.

Note: If there is no message (Notification) on mobile phones, shareholders can scan the QR Code from the application. (Application) Other such as QR CODE READER, Facebook and LINE etc.

For android system

1. Open the application QR CODE READER, Facebook or LINE. Procedure for scanning QR Code via LINE
 - 1.1 Go to LINE and select add friend (add friends).
 - 1.2 Select QR Code
 - 1.3 Scan QR Code
2. Scan the QR Code to view meeting information.

สิ่งที่ส่งมาด้วย

Enclosure

3



V.L. ENTERPRISE PLC.

Mr. Yutthana Taepangthong

Age 50 years

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

Starting Date of Directorship No.1 : August, 30 2018

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

No.3 : April, 12 2021 (Listed.)

Time in Current Position : 5 years 8 month

Terms of Current Position : 3

The Company's Securities Holding Proportion : None

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.

- | | |
|----------------|--|
| 2023 - Present | Board of Directors / Audit Committee
- Pathawin PLC. (Product of Cosmetics)
- Miracle Grand Intertrade PLC.
(Business of buying and selling for a complete group of recycled product) |
| 2022- Present | Chief Financial Officer
- Nova Organic PLC. (Dietary supplements and health products) |
| 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) PLC.
(production of aluminum and galvanized steel parts) |

• None Listed.

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



Mrs. Chutipa Klinsuwan

Age 68 years

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

Starting Date of Directorship No.1 : March, 27 2018 (After change to Listed.)
No.2 : April, 11 2019 (Listed.)
No.3 : April, 20 2022 (Listed.)

Time in Current Position : 5 years 8 month

Terms of Current Position : 3

The Company's Securities Holding Proportion 40.58 % (End of December, 31 2023)

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 Class 2/2017
- Advanced Master of Management class 5/2020
- Executive Energy Program (EEP) class 6/2020
- IR In Action (MAI) Class 1/2565
- Foundation of Thammasat Leadership program (FTL) Class 20/2023

WORK EXPERIENCES

• Listed.

- 2017 – Present Board of Directors / Chief Executive Officer / Nomination and Remuneration Committee / Authorized Signatory Director
Chief Executive Officer
- V.L. Enterprise PLC.
(To provide a transportation service of petroleum and chemical products)
- 2011 –2017 Chairman of The Board / Chief Financial Officer/
- V.L. Enterprise PLC.
(To provide a transportation service of petroleum and chemical products)
- 2011 –2017 Chairman of The Board / Chief Financial Officer
- Chutipa Marine Oil Co., Ltd.
(To provide a transportation service of petroleum and chemical products)

• None Listed.

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



สิ่งที่ส่งมาด้วย

Enclosure

4



V.L. ENTERPRISE PLC.

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

สิ่งที่ส่งมาด้วย Enclosure 5



V.L. ENTERPRISE PLC.

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวธัญพร ตังถนอปจาย

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

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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

สิ่งที่ส่งมาด้วย Enclosure 6



V.L. ENTERPRISE PLC.

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.

สิ่งที่ส่งมาด้วย

Enclosure

7



V.L. ENTERPRISE PLC.

Cdr. Somchart Vipismakul Rtn.

Age 66 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 (After change to Listed.)
No.2 : April, 11 2019 (Listed.)
No.3 : April, 20 2022 (Listed.)

Time in Current Position : 5 years 8 month

Terms of Current Position : : 3

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 PLC.

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.



สิ่งที่ส่งมาด้วย

Enclosure

8



V.L. ENTERPRISE PLC.

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

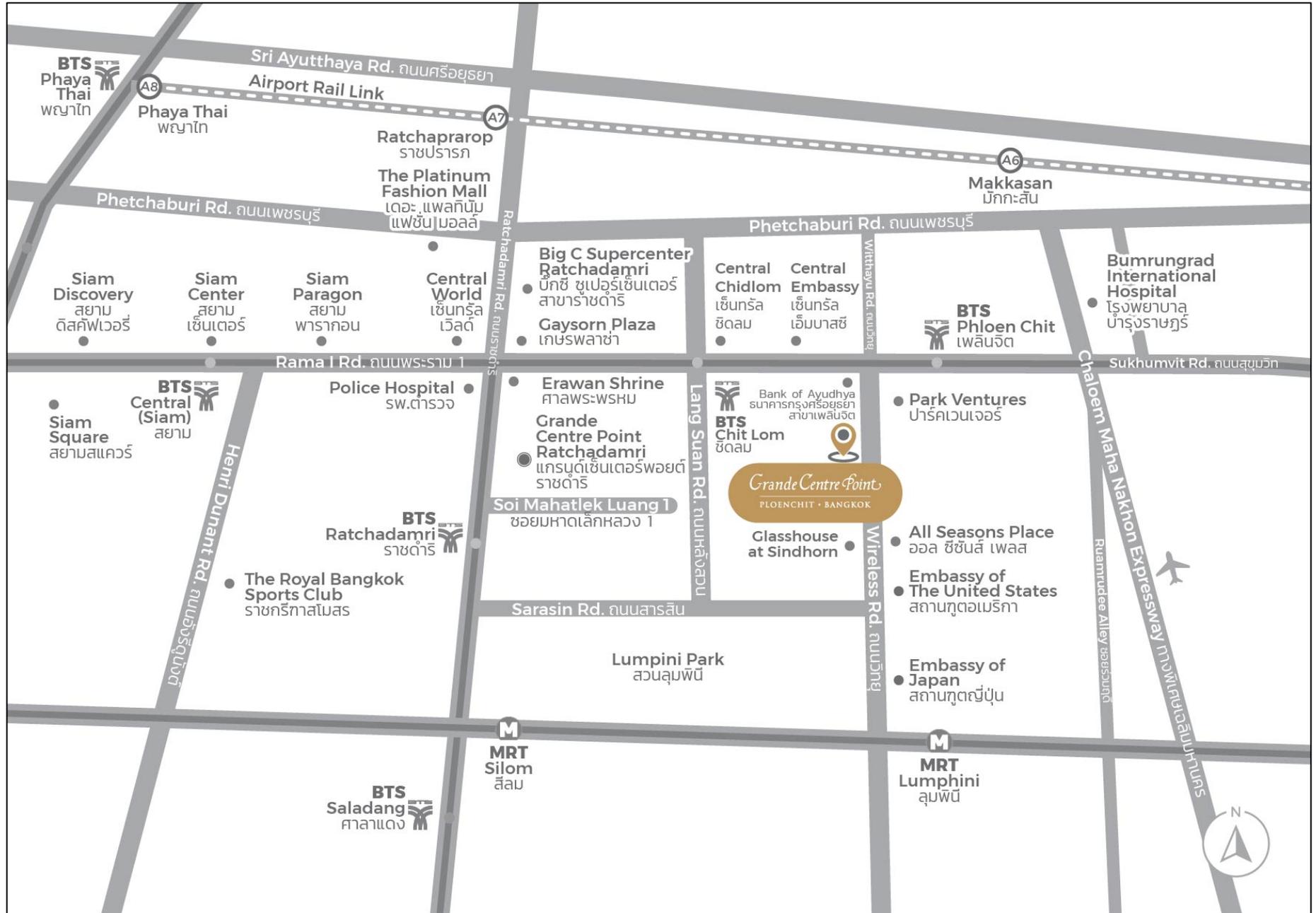
4.3 In case that shareholders would like to express their opinion and ask question that was not in the scope of the considered agenda, the Company would like you to propose such issues in the last agenda of the meeting

สิ่งที่ส่งมาด้วย Enclosure 9



V.L. ENTERPRISE PLC.

แผนที่โรงแรมแกรนด์ เซ็นเตอร์พอยต์ เฟลีนิจิต กรุงเทพฯ



สิ่งที่ส่งมาด้วย Enclosure 10



V.L. ENTERPRISE PLC.

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 Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Tambol/Khwaeng Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วี.แอล.เอ็นเตอร์ไพรส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น
Being a shareholder of V.L. Enterprise Public Company Limited, holding the total 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 Votes

หุ้นบุริมสิทธิ 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 Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphoe/Khet Province Postal Code or

2. อายุ ปี อยู่บ้านเลขที่ ถนน
Age Year Residing at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphoe/Khet Province Postal Code or

3. อายุ ปี อยู่บ้านเลขที่ ถนน
Age Year Residing at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphoe/Khet Province Postal Code or

4. นาวาโท สมชาติ วิพิศมากุล ตำแหน่ง กรรมการอิสระ อายุ 66 ปี
Cdr.Somchart Vipismakul Rtn. Positions Independent Director Age 66 Years

อยู่บ้านเลขที่ 191/48 หมู่บ้านสหกรณ์ไทยออยล์ ถนนแกกิโล ต.สุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110

Residing at 191/48 MooBan Sahakornthaioil, Kaokilo Road, Surasak Subdistrict, Siracha District, Chonburi Province 20110

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันอังคารที่ 19 เมษายน 2567 เวลา 09.00 น. ณ ห้องเพลินิจิต ชั้น F โรงแรมแกรนด์ เซ็นเตอร์พอยต์ เพลินิจิต กรุงเทพฯ เลขที่ 100 ถนน วิทญู แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้กรรมการอิสระที่เป็นผู้รับมอบฉันทะเป็นผู้ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่นในทุกวาระที่เสนอในการประชุม AGM ครั้งนี้

To attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 on Tuesday 19 April 2024 at 09.00 am. at Ploenchit Room, F Floor, Grande Centre Point Ploenchit Hotel 100 Wireless Road, Lumpini, Patumwan, Bangkok 10330, 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 2566 และแผนงานปี 2567

Agenda 1 To acknowledge the Company's operating results of the year 2023 and the Business Plan for the year 2024.

(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 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 To approve the Financial Statement and Auditor Report for the year ended December 31, 2023

- (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 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 To approve Dividend payment and Allocated as legal reserve funds for the year 2023

- (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 2567

Agenda 4 To approve the re-election of directors who were due to retire by rotation for the year 2024

- (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. นายยุทธนา แต่ปางทอง / Mr. Yutthana Taepangthong
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นางชุตินา กลิ่นสุวรรณ / Ms. Chutipana Klinsuwan
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานอมนัดกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

Agenda 5 To approve the remuneration for Directors and Sub-Committee Members for the year 2024

- (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 2567

Agenda 6 To approve the appointment of auditors of the Company and the Company's subsidiaries and the audit fee for year 2024

- (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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่มีวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2567 ในวันอังคารที่ 19 เมษายน 2567 เวลา 09.00 น. ณ ห้องเพลินจิต ชั้น F โรงแรมแกรนด์ เซ็นเตอร์พอยท์ เพลินจิต กรุงเทพฯ เลขที่ 100 ถนน วิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
In the Annual General Meeting of Shareholders for the year 2024 on Tuesday 19 April 2024 at 09.00 am. at Ploenchit Room, F Floor, Grande Centre Point Ploenchit Hotel 100 Wireless Road, Lumpini, Patumwan, Bangkok 10330, 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
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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 พิจารณานอญมติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2566 (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
(.....)