



Annual Registration Statement / Annual Report

Form 56-1 One Report

(e-One Report)

V.L. ENTERPRISE PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024



Table of Contents

	Page
Part 1 Business Operations and Performance	
1. Group Structure and Operations	
1.1 Policy and business overview	1
1.2 Business Operations	8
1.3 Shareholding structure	22
1.4 Number of registered capital and paid-up capital	24
1.5 Issuance of other securities	25
1.6 Dividend payment policy	26
2. Risk management	
2.1 Risk mgmt policy and plan	28
2.2 Risk factors	29
3. Sustainable Development	
3.1 Sustainability Management Policy and Targets	35
3.2 Management of impacts on stakeholders in the business value chain	37
3.3 Management of environmental sustainability	44
3.4 Social sustainability management	53
4. Management Discussion and Analysis (MD&A)	
4.1 Operation, financial condition and material changes, accompanied by the causes or factors contributing thereto during the past year	63
4.2 Potential factors or incidents that may materially affect the financial condition or the operating results	66
4.3 Disclose information from the financial statements and significant financial ratios	67
5. General information and other material facts	

Table of Contents (continued)

	Page
5.1 General information	73
5.2 Other material facts	74
5.3 Legal disputes	75
5.4 Secondary market	76
5.5 Financial institution with regular contact (only in case of debt securities offeror)	77
 Part 2 Corporate Governance	
 6. Corporate governance policy	
6.1 Corporate Governance Policy	78
6.2 Business code of conduct (if any)	82
6.3 Material changes and developments regarding policy, guidelines and corporate governance system in the preceding year	90
 7. Corporate governance structure and significant information related to the board of directors, subcommittees, executives, employees, and others	
7.1 Corporate Governance Structure	94
7.2 Information on the Board of Directors	95
7.3 Information on subcommittees	104
7.4 Information on executives	115
7.5 Information on employees	121
7.6 Other significant information	123
 8. Report on key operating results on corporate governance	
8.1 Summary of duty performance of the Board of Directors in the past year	125
8.2 Report on the results of duty performance of the Audit Committee in the past year	138
8.3 Summary of the results of duty performance of subcommittees	140

Table of Contents (continued)

	Page
9. Internal control and related party transactions	
9.1 Internal control	143
9.2 Related party transactions	147
Part 3 Financial Statement	
Board of Directors' Responsibility Statement for the Financial Report	151
Auditor's Report	153
Financial Statements	160
Notes to the Financial Statements	169
Back up attachment	
Attachment	205

Part 1 Business Operations and Performance

1. Group Structure and Operations

1.1 Policy and business overview

1.1.1 Overview of the vision, objectives, goals and business strategies

Message from the chairman

Dear Shareholders,

2024 continues to be a challenging year for the company. Despite the overall recovery of the Thai economy, fuel costs remained volatile throughout the past year. Domestic oil consumption increased by 2.1%, in line with the projected economic growth of 2.6-2.7% driven by the recovery of tourism, transportation, and other sectors. However, the company's ability to analyze and adapt its management strategies promptly to the rapidly changing situation has resulted in a 9% increase in revenue this year.

The company has comprehensive plans in place to mitigate various risks and is cautiously implementing its business plan as communicated to stakeholders. Our aim is to strengthen the company, achieve revenue growth compared to the previous year, and continue to prioritize personnel development. We are also committed to promoting excellence in Environmental, Social, and Governance (ESG) practices to ensure the sustainability of our business.

Lastly, on behalf of the Board of Directors, management, and employees of the company, I would like to thank our shareholders, customers, partners, the general public in the community, and all stakeholders for your continued support and encouragement. We are committed to operating in accordance with our vision and mission, and we will strive to grow our business sustainably.

Admiral Kraisor Chansuvanich
Chairman of the Board

Vision

A leading shipping company in the petroleum and chemical transportation business, both domestically and regionally in Asia.

Objectives

The company was established in 1991. Later, in 1993, it began operating a petroleum product transportation business using one vessel, V.L. 1, providing services to Esso (Thailand) Public Company Limited. The vessel had a deadweight tonnage of approximately 2,148 tons. The company transported goods by sea both domestically and internationally. It then expanded its sea transportation services for products to customers in foreign countries.

In 1996, the company saw an opportunity to expand its business due to the increasing demand for petroleum and chemical products, as well as to diversify its business risks. It began transporting petroleum and chemical products for customers in Southeast Asia.

As of December 31, 2024, the company has a fleet of 12 vessels for business operations, with a total deadweight tonnage of 38,747 tons and a total oil tank capacity of 40,000.62 cubic meters. The average age of the fleet is 17 years.

Currently, the company has a registered capital of 600 million baht, with 591.81 million baht paid up. On May 21, 2018, the company was listed on the Market for Alternative Investment (MAI) for the first time and raised funds by issuing warrants (VL-W1) in 2021 to expand business opportunities and strengthen the company's foundation.

Goals

- Conducting business with honesty and adhering to good governance principles
- Providing quality services with safety, hygiene, and environmental standards
- Developing qualified and experienced personnel, operating professionally
- Creating investment value to generate fair returns
- Managing and caring for stakeholders equally for credibility and satisfaction

Business strategies

- The company employs highly qualified personnel with specialized expertise and over 30 years of experience.
- The company operates vessels equipped with emission control technology meeting the Tier II engine standards for new ships, demonstrating its commitment to environmental friendliness.
- The average fleet age is as young as 17 years as of December 31, 2024.
- The company is committed to providing honest and ethical services.
- The company operates under transportation standards that prioritize safety, adhering to the OCIMF system.

Fleet age

"Average fleet age of V.L. is 17 years"

The company provides services with safety as a top priority. One factor is the age of the fleet, which is an important part of operating efficiently. Younger vessels tend to require less maintenance than older vessels, allowing the company to manage its fleet for maximum efficiency.

Currently, the company has an average fleet age of only 17 years as of December 31, 2024, compared to the vessel age limit set by some ports at 30 years.

Pollution Control

The company prioritizes environmental impact by using engines with nitrogen oxide (NOX) and other emission controls that are IMO Tier II certified for new ships, including energy management in accordance with the "SEEMP" Ship Energy Efficiency Management Plan, which controls air pollution.

The company has taken steps to reduce and prevent pollution from ships, such as waste disposal and atmospheric emissions, which the company considers to be generally accepted principles and standards by directly controlling ship pollution.

The International Convention for the Prevention of Pollution from Ships, 1973, as modified by the Protocol of 1978 relating thereto ("MARPOL 73/78") aims to prevent marine pollution from ships, both operational and accidental. It covers pollutants that harm the marine environment.

The company's new shipbuilding engines have been certified with Tier II standards from Korean Register Class (KR).

MARPOL 73/78

NOX Emission Standards

The NOX emission limits of MARPOL Annex VI Regulation 13 apply to each marine diesel engine with a power output of more than 130 kW installed on a ship. Marine diesel engines are defined as reciprocating internal combustion engines that operate on liquid or dual fuel. There are two exceptions: engines used solely for emergencies and engines on ships operating exclusively in waters subject to state control with an agreed notification. The latter exception applies only when these engines are subject to alternative NOX control measures.

NOX emission limits are set for diesel engines based on the maximum engine speed (N, RPM). Tier I and Tier II limits are global standards, while Tier III standards apply only in NOX EMISSION CONTROL areas.

The table shows the air emission rates from combustion and the limits comparing Tier I, Tier II, and Tier III levels as shown in the following link: <https://dieselnet.com/standards/inter/imo.php#ghg>

Qualified personnel

Recruiting highly knowledgeable, capable, and experienced personnel to join our operations ensures the most efficient transportation of various products.

Operating a specialized business involves regulations, standards, and requirements from various agencies. Therefore, the quality of our personnel is crucial. With over 25 years of experience and expertise, we have consistently earned the trust of our partners.

Quality service

The company has operational processes in place to prevent contamination or deterioration of product quality during transportation and to prevent loss of goods during transportation exceeding the limits set by partners. In every step, the company will regularly inspect the quantity and quality of the goods.

1.1.2 Material changes and developments

Important changes and developments

"Which leads to the achievement of the company's goals." Over the past 30 years, the company has passed through various important periods, through many impressive events guaranteed by prestigious awards from partners. In managing the security fleet to grow steadily and strongly, and ultimately, the company has decided to enter the stock market to strengthen its foundation.

Details regarding material changes and developments

Year	Material changes and developments
2024	The company sold one vessel to optimize fleet management. Due to the limitations of domestic shipping conditions on international routes in the Republic of the Union of Myanmar, the company had a total of 12 vessels with a total deadweight tonnage of 38,747 DWT at the end of 2024.
2023	<ul style="list-style-type: none"> The exercise date (final) of warrants (VL-W1) was set for the 4th time on April 27, 2023. The total number of warrants exercised was 105,636,063 units, with a total exercise value of 52,818,031.50 Baht. The paid-up capital was 591,813,257.50 Baht, equivalent to 1,183,626,515 shares. The exercise ratio was 95.91% of the total allocated warrants. Received a new (second-hand) vessel named V.L. 24 with a gross tonnage of 5,501 DWT. At the end of the year, the company had a fleet of 13 vessels with a total gross tonnage of 44,422 DWT.
2022	<ul style="list-style-type: none"> The company sold one vessel due to its age. The 2nd and 3rd warrant exercise periods (VL-W1) expired on April 27, 2022, and October 27, 2022, respectively.
2021	New vessel received and VL-W1 warrants issued <ul style="list-style-type: none"> In April, the company received one new ship with a capacity of 2,800 DWT, resulting in a fleet of 13 vessels with a total capacity of 41,893 DWT at the end of the year, ranking second among oil fleets in Thailand. The company raised funds to expand its fleet and strengthen its transportation capabilities by issuing warrants (VL-W1) with a maturity of 2 years. The warrants are exercisable four times, every 6 months, with the first exercise date on October 27, 2021.
2020	<ul style="list-style-type: none"> In 2020, the company sold a V.L.5 vessel operating domestically upon reaching the end of its service life. Additionally, a V.L. 16 vessel operating domestically was sold and replaced with a V.L. 22 vessel with a capacity of 2,873 DWT. As a result, by the end of 2020, the company had a total fleet of 12 vessels with a combined carrying capacity of 39,019 DWT.
2019	Initial Public Offering (IPO) <ul style="list-style-type: none"> Year 2019 On May 21, 2019 The Company made its initial public offering (IPO) on the Market for Alternative Investment (MAI) and procured one new vessel and one second-hand vessel from Japan named V.L. 21 with a deadweight tonnage (DWT) of 5,676. The Company's fleet increased to 13 vessels with a total DWT of 40,757. The vessel was delivered on February 20, 2019.
2018	Transformed into a public limited company. <ul style="list-style-type: none"> Mr. Taveesilpa Chinnapatthanawong, a major shareholder, sold all of his 378,081 shares to Ms. Chutipak Klinsuwan, increasing her shareholding to 99.80 percent. Taveesilpa Chinnapatthanawong and Platinum Marine Group Co., Ltd. have entered into a non-compete agreement with the Company to eliminate conflicts of interest. The Company increased its registered capital to 300 million baht, divided into 3,000,000 ordinary shares with a par value of 100 baht per share, by offering to sell to existing shareholders. Ms. Chutipak Klinsuwan is the Company's major shareholder, holding 99.93 percent. On August 30, 2018, the Extraordinary General Meeting of Shareholders No. 3/2018 approved the transformation into a "public limited company" and the increase of registered capital from 300 million

Year	Material changes and developments
2018	<p>baht to 400 million baht. It also approved the change of par value from 100 baht per share to 0.50 baht per share and the issuance of 200 million ordinary shares with a par value of 0.50 baht per share. The newly issued shares will be offered to the public for the first time (IPO) for a total of no more than 200 million shares at a par value of 0.50 baht per share.</p> <ul style="list-style-type: none"> • In July, the Company purchased V.L. 20, the largest deadweight tonnage vessel in the fleet, with a capacity of 5,578 DWT. In September, the Company sold V.L. 7, a domestic vessel, upon reaching the end of its useful life. As a result, as of December 31, 2018, the Company had a total fleet of 12 vessels with a total deadweight tonnage of 35,081 DWT.
2017	<ul style="list-style-type: none"> • In 1967, the company proceeded with the liquidation of Chutipa Marine Oil Co., Ltd. to resolve a conflict of interest on August 1, 1967, and completed the liquidation on November 9, 1967. The company sold VLCC No. 3, which was operating internationally, upon its expiration and sold VLCC No. 8, which was operating domestically. The company purchased VLCC No. 19 as a replacement, which has the largest carrying capacity in the fleet at 5,470 DWT. As of 1967, the company had a total fleet of 12 vessels with a total carrying capacity of 31,403 DWT.
2016	<p>Restructuring of the Group</p> <ul style="list-style-type: none"> • In 2016, the Company acquired assets used in the business operations of Chutipa Marine Oil Co., Ltd. and transferred personnel from Chutipa Marine Oil Co., Ltd., a company under the same ultimate control, to restructure the Group. The Company also procured two additional vessels to provide domestic oil transportation services to meet the needs of Esso (Thailand) Public Company Limited. The vessel V.L. 4 was sold due to the expiration of its useful life according to the Company's criteria. As a result, at the end of 2016, the Company had a total fleet of 13 vessels with a total carrying capacity of 33,507 DWT.
2015	<ul style="list-style-type: none"> • Increased registered capital to 100 million baht. Procured an additional vessel to replace vessel V.L.6, which was decommissioned due to reaching the company's age limit for vessel operation. As of 2015, the company has a total fleet of 11 vessels with a total deadweight tonnage (DWT) of 28,314.
2014	<ul style="list-style-type: none"> • In 2014, the registered capital was increased to 62 million baht. The company began providing palm oil transportation services to major palm oil traders in Malaysia. An additional vessel was procured, with a deadweight tonnage (DWT) of 2,816, resulting in a total fleet of 11 vessels with a combined DWT of 27,924.
2012	<ul style="list-style-type: none"> • In 2012, one more vessel was procured with a deadweight tonnage (DWT) of 1,569, resulting in a total fleet of 10 vessels with a combined DWT of 25,107 by the end of 2012.
2010	<ul style="list-style-type: none"> • In 2010, the registered capital was increased to 47 million baht and 1 additional vessel was procured with a deadweight tonnage of 2,410 DWT, resulting in a total fleet of 9 vessels with a total deadweight tonnage of 23,538 DWT.
2009	<ul style="list-style-type: none"> • In 2009, one more vessel was procured with a deadweight tonnage (DWT) of 2,464, resulting in a total fleet of 8 vessels with a combined DWT of 21,129.
2008	<ul style="list-style-type: none"> • In 2008, a Contract of Affreightment (COA) was signed with Chevron (Chevron (Thai) Limited).
2006	<ul style="list-style-type: none"> • In 2006, one vessel with a deadweight tonnage (DWT) of 2,972 was procured, resulting in a total fleet of 7 vessels with a combined DWT of 18,665 by the end of 2006.
2004	<p>The company began to receive long-term contracts and expand its fleet.</p> <ul style="list-style-type: none"> • In 2004, the company signed a Contract of Affreightment ("COA") with Bangchak Corporation Public Company Limited and increased its registered capital to 37 million baht. The company also procured one more vessel with a size of 5,246 DWT to replace the decommissioned V.L.2 vessel, resulting in a total fleet of 6 vessels with a total carrying capacity of 15,693 DWT.
2002	<ul style="list-style-type: none"> • In 2002, the registered capital was increased to 35 million baht, with Ms. Chutipa Klinsuwan remaining the majority shareholder with 98.57 percent. The company also invested in two additional vessels with a deadweight tonnage (DWT) of 1,998 and 1,901, respectively, bringing the total fleet to six vessels with a combined DWT of 12,628.

Year	Material changes and developments
2001	Continuously increasing capital and expanding the fleet •Year 2001 Procured an additional 1 vessel with a size of 2,223 DWT to replace V.L. 1, which was sold. As of the year 2001, the company had a total fleet of 4 vessels with a total carrying capacity of 8,729 DWT
2000	• In 2000, the registered capital was increased to 30 million baht, with Ms. Chutipa Klinsuwan remaining the majority shareholder of the company, holding 98.33 percent of the shares.
1999	• In 1999, procured an additional vessel with a capacity of 1,999 DWT, increasing the oil tanker fleet to 4 vessels and a total deadweight tonnage of 8,654 DWT.
1998	• In 1998, the registered capital was increased to 26 million baht. One more vessel was procured with a capacity of 2,328 DWT, resulting in the company having a fleet of 3 oil tankers with a total capacity of 6,656 DWT.
1996	Expanding the fleet and commencing international transportation services. • In 1996, Ms. Chutipa Klinsuwan joined as a shareholder with Mr. Taveesilpa Chinnapatthanawong, holding shares of 51.00 percent and 44.50 percent, respectively. One oil tanker, V.L. 2, was procured to provide transportation services to international clients. The V.L. oil tanker fleet increased to 2 vessels with a total carrying capacity of 4,328 DWT.
1993	Started providing oil transportation services In 1993, the Company commenced its oil transportation service business for Esso (Thailand) Public Company Limited, with its first vessel, V.L.1, having a deadweight tonnage of 2,148 DWT.

1.1.3 Spending of the raised fund to serve the objectives declared in the registration statement for securities offering

Is there an issuance of equity securities or debt securities? : Yes

Spending of the money obtained from each offering of equity or debt securities

List of spending of the money obtained from each offering of equity or debt securities			
Item 1			
Types of securities used for fundraising		Amount of funds raised	
Equity Instruments		191.81 Million Baht	
Spending objectives	Duration (approximate)	Amount of money as planned	Amount of spent money
1. Expand investment for purchasing cargo ships to be used as the company's working capital.	27 Oct 2021 - 27 Apr 2023	191.81	191.81
Implementation according to objectives			
Achieve objectives			
Progress of fund utilization / reasons and measures taken in case the funds are not spent according to the objectives			
-			
Related links			

Applicable laws (for companies that have previously disclosed information in the registration statement for offering of debt securities)

The Company offered capital securities by issuing warrants to purchase ordinary shares of V.L. Enterprise Public Company Limited (VL-W1) at a ratio of 2 existing ordinary shares to 1 warrant, free of charge, with a term of 2 years. The warrants can be exercised 4 times and have been fully exercised.

- 1st time on October 27, 2021
- 2nd time on April 27, 2022
- 3rd time on October 27, 2022
- 4th time on April 27, 2023

1.1.4 The obligations to which the company has committed in the registration statement, including the compliance with such obligations or conditions in the following years

Are there any issued securities with obligations or conditions? : No

1.1.5 Company information

Company name : V.L. ENTERPRISE PUBLIC COMPANY LIMITED

Symbol : VL

Address : 41 Asoke-Dindaeng Road, Makkasan Subdistrict, Ratchathewi District

Province : Bangkok

Postcode : 10400

Business : VL operates sea transportation service for petroleum and chemical product (Cargo). The Cargo could be classified into 5 categories 1. Crude Oil 2. Dirty Oil 3. Clean Oil 4. Lubricant Oil 5. Palm Oil.

Registration number : 0107561000391

Telephone : 0-2254-6604

Facsimile number : 0-2254-8749

Website : www.vltanker.com

Email : ir@vltanker.com

Total shares sold

Common stock : 1,183,626,515

Preferred stock : 0

Diagram of organization's logo



1.2 Nature of business

1.2.1 Revenue structure

Revenue structure by product line or business group

	2022	2023	2024
Total revenue from operations (thousand baht)	726,480.58	742,425.29	759,876.05
Domestic petroleum product transportation services (thousand baht)	499,794.26	571,278.34	610,724.36
International Chemical Product Transportation Services (thousand baht)	226,686.32	171,146.95	149,151.69
Others (thousand baht)	0.00	0.00	0.00
Total revenue from operations (%)	100.00%	100.00%	100.00%
Domestic petroleum product transportation services (%)	68.80%	76.95%	80.37%
International Chemical Product Transportation Services (%)	31.20%	23.05%	19.63%
Others (%)	0.00%	0.00%	0.00%

By geographical area or market

	2022	2023	2024
Total revenue (thousand baht)	726,480.58	742,425.29	759,876.05
Domestic (thousand baht)	499,794.26	571,278.34	610,724.36
International (thousand baht)	226,686.32	171,146.95	149,151.69
Singapore (thousand baht)	89,761.92	131,434.51	127,078.46
Others (thousand baht)	136,924.40	39,712.44	22,073.23
Total revenue (%)	100.00%	100.00%	100.00%
Domestic (%)	68.80%	76.95%	80.37%
International (%)	31.20%	23.05%	19.63%
Singapore (%)	39.60%	76.80%	85.20%
Others (%)	60.40%	23.20%	14.80%

Other income as specified in the financial statements

	2022	2023	2024
Total other income (thousand baht)	3,008.75	13,219.45	61,229.15
Other income from operations (thousand baht)	3,008.75	13,219.45	61,229.15
Exchange gain (thousand baht)	N/A	0.00	0.00

	2022	2023	2024
Other (thousand baht)	N/A	0.00	0.00
Other income not from operations (thousand baht)	0.00	0.00	0.00

1.2.2 Information on products and services

The company is engaged in the business of providing marine transportation services for petroleum and chemical products. The vessels used for transportation are all double-hull tankers, which prevent leakage into the sea. The company utilizes vessels with a capacity ranging from 1,569 to 5,676 DWT. The main cargo transported can be categorized into five types: crude oil, fuel oil, gas oil, lubricant oil, and palm oil ("goods").

The company provides both domestic and international transportation services, primarily to oil trading companies such as Esso (Thailand) Public Company Limited, Bangchak Corporation Public Company Limited, Chevron (Thailand) Limited, and Shell Company of Thailand Limited. International transportation services mainly involve transporting chemical products for major clients in the palm oil and lubricant oil trading businesses within Southeast Asian countries, facilitated through brokers for cargo procurement.

As of December 31, 2024, the company owns a fleet of 12 vessels for business operations. The fleet has an average age of approximately 17 years, with a total deadweight tonnage (DWT) of 38,747. The total oil cargo carrying capacity is 40,000.62 cubic meters.

1.2.2.1 Product/service information and business innovation development

"The Company provides marine transportation services for petroleum and chemical products both domestically and internationally."

The Company provides marine transportation services with a carrying capacity of 1,582-5,676 DWT, with a cargo volume of 1,582-5,501 cubic meters. The vessels used for transportation are all double-hulled and are controlled by specialized personnel with expertise and experience in specific shipping routes to ensure the safe and efficient transportation of partners' goods. Under the International Maritime Organization ("IMO")'s International Management Code for the Safe Operation of Ships and for Pollution Prevention ("ISM Code"), the Company places great emphasis on stringent quality control of goods to prevent contamination and effectively control oil loss during transportation.

In addition, the Company considers the impact on natural resources and the environment. Therefore, it has a policy to control pollution during shipping as much as possible. The Company has a practice of using vessels that can control pollution emissions that are certified to international standards (IMO Tier II), including the use of double-hull vessels to prevent oil and chemical spills in the event of an accident. The Company manages risks during cargo transportation, which may cause unexpected events, by insuring the hull and machinery (Hull and Machinery Insurance: H&M Insurance) and Protection and Indemnity Insurance (P&I Insurance) that covers the impact of business operations, such as oil spills, accidents, and oil loss during transportation.

Domestic Transportation

Domestic Services The Company provides freight services to partners in the oil refinery business and major oil traders. The goods transported include crude oil, gasoline, diesel, fuel oil, and lubricants by sea from the port of origin to the destination port as specified by the business partners. The Company will procure vessels that meet the standards and specifications required by business partners, taking into account the type of goods being transported, as well as the transportation route. Currently, the Company has 10 vessels providing domestic freight services.

The Company's vessels will pick up goods from oil refineries or oil depots at ports of origin in Thailand. The main routes are Sriracha-Surat Thani, Sriracha-Mahachai, Sriracha-Bangkok, or if it is crude oil, the Company's vessels will pick up from a floating storage and offloading (FSO) facility to deliver the goods to oil depots in Bangkok.

Transportation Routes

- Sriracha-Bangkok
- Sriracha-Mahachai
- Sriracha-Maeklong
- Sriracha-Surat Thani

- Sriracha-Songkhla
- And other domestic routes

Domestic Transportation Contracts

Strict and international standard shipping management has enabled the Company to be awarded both "short-term and long-term" transportation contracts, the details of which are as follows:

1. CONTRACT OF AFFREIGHTMENT ("COA")

Long-term Transportation Contracts

The contract period for transportation, which is mostly 1-3 years, the list of vessels required by the customer, the minimum shipping volume for each type of goods, the freight rate that varies with the price of diesel at gas stations in Bangkok, the shipping route, as well as other conditions such as liability in the event of loss of goods, compensation conditions in the event of delays in unloading at the port, etc.

2. TIME CHARTER

Time Charter Contracts

Pricing for Time Charter transportation, regardless of the frequency of cargo transportation. Currently, the Company has such a contract with one customer, with the stipulation that 1 vessel be provided for Time Charter transportation services.

3. SPOT CHARTER ("SPOT")

Short-term Voyage Charter

The transportation of goods to various ports is on a voyage charter basis. The vessels not in use for transportation must meet the specifications required by the customer. The customer must specify the type and quantity of goods to be transported, the transportation schedule, and the place of delivery to the Company in order to agree on the freight rate and prepare a quotation for the customer on a case-by-case basis.

Diagram of Domestic Transportation



International Transportation

The Company provides transportation services to customers in the palm oil and vegetable oil refinery business, palm oil processing plants, petroleum and chemical traders in Southeast Asia to transport goods, including palm oil and various types of lubricants, through sea routes from the port of origin to the port of destination. The Company will procure vessels that meet the standards and specifications required by the customer, taking into account the type of goods being transported, as well as the shipping route. The Company has a channel for finding customers through major brokers with a network covering customers in Southeast Asia. Currently, the Company has 2 vessels providing international cargo transportation services.

The Company's vessels will depart from Thailand to deliver goods to overseas destinations. The main routes are Sriracha-Cambodia, Rayong-Indonesia, which transport petroleum products such as gasoline and lubricants. In addition, the Company also receives goods at the port of origin in foreign countries such as Malaysia and Indonesia, which are major palm oil producers in the world that export to various countries. The Company provides services on the following main routes: Malaysia-Philippines, Malaysia-Vietnam, Indonesia-Philippines. Most of the Company's international shipping routes are counterclockwise, which is the route for transporting palm oil from exporting countries to importing countries.

Transportation routes

- Sriracha-Cambodia
- Rayong-Indonesia
- Malaysia-Philippines
- Malaysia-Vietnam
- Indonesia-Philippines
- and other routes in foreign countries

International Transportation Contract

1. CONTRACT OF AFFREIGHTMENT ("COA")

Long-term transportation contract

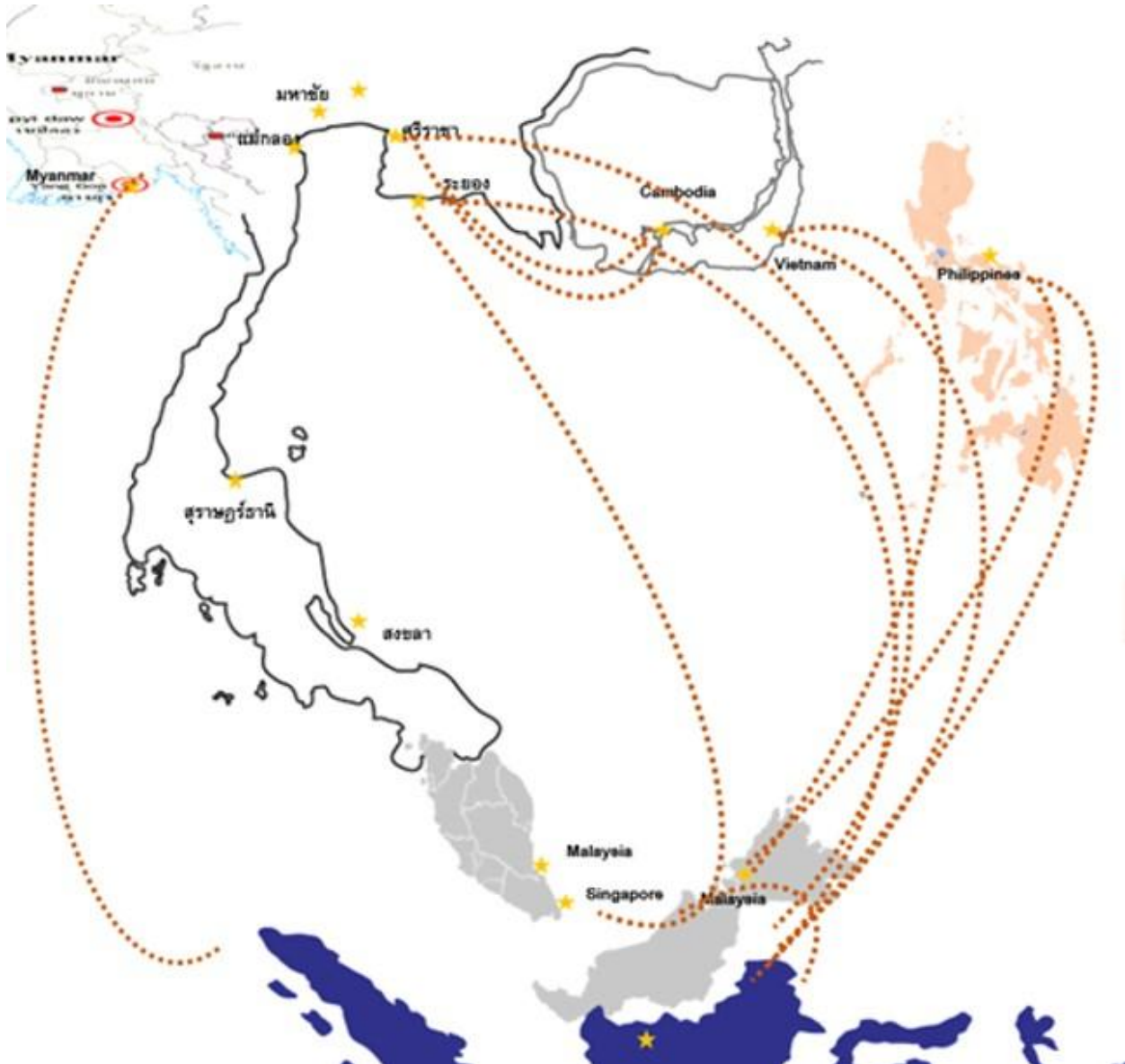
The duration of the transportation contract, which is mostly between 1-3 years, the list of vessels required by the customer, the minimum shipping volume of each type of goods, the freight rate that varies according to the price of diesel fuel at the service station in Bangkok, the shipping route, including various conditions such as liability conditions in case of loss of goods, compensation conditions in case of delay of the port in unloading goods, etc.

2. SPOT CHARTER ("SPOT")

Short-term contracts on a spot charter basis

The transportation of goods to various ports is on a spot charter basis. At that time, the vessels not used for transportation must have the characteristics required by the customer. The customer must specify the type and quantity of goods to be transported, the shipping schedule, and the place of delivery to the company in order to negotiate the freight rate and prepare a quotation for the customer on a case-by-case basis.

Diagram of International Transportation



Research and development policy in various areas, and details regarding innovation development in processes, products and/or services, or business models.

Research and development (R&D) policy : No

R&D expenses in the past 3 years

	2022	2023	2024
Research and development (R&D) expenses over the past 3 years (Million Baht)	0.00	0.00	0.00

Additional explanation about R&D expenses in the past 3 years

The company has no research and development expenses in the past 3 years.

1.2.2.2 Marketing policies of the major products or services during the preceding year

Thailand's sea freight transportation business is likely to grow gradually during 2025-2027, partly as a result of Thailand's expansion of trade channels to new markets and the growth of online commerce. This includes the development of state

infrastructure linking the entire logistics route and the development of transportation routes connecting with neighboring countries. Transportation providers are likely to increase their supply of ships to meet the expected increase in demand in the future.

However, business revenue may be limited by

- (1) transportation costs, which may rise periodically due to geopolitical conflicts in many areas;
- (2) business competition, which will intensify due to the consolidation of foreign shipping lines, potentially reducing Thailand's market share;
- (3) the supply of new ships, which may increase faster than demand; and
- (4) increased investment burdens from compliance with the more stringent IMO 2023 environmental standards. The above factors will put some pressure on operators' profit margins.

Service provider revenue is likely to grow in line with the economic recovery and the demand for raw material stocks to prevent shortages and mitigate price volatility, especially in the energy sector. This will enable transportation businesses to continuously generate revenue from ship chartering and freight services, which are considered major production factors for the domestic industrial sector.

The sea freight transportation business plays a vital role in international trade by acting as an intermediary in transporting goods to meet the needs of producers and consumers. It delivers raw materials to production sources in supply chains spread across the globe and is linked to other businesses both domestically and internationally involved in the handling, storage, and distribution of goods to their destinations. This has led to a wide range of sea freight services based on the type of vessel used. Due to the advantage of ships being able to carry large quantities and weights of goods at once, the cost of shipping by sea is lower than other modes of transportation when compared to the same volume (water transportation has an average cost per unit of 0.65 baht per ton per kilometer, while rail, road, and air are at 0.95 baht, 2.12 baht, and 10 baht, respectively^{1/}). In addition, it is highly flexible and can transport various types of goods. There is also the development of cargo ships that use new technologies in both transportation and fuel consumption, as well as containers designed to provide high cargo security during transportation. As for the disadvantages of sea transportation, these include the longer transportation time compared to other channels and the need to transfer goods through other modes of transportation to reach their final destination. Currently, the world's merchant fleet accounts for approximately 80% and 70% of the volume and value of world trade^{2/} (2022 data).

Source: Industry Analysis, Krungsri Bank

<https://www.krungsri.com/th/research/industry/industry-outlook/logistics/sea-freight-transportation/io/Sea-Freight-Transport-2025-2027>

Expertise in the business and the development of competitiveness have enabled the company to grow and expand its transportation continuously. This includes developing its competitive potential and providing services that can meet customer needs effectively, as well as creating sustainable growth for the business.

The company has developed a marketing strategy that aligns with its vision and mission to promote sustainability in providing fair services. This includes partner characteristics, service provision, and service pricing policies.

Service Strategy

1. Partners

Domestic and international partners: For the domestic partner group, it will be a group of major oil traders and oil refinery owners.

2. Services

- In the domestic market, the marketing department is responsible for contacting partners directly.
- International: The marketing department contacts ship charter brokers.
- Plan sailing routes for maximum efficiency.

3. Price

The freight rate is determined based on the type of goods, quantity of goods, and shipping route, primarily by setting the freight rate according to the contract.

- Domestic transportation pricing policy: The company has a policy of setting service charges based on cost-plus pricing, such as

fuel costs, employee costs, and various operating costs of the ships. The service rate depends on the type of goods shipped and varies according to the price of diesel fuel at service stations in Bangkok. This is considered in conjunction with other factors such as comparing with market prices and competitor prices.

- International transportation pricing policy: The company has a policy of setting prices based on market prices that are comparable to competitors (competitive price) by referencing international freight rates in Southeast Asia and considering the costs and expenses that will be incurred.

The industry competition during the preceding year

In 2024, the petroleum industry in Thailand adjusted upward, following the recovery of the Thai economy, which was mainly driven by the tourism sector, with a significant increase in the number of both domestic and foreign tourists. Coupled with China's reopening of the country, it helped to increase the number of tourists entering the country, resulting in an increase in demand for petroleum products, following the growth of the tourism sector, including the use of fuel in the transportation sector, especially gasoline and diesel, which are the most used fuels in vehicles in both the business and household sectors. And various industrial sectors, such as use in factories or certain production processes that require heat energy from burning oil, remain the main source of energy used in everyday life. Although the use of renewable energy has begun to play a greater role, fuel oil consumption in Thailand remains high and is likely to remain at a high level, especially diesel and gasoline, following economic growth and recovery from the impact of COVID-19, resulting in the recovery of energy use in various business sectors.

Total fuel oil consumption in 2024 averaged 155.49 million liters per day, an increase of 2.1 percent compared to the same period last year, in line with the expansion of the Thai economy in 2024. Average high-speed diesel consumption was 66.76 million liters per day, an increase of 2.2 percent. Gasoline consumption averaged 31.65 million liters per day, a decrease of 0.05 percent. Jet A1 consumption was 16.02 million liters per day, an increase of 18.7 percent. LPG consumption was 18.26 million kilograms per day, an increase of 3.7 percent. Meanwhile, fuel oil and NGV consumption decreased by 16.5 percent and 6.8 percent, respectively. Fuel oil production was approximately 177 million liters per day, an increase of approximately 3.0 percent, with a capacity utilization rate of 86.7 percent of total capacity. In 2025, Thai fuel demand is expected to grow by 0.8 percent, up from 0.4 percent in 2024, with demand in the transport market likely to expand by 0.9 percent due to increased agricultural output and private car use.

Domestic Competition

Due to the advantage of ships being able to carry large quantities of goods at once, the cost of shipping is lower than other modes of transportation when compared to the same volume. It is also highly flexible and can carry many types of goods. There is also the development of cargo ships that use new technologies in both transportation and fuel use, including containers that are designed to keep goods safe during transportation. The disadvantages of sea transportation include the longer transportation time than other channels and the need to transfer goods through other types of transportation to reach their destination. Currently, the world's merchant fleet accounts for more than 80 percent of global seaborne trade and 70 percent of the volume and value of world trade (2021 data).

There are a total of 8 operators providing crude oil and petroleum product transportation services. The Company has a fleet with the third largest transportation capacity, with a total deadweight tonnage (DWT) of 38,747. However, not all of the above-mentioned crude oil and petroleum product transportation operators are competitors of the Company. The Company's direct competitors include Prima Marine Public Company Limited, B.P.P. Supply Company Limited, and Smooth Sea Company Limited, as these competitors currently continue to provide services to major oil trading customers in the country, which are the Company's target customer group. In terms of the number of oil tankers, the Company has the second largest fleet in Thailand.

Petroleum Industry in Thailand

In 2024, the petroleum shipping industry in Thailand continued to grow, in line with the recovery of economic activity and increasing energy demand, and remains important to the country's economy. However, the industry still faces risks from volatile energy prices and geopolitical factors that could impact global trade volumes and Thai exports. In conclusion, despite several challenges, the oil shipping industry in Thailand continues to play an important role in the country's economy. Keeping abreast of information and adapting to changing circumstances will be important for operators in this industry. Developments in the use of technologies that help reduce environmental impact, including adapting to the growing alternative energy market, may expand investment in new infrastructure, such as more environmentally friendly ports and ships.

Palm Oil Situation in the World Market 2024

The main palm oil producing countries in this region are Indonesia and Malaysia, which are the world's largest palm oil producers. Palm oil production in these two countries continues to grow, but at the same time, they are facing environmental problems such as deforestation, which may lead to stricter controls on production. They are also affected by uncertain weather conditions, such as drought or heavy rain, which affect palm yields in 2024. Indonesia has increased the blending ratio of biodiesel from 35% to 40% (B40) to reduce energy imports, which has increased domestic palm oil consumption to 1.5-1.7 million metric tons and reduced the amount left for export. Overall, palm oil exports from Indonesia declined due to increased domestic use for biodiesel, resulting in a tighter global market and higher palm oil prices. Palm oil production in Malaysia increased to 19.4 million tons in 2024 from 18.55 million tons in 2023, resulting in an increase in exports.

The demand for palm oil remains high in Asia, especially in China, India and ASEAN countries, where it is used in the food industry and other products. China has increased its imports of palm oil, following the country's domestic economic stimulus policies, which is a trend and a sign of continued increasing demand. India's palm oil import demand has adjusted slightly downward due to increased stocks from large imports in the previous year. In Southeast Asia, Vietnam in particular has seen an increase in demand and this trend is expected to continue in the future due to the growing demand in the food industry and domestic consumption. In addition, the recovery of the global economy and increasing demand in Vietnam's main export markets have resulted in increased production and export of Vietnamese goods, which will increase the demand for raw materials in products such as vegetable oils or palm oil.

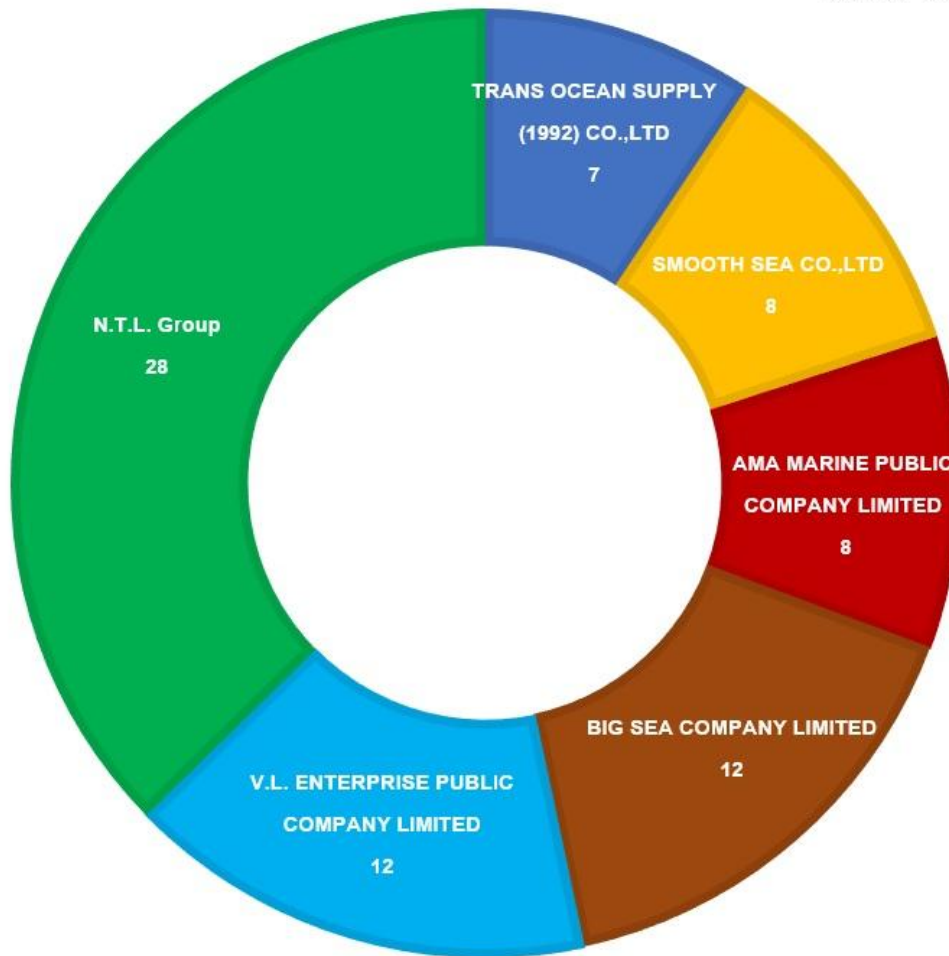
International Competition

The increase in biodiesel blending in Indonesia may reduce the amount of palm oil exported, which affects the demand for palm oil tankers in the region. In Thailand, the situation of palm oil production and marketing remains stable, with production expected to increase in early 2025, which may affect the transportation and storage of palm oil. The decline in exports from Indonesia and Thailand has reduced the demand for palm oil tankers, while Malaysia may see an increase in demand, resulting in changes in freight rates. Changes in export volumes may affect freight rates, which may adjust to the supply and demand of the palm oil tanker market. Overall, the Southeast Asian palm oil industry in 2024 faces challenges from changing domestic policies of major producers and uncertain weather conditions, which affect palm oil production, trade and transportation in the region.

Source: Office of Energy Policy and Planning, Ministry of Energy
Industry Analysis and Outlook: KResearch
Department of International Trade Promotion, Ministry of Commerce

Diagram of the industry competition during the preceding year

Number of vessels providing service



1.2.2.3 Procurement of products or services

Product Sourcing

Procurement of products and services is an important process in business operations. That affects the quality of service, service costs, including competitiveness. The company therefore attaches great importance to the procurement of products and services. The details of product and service procurement are as follows.

• Procurement of transportation service contracts

The company has 2 channels for obtaining transportation contracts, namely:

1. Direct employment: With a long-standing good relationship with partners, the company will receive work directly from partners in the country by preparing service agreements or work orders, which are both SPOT and COA.
2. Hiring through a broker (BROKER): Most of the work that provides international freight services, the company will receive work through a broker, which the broker will have a contract with the company year by year. The brokerage fee depends on the service fee. Transportation.

The company's production capacity

	Production capacity	Total utilization (Percent)
Deadweight tonnage (DWT) (Deadweight loss)	38,747.00	78.70

Acquisition of raw materials or provision of service

Vessel Procurement

The oil tanker fleet is a major asset used in the business, requiring a significant amount of investment. Therefore, the process of procuring a fleet requires knowledgeable, experienced, and skilled individuals to provide guidance. The purchase of each vessel must take into account the suitability of the shipping route and have characteristics that meet the needs of the business partner, such as the type of vessel, size of the vessel, and age of the vessel. The company has two methods of vessel procurement:

- 1) Second-hand vessel purchase
- 2) Newbuilding. The choice of vessel procurement method depends on the cost-effectiveness and the length of time the business partner wishes to use the service. For vessel procurement, the company will contact a specialized BROKER.

1. Second-hand vessel purchase

The company will contact a broker to find a second-hand vessel. The second-hand vessel must be no older than the business partner's specified age of approximately 25 years. In the past, the company has purchased second-hand vessels with an average age of approximately 17 years that are suitable for providing services to business partners. The company will inspect the vessel prior to purchase to ensure that it meets the company's specifications and standards to ensure that the vessel purchased is of good quality.

2. Newbuilding

The company will consider newbuilding if it is unable to find a second-hand vessel that meets the business partner's specifications or if a cost-effectiveness assessment determines that newbuilding provides a better return on investment than a second-hand vessel, without the need to modify the vessel or its machinery and electrical systems, which are more efficient. In addition, if the business partner indicates an intention to use additional vessels more than one year in advance, newbuilding will be considered as it takes approximately one year to build a vessel to the required standards. After that, various permits must be obtained and the vessel must be certified by THE OIL COMPANIES INTERNATIONAL MARINE FORUM (OCIMF) under the SHIP INSPECTION REPORT EXCHANGE (SIRE PROGRAMME) before it can be put into service.

BUNKER Procurement

Fuel is essential to the company's business for powering the ship's engines. Therefore, the company places importance on procuring quality fuel for smooth service delivery. The company uses two types of fuel for its engines: fuel oil and diesel oil. The company procures fuel from both domestic and international fuel trading companies. In the procurement process, the company verifies the quality and standards of fuel suppliers and evaluates them based on their service history. In addition, the company compares prices between fuel suppliers to ensure the lowest possible cost.

The company plans fuel usage for each vessel in advance based on historical fuel consumption statistics and controls fuel consumption by setting vessel speed limits. Each vessel is required to report fuel consumption daily. In addition, fuel consumption is audited four times a year to ensure efficient fuel management. Furthermore, due to the requirements of the INTERNATIONAL CONVENTION FOR THE PREVENTION OF POLLUTION FROM SHIPS (MARPOL ANNEX VI), which limits carbon dioxide emissions from ship fuel combustion, the company needs to control fuel consumption to keep carbon dioxide emissions within the specified limits and improve engine systems to control emissions as efficiently as possible.

Crew Recruitment

With a business that relies heavily on its people, the company's recruitment process is systematic and efficient. For each position, the company will thoroughly verify qualifications prior to employment.

The qualifications of the ship's personnel must comply with the requirements of the Harbor Department or as prescribed by the INTERNATIONAL MARITIME ORGANIZATION (IMO). Safety standards specify the minimum crew for each vessel in operation. The company will recruit personnel by contacting and disseminating information to educational institutions that offer direct shipboard personnel training courses, posting on websites, posting at the Harbor Department, and developing personnel from the V.L. SEEDS project. Key selection criteria include:

- Completion of training courses approved by the Harbor Department or other relevant agencies to comply with relevant international shipping regulations.
- Holds a license or certificate issued by a relevant agency.
- Experience in work related to the position applied for.
- Good communication skills.

- Understanding of ship inspection systems.
- Knowledge of shipping rules and regulations, both domestic and international.

Procurement of spare parts and equipment used for cargo ships.

The procurement of spare parts and equipment for vessels essential to the company's operations involves comparing prices, assessing product quality, and evaluating suppliers before placing occasional orders or signing annual contracts. These spare parts and equipment include various ship parts and equipment, chemicals used on board, fresh water, and other consumables.

Ship Maintenance

The company has a maintenance plan for each vessel based on its age of use, in compliance with the safety regulations of the International Maritime Organization (IMO) and the Harbor Department of Thailand. The main objective is to ensure the efficient and safe transportation of crude oil and petroleum products. Maintenance is divided into two types: 1) PREVENTIVE MAINTENANCE and 2) DRY DOCKING, the details of which are as follows:

1) PREVENTIVE MAINTENANCE

Preventive maintenance, which is the maintenance of the ship's internal systems, can be divided into two main types: 1. MAIN ENGINE MAINTENANCE is maintenance based on the operating hours of the machinery as recommended by the manufacturer, most commonly every 7,000 hours. For newer technology engines, maintenance is performed every 12,000 hours. This maintenance takes no more than 5 days in total. 2. GENERATOR ENGINE MAINTENANCE is maintenance based on the operating hours of the ship's electrical system, such as the ship's generator, as recommended by the manufacturer, most commonly every 7,000-8,000 hours. For newer technology engines, maintenance is performed every 10,000 hours. This maintenance takes no more than 5 days in total.

Preventive ship maintenance does not affect the number of operational days as the company will use onboard personnel to perform maintenance during off-duty hours.

2) DRY DOCKING

According to the Harbor Department's regulations under Thai law, all hulls must be dry-docked every 36 months, and the Classification Society, under international regulations, requires that all hulls be dry-docked twice within 60 months, with the first inspection to be completed within 36 months. Therefore, the company has planned dry-docking schedules to suit the sailing schedules of each vessel to avoid impacting the company's business operations. Dry-docking takes approximately 15-21 days to complete in order to inspect the condition of the hull's steel structure for corrosion, as well as to inspect the sea valves, the ship's paint to prevent rust, all hull systems, and onboard systems such as the engine system, electrical system, navigation system, cargo handling system, and ship safety system.

The company will dry-dock vessels at reputable and standardized shipyards, taking into account price, quality, and repair time as primary considerations.

Proportion of domestic and overseas procurement

Countries	Name of raw material	Value (Baht)
Thailand	Bunker Fuel	202,756,727.59
Singapore	Bunker Fuel	43,673,532.33

Major raw material distributors

Number of major raw material distributors (persons) : 6

- Procurement of bunker fuel

Fuel is essential to the company's business for powering ships. Therefore, the company places importance on procuring quality fuel to ensure smooth operations. The company uses two types of fuel for its engines: fuel oil and diesel. The company procures fuel from both domestic and international oil traders. In the procurement process, the company compares prices between oil traders to obtain the lowest cost. The quality and standards of oil traders are inspected and evaluated based on their service

history. The company has maintained business partnerships with these traders for over 20 years.

1.2.2.4 Assets used in business undertaking

Core permanent assets

The company had a fleet of 12 vessels for business operations as of December 31, 2023.

The appraisal price of core permanent assets

List of assets	Book value / Appraised value	Ownership	Obligations	Additional details
V.L. 11	17,820,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Coastal Product Tanker Age: 31 Years
V.L. 12	31,670,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Coastal Product Tanker Age: 29 Years
V.L. 14	14,320,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Oil Products Coastal Tanker Age: 31 Years
V.L. 15	37,920,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Oil Products Tanker for coastal trade Age: 31 years
V.L. 17	131,360,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Product Tanker, Clean Age: 9 Years
V.L. 18	132,710,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Coastal Product Tanker Age: 8 years
V.L. 19	154,910,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Product Tanker, Clean Vessel age: 17 years
Chapter 5	122,980,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Product Tanker, Clean Age: 8 Years

List of assets	Book value / Appraised value	Ownership	Obligations	Additional details
V.L. 20	112,250,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Product Tanker Coastal Service Age: 19 Years
V.L. 22	205,680,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Coastal Product Tanker Age: 5 years
V.L. 23	216,540,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Product Tanker (Oil Products - Coastal) Vessel age: 3 years
V.L. 24	164,290,000.00	The company owns	Full mortgage with a financial institution	Vessel Type: Product Tanker Coastal Service Age: 20 years

Core intangible assets

As of December 31, 2023, the Company had intangible assets, namely computer software consisting of operating system programs and accounting systems used in the business. After deducting accumulated amortization as shown in the Company's Statement of Financial Position, the total amount was 2.75 million baht.

Investment policy in the subsidiaries and associated companies

Investment policy in the subsidiaries and associated : Yes
companies

The Company has a policy of investing in other companies related to the Company's core businesses to continue or expand opportunities, including businesses that support the core businesses. This is to ensure the Group's operations are flexible and generate increased returns for stakeholders. The details are as follows:

1.1 The Company will invest in companies with reliable and ethical business partners, benefiting society and the overall economy.

1.2 The Company will co-invest in other companies that operate similar or aligned businesses to promote synergistic operations.

1.2.2.5 Under-construction projects

Under-construction projects : No

Details of under-construction projects

Total projects : N/A

Values of total ongoing projects : N/A

Realized value : N/A

Unrealized value of remaining projects : N/A

Additional details : -

1.3 Shareholding structure

1.3.1 Shareholding structure of the group of companies

Shareholders

Shareholding structure according to the Shareholder List (XO) as of 30 December 2017

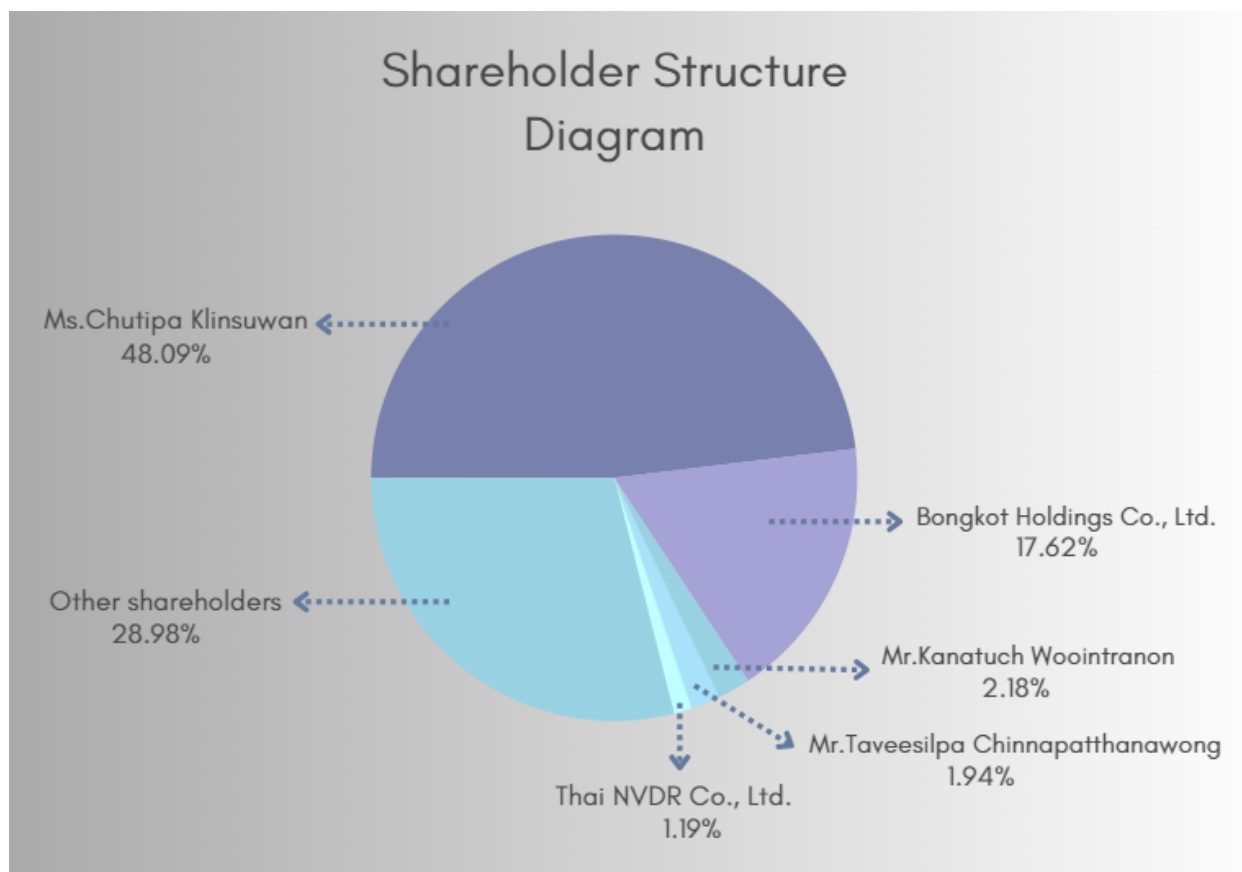
- Thai shareholders: 7,144 shareholders, representing 99.99%, holding a total of 1,183,426,515 shares.
- Foreign shareholders: 1 shareholder, representing 0.01%, holding a total of 200,000 shares.

Policy on operational organization within the group of companies

- No companies in the group -

Shareholding diagram of the group of companies

Shareholding diagram



1.3.2 Shareholding by a person with a potential conflict of interest holding exceeding 10 percent of the voting shares in a subsidiary or associated company

Does the company have a person with potential conflicts of interest holding shares in a subsidiary or associated company? : No

1.3.3 Relationship with major shareholders' business

Does the company have a relationship with a business : No

group of a major shareholder?

1.3.4 Shareholders

List of major shareholders

Group/List of major shareholders	Number of shares (shares)	% of shares
1. MRS. CHUTIPA KLINSUWAN	569,234,200	48.09
2. Bongkot Holding Co., Ltd.	208,627,723	17.62
3. MR. KANATUCH WOINTRANON	25,847,800	2.18
4. MR. TAVEESILPA CHINNAPATTHANAWONG	23,003,950	1.94
5. Thai NDVR Company Limited	14,110,546	1.19
6. MR. MANGKORN BENJARATTANAPORN	10,060,000	0.85
7. MRS. AMPHAI HARNKRIVILAI	10,000,000	0.84
8. Mrs. Sakorn Noipanich	3,350,000	0.28
9. Ms. Nuttanun Techakulwanich	3,200,000	0.27
10. Mr. Peeranut Siripornpitak	2,726,200	0.23

Major shareholders' agreement

Does the company have major shareholders' : No
agreements?

1.4 Amounts of registered capital and paid-up capital

1.4.1 Registered capital and paid-up capital

Registered capital and paid-up capital

Registered capital (Million Baht)	:	600.00
Paid-up capital (Million Baht)	:	591.81
Common shares (number of shares)	:	1,183,626,515
Value of common shares (per share) (baht)	:	0.50
Preferred shares (number of shares)	:	0
Value of preferred share (per share)	:	0.00

Has the company listed in other stock exchange?

Has the company listed in other stock exchange? : No

1.4.2 Other types of share whose rights or terms differ from those of ordinary share

Other types of share whose rights or terms differ from those of : No
ordinary share

1.4.3 Shareholding by Thai NVDR Company Limited (NVDR)

Are shares held by Thai NVDR Company Limited (NVDR)?	:	Yes
Number of shares (Share)	:	14,110,546
Calculated as a percentage (%)	:	1.19

The impacts on the voting rights of the shareholders

No impact.

1.5 Issuance of other securities

1.5.1 Convertible securities

Convertible securities : No

1.5.2 Debt securities

Debt securities : No

1.6 Dividend policy

The dividend policy of the company

The Company has a policy of paying dividends to shareholders at a rate of not less than 40% of the net profit of the Company's separate financial statements after deducting corporate income tax, legal reserves, and other reserves. However, such dividend payment may be subject to change depending on the Company's operating results, financial position, liquidity, business expansion, the need for working capital, future investment and business expansion plans, market conditions, appropriateness, and other factors related to the Company's business operations and management. This is subject to the condition that the Company must have sufficient cash flow for business operations and such actions must be in the best interests of the shareholders as deemed appropriate by the Board of Directors and/or the shareholders of the Company.

The resolution of the Board of Directors approving the dividend payment must be submitted for approval at the shareholders' meeting, except for the payment of interim dividends, which the Board of Directors has the authority to approve and report to the shareholders' meeting at the next meeting.

Summary of Dividend Payment for the Year 2023

According to the minutes of the 2024 Annual General Meeting of Shareholders held on April 19, 2024, the meeting approved the allocation of legal reserves of not less than 5% of the net profit for the year 2023, amounting to 1.55 million baht. The meeting also approved the payment of a dividend for the year 2023 from the unappropriated retained earnings of the Board of Investment (BOI) promoted business at the rate of 0.025 baht per share, totaling 29,590,662.88 baht, or 93% of the net profit according to the financial statements, to shareholders listed on the record date of March 13, 2024 (Record Date) and the dividend payment date on Friday, May 17, 2024.

Historical dividend payment information

	2020	2021	2022	2023	2024
Net profit per share (baht : share)	N/A	0.0280	0.0230	0.0270	0.0630
Dividend per share (baht : share) ⁽¹⁾	N/A	0.0350	0.0200	0.0250	0.0200
Ratio of stock dividend payment (existing share : stock dividend)	0.0000	0.0000	0.0000	0.0000	0.0000
Value of stock dividend per share (baht : share)	0.0000	0.0000	0.0000	0.0000	0.0000
Total dividend payment (baht : share)	N/A	0.0350	0.0200	0.0250	0.0200
Dividend payout ratio compared to net profit (%)	N/A	125.00	86.96	92.59	31.75

Remark : ⁽¹⁾ -The interim dividend payment rate for the year 2024 was 0.020 baht per share, paid on December 11, 2024, in accordance with the resolution of the Board of Directors' Meeting No. 5/2024 held on November 13, 2024.

-The annual dividend payment for 2024 is still pending on shareholder approval at the 2025 Annual General Meeting of Shareholders on April 18, 2025.

Historical dividend payment information

Compare Dividend Payouts with the Previous Year				
Dividend Payout	Year 2021	Year 2022	Year 2023	Year 2024
Net Profit (THB)	0.028	0.023	0.027	0.063
Dividend per Share (THB)	0.035	0.020	0.025	0.020
Dividend Payout Ratio to Net Profit (%)	125	86.96	92.59	31.75
<p>*The interim dividend payment rate for the year 2024 was 0.020 baht per share, paid on December 11, 2024, in accordance with the resolution of the Board of Directors' Meeting No. 5/2024 held on November 13, 2024.</p> <p>*The annual dividend payment for 2024 is still pending on shareholder approval at the 2025 Annual General Meeting of Shareholders on April 18, 2025.</p>				

2. Risk management

2.1 Risk management policy and plan

Risk management policy and plan

The company believes in and recognizes the importance of effective risk management and control in enabling the company to operate its business in a stable and sustainable manner, with risks at an acceptable level. It is used as a management tool to help maximize the company's chances of success, minimize the chances of failure and loss, and reduce uncertainty in the company's overall operating results, leading to the achievement of the company's objectives.

Risk Management Policy

1. Promote a risk management culture to create understanding, awareness, and shared responsibility for risk, control, and the impact of risk on the company in management and operations throughout the company.
2. Have processes, guidelines, and standards for risk management that are of appropriate quality, internationally standardized, and sufficient, including identification, analysis, assessment, ranking, management, monitoring, reporting, evaluation, and communication of risk information on a regular and consistent basis throughout the company.
3. Measure risk both qualitatively, such as the company's reputation and image, and quantitatively, such as loss of profits, revenue reduction, and increased expenses, by considering potential opportunities and impacts.
4. Establish a risk limit (RISK LIMIT) to limit potential damage to a level acceptable to the company. Also, define events or risk levels that are warning signs (WARNING SIGN) for employees to take action to prevent the risk from exceeding the defined risk ceiling.
5. Establish written operating procedures for executives and employees to follow in order to control operational risks.

Risk Management Approach

1. Define the objectives of the company's operations.
2. Identify risk indicators and causes of risk.
3. Analyze, assess, and prioritize risks.
4. Establish risk control criteria and methods.
5. Define risk management methods.
6. Follow up, report, and evaluate results.

The company has established a comprehensive enterprise risk management manual that covers all aspects of management and has established a specific maritime risk management policy in accordance with international standards to control risks related to the safety, health, and environment of vessels in the fleet. It is used as a tool to reduce hazards, reduce the severity of accidents, and assist in business decision-making. According to the ISM CODE on Risk Management System (0903-CS Risk Management System), the responsible person is the Designated Person Ashore (DPA), who is responsible for overseeing the system and ensuring that the operation of the assigned system is in line with the objectives, principles, and practices of the safety management system. The system is reviewed, updated, and revised once a year to ensure that it is appropriate and up-to-date.

Link for risk management policy and plan : https://vlenterprise.co.th/download/other_policies/VL-CG-14%20นโยบายการบริหารความเสี่ยง.pdf

2.2 Risk factors

2.2.1 Risk that might affect the company's business, including environmental, social and corporate governance issues

Risk 1 Customer Concentration Risk

Related risk topics : Strategic Risk

- Reliance on large customers or few customers
- Reliance on large partners / distributors or few partners / distributors

Risk characteristics

The majority of the Company's transportation service revenue comes from major customers. In 2024, the revenue proportion from services provided to major customers includes Bangchak Corporation Public Company Limited (formerly Esso (Thailand) Public Company Limited ("ESSO")) and Bangchak Corporation Public Company Limited ("Bangchak"), which have currently merged under the management of Bangchak.

Risk-related consequences

Should the aforementioned partner cease operations or experience any event leading to a temporary suspension of business, or in the event of contract termination by the partner, it would significantly impact the company's operating results.

Risk management measures

The Company acknowledges this risk and believes that the aforementioned partner is a long-standing operator in the industry. Furthermore, the demand for petroleum products transported by the Company remains consistent. Therefore, it is expected that the cessation of business operations will not occur. Moreover, with the Company's potential in providing transportation services that prioritize quality and safety, and the Company's past experience, the Company and the aforementioned partner have had a good relationship for over 20 years and have continuously increased their use of the Company's services. The contract has also been renewed continuously. The Company, therefore, believes that the risk of contract termination is low, and the Company has attempted to negotiate with customers to obtain long-term contracts. Currently, the contract duration with major partners ranges from 2 to 15 years.

Risk 2 Cybersecurity risks

Related risk topics : Operational Risk

- Information security and cyber-attack

Risk characteristics

Transformation of business operations with increased reliance on digital technology, connecting data from devices both onboard and in the office via the internet

Risk-related consequences

Resulting in an increased risk of cyber threats, such as unauthorized access to internal data by outsiders, which may lead to data destruction by unauthorized individuals or data misuse. This could potentially impact the business or the company's reputation.

Risk management measures

The company has an information technology security policy and an information technology contingency plan. Data is stored on the company's server, which can be accessed with controlled passwords, so the workplace is not limited in the event of a system failure. The computer network system is constantly being upgraded for availability.

Risk 3 Risks from future changes in energy demand

Related risk topics : Strategic Risk

- Volatility in the industry in which the company operates

Risk characteristics

Currently, the company generates 80% of its revenue from the transportation of petroleum products, namely diesel and gasoline. Should there be a shift in energy demand from petroleum products to other alternatives, it would significantly impact the company's financial performance. Following the COVID-19 pandemic, rapid technological advancements and the ongoing international conflict continue to impact oil prices, leading to widespread price increases.

Risk-related consequences

Automotive manufacturers are turning to develop electric vehicle technology to meet the needs of most consumers who want to

reduce the burden of volatile oil prices. Therefore, they are interested in and changing their behavior to using electric power instead. However, if we look at the statistics of oil consumption in the country, it is still growing continuously. In addition, the estimates from the INTERNATIONAL ENERGY AGENCY (IEA), which estimates that future oil consumption from 2016-2040 will continue to grow, even though more renewable energy enters the market.

Risk management measures

The company has established a task force to closely monitor the electric vehicle market situation in the country. Currently, the proportion of change is still within an acceptable risk.

Risk 4 Key Person Risk

- Related risk topics : Operational Risk
- Reliance on employees in key positions
 - Shortage or reliance on skilled workers

Risk characteristics

As the petroleum and chemical product transportation service business is a specialized business that requires personnel with specific knowledge and experience in operations, including personnel involved in vessel procurement and personnel involved in overseeing operations on board. The company must rely on personnel with expertise in fleet management, vessel procurement, maritime transport operations, compliance with various regulations according to domestic requirements, and the requirements of international maritime organizations.

Risk-related consequences

As the goods transported are classified as chemicals and hazardous materials, any errors could cause widespread damage to people and the environment.

Risk management measures

Therefore, the company prioritizes its personnel. All personnel, including those to be recruited, must possess qualifications in accordance with established regulations and requirements.

Risk 5 Oil Price Fluctuation Risk

- Related risk topics : Strategic Risk
- Volatility in the industry in which the company operates
- Operational Risk
- Shortage or fluctuation in pricing of raw materials or productive resources

Risk characteristics

Fuel oil remains one of the main costs of transportation services. Fuel prices are a significant factor that can substantially impact the company's operating results, as they depend on global oil supply and demand, which are beyond the company's control.

Risk-related consequences

Affecting service revenue, which will vary with oil prices.

Risk management measures

The company determines the method and controls the amount of fuel consumption by setting the appropriate ship speed that the company deems acceptable and does not affect customers. In addition, in the event that oil prices fluctuate more than expected during the contract period, the company may negotiate with partners to adjust service rates. Therefore, such risks will not materially affect the company's operating results.

Risk 6 Risks from the impact of dry docking plans

- Related risk topics : Strategic Risk
- Government policy
- Compliance Risk
- Laws and regulations is not favorable for doing business

Risk characteristics

The Harbor Department's regulations under Thai law stipulate that all vessels must undergo dry docking every 36 months, and the Classification Society, under international regulations, mandates that all vessels must undergo dry docking twice within 60 months, with the first inspection to be conducted within 36 months. The dry docking period takes approximately 15 to 21 days.

Risk-related consequences

During such periods, the company is unable to utilize the vessels for transportation services, resulting in a decrease in

revenue during those periods. Additionally, there are expenses incurred from dry-docking the vessels. If the company has multiple vessels requiring dry-docking simultaneously, the dry-docking process will significantly impact the company's operational results for that particular year.

Risk management measures

The company plans to dock vessels as needed, utilizing partner vessels and implementing a joint vessel usage plan to minimize impact on business operations. In 2023, a total of 7 vessels will be docked, distributed throughout each quarter.

Risk 7 Exchange rate fluctuation risk

Related risk topics : Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

Risk characteristics

The company prepares its consolidated financial statements in Thai Baht. The company generates revenue from international transportation services for which customers make payments in US dollars.

Risk-related consequences

Impact from exchange rate volatility affects revenue

Risk management measures

The company can partially mitigate the impact of exchange rate volatility through natural hedging. This involves offsetting expenses in US dollars within the profit and loss statement. When engaging in transactions that utilize other high-value currencies, such as investment purchases, the company will enter into forward contracts for those currencies.

Risk 8 Investment risks in ship purchasing

Related risk topics : Financial Risk

- Fluctuation in return on assets or investment

Risk characteristics

The main asset in the business is the hull, which has a high investment value, including various expenses during construction. Or, in the case of purchasing a second-hand vessel, there will be relatively high costs for ship renovation. In general, before investing in a new vessel, the company will negotiate with partners who need vessels to provide additional services. A feasibility study is conducted to assess the investment's worth. This assessment is only a projection of future returns based on the assumption that revenues and expenses will be in accordance with the contracts that partners hire and costs that are close to the present.

Risk-related consequences

If the actual revenue does not meet the forecast or any events occur that result in significant changes, the actual returns may differ from the estimates. In addition, the company may face risks if it is unable to find vessels to serve its partners in a timely manner, which may affect its reputation and trust in future services.

Risk management measures

The company prepares an annual capital expenditure budget and reviews the capital expenditure budget annually to adjust the business plan according to changing circumstances and market conditions, which helps to reduce the risk of ship purchase investments.

Risk 9 Risks from changes in laws and regulations related to business operations

Related risk topics : Compliance Risk

- Change in laws and regulations

Risk characteristics

With the nature of business operations that pose risks of impacting the environment and the public at large, these activities are subject to numerous regulations and laws, both domestically and internationally.

Risk-related consequences

If there are significant changes in laws or regulations, it may affect the company's operating results. The company may incur higher operating expenses, and if the company's licenses are revoked or cannot be renewed, it will affect the business and the company's operations.

Risk management measures

Currently, the company strictly complies with the conditions for license renewal, regulations, and other relevant requirements. The company also closely monitors news and information to adapt its business plans to address potential changes. The company has

appointed Mr. Narongdet Boonsukveerawat as the Designated Person Ashore (DPA) who is responsible for monitoring domestic and international laws and regulations applicable to the company's operations. The Human Resources Department is responsible for monitoring labor laws and providing training to personnel to ensure awareness of legal and regulatory changes, mitigating potential risks to business operations.

Risk 10 Business competition risks

Related risk topics : Strategic Risk
• Competition risk

Risk characteristics

Although there are few operators in the petroleum and chemical product transportation service industry due to the high capital investment and personnel experience required, the existing competitors in the industry are highly competitive.

Risk-related consequences

If competitors plan to expand their businesses and increase their capacity to accommodate delivery services from the company's major partners, it will cause the company to lose its main source of revenue. It is believed that the selection of partners' services must be considered from the service capability, transportation safety, and quality control of goods during transportation.

Risk management measures

The company has a long-standing and positive relationship with major partners. It has a good track record of providing transportation services and continuously improving service standards. Moreover, there is a marketing department that constantly monitors and takes care of partners. If the company can maintain its standards, the possibility of major partners switching to competitors for transportation services is relatively low.

Risk 11 Occupational accident risk

Related risk topics : Operational Risk
• Human error in business operations
• Safety, occupational health, and working environment

Risk characteristics

The company prioritizes transportation service standards that emphasize safety. However, accidents may occur due to negligence by the company's onboard personnel or factors beyond the company's control, such as negligence by personnel from other agencies.

Risk-related consequences

Accidents can result in losses, including damaged property, injured individuals, and damage to the company's reputation. This may lead to a temporary suspension of transportation services, which will affect the company's revenue.

Risk management measures

From past statistics, the company has a very low accident rate. In 2021-2022, accidents accounted for 0.00 percent of the total trips made in those years. However, the company has insurance coverage for such losses and prioritizes training onboard personnel to operate in accordance with regulations. There is an annual training plan to ensure that personnel are aware of providing services with safety as a priority. Onboard personnel are required to report incidents (NEAR MISS REPORT) while working on board. In addition, there are random inspections of the work of onboard personnel by the Operations, Technical, Safety, and Personnel departments at least 2 times per year per vessel in order to minimize the risk of accidents and to ensure efficient service.

Risk 12 Natural disaster risk

Related risk topics : Strategic Risk
• Climate change and disasters

Risk characteristics

The company is a single-channel sea freight service provider. In the event of natural disasters along the transportation route, the company will be unable to provide services.

Risk-related consequences

Significantly impacting operational results, this risk cannot be avoided but can be mitigated.

Risk management measures

The company requires weather checks before sailing at all times. Alternative routes have been studied to continue transportation services. However, if natural disasters occur during the voyage and may cause damage to the vessel or other property, the service on that route is required to anchor for safety. The company has insured the hull and machinery (Hull and Machinery Insurance: H&

M Insurance) and Protection and Indemnity Insurance (P&I Insurance), which can cover the damage incurred and mitigate the impact on the company.

Risk 13 Risk of robbery

Related risk topics : [Operational Risk](#)
• Other : Risk of robbery

Risk characteristics

The goods transported by the company are highly valuable, thus posing a risk of theft during shipping.

Risk-related consequences

Robbery incidents not only cause damage to goods but also may prevent the company from collecting revenue from trading partners. Moreover, the company may be sued by trading partners for compensation for the lost goods.

Risk management measures

The majority of the company's transportation routes are domestic routes with a low risk of robbery. However, the company has taken measures to prevent the risk of robbery by avoiding routes that are prone to robbery incidents at night. If the company is unable to avoid such routes, the company has procedures in place to prevent robbery incidents by

1. Partition the area into a safe room for valuable assets.
2. All vessels must have binoculars to monitor the areas they pass through.
3. When approaching areas with a history of robbery incidents, The company will notify the Information Fusion Centre for safety and law enforcement in the seas (IFC) to be on the lookout for pirates.
4. Installing additional outer cages to prevent pirates from entering the ship.

Risk 14 Risks of Inadequate Insurance Coverage

Related risk topics : [Operational Risk](#)
• Climate change and disasters

Risk characteristics

The company insures both hull and machinery insurance (HULL AND MACHINERY INSURANCE: H&M INSURANCE) and protection and indemnity insurance (PROTECTION AND INDEMNITY INSURANCE: P&I INSURANCE) for all vessels owned by the company, which will cover damage to the vessels.

Risk-related consequences

If the vessel encounters an accident, oil spill, cargo damage to business partners, robbery, or injury to personnel on board, the company's insurance will cover the assets used in the business. However, the events that may occur in the future may be more severe than the insurance can cover, such as events arising from war.

Risk management measures

The company has a policy of regularly inspecting and maintaining the condition of ships and engines, avoiding sailing routes that are prone to piracy at night, and employees strictly adhering to safety manuals to reduce the risk of accidents or injuries to personnel on board.

Risk 15 Additional investment in business expansion

Related risk topics : [Strategic Risk](#)
• New business risk

Risk characteristics

The company has relied on loans from financial institutions as another way to finance new vessels. Loan agreements with financial institutions have various conditions that the company must comply with, both in terms of repayment of principal and interest according to the specified timeframe.

Risk-related consequences

If, at the expiration of the time specified, the company is unable to make payment, the financial institution has the right to demand immediate payment of the entire amount, including the right to suspend loans to the company.

Risk management measures

In the past, the company has had sufficient cash flow and therefore has never had a history of defaulting on loan repayments from financial institutions.

Risk 16 Risk of emerging infectious diseases

Related risk topics : Strategic Risk
• Pandemic risk

Risk characteristics

From the situation of the outbreak of the new coronavirus, or COVID-19, since 2020, although it has now been downgraded to an endemic disease and the severity of the infection has been reduced, the company cannot be complacent from past experiences.

Risk-related consequences

Affecting business operations

Risk management measures

The company has prepared a Business Continuity Plan (BCP) to mitigate the impact on business operations. Measures include work-from-home policies and alternate-day work schedules. In addition to the pandemic, the company has also prepared BCPs for other events such as riots, fires, or cyberattacks.

2.2.2 Risk to securities holders

Are there any risk factors affecting securities holders? : No

2.2.3 Risk to securities holders from investing in foreign securities (applicable to only foreign companies)

Are there any risk factors affecting securities holders : No
from investing in foreign securities?

3. Sustainable Development

3.1 Policy and goals of sustainable management

Sustainability Policy

Sustainability Policy : Yes

With a commitment to sustainable business development alongside the environment and society throughout the value chain, in line with the expectations of stakeholders, to enhance the quality and potential for the business to grow continuously, have financial stability, and operate responsibly towards society and the environment under the principles of good corporate governance.

In 2024, the Good Corporate Governance and Sustainable Development Working Group has established policies and goals for sustainability management to create clarity for stakeholders in all groups, in all dimensions, and in line with the company's vision, as follows:

1. Operate a business providing maritime transport services with knowledgeable, experienced, and professional personnel, including providing services to customers with sincerity and creating an effective network of business partners.
2. Promote operations in accordance with human rights principles by taking into account human dignity, rights, freedoms, and equality of persons protected under the Constitution of the Kingdom of Thailand and relevant international laws, including respect for local customs and traditions where the company is located.
3. Cultivate and build awareness by adhering to laws and trade regulations, enhancing transparency in management, and supporting the fight against corruption, the prevention of conflicts of interest, and the abuse of power to create maximum and fair benefits for stakeholders.
4. Committed to improving and developing business processes and service delivery, as well as the value chain, according to the principles of quality management throughout the organization to create a quality mindset among the company's personnel, resulting in value creation for customers and sustainable growth in the long term.
5. Care for and prioritize the safety, occupational health, and working environment of employees, partners, customers, and visitors to prevent loss of life and property, as well as injuries or illnesses arising from work.
6. Promote corporate social responsibility and environmental responsibility by supporting and encouraging employees at all levels and stakeholders in all sectors to participate in social responsibility activities or projects to enhance efficiency and effectiveness, including creating value for the company and stakeholders while coexisting with the community and society with well-being.
7. Promote the efficient use of resources, including reducing and controlling impacts on society and the environment, resulting from the company's operations, including those of related partners.
8. Manage human resources fairly, prioritize workforce development, and promote happiness at work, which will lead to the efficient running of the organization.
9. Committed to comprehensive and comprehensive risk management to prevent potential losses and impacts, leading to future sustainability.
10. Recognize the importance of the team of employees and executives, everyone in the company, and support unity and solidarity, which creates the power to drive the organization forward and can promote the sustainable development of the organization.
11. Encourage the development and creation of business innovations in products and services to be tangible and enhance the long-term sustainability of the organization.

Management Structure

The company has established a Corporate Governance and Sustainable Development (CG&Sustain) Committee, which comprises independent directors, senior executives of the company, and a working team with members from each department, with an independent director acting as chairman. The committee will be responsible for overseeing, setting guidelines for operations, and advising on various projects for the sustainability of the company.

The company believes that conducting business based on sustainability is an important foundation that will help strengthen the organization to grow stably. Therefore, it is committed to being an organization that is mindful of society, community, and the environment, providing good service to customers and partners. In order for the operations to be in the right direction and create benefits for stakeholders on all sides, it is a concept of sustainable development.

In 2024, the company recognized the importance of sustainable growth and therefore organized Risk Management and ESG for Business Excellence training and conducted workshops to raise awareness and understanding among the Board of Directors, executives, and employees. To apply various strategies and encourage employees in all sectors to participate in the development of the company's operations. It also enhances the role of the Board of Directors to be responsible for overseeing sustainability and monitoring risks to ensure that all of the company's activities and operations are under sustainability standards.

Sustainability management goals

Does the company set sustainability management goals : Yes

Short-term goals

- Reducing greenhouse gas emissions by supporting waste reduction and sorting in transportation and operations.
- Promoting equality in the organization, fostering diversity and equality in the workplace.
- Developing employee skills to align with business principles and requirements.
- Promoting community engagement, collaborating with local communities to develop sustainable activities.
- Managing wastewater, liquids, and waste from ships in accordance with international regulations such as MARPOL Annex I, II, III, V, VI.
- Establishing safety standards for work, aiming for zero Man Injury. As of December 31, 2024, the company has a record of 6,271,707 safe working hours.

Long-term goals

- Building a sustainable supply chain, coordinating with partners to use environmentally friendly materials and processes, and working with suppliers with sustainable practices.
- Collaborating with regulatory agencies to develop good environmental practices.
- Conserving marine biodiversity by controlling the discharge of ballast water to reduce the impact of transportation activities.
- Enhancing the circular economy in the oil transportation industry by supporting the recycling of end-of-life vessels according to international standards.

United Nations SDGs that align with the organization's sustainability management goals : Goal 4 Quality Education, Goal 5 Gender Equality, Goal 13 Climate Action

Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals of sustainable management over the past year : Yes

Has the company changed and developed the policy and/or goals of sustainable management over the past year : No

3.2 Management of impacts on stakeholders in the business value chain

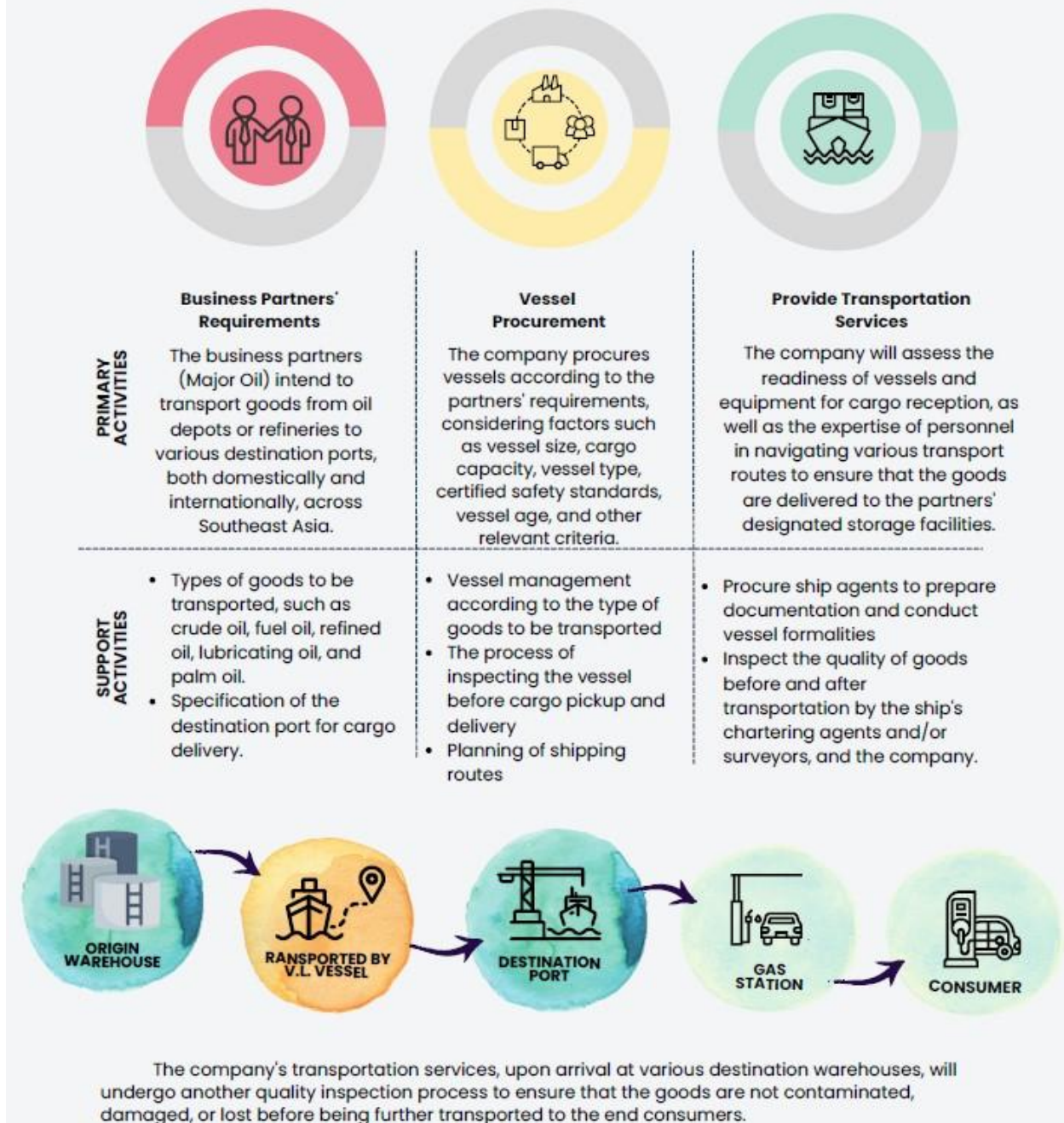
3.2.1 Business value chain

Strategic Management for Building Collaboration Among Companies, Various Agencies, Both Internal and External Organizations, and Stakeholders To enable seamless and continuous operations as a unified entity, maximizing efficiency in the highly competitive modern business landscape, which is characterized by rapid technological advancements and challenges, business chain management must be integrated and interdependent. The focus should be on collaboration and coordination in interrelated and interconnected activities to create added value. This process begins with transportation services and product delivery to customers, extending to after-sales service to maintain strong relationships with partners. Creating value or additional benefits follows a continuous sequence of value-creating processes, akin to a chain of interconnected activities, ultimately delivering the highest value in products or services for customers to utilize to their fullest advantage.

Business value chain diagram



Business Value Chain



3.2.2 Analysis of stakeholders in the business value chain

Details of stakeholder analysis in the business value chain

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
Internal stakeholders			
<ul style="list-style-type: none"> • Employees 	<ul style="list-style-type: none"> - Fair compensation, welfare, and benefits - Career advancement and job security - Job satisfaction - Professional development and skills enhancement - Safe working environment - Corporate ethics and responsibility towards employees 	<ul style="list-style-type: none"> - Safety Management System in accordance with the ISM Code - Provident Fund - Strict adherence to the Employment Policy - Corporate Wellness and Sustainable Happiness Programs - Career Path Development - Compliance with Human Rights Policy - Compliance with Personal Data Protection Policy - Fair and Transparent Compensation and Performance Evaluation System 	<ul style="list-style-type: none"> • Visit • Internal Meeting • Complaint Reception • Training / Seminar

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
External stakeholders			
<ul style="list-style-type: none"> • Customers 	<ul style="list-style-type: none"> - Responsiveness to Information Disclosure Requests - Business Growth - Business Ethics, Transparency, and Compliance - Safe Working Environment - Compliant Transportation Services - Collaboration in Joint Operations 	<ul style="list-style-type: none"> - Disclosure of information in a timely manner - Strict adherence to anti-corruption policies - Good corporate governance that is transparent, fair, and verifiable - Safety management under the ISM Code system - Strict compliance with laws and regulations of relevant agencies - Oil tanker inspection and certification by the SIRE (Ship Inspection Report Exchange) program 	<ul style="list-style-type: none"> • Visit • Complaint Reception • Satisfaction Survey • Others <ul style="list-style-type: none"> • Annual Maintenance Plan Reporting and Emergency Plan Drills
<ul style="list-style-type: none"> • Suppliers 	<ul style="list-style-type: none"> - Business ethics, transparency, and compliance - Business growth - Providing compliant transportation services - Product quality and pricing - Fair adherence to payment terms and conditions 	<ul style="list-style-type: none"> - Strictly adhere to procurement, sourcing, and operational procedures. - Comply with and promote the Anti-Corruption Policy. - Uphold the "No Gift Policy." - Compare and verify product quality and pricing for optimal value. 	<ul style="list-style-type: none"> • Online Communication • External Meeting • Complaint Reception • Others <ul style="list-style-type: none"> • Vendor evaluation • Annual Report and Company Website

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<ul style="list-style-type: none"> Contractors 	<ul style="list-style-type: none"> - Business ethics and transparency in service provision - Maintenance in accordance with standards and regulations - Fair and reasonable service fees 	<ul style="list-style-type: none"> - Strictly adhere to procurement policies, sourcing procedures, and operational workflows. - Develop annual maintenance plans. - Comply with Harbor Department regulations for scheduled maintenance as required by law. - Compare and verify service quality and pricing for optimal value. 	<ul style="list-style-type: none"> External Meeting Others <ul style="list-style-type: none"> Annual Report and Company Website
<ul style="list-style-type: none"> Specialists Others <ul style="list-style-type: none"> Marine Surveyor 	<ul style="list-style-type: none"> - Corporate Governance and Business Transparency - Business Growth - Risk Management - Vessel's Readiness - Compliance with Maritime Laws and Regulations - Environmental Consideration - Building Transportation Confidence for the Company 	<ul style="list-style-type: none"> - Accurately and completely answer questions posed by ship inspectors. - Respond to documents requested by inspectors quickly and accurately. - Seafarers with an understanding of correct work practices in accordance with international laws and regulations. 	<ul style="list-style-type: none"> Visit Online Communication External Meeting
<ul style="list-style-type: none"> Community 	<ul style="list-style-type: none"> - Enhancing quality of life and promoting income generation for the community - Mitigating potential social and environmental impacts resulting from the company's operations - Ensuring safety of life and property - Respecting the fundamental rights of the community 	<ul style="list-style-type: none"> - Control of pollution by complying with MARPOL Annex I, II, III, V, VI - Strictly comply with the Harbor Department's announcements. - Comply with the human rights policy, which covers community rights. 	<ul style="list-style-type: none"> Visit Social Event Others <ul style="list-style-type: none"> Field visit and community engagement. Community Survey Annual Report and Company Website

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<ul style="list-style-type: none"> • Business partners • Contractors 	<ul style="list-style-type: none"> - Business ethics, transparency, and compliance - Business growth - Providing compliant transportation services 	<ul style="list-style-type: none"> - Communication of guidelines and practices regarding corporate governance and business ethics - Development of operational potential to enhance business growth opportunities - Strict compliance with regulations and requirements for goods transportation - Contractor's operations adhere to safety principles and/or have certified work standards (ISO, etc.) - Timely and accurate completion of assigned tasks 	<ul style="list-style-type: none"> • Visit • Online Communication • External Meeting • Others <ul style="list-style-type: none"> • Meetings on various occasions
<ul style="list-style-type: none"> • Shareholders 	<ul style="list-style-type: none"> - Business Transparency - Internationally Recognized Reputation - Business Performance and Growth - Business Continuity - Fair Returns to Shareholders and Investors - Data Privacy Control of Shareholders, Investors, and Analysts - Equal Opportunities - Risk Management System 	<ul style="list-style-type: none"> - Transparent, fair, and verifiable governance. - Transparent and timely information disclosure. - Sound monitoring and control systems. - Appropriate dividend payments. - Prudent risk management. - Control of personal data of shareholders, investors, and analysts. 	<ul style="list-style-type: none"> • Online Communication • Annual General Meeting (AGM) • Others <ul style="list-style-type: none"> • Annual Report and Company Website • Online Investor Relations • Disclosure through the Market for Alternative Investment (MAI)

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<ul style="list-style-type: none"> Media 	<ul style="list-style-type: none"> - Value creation for the economy and society - Corporate governance and transparency - Compliance with laws and regulations - Responsiveness 	<ul style="list-style-type: none"> - Online investor meetings (Opportunity Day) - Accurate and timely disclosure of information about the event 	<ul style="list-style-type: none"> Others <ul style="list-style-type: none"> Annual Report and Company Website Online Investor Meeting (Opportunity Day) Interviews through various channels

3.3 Management of environmental sustainability

3.3.1 Environmental policy and guidelines

Environmental policy and guidelines

Environmental policy and guidelines	:	Yes
Environmental guidelines	:	Water Management, Waste Management, Biodiversity Management, Greenhouse Gas and Climate Change Management, Noise Pollution Management

The Company has a safety policy and an environmental policy in place to ensure the safety of its employees and to protect the environment from destruction. The Company recognizes the importance of the environment, economy, and society in which it operates. Therefore, the Company has established an environmental policy as follows:

V.L. Enterprise Public Company Limited, a liquid cargo ship management company, operates domestic and international sea freight transportation. It recognizes and prioritizes the environment as the company's policy to conduct business in a manner that balances the environment and the economic needs of the communities in which the company operates. The company will improve its environmental practices throughout the duration of its business. To achieve the objectives of this policy, the following actions will be taken:

1. Zero oil spill or toxic vapor leaks, minimize emissions in accordance with regulations.
2. Comply with applicable environmental laws and regulations. Even in the absence of applicable environmental laws or regulations, the Company will treat the environment responsibly and with standards.
3. Promote and support environmental awareness and respect. It will be emphasized that the duty to act appropriately towards the environment is the responsibility of all employees. and will ensure that it is actually implemented in the operation, including providing appropriate training.
4. Collaborate with government and industry groups to promote the development of effective environmental laws and regulations in a timely manner based on scientific appropriateness and consideration of risks, costs and revenues, including impacts on energy and product supply.
5. Manage the Company's business with the goal of preventing environmental incidents and minimizing waste disposal. Measures and procedures have been established to control and dispose of various wastes, including:
 - Oil, chemicals and related products
 - NLS Hazardous Substances
 - Sewage
 - Cargo vapors and engine exhaust
 - Dangerous goods
 - Garbage
 - Ballast water
 - Noise
6. Take immediate and effective action on incidents arising from business operations in collaboration with industry participants and government agencies with jurisdiction in this matter.
7. Share the Company's experiences with others to improve the environment for the industry.
8. Review and evaluate the Company's performance as appropriate to determine progress and to ensure compliance with environmental policies.

The International Safety Management (ISM) Code

In addition to the environmental policy, the Company has also developed a safety management system in the form of a document control system to comply with the requirements of the International Safety Management (ISM) Code and to be applied both at the office and on board ships. In order to ensure safety and prevent pollution, the Company has established other relevant policies as standards for conducting business, which are also considered the Company's main policies. The Company expects all employees to respect and comply with these policies to the highest standards in conducting business. All details are specified in "Various Policies" (0201-CS). Other relevant policies include:

1. Safety Policy
2. Environmental Policy
3. Alcohol and Drug Policy
4. Transportation Policy and Prevention of Goods Damage or Loss During Transportation
5. Security Policy
6. Sanitation Policy
7. Workplace Harassment Policy
8. Open Consultation and Feedback Policy
9. Safe Navigation Policy
10. Work and Rest Policy
11. Public Media Policy
12. Health, Safety, Security and Environmental Policy
13. Safety Stoppage Policy

International Safety Management Code (ISM Code)

Environmental conservation, which is an important part that may be directly affected by the Company's business operations. Therefore, the Company has adopted important measures. It has been adapted and developed to increase efficiency in environmental management, especially the reduction of carbon dioxide (CO₂) emissions and fuel consumption in the shipping industry, which is regulated by the International Maritime Organization (IMO). It has issued measures as international guidelines for shipping companies. By using the Energy Efficiency Design Index ("EEDI") for new ships to comply with the IMO agreement and has issued the SEEMP manual to control fuel consumption on board and track the calculation of carbon dioxide (CO₂) emissions. By calculating the standard values from the engine, speed, and weight of the ship, the results of the calculation are not the same for each voyage of the ship. Therefore, the Energy Efficiency Design Index (EEDI) has a standard calculation formula specific to the engine that the shipyard will calculate and will be specified in the engine specifications.

Ship Energy Efficiency Management Plan (SEEMP)

The International Maritime Organization (IMO) has established guidelines for the control of air pollution (Ship Energy Efficiency Management Plan) ("SEEMP") for use specifically in the shipping industry. The main objective of SEEMP is to improve the overall efficiency of ships in the long term by using correct and appropriate methods for energy saving and fuel consumption reduction. However, the International Maritime Organization (IMO) has not set standard values to be followed. Therefore, the Company has set a target for efficient energy use as a standard for monitoring and controlling ship emissions with an average EEOI of 23.370 G/T-KM (43.212 G/T-NM) while loading and 39.729 G/T-KM (73.461 G/T-NM) of the total average (while loading and not loading). The company has therefore set an average of 49 G/T-NM per voyage as the company's standard to control emissions from exceeding the company's standards. For sustainable and effective management.

MARPOL 16973/1978: Marine Pollution Prevention International Convention DC 1973/1978

Many countries have established Emission Control Areas (ECAs) for sulfur content in ship fuel, such as North America and Northern Europe (not exceeding 0.1%), and China has announced sulfur control zones in three port areas: Yangtze, Pearl, and Bohai Bay, limiting sulfur to no more than 0.5%, effective from 2017. Ships that have to switch to using MGO or LSFO will incur higher costs and may affect profits if they are unable to pass the burden on to customers. The beneficiaries are refineries because this measure will result in a significant increase in demand for diesel, which is in the same group as LSFO and MGO, especially in the first 2-3 years until the fleet adapts to other better or cheaper methods. Refineries with a high proportion of diesel production will benefit greatly because refining margins will increase.

However, due to the intensification of US sanctions against Iran, it is predicted that oil prices in 2025 will remain volatile. While oil demand continues to increase, with key supporting factors being the US interest rate cut and China's economic stimulus

measures. However, there are still risks in terms of trade wars from the policies of the new US president, which could have an impact on the global economy. It also resulted in Middle Eastern countries reducing production and limiting crude oil exports. Switching to low-sulfur fuels has also had several other impacts.

In other words, shippers will be sensitive to factors that affect fuel surcharges. Freight carriers will avoid using small vessels, most of which are not equipped with exhaust gas treatment systems or use older engines. The area between services will be reduced due to the retirement of outdated cargo ships and shipping lines that have adapted in advance and installed exhaust gas treatment systems in their fleets will have an advantage over other service providers.

IMO 2020 Standard

According to the IMO announcement, effective from 1 January 2020, the IMO 2020 measure was implemented, requiring tens of thousands of ships worldwide to switch from using fuel with sulfur emissions not exceeding 0.5% from the current 3.5% from the use of high sulfur fuel oil (HSFO) to low sulfur fuel oil not exceeding 0.5% (LSFO).

Comparing the use of High Sulfur and Low Sulfur fuel oil is important in the shipping industry as it affects the amount of emissions from ships and the pollution emitted from ships. It affects pollution control in engines and affects the comfort and safety of people in the area where the oil is pumped. Key comparative information between High Sulfur and Low Sulfur fuel oil includes:

1. Power and viscosity: High Sulfur fuel oil tends to have a higher viscosity than Low Sulfur, resulting in more incomplete combustion, resulting in significant emissions and pollutants.
2. Gas emissions: The use of High Sulfur fuel oil tends to result in higher emissions, especially sulfur dioxide (SO_x), which has an impact on human health and the environment. While Low Sulfur will significantly reduce SO_x emissions.
3. Price: The price of Low Sulfur fuel oil is generally higher than High Sulfur due to the production process and higher market demand due to laws and regulations on reducing emissions.
4. Ship's fuel oil consumption: The use of Low Sulfur fuel oil may require cleaning or the use of various technologies to prevent damage from the use of low viscosity oil.
5. Impact on the ship's fuel oil system: The use of Low Sulfur fuel oil may have an impact on damage to the engine or other operating systems on board. Therefore, changing the oil may require consideration of suitability and improvements to the engine system and other equipment on board.

In summary, LOW SULFUR oil has the advantage of reducing greenhouse gas emissions and pollution, but it is significantly more expensive than HIGH SULFUR and may have an impact on the price and fuel consumption of ships in some cases. Choosing the right fuel should therefore consider both economic efficiency and environmental impacts, as well as other relevant factors before making a decision.

Reference link for environmental policy and guidelines : [https://vcenterprise.co.th/download/other_policies/0201-สรุนโยบายต่างๆ_R17\(141122\).pdf](https://vcenterprise.co.th/download/other_policies/0201-สรุนโยบายต่างๆ_R17(141122).pdf)

Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals : No
over the past year

3.3.2 Environmental operating results

The company has an environmental management policy to avoid causing marine pollution. In operations that may impact the environment, training related to the prevention of marine pollution on ships is mandatory and must be conducted in accordance with the methods and regulations of the International Convention for the Prevention of Pollution from Ships (MARPOL73/78). The company will clearly define onboard operational responsibilities, maintain records of all operational steps, and conduct regular random inspections of these records. Marine pollution prevention training includes:

Marine Pollution Prevention Training and Education

- Prevention of Marine Pollution ANNEX I
- Oil Spill Drill and Oil Spill Response Training to prevent spills into the sea
- Noxious Liquid Substances (NLS) ANNEX II
- Bilge Water (BILGE) Disposal in the Engine Room
- Packaged Dangerous Goods (DANGEROUS GOODS) ANNEX III
- Disposal of Slop (SLOP), Pump Room Water (PUMP ROOM), and Sludge (SLUDGE)
- Sewage Disposal ANNEX IV
- Cargo Vapor System and Emission of Fumes or Air Pollutants ANNEX VI
- Garbage Disposal Methods on Ships ANNEX V
- Volatile Organic Compounds (VOCs)
- Ballast Water Management Procedure

Information on energy management

Energy management plan

The company's energy management plan : Yes

The company has established 4 steps as follows:

1. Planning

Planning is the most crucial step in implementing SEEMP. Essentially, it determines the current state of the ship's energy consumption and how to reduce it. Current energy use will be carried out according to the voyage plan, which must include the ship's energy consumption in various forms, such as fuel consumption and the last dry docking.

2. Implementation

Identifying the various methods of implementing the measures selected during the ship's energy efficiency planning will consist of operational procedures and the roles and responsibilities of stakeholders (company representatives, crew members, etc.). There must also be a system in place during the planning stage to ensure the smooth implementation of SEEMP on board.

3. Observation

Once SEEMP is implemented on board, monitoring of the plan begins by observing the effectiveness of the implemented SEEMP. There are internationally standardized methods for verifying SEEMP effectiveness, such as EEOI, which is an indicator of energy efficiency performance that can be determined from the ship's fuel consumption over a voyage carrying a certain amount of cargo.

4. Evaluation and Self-Improvement

The results of the monitoring phase must be evaluated to understand the effectiveness of SEEMP, which will be carried out in the final stage. This stage relies on constructive feedback, which can be assessed to determine if the plan needs to be updated. If necessary, the same steps will be used to improve the planning, implementation, and monitoring phases. It is the responsibility of the crew to ensure that the results and reports from the various stages of the SEEMP system are monitored, evaluated, and used to inform the implementation of the plan.

These practices are specified in the Ship Energy Efficiency Management Plan (SEEMP) manual. An EO – Environment Officer was appointed on October 1, 2021, to be responsible for monitoring the fleet's operations as follows:

- Technical Superintendent acts as an inspector of onboard operations, records data accurately, and advises the captain on efficient energy use and pollution prevention.
- Captains of all vessels act as EO: Environment Officer, taking care of and preventing pollution on board, such as Bilge - Sludge pumping / Air Pollution – EEOI Control / Change Over procedure / ETC.

For office operations, a working group was appointed on October 10, 2020, to oversee good governance and sustainable development activities. Their duties include managing, monitoring, and implementing the company's sustainable environmental goals. The company places importance on air pollution control, specifically carbon dioxide (CO2) emissions. To enhance the efficiency of emission control, the company has commissioned RINA SERVICES S.p.A. to certify engine efficiency and calculate the EEXI (Energy

Efficiency Existing Ship Index). This index measures the fuel efficiency of existing ships. EEXI uses data on the size and characteristics of the ship, as well as the operational status of the engine and energy-related equipment, to calculate the ship's energy efficiency index. This ensures low CO2 emission levels for the company's fleet. New ships built after July 1, 2010, will be subject to the international standard MARPOL Annex 6. Tier II engines are designed for optimal combustion, measured by parameters monitored by the engine manufacturer, including fuel injection timing, pressure, and stroke (adjusting engine speed), fuel injector delivery, exhaust valve timing, and cylinder compression volume.

The calculation factors for gas emissions depend on distance, the usage rate of large machinery cycles, the paralleling of generators in the bilge for safe navigation, weather conditions, wind and waves on the shipping route to the south. The comparison from the above example led to the use of service providers with similar transportation characteristics. The method of managing CO2(t) emissions reduction is as follows: the company classifies the fleet using Tier I engines to be on the Mahachai, Bangkok, Maeklong, Phetchaburi, Bang Pakong, Sriracha, and Bandon routes, which take a short time per trip. The group of vessels using Tier II engines will be on the Songkhla and Rayong routes, which take longer per trip. This method is a result of ships traveling long distances. Tier II engines will be more effective in reducing CO2(t) emissions.

CO2 (t) emission ratio in 2024
Old ships use TIER I engines CO2(t) emissions: 14,061.518 (8 vessels)
New ships use TIER I engines I. CO2(t) emissions: 10,735.025 (5 vessels)

Comparison of CO2(t) emissions 2021 - 2024
2021 = 27,785 CO2(t) / 13 vessels
2022 = 26,350 CO2(t) / 12 vessels
2023 = 26,870 CO2(t) / 13 vessels
2024 = 24,797 CO2(t) / 13 vessels

The Tier II engine standard pertains to ship engine emissions and is set by the International Maritime Organization (IMO). Its objective is to reduce ship emissions. Its main requirements involve reducing emissions from fuel combustion by setting limits on oxygen, nitrogen oxides, and greenhouse gases entering the engine for combustion. It mandates a reduction of at least 15% in pollutants compared to the Tier I standard of 2000. Using Tier II engines is mandatory when building new ships or upgrading existing ship engines to Tier II.

Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel : Yes
management

Details of setting goals for electricity and/or fuel management

Target(s)	Base year(s)	Target year(s)
Reduction of electricity purchased for consumption	2022 : purchased electricity for consumption 85,407.00 Kilowatt-hour	2027 : Reduced by 5% or 81,137.00 Kilowatt-hour

Performance and outcomes of energy management

Performance and outcomes of energy management : No

Energy management: Fuel consumption

	2022	2023	2024
Diesel (Litres)	4,099,515.01	4,615,137.01	4,667,419.89
Fuel oil (Litres)	5,414,126.69	5,010,303.87	5,633,244.22

Energy management: Electricity consumption

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	85,407.00	78,398.00	89,574.00

Information on water management

Water management plan

The Company's water management plan : No

Setting goals for water management

Does the company set goals for water management : Yes

Details of setting goals for water management

Target(s)	Base year(s)	Target year(s)
Reduction of water withdrawal	2022 : Water withdrawal 736.00 Cubic meters	2027 : Reduced by 10% or 662.00 Cubic meters

Performance and outcomes of water management

Performance and outcomes of water management : No

Water management: Water withdrawal by source

	2022	2023	2024
Total water withdrawal (Cubic meters)	736.00	735.00	682.00

Water management: Water consumption

	2022	2023	2024
Total water consumption (Cubic meters)	736.00	735.00	682.00

Water management: Recycled water consumption

	2022	2023	2024
Total recycled water for consumption (Cubic meters)	0.00	0.00	0.00

Information on waste management

Waste management plan

The company's waste management plan : Yes

The company prioritizes waste minimization. We focus on the efficient use of raw materials and production resources. When waste is generated, we strive to maximize reuse and recycling, considering the potential of each waste type and relevant regulations. This aims to minimize the amount of waste requiring treatment/disposal, making disposal the last resort. 3Rs

Reduce

- Reduce usage or use as little as necessary
- Reduce waste
- Reduce plastic bag usage
- Reduce foam container usage
- Use personal cups and containers

Reuse

- Reuse, maximize usage
- Donate or sell unused items
- Use both sides of the paper
- Buy reusable products

Recycle

- Separate recyclable waste The company will separate plastic waste for donation to organizations for recycling.

Setting goals for waste management

Does the company set goals for waste management : No

Performance and outcomes of waste management

Performance and outcomes of waste management : Yes

Greenhouse Gas Reduction Project "Donate Plastic Water Bottles, Make RECYCLE Robes"

V.L. promotes environmental activities by reducing plastic from water bottles. Throughout 2024, 660 plastic water bottles were collected and delivered to Wat Chak Daeng, Samut Prakan Province. These bottles will be processed into plastic bottle fibers to produce fabrics for sewing robes, painted cloth bags, plant pots, or clothes.

Diagram of Performance and outcomes of waste management



Waste management: Waste Generation

	2022	2023	2024
Total waste generated (Kilograms)	40,120.00	43,956.00	40,328.00
Total non-hazardous waste (kilograms)	12,430.00	4,968.00	18,015.00
Total hazardous waste (kilograms)	27,690.00	38,988.00	22,313.00

Information on greenhouse gas management

Greenhouse gas management plan

The company's greenhouse gas management plan : No

Compliance with principles and standards for greenhouse gas or climate change management

Principles and standards for greenhouse gas or climate change : Other : MARPOL
management

Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : No

Performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas management : No

Greenhouse gas management : Corporate greenhouse gas emission

	2022	2023	2024

	2022	2023	2024
Total greenhouse gas emissions (Metric tonnes of carbon dioxide equivalent)	26,350.00	26,870.00	24,797.00
Total greenhouse gas emissions - Scope 1 (Metric tonnes of carbon dioxide equivalent)	26,350.00	26,870.00	24,797.00
Total greenhouse gas emissions - Scope 2 (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00
Total greenhouse gas emissions - Scope 3 (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

Greenhouse gas management: Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas emissions : No

Information on incidents related to legal violations or negative environmental impacts

Number of cases and incidents of legal violations or negative environmental impacts

	2022	2023	2024
Number of cases or incidents of legal violations or negative environmental impact (cases)	0	0	0

3.4 Social sustainability management

Social Policies and Practices

The Company has practices to demonstrate social responsibility, including good governance, conducting business with fairness, respecting human rights and fair labor practices, community and social development, and social and environmental reporting, and To be in the same direction, the company must play a role in participating in the development and operation of social and environmental management. on the basis of sustainable development in line with the company's vision, can create sustainable value for society, communities and stakeholders.

1. Good Corporate Governance The company will have an efficient, transparent and auditable management system, which will help build confidence. And confidence to shareholders, investors, stakeholders and all parties involved to lead to sustainable business growth.

2. Conducting Business with Fairness The Company recognizes the conduct of honest and fair business under the framework of competition rules, under the law. And relevant rules and regulations and believes that conducting business fairly will help build confidence with stakeholders, which will be beneficial to the long-term business operations of the company, therefore, the company will not be interested in other benefits that may be derived from improper operations ethical channels and also encourage employees to be aware of the importance of compliance and fair competition.

3. Respect for Human Rights and Fair Labor Practices Human resources are a key factor in the business to create added value and increase productivity, therefore, the company will treat its employees with respect for individuality and human dignity. The company will improve the working environment for employees to have a good quality of life and have a human resource management system based on fairness also encourages employees to have the opportunity to demonstrate their potential, as well as receive opportunities to practice and enhance their work skills. In addition, in terms of human rights, the company conducts business with respect for human rights by promoting and protecting the rights and freedoms as well as treating each other equally, which is the foundation of human resource management and development, the company provides equal opportunities to all nationalities and in the management and compensation process, the company adheres to the principle of paying compensation that is linked to job performance, etc.

4. Community and Social Co-development Strong communities and societies with sustainable development are supportive of business operations. Therefore, the Company will organize social activities and participate in promoting the strength of communities and society, whether it is promoting education and human resource development, employment promotion, and community development projects, as well as the preservation of culture and traditions local goodness

5. Social and Environmental Reporting The Company has strictly complied with environmental laws and regulations. It also uses resources efficiently and cost-effectively. In addition, the company will focus on disclosing information that reflects compliance with the Corporate Social Responsibility (CSR) guidelines mentioned above is included in the annual report.

3.4.1 Social policy and guidelines

Social and human rights policy and guidelines : Yes

Social and human rights guidelines : Employee rights, Child labor, Community and environmental rights, Safety and occupational health at work, Non-discrimination

Human Rights Policy

V.L. Enterprise Public Company Limited ("the Company") recognizes and places importance on promoting and upholding human rights both within and outside the Company, along with ethics and good corporate governance. The Company is committed to respecting human rights in accordance with internationally accepted standards. In strict accordance with international standards, especially supporting and complying with the Universal Declaration of Human Rights: UDHR), the United Nations Global Compact (UNGC), the Guiding Principles on Business and Human Rights for United Nations Guiding Principles on Business and Human Rights (UNGP).

To ensure that the Company's business operations are free from human rights violations, the Board of Directors deems it appropriate to establish policies and practices on Human rights to prevent human rights violations in all business activities of the Company (Direct Activity), including business partners in the business value chain. (Suppliers / Contractors in Business

Value Chain) and Joint Ventures (if any).

Definition

Human Rights Means human dignity, fundamental rights and freedoms, and equality that will not be discriminated against on the grounds of race, religion, sex, skin color, language, ethnicity, or any other status under the laws of each country (Source: National Human Rights Commission).

Discrimination Means unequal treatment and care of individuals by imposing burdens or not granting benefits equally, rather than treating individuals fairly on an individual basis, everyone should receive which discrimination may include harassment.

Scope of Operations and Human Rights Policy

1. The Board of Directors, executives, and employees at all levels must be aware of the importance of and respect for human rights in all aspects of everyone, as well as society and community
2. Use the Human Rights Policy as a framework for managing human rights and operating practices of the Company and businesses that the Company have the authority to manage all activities related to employees or labor, supply chain (partners, customers), community and society.
3. The Company intends to encourage joint ventures, partners and other related parties in the Company's supply chain and businesses that the Company has the authority to manage operation on the basis of respect for human rights.
4. Free from discrimination and human rights violations by using this policy as a guideline for dissemination and understanding, leading to the setting of practices or apply as appropriate.

Labor

1. Prevent and prohibit all forms of illegal labor exploitation, including human trafficking, forced labor, and child labor.
2. Prevent and prohibit all forms of discrimination and harassment, including sexual and non-sexual harassment.
3. Promote and respect freedom of association, the right to organize and bargain collectively, and equal pay.
4. Promote and respect health, safety, and living standards.
5. Respect for privacy rights.

Employees

1. Provide a safe and hygienic working environment in accordance with international standards, free from drugs, and give importance to human rights to individuals equally.
2. Respect each other without discrimination on the basis of differences in race, origin, religion, beliefs, gender, skin color, language, ethnicity, social status or any other status to stakeholders in all areas where the Company operates.

Partners (Partners and Customers)

1. The Company should promote business partnerships and customers to prevent all forms of illegal labor exploitation by adhering to business ethics and clear and fair employment contracts.
2. The Company conducts business with and treats partners, including customers, transparently, fairly, and without discrimination.
3. Delivering quality services, service with responsibility, not violating customer privacy.
4. Partners have good and fair employment practices, including providing appropriate personal protective equipment for their employees.
5. Partners provide safety training to their employees and ensure that employees strictly adhere to safety guidelines.

Community

1. Recognize the impact of business operations that lead to human rights violations of certain stakeholder groups in the local community.
2. Conduct environmental, health, and community impact assessments.
3. Provide a process for receiving feedback so that the community can raise concerns about the impact of business operations in order to find solutions.
4. Promote a strong community economy to develop the community and create a better quality of life for the local community.

Practices

1. Respect for human rights, treat each other with respect, honor each other, and treat each other equally to stakeholders and vulnerable groups without discrimination on the basis of physical characteristics, race, nationality, origin, ethnicity, religion, gender, language, age, skin color, education social status, culture, traditions, or any other matter.
2. Exercise caution in performing duties to mitigate the risk of human rights violations in business operations, while also striving to prevent harassment in all forms, including sexual harassment and other types of harassment. Adhere to the policy of non-discrimination, oppose all forms of misconduct, and ensure zero tolerance for any form of harassment (both sexual and non-sexual). This policy stipulates that any complaints received by the company will be taken seriously, handled confidentially, and addressed with empathy. If an allegation is substantiated, appropriate remedial actions will be taken, including disciplinary measures, termination of employment, or legal action as necessary.
3. Communicate and disseminate policies, provide knowledge, foster understanding, establish guidelines, and offer other support to employees, business partners, and entities within the business value chain (Suppliers/Contractors in the Business Value Chain), as well as joint venture partners. This ensures participation in ethical business practices that respect human rights and promote fair treatment for all in accordance with this policy. Regularly review understanding and provide training on human rights, including non-discrimination and workplace harassment, to all employees and relevant stakeholders.
4. Monitor and uphold respect for human rights, ensuring that any suspected human rights violations are neither ignored nor overlooked. Employees must report any suspected violations to their supervisors or designated responsible personnel and cooperate in verifying the facts. If there are any concerns or inquiries, they should consult with their supervisors or designated personnel through the established reporting channels.
5. Establish modern, efficient, and accessible whistleblowing and complaint mechanisms, along with an escalation process for reporting incidents at higher levels. Ensure fairness and protection for individuals who report human rights violations related to the company by implementing measures to safeguard whistleblowers or those who cooperate in reporting human rights violations, as outlined in the company's anti-corruption and misconduct reporting procedures.
6. Continuously develop and implement a human rights due diligence process to identify issues, assess risks, and evaluate the impacts of human rights violations. Define affected groups or individuals covering all stakeholders, formulate mitigation and prevention strategies, and align human rights management with the organization's risk management framework. This includes addressing risks relevant to the industry and country context, conducting monitoring and evaluations, and ensuring appropriate remediation and mitigation measures in cases of human rights violations.
7. Commit to fostering and maintaining an organizational culture that upholds respect for human rights in accordance with this human rights policy.
8. Any individuals found to have committed human rights violations, including discriminatory behavior or harassment, will be subject to corrective action or disciplinary measures as per the company's code of conduct. If the act is illegal, legal action will also be taken accordingly.
9. Commit to communicating, reporting, and disclosing human rights-related activities, mitigation efforts, remediation measures, and incidents of discrimination and harassment to the public in a comprehensive and transparent manner.
10. Regularly review the human rights policy to ensure it remains relevant and aligned with significant changes affecting the organization.

Compliance with human rights principles and standards

Human rights management principles and standards : Thai Labour Standard: Corporate Social Responsibility of Thai Businesses (TLS 8001-2010) by the Ministry of Labour

Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year : Yes

Human Rights Due Diligence : HRDD

Does the company have an HRDD process : No

3.4.2 Social operating results

Information on employees and labor

Employees and labor management plan

The company's employee and labor management plan : Yes

Employee and labor management plan implemented by the Company in the past year : Employee training and development, Promoting employee relations and participation, Safety and occupational health at work

1. Employee Training and Development The company has an annual training plan for both operational and office employees, aiming to train and develop more than 50% of employees each year. A Training Roadmap is implemented to systematically outline the personnel development path, enhancing employees' capabilities in alignment with the company's goals. This structured approach ensures employee career growth and contributes to the organization's success.

2. Promoting Employee Engagement and Participation The company actively promotes employee engagement and voluntary participation in various organizational activities to foster a strong sense of belonging and commitment. Employees are encouraged to collaborate and contribute to the organization's development. Opportunities are provided for employees at all levels to share their opinions and take part in year-round sustainability initiatives, reinforcing teamwork and unity within the organization.

3. Workplace Safety and Occupational Health The company ensures that all employees receive safety training before commencing work and provides additional workplace safety education at least twice a year. These measures help maintain a safe and healthy work environment, ensuring compliance with occupational health and safety standards.

Setting employee and labor management goals

Does the company set employee and labor management goals : No

Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor management : Yes

1. V.L. Seeds Project

The company recognizes the importance of human resources as a fundamental pillar in driving business growth. Given the specialized nature of its operations, the company is committed to developing a highly skilled workforce that can grow sustainably alongside the organization. To address the shortage of specialized personnel in the market, the company established the "V.L. Seeds" program, aimed at cultivating essential maritime professionals. Employees working on the company's oil tankers are required to obtain specialized certification (Seafarer Certification). At the entry level, individuals must undergo basic training, which includes theoretical learning and document preparation, followed by practical work on board—completing the process within just one month. Beyond maritime workforce development, the company also provides scholarships to support and expand its crew members. The "V.L. Seeds" program, launched in 2023, has now reached its sixth cohort in 2023-2024, awarding a total of 42 scholarships. Scholarship recipients who meet the program's criteria can be immediately hired as full-time employees. This initiative not only helps address the crew shortage but also enhances crew retention rates. The company remains committed to continuing this program in the future.

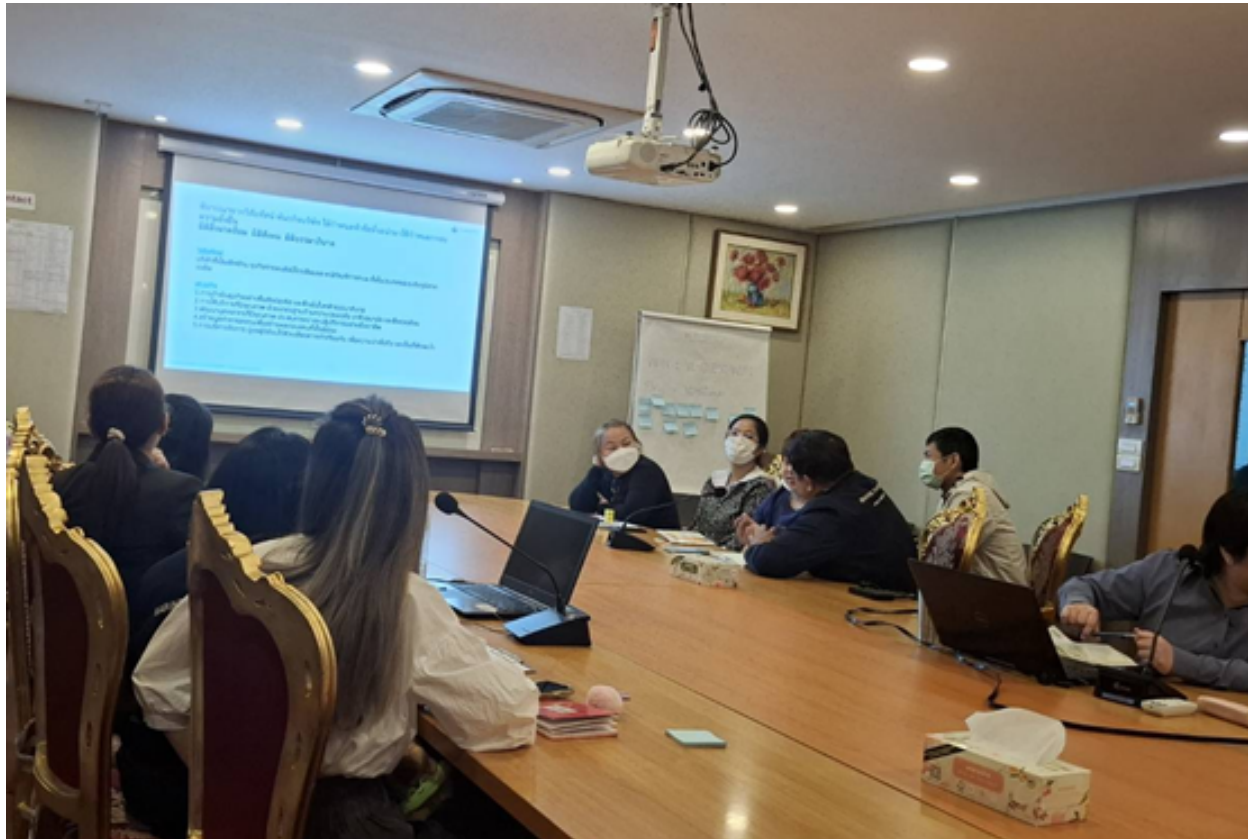
2. ESG Training and Workshop Activities

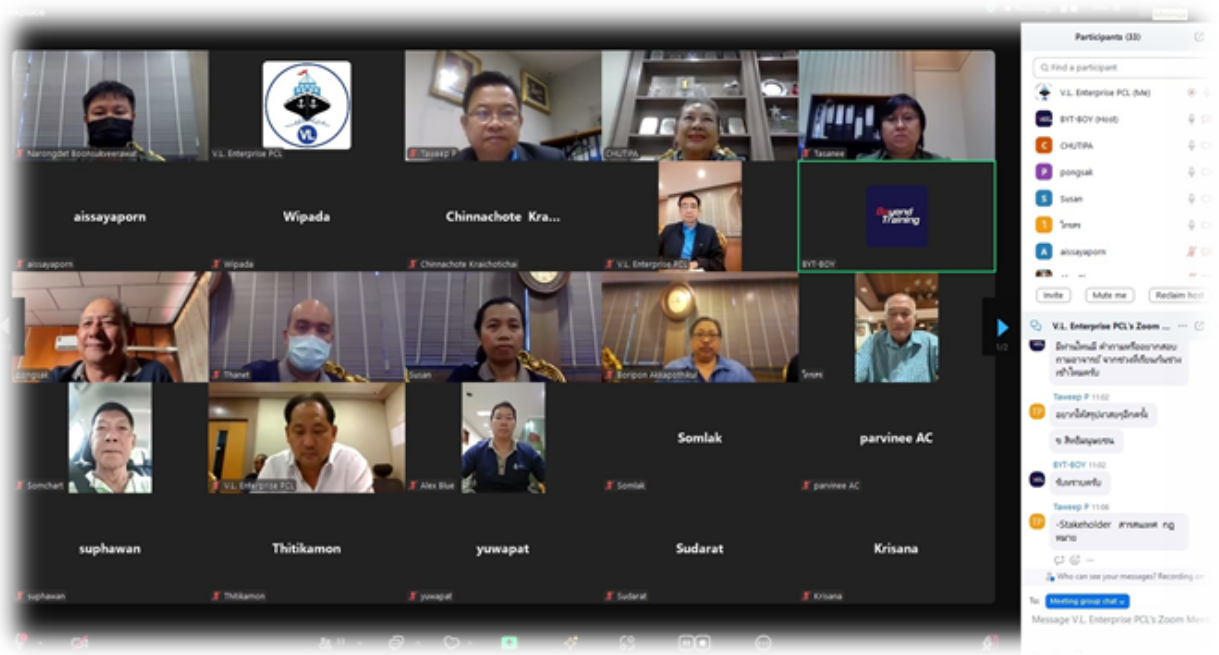
To enhance executives' and employees' understanding of sustainable business development, the company has organized ESG training and workshops. In 2024, a total of six training sessions have been conducted to date.

3. Risk Management and ESG for Business Excellence Training

Reflecting its commitment to sustainable business practices, V.L. Enterprise Public Company Limited has placed great emphasis on risk management and ESG integration across the organization. To promote knowledge, understanding, and a strong risk management culture, the company conducted the "Risk Management and ESG for Business Excellence Training" program. This training, held on October 2, 2024, was attended by the Board of Directors, senior executives, and employees, ensuring widespread participation and alignment with the company's long-term sustainability goals.

Diagram of performance and outcomes for employee and labor management





Employee and labor management: Employment

Hiring employees

	2022	2023	2024
Total employees (persons)	257	268	283
Male employees (persons)	235	245	259
Female employees (persons)	22	23	24

Employment of workers with disabilities

	2022	2023	2024
Total employment of workers with disabilities (persons)	2	2	2
Total number of employees with disabilities (persons)	2	2	2
Total male employees with disabilities (persons)	1	1	0
Total female employees with disabilities (persons)	1	1	2
Total number of workers who are not employees with disabilities (persons)	0	0	0
Contributions to empowerment for persons with disabilities fund	No	No	No

Employee and labor management: Remuneration

Employee remuneration

	2022	2023	2024
Total employee remuneration (baht)	134,472,950.25	140,682,809.42	152,046,467.43

Employee and labor management: Employee training and development

Employee training and development

	2022	2023	2024
Average employee training hours (hours / person / year)	3.64	8.00	6.00
Training and development expenses for employees (baht)	553,192.90	547,339.08	225,100.18

Employee and labor management: Safety, occupational health, and environment at work

Safety, occupational health, and environment at work

	2022	2023	2024
Total number of lost time injury incidents by employees (cases)	0	0	0

Employee and labor management: Employee engagement and internal employee groups

Employee engagement

	2022	2023	2024
Proportion of voluntary resignations (%)	1.17	33.58	36.15

	2022	2023	2024
Evaluation result of employee engagement	No	No	No

Employee internal groups

Employee internal groups : No

Information about customers

Customer management plan

Company's customer management plan : Yes

Customer management plan implemented by the company : Development of customer satisfaction and customer relationship over the past year

Customer Satisfaction and Relationship Management Customer satisfaction and strong relationships have always been a top priority for the company throughout its business operations. Customer feedback and needs serve as key insights in shaping the company's

strategic direction, ensuring long-term retention of existing clients—many of whom have been trusted business partners for years. By continuously enhancing service quality, addressing customer needs, and building trust, the company strengthens its foundation for sustainable business growth. To achieve this, the company conducts customer satisfaction surveys to gather valuable feedback, enabling continuous improvement and better responsiveness to client expectations. These insights also help identify new opportunities for operational planning and expanding the customer base effectively.

Setting customer management goals

Does the company set customer management goals : No

Performance and outcomes of customer management

Performance and outcomes of customer management : No

Customer management: Customer satisfaction

Customer satisfaction

	2022	2023	2024
Evaluation results of customer satisfaction	Yes	Yes	Yes

Information on community and society

Community and social management plan

Company's community and social management plan : Yes

Community and social management plan implemented by the company over the past year : Employment and professional skill development, Sports and recreation, Disadvantaged and vulnerable groups

Commitment to Community and Social Development The company recognizes the importance of contributing to the strength and sustainable development of communities and society, as these factors play a crucial role in supporting its business operations. To uphold this commitment, the company actively engages in social initiatives and community empowerment programs. These efforts include promoting education and human resource development, fostering employment opportunities, and implementing various community development projects. Additionally, the company is dedicated to preserving local culture and traditions, ensuring that all activities align with the principles of sustainable development and the company’s long-term vision. By integrating these initiatives into its operations, the company aims to create lasting value for society, local communities, and all stakeholders, fostering sustainable growth and positive social impact.

Setting community and social management goals

Does the company set community and social management goals : No

Performance and outcomes of community and social management

Performance and outcomes of community and social management : Yes

- VL Organizes Recreational Activities for the Elderly in Din Daeng On May 19, 2024, Ms. Chutipa Klinsuwan, Chief Executive Officer, along with company employees, organized recreational activities for the elderly in Din Daeng, Bangkok. This initiative aimed to promote self-worth, encourage healthy aging, and support longer, happier lives for senior citizens.
- School Building Renovation Project in Collaboration with TCP V.L. Enterprise Public Company Limited, led by Ms. Chutipa Klinsuwan, Chief Executive Officer, alongside company directors, employees, and business partners from TOA - CHUGOKU PAINTS CO.,

LTD., joined forces to carry out a social responsibility and sustainability initiative. The project involved renovating and repainting school buildings to enhance the quality of educational facilities and create a better learning environment. This initiative took place at Khlong Ta Cha School in Samut Songkhram Province on July 6, 2024.

Diagram of performance and outcomes in community and social management



Information on incidents related to legal or social and human rights violations

Number of cases and incidents of significant legal or social and human rights violations

	2022	2023	2024
Total number of cases or incidents of significant legal or social and human rights violations (cases)	0	0	0
Total number of cases or incidents leading to significant labor disputes (cases)	0	0	0
Total number of incidents or complaints related to business partner's rights violations (cases)	0	0	0
The total number of cases or complaints related to partner rights violations (Cases)	0	0	0
Total number of cases or incidents leading to disputes with the community/society (cases)	0	0	0
Total number of cases or incidents related to cybersecurity or customer data breaches (cases)	0	0	0
Total number of cases or incidents related to workplace safety and occupational health (cases)	0	0	0

4. Management Discussion and Analysis (MD&A)

4.1 Operation, financial condition and material changes

Operational overview

In 2024, the company's revenue mainly came from the petroleum and chemical products shipping business, consisting of

- Revenue from transportation services was 759.9 million baht.
- Gain on disposal of assets was 57.4 million baht.
- Foreign exchange gain was 0.6 million baht, and
- Other income was 3.2 million baht.

The company had transportation service costs of 657.9 million baht, an increase of 19.1 million baht from the same period in 2023, representing 3.0% of the transportation service cost from the same period in 2023. The main reason was the increase in fuel costs, employee expenses, and depreciation. In 2024,

the company had a gross profit of 102.0 million baht, representing 13.4% of total transportation service revenue, a decrease of (1.6) million baht or (1.5) % of the gross profit from the same period in 2023. This was a result of increased transportation service costs. The company had a profit for the period and total comprehensive income for the period of 74.8 million baht and 73.8 million baht, respectively, an increase of 43.8 million baht and 42.8 million baht, respectively, from the same period in 2023, representing an increase of 141.3% and 138.1%, respectively, of profit for the period and total comprehensive income for the period from the same period in 2023. This was a result of operations in 2024 and the gain on the sale of the vessel V.L. 21.

Analysis on the operation and financial condition

Operating results and profitability

Revenue The Company is a provider of marine transportation services for petroleum and chemical products both domestically and internationally. In 2022, 2023, and 2024, the Company had total revenues of 729.49 million baht, 755.65 million baht, and 821.11 million baht, respectively, with transportation service revenue being the main source. In 2024, the Company's total revenue increased from 2023 and 2022 by 65.46 million baht and 91.62 million baht, respectively, or 8.66 percent and 12.56 percent, respectively.

Expenses Total expenses in 2022, 2023, and 2024, the Company had total expenses of 706.16 million baht, 724.66 million baht, and 746.28 million baht, respectively, or 96.80%, 95.90%, and 90.89% of total revenue, respectively. In 2024, total expenses increased from 2023 and 2022 by 21.62 million baht and 40.12 million baht, respectively, or 2.98 percent and 5.68 percent, respectively, as a result of increased transportation service costs and expenses from increased services.

Gross profit and gross profit margin In 2022, 2023, and 2024, the Company had gross profits of 115.33 million baht, 103.67 million baht, and 101.96 million baht, respectively, or equivalent to gross profit margins of 15.88%, 13.96%, and 13.42% of total transportation service revenue, respectively. In 2024, gross profit decreased from 2023 and 2022 by (1.71) million baht and (13.37) million baht, respectively, or (1.65)% and (11.59)%, respectively, as a result of increased transportation service costs in 2024.

Profit for the year and net profit margin In 2022, 2023, and 2024, the Company had profit for the year of 23.33 million baht, 30.99 million baht, and 74.83 million baht, respectively, or equivalent to a profit for the year of 3.20%, 4.10%, and 9.80%, respectively. In 2024, profit for the year increased from 2023 and 2022 by 43.84 million baht and 51.50 million baht, respectively, or 141.46% and 220.75%, respectively, as a result of operations in 2024 and profit from the sale of the V.L.21 vessel.

Asset management capability

Total Assets As of December 31, 2023, the Company had total assets of 1,663.87 million baht, a decrease of (236.31) million baht or (12.43) percent from December 31, 2022. The decrease was mainly attributable to the sale of V.L.21 vessel in the third quarter of 2023 for 108.9 million baht and depreciation of the carrying amount of vessels and equipment.

Total Liabilities As of December 31, 2023, the Company had total liabilities of 621.67 million baht, a decrease of 256.88 million baht or 29.24 percent from December 31, 2022. The decrease was mainly attributable to the repayment of loans and the release of vessel mortgage for the sale of V.L.21 vessel of 51.50 million baht and the repayment of loans for V.L.22 and V.L.23 vessels of 50.00 million baht. The remaining was the payment of lease liabilities and the repayment of loans from financial institutions.

Total Shareholders' Equity As of December 31, 2023, the Company had total shareholders' equity of 1,042.20 million baht, an increase of 20.57 million baht or 2.01 percent from December 31, 2022. The increase was mainly attributable to the dividend payment of (53.26) million baht, profit for the year 2023 of 74.83 million baht, and other comprehensive income for the year 2023 of (1.00) million baht.

Liquidity and capital adequacy

Cash Flows

Cash Flows from Operating Activities

In 2022, 2023, and 2024, the Company had net cash flows from operating activities of 201.86 million baht, 180.72 million baht, and 200.62 million baht, respectively. In 2024, net cash flows from operating activities increased from 2023, mainly due to an increase in total transportation service revenue. However, the increase in trade receivables and other current receivables was less than the increase in trade payables and other current liabilities, resulting in an increase in net cash flows from operating activities. Meanwhile, net cash flows from operating activities decreased from 2022, mainly due to an increase in total transportation service revenue. Cash flows from investing activities.

In 2022, 2023, and 2024, the Company had net cash flows from (used in) investing activities of (23.13) million baht, (216.64) million baht, and 160.98 million baht, respectively. In 2024, net cash flows from investing activities increased from 2023 and 2022 due to the sale of the V.L.21 vessel to a foreign company, resulting in a gain on the sale of the vessel of 61.40 million baht. Cash flows from financing activities in 2022, 2023, and 2024, the Company had net cash flows used in financing activities of (163.55) million baht, (34.08) million baht, and (367.88) million baht, respectively. In 2024, net cash flows used in financing activities were mainly for the repayment of long-term loans of (282.63) million baht, repayment of lease liabilities of (1.64) million baht, payment of interest on contracts of (30.34) million baht, and dividend payments of (53.26) million baht.

Capital Management The Company's key capital management objectives are to maintain an appropriate financial structure and to maintain the ability to continue business operations. The Company manages the risk of liquidity shortage by maintaining a level of cash and cash equivalents sufficient for its operations, as well as arranging short-term credit facilities from various financial institutions to reserve in case of necessity and to mitigate the impact of cash flow fluctuations.

Debt obligations and management of off-balance sheet

The Company has complied with the material conditions stipulated in the loan agreement, including maintaining a debt-to-equity ratio not exceeding 2.5 times and assigning the benefits of the Company's property insurance to the lender. The Company has not assigned, transferred, mortgaged, pledged, transferred any claim, or provided any encumbrance by any means that would result in any other person having rights over the borrower's assets. Additionally, the Company has not reduced its registered capital. For off-balance sheet commitments, the Company has complied with the conditions stipulated in the relevant agreements. The statement of financial position as of December 31, 2022, 2023, and 2024, shows that the Company had a debt-to-equity ratio of 1.01:1, 0.86:1, and 0.60:1, respectively.

Material Transaction (MT) and Related Party Transaction (RPT)

In considering the relationship between related persons or entities and each company, the company considers the substance of the relationship rather than the legal form. The company has leased buildings from related persons, namely the office at Asoke and the office at Sriracha, to be used as office buildings in the company's operations. The rent that the company has to pay currently consists of rent for the Asoke office and rent for the Sriracha office. The company has hired a property valuer approved by the SEC Office to determine the market reference price. The total monthly rental price is lower than the market price. Lease liabilities are measured at the present value of lease payments not yet paid, calculated using the company's incremental borrowing rate. The incremental borrowing rate used to calculate lease liabilities as of January 1, 2024, is between 4.57% and 5.31% per year. Lease liabilities have been adopted in accordance with TFRS 16 as the carrying amount of the right-of-

use assets and lease liabilities at the date of adoption. Such transactions are for the benefit of the company's business, and the rental rate is reasonable, which is lower than the market price. In addition, the company has adopted TFRS 16 as the carrying amount of right-of-use assets and lease liabilities.

Issuance of debt securities with an obligation to maintain financial ratios

Is there an issuance of debt securities with an obligation : No
to maintain financial ratios?

4.2 Potential factors or incidents that may materially affect the financial condition or the operating results

Significant factors or incidents that may materially affect the future financial condition or the operating results

- None -

Project or research and development that will affect the operating results and the financial condition in the near future

- None -

4.3 Information from financial statements and significant financial ratios

Information from financial statements

Summary of financial position statements

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Separate	Separate	Separate
	AUDITED	AUDITED	AUDITED
Assets			
Current Assets			
Cash And Cash Equivalents (ThousandTHB)	193,061.66	122,968.71	116,964.14
Trade And Other Receivables - Current - Net (ThousandTHB)	76,504.54	100,076.82	104,481.45
Inventories - Net (ThousandTHB)	26,850.54	24,665.53	22,425.81
Other Current Assets (ThousandTHB)	929.79	1,069.24	1,575.45
Total Current Assets (ThousandTHB)	397,994.36	329,401.91	295,968.69
Non-Current Assets			
Property, Plant And Equipment - Net (ThousandTHB)	1,467,235.80	1,556,283.17	1,355,758.82
Other Non-Current Assets (ThousandTHB)	65.70	65.00	65.00
Total Non-Current Assets (ThousandTHB)	1,484,102.05	1,570,783.60	1,367,904.10
Total Assets (ThousandTHB)	1,882,096.41	1,900,185.51	1,663,872.79

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Separate	Separate	Separate
	AUDITED	AUDITED	AUDITED
Liabilities			
Current Liabilities			
Trade And Other Payables - Current (ThousandTHB)	76,447.36	62,359.62	83,024.70
Current Portion Of Long-Term Debts (ThousandTHB)	154,426.80	189,286.80	170,366.80
Other Current Liabilities (ThousandTHB)	4,682.85	6,525.86	7,387.70
Total Current Liabilities (ThousandTHB)	244,690.45	261,625.96	268,517.31
Non-Current Liabilities			
Non-Current Portion Of Long-Term Debts (ThousandTHB)	670,434.33	587,372.53	323,658.72
Total Non-Current Liabilities (ThousandTHB)	699,578.56	616,925.92	353,157.63
Total Liabilities (ThousandTHB)	944,269.02	878,551.88	621,674.95
Shareholders' equity			
Issued And Paid-Up Share Capital (ThousandTHB)	538,995.23	591,813.26	591,813.26
Premium (Discount) On Share Capital (ThousandTHB)	231,587.78	231,587.78	231,587.78
Retained Earnings (Deficits) (ThousandTHB)	153,720.14	184,708.35	205,272.56
Other Components Of Equity (ThousandTHB)	13,524.25	13,524.25	13,524.25
Equity Attributable To Owners Of The Parent (ThousandTHB)	937,827.39	1,021,633.64	1,042,197.85
Total Equity (ThousandTHB)	937,827.39	1,021,633.64	1,042,197.85

Summary of income statement

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Separate	Separate	Separate
	AUDITED	AUDITED	AUDITED
Statement of Comprehensive Income			
Revenue			
Revenue From Operations (ThousandTHB)	726,480.58	742,425.29	759,876.05
Total Revenue (ThousandTHB)	729,489.33	755,644.74	821,105.20
Cost And Expenses			
Costs (ThousandTHB)	611,149.10	638,756.03	657,919.71
Selling And Administrative Expenses (ThousandTHB)	27,760.62	26,155.07	29,651.98
Total Cost And Expenses (ThousandTHB)	662,613.44	688,756.44	707,857.93
Finance Costs (ThousandTHB)	35,256.84	37,453.57	29,952.91
Income Tax Expense (ThousandTHB)	3,531.63	4,979.14	8,470.90
Net Profit (Loss) For The Period (ThousandTHB)	23,332.05	30,988.21	74,823.45
Net Profit (Loss) Attributable To : Owners Of The Parent (ThousandTHB)	23,332.05	30,988.21	74,823.45
Basic Earnings (Loss) Per Share (Baht/Share) (ThousandTHB)	0.02	0.03	0.06
EBITDA (ThousandTHB)	178,574.69	214,452.39	259,942.67
Operating Profit (ThousandTHB)	23,332.05	30,988.21	74,823.45
Normalize Profit (ThousandTHB)	23,332.05	30,988.21	74,823.45

Summary of cash flow statement

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Separate	Separate	Separate
	AUDITED	AUDITED	AUDITED
Cash flow statement			
Net Cash From Operating Activities			
Depreciation And Amortisation (ThousandTHB)	116,454.17	141,031.47	146,695.41
Net Cash From (Used In) Operating Activities (ThousandTHB)	201,864.13	180,717.81	200,619.15
Net Cash From Investing Activities			
Payment For Purchase Of Fixed Assets (ThousandTHB)	-37,126.40	-238,699.00	-40,726.13
Net Cash From (Used In) Investing Activities (ThousandTHB)	-23,134.75	-216,641.24	160,982.27
Net Cash From Financing Activities			
Dividend Paid (ThousandTHB)	-36,060.20	0.00	-53,263.19
Net Cash From (Used In) Financing Activities (ThousandTHB)	-163,549.23	-34,075.25	-367,880.77

Key financial ratios

	2022	2023	2024
Liquidity ratio			
Current ratio (times)	1.63	1.26	1.10
Quick ratio (times)	1.51	1.16	1.01
Cash flow liquidity ratio (times)	0.90	0.71	0.76
Average account receivable turnover (times)	9.86	9.49	8.33
Average collection period (days)	36.53	37.94	43.21
Average account payable turnover (times)	10.93	10.51	10.70
Average payment period (days)	32.93	34.26	33.63
Average cash cycle (days)	3.60	3.68	9.58
Profitability ratio			
Gross profit margin (%)	15.88	13.96	13.42
Operating margin (%)	8.52	9.72	14.83
Other income to total income (%)	0.41	1.75	7.46
Cash from operation to operating profit (%)	341.50	300.20	385.66
Net profit margin (%)	3.20	4.10	9.80
Return on equity (ROE) (%)	2.55	3.16	7.25
Financial policy ratio			
Total debts to total equity (times)	1.01	0.86	0.60
Interest coverage ratio (times)	5.84	4.92	6.82
Interest bearing debt to EBITDA ratio (times)	4.70	3.68	1.95
Debt service coverage ratio (times)	-0.92	-0.45	-0.53
Dividend payout ratio (%)	154.56	0.00	71.17

	2022	2023	2024
Par value per share (Registered Capital / Number of Shares) (Baht)	0.50	0.50	0.50
Book value per share (Shareholders' portion/Total number of ordinary shares issued and outstanding) (Baht)	0.92	0.90	0.88
Basic earnings per share (Earnings per share/Number of ordinary shares) (Baht)	0.02	0.03	0.06
Adjusted Diluted Earnings Per Share ((Net income attributable to common shareholders / Number of common shares outstanding) + Number of common stock equivalents) (Thai baht)	0.02	0.03	0.06
Efficiency ratio			
Return on asset (ROA) (%)	3.24	3.88	6.36
Return On Fixed Assets (%)	9.29	11.38	15.21
Asset turnover (times)	0.38	0.40	0.46

5. General information and other material facts

5.1 General information

General information

Securities registrar

Name of securities registrar : Thailand Securities Depository Co., Ltd.
Address/location : 93 Ratchadaphisek Road
Subdistrict : Din Daeng
District : Din Daeng
Province : Bangkok
Postcode : 10400
Telephone : 02-009-9000
Facsimile number : 02-009-9991

Auditing firm

Name of auditing firm* : DHARMNITI AUDITING COMPANY LIMITED
Address/location : 178 DHARMNITI BUILDING, 6TH-7TH FLOOR, SOI PERMSAP
(PRACHACHUEN 20) PRACHACHUEN ROAD, BANGSUE, BANGKOK
10800
Subdistrict : BANG SUE
District : BANG SUE
Province : Bangkok
Postcode : 10800
Telephone : +66 2596-0500EXT.327
Facsimile number : +66 2555 0665,+66 2596-0563
List of auditors : Miss THANYAPORN TANGTHANOPAJAI
License number : 9169
List of auditors : Mr PERADATE PONGSATHIANSAK
License number : 4752
List of auditors : Miss ARISA CHUMWISUT
License number : 9393
List of auditors : Miss CHOTIMA KITSIRAKORN
License number : 7318
List of auditors : Mr SUWAT MANEEKANOKSAKUL
License number : 8134

5.2 Other material facts

5.2.1 Other information that may significantly influence investors' decision making

Other information that may influence investors' decision : No
making

5.2.2 Restrictions of foreign shareholders

Are there restrictions on foreign shareholders? : No

5.3 Legal disputes

Legal disputes

Is there any legal dispute? : No

Details of legal dispute

5.4 Secondary market

Secondary market

Has the company's security been listed on a stock exchange in : No
another country?

5.5 Financial institution with regular contact (in case of debt securities offeror)

Financial institution with regular contact

Are there any debt securities offered? : No

Part 2 Corporate Governance

6. Corporate governance policy

6.1 Overview of the policy and guidelines

Overview of the policy and guidelines

The Company has established written corporate governance policies to serve as references and guidelines for the Board of Directors, management, and all employees. This demonstrates an effective, transparent, and auditable management system that builds trust and confidence among shareholders, investors, stakeholders, and all related parties.

Business Ethics

The Board of Directors is committed to promoting ethical and legal business conduct and management, as well as responsibility for the overall economy and society. This commitment aims to foster good corporate governance based on honesty, fairness, and transparency, focusing on creating value for shareholders and considering the interests of all stakeholders. The Company has established a code of ethics to guide the business conduct of directors, executives, and employees, which will enhance the Company's image and gain public trust.

Internal Control System

The Company places great importance on internal control, recognizing it as a crucial mechanism for management to mitigate business risks and enhance operational efficiency and effectiveness. This involves allocating resources appropriately and achieving established goals. The Board of Directors has assigned the Audit Committee to oversee, review, and evaluate the Company's internal control system. The Audit Committee then reports to the Board of Directors to determine the direction of corporate governance and internal control in various areas, including organization and environment, risk management, management's operating control, information systems and communication, and monitoring systems, to ensure efficiency and effectiveness.

In 2024, the Company engaged A.M.T. Solution Co., Ltd. ("Consultant") to conduct an assessment of the Company's internal control system based on the framework of the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and an internal audit to provide independent assurance that V.L. operates under good corporate governance principles.

Report of the Board of Directors

The Audit Committee is responsible for reviewing the financial statements to ensure their accuracy, reliability, and adequate disclosure. This is achieved through coordination with the external auditor and management responsible for preparing both quarterly and annual financial statements. The Audit Committee then presents the financial reports to the Board of Directors every quarter. The Board of Directors is ultimately responsible for the Company's financial statements, including the financial information presented in the annual report.

Corporate governance policy and guidelines : Yes

The Company recognizes the importance of good corporate governance to demonstrate an efficient, transparent, and verifiable management system that can build confidence and trust among shareholders, investors, stakeholders, and all related parties, leading to the Company's stability and growth. For operational transparency and increased management efficiency, as well as to enhance the confidence of shareholders, general investors, and all stakeholders in the long term, the Company has continuously promoted a good corporate governance system. The Company aims for the Board of Directors and management to develop corporate governance and adhere to good corporate governance principles in accordance with international standards.

6.1.1 Policy and guidelines related to the board of directors

Are there policy and guidelines related to the board of : Yes
directors

Guidelines related to the board of directors : Other guidelines regarding the board of directors

Other guidelines related to the board of directors

Board of Directors' Responsibilities

The Board of Directors is responsible to shareholders for the Company's business operations, ensuring compliance with laws, objectives, company regulations, and shareholder resolutions. The Board consists of 6 members, 4 of whom are independent directors, representing 67%, to ensure a balance in consideration and voting on various matters in accordance with good corporate governance guidelines for listed companies as stipulated by the SEC.

The Company's Board of Directors comprises highly qualified individuals from various fields, including (shipping industry), law, accounting, and finance, which are relevant and supportive of the Company's business. In addition, a company secretary has been appointed to provide advice on laws and regulations that the Board of Directors needs to be aware of and comply with in overseeing the activities of the Board of Directors, as well as coordinating the implementation of Board resolutions. In addition, the Board of Directors has also appointed subcommittees to assist in overseeing the Company's operations.

Subcommittees have been set up to monitor and alleviate the workload of the Board of Directors, ensuring efficient distribution of management authority and transparency in management. Five subcommittees have been appointed:

1. Audit Committee

The committee consists of 3 members, all of whom are independent directors, and there are directors with expertise in auditing.

2. Executive Board

The committee consists of 4 members who are executives of the company to consider and scrutinize the company's work.

3. Nomination and Remuneration Committee

The committee consists of 3 members, and the chairman of the committee is an independent director. They are responsible for recruiting suitable candidates for positions and determining the remuneration for the committee and executives.

4. Good Corporate Governance and Sustainability Committee

The committee consists of 3 members, all of whom are company directors, to oversee the company's operations with transparency, fairness, and sustainable environmental consciousness.

5. Risk Management Committee

The committee consists of 3 members, all of whom are company directors, and the chairman is an independent director to effectively control risks at an acceptable level.

Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors plays a crucial role in setting the vision, strategies, policies, and key plans of the Company. It considers risk factors and establishes appropriate management approaches. It also ensures the reliability of the accounting system, financial reporting, and auditing processes. The Board also establishes the Company's Code of Conduct to guide the conduct of the Board of Directors, executives, employees, and all workers, in conjunction with the Company's regulations and rules.

6.1.2 Policy and guidelines related to shareholders and stakeholders

Are there policy and guidelines and measures related to : Yes
shareholders and stakeholders

Guidelines and measures related to shareholders and : Other guidelines and measures related to shareholders and
stakeholders stakeholders

Other guidelines and measures related to shareholders and stakeholders

Shareholder and Stakeholder Policy

Shareholders' Rights

The Company recognizes the rights of shareholders and will not take any action that violates or infringes upon the rights of shareholders. The Company will respect the fundamental rights of shareholders and uphold such rights diligently. The fundamental rights of shareholders include the right to buy, sell, or transfer shares, the right to receive share certificates.

Sharing in the profits of the business, receiving adequate information about the business, the right to express opinions and vote at the shareholders' meeting to participate in decisions on changes to important policies of the company, the right to remove directors, appoint auditors, determine auditor remuneration, and matters that affect the company, such as dividend allocation, determination or amendment of the Articles of Association, capital reduction or increase, and approval of special matters.

"The Company will take actions to promote and facilitate the exercise of shareholder rights."

1. The Company will hold an Annual General Meeting of Shareholders every year within 4 months from the end of each fiscal year.
2. The Company will not take any action that limits the opportunity of shareholders to access the Company's information.
3. The Company will facilitate shareholders to exercise their right to attend meetings and vote fully and will not take any action that limits the opportunity for shareholders to attend meetings.
4. The Company will provide an opportunity for shareholders to submit questions in advance of the meeting date. The criteria for submitting questions in advance will be clearly defined and communicated to shareholders along with the notice of meeting. Shareholders will inform shareholders.
5. At the shareholders' meeting, the Company will provide an opportunity for all shareholders to have equal rights to express their opinions, suggestions, or ask questions on various related agenda items freely before voting on any agenda item. There will be relevant directors and executives of the Company, as well as the auditor, attending the shareholders' meeting to answer questions.
6. At the shareholders' meeting, the Company will arrange for voting on each agenda item.
7. In the event that there are multiple nominations for an agenda item, such as the appointment of directors,
8. The chairman of the meeting will allocate appropriate time and encourage shareholders
9. Have the opportunity to express opinions and ask questions to the meeting on matters related to the Company.
10. The Company will provide shareholders with the opportunity to elect directors individually by nominating individuals for appointment as directors at the shareholders' meeting, along with a resume of each director to be proposed for appointment and information useful for shareholders to consider approval.
11. The Company will require that the allocation of profit sharing to shareholders in the form of dividends be approved by the shareholders at the Annual General Meeting of Shareholders each year.
12. The Company has a policy to disclose information to shareholders transparently, accurately, and completely, without discrimination against any group of shareholders. All shareholders have the right to access and receive information. News, operating results, and the Company's management policies are disclosed adequately, consistently, timely, and equally. You can contact the Company or receive information through various communication channels.

Equal Treatment of Shareholders

The Company has established a policy to treat all shareholders equally, whether they are major shareholders or minority shareholders, executive shareholders or non-executive shareholders, Thai or foreign shareholders.

1. The Company will notify the Stock Exchange of Thailand of the date of the shareholders' meeting, along with the agenda and the Board of Directors' opinions, and will publish the meeting schedule on the Company's website at least 28 days before the shareholders' meeting. The Company will prepare and publish the notice of meeting in both Thai and English for distribution to shareholders, disclosure on the Stock Exchange of Thailand's website, and on the Company's website.
2. The Company will provide an opportunity for all shareholders and proxies attending the meeting to express their opinions, suggestions, and ask questions on each agenda item, using appropriate and sufficient time. The chairman of the meeting will conduct the meeting according to the agenda and will not allow the management to add unnecessary agenda items that have not been notified to shareholders in advance, especially important agenda items that shareholders need time to study the information before making a decision.
3. The Company will facilitate minority shareholders to nominate directors or propose additional agenda items before the shareholders' meeting. The Company will establish clear guidelines in advance regarding the process for minority shareholders to nominate individuals to serve as directors.
4. The Company will establish a process for minority shareholders to nominate individuals to serve as directors.
5. Shareholders should not add unnecessary agenda items that have not been notified in advance, especially important agenda items that shareholders need time to study the information before making a decision.
6. The Company will establish written guidelines for the safekeeping and prevention of insider trading and will communicate such guidelines to all personnel within the organization for compliance.
7. The Company will require directors to report conflicts of interest at least prior to consideration of the relevant agenda item and to record such conflicts of interest in the minutes of the Board of Directors' meeting.

Roles of Stakeholders

In the corporate governance system, there are several key stakeholder groups, including customers, employees, business partners, shareholders or investors, creditors, the community where the company is located, society or the government, and other stakeholder groups such as competitors and independent auditors. The Board of Directors has established a policy to treat each stakeholder group by considering the rights of such stakeholders under the law or agreements with the Company.

1. Shareholders
2. Employees
3. Business Partners, Competitors, and Creditors
4. Customers or Employers
5. Community, Society, and Environment

Information Disclosure and Transparency

The Company places importance on information disclosure for investment decisions, management, and decision-making for all stakeholders. The Company is therefore responsible for providing information to all relevant parties fairly, with appropriate, accurate, reliable, and timely information, and for ensuring that all stakeholder groups have equal access to information.

1. The Board of Directors or a person assigned by the Board of Directors must disclose information in accordance with the specified criteria through the Stock Exchange of Thailand, both information reported on a periodic basis (PERIODIC REPORTS), such as financial statements, annual registration statement Form 56-1 (ONE REPORT), and information reported on an event basis (NON-PERIODIC REPORTS), as well as disseminating information through the Company's website in a complete, consistent, timely, and up-to-date manner.
2. The Company will have an Investor Relations department to communicate information and respond to inquiries from shareholders, investors, analysts, the media, and relevant government agencies to ensure that such individuals receive accurate, complete, and transparent information about the Company.
3. The Company will provide a summary report of the corporate governance policy, business ethics, and risk management policy that has been approved, as well as the compliance with such policies, including cases where the Company is unable to comply with such policies, along with reasons, through various channels such as the annual report and the Company's website.
4. The Company will prepare Management Discussion and Analysis (MD&A) to be disclosed in the financial statements every quarter. This is to provide investors with information and understanding of the changes in the Company's financial position and performance in each quarter, in addition to the numerical data in the financial statements.
5. The Company will disclose the roles and responsibilities of the Board of Directors and subcommittees, the number of meetings held, and the number of meetings attended in the past year, as well as feedback from their performance, including the ongoing training and professional development of the Board of Directors, in the annual report.
6. The Board of Directors should require disclosure of each type of remuneration received by each person and details of executive remuneration in the Annual Registration Statement Form 56-1 (One Report).
7. The Board of Directors shall ensure that the audit fees and other service fees provided by the auditor are disclosed.

6.2 Business code of conduct

The Company has established a written corporate governance policy to serve as a reference and guideline for the Board of Directors, executives, and all employees. This demonstrates the existence of an effective, transparent, and auditable corporate governance system, which can build trust and confidence among shareholders, investors, stakeholders, and all related parties.

Business code of conduct

Business code of conduct : Yes

The Board of Directors is committed to promoting ethical business conduct and management, compliance with the law, and responsibility towards the economy and society as a whole. This commitment also extends to promoting good corporate governance based on the principles of honesty, fairness, and transparency. The Board focuses on creating value for shareholders while considering the interests of all stakeholders. Therefore, the company has established a code of ethics to guide the business conduct of directors, executives, and employees. Adhering to this code will enhance the company's image and gain trust from society.

Policy and guidelines related to business code of conduct

Guidelines related to business code of conduct : Prevention of misuse of inside information, Anti-corruption, Whistleblowing and Protection of Whistleblowers, Preventing the misuse of inside information, Gift giving or receiving, entertainment, or business hospitality, Information and assets usage and protection, Anti-unfair competitiveness, Information and IT system security, Environmental management, Human rights, Safety and occupational health at work, Other guidelines related to business code of conduct

Prevention of misuse of inside information

Conflicts of Interest

- Avoid any action that conflicts with the interests of the company, whether arising from contact with the company's business associates, such as partners, customers, competitors, or from opportunities or information obtained from being an employee of the company for personal gain. This includes engaging in business that competes with the company or other work outside of the company that affects responsibilities and duties to the company.
- Employees of the company who have a conflict of interest are prohibited from approving any agreement or taking any action on behalf of the company to prevent any conflicts of interest that may arise. In the case of doing any business with the company, whether in a personal capacity, family, or on behalf of any juristic person in which the employee has the power to act, the employee must disclose the conflict of interest to the company before conducting the transaction.
- The Board of Directors and management must consider conflicts of interest regarding related party transactions between the company and individuals or juristic persons that may be considered to have a conflict of interest carefully, honestly, reasonably, and independently within the framework of good ethics, taking into account the best interests of the company.
- Directors and executives must report related party transactions related to the management of the company.

Anti-corruption

The Company is committed to conducting business with honesty, transparency, and good corporate governance. We oppose all forms of corruption, recognizing its severe threat to free and fair competition and its detrimental impact on economic and social development. Our practices include:

- Providing training to 100% of our employees to raise awareness about the company's anti-corruption policies and procedures.
- Support and collaborate with government agencies, private organizations, regulatory bodies, and all sectors of Thai society to reduce corruption and enhance national development.
- Prohibiting the Board of Directors, executives, and employees from accepting any form of corruption, both directly and indirectly, including accepting gifts, gratuities, entertainment, donations, and any other benefits from individuals or entities conducting business with the company. The company has established channels for stakeholders to report any clues, suggestions, or complaints regarding corruption or any actions that violate the company's regulations directly to the Board of Directors or by mail to the company's address.

Whistleblowing and Protection of Whistleblowers

The company conducts its business with ethical standards and adheres to social responsibility. The company has established a Whistle Blowing Policy to provide a channel for stakeholders to file complaints or report whistleblowing in the event of fraud, illegal acts, violations of rules and regulations, deviations from company policies, and breaches of ethics and business conduct. This aims to facilitate corrective actions, improvements, and ensure fairness, appropriateness, transparency, and justice. The information provided by the whistleblower and the subject of the report will be kept confidential to ensure the safety of the whistleblower and protect the rights of the accused.

Unequal treatment or actions that lack caution and prudence can be reported and whistleblown. Complaints can be filed along with credible evidence and specific details. The report must be in writing to facilitate an investigation. The reporting party may choose to remain anonymous or disclose their identity. Submissions can be made to the Chairman of the Audit Committee through the following 4 channels:

1. Postal mail or suggestion boxes at the company, Department Manager (designated department), or the Office of the Chief Executive Officer. Address: V.L. Enterprise Public Company Limited, 41 Asoke-Dindaeng Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400
2. Electronic Mail (E-Mail) / The email channel is supervised by the company secretary. whistleblowing@vltanker.com
3. Company Website: www.vltanker.com
4. Email addresses of the Independent Directors are as follows:
 - Cdr. Somchart Vipismakul (R.t.n.) (somchart.vip@gmail.com)
 - Mr. Yuthana Taepangthong (yut.y1973@gmail.com)
 - Mr. Pongsak Banluetanyalak (pongsakb1960@gmail.com)

Preventing the misuse of inside information

The company recognizes and places importance on operating under the principles of Good Corporate Governance, including Check and Balance, to build confidence for shareholders, investors, and all stakeholders in the continuous operation. This is done by considering the long-term growth of the company's value. The Board of Directors also recognizes the importance of using the company's inside information for the benefit of themselves, the Board, and the company's executives. Therefore, it is appropriate to establish measures to control and monitor the use of the company's inside information to ensure that the company operates transparently according to good corporate governance principles.

• Securities Trading and Insider Information

- Directors, executives, and employees at all levels must not use the company's Inside Information that is material and has not yet been disclosed to the public for their own benefit or that of others until after the information has been disclosed to the public for 24 hours.
- All levels of company employees must maintain and not disclose customer information and trade secrets. Company employees must not disclose customer secrets to other employees and unrelated outsiders unless required by law to disclose for litigation purposes or the Board of Directors approves such disclosure in writing.

- Directors, executives, employees, and persons associated with the information are prohibited from disclosing or transmitting the company's information or secrets to unrelated persons, including family members, relatives, friends, etc.
- Disclosure of information must be made by executives or employees who have the authority to do so. General employees do not have the authority to disclose information. When asked to disclose information that they are not authorized to disclose, they should advise the inquirer to contact the person responsible for disclosing such information to ensure that the information provided is accurate and consistent.
- Do not provide advice or guidance on the trading of the company's securities except as related to the job duties assigned by the company.
- Directors, executives, employees in departments that are privy to inside information, and members of the Board of Directors are prohibited from trading in the company's securities within 1 month before the disclosure of both quarterly and annual financial statements or information that affects the price of securities to the public and 2 business days after the disclosure of the company's financial statements and information to relevant agencies.
- The Board of Directors, executives, managers, and employees in the accounting and finance department, when buying/selling the company's securities, must report such buying/selling within 2 business days to the company secretary to comply with relevant regulations accordingly.
- The Board of Directors, executives, managers, and employees in the accounting and finance department must report their shareholdings or those of related persons according to the Securities and Exchange Commission regulations on a quarterly basis to the company secretary.

Gift giving or receiving, entertainment, or business hospitality

- Executives and employees of the Company must not solicit, accept, or agree to accept money, items, or any other benefits from those who have business dealings with the Company.
- Executives and employees of the Company may receive or give gifts that must not influence any business decisions of the recipient.
- In the event that it is necessary to receive gifts or other assets worth more than 3,000 Baht, it must be reported to the supervisor accordingly.
- Giving or receiving gifts may be done if it is done transparently, publicly, or can be disclosed.
- Executives and employees of the Company may accept business entertainment for the benefit of the Company's business, according to the authorization of the Company's employees, and should avoid accepting entertainment that is beyond the normal relationship from other persons related to the Company or future business partners.

Information and assets usage and protection

- Company employees have the duty and responsibility to take care of both tangible and intangible assets of the company to prevent deterioration, loss, and to use assets efficiently. Employees must study and understand the methods of use and safety recommendations for assets and use them to the fullest benefit of the company and not use company assets for the benefit of themselves or others.
- All company employees must strictly avoid disclosing or exploiting confidential information.
- All company employees must properly control confidential information.

Anti-unfair competitiveness

The procurement process must have verifiable steps that are transparent, fair, and yield maximum benefit to the company.

- Company employees must procure goods and services by considering cost-effectiveness, price, and quality. Information provided to vendors must be equal, accurate, transparent, unbiased, and non-discriminatory.

- When interacting with vendors, ensure that all communication records, contract drafts, agreements, and fulfillment documentation are retained as evidence for the legally mandated period.
- Do not solicit, accept, or offer any form of illicit benefits in business dealings with vendors.
- Adhere strictly to the terms of the contract. In the event of an inability to fulfill contractual obligations, or if a vendor fails to meet their commitments, or any other circumstance hindering contract compliance, immediately report the issue to your supervisor for consultation and to determine appropriate solutions.

Information and IT system security

- The company has a policy to promote and use only legally licensed equipment, tools, and software.
- Do not use the company's computer system to disseminate information that is inappropriate in terms of morality, customs, traditions, or violates the law.
- In the event that a company employee requests permission from their supervisor for an external party to use the company's information systems, the requesting employee must supervise the use by the external party and be liable for any damages that may occur to the company from the use of such information systems.
- The company reserves the right to inspect, search, monitor, investigate, and control the use of the company's information systems by employees to ensure the security of the company's information systems.

Environmental management

VL Enterprise Public Company Limited recognizes and places importance on the environment. It is the company's policy to conduct business in a manner that balances environmental sustainability with the economic needs of the communities in which it operates. The company will continuously improve its environmental practices throughout the duration of its business operations. To achieve the objectives of this policy, the company will implement the following:

1. Zero incidents of oil spills or toxic leaks, minimizing pollution in accordance with regulations.
2. Comply with applicable environmental laws and regulations. Even in the absence of laws or If environmental regulations are applicable, the company will treat the environment responsibly and in accordance with standards.
3. Promote environmental awareness and respect. The company emphasizes that environmental responsibility is the duty of all employees and will implement practical measures in its operations, including providing appropriate training.
4. Collaborate with the government and industry groups to promote the development of effective and timely environmental laws and regulations, based on scientific relevance, risk assessment, cost-benefit analysis, and the impact on energy and product supply.
5. Manage the company's operations with the goal of preventing environmental incidents and minimizing waste generation. The company has established measures and procedures for waste control and management, including:
 - Oil, chemicals and related products
 - NLS hazardous substances
 - Sewage
 - Dangerous goods
 - Garbage
 - Bilge water
 - Product fumes and machine emissions
 - HALON and CFCs
 - Noise
 - Antifouling paint
6. Respond promptly and effectively to incidents arising from business operations, in collaboration with other industry operators and relevant government agencies.

7. Share the company's experiences with others to promote environmental improvements within the industry.
8. Regularly review and evaluate the company's performance to track progress and ensure compliance with environmental policies.

Human rights

V.L. Enterprise Public Company Limited ("the Company") recognizes and places importance on promoting and upholding human rights both within and outside the Company, along with ethics and good corporate governance. The Company is committed to strictly respecting human rights in accordance with internationally recognized standards, particularly by supporting and adhering to the Universal Declaration of Human Rights (UDHR), the United Nations Global Compact (UNGC), and the United Nations Guiding Principles on Business and Human Rights (UNGPs).

Respect for Human Rights and Fair Treatment of Labor

- Prioritizes maintaining a safe working environment for the lives and property of employees and strictly adheres to labor laws.
- Does not support unfair labor practices, child labor, or illegal foreign labor.
- Places importance on the principles of human rights for employees at all levels.
- The Company shall select individuals for employment in various positions fairly, taking into account the qualifications of each position, educational qualifications, experience, and other requirements necessary for the job, and treat all employees equally, without discrimination based on gender, age, race, religion, educational institution, or any other status not directly related to work performance.
- Appointments, transfers, rewards, and disciplinary actions for employees are carried out in good faith and based on the employee's knowledge, abilities, and suitability.
- The Company shall maintain the confidentiality of employees' personal information, such as biography, education, family history, health history, work history, etc. Disclosure or transfer of employees' personal information shall be made only with the consent of the employee.
- Provides fair and appropriate compensation in line with roles and responsibilities.
- Organizes orientation sessions and provides employee handbooks to all new employees to ensure their understanding of their rights under fair and ethical employment practices and adheres strictly to labor laws.
- Strives to develop and provide continuous training and knowledge to directors, executives, and employees to enhance employee work efficiency and promote career advancement.
- Establishes a provident fund for employees to encourage long-term savings for themselves and their families upon resignation, retirement, disability, or death.

Safety and occupational health at work

V.L. Enterprise Public Company Limited recognizes and places the highest importance on the safety of life and property. Therefore, the company has implemented a safety management system that complies with the requirements of the International Safety Management (ISM) Code, which is in accordance with the objectives of the International Maritime Organization (IMO), as well as the laws of the flag state, regulations, and standards recommended by reputable organizations, institutions, or private agencies. To achieve the objectives of this policy, the company will take the following actions:

- 1) Aim for zero accidents.
- 2) Develop safe working practices for ship operations.
- 3) Provide protection against all foreseeable risks.
- 4) Develop safety management skills for both office and shipboard personnel.
- 5) Establish measures to respond to emergencies that may affect the safety of life.
- 6) Maintain standards by cultivating a safety-conscious work ethic, strict discipline, instilling a sense of responsibility in

- employees, creating an understanding of safety management systems, and providing training to all company employees.
- 7) Encourage all office and shipboard personnel to participate in suggesting ways to improve, correct, and evaluate work safety.
 - 8) Establish work practices that are consistent and appropriate to the situation.
 - 9) Establish an inspection system to correct deficiencies that may cause danger.
 - 10) Regularly review regulations, emphasizing safety standards for ship operations to ensure the safety of life.
 - 11) Do not allow lighters on board.

The company is confident that the safety and environmental management system it has established will be highly effective and will maintain this system with continuous improvement and development.

Other guidelines related to business code of conduct

Personal Data Protection

V.L. Enterprise Public Company Limited ("Company") recognizes the importance of personal data protection and has established this Personal Data Protection Policy. This policy describes how the Company handles the personal data of its customers, partners, shareholders, employees, and other individuals associated with the Company, such as collection, storage, use, disclosure, and the rights of data subjects. This is to inform data subjects of the Company's personal data protection policy and to serve as a guideline for the Board of Directors, management, and all employees to prevent violations, infringement of rights, or unlawful use of personal data.

All company employees are required to sign an acknowledgment of this Personal Data Protection upon becoming an employee and when there are changes.

Treatment of Shareholders

- Perform duties with honesty, integrity, prudence, due care, and fairness to both major and minor shareholders for the best interests of all shareholders, as well as make any decisions in accordance with professional principles.
- Establish an appropriate dividend payment policy for shareholders. Such dividend payments may be subject to change depending on the operating results, financial position, and investment plans of the company.
- Establish a Board of Directors and sub-committees to approve the direction of business objectives, business plans, and annual budgets, taking into account the best interests of the company, shareholders, and stakeholders.
- Regularly and completely disclose and clarify the company's status, operating results, financial position, accounting information, and other reports in a truthful manner in accordance with the regulations of relevant agencies.
- Shareholders and stakeholders can report or file complaints about matters that may cause damage to the company to the Board of Directors through the company secretary to gather and filter initial facts for presentation to the Board of Directors or sub-committees.

Risk Management Policy

1. To promote a risk management culture to build understanding, awareness, and shared responsibility for risk, control, and the impact of risk on the company in management and operations throughout the company.
2. To have internationally adequate and sufficient quality risk management processes, guidelines, and measures, including identification, analysis, assessment, prioritization, management, monitoring, reporting, evaluation, and consistent communication of risk information, and to implement these throughout the company.
3. To measure risk both qualitatively, such as the company's reputation and image, and quantitatively, such as loss of profits, revenue reduction, and increased expenses, by considering the likelihood of occurrence and impact.
4. To establish risk limits to limit potential damage to a level acceptable to the company, including defining events or risk levels that serve as warning signs for personnel to take action to prevent the risk from exceeding the defined risk limits.
5. To have written operating procedures for executives and employees to follow in order to control operational risk.

Customer Treatment

- Provide services to customers under fair conditions and based on receiving fair compensation for both parties.
- Company employees must be dedicated and committed to developing quality services, complying with relevant rules and regulations, and offering reasonable prices that are responsive to the situation.
- Strictly comply with agreements or conditions. In the event of being unable to comply with any condition, promptly notify the partner and/or creditor in advance to jointly consider solutions.
- Maintain customer confidentiality, except with written consent from the customer or as required by law, and refrain from using customer information for personal gain or for the benefit of related parties.

Treatment of Trading Partners

- The Board of Directors, executives, management, and employees conduct themselves within the framework of fair competition.
- Do not seek confidential information from competitors through dishonest or inappropriate means - Do not damage the reputation of competitors by making false accusations or attacking competitors without reasonable grounds.

Treatment of creditors

- Treat creditors fairly and do not demand, accept, or pay any dishonest benefits in trade with creditors.
- Strictly comply with the agreed-upon conditions. In the event that any condition cannot be met, the creditor must be notified in advance to jointly consider solutions.

Promotion of compliance with the business code of conduct

Promotion for the board of directors, executives, and : Yes
employees to comply with the business code of conduct

Ethics Management and Maintenance

- Management to inform executives and employees of the company. To inform executives and employees of the company about ethical practices and business ethics. All employees of the company must sign and acknowledge that they have been informed of the content of ethics and business conduct.
- All company employees must strictly adhere to the code of ethics. If any violation or act is found to be contrary to the code of ethics, the company will consider punishment according to the nature of the offense as appropriate to the case.
- Executives and supervisors must be good role models in adhering to the code of ethics and have a duty to monitor, supervise, and encourage subordinates to comply with the established code of ethics.
- Requests for exemption from compliance with the Code of Ethics for employees and the board of directors must be approved in writing by the company's board of directors.
- Ethics and business conduct will be reviewed and updated regularly to keep pace with changing standards. In this regard, if any code of ethics is added or revoked, the company's board of directors must be notified.
- Organize ethics and business conduct training to review content and guidelines for practice on a regular basis.



Participation in anti-corruption networks ⁽²⁾

Participation or declaration of intent to join anti-corruption networks : Yes

Anti-corruption networks or projects the company has joined or declared intent to join : Other anti-corruption networks or projects the company has joined : Thai Private Sector Collective Action Against Corruption (CAC)

Diagram of participation in anti-corruption networks

Remark : ⁽²⁾ The company announced its intention to join the Anti-Corruption and Bribery Network by becoming a member on January 7, 2025.

6.3 Material changes and developments in policy and corporate governance system over the past year

6.3.1 Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors' charter

In the past year, did the company review the corporate governance policy and guidelines, or board of directors' charter : Yes

Material changes and developments in policy and guidelines over the past year : No

6.3.2 Implementation of the CG Code for listed companies

Implementation of the CG Code as prescribed by the SEC : Fully implement

The company has established a written corporate governance policy as a reference and guideline for the Board of Directors, executives, and all employees of the company. This demonstrates an efficient, transparent, and auditable management system that can build trust and confidence among shareholders, investors, stakeholders, and all related parties.

Code of Business Conduct

The Board of Directors is committed to promoting the company's business and management with ethics, morals, and compliance with the law, as well as responsibility for the overall economy and society. This includes promoting good corporate governance based on the principles of honesty, fairness, and transparency, focusing on creating good benefits for shareholders, and taking into account the interests of all stakeholders. The company has therefore established a code of ethics to serve as a guideline for conducting business for directors, executives, and employees to adhere to, which will result in a good image for the company and gain trust from society.

Conflict of Interest

The Board of Directors carefully manages conflicts of interest and has measures and procedures in place for approving related party transactions. In the case of related party transactions that are not ordinary course of business transactions, the company will obtain an opinion from the Audit Committee regarding the necessity and appropriateness of such transactions. The company will disclose related party transactions in the notes to the financial statements audited by the company's auditors. If the company's ordinary shares are listed on the Stock Exchange of Thailand, the company will disclose such related party transactions in the Annual Information Form 56-1 (One Report) in accordance with the regulations and laws governing securities and the stock exchange.

Internal Control System

The company places great importance on internal control and recognizes that the internal control system is an important mechanism to assure management in helping to reduce business risks, helping to make business operations efficient and effective, with appropriate resource allocation and achievement of goals. The Board of Directors has assigned the Audit Committee to oversee, review, and evaluate the company's internal control system and report to the Board of Directors to determine the direction of corporate governance as well as internal control in various areas, including organization and environment, risk management, control over management's operations, information and communication systems, and monitoring systems to ensure efficiency and effectiveness.

In 2024, the company hired A.M.T. Solution Co., Ltd. ("Consultant") to conduct an assessment of the company's internal control system under the framework of The Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and an internal audit to provide independent assurance that VL operates and manages its business under good corporate governance principles.

Risk Management Policy

1. Promote a risk management culture to create understanding, awareness, and shared responsibility for risks, controls, and the impact of risks on the company in management and operations throughout the company.
2. Have processes, guidelines, and measures for risk management that are of international quality, appropriate, and sufficient, including identification, analysis, assessment, prioritization, management, monitoring, reporting, evaluation, and communication of risk information on a continuous and consistent basis throughout the company.
3. Measure risk both qualitatively, such as the company's reputation and image, and quantitatively, such as loss of profit,

decrease in revenue, and increase in expenses, by considering the likelihood of occurrence and impact.

4. Set risk limits to limit potential damage to a level that the company can accept, including defining events or risk levels that are warning signs for employees to take action to prevent the risk from exceeding the set risk limit.
5. Have written working procedures for executives and employees to follow, which is a way to control risks from operations.

Report of the Board of Directors

The Audit Committee is responsible for reviewing the financial statements to ensure their accuracy, reliability, and adequate disclosure by coordinating with the external auditor and management responsible for preparing both quarterly and annual financial statements. The Audit Committee presents the financial statements to the Board of Directors every quarter. The Board of Directors is responsible for the company's financial statements, including the financial information presented in the annual report.

Whistleblowing Channels

The company has established channels for receiving whistleblowing reports, complaints, comments, or suggestions indicating that stakeholders are or are at risk of being impacted, causing damage to all stakeholder groups from the company's business operations or from the actions of the company's employees, regarding violations of laws, regulations, rules, or business ethics, including conduct that may constitute fraud.

Unequal treatment or actions that lack caution and prudence can be reported and whistleblown. Complaints can be filed along with reliable information, including details that must be in writing to allow for an investigation. Complaints can be submitted anonymously or non-anonymously to the Chairman of the Audit Committee through the following 4 channels:

1. By mail or suggestion box of the company, department manager (of the designated department), or the office of the Chief Executive Officer. Address: V.L. Enterprise Public Company Limited, 41 Asoke-Din Daeng Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400
2. Electronic mail (E-Mail) / The email channel is supervised by the company secretary. whistleblowing@vltanker.com
3. Company website: www.vltanker.com
4. Email channels of independent directors as follows:
 - Cdr.Somchart Vipismakul Rtn. (somchart.vip@gmail.com)
 - Mr. Yutthana Taepangthong (yut.y1973@gmail.com)
 - Mr. Pongsak Banluetanyalak (pongsakb1960@gmail.com)

Board Meetings

The Board of Directors must hold a meeting to acknowledge the company's operating results at least every 3 months. At the meeting, directors must express their opinions and exercise their independent judgment. Directors should attend all meetings unless there are unavoidable circumstances, in which case the company secretary must be notified in advance. The company must report the number of times each director attends meetings in the annual report. The company secretary must send a meeting invitation to all directors informing them of the date, time, place, and agenda of the meeting at least 7 days in advance. The company secretary is also responsible for collecting meeting documents from directors and the organizing department to be sent to the Board of Directors in advance to protect the rights and interests of the company. The Board of Directors may give notice of a meeting by other means or schedule a meeting sooner than that. In 2024, the company held 7 Board of Directors meetings, with all directors present to form a quorum.

Meetings of the Board of Directors shall be conducted in accordance with the principles of law and regulations. At least one-half of the total number of directors must be present to constitute a quorum. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his or her duties, if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall act as the Chairman of the meeting. If there is no Vice Chairman of the Board or if there is one but he or she is unable to perform his or her duties, the directors present at the meeting shall elect one director to be the Chairman of the meeting.

"Directors of the company who have an interest in any matter shall not be entitled to vote on that matter."

Voting at meetings of the Board of Directors shall be decided by a majority vote. In the event of a tie, the chairman of the meeting shall have an additional vote to break the tie. However, the opinions of other directors who do not vote in favor shall be stated in the minutes of the meeting.

The Secretary of the Board of Directors must record the minutes of the meeting to prepare a complete and comprehensive meeting report within 7 days from the date of the meeting. The report must be sent to relevant parties within 7 days for review and

approval at the next meeting before being submitted to the Chairman of the Board of Directors for signature. A good filing system must be in place to facilitate retrieval and maintain confidentiality.

Board Self-Assessment

To enhance the effectiveness of the Board of Directors, the company has arranged for the Board to conduct a self-assessment. The directors assess the performance of the Board as a whole to allow the Board to jointly consider performance and issues. The results of the assessment will be analyzed by the Board of Directors to determine measures to improve the effectiveness of the Board's work.

In 2024, the overall Board self-assessment resulted in an average score of 99.54%, which is considered "Excellent." The average self-assessment score for each subcommittee was 99.21%, which is also considered "Excellent."

Remuneration of Directors and Executives

The company has a policy of clearly and transparently setting the remuneration of directors in monetary terms and presenting it for approval at the Annual General Meeting of Shareholders every year. The criteria for determining the remuneration of the company's directors are as follows:

- Appropriate and consistent with the scope of duties and responsibilities of each director.
- Remuneration is at a level that can attract, retain, and motivate knowledgeable and qualified directors to perform their duties for the company.
- The components of remuneration are clear, transparent, and easy to understand.
- Comparable to the remuneration of directors in the same or similar industries.

Development of Directors and Senior Executives

The company will support the Board of Directors and senior executives to participate in seminars and training courses that are beneficial to their duties, including meeting and exchanging ideas with the Board of Directors and senior executives of various organizations on a regular basis in order to bring knowledge and experience to further develop the company. Each director has completed training courses from the Thai Institute of Directors (IOD) as follows:

Admiral Kraisor Chansuvanich

Chairman of the Board of Directors

- Director Accreditation Program (DAP), Class 130/2016

Cdr. Somchart Vipismakul Rtn.

Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Nomination and Remuneration Committee

- Director Accreditation Program (DAP), Class 149/2018
- How to develop a risk management plan (HRP) Course, 25-26 November 2019

Mr. Yutthana Taepangthong

Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Chairman of the Good Corporate Governance and Sustainability Committee

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

Mr. Taweesilp Chinaphatthanawong

Director

- Director Certification Program (DCP), Class 254/2018

Mr. Pongsak Banluetanyalak

Independent Director / Audit Committee / Good Corporate Governance and Sustainability Committee / Risk Management Committee

- Director Accreditation Program (DAP), Class 187/2021

Ms. Chutipa Klinsuwan

Director / Chairman of the Executive Committee / Nomination and Remuneration Committee / Risk Management Committee

- Director Accreditation Program (DAP), Class 79/2009
- Board Matters and Trends Agenda (BMT) Course, Class 4/2017
- Board Nomination and Compensation Program (BNCP), Class 2/2017
- Director Certification Program (DCP), Class 250/2017
- The Role of Chairman (RCP) Course, Class 42/2018
- Chief Transformation Officer (CTO) Course, 2019

6.3.3 Other corporate governance performance and outcomes

Key Development Plan for Good Corporate Governance Practices with Unmet Objectives

- The Company has considered a plan to declare its intention to join the anti-corruption and bribery network. The Corporate Governance and Sustainability Committee has been assigned to prepare information and readiness for joining the anti-corruption and bribery network. The Company successfully announced its intention to join the CAC project on January 7, 2025, with the goal of receiving certification from the Thai Institute of Directors Association by 2027.

Other Good Corporate Governance Practices

- The Company received a “Good (3 stars)” rating in the Corporate Governance Report of Thai Listed Companies (CGR) for 2023, conducted by the Thai Institute of Directors Association with support from the Stock Exchange of Thailand.
- The Company received an “Excellent” rating in the 2024 Annual General Meeting (AGM) Evaluation Project by the Thai Investors Association, with a score of 93, higher than the 92 points received in 2023. This reflects the development and improved quality of the meeting for the benefit of shareholders, who are the company's stakeholders.

7. Corporate governance structure and significant information related to the board of directors, subcommittees, executives, employees, and others

7.1 Corporate governance structure

Corporate governance structure diagram ⁽³⁾

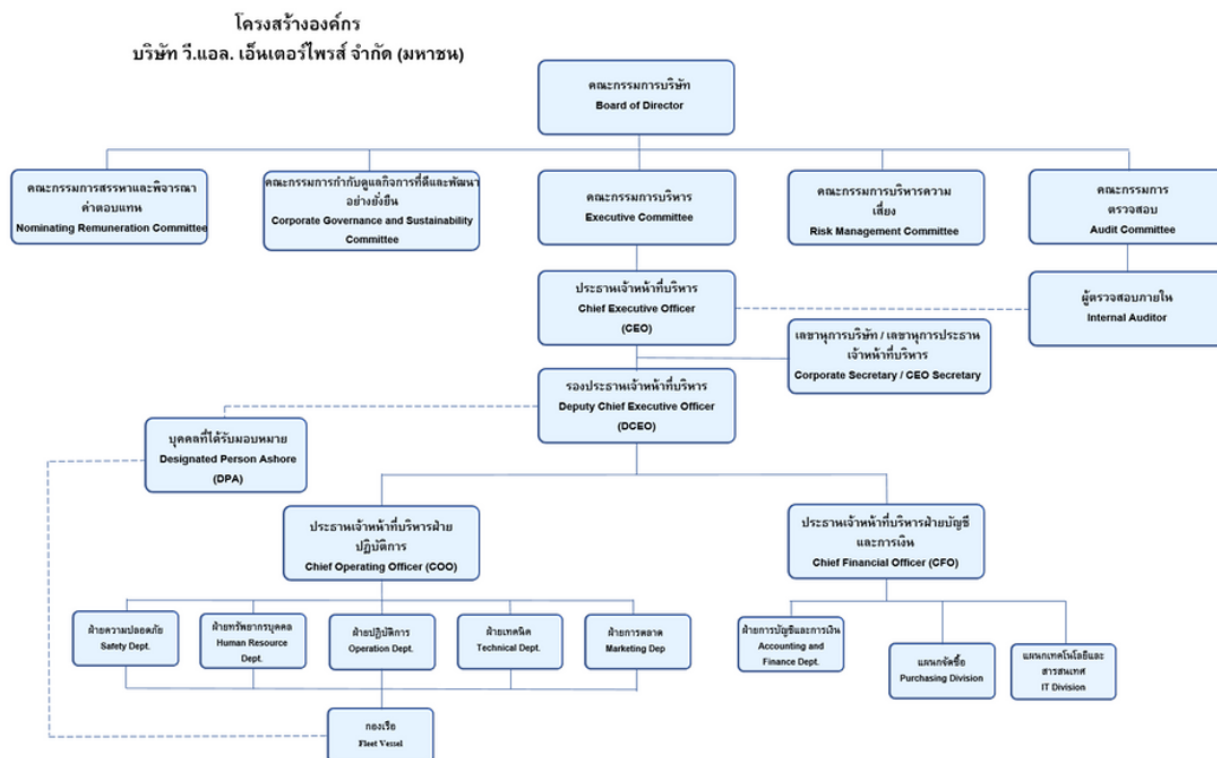
Information about the Board of Directors

The company is well aware of the selection of individuals to serve as directors of the company, who must be knowledgeable and understand the nature of the business operations well. Therefore, the company has defined the good qualities of being a company director as follows:

- Directors must be persons with knowledge, ability, and experience that will be beneficial to the business operation. They must be honest, have integrity in business conduct, and have sufficient time to devote their knowledge, abilities, and perform their duties to the company fully.
- Directors must have complete qualifications and no prohibited characteristics according to the Public Limited Company Act and the Securities and Exchange Act.
- Directors cannot engage in businesses of the same nature and that compete with the company's business or become a partner or director in another juristic person of the same nature and that competes with the company's business, whether for their own benefit or the benefit of others, unless notifying the shareholders' meeting prior to the resolution to appoint. Directors must notify the company without delay if they have an interest in the contracts made by the company, whether directly or indirectly, or increase or decrease their shareholding in the company or its affiliates.
- Directors must have complete qualifications and no prohibited characteristics according to the Public Limited Company Act and the Securities and Exchange Act. They must also not have any characteristics that indicate a lack of suitability to be entrusted with the management of a business with public shareholders as prescribed by the SEC.

Corporate governance structure as of date : 31 December 2024

Corporate governance structure diagram



Remark : ⁽³⁾ All six members of the Board of Directors have no history of criminal offenses related to fraudulent property offenses and have no history of actions that could lead to conflicts of interest with the company in the past year 2023.

7.2 Information on the board of directors

7.2.1 Composition of the board of directors

	Number (persons)	Percent (%)
Total directors	6	100.00
Male directors	5	83.33
Female directors	1	16.67
Executive directors	1	16.67
Non-executive directors	5	83.33
Independent directors	4	66.67
Non-executive directors who have no position in independent directors	1	16.67

7.2.2 The information on each director and controlling person

List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
<p>1. ADM. Kraisorn Chansuvanich</p> <p>Gender: Male</p> <p>Age : 69 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Science</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years ^(*) : Doesn't Have</p> <p>DAP course : Yes</p> <p>DCP course : No</p>	<p>Chairman of the board of directors</p> <p>(Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	12 May 2018	Petrochemicals & Chemicals, Transportation & Logistics, Accounting, Finance, Data Analysis
<p>2. Mr. Taveesilpa Chinnapatthanawong</p> <p>Gender: Male</p> <p>Age : 67 years</p> <p>Highest level of education : Below a bachelor's degree</p> <p>Study field of the highest level of education : null</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years ^(*) : Doesn't Have</p> <p>DAP course : No</p> <p>DCP course : Yes</p> <p>Shareholding in a company</p> <ul style="list-style-type: none"> • Direct shareholding : 23,003,950 Shares (1.943514 %) 	<p>Director</p> <p>(Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	4 Oct 1993	Petrochemicals & Chemicals, Transportation & Logistics, Strategic Management, Law, Business Administration

List of directors	Position	First appointment date of director	Skills and expertise
<p>3. Mrs. Chutipra Klinsuwan Gender: Female Age : 70 years Highest level of education : Master's degree Study field of the highest level of education : Political Science Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years ^(*) : Doesn't Have DAP course : Yes DCP course : Yes</p> <p>Shareholding in a company • Direct shareholding : 569,234,200 Shares (48.092383 %)</p>	<p>Director (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	9 May 1996	Transportation & Logistics, Finance, Negotiation, Leadership, Corporate Management
<p>4. Mr. Yutthana Taepangthong Gender: Male Age : 51 years Highest level of education : Bachelor's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years ^(*) : Doesn't Have DAP course : Yes DCP course : Yes</p>	<p>Director (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	27 Mar 2018	Finance & Securities, Accounting, Finance, Audit, Information & Communication Technology
<p>5. Cdr. Somchart Vipisamakul Rtn. Gender: Male Age : 67 years Highest level of education : Bachelor's degree Study field of the highest level of education : Electrical Engineering Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years ^(*) : Doesn't Have DAP course : Yes DCP course : No</p>	<p>Director (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	27 Mar 2018	Petrochemicals & Chemicals, Transportation & Logistics, Risk Management, Audit, Internal Control

List of directors	Position	First appointment date of director	Skills and expertise
6. Mr. Pongsak Banluetanyalak Gender: Male Age : 64 years Highest level of education : Master's degree Study field of the highest level of education : Market Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years ^(*) : Doesn't Have DAP course : Yes DCP course : No	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	12 May 2021	Petrochemicals & Chemicals, Transportation & Logistics, Marketing, Corporate Social Responsibility

Additional explanation :

(*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), only in the following cases:

(1) Dishonest act or gross negligence

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved

(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.

(**) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

Diagram of the board of directors



List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
1. ADM. Kraisorn Chansuvanich	Chairman of the board of directors		✓	✓		
2. Mr. Taveesilpa Chinnapatthanawong	Director		✓		✓	✓
3. Mrs. Chutipa Klinzuwan	Director	✓				✓

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
4. Mr. Yutthana Taepangthong	Director		✓	✓		
5. Cdr. Somchart Vipisamakul Rtn.	Director		✓	✓		
6. Mr. Pongsak Banluetanyalak	Director		✓	✓		
Total (persons)		1	5	4	1	2

Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Finance & Securities	1	16.67
2. Petrochemicals & Chemicals	4	66.67
3. Transportation & Logistics	5	83.33
4. Information & Communication Technology	1	16.67
5. Law	1	16.67
6. Marketing	1	16.67
7. Accounting	2	33.33
8. Finance	3	50.00
9. Corporate Social Responsibility	1	16.67
10. Data Analysis	1	16.67
11. Negotiation	1	16.67
12. Corporate Management	1	16.67
13. Leadership	1	16.67
14. Strategic Management	1	16.67
15. Risk Management	1	16.67
16. Audit	2	33.33
17. Internal Control	1	16.67
18. Business Administration	1	16.67

Information about the other directors

The chairman of the board and the highest-ranking executive : No
are from the same person

The chairman of the board is an independent director	:	Yes
The chairman of the board and the highest-ranking executive are from the same family	:	No
Chairman is a member of the executive board or taskforce	:	No
The company appoints at least one independent director to determine the agenda of the board of directors' meeting	:	No

The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of directors and the Management	:	Yes
Methods of balancing power between the board of directors and Management	:	Increasing the proportion of independent directors to more than half

The Chairman of the Board does not hold the position of Chief Executive Officer, and the Board of Directors comprises a majority of independent directors.

7.2.3 Information on the roles and duties of the board of directors

Board charter	:	Yes
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1. Scope of Authority and Responsibilities of the Board of Directors.
 - 1.1. Perform duties in accordance with the law, the Company's objectives and Articles of Association, as well as the resolutions of the shareholders' meeting, with honesty, integrity and prudence in safeguarding the interests of the Company, and shall be responsible for ensuring that the Company complies with all laws relating to the Company's business, including laws relating to the prohibition of bribery or support for corruption.
 - 1.2. Consider and approve business policies, objectives, operational plans, business strategies, and annual budgets, including monitoring and supervision of the management and administration of the management to comply with the established policies, plans, and budgets effectively.
 - 1.3. Ensure the preparation of the Company's annual report and be responsible for the preparation and disclosure of the Company's financial statements to reflect the financial position and operating results of the past year and present them to the shareholders' meeting for consideration and approval.
 - 1.4. Ensure that the Company has in place and oversees the implementation of good corporate governance principles and the effective implementation of such policies to ensure that the Company is accountable to all stakeholders fairly.
 - 1.5. Consider and approve the appointment of directors from persons who have the qualifications and are not disqualified as prescribed in the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act, including the notifications, rules and/or regulations related to the position of director in the event that the position of director becomes vacant for any reason other than expiration of the term.
 - 1.6. Consider the appointment of independent directors and audit committees and determine their duties and responsibilities by considering the qualifications and prohibited characteristics of independent directors and audit committees under the Securities and Exchange Act, including the notifications, rules and/or regulations of the Stock Exchange of Thailand.
 - 1.7. Consider and determine the organizational structure, management structure, have the authority to appoint and determine the remuneration of the Executive Committee, the Chief Executive Officer, and other subcommittees as appropriate, including determining the scope of authority and responsibilities of the Executive Committee, the Chief Executive Officer, and other subcommittees appointed, including reviewing and amending such authority as necessary and appropriate. The delegation of authority under the defined scope of authority shall not be in the nature of a delegation or sub-delegation that would enable the Executive Committee, the Chief Executive Officer, and the various subcommittees to consider and approve transactions in which they or a person who may have a conflict of interest, has a stake, or has a conflict of interest with the Company, except for the approval of transactions that are in accordance with the policies and criteria already considered and approved by the shareholders' meeting or the Board of Directors.

- 1.8. Approve the salary structure, salary adjustment budget, other remuneration, or other remuneration adjustment formulas for executives and employees.
- 1.9. Consider the appointment, change of directors or executives or other suitable persons to be representative directors in subsidiaries and/or joint ventures in which the Company invests or jointly invests.
- 1.10. Consider the appointment of the Company Secretary and determine the scope of authority and responsibilities of the Company Secretary.
- 1.11. Consider the selection and approve the nomination of the Company's auditor and consider the appropriate remuneration as proposed by the Audit Committee before submitting it to the shareholders' meeting at the Annual General Meeting of Shareholders for consideration and approval.
- 1.12. Consider, determine and amend the names of the directors authorized to bind the Company.
- 1.13. Appoint any other person to conduct the Company's business under the supervision of the Board of Directors or may grant authority to such person to have the power and/or within such time as the Board of Directors deems appropriate, which the Board of Directors may revoke, withdraw, change or amend such power. The delegation of such authority shall not be in the nature of a delegation or sub-delegation that would enable such person to consider and approve transactions in which such person or a person who may have a conflict of interest, has a stake, or may have a conflict of interest in any other manner with the Company (as defined in the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any other notification of the relevant authorities), except for the approval of transactions that are in accordance with the policies and criteria already considered and approved by the shareholders' meeting or the Board of Directors.
- 1.14. Ensure that the Company has an appropriate and efficient accounting system, reliable financial reporting, and adequate and appropriate internal control and internal audit systems, including changes in significant accounting policies and practices.
- 1.15. Consider and approve the risk management policy to cover the entire organization and oversee the risk management process to mitigate the impact on the Company's business appropriately.
- 1.16. Consider and approve the acquisition or disposal of assets, unless such transactions require the approval of the shareholders' meeting. Such consideration and approval shall be in accordance with the notifications, rules and/or regulations of the Stock Exchange of Thailand.
- 1.17. Consider and approve the undertaking of connected transactions between the Company and connected persons or propose to the shareholders for approval of connected transactions that require the approval of the shareholders' meeting, as well as disclose information to the Stock Exchange of Thailand and proceed in accordance with the relevant rules and/or regulations.
- 1.18. Consider and approve the payment of interim dividends to shareholders when it is deemed that the Company has sufficient profits to do so and report such dividend payment to the shareholders' meeting at the next shareholders' meeting.
- 1.19. Ensure that appropriate information is disseminated and disclosed to stakeholders, persons with conflicts of interest, and related parties accurately, completely, appropriately, and in a timely manner.
- 1.20. Risk management and safekeeping of funds.
- 1.21. The Board of Directors has a duty to strictly maintain the confidentiality of the Company's information, especially inside information that has not yet been disclosed to the public or information that could affect the Company's business operations or share price.
- 1.22. The Board of Directors may only take action on the following matters with the approval of the shareholders' meeting:
- 1.22.1. Any matter required by law to be approved by the shareholders' meeting, and
- 1.22.2. Any matter in which a director has an interest and which is required by law or regulations of the SEC or the Stock Exchange of Thailand to be approved by the shareholders' meeting.

- 1.23. The Board of Directors' decision to proceed with the following matters shall be made only with the approval of the shareholders' meeting by a vote of not less than 3 out of 4 of the total votes of the shareholders present and entitled to vote.
- 1.23.1. The sale or transfer of all or a material part of the Company's business to another person.
- 1.23.2. The purchase or acquisition of the business of another company to be the business of the Company.
- 1.23.3. Entering into, amending or terminating any agreement relating to the lease of all or a material part of the Company's business, assigning another person to manage the Company's business, or merging the business with another person for the purpose of sharing profits and losses.
- 1.23.4. Amending the Memorandum of Association or the Articles of Association of the Company.
- 1.23.5. Increasing or decreasing the Company's capital or issuing debentures of the Company.
- 1.23.6. Merging or dissolving the Company.
- 1.23.7. Any other matters stipulated under the provisions of the Securities and Exchange Act and/or the notifications of the Stock Exchange of Thailand and/or the notifications of the SEC and/or the Capital Market Supervisory Board that require the approval of the Board of Directors' meeting and the shareholders' meeting by the aforementioned votes. The delegation of authority and responsibilities of the Board of Directors shall not be in the nature of a delegation or sub-delegation that would enable the Board of Directors or the delegate of the Board of Directors to approve transactions in which such person or a person who may have a conflict of interest (as defined in the SEC Notification).

7.3 Information on subcommittees

7.3.1 Information on roles of subcommittees

Roles of subcommittees

Audit Committee

Role

- Other
 - Financial Reporting and Internal Control Review

Scope of authorities, role, and duties

1.

Review financial reports to ensure accuracy, reliability, and adequate disclosures, in coordination with external auditors and management responsible for preparing quarterly and annual financial reports.

2.

Review the effectiveness and efficiency of the company's internal control system, recommend specific reviews or audits as deemed necessary, and present proposals for significant and necessary improvements to the Board of Directors, in collaboration with external auditors and the internal audit department.

3.

Assess the independence of the internal audit function, provide opinions on its work plan, performance, budget, and staffing, and approve the appointment, transfer, and termination of the head of internal audit.

4.

Review compliance with the Securities and Exchange Act, Stock Exchange regulations, and other relevant laws, regulations, and rules related to the company's business.

5.

Consider, select, and propose the appointment of independent external auditors, recommend their remuneration to the Board of Directors, and meet with the auditors without management present at least once a year.

6.

Review the company's internal audit plan based on generally accepted methods and standards.

7.

Review the company's disclosures to ensure accuracy and completeness in accordance with laws and Stock Exchange regulations, particularly for related party transactions or potential conflicts of interest, to ensure that such transactions are reasonable, justifiable, and in the best interest of the company.

8.

Ensure that the company has an appropriate and effective risk management system in place.

9.

Report the Audit Committee's performance to the Board of Directors at least four times a year.

10.

Participate in the appointment, removal, and performance evaluation of internal audit personnel.

11.

In performing its duties, the Audit Committee has the authority to invite relevant management, executives, or employees to

provide input, attend meetings, or submit relevant documents.

12.

Have the authority to hire consultants or independent experts, as appropriate, at the company's expense and following company regulations, to provide opinions or advice when necessary.

13.

Prepare an Audit Committee report to be disclosed in the company's annual report, signed by the Audit Committee Chairman, containing at least the following information:

- (a) Opinion on the accuracy, completeness, and reliability of the company's financial reports.
- (b) Opinion on the adequacy of the company's internal control system.
- (c) Opinion on compliance with the Securities and Exchange Act, Stock Exchange regulations, or other laws relevant to the company's business.
- (d) Opinion on the suitability of the external auditors.
- (e) Opinion on reports of potential conflicts of interest.
- (f) Number of Audit Committee meetings held and attendance of each member.
- (g) Overall observations or comments from the Audit Committee's performance of its duties under the charter.
- (h) Other matters deemed relevant to shareholders or the general public, within the scope of the Audit Committee's responsibilities as assigned by the Board of Directors.

14.

Regularly review and update the Audit Committee Charter.

15.

Perform other duties as assigned by the Board of Directors within the scope of the Audit Committee's responsibilities.

Reference link for the charter

-

Executive Committee

Role

- Other
 - Company Management

Scope of authorities, role, and duties

1. Oversee the company's operations in accordance with the policies set by the Board of Directors and report the performance to the Board of Directors.
2. Consider establishing appropriate levels of authority and approval, and ensure the segregation of duties that may facilitate fraud. Establish appropriate procedures and methods for conducting transactions with major shareholders, directors, executives, or related parties to prevent conflicts of interest. Present these procedures and methods to the Board of Directors for approval and ensure compliance with the approved principles and regulations.
3. Review the annual budget and budget disbursement procedures for submission to the Board of Directors. Monitor and control expenditures according to the budget approved by the Board of Directors.
4. Consider and adjust the company's business plan, including business strategies, as appropriate for the benefit of the company.
5. Consider and approve investments and determine investment budgets according to the authority matrix.
6. Consider and approve contracts that bind the company according to the authority matrix.
7. Ensure the availability of sufficient and relevant company information to support decision-making by the Board of Directors and shareholders. Prepare reliable financial reports in accordance with good standards and transparency.
8. The Executive Committee has the authority to request information from various departments within the company for further consideration on various matters.
9. Review the company's profit and loss and propose the annual dividend payment to the Board of Directors.
10. Review the company's risk management policy for presentation to the Audit Committee.
11. Consider new business ventures, business closures, investments, or joint ventures for proposal to the Board of Directors.
12. Ensure that procedures are in place for employees to promptly report unusual events, irregularities, or illegal activities to the Executive Committee. In the event that such events have a material impact, the Board of Directors must be informed for consideration and resolution within a reasonable timeframe.
13. Carry out any actions as directed by the Board of Directors or as authorized by the Board of Directors.
14. Hold regular Executive Committee meetings at least once a month to follow up on the company's business operations.
15. The Executive Committee is responsible for regularly reporting its performance to the Board of Directors. Any significant resolutions or actions within the scope of the Executive Committee's duties must be reported to the Board of Directors at the next Board meeting.
16. The Executive Committee shall not approve any items that would allow the Executive Committee or its authorized persons to approve matters in which they or any person with a potential conflict of interest have a stake or potential conflict of interest with the company.

Reference link for the charter

Nomination and Remuneration Committee

Role

- Other
 - Remuneration Review and Consideration

Scope of authorities, role, and duties

1

Nomination

1.1

Consider, determine, and review the structure and qualifications of the Board of Directors and executives to be appropriate and consistent with the Company's business operations, for submission to the Board of Directors for approval.

1.2

Consider the criteria and process for recruiting qualified individuals to serve as directors and executives from the level of Managing Director upwards, including selecting individuals according to the established recruitment process, and submit recommendations to the Board of Directors for consideration when such positions become vacant, which may require submission to the shareholders' meeting for approval. The process shall be as follows:

1.2.1

Consider the list of directors whose terms are expiring and the list of individuals nominated for election as directors of the Company, both from the nominations of directors and shareholders of the Company, especially minority shareholders (if any).

1.2.2

Consider that individuals nominated to serve as directors of the Company must not possess any prohibited characteristics or qualifications as prescribed by law, including the regulations and best practices of the SEC.

1.2.3

Consider that individuals nominated to serve as directors of the Company must possess knowledge, skills, experience, and expertise beneficial to the Company, have leadership qualities, a broad vision, dedication of time and effort to perform their duties fairly, integrity, courage to express opinions, a good and untarnished work history, and good moral character.

1.2.4

Consider that individuals nominated to serve as directors of the Company must not engage in any business that is identical or competitive with the Company's business, whether for their own benefit or for the benefit of others.

1.2.5

The recruitment of directors may utilize consulting firms or director databases in the search for new directors.

1.3

Consider the suitability of individuals nominated to serve as Company Secretary and submit recommendations to the Board of Directors for approval in the event that such position becomes vacant.

1.4

Consider and establish a succession plan for directors and managing directors, including determining the criteria for considering successors, and submit recommendations to the Board of Directors for approval.

1.5

Perform any other actions as assigned by the Board of Directors regarding the recruitment of directors and executives of the Company.

2

Remuneration Consideration

2.1

Consider and determine the form and criteria for the remuneration of the Company's Board of Directors fairly and appropriately, as follows:

2.1.1

Consider director remuneration by benchmarking against other companies in the same industry and listed on the Stock Exchange of Thailand.

2.1.2

Consider remuneration based on the scope of authority and responsibility, including the expected benefits from each director. Directors with additional responsibilities should receive fair and appropriate compensation.

2.1.3

Consider remuneration based on the Company's operating results each year.

2.1.4

Consider remuneration based on the Self-Assessment of the Board of Directors' Performance each year, including reviewing and recommending performance evaluation methods and reporting the results to the Board of Directors for consideration in improving the effectiveness of the Board of Directors' performance.

2.1.5

Consider reviewing the form and criteria for all types of remuneration annually, both in terms of cash and the proportion of remuneration paid, to ensure appropriateness, including monthly remuneration (e.g., meeting attendance fees) and annual remuneration (e.g., bonuses), and submit recommendations to the Board of Directors for proposal to the shareholders' meeting for approval.

2.2

Consider and determine the form and criteria for employee remuneration fairly and appropriately, as follows:

2.2.1

Consider and establish criteria for measuring the Company's performance or KPIs to be used in considering salary adjustments and annual bonus payments to the Company's employees, taking into account the annual budget and the Company's operating targets, as well as market and economic conditions, and submit recommendations to the Board of Directors for approval.

2.2.2

Consider the performance evaluation and determine the salary structure, annual bonuses, and annual salary increase rates for executives from the level of Chief Executive Officer upwards, and submit recommendations to the Board of Directors for further approval.

2.2.3

Consider and recommend the salary structure, benefits, and other welfare programs for the Company's employees, both monetary and non-monetary.

2.3

Consider offering newly issued securities to the Company's directors and employees. The Nomination and Remuneration Committee shall consider proposing various conditions to incentivize directors and employees to perform their duties in a manner that creates long-term value for shareholders and effectively retains qualified employees. However, such conditions must not be excessive and must be fair to shareholders. If any director or employee is to be allocated securities exceeding 5% of the total number of securities to be allocated, the Nomination and Remuneration Committee must consider the appropriateness and provide approval in accordance with the regulations of the SEC. However, no member of the Nomination and Remuneration Committee shall

be
allocated securities exceeding 5%, even though they have the right to approve such allocation.

2.4

Have the authority to invite the Company's executives and/or related individuals to attend meetings or provide clarification on relevant matters in all cases.

2.5

Perform any other actions as assigned by the Board of Directors regarding the consideration of remuneration for directors, executives, and employees of the Company.

Reference link for the charter

-

Risk Management Committee

Role

- Sustainability development
- Climate-related risks and opportunities governance
- Other
 - Risk Management

Scope of authorities, role, and duties

1.

Establish policies, strategies, guidelines, and a framework for enterprise risk management.

2.

Establish a risk management plan for management, including an overall organizational risk management process.

3.

Oversee management's continuous compliance with policies, strategies, and guidelines for enterprise risk management. Monitor compliance with the enterprise risk management framework and report to the Board of Directors regularly.

4.

Coordinate with the Audit Committee on significant risks and have Internal Audit review to ensure that the company has an adequate internal control system for risk management, including the appropriate adoption and implementation of the risk management system throughout the organization.

5.

Review the system or evaluate the effectiveness of risk management policies, strategies, and guidelines at least annually and whenever risk levels change.

6.

Perform other duties as assigned by the Board of Directors.

Management and/or departments and/or working groups involved in risk management and/or internal auditors and/or external auditors

shall report or present relevant information and documents to the Risk Management Committee to support the Risk Management Committee in fulfilling its assigned responsibilities.

Reference link for the charter

-

Corporate Governance and Sustainability Committee

Role

- Other
 - Good governance and sustainability development

Scope of authorities, role, and duties

- 1) Review and propose the Corporate Governance Policy, Sustainability Policy, and Code of Business Ethics to the Board of Directors for approval. This is to ensure that the organization has standard and appropriate guidelines.
- 2) Supervise, advise, evaluate, and review policies and practices in accordance with good corporate governance and business ethics principles to develop and elevate the company's corporate governance system to international standards.
- 3) Promote the company's operations in accordance with principles, policies, and important practices related to sustainable development, including raising awareness and understanding of sustainability among the Board of Directors, executives, and employees.
- 4) Perform other duties as assigned by the Board of Directors.

Reference link for the charter

-

7.3.2 Information on each subcommittee

List of audit committee

List of directors	Position	Appointment date of audit committee member	Skills and expertise
1. Cdr. Somchart Vipisamakul Rtn. Gender: Male Age : 67 years Highest level of education : Bachelor's degree Study field of the highest level of education : Electrical Engineering Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : No	Chairman of the audit committee (Non-executive directors, Independent director) Director type : Existing director	27 Mar 2018	Petrochemicals & Chemicals, Transportation & Logistics, Risk Management, Audit, Internal Control
2. Mr. Yutthana Taepangthong ^(*) Gender: Male Age : 51 years Highest level of education : Bachelor's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Member of the audit committee (Non-executive directors, Independent director) Director type : Existing director	27 Mar 2018	Finance & Securities, Accounting, Finance, Audit, Information & Communication Technology
3. Mr. Pongsak Banluetanyalak Gender: Male Age : 64 years Highest level of education : Master's degree Study field of the highest level of education : Market Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : No	Member of the audit committee (Non-executive directors, Independent director) Director type : Newly appointed director to replace the ex-director	19 Jan 2024	Petrochemicals & Chemicals, Transportation & Logistics, Marketing, Corporate Social Responsibility

Additional explanation :

(*) Directors with expertise in accounting information review

List of executive committee members

List of directors	Position	Appointment date of executive committee member
1. Mrs. Chutipa Klinzuwan Gender: Female Age : 70 years Highest level of education : Master's degree Study field of the highest level of education : Political Science Thai nationality : Yes Residence in Thailand : Yes	Chairman of the executive committee	18 Sep 2018
2. Mr. Taweep Panichaporn Gender: Male Age : 61 years Highest level of education : Bachelor's degree Study field of the highest level of education : Navigation Science Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	28 Sep 2021
3. Mr. Jittipong Morasert Gender: Male Age : 57 years Highest level of education : Bachelor's degree Study field of the highest level of education : Marine Mechanical Engineering Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	19 Feb 2020
4. Ms. Tasanee Tavorchaiwat Gender: Female Age : 50 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	23 Aug 2023

Other Subcommittees ⁽⁴⁾

Subcommittee name	Name list	Position
Nomination and Remuneration Committee	Mr. Yutthana Taepangthong	The chairman of the subcommittee (Independent director)
	Cdr. Somchart Vipisamakul Rtn.	Member of the subcommittee (Independent director)
	Mrs. Chutipa Klinzuwan	Member of the subcommittee

Subcommittee name	Name list	Position
Risk Management Committee	Cdr. Somchart Vipisamakul Rtn.	The chairman of the subcommittee (Independent director)
	Mr. Pongsak Banluetanyalak	Member of the subcommittee (Independent director)
	Mrs. Chutipa Klinsuwan	Member of the subcommittee
Corporate Governance and Sustainability Committee	Mr. Yutthana Taepangthong	The chairman of the subcommittee (Independent director)
	Mr. Pongsak Banluetanyalak	Member of the subcommittee (Independent director)
	Mr. Narongdej Boonsukwirawat	Member of the subcommittee

Remark : ⁽⁴⁾*Cdr. Somchart Vipismakul Rtn., has been appointed as the Chairman of the Remuneration and Nomination Committee, effective from August 9, 2024.

*Mr. Pongsak Banluetanyalak and Mrs. Chutipa Klinsuwan, have been appointed as the members of the Risk Management Committee, effective from August 9, 2024.

7.4 Information on the executives

7.4.1 List and positions of the executive

List of the highest-ranking executive and the next four executives

List of executives	Position	First appointment date	Skills and expertise
<p>1. Mrs. Chutipaa Klinsuwan</p> <p>Gender: Female</p> <p>Age : 70 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Political Science</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : No</p>	<p>Chief Executive Officer</p> <p>(The highest-ranking executive)</p>	27 Mar 2018	<p>Transportation & Logistics, Finance, Negotiation, Leadership, Corporate Management</p>
<p>2. Mr. Taweeap Panichaporn</p> <p>Gender: Male</p> <p>Age : 61 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Navigation Science</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : No</p>	Executive Vice President	16 Sep 2021	<p>Petrochemicals & Chemicals, Transportation & Logistics, Business Administration, Risk Management, Leadership</p>
<p>3. Mr. Jittipong Morasert</p> <p>Gender: Male</p> <p>Age : 57 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Marine Mechanical Engineering</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : No</p>	Chief Operating Officer	1 Oct 2014	<p>Industrial Materials & Machinery, Petrochemicals & Chemicals, Transportation & Logistics, Leadership, Engineering</p>

List of executives	Position	First appointment date	Skills and expertise
<p>4. Ms. Tasanee Tavorchaiwat^(*)</p> <p>Gender: Female</p> <p>Age : 50 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Business Administration</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : Yes</p> <p>Accounting supervisor : No</p>	Chief Financial Officer	2 Aug 2023	Business Administration, Accounting, Finance, Procurement, Budgeting
<p>5. Mr. Narongdej Boonsukwirawat</p> <p>Gender: Male</p> <p>Age : 37 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Business Administration</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : No</p>	Security and DPA Manager	15 Jul 2021	Business Administration, Petrochemicals & Chemicals, Transportation & Logistics, Risk Management, Sustainability
<p>6. Ms. Chatchaniya Krichotechai</p> <p>Gender: Female</p> <p>Age : 49 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Workforce Development and Welfare Management</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : No</p>	Human Resources Manager	21 Jan 2015	Human Resource Management, Business Administration, Leadership, Law

List of executives	Position	First appointment date	Skills and expertise
7. Mr. Thanet Proongcharoenkij Gender: Male Age : 41 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Marketing Manager	1 Jul 2019	Business Administration, Petrochemicals & Chemicals, Marketing, Risk Management, Negotiation
8. Ms. Somlak Sompolviwat ^(**) Gender: Female Age : 44 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : Yes	Accounting and Finance Manager	6 Jun 2022	Finance, Accounting, Budgeting, Internal Control, Data Management
9. Mr. Boripon Akkapothikul Gender: Male Age : 46 years Highest level of education : Master's degree Study field of the highest level of education : Political Science Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Operations Manager	15 Mar 2021	Transportation & Logistics, Leadership, Business Administration, Risk Management, Budgeting

Additional Explanation :

(*) Highest responsibility in corporate accounting and finance

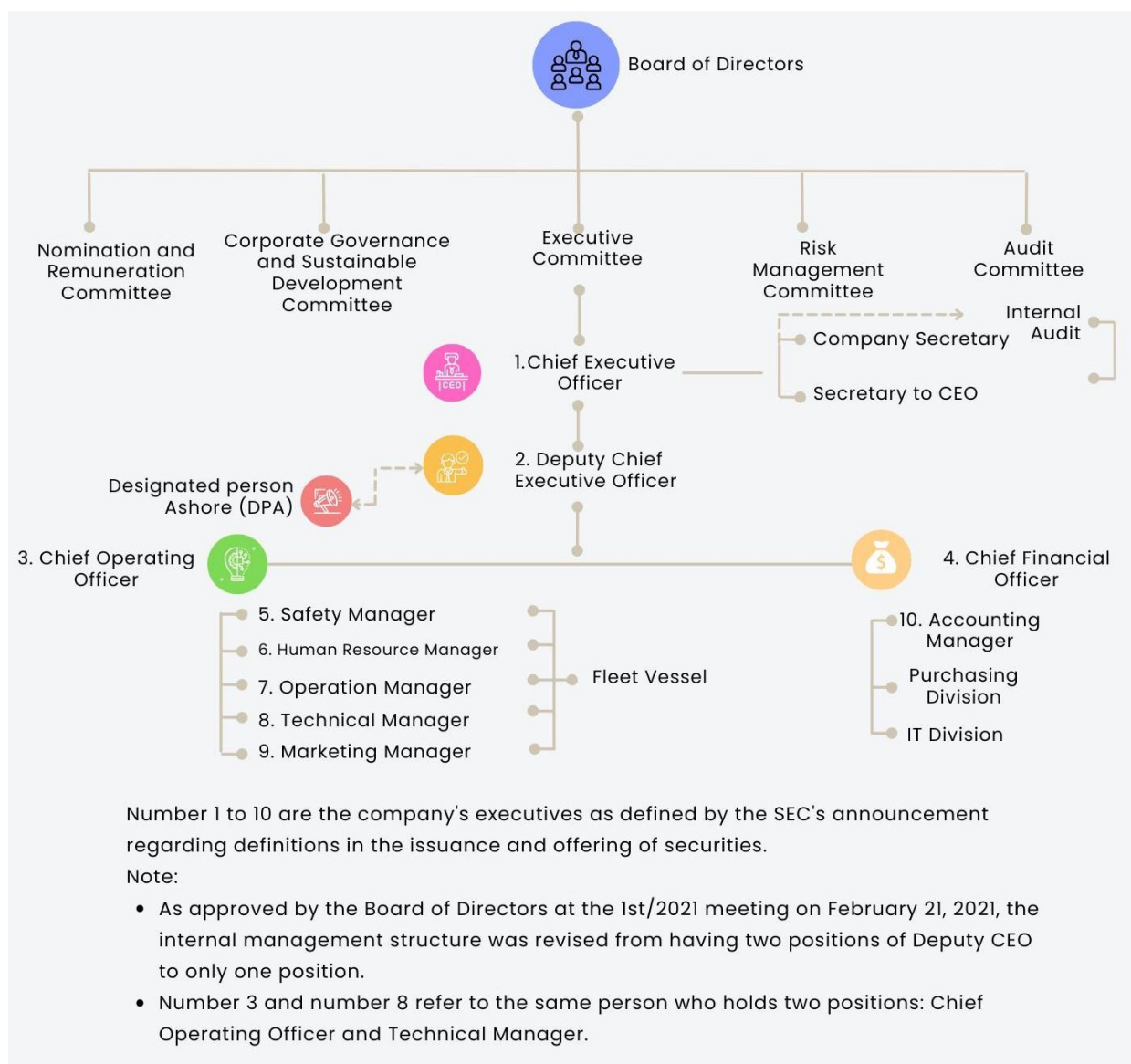
(**) Accounting supervisor

(***) Appointed after the fiscal year end of the reporting year

Organization structure diagram of the highest-ranking executive and the next four executives

Organization structure of the highest-ranking executive and the : 31 Dec 2024
next four executives as of date

Organization structure diagram of the highest-ranking executive and the next four executives from the top executive



7.4.2 Remuneration policy for executive directors and executives

The remuneration consideration establishes fair and appropriate remuneration forms and criteria for employees. It sets out the criteria for measuring the company's performance or KPIs to be used in considering salary adjustments and performance evaluations for the payment of annual bonuses to the company's employees. This takes into account the annual budget, the company's operating goals, market conditions, and the overall economy. Recommendations are then submitted to the Board of Directors for approval, including monetary and non-monetary benefits and welfare for the company's employees.

Total remuneration of directors and executives.

The company compensates its executives in the form of salaries, annual bonuses, and other benefits such as provident fund contributions.

Employee compensation.

The company's employee remuneration in 2023 and 2024 amounted to 140.68 million baht and 152.05 million baht, respectively. Such compensation includes salaries, bonuses, meal allowances, social security contributions, and other benefits.

Does the board of directors or the remuneration committee : Yes
have an opinion on the remuneration policy for executive
directors and executives

•The Remuneration and Nomination Committee approved the determination of executive compensation to be in accordance with the company's regulations and policies.

7.4.3 Remuneration of executive directors and executives

Monetary remuneration of executive directors and executives

	2022	2023	2024
Total remuneration of executive directors and executives (baht)	16,931,745.00	17,033,974.00	18,473,893.00
Total remuneration of executives (baht)	16,931,745.00	17,033,974.00	18,473,893.00

Directors and executives receive a fixed salary and an annual bonus based on the annual performance evaluation, in accordance with company regulations.

Other remunerations of executive directors and executives

	2022	2023	2024
Company's contribution to provident fund for executive directors and executives (Baht)	313,752.00	313,832.00	345,558.00
Employee Stock Ownership Plan (ESOP)	No	No	No
Employee Joint Investment Program (EJIP)	No	No	No

Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive directors : 0.00
and executives in the past year
Estimated remuneration of executive directors and executives : 0.00
in the current year

7.5 Information on employees

Human Resources Policy and Personnel Development

The company recognizes the importance of its personnel to business operations. The company has established appropriate personnel selection criteria and promotes employee development to enhance knowledge, abilities, work skills, and attitudes. Training is provided both within the company, through knowledge transfer from executives or supervisors to employees, and externally by qualified instructors from outside the organization. In addition, the company has established appropriate criteria for personnel selection.

In 2024, 127 employees participated in training, representing 50.6 percent of the total number of employees. This equates to an average of 6 training hours per employee per year.

Information on the company's employees

Employees

	2022	2023	2024
Total employees (persons)	257	268	283
Male employees (persons)	235	245	259
Female employees (persons)	22	23	24

Number of employees by position and department

Number of employees categorized by department over the past year

Department / Line of work / Unit / Business group	Number of employees
Crew	242
Office worker	41
Total number of employees	283

Significant changes in the number of employees

Significant changes in number of employees over the past 3 : No
Years

Information on employee remuneration

Employee remuneration

	2022	2023	2024
Total employee remuneration (baht)	134,472,950.25	140,682,809.42	152,046,467.43

Provident fund management policy

Provident fund management policy : Have

The Company has established a provident fund for all of its permanent employees in accordance with the Provident Fund Act B.E. 2530 (1987) since June 29, 2009. Employees and the Company contribute to the fund under this plan at the rate of 3 percent of each employee's salary. Employees will receive the Company's contributions in accordance with the rules and regulations of the fund and the length of their employment with the Company. The Company has appointed a fund manager to manage the fund in

accordance with the provisions of the Provident Fund Act B.E. 2530 (1987). There are 156 employees participating in the provident fund, representing 5.12 percent of the total number of employees.

The Company contributed to the provident fund for the years ended December 31, 2017 and 2018 in the amounts of Baht 1.79 million and Baht 1.90 million, respectively.

Provident fund for employees (PVD)

	2022	2023	2024
Number of employees joining in PVD (persons)	136	144	156
Proportion of employees who are PVD members (%)	54.40	57.60	55.12
Total amount of provident fund contributed by the company (baht)	1,905,398.00	1,790,046.00	1,905,398.00

7.6 Other significant information

7.6.1 Assigned person

List of persons assigned for accounting oversight

General information	Email	Telephone number
1. Ms. Somlak Sompolviwat	somlak@vltanker.com	02-2546604

List of the company secretary

General information	Email	Telephone number
1. Ms. Wipada Aatpru	wipada@vltanker.com	0982588152

List of the head of internal audit or outsourced internal auditor

General information	Email	Telephone number
1. Mr. Supoj Pannoi	pannoi_ten@hotmail.com	02-8216928

List of the head of the compliance unit

General information	Email	Telephone number
1. Mrs. Chutipra Klinzuwan	chutipra@vltanker.com	02-2546604

7.6.2 Head of investor relations

Does the Company have an appointed head of investor relations : Yes

List of the head of investor relations

General information	Email	Telephone number
1. Mrs. Chutipra Klinzuwan	ir@vltanker.com	02-2546604

7.6.3 Company's auditor

Details of the company's auditor

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
DHARMNITI AUDITING COMPANY LIMITED 178 DHARMNITI BUILDING, 6TH-7TH FLOOR, SOI PERMSAP (PRACHACHUEN 20) PRACHACHUEN ROAD, BANGSUE, BANGKOK 10800 BANG SUE BANG SUE Bangkok 10800 Telephone +66 2596-0500EXT.327	1,100,000.00	-	1. Ms. THANYAPORN TANGTHANOPAJAI Email: center@daa.co.th License number: 9169 2. Mr. PERADATE PONGSATHIANSAK Email: center@daa.co.th License number: 4752 3. Ms. ARISA CHUMWISUT Email: center@daa.co.th License number: 9393 4. Ms. CHOTIMA KITSIRAKORN Email: center@daa.co.th License number: 7318 5. Mr. SUWAT MANEEKANOKSAKUL Email: center@daa.co.th License number: 8134

7.6.4 Assigned personnel in case of a foreign company

Does the company have any individual assigned to be : No
 representatives in Thailand

8. Report on key operating results on corporate governance

8.1 Summary of duty performance of the board of directors over the past year

Summary of duty performance of the board of directors over the past year

Performance of the Board of Directors in 2024

The Board of Directors plays a crucial role in overseeing the Company's operations, fostering confidence among shareholders and all stakeholders. Each Director performs their duties with responsibility, integrity, and diligence to safeguard the Company's best interests. They ensure compliance with laws, the Company's objectives, articles of association, and shareholder resolutions. Acting with integrity and prudence, they protect the Company's interests and ensure its adherence to all relevant laws and regulations governing its business operations, including those prohibiting bribery and supporting anti-corruption measures.

This includes approving business policies, objectives, operational plans, business strategies, and annual budgets. It also encompasses monitoring and supervising the management and organization of the executive team to ensure the effective implementation of established policies, plans, and budgets. The Board also oversees risk management (Risk Management) across the organization, providing insights and recommendations that benefit the Company.

8.1.1 Selection, development and evaluation of duty performance of the board of directors

Information about the selection of the board of directors

Selection of independent directors

Criteria for selecting independent directors

Recruitment by the Nomination and Remuneration Committee

1.1.1 Consider and review the structure and qualifications of the Board of Directors to be appropriate and consistent with the company's business operations.

1.1.2 Consider the criteria and process for recruiting qualified individuals to serve as directors, including selecting individuals according to the established recruitment process, and submit recommendations to the Board of Directors for consideration when such positions become vacant, which may require submission to the shareholders' meeting for approval.

1.1.1.1 Consider the list of directors whose terms are expiring and the list of persons nominated for election as directors of the company, both from the nominations of directors and shareholders of the company, especially minority shareholders (if any).

1.1.1.2 Consider that a person nominated to be a director of the company must not possess any prohibited characteristics or qualifications as prescribed by law, including the regulations and good practices of the SEC.

1.1.1.3 Consider that a person nominated to be a director of the company must have knowledge, skills, experience, and expertise that are beneficial to the company, have leadership qualities, a broad vision, dedicate time and effort to perform their duties fairly, be straightforward, have the courage to express their opinions, have a good and untarnished work history, and have good ethics.

1.1.1.4 Consider that a person nominated to be a director of the company must not engage in any business that is of the same nature and competes with the company's business, whether for their own benefit or for the benefit of others.

1.1.1.5 The director recruitment process may utilize consulting firms or director databases to search for new directors.

1.1.4 Consider and establish a succession plan for directors and managing directors, including determining the criteria for considering successors and submitting recommendations to the Board of Directors for approval.

1.1.5 Perform any other actions as assigned by the Board of Directors regarding the recruitment of directors and executives of the company.

Business or professional relationships of independent directors over the past year

Business or professional relationships of independent : No
directors over the past year

Selection of directors and the highest-ranking executive

Method for selecting directors and the highest-ranking executive

Method for selecting persons to be appointed as : Yes
directors through the nomination committee
Method for selecting persons to be appointed as the : Yes
highest-ranking executive through the nomination
committee

Number of directors from major shareholders

Number of directors from each group of major : 2
shareholders over the past year (persons)

Rights of minority shareholders on director appointment

The company allows shareholders to propose meeting agendas in advance and nominate individuals to serve as directors to be included as an agenda item for the annual shareholders' meeting from December 15, 2023, to January 15, 2024, with details announced on the company's website.

Method of director appointment : Method whereby each director requires approval votes more than half of
the votes of attending shareholders and casting votes

Information on the development of directors

Development of directors over the past year

Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. ADM. Kraisorn Chansuvanich Chairman of the board of directors	Participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> • 2016: Director Accreditation Program (DAP) <p>Other</p> <ul style="list-style-type: none"> • 2024: Risk Management and ESG for Business Excellence • 2015: Executive Program in Energy Management (EPM) Class 6 • 2011: Capital Market Academy (CMA) Executive Program, Class 14 • 1984: Surface Warfare Officer School (SWOS)
2. Mr. Taveesilpa Chinnapatthanawong Director	Participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> • 2018: Director Certification Program (DCP) <p>Other</p> <ul style="list-style-type: none"> • 2024: Risk Management and ESG for Business Excellence • 2016: Quality Management Seminar - UNCTAD • 2016: Vessel Inspection - Exxon Mobil • 2015: Terminal Information / Regulation - SHELL • 2015: Safety Officer - SHAWPAT (Safety and Health at Work Promotion Association - Thailand) • 2014: Understanding of the ISM Code • 2014: ISPS Code, Port State Control - NK Classification Society • 2014: Risk Management - A / PR Seminar & Training • 2014: Crisis Management and Media Handling Training • 2014: Investigation & RCA Technique • 2014: KPI's Technique Course
3. Mrs. Chutipaa Klinzuwan Director	Participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> • 2018: Role of the Chairman Program (RCP) • 2017: Board Nomination and Compensation Program (BNCP) • 2017: Director Certification Program (DCP) • 2009: Director Accreditation Program (DAP) <p>Other</p> <ul style="list-style-type: none"> • 2024: Risk Management and ESG for Business Excellence • 2024: Advanced Program in Political and Electoral Development (APD), Class 14 • 2023: Executive Master of Arts Program in Social Sciences for Development (MASD) - School of Social Sciences for Development • 2022: IR In Action Course for Listed Companies on the Market for Alternative Investment (MAI) • 2020: Executive Management Program • 2019: Chief Transformation Officer (CTO) Program • 2017: Board Matters and Trends Agenda (BMT) • 2017: CFO's Orientation Course for New IPOs • 2015: Curriculum: Energy for Executives, Energy Institutions for Industry, Federation of Thai Industries

List of directors	Participation in training in the past financial year	History of training participation
4. Mr. Yutthana Taepangthong Director	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> • 2017: Director Certification Program (DCP) • 2017: Risk Management Program for Corporate Leaders (RCL) • 2015: Director Accreditation Program (DAP) Other <ul style="list-style-type: none"> • 2024: Risk Management and ESG for Business Excellence
5. Cdr. Somchart Vipisamakul Rtn. Director	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> • 2019: Director Accreditation Program (DAP) Other <ul style="list-style-type: none"> • 2024: Risk Management and ESG for Business Excellence • 2019: Course: How to Develop a Human Resources Risk Management Plan (HRP) • 2015: Indian Long Gunnery Doctrine • 2015: French Anti-Missile System Doctrine • 2015: German, Italian Mine Hunting System Curriculum • 2015: United States Electronic Warfare Doctrine • 2015: Marine Terminal Engineering, Exxon Mobil • 2015: Safety in Plant Design, Exxon Mobil • 2015: Risk Management Principles, Exxon Mobil • 2015: ISO / ISM Lead Auditor Training, Singapore • 2015: Business Management Program, PTT
6. Mr. Pongsak Banluetanyalak Director	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> • 2021: Director Accreditation Program (DAP) Other <ul style="list-style-type: none"> • 2024: Risk Management and ESG for Business Excellence

Information on the evaluation of duty performance of directors

Criteria for evaluating the duty performance of the board of directors

Performance Evaluation of the Board of Directors, Subcommittees, and Senior Management

The company shall have the Board of Directors and subcommittees conduct a self-evaluation of their performance, both collectively and individually, at least once a year. This evaluation serves as a framework for reviewing the performance of the Board of Directors during the past year to determine whether they have fully and appropriately performed their duties and responsibilities in accordance with the principles of good corporate governance. The performance evaluation of the subcommittees includes the Audit Committee, the Compensation and Nomination Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee.

The Board of Directors' performance evaluation utilizes an assessment form developed in line with the Stock Exchange of Thailand's guidelines, adapted to suit the characteristics and structure of the Board. The evaluation results will be instrumental in developing the Board's performance and operations to be more efficient and effective.

The Board's self-assessment consists of 6 topics:

- Structure and Qualifications of the Board of Directors
- Roles, Duties, and Responsibilities of the Board of Directors
- Board of Directors Meeting
- Performance of Directors

- Relationship with Management
- Board Development

The Board's self-assessment consists of 5 topics:

- Structure and Qualifications of the Board of Directors
- Roles, Duties, and Responsibilities of the Board of Directors
- Board of Directors Meeting
- Performance of Directors
- Relationship with Management

The subcommittee's self-assessment consists of 4 topics:

- Structure and Qualifications of the Board of Directors
- Board of Directors Meeting
- Roles, Duties, and Responsibilities of the Board of Directors
- Reporting of Subcommittees

The scoring method involves each director indicating their opinion by marking (/) in one of the score boxes ranging from 0-4 on the evaluation form. The score levels range from "Strongly Disagree" or "No Action Taken" to "Strongly Agree" or "Excellent Implementation." The total score is then calculated as a percentage of the total score, which is defined as follows:

- A score of 95 percent or higher is considered "Excellent."
- A score of 85 percent or higher is considered "Very Good."
- A score of 75 percent or higher is considered "Good."
- A score of 65 percent or higher is considered "Fair."
- A score of 55 percent or higher is considered "Should Improve."

Process

The company secretary will send the performance evaluation form to all directors for self-assessment at the end of each year. After each director has completed the evaluation, the evaluation form will be returned to the company secretary for compilation of the evaluation scores. A summary report will be presented to the Board of Directors meeting to determine measures to improve the effectiveness of the Board's work.

Evaluation of the duty performance of the board of directors over the past year

The Board of Directors' self-assessment results for the year 2567 (2024) show an average score of 99.54%, which is considered "Excellent."

Scores by Evaluation Criteria

1. Board Structure and Qualifications received an evaluation score of 99.07%, which is considered very good.
2. Roles, Responsibilities, and Accountabilities of the Board of Directors received an evaluation score of 99.12%, which is considered excellent.
3. Board Meetings received an evaluation score of 99.07%, which is considered excellent.
4. Directors' Performance received an evaluation score of 100%, which is considered excellent.
5. Relationship with Management received an evaluation score of 100%, which is considered excellent.
6. Self-Development of Directors and Executives received an evaluation score of 100%, which is considered excellent.

Comments / Additional Suggestions from Self-Assessment

-none-

Details of the evaluation of the duty performance of the board of directors

List of directors	Assessment form	Grade / Average score received	Grade / Full score
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List of directors	Assessment form	Grade / Average score received	Grade / Full score
Board of Directors	Group assessment	99.54	100
	Self-assessment	99.68	100
	Cross-assessment (assessment of another director)	None	None
Audit Committee	Group assessment	99.83	100
	Self-assessment	None	None
	Cross-assessment (assessment of another director)	None	None
Nomination and Remuneration Committee	Group assessment	98.75	100
	Self-assessment	None	None
	Cross-assessment (assessment of another director)	None	None
Corporate Governance and Sustainability Committee	Group assessment	98.44	100
	Self-assessment	None	None
	Cross-assessment (assessment of another director)	None	None
Risk Management Committee	Group assessment	99.83	100
	Self-assessment	None	None
	Cross-assessment (assessment of another director)	None	None

8.1.2 Meeting attendance and remuneration payment to each board member

Meeting attendance of the board of directors

Meeting attendance of the board of directors

Number of the board of directors meeting over the past : 7
year (times)
Date of AGM meeting : 19 Apr 2024
EGM meeting : No

Details of the board of directors' meeting attendance

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
1. ADM. Kraisor Chansuvanich (Chairman of the board of directors, Independent director)	7	/	7	1	/	1	N/A	/	N/A
2. Mr. Taveesilpa Chinnapatthanawong (Director)	7	/	7	1	/	1	N/A	/	N/A
3. Mrs. Chutipa Klinsuwan (Director)	7	/	7	1	/	1	N/A	/	N/A
4. Mr. Yutthana Taepangthong (Director, Independent director)	7	/	7	1	/	1	N/A	/	N/A
5. Cdr. Somchart Vipisamakul Rtn. (Director, Independent director)	7	/	7	1	/	1	N/A	/	N/A
6. Mr. Pongsak Banluetanyalak (Director, Independent director)	7	/	7	1	/	1	N/A	/	N/A

Remuneration of the board of directors

Types of remuneration of the board of directors

- The Company pays remuneration to all directors who are not permanent employees and attend meetings in person.
- Remuneration of Individual Directors: The monetary compensation of the directors, as per the resolution of the Annual General Meeting of Shareholders held on April 19, 1967, approved the remuneration of directors for the year 1967 according to the attached schedule. Directors who are also executives will not receive meeting attendance fees or annual bonuses but will receive an annual bonus in accordance with company regulations.
- Annual Remuneration: The Shareholders' Meeting resolved to set the annual remuneration for directors in 2024 at a maximum of 1.5 million baht.

Remuneration of the board of directors

Details of the remuneration of each director over the past year

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
1. ADM. Kraisorn Chansuvanich (Chairman of the board of directors)			531,000.00		0.00
Board of Directors	231,000.00	300,000.00	531,000.00	No	
2. Mr. Taveesilpa Chinnapatthanawong (Director)			94,500.00		0.00
Board of Directors	94,500.00	0.00	94,500.00	No	
3. Mrs. Chutipat Klinsuwan (Director)			0.00		0.00
Board of Directors	0.00	0.00	0.00	No	
Executive Committee	0.00	0.00	0.00	No	
Nomination and Remuneration Committee	0.00	0.00	0.00	No	
Risk Management Committee	0.00	0.00	0.00	No	
4. Mr. Yutthana Taepangthong (Director)			393,500.00		0.00
Board of Directors	94,500.00	220,000.00	314,500.00	No	
Audit Committee	54,000.00	0.00	54,000.00	No	
Nomination and Remuneration Committee	10,000.00	0.00	10,000.00	No	
Corporate Governance and Sustainability Committee	15,000.00	0.00	15,000.00	No	
5. Cdr. Somchart Vipisamakul Rtn. (Director)			427,500.00		0.00

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Board of Directors	94,500.00	220,000.00	314,500.00	No	
Audit Committee	88,000.00	0.00	88,000.00	No	
Risk Management Committee	20,000.00	0.00	20,000.00	No	
Nomination and Remuneration Committee	5,000.00	0.00	5,000.00	No	
6. Mr. Pongsak Banluetanyalak (Director)			328,500.00		0.00
Board of Directors	94,500.00	160,000.00	254,500.00	No	
Audit Committee	54,000.00	0.00	54,000.00	No	
Corporate Governance and Sustainability Committee	15,000.00	0.00	15,000.00	No	
Risk Management Committee	5,000.00	0.00	5,000.00	No	
7. Mr. Tawee Panichaporn (Member of the executive committee)			0.00		0.00
Executive Committee	0.00	0.00	0.00	No	
8. Mr. Jittipong Morasert (Member of the executive committee)			0.00		0.00
Executive Committee	0.00	0.00	0.00	No	
9. Ms. Tasanee Tavornchaiwat (Member of the executive committee)			0.00		0.00
Executive Committee	0.00	0.00	0.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
10. Mr. Narongdej Boonsukwirawat (Member of the subcommittee)			0.00		0.00
Corporate Governance and Sustainability Committee	0.00	0.00	0.00	No	

Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	609,000.00	900,000.00	1,509,000.00
2. Audit Committee	196,000.00	0.00	196,000.00
3. Executive Committee	0.00	0.00	0.00
4. Nomination and Remuneration Committee	15,000.00	0.00	15,000.00
5. Risk Management Committee	25,000.00	0.00	25,000.00
6. Corporate Governance and Sustainability Committee	30,000.00	0.00	30,000.00

Remunerations or benefits pending payment to the board of directors

Remunerations or benefits pending payment to the : 0.00
board of directors over the past year
(Baht)

8.1.3 Supervision of subsidiaries and associated companies

Mechanism for overseeing subsidiaries and associated companies

Does the Company have subsidiaries and associated : No
companies
Mechanism for overseeing subsidiaries and associated : No / In Progress
companies

The company has no subsidiaries and associated companies.

Disclosure of agreements between the company and shareholders in managing subsidiaries and associated companies (Shareholders' agreement)

The company has no subsidiaries and associated companies.

8.1.4 The monitoring of compliance with corporate governance policy and guidelines

Monitoring compliance with corporate governance policies and practices. V.L. Enterprise Public Company Limited is an organization committed to conducting business under good corporate governance principles. It has excellent management, ethics, transparency, accountability, and is free from corruption. It focuses on maximizing shareholder value and considers all stakeholders. The company has adopted the good corporate governance principles of the Stock Exchange of Thailand (SET) as guidelines for good corporate governance practices that are in line with the company's operations. The first edition of the Good Corporate Governance Handbook was issued in 2018 (CG Code 2017) for the Board of Directors, executives, and employees to follow as guidelines for working to create sustainable value for the business.

In addition to building confidence among shareholders and investors, the Board of Directors has established corporate governance guidelines to lead to the creation of competitiveness and outstanding performance. This takes into account long-term impacts, fair and ethical business practices, respect for rights, and responsibility to society, the environment, health, safety in the organization, and treating all stakeholder groups equally.

Prevention of conflicts of interest

Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of : Yes
interest over the past year

The Company has established a related party transaction policy and a code of business conduct and ethics to encourage the Board of Directors, management, and employees to perform their duties in the best interests of the Company.

The Company will obtain an opinion from the Audit Committee on the necessity and appropriateness of such transactions, or the auditor will provide an opinion on such related party transactions to the Audit Committee for the Audit Committee to use in making its decision and providing an opinion to the Board of Directors or shareholders, as the case may be, to approve such transactions prior to entering into the transactions.

The approval of such related party transactions must comply with the Securities and Exchange Act and the regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, whereby those who may have conflicts of interest or have an interest in the related party transactions will not have the right to vote on such transactions. In the past year, the Company has reviewed cases that may give rise to conflicts of interest, with the following conclusions:

- Related party transactions in businesses that may have conflicts of interest between the Company and individuals who are authorized directors, the Chief Executive Officer, and major shareholders involve the lease of buildings to be used as the head office in Bangkok and the office in Si Racha District, Chonburi Province. The transactions have passed the size of transaction review by the auditor, received approval for the reasonableness of the transactions from the Audit Committee, and received approval for the transactions from the Board of Directors.
- The review of the Board of Directors' tenure found that no director holds a position in other businesses that operate in the same industry or have competing characteristics.

Number of cases or issues related to conflict of interest

	2022	2023	2024
Total number of cases or issues related to conflict of interest (cases)	0	0	0

Prevention of the use of inside information to seek benefits

Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of : Yes
inside information to seek benefits over the past year

The Company recognizes and places importance on operating under the principles of Good Corporate Governance, including checks and balances, and recognizes the significance of using the Company's inside information for personal gain. The Board of Directors and management have therefore established measures to control and monitor the use of the Company's inside information by issuing policies to prevent insider trading and reporting of securities holdings to ensure that the Company operates transparently in accordance with good corporate governance principles.

- Prohibit directors, executives, or employees of the Company who are aware of inside information from disclosing such information to outsiders or unauthorized persons. Prohibit such personnel from trading in the Company's shares during the one-month period before the Company discloses its financial statements or other material information to the public.
- Have a company secretary monitor and notify the Board of Directors, executives, and four levels of management, as defined by the SEC's Notification on the Definition of the Announcement on the Issuance and Offering of Securities, to refrain from trading in the Company's shares during the one-month period before the Company discloses its financial statements. They must also report changes in shareholdings and futures trading to the SEC through the electronic data submission system as specified by the SEC or by any other means specified by the SEC.

Number of cases or issues related to the use of inside information to seek benefits

	2022	2023	2024
Total number of cases or issues related to the use of inside information to seek benefits (cases)	0	0	0

Anti-corruption action

Operations in anti-corruption in the past year

Has the company operated in anti-corruption over the : Yes
past year

Form of operations in anti-corruption : Review of the completeness and adequacy of the process by the Audit Committee or auditor

The company is committed to conducting business with honesty, transparency, and in accordance with good corporate governance principles. We oppose all forms of corruption, recognizing its serious threat to free and fair competition and its detrimental impact on economic and social development. The Anti-Corruption Policy ("Policy") is an integral part of the company's Code of Business Conduct and was approved by the Board of Directors in its meeting no. 1/2561 on September 18, 2018. It has been published on the company's website www.vltanker.com

In addition, all employees must be trained or tested on their knowledge and understanding of anti-corruption. New employees must undergo training on this matter before being employed or at the first available training opportunity. In the past year, 100% of the company's employees have completed the training. Disciplinary actions are determined in accordance with the company's employee disciplinary regulations and/or relevant laws.

Number of cases or issues related to corruption

	2022	2023	2024
Total number of cases or issues related to corruption (cases)	0	0	0

Whistleblowing

Operations related to whistleblowing over the past year

Has the company implemented whistleblowing : Yes
procedures over the past year

The company has opened channels for employees, customers, or external parties to report clues, suggestions, or complaints regarding fraud or any actions that do not comply with the company's regulations. Stakeholders can submit their reports, along with credible information and details, in writing. They may choose to remain anonymous or disclose their identity. The reports should be submitted to the Audit Committee through whistleblowing@vltanker.com

In 2024, there were no reports or complaints related to fraud or violations of the company's corporate governance policies.

Number of cases or issues related to whistleblowing

	2022	2023	2024
Total number of cases or issues received through whistleblowing channels (cases)	0	0	0

8.2 Report on the results of duty performance of the audit committee in the past year

8.2.1 Meeting attendance of audit committee

Meeting attendance of audit committee (times) : 4

List of directors	Meeting attendance of audit committee		
	Meeting attendance (times)	/	Meeting attendance rights (times)
1 Cdr. Somchart Vipisamakul Rtn. (Chairman of the audit committee)	4	/	4
2 Mr. Yutthana Taepangthong (Member of the audit committee)	4	/	4
3 Mr. Pongsak Banluetanyalak (Member of the audit committee)	4	/	4

8.2.2 The results of duty performance of the audit committee

The Audit Committee, a crucial mechanism for good corporate governance, operates independently to ensure that the company's operations are within the framework of good corporate governance. It has considered various important matters, covering the scope and responsibilities according to the charter, as follows:

1. Supervision of Internal Audit Operations and the Adequacy of the Company's Internal Control System: The Audit Committee considers the appropriateness of the internal control system audit plan and the scope of work covering all departments to ensure that the audit plan and scope of duties will enable the company to have an internal control system and accounting system that are adequate in preventing fraud and various irregularities. In the past year, the company hired an external internal audit service provider, A.M.T. Solution Co., Ltd., to audit and review the internal control system on a quarterly basis for a total of 4 times. Each quarter, the auditor will issue a report, present it to the management, and report the internal audit results to the Audit Committee meeting for approval.

2. Supervision of the Company's Financial Reporting: The Audit Committee places importance on the auditor's duty to maintain independence in auditing the company's financial statements to ensure transparency in the company's financial statement audit. It also considers the scope of the auditor's duties, accounting principles and practices, compliance with accounting standards, and changes in significant accounting policies. In the past year, the Audit Committee approved the appointment of the auditing firm, Dharmniti Audit Co., Ltd., as the company's auditor, conducting quarterly audits three times and an annual audit once. Ms. Thanyaphorn Tangtanopajai, Certified Auditor No. 9169, served as the company's auditor, with an audit fee of 1,100,000 Baht. The auditor regularly reported the financial statement audit to the Audit Committee.

3. Communication of Important Matters between the Audit Committee and the Auditor: The Audit Committee provides opportunities for the auditor to report on problems or limitations encountered during the financial statement audit, changes in accounting policies that may affect the company's operations, as well as new financial instruments or newly enforced laws to enable the Audit Committee to be aware of potential future impacts and to establish guidelines for the company's operations in compliance with laws and regulations.

4. The Audit Committee is of the opinion that the audit team and other personnel in the auditing firm and its network offices have complied with the auditor's code of ethics, which does not affect the auditor's independence in auditing the company's financial statements.

5. Other Duties of the Audit Committee: The Audit Committee regularly reviews related party transactions that may present

conflicts of interest to ensure that such transactions are reasonable and in the best interest of the company. In 2024, the Audit Committee performed its duties and provided opinions cautiously for related party transactions that occurred. The size of the related party transactions was considered and benchmarked to ensure reasonableness for the company's business operations.

8.3 Summary of the results of duty performance of subcommittees

8.3.1 - 8.3.2 Meeting attendance and the results of duty performance of subcommittees

Meeting attendance Executive Committee

Meeting Executive Committee (times) : 13

List of Directors	Meeting attendance Executive Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mrs. Chutipa Klinsuwan (Chairman of the executive committee)	13	/	13
2 Mr. Taweep Panichaporn (Member of the executive committee)	13	/	13
3 Mr. Jittipong Morasert (Member of the executive committee)	12	/	13
4 Ms. Tasanee Tavornchaiwat (Member of the executive committee)	13	/	13

The results of duty performance of Executive Committee

The Executive Committee has held regular meetings throughout the past year to deliberate on crucial company matters, ensuring alignment with established objectives. This includes the consideration of strategic adjustments across various aspects. Notably, the year 2567 (2024) presented significant challenges that profoundly impacted the company's management and operations, necessitating operational adaptations and the exploration of new avenues to maximize benefits. To prevent potential irregularities, rigorous monitoring, oversight, and communication have been implemented, emphasizing vigilance and consistent scrutiny. Significant occurrences are routinely reported to the Board of Directors' meetings for their awareness, and directives or recommendations from the Board are diligently executed.

Meeting attendance Nomination and Remuneration Committee ⁽⁵⁾

Meeting Nomination and Remuneration Committee (times) : 2

List of Directors	Meeting attendance Nomination and Remuneration Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. Yutthana Taepangthong (The chairman of the subcommittee)	2	/	2
2 Cdr. Somchart Vipisamakul Rtn. (Member of the subcommittee)	1	/	1
3 Mrs. Chutipa Klinsuwan (Member of the subcommittee)	2	/	2

The results of duty performance of Nomination and Remuneration Committee

In 2024, the Board of Directors approved the restructuring of the Nomination and Remuneration Committee to comprise a majority of independent directors in accordance with good corporate governance principles, and The Board of Directors has resolved to allow the Company to provide shareholders with the opportunity to propose meeting agendas and nominate individuals to serve as directors from December 15, 2024, to January 15, 2025. Details have been announced on the Company's website, and a shareholder, Bongkot Holdings Company Limited, has proposed the following agenda and list of individuals to become directors:

- Propose meeting agendas.
 1. Consider and approve the appointment of 3 new directors to the Company's Board of Directors.
- Nominate individuals for election as company directors.
 1. Ms. Sirisa Supawasin
 2. Ms. Wimonwan Jaysrichai
 3. Mr. Nopphong Rattanachaiphornphan

Therefore, the Board of Directors considered inviting the nominated individuals to the selection process by inviting them for an interview to present their vision, qualifications, knowledge, skills, experience, and expertise beneficial to the company. This also includes their work history, leadership, integrity, fairness, ethical conduct, and the absence of prohibited characteristics as stipulated by law. The Board will then present their recommendations to the Board of Directors for approval to be proposed at the Shareholders' Meeting for consideration and approval.

Furthermore, the Board of Directors has considered and established fair and appropriate remuneration policies and guidelines for the Company's Board of Directors and employees, which have been approved by the Board of Directors' Meeting.

Remark : ⁽⁵⁾ Cdr. Somchart Vipismakul Rtn. were appointed as the the Nomination and Remuneration Committee Member, replacing Ms. Chatchaniya Krichotechai on August 9, 2024.

Meeting attendance Risk Management Committee ⁽⁶⁾

Meeting Risk Management Committee (times) : 4

List of Directors	Meeting attendance Risk Management Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Cdr. Somchart Vipisamakul Rtn. (The chairman of the subcommittee)	4	/	4
2 Mr. Pongsak Banluetanyalak (Member of the subcommittee)	1	/	1
3 Mrs. Chutipa Klinsuwan (Member of the subcommittee)	1	/	1

The results of duty performance of Risk Management Committee

Over the past year, the Risk Management Committee has prioritized monitoring risk management to ensure its effectiveness, appropriateness, and timeliness in response to the increasingly rapid changes in the current environment. Consequently, the meeting resolution deemed it necessary to establish a Risk Management Working Group to closely monitor and assess risks. Additionally, guidelines for the Committee's operations were established, mandating at least one Committee meeting per quarter. The Risk Management Working Group was appointed to monitor, control, and assess risks based on potential events. This Working Group is required to report on its risk management performance to the Committee quarterly. Therefore, responsibilities were divided into two levels:

1. Organizational Level

2. Operational Level

In 2024, the Risk Management Committee was restructured to comprise the entire Board of Directors, with independent directors constituting a majority in accordance with corporate governance principles. The development and implementation of the Crisis Preparedness Management Plan were successfully completed and became effective on October 31, 2024. Furthermore, the consideration of sustainability risks related to "ESG" issues, also known as "ESG Risk," was incorporated to align with the organization's sustainability policy. This involved providing opportunities for employees from all departments to participate in risk assessments and organizing training sessions on "Risk Management & ESG for Business Excellence." These sessions aimed to enhance knowledge about risk management and foster a risk management culture throughout the organization, targeting the Board of Directors, senior management, and employees comprehensively.

Remark : ⁽⁶⁾ Mr. Pongsak Banluetanyalak and Mrs. Chutipra Klinsuwan were appointed as the Risk Management Committee Member, replacing Mr. Taweep Panichaporn and Mr. Thanet Proongcharoenkij, on August 9, 2024.

Meeting attendance Corporate Governance and Sustainability Committee

Meeting Corporate Governance and Sustainability Committee (times) : 3

List of Directors	Meeting attendance Corporate Governance and Sustainability Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. Yutthana Taepangthong (The chairman of the subcommittee)	3	/	3
2 Mr. Pongsak Banluetanyalak (Member of the subcommittee)	3	/	3
3 Mr. Narongdej Boonsukwirawat (Member of the subcommittee)	3	/	3

The results of duty performance of Corporate Governance and Sustainability Committee

The performance of the Corporate Governance and Sustainable Development Committee, the position of Chairman of the Corporate Governance and Social Responsibility Committee, has elevated the performance by providing policies and guidelines for the Committee's work. It has ordered the establishment of a working group to oversee good corporate governance and sustainable development to monitor and implement concrete actions. The Committee has provided guidance on following good corporate governance principles. To enable the Committee to monitor the performance of the working group as assigned, it has been determined that meetings should be held at least twice a year.

In 2024, the Board of Directors approved the Company's declaration of intent to join the Collective Action Coalition of Thai Private Sector Against Corruption (CAC) and established operational guidelines on social responsibility, the environment, and good corporate governance. The company has arranged for both short-term and long-term project plans for the sustainability of the business and all stakeholders.

9. Internal control and related party transactions

9.1 Internal control

Summary of the opinion of the board of directors regarding the internal control of the company

The Board of Directors is of the opinion that the Company has adequate internal control. The overall conclusion of the internal control system review shows consistent, prompt, and continuous follow-up on the issues found, adhering to established practices. During the Board of Directors meeting, the Board assessed the Company's internal control system and inquired about information from the management and the Audit Committee. It can be concluded that the assessment of the Company's internal control system, encompassing all 5 components, is as follows:

1. Internal Control

A sound organizational structure and environment are crucial foundations for an effective internal control system. Therefore, it is essential to create an environment and conditions that facilitate the internal control system to operate as the Company intends. This involves creating a control environment that promotes awareness of the necessity of internal control among all personnel, such as management's emphasis on integrity and ethical business conduct, appropriate organizational structure, clear definition of responsibilities, and written policies and procedures.

The assessment found that the Company has an appropriate organizational structure that supports the management in carrying out its duties effectively. Policies and procedures are in place to facilitate a sound internal control system, including:

- Setting clear and measurable business goals, operational plans (BUSINESS PLAN), and budgets for 2024 as guidelines for employees to achieve the set objectives.

- Closely monitor the progress of operations against targets, taking into account the feasibility of the set targets and environmental factors, to analyze and adjust operational plans to suit the circumstances of each period.
- Establishing clear policies, procedures, and written ethical guidelines.

2. Risk Assessment

The Company's business operations are constantly exposed to business risks. The causes of these risks can stem from both internal and external factors. To navigate the company through these risks, the management needs to identify the risks the company faces, analyze their impact, and establish mitigation measures.

The assessment found that the Company places importance on risk management. The management regularly assesses risks (Risk Assessment) that could significantly impact the Company's business operations, both from internal and external factors. The Company has appointed a Risk Management Working Group to be responsible for this task, consisting of the Deputy Chief Executive Officer, Chief Financial Officer, and Safety/DPA Manager, with the Deputy Chief Audit Executive as the chairman of the working group.

The Company has established a 5-step risk management process as follows:

1. Objective Setting
2. Risk Identification
3. Risk Assessment
4. Risk Management
5. Monitoring, Evaluation, and Review. A risk management manual has been developed to guide the operations.

The Company has analyzed the factors that could lead to risks (RISK IDENTIFICATION) to determine whether they are controllable and to find measures to prevent or mitigate them. The Company has categorized its risks as follows:

1. Risk of Reliance on Major Customers
2. Risk of Emergency Situations and Crises
3. Risk of damage to office property
4. Risk of Executive Succession
5. Risk from external parties or malicious individuals (HACKER)
6. Risk of system crashes due to virus infections
7. Shipping Risks

8. Information Technology Equipment Risks

9. Risks associated with adding large vessels and operating new routes

The Risk Management Working Group has established measures to prevent or mitigate risks and monitors situations that contribute to risk factors to assess the situation and its impact on the Company. Additionally, there is ongoing monitoring and evaluation of various departments, as well as a review of the risk management plan to analyze and adjust it to align with the circumstances of each period.

3. Operations Control

Controlling the management's operations is a crucial activity to ensure that the guidelines set by the management are acknowledged and followed by everyone in the company. This includes: establishing authority and approval levels for transactions, segregating duties, establishing appropriate procedures and methods for transactions with major shareholders, directors, executives, or related parties, and establishing methods to ensure that the company complies with relevant laws and regulations.

The assessment found that the Company has an effective and reasonably sound general control system that is appropriate for the nature and size of its business. The Company has established appropriate written authority limits and approval limits for executives at each level. There is a clear segregation of duties that could facilitate fraudulent acts to enable verification of accuracy between departments.

In cases where the Company conducts transactions with major shareholders, directors, executives, or persons related to such individuals, the Company has measures in place to ensure that related party transactions undergo an approval process that complies with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

Related party transactions must be reasonable and at fair value, and must be approved by the Board of Directors. Stakeholders in any transaction shall not be entitled to consider and approve such transaction. Consideration of related party transactions must prioritize the best interests of the Company, treating them as if they were transactions with external parties (AT ARMS' LENGTH BASIS). Additionally, the Audit Committee places importance on reviewing compliance with regulations related to the Company's business operations (COMPLIANCE AUDIT) to mitigate business risks and maintain the Company's reputation.

4. Information Systems and Communication

Decision-making based on sufficient and high-quality information is considered an act of due diligence. Therefore, communicating such information to the Board of Directors or relevant individuals is essential and contributes to the effectiveness of the internal control system. High-quality information should contain sufficient and relevant content for decision-making, be accurate, complete, up-to-date, presented in an understandable format, and well-organized.

The Company applies accounting policies in accordance with Thai Financial Reporting Standards (TFRS), which are based on International Financial Reporting Standards (IFRS). The Company has selected accounting methods that are appropriate for the nature of its business. The Company's accounting policies have been approved by the Board of Directors as recommended by the Audit Committee.

The assessment found that the Company's accounting and financial information systems have good internal controls. The Company's accounting policies are in accordance with generally accepted accounting principles and are appropriate for the nature of the Company's business. Accounting records and supporting documents are properly maintained in accordance with the law. In the past, the Company has established information systems and communication that facilitate good internal control and provides timely and accurate financial information necessary for management decision-making.

5. Monitoring System

For the Company to operate effectively and efficiently, it should regularly monitor whether the set goals are being met, the internal control system is functioning continuously, and adjustments are made to align with changing circumstances. Additionally, any deficiencies should be addressed promptly.

The assessment found that there is a monitoring system that contributes to the Company's efficient operations, which includes:

- Set clear and measurable business goals and action plans for 2024. In the past, the Board of Directors has monitored the Company's performance on a quarterly basis to compare the actual performance with the set targets in order to adjust the targets

to be in line with the actual situation.

- Conduct regular internal control system compliance audits by hiring external auditors to act as internal auditors. The internal auditors will submit their reports directly to the Audit Committee and provide copies to the management and the auditees for their information and to address any deficiencies or weaknesses identified during the audit.
- The internal auditor is responsible for monitoring the audit results and the implementation of recommendations by the auditees to ensure that the management and the audited units effectively implement the internal auditor's recommendations. The internal auditor will report the follow-up results on the progress of improvements and remediation of weaknesses or deficiencies to the Audit Committee.

Internal Control Deficiencies

-None-

Opinions of the Audit Committee that differ from the opinions of the Board of Directors

-None-

9.1.1 Adequacy and appropriateness of the company's internal control system

Company's internal control system : The Committee of Sponsoring Organizations of the Treadway Commission (COSO)

The Committee of Sponsoring Organizations of the Treadway Commission (COSO)

The company adheres to the Internal Control framework of the Committee of Sponsoring Organizations of the Treadway Commission, or "COSO", which consists of the following components:

- Control Environment
- Risk Assessment
- Control Activities
- Information & Communications
- Monitoring

9.1.2 Deficiencies related to the internal control system

	2022	2023	2024
Total number of deficiencies related to the internal control system (cases)	0	0	0

9.1.3 Opinions of the audit committee and auditor's observations on internal control

Does the audit committee have opinions on internal control : No
different from the board of directors' opinions?

Does the auditor have any observations on the company's : No
internal control?

9.1.4 Opinions of the audit committee on the position of the head of the internal audit unit

Head of the internal audit unit : Outsourced service

At the Audit Committee Meeting No. 1/2025 held on February 20, 2025, A.M.T. Solution Co., Ltd. was appointed as the Company's internal auditor, effective from February 20, 2025, for the fourth consecutive year. A.M.T. Solution Co., Ltd. has assigned Mr. Supot Pannoi as the person primarily responsible for performing the duties of the Company's internal auditor.

The Audit Committee's opinion on the Head of Internal Audit has considered the appropriateness in terms of qualifications, experience, and training suitable for performing the duties. The candidate also has independence in auditing the internal control system and has been trained in the Certified Professional Internal Audit of Thailand (CPIAT 48/2016) course of the Institute of Internal Auditors of Thailand.

9.1.5 Appointment, discharge, and transfer of the head of the internal audit unit

Does the appointment, discharge, and transfer of the head of : Yes
the internal audit unit require the audit committee approval?

"The practices regarding the appointment, removal, transfer, and termination of the head of the internal audit unit must be approved by the audit committee."

9.2 Related party transactions

Related party transactions

Does the company have any related party transactions? : Yes

9.2.1 - 9.2.2 Names of the group of persons who may have a conflict of interest, nature of relationship, and information on related party transactions

Persons/entities with potential conflicts

Name of person or entity/type of business	Nature of relationship	Information as of date
Mrs. Chutipa Klinsuwan -	Authorized Director/ Chief Executive Officer/ Executive and Major Shareholder of the Company	31 Dec 2024

Details of related party transactions

Related party transactions	Transaction value at the end of the fiscal year (baht)		
	2022	2023	2024
Mrs. Chutipa Klinsuwan			
Transaction 1 <u>Nature of transaction</u> Office Rental Expenses <u>Details</u> The Company leases buildings, including offices located in Asoke and Sriracha, to be used as workplaces for the Company's business operations. <u>Necessity/reasonableness</u> The Company's current monthly rental expenses amount to THB 186,000, consisting of THB 168,000 for the Asoke office and THB 18,000 for the Sriracha office. The Company has engaged an independent property valuer approved by the SEC to determine the market rental rates. The aforementioned total monthly rental expenses are lower than the market rates (THB 180,000 and THB 30,000 per month, respectively) as per the valuation reports dated May 20, 2023, and May 19, 2023, representing a discount of 6.67% and 40%, respectively. <u>Audit committee's opinion</u> The aforementioned list pertains to items utilized for the Company's business operations. The rental fees associated with these items are deemed reasonable, falling below market rates. Furthermore, the Company has adopted and implemented the Financial Reporting Standard No. 16, resulting in the recognition of the right-of-use assets and lease liabilities at their carrying amounts.	1,865,187.48	1,865,187.48	1,865,187.48
Transaction 2 <u>Nature of transaction</u> Interest Expense on Lease Liabilities <u>Details</u> Lease liabilities are measured at the present value of the unpaid lease payments, discounted using the Company's incremental borrowing rate, to determine the lease liability and interest expense on the office lease agreement. <u>Necessity/reasonableness</u>	723,039.36	663,819.09	590,989.41

Related party transactions	Transaction value at the end of the fiscal year (baht)		
	2022	2023	2024
<p>The Company leases buildings, including offices located in Asoke and Sriracha, to be used as offices for the Company's business operations.</p> <p><u>Audit committee's opinion</u></p> <p>The aforementioned list pertains to items utilized for the Company's business operations. The rental fees associated with these items are deemed reasonable, falling below market rates. Furthermore, the Company has adopted the Financial Reporting Standard No. 16, resulting in the recognition of the right-of-use assets and lease liabilities at their carrying amounts.</p>			
<p>Transaction 3</p> <p><u>Nature of transaction</u></p> <p>Leasehold Liabilities</p> <p><u>Details</u></p> <p>Lease liabilities are measured at the present value of lease payments not yet paid, discounted using the Company's incremental borrowing rate. The incremental borrowing rates used to measure lease liabilities as of January 1, 2024, ranged from 4.57% to 5.31% per annum. Lease liabilities are recognized in accordance with TFRS 16 - Leases as the carrying amount of right-of-use assets and lease liabilities from the date of initial application.</p> <p><u>Necessity/reasonableness</u></p> <p>The Company leases buildings, including offices located in Asoke and Sriracha, to be used as workplaces for the Company's business operations.</p> <p><u>Audit committee's opinion</u></p> <p>The aforementioned list pertains to items used in the Company's normal course of business. The rental fees are reasonable, being lower than market prices. Additionally, the Company has adopted TFRS 16, recognizing the right-of-use assets and lease liabilities at their carrying amounts.</p>	15,122,550.23	13,554,369.32	11,913,358.73

9.2.3 Policy and future trends of related party transactions and the compliance with the obligations specified in the prospectus of the company

Measures and procedures for approving related party transactions or connected transactions

Directors must comply with the established regulations and must not approve any items in which they or persons who may have a conflict of interest with the company are involved. They must disclose such matters to the Board of Directors for consideration. The company shall comply with the laws on securities and exchange and the regulations, notifications, orders, or requirements of

the Stock Exchange of Thailand, including compliance with the regulations on the disclosure of connected transactions and the acquisition or disposal of company assets, and strictly adhere to the accounting standards prescribed by the Federation of Accounting Professions. In addition, the company will not engage in transactions with related companies that are not in the ordinary course of business.

Future trends in related party transactions

In the future, if the Company needs to enter into transactions with individuals who may have conflicts of interest with the Company, the Company will set terms and conditions in accordance with normal business practices and at market prices, which can be benchmarked against terms or prices that occur with similar businesses that the Company conducts with external parties. The Company will have the Audit Committee provide comments on the prices, fees, as well as the necessity and appropriateness of such related party transactions.

In the event that the Audit Committee does not have expertise in considering potential related party transactions, the Company will consider having an independent appraiser, an independent specialist, or the Company's auditor provide an opinion on such related party transactions for the Audit Committee to use in making its decision and providing comments to the Board of Directors or shareholders, as the case may be.

9.2.4 Information on appraised assets and appraisal price in conjunction with the execution of related party transactions

Can be referred in attachment 4: assets for business undertaking and details of asset appraisal

Part 3 Financial Statement

Board of Directors' Responsibility Statement for the
Financial Report

The Board of Directors is responsible for the financial statements of V.L. Enterprise Public Company Limited, which are prepared in accordance with financial reporting standards. The Board ensures that appropriate accounting policies are considered and consistently applied, using careful judgment and reasonable estimation principles in the preparation of the financial statements, while providing sufficient and transparent disclosure of significant information in the notes to the financial statements.

The Board is also responsible for overseeing the company's corporate governance system, ensuring its efficiency, including internal controls and risk management, as well as compliance with regulations to assure the accuracy and completeness of the company's financial information.

The Board of Directors has appointed the Audit Committee, which consists entirely of independent directors, to oversee the accuracy and adequacy of the financial reporting process, as well as the effectiveness and appropriateness of the internal control systems and the independence of the audit function. The opinions of the Audit Committee are reflected in the Audit Committee's report, which is included in this annual report.

The Board of Directors believes that the company's internal control and internal audit systems provide reasonable assurance that the company's financial statements for the year ending December 31, 2024, present its financial position, performance, and cash flows fairly in accordance with financial reporting standards. The independent auditor (Dharmniti Audit Co., Ltd.) has audited and expressed their opinion in the auditor's report, which is also included in this annual report.

Report of the Board of Directors' Responsibility for Financial Reporting



ADM. Kraisorn Chansuvanich
Chairman of the Board



V.L. ENTERPRISE PLC.

Auditor's Report

V.L. ENTERPRISE PUBLIC COMPANY LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2024

INDEPENDENT AUDITOR'S REPORT

To The Shareholders and Board of Directors of
V.L. Enterprise Public Company Limited

Opinion

I have audited the financial statements of V.L. Enterprise Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2024, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policy information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of V.L. Enterprise Public Company Limited as at December 31, 2024, and its financial performance and its cash flows for the year then ended in accordance with Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further describe in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Revenue recognition on freight charges

The Company has the revenue from providing freight charges in the amount of Baht 759.88 million that is the significant amount. There is also the complicated determination of the freight charges rate which several related factors such as the price of oil according to the market situation at that time, the size of the vessel being transported, transportation route, type and amount of oil transported and including the Company providing domestic and export freight charges that some has different environments may affect the internal control system, existing, accuracy and completeness of revenue recognition from providing freight charges. Therefore, I consider this matter as the significant matter in my audit.

Risk response by the auditor

I have assessed and understood the revenue recognition system, testing the significant control regarding existence and accuracy, completion of revenue recognition by inquiring the management and responsible persons, understand and sampling test the compliance with the controls designed by the Company, audit the service agreement to check the revenue recognition complied with the conditions specified in the agreement, testing the calculation of the freight charges according to the service agreement, compare the maritime operations report with the revenue service recognition of the accounting department, check the evidence of services from third parties, test the calculation of freight in proportion to the lapse time of the voyage compared to the total time of the last voyage of every vessel that freight charges are recognized correctly and completely according to the accounting period and comparative analysis of revenue separate by vessel to check for possible irregularities in the revenue recognition throughout the accounting period.

Other Matter

The statements of financial position of V.L. Enterprise Public Company Limited as at December 31, 2023, which are included as comparative information, were audited by another auditor in the same firm who expressed an unqualified opinion thereon in his report dated February 27, 2024.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance in order for those charged with governance to correct the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner responsible for the audit resulting in this independent auditor's report is Ms. Thanyaphorn Tangthanopajai.



(Ms. Thanyaphorn Tangthanopajai)

Certified Public Accountant

Registration No. 9169

Dharmniti Auditing Company Limited
Bangkok, Thailand
February 20, 2025

Financial Statements

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2024

<u>ASSETS</u>			
		Baht	
	Notes	2024	2023
CURRENT ASSETS			
Cash and cash equivalents	6	116,964,139.25	122,968,713.76
Trade and other current receivables	7	104,481,446.20	100,076,821.73
Vessel supplies and spare parts	8	22,425,814.54	24,665,533.64
Other current financial assets	9	50,521,844.43	80,621,600.00
Other current assets		1,575,450.70	1,069,240.78
Total current assets		295,968,695.12	329,401,909.91
NON-CURRENT ASSETS			
Vessels and equipment	10	1,355,758,822.83	1,556,283,172.97
Right-of-use assets	11	9,325,937.14	11,191,124.62
Intangible assets	12	2,754,336.77	3,244,305.08
Other non-current assets		65,000.00	65,000.00
Total non-current assets		1,367,904,096.74	1,570,783,602.67
TOTAL ASSETS		1,663,872,791.86	1,900,185,512.58

Notes to financial statements form an integral part of these statements.

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION (CONT.)
AS AT DECEMBER 31, 2024

LIABILITIES AND SHAREHOLDERS' EQUITY

		Baht	
	Notes	2024	2023
CURRENT LIABILITIES			
Trade and other current payables		63,810,904.27	59,121,515.92
Purchase of fixed assets payable		19,213,793.14	3,238,104.30
Current portion of lease liabilities	5, 11	1,717,222.62	1,641,010.59
Current portion of long-term loans from financial institutions	15	170,366,800.00	189,286,800.00
Corporate income tax payable		6,020,895.12	1,812,670.99
Other current liabilities		7,387,704.36	6,525,858.15
Total current liabilities		268,517,319.51	261,625,959.95
NON-CURRENT LIABILITIES			
Lease liabilities	5, 11	10,196,136.11	11,913,358.73
Long-term loans from financial institutions	15	323,658,726.61	587,372,526.61
Deferred tax liabilities	13	13,051,013.31	12,722,313.87
Employee benefit obligations	16	6,251,751.00	4,917,716.09
Total non-current liabilities		353,157,627.03	616,925,915.30
TOTAL LIABILITIES		621,674,946.54	878,551,875.25

Notes to financial statements form an integral part of these statements.

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION (CONT.)
AS AT DECEMBER 31, 2024

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		Baht	
	Notes	2024	2023
SHAREHOLDERS' EQUITY			
Share capital			
Registered share capital			
1,200,000,000 ordinary shares of Baht 0.50 each		600,000,000.00	600,000,000.00
Issued and fully paid-up share capital			
1,183,626,515 ordinary shares of Baht 0.50 each		591,813,257.50	591,813,257.50
Share premium on ordinary shares		231,587,782.52	231,587,782.52
Surplus on business combination under common control		13,524,246.75	13,524,246.75
Retained earnings			
Appropriated - Legal reserve	18	28,995,000.00	25,195,000.00
Unappropriated		176,277,558.55	159,513,350.56
TOTAL SHAREHOLDERS' EQUITY		1,042,197,845.32	1,021,633,637.33
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,663,872,791.86	1,900,185,512.58



V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2024

	Notes	Baht	
		2024	2023
REVENUES	21		
Freight charges		759,876,048.02	742,425,290.25
Other income			
Gain on disposal of assets	10	57,439,514.33	-
Gain on exchange rate		589,627.52	8,545,872.05
Others		3,200,006.41	4,673,573.69
Total revenues		821,105,196.28	755,644,735.99
EXPENSES			
Cost of freight		657,919,709.38	638,756,034.71
Administrative expenses	5	29,651,983.83	26,155,071.19
Management benefit expenses	5	20,286,241.64	18,611,417.68
Loss from forward foreign exchange buying contract		-	5,233,920.00
Total expenses		707,857,934.85	688,756,443.58
Profit from operating activities		113,247,261.43	66,888,292.41
Finance costs	5	29,952,907.49	37,453,570.99
Expected credit losses (reversal)	7	-	(6,532,630.02)
Income before income tax expenses		83,294,353.94	35,967,351.44
Income tax expenses	17	8,470,899.33	4,979,137.86
Income for the year		74,823,454.61	30,988,213.58

Notes to financial statements form an integral part of these statements.

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2024

	Notes	Baht	
		2024	2023
Other comprehensive income :-			
Item that will not be reclassified to profit or loss			
Actuarial gain (loss) from defined benefit plans - net of			
income tax	16	(996,053.44)	-
Other comprehensive income for the year		(996,053.44)	-
Total comprehensive income for the year		<u>73,827,401.17</u>	<u>30,988,213.58</u>
Earnings per share	23		
Basic earnings per share (Baht per share)		<u>0.06</u>	<u>0.03</u>



Notes to financial statements form an integral part of these statements.

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2024

		Baht					
		Share capital	Share premium	Surplus on business	Retained earnings		Total
		issued and	on ordinary	combination under	Appropriated	Unappropriated	
	Notes	paid-up	shares	common control	- Legal reserves		
Beginning balance as at January 1, 2023		538,995,226.00	231,587,782.52	13,524,246.75	23,645,000.00	130,075,136.98	937,827,392.25
Ordinary shares issuance from							
exercised warrants	20	52,818,031.50	-	-	-	-	52,818,031.50
Total comprehensive income for the year							
Income for the year		-	-	-	-	30,988,213.58	30,988,213.58
Legal reserve	18	-	-	-	1,550,000.00	(1,550,000.00)	-
Ending balance as at December 31, 2023		591,813,257.50	231,587,782.52	13,524,246.75	25,195,000.00	159,513,350.56	1,021,633,637.33
Dividend payment	19	-	-	-	-	(53,263,193.18)	(53,263,193.18)
Total comprehensive income for the year							
Income for the year		-	-	-	-	74,823,454.61	74,823,454.61
Other comprehensive income for the year		-	-	-	-	(996,053.44)	(996,053.44)
Legal reserve	18	-	-	-	3,800,000.00	(3,800,000.00)	-
Ending balance as at December 31, 2024		591,813,257.50	231,587,782.52	13,524,246.75	28,995,000.00	176,277,558.55	1,042,197,845.32

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2024

	Baht	
Notes	2024	2023
<u>Cash flows from operating activities :</u>		
Income for the year	74,823,454.61	30,988,213.58
Adjustments to reconcile income for the year to net cash provided by (used in) operating activities :		
Depreciation and amortization	146,695,409.83	141,031,468.55
Allowance for expected credit losses (reversal)	-	(6,532,630.02)
Unrealized (gain) loss from other current financial assets measured at fair value	522,590.57	(298,675.81)
Gain on disposal of other current financial assets	(1,150,855.34)	(477,050.04)
(Gain) loss on disposal and write-off of vessels and equipment	(57,439,514.33)	262,074.86
Unrealized (gain) loss from purchase of forward foreign exchange contract	-	(5,310,080.00)
Unrealized (gain) loss on exchange rates	(303,773.18)	87,573.76
Employee benefit expenses	593,978.18	693,067.13
Interest income	(659,964.57)	(1,263,192.10)
Interest expenses	29,952,907.49	37,453,570.99
Income tax expenses	8,470,899.33	4,979,137.86
Income from operating before changes in operating assets and liabilities	201,505,132.59	201,613,478.76
(Increase) decrease in operating assets		
Trade and other current receivables	(4,312,529.92)	(17,131,742.66)
Vessel supplies and spare parts	2,239,719.10	2,185,004.68
Other current assets	(506,209.92)	(139,453.64)
Other non-current assets	-	700.00
Increase (decrease) in operating liabilities		
Trade and other current payables	5,169,459.29	(3,437,678.99)
Payment for employee benefit obligation	(653,300.00)	(586,270.00)
Other current liabilities	861,846.21	1,843,008.67
Cash generated from operations	204,304,117.35	184,347,046.82
Payment for income tax	(3,684,962.40)	(3,629,236.47)
Net cash provided by operating activities	200,619,154.95	180,717,810.35

Notes to financial statements form an integral part of these statements.

V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF CASH FLOWS (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2024

		Baht	
	Notes	2024	2023
<u>Cash flows from investing activities :</u>			
Cash received from sales of other current financial assets		211,860,455.34	100,801,958.44
Cash paid for investment in other current financial assets		(181,132,435.00)	(80,000,000.00)
Cash received from sales of vessels and equipment		170,338,970.67	-
Cash paid for purchase of the vessels and equipment		(40,726,127.17)	(238,699,009.95)
Cash paid for purchase of the intangible assets		(18,559.76)	(7,383.18)
Cash received from interest income		659,964.57	1,263,192.10
Net cash provided by (used in) investing activities		160,982,268.65	(216,641,242.59)
<u>Cash flows from financing activities :</u>			
Cash received from the issuance of ordinary shares and the exercise of warrants		-	52,818,031.50
Cash received from long-term loans from financial institution		-	115,000,000.00
Cash payment of long-term loans from financial institution		(282,633,800.00)	(163,201,800.00)
Cash payment of lease liabilities		(1,641,010.59)	(1,568,180.91)
Cash paid for dividend		(53,263,193.18)	-
Cash paid for interest expenses		(30,342,768.66)	(37,123,304.61)
Net cash used in financing activities		(367,880,772.43)	(34,075,254.02)
Net increase (decrease) in cash and cash equivalents		(6,279,348.83)	(69,998,686.26)
Cash and cash equivalents at the beginning of year		122,968,713.76	193,061,659.48
Adjustments to gain (loss) on translation of foreign currency		274,774.32	(94,259.46)
Cash and cash equivalents at the end of year		116,964,139.25	122,968,713.76
<u>Supplementary disclosure of cash flow statement data :</u>			
Non-cash items as follows :			
Increase (decrease) in purchase of fixed assets payable			
Vessels and equipment		15,970,673.31	(10,730,595.14)

Notes to financial statements form an integral part of these statements.

Notes to the Financial Statements

V.L. ENTERPRISE PUBLIC COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2024

1. GENERAL INFORMATION

(a) Address and legal status

The Company was incorporated as a limited company under Thai law and was registered with the Ministry of Commerce on September 27, 1991 and converted from the Company under the provision of the Civil and Commercial Code to be a Company in accordance with the Public Company Act B.E.2535 on September 7, 2018. The head office is located at 41 Asoke-Dindang Rd., Makkasan, Ratchatevee, Bangkok, 10400.

(b) Nature of the Company's operations

The Company operates a tanker fleet business and provides logistical cargo shipping locally and regionally.

2. BASIS FOR PREPARATION OF THE FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis for preparation of the financial statements

The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E.2547 by complying with the financial reporting standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E.2543.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from such financial statements in Thai language.

2.2 Recognition of revenues and expenses

Freight charges of each voyage are recognized as revenues on overtime period of service rendering based on the stage of completion by proportion to the lapsed time of the voyage.

The Company recognizes expenses on the accrual basis.

2.3 Cash and cash equivalents

Cash and cash equivalents consist of cash and deposits at financial institutions with an original maturity of 3 months or less and excluded cash at banks which are used for guarantee.

1

2.4 Vessel supplies and spare parts

Vessel supplies and spare parts mainly comprise bunker, vessel supplies, and spare parts which are stated at cost and determined on the first-in, first-out basis.

2.5 Financial instruments

Classification and valuation of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of financial assets at initial recognition is driven by the Company's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Equity instruments can be classified and cannot be changed by two types of measurement which are measuring fair value through profit or loss or measuring fair value through other comprehensive income that without recycling to profit or loss.

The initial recognition of financial assets that are not measured at fair value through profit or loss with fair value plus or deduct transaction cost directly related to the acquisition or issuance. Financial assets that are measured at fair value through profit or loss, transaction costs of financial assets are recognized as expense in profit or loss. However, trade receivables, that do not contain a significant financing component are measured at the transaction price.

Subsequent measurement of debt instruments by 3 methods depend on the classification of debt instruments.

- Financial assets measured at amortized cost when financial assets are held to receive cash flow under the agreement and condition of the agreement of the financial assets that generate cash flow to pay the principal and interest from the principal balance on the specified date only. Such financial assets have to be calculated using the effective rate and are subject to impairment assessment. Profit or loss arising from derecognized, modified or impaired will be recognized in profit or loss.
- Financial assets measured at fair value through other comprehensive income when financial assets are held to receive cash flow under the agreement and to sell financial assets and the agreement condition of financial assets generating cash flow that only pays the principal and interest from the principal balance on the specified date. The change of value of financial assets is recognized through other comprehensive income except loss on impairment and interest income and gain and loss on exchange rate are recognized as profit or loss upon recognized of financial assets. Earning or deficit previously recognized in other comprehensive income has to be reclassified into profit or loss. Such financial asset has to be calculated using the effective interest rate same as financial assets measured at amortized cost.

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- Financial assets measured at fair value through profit or loss when financial assets that do not meet the criteria for amortized cost or financial assets measured at fair value through other comprehensive income will be presented in the statement of financial position at fair value by recognizing the net change of fair value in profit or loss.

Subsequent valuation of equity instruments must present equity instruments using the fair value and record profit/loss from change in fair value through profit or loss or other comprehensive income depending on equity instruments classification.

Classification and valuation of financial liabilities

The Company is recognized initially of financial liabilities at fair value net of transaction costs and classified as financial liabilities as financial liabilities subsequently measured at amortized cost using the effective rate. The amortized cost is calculated taking into account fees or costs that are an integral part of the effective rate. Amortization by the effective rate is presented as part of financial costs in profit or loss.

Derivative

Derivative is recognized at fair value and measured fair value at the end of the reporting period. Profit or loss from fair value remeasurement is recognized in profit or loss immediately unless that derivative is used for hedge.

Derecognition of financial instruments

Financial assets will be derecognized from the account when the right to receive cash flow of such asset has ended or when the right to receive cash flow of the assets is transferred including upon the transfer of all risk and consideration of that asset or transfer of internal control in that asset although there is no transfer or maintaining of nearly all risk and consideration of such asset.

Financial liabilities will be derecognized from the account when the obligation of such liabilities has been complied, the obligation is cancelled or the obligation has ended. In case existing financial liabilities are changed to new liabilities from one single lender with considerably different requirements or there is a significant amendment in the requirements of existing liabilities, these are considered as recognition old liabilities and recognizing new liabilities by recognizing the difference of such carrying value under profit or loss.

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Impairment of financial assets

Expected credit loss for financial assets measured at amortized cost or debt instrument financial asset measured at fair value through other comprehensive income and assets arising from credit facility obligation and financial guarantee agreement are assessed without having to wait for the credit event to occur first. The Company uses the general approach in considering the allowance for loss on impairment. For trade receivables, the Company apply a simplified approach in calculating ECLs. The Company recognizes a loss based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

Offset of financial instruments

Financial assets and liabilities will be offset and presented at net balance in the statement of financial position in the case legally enforced in offsetting the recognized amount. The Company intend to pay the net balance or intends to receive assets and settle payment of liabilities at the same time.

2.6 Vessels and equipment and depreciation and amortization

Vessels and equipment are stated at cost less accumulated depreciation and accumulated amortization and allowance on decline in value (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the Company (if any).

Depreciation is calculated by cost less residual value on the straight-line method over the estimated useful lives of the assets as follows:-

	Years
Vessels and vessels improvement	6 - 25
Leasehold improvement	5
Fixture and vessels and office equipment	5
Vehicle	5

The estimated useful lives of vessel are based on the remaining useful lives at the acquisition date. Depreciation is calculated on the cost of the vessels less their estimated residual values.

Expenditure in overhauling the vessel is a capital expenditure when incurred and will be amortized by the straight-line method over a period of 24 - 36 months. When significant specific dry-docking costs are incurred prior to the expiry of the amortization periods, the remaining costs of the previous dry-docking are written off immediately.

The Company has reviewed the residual value and useful life of the assets at least every year end.

The depreciation for each component is calculated on the separate components when each component has significant cost component has compared to the total cost of that asset.

Depreciation is included in determining income.

Vessels and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of comprehensive income.

2.7 Intangible assets

Intangible assets are stated at cost less accumulated amortization and allowance on decline in value (if any). Intangible assets are amortized in the statement of comprehensive income on a straight-line basis over their estimated useful lives from the date that they are available for use. The estimated useful lives are as follows:

Software	3 - 10	years
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2.8 Borrowing costs

Borrowing costs directly attributed to the acquisition or construction of an asset that necessarily takes long time to put in ready to use or available for sale state are capitalized as part of the cost of the respective asset until that asset condition is ready for its intended use. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs arising from such borrowing.

2.9 Derivatives and hedging activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument in hedge accounting, and if so, the nature of the item being hedged. The Company designate certain derivatives as either:

- hedges of the fair value of recognized assets or liabilities or unrecognized firm commitments (fair value hedges); or
- hedges of a particular risk associated with the cash flows of recognized assets and liabilities and highly probable forecast transactions (cash flow hedges).

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At inception of the hedge relationship, the Company document the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. There is the document its risk management objective and strategy for undertaking its hedge transactions. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Derivatives that is not applied hedge accounting is classified as an asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, within other gains (losses).

When forward contracts are used to hedge forecast transactions, the Company generally designate only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognized in the cash flow hedge reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognized within other comprehensive income in the costs of hedging reserve within equity. In some cases, the Company may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognized in the cash flow hedge reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss.

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognized immediately in profit or loss and are included in other gains (losses).

2.10 Leases

At inception of a contract, the Company assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company assess the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases at the date of initial application together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

Right-of-use assets-as a lessee

Right-of-use assets are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and impairment losses (if any), and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets.

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Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company use its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of the interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.

2.11 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

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2.12 Impairment of assets

Vessels and equipment and other assets are reviewed for impairment whenever events or changes in circumstances indicated that the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the statements of comprehensive income. Impairment loss is reversed to other income wherever there is any indication that the impairment loss recognized may no longer exists or may have decreased.

2.13 Foreign currency conversions

Foreign currency transactions during the year are translated into Baht at the rates ruling on the transaction dates. Monetary assets and liabilities denominated in foreign currency outstanding on the reporting date are translated into Baht at the rates ruling on the reporting date. Exchange gains and losses are recorded as income or expense in the current period.

2.14 Provisions

A provision is recognized in the financial statements when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

2.15 Income tax

Income tax comprises current income tax and deferred tax.

Current tax

The Company records income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates 20% of net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exempt or disallowable from income tax calculation. The tax privileges include exemption from income tax on profits from the promoted activities.

Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or other comprehensive income.

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The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities.

Deferred tax assets and liabilities are measured at the tax rates that the Company expects to apply to the period when the deferred tax assets are realized or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company will no longer have the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

2.16 Employee benefits

Short-term employment benefits

The Company recognizes salary, wage, bonus and contributions to social security fund and provident fund as expenses when incurred.

Post-employment benefits (Defined contribution plans)

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognized as expenses when incurred.

Post-employment benefits (Defined benefit plans)

The Company has obligations in respect of the severance payments that it must pay to the employees upon retirement under the labor law and policy of the Company and other employee benefit plans (if any). The Company treats these severance payment obligations as a defined benefit plan.

The Company calculates liabilities for post-employment benefits of the employees by using the discount rate by the Projected Unit Credit Method. The independent actuary has assessed the obligations under the actuarial principles. Such estimate is based on the assumptions relating to the discount rate, future salary increase rate, change in the number of staff, mortality rate and inflation rate.

The actuarial gains and losses based on the actuarial principles for post-employment benefits of the employees are recognized immediately in other comprehensive income.

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect amounts reported in the financial statements and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for expected credit losses

In determining an allowance for expected credit losses, the management needs to make judgement for expected loss rates based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on macroeconomic factors.

Vessels and equipment, right-of-use assets and depreciation and amortize of intangible assets

In determining depreciation of vessels and equipment including right-of-use assets and amortizations of intangible assets, the management is required to make estimates of the useful lives and residual values of the vessels and equipment and to review the estimated useful lives and residual values when there are any changes.

In addition, the management is required to review vessels and equipment, right-of-use assets and intangible assets for impairment on a periodical basis and record the impairment loss when it is determined that the recoverable amount is lower than the carrying amount. This requires judgement regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of estimated future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

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Determining the lease term of contracts with renewal and termination options

The Company determines the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit of the lease. Therefore, the incremental borrowing rate of the Company is used to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Company would have to pay for necessary borrowing to acquire the assets, or assets with close value to right-of-use assets in similar economic environment, borrowing period and borrowing security.

Fair valuation of financial assets and derivatives

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in Note 25.7 to the financial statements.

4. NEW FINANCIAL REPORTING STANDARDS

4.1 Revised financial reporting standards effective in the current year

The Company has adopted the revised financial reporting standards for accounting periods beginning on or after January 1, 2024. These adjustments are intended to make the financial reporting standards clearer and more appropriate. These adjustments do not have material impact on the financial statements in the current year.

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4.2 Revised financial reporting standards that will be effective in the future

The Federation of Accounting Professions has announced the adoption of the revised financial reporting standards which will be effective for the financial statements for accounting periods beginning on or after January 1, 2025. These adjustments are based on International Financial Reporting Standards with most of the adjustments clarifying accounting practices and providing accounting guidance to users of the standards.

The management of the Company believes that the adjustments will not have material impact on the financial statements in the year in which these standards are initially applied.

5. RELATED PARTIES TRANSACTIONS

The Company has certain transactions with related parties. The part of assets, liabilities, revenue, cost and expense of the Company occurred from transactions with related parties. These related parties are related through common shareholdings and/or directorships. The effects of these transactions are reflected in the accompanying financial statements on the basis determined by the Company and the parties concerned.

Nature of relationships between the Company and related parties:

Name of persons or related company	Nature of relationships
<u>Related persons</u>	
Mrs.Chutipa Klinsuwan	The Company's shareholders and directors

For the years ended December 31, 2024 and 2023, the significant transactions with persons or related parties can be summarized as follows:

		Baht	
	Pricing policy	2024	2023
<u>Related persons</u>			
Office rental expenses			
Mrs.Chutipa Klinsuwan	Agreed price	1,865,187.48	1,865,187.48
Interest expense under the lease			
Mrs.Chutipa Klinsuwan	Effective rate	590,989.41	663,819.09

The outstanding balances as at December 31, 2024 and 2023 are as follows:

	Baht	
	2024	2023
<u>Lease liabilities - related person</u>		
Mrs.Chutipa Klinsuwan	11,913,358.73	13,554,369.32

Management benefit expenses

Management benefit expenses represent the benefits paid to the Company's management such as salaries and related benefit including the benefit paid by other means. The Company's management are the persons who are defined under the Securities and Exchange Act.

For the years ended December 31, 2024 and 2023, management benefit expenses are as follows:

	Baht	
	2024	2023
Management benefit expenses		
Short-term employee benefits	20,120,936.00	18,450,644.67
Post-employment benefits	165,305.64	160,773.01
Total	20,286,241.64	18,611,417.68

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of:

	Baht	
	2024	2023
Cash on hand	293,480.48	282,310.34
Cash at bank - current accounts	4,518,367.87	11,010,793.23
Cash at bank - savings accounts	112,152,290.90	111,675,610.19
Total	116,964,139.25	122,968,713.76

Savings accounts carry interest at the floating rates which are set by the banks.

7. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other current receivables consisted of:

	Baht	
	2024	2023
Trade receivables, classified by age analysis:		
- <u>Domestic</u>		
Not yet due	90,689,438.61	78,872,113.81
Total	90,689,438.61	78,872,113.81
- <u>Foreign</u>		
Not yet due	-	8,534,223.01
Total	-	8,534,223.01
Total trade receivables	90,689,438.61	87,406,336.82
<u>Less</u> Allowance for expected credit losses	(166,257.09)	(166,257.09)
Total trade receivables - net	90,523,181.52	87,240,079.73
<u>Other current receivables</u>		
- Advance payable	62,974.37	47,650.00
- Prepaid expenses	10,170,946.31	9,981,115.09
- Accrued income	1,610,610.13	2,709,064.14
- Others	2,113,733.87	98,912.77
Total	13,958,264.68	12,836,742.00
Total trade and other current receivables - net	104,481,446.20	100,076,821.73

For the years ended December 31, 2024 and 2023, the movements of allowance for expected credit losses were as follow:

	Baht	
	2024	2023
Allowance for expected credit losses		
Beginning balance	166,257.09	6,698,887.11
Increase (decrease) during the year	-	(6,532,630.02)
Bad debts written off during the year	-	-
Ending balance	166,257.09	166,257.09

During 2023, the Company has reversed the allowance for expected credit losses from payment receipt of one trade receivable in the amount of Baht 6,448,174.23.

8. VESSEL SUPPLIES AND SPARE PARTS

Vessel supplies and spare parts consisted of:

	Baht	
	2024	2023
Fuel	14,862,804.84	17,105,957.89
Supplies and spare parts	7,563,009.70	7,559,575.75
Total	22,425,814.54	24,665,533.64

9. OTHER CURRENT FINANCIAL ASSETS

As at December 31, 2024 and 2023, details of other current financial assets consisted of:

	Baht	
	2024	2023
<u>Investment in mutual fund in debt securities</u>		
Unit trusts Mutual Fund		
Beginning balance - at fair value	80,621,600.00	100,647,832.59
Cash received from sales during the year	(211,860,455.34)	(100,801,958.44)
Cash paid for investment during the year	181,132,435.00	80,000,000.00
Realized gain on disposal	1,150,855.34	477,050.04
Unrealized gain (loss) on changes in the fair value of financial assets	(522,590.57)	298,675.81
Investment in debt securities - at fair value	50,521,844.43	80,621,600.00

10. VESSELS AND EQUIPMENT

10.1 For the year 2024, vessels and equipment consisted of:

	Baht						
	Vessels and vessels improvement	Vessels dry-docking	Leasehold improvement	Fixture and vessels and office equipment	Vehicle	Assets in progress	Total
<u>Cost</u>							
As at December 31, 2023	2,245,826,276.53	82,663,745.49	3,890,502.27	46,768,869.90	5,346,729.00	964,429.86	2,385,460,553.05
Acquisition of assets	-	-	-	2,666,239.39	-	54,030,561.09	56,696,800.48
Transfers in (out)	-	53,703,294.67	-	-	-	(53,703,294.67)	-
Transfer to assets held for sale	(144,248,665.34)	(10,450,262.60)	-	(4,643,592.74)	-	-	(159,342,520.68)
Disposal/write-off	(570,502.84)	(35,758,990.73)	-	(1,081,970.20)	-	-	(37,411,463.77)
As at December 31, 2024	2,101,007,108.35	90,157,786.83	3,890,502.27	43,709,546.35	5,346,729.00	1,291,696.28	2,245,403,369.08

	Baht						
	Vessels and vessels improvement	Vessels dry-docking	Leasehold improvement	Fixture and vessels and office equipment	Vehicle	Assets in progress	Total
<u>Accumulated depreciation and accumulated amortization</u>							
As at December 31, 2023	741,493,893.51	45,212,930.46	3,687,548.14	35,991,356.87	2,791,651.10	-	829,177,380.08
Additions	107,291,550.60	33,441,614.70	62,231.55	3,381,312.13	144,986.30	-	144,321,695.28
Transfers in (out)	-	-	-	-	-	-	-
Transfer to assets held for sale	(38,766,808.81)	(7,472,653.51)	-	(4,202,268.54)	-	-	(50,441,730.86)
Disposal/write-off	(395,000.94)	(32,092,315.72)	-	(925,481.59)	-	-	(33,412,798.25)
As at December 31, 2024	809,623,634.36	39,089,575.93	3,749,779.69	34,244,918.87	2,936,637.40	-	889,644,546.25
<u>Net book value</u>							
As at December 31, 2024	1,291,383,473.99	51,068,210.90	140,722.58	9,464,627.48	2,410,091.60	1,291,696.28	1,355,758,822.83

10.2 For the year 2023, vessels and equipment consisted of:

	Baht						
	Vessels and vessels improvement	Vessels dry-docking	Leasehold improvement	Fixture and vessels and office equipment	Vehicle	Assets in progress	Total
<u>Cost</u>							
As at December 31, 2022	2,045,309,034.69	69,638,005.25	3,890,502.27	43,120,184.33	5,346,729.00	4,488,342.31	2,171,792,797.85
Acquisition of assets	208,743.00	-	-	2,905,958.66	-	224,853,713.15	227,968,414.81
Transfers in (out)	200,411,009.84	25,574,904.08	-	2,391,711.68	-	(228,377,625.60)	-
Disposal/write-off	(102,511.00)	(12,549,163.84)	-	(1,648,984.77)	-	-	(14,300,659.61)
As at December 31, 2023	2,245,826,276.53	82,663,745.49	3,890,502.27	46,768,869.90	5,346,729.00	964,429.86	2,385,460,553.05
<u>Accumulated depreciation and accumulated amortization</u>							
As at December 31, 2022	638,139,232.37	26,713,641.73	3,382,445.29	33,966,815.46	2,354,859.92	-	704,556,994.77
Additions	103,420,358.75	31,048,449.57	305,102.85	3,448,267.71	436,791.18	-	138,658,970.06
Transfers in (out)	-	-	-	-	-	-	-
Disposal/write-off	(65,697.61)	(12,549,160.84)	-	(1,423,726.30)	-	-	(14,038,584.75)
As at December 31, 2023	741,493,893.51	45,212,930.46	3,687,548.14	35,991,356.87	2,791,651.10	-	829,177,380.08
<u>Net book value</u>							
As at December 31, 2023	1,504,332,383.02	37,450,815.03	202,954.13	10,777,513.03	2,555,077.90	964,429.86	1,556,283,172.97

Depreciation and amortization expenses of vessels and equipment which are included in the statements of comprehensive income

	Baht	
	2024	2023
Depreciation and amortization	144,321,695.28	138,658,970.06
Gain (loss) on disposal of assets		
- Gain on disposal of assets	61,438,180.85	-
- Write-off of assets	(3,998,666.52)	(262,074.86)

On June 18, 2024, the Company has an agreement to sell vessel V.L.21 with a foreign company with the contract value net of selling expenses of USD 4.80 million due to deliver the vessel within August 2024 in according to the agreement. The Company has gain on disposal of such vessel of Baht 61.40 million, which presented in gain on disposal of assets in the statement of comprehensive income.

6

Some vessels with net book value as at December 31, 2024 and 2023 of Baht 1,342.45 million and Baht 1,541.78 million, respectively, were pledged to guarantee against loan from financial institution (see Note 14 and 15).

As at December 31, 2024 and 2023, the Company had the fixed assets that have been fully depreciated but they are still in use as follows:

	Baht	
	2024	2023
<u>At cost</u>		
Vessels and vessels improvement	338,180,732.11	335,453,876.99
Leasehold improvement	3,579,342.27	3,579,342.27
Fixture and vessels and office equipment	26,881,105.26	28,401,949.96
Vehicle	5,346,729.00	1,796,729.00
Total	<u>373,987,908.64</u>	<u>369,231,898.22</u>

11. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

11.1 Right-of-use assets

	Baht			
	Book value as at	Transactions during the year		
	December 31, 2023	Addition/ reassessment lease term	Change in conditions/ written-off	Transfer-in (Transfer-out)
<u>At cost</u>				
Building	18,651,874.54	-	-	-
Total	18,651,874.54	-	-	-
<u>Less Accumulated depreciation</u>				
Building	(7,460,749.92)	(1,865,187.48)	-	-
Total	(7,460,749.92)	(1,865,187.48)	-	-
Right-of-use assets - net	<u>11,191,124.62</u>			<u>9,325,937.14</u>

	Baht			
	Book value as at	Transactions during the year		
	December 31, 2022	Addition/ reassessment lease term	Change in conditions/ ten-off	Transfer-in (Transfer-out)
<u>At cost</u>				
Building	18,651,874.54	-	-	-
Total	18,651,874.54	-	-	-
<u>Less Accumulated depreciation</u>				
Building	(5,595,562.44)	(1,865,187.48)	-	-
Total	(5,595,562.44)	(1,865,187.48)	-	-
Right-of-use assets - net	<u>13,056,312.10</u>			<u>11,191,124.62</u>

For the year 2024 and 2023, the Company leases 1 type which is the buildings with a lease term of 10 years.

11.2 Lease liabilities

The carrying amounts of lease liabilities and the movement for the years ended December 31, 2024 and 2023 are presented below:

	Baht	
	2024	2023
As at January 1	13,554,369.32	15,122,550.23
Increase during the year	-	-
Increase of interest	590,989.41	663,819.09
Payments during the year	(2,232,000.00)	(2,232,000.00)
Decrease from changes in office rental payments	-	-
As at December 31	11,913,358.73	13,554,369.32
Less: current portion	(1,717,222.62)	(1,641,010.59)
Lease liabilities - net of current portion	10,196,136.11	11,913,358.73

The following are the amounts recognized in the statement of comprehensive income for the years ended December 31, 2024 and 2023 are presented below:

	Baht	
	2024	2023
Depreciation of right-of-use assets	1,865,187.48	1,865,187.48
Interest expense on lease liabilities	590,989.41	663,819.09
Total	2,456,176.89	2,529,006.57

For the years ended December 31, 2024 and 2023, the total cash outflow for leases on financial statements amount to Baht 2.23 million.

12. INTANGIBLE ASSETS

Intangible assets consisted of:

	Baht				
	Book value as at Dec 31, 2023	Additions	Deductions	Transfer-in (Transfer-out)	Book value as at Dec 31, 2024
<u>Cost</u>					
Computer program	6,353,872.79	18,559.76	(5,564.00)	-	6,366,868.55
<u>Less Accumulated amortizations</u>					
Computer program	(3,109,567.71)	(508,527.07)	5,563.00	-	(3,612,531.78)
Intangible assets-net	3,244,305.08				2,754,336.77

	Baht			
	Book value as at Dec 31, 2022	Additions	Deductions	Book value as at Dec 31, 2023
<u>Cost</u>				
Computer program	6,346,489.61	7,383.18	-	6,353,872.79
<u>Less Accumulated amortizations</u>				
Computer program	(2,602,256.70)	(507,311.01)	-	(3,109,567.71)
Intangible assets-net	<u>3,744,232.91</u>			<u>3,244,305.08</u>

	Baht	
	2024	2023
Amortization is included in the statement of comprehensive income	508,527.07	507,311.01

13. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

Changes in deferred tax assets and deferred tax liabilities for the years ended December 31, 2024 and 2023 are summarized as follows:

	Baht		
	Balance per book as at December 31, 2023	Revenue (expenses) during the year In profit or loss In other comprehensive income	Balance per book as at December 31, 2024
Deferred tax assets:			
Account receivables	33,251.42	-	33,251.42
Employee benefit obligations	463,638.11	8,059.49	720,710.96
Lease liabilities	2,391,251.46	(352,307.72)	2,038,943.74
Total	<u>2,888,140.99</u>	<u>(344,248.23)</u>	<u>2,792,906.12</u>
Deferred tax liability:			
Right-of-use assets	(2,238,224.92)	373,037.50	(1,865,187.42)
Depreciation of fixed assets	(13,372,229.94)	(606,502.07)	(13,978,732.01)
Total	<u>(15,610,454.86)</u>	<u>(233,464.57)</u>	<u>(15,843,919.43)</u>
Deferred tax assets (liabilities) - net	<u>(12,722,313.87)</u>	<u>(577,712.80)</u>	<u>(13,051,013.31)</u>

	Baht		
	Balance per book as at December 31, 2022	Revenue (expenses) during the year In profit or loss In other comprehensive income	Balance per book as at December 31, 2023
Deferred tax assets:			
Account receivables	1,339,777.42	(1,306,526.00)	33,251.42
Employee benefit obligations	362,169.46	101,468.65	463,638.11
Lease liabilities	2,728,993.24	(337,741.78)	2,391,251.46
Total	<u>4,430,940.12</u>	<u>(1,542,799.13)</u>	<u>2,888,140.99</u>
Deferred tax liability:			
Right-of-use assets	(2,611,262.41)	373,037.49	(2,238,224.92)
Depreciation of fixed assets	(12,749,582.23)	(622,647.71)	(13,372,229.94)
Total	<u>(15,360,844.64)</u>	<u>(249,610.22)</u>	<u>(15,610,454.86)</u>
Deferred tax assets (liabilities) - net	<u>(10,929,904.52)</u>	<u>(1,792,409.35)</u>	<u>(12,722,313.87)</u>

14. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

As at December 31, 2024 and 2023, the Company has bank overdrafts and short-term loans from financial institution totaling credit lines of Baht 30 million, were guaranteed by some vessels.

15. LONG-TERM LOANS FROM FINANCIAL INSTITUTION

Long-term loans from financial institution consisted of:

	Baht	
	2024	2023
Long-term loans at the beginning of the year	776,659,326.61	824,861,126.61
Received loans during the year	-	115,000,000.00
Repayment of loans during the year	(282,633,800.00)	(163,201,800.00)
Long-term loans at the end of the year	494,025,526.61	776,659,326.61
<u>Less</u> Current portion of long-term loans	(170,366,800.00)	(189,286,800.00)
Long-term loans - net	323,658,726.61	587,372,526.61

Vessels	Loan (Million Baht)	Interest rate (%)	Payment condition	Balance as at December 31, 2024
1.) V.L.17				
For				
Vessel purchase	166.00	Prime rate - 0.75% per annum	Repayable 108 monthly as follows : The 1 st - 107 th Baht 1,550,000 108 th Baht 150,000 (Requiring payment of the first installment in June 2017)	Baht 31,550,000.00
2.) C.T.P.5				
For				
Vessel purchase	133.66	Prime rate - 0.75% per annum	Repayable 120 monthly as follows : The 1 st - 119 th Baht 1,113,900 120 th Baht 1,105,900 (Requiring payment of the first installment in January 2017)	Baht 30,492,400.00
3.) V.L.18				
For				
Vessel purchase	166.00	Prime rate - 0.75% per annum	Repayable 108 monthly as follows : The 1 st - 107 th Baht 1,550,000 108 th Baht remaining payment (Requiring payment of the first installment in May 2018)	Baht 48,600,000.00

Vessels	Loan (Million Baht)	Interest rate (%)	Payment condition	Balance as at December 31, 2024
4.) V.L.19 For Vessel purchase	225.00	Prime rate - 1.25 per annum	Repayable 93 monthly as follows : The 1 st - 92 th Baht 2,420,000 93 th Baht remaining payment (Requiring payment of the first installment in September 2017)	Baht 23,080,000.00
5.) V.L.20 For Vessel purchase	148.50	Prime rate - 2.00 per annum	Repayable 93 monthly as follows : The 1 st - 92 th Baht 1,597,000 93 th Baht remaining payment (Requiring payment of the first installment in November 2018)	Baht 37,486,000.00
6.) V.L.22 For Vessel purchase	224.64	Prime rate - 2.00 per annum	Repayable 108 monthly at Baht 2,080,000 (Requiring payment of the first installment in March 2020)	Baht 102,040,000.00
7.) V.L.23 For Vessel purchase	227.17	Prime rate - 2.10 per annum	Repayable 108 monthly as follows : The 1 st Baht 2,350,000 2 nd - 31 st Baht 1,200,000 32 nd - 107 th Baht 2,350,000 108 th Baht remaining payment (Requiring payment of the first installment in June 2021)	Baht 135,612,126.61
8.) V.L.24 For Vessel purchase	100.00	The fiscal year of 1 st - 2 nd 2% per annum The fiscal year of 3 rd onward Prime rate - 2.00 per annum	Repayable 57 monthly as follows : The 1 st - 56 th Baht 1,755,000 57 th Baht remaining payment (Requiring payment of the first installment in August 2023)	Baht 70,165,000.00
Vessel purchase	17.00	Prime rate - 1.75 per annum	Repayable 36 monthly as follows : The 1 st - 35 th Baht 416,666.66 36 th Baht remaining payment (Requiring payment of the first installment in May 2025)	Baht 15,000,000.00
				Baht 494,025,526.61

The long-term loans above were guaranteed by each vessel.

In July 2024, the Company repayment the remaining long-term loan specific of V.L.21 of Baht 51.50 million and released the guarantee obligations in the process to sell vessel as discussed in Note 10 to the interim financial statements.

In October 2024, the Company has paid for early repayment of long-term loans specific of V.L.22 and V.L.23 totaling of Baht 50.00 million.



As at December 31, 2024 and 2023, the Company had credit lines of 9 and 10 long-term loans, respectively. Long-term loans have an effective interest rate between 3.10% - 6.00% per annum.

Other important conditions under the agreement

The Company has to comply with the loan covenants and important terms such as maintain a proper debt-to-equity ratio not more than 2.5 times and grant beneficiary of the asset protection insurance to the lender and not to sell, distribute, transfer, mortgage, pledge, transfer claim entitlement and lay down collateral by any means that will commit an obligation. It does not decrease share capital.

16. EMPLOYEE BENEFIT OBLIGATION

Employee benefit obligations are as follows:

The statements of financial position

	Baht	
	2024	2023
Defined benefit obligations as at January 1	4,917,716.09	4,659,964.08
Current service cost and interest	742,268.11	844,022.01
Actuarial loss (gain) remeasurement from defined benefit plans		
- Assumptions changes	1,186,842.00	-
- Experience adjustments	58,224.00	-
	1,245,066.80	-
Total	6,905,051.00	5,503,986.09
<u>Less Employee benefit paid by project</u>	<u>(653,300.00)</u>	<u>(586,270.00)</u>
Defined benefit obligations as at December 31	<u>6,251,751.00</u>	<u>4,917,716.09</u>

Expenses recognized in the statements of comprehensive income

For the years ended December 31, 2024 and 2023

	Baht	
	2024	2023
Current service costs		
Cost of freight	419,978.68	523,839.92
Administrative expenses	8,693.86	8,454.20
Management benefit expenses	165,305.64	160,773.01
	593,978.18	693,067.13
Interest on obligation	148,289.93	150,954.88
Total	<u>742,268.11</u>	<u>844,022.01</u>

Principal actuarial assumptions at the reporting date

	%	
	2024	2023
Discount rate	2.36	2.82
Salary increase rate	4.92	4.16
Employee turnover rate	Classify by age range	Classify by age range
Mortality rate	100% of Thai mortality rate in 2017	100% of Thai mortality rate in 2017
Disability rate	10% of Thai mortality rate in 2017	10% of Thai mortality rate in 2017

A sensitivity analysis of the key assumptions used in the calculation

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations for the years ended December 31, 2024 and 2023 are summarized below:

	Baht	
	Present value of employee benefit obligations	
	2024	2023
<u>Discount rate</u>		
Increased rate 0.50	6,031,457.00	4,519,319.00
Decreased rate 0.50	6,485,552.00	4,818,203.00
<u>Salary increase rate</u>		
Increased rate 0.50	6,477,378.00	4,837,769.00
Decreased rate 0.50	6,036,834.00	4,499,508.00
<u>Turnover rate</u>		
Increased rate 0.50	5,995,137.00	4,466,400.00
Decreased rate 0.50	6,524,433.00	4,875,042.00

17. INCOME TAX EXPENSES

17.1 Major components of income tax expenses

For the years ended December 31, 2024 and 2023 consisted of:

	Baht	
	2024	2023
Income tax expense (revenues) shown in profit or loss :		
Current tax expense:		
Corporate income tax expense for the year	7,893,186.53	3,186,728.51
Deferred tax expense :		
Changes in temporary differences relating to the original recognition and reversal	577,712.80	1,792,409.35
Total	8,470,899.33	4,979,137.86
Income tax expense shown in other comprehensive income :		
Deferred tax expense :		
Profit from actuarial estimates	(249,013.36)	-
Total	(249,013.36)	-

17.2 A numerical reconciliation between income tax expense and the product of accounting profit multiplied by the applicable tax rate

For the years ended December 31, 2024 and 2023 are summarized as follows:

	Baht	
	2024	2023
Accounting profit for the year	83,294,353.94	35,967,351.44
The applicable tax rate (%)	20%	20%
Tax expense at the applicable tax rate	16,658,870.79	7,193,470.29
Reconciliation items:		
Tax effect of expenses that are not deductible in determining tax profit:		
- Expenses not allowed as expenses in determining taxable profit	1,051,554.60	383,394.42
Tax effect of income or profit that are not required in determining taxable profit :		
- The exemption of profit of the promoted business (BOI)	(9,149,261.86)	(1,494,001.85)
- Expenses deducted as expenses added in tax	(90,264.20)	(1,103,725.00)
Total reconciliation items	(8,187,971.46)	(2,214,332.43)
Total income tax expense	8,470,899.33	4,979,137.86

17.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate

For the years ended December 31, 2024 and 2023 are summarized as follows:

	2024		2023	
	Tax amount	Tax rate	Tax amount	Tax rate
	(Baht)	(%)	(Baht)	(%)
Accounting profit before income tax expense for the year	83,294,353.94		35,967,351.44	
Income tax expenses at the applicable tax rate	16,658,870.79	20.00	7,193,470.29	20.00
Reconciliation items	(8,187,971.46)	(9.83)	(2,214,332.43)	(6.16)
Tax expense at the average effective tax rate	8,470,899.33	10.17	4,979,137.86	13.84

18. LEGAL RESERVE

In compliance with the Public Company Act B.E.2535 (1992), the Company sets aside a legal reserve for at least 5% of its net profits until the reserve equaled 10% of the authorized share capital. This reserve is not available for dividend distribution.

19. DIVIDEND

For the year 2024

At the Annual General shareholders' Meeting for 2024, held on April 19, 2024, the shareholders approved to allocation of profits as a legal reserve for 2023 in the amount of Baht 1.55 million and approved to pay the annual dividend of 2023 which was paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI) in the amount of Baht 29.59 million at the rate of Bath 0.025 per share. (payment in May 2024).

At the Board of Directors' Meeting No 5/2024, held on November 13, 2024, it had the resolution to approve paying the interim dividends from the operating results for the nine-month period of 2024 under promotional privileges by the Board of Investment (BOI) in the amount of Baht 23.67 million at the rate of Bath 0.02 per share. (payment in December 2024).

Totaling pay dividends in the year 2024 amounting to Baht 53.26 million.

20. WARRANTS

At the Annual General shareholders' Meeting for 2021, held on April 22, 2021, the shareholders approved the issuance and offering 400 million units of transferable warrants (VL-W1) with registered holders to the existing shareholders free of charge, at the ratio of 1 warrant for every 2 existing shares. These warrants can be exercised for a period of 2 years from the issue date (April 28, 2021) with an exercise ratio of 1 warrant per 1 ordinary share and an exercise price of Baht 0.50 per share. The exercise schedule is divided into 4 times (every 6 months), with the first exercise date on October 27, 2021 and the last exercise date on April 27, 2023.

In October 2021, the Company received subscriptions for the additional ordinary shares arising from the exercise of 166,692,700 warrants No.1 (VL-W1) at the exercise price of Baht 0.50 per share for a total of Baht 83.35 million. The Company registered the resulting increase share capital of Baht 83.35 million with the Ministry of Commerce on November 4, 2021 and the Stock Exchange of Thailand accepted the capital increase as listed securities on November 9, 2021.

In April 2022, the Company received subscriptions for the additional ordinary shares arising from the exercise of 51,741,502 warrants No.1 (VL-W1) at the exercise price of Baht 0.50 per share for a total of Baht 25.87 million. The Company registered the resulting increase share capital of Baht 25.87 million with the Ministry of Commerce on May 3, 2022 and the Stock Exchange of Thailand accepted the capital increase as listed securities on May 9, 2022.

In October 2022, the Company received subscriptions for the additional ordinary shares arising from the exercise of 59,556,250 warrants No.1 (VL-W1) at the exercise price of Baht 0.50 per share for a total of Baht 29.78 million. The Company registered the resulting increase share capital of Baht 29.78 million with the Ministry of Commerce on November 2, 2022 and the Stock Exchange of Thailand accepted the capital increase as listed securities on November 8, 2022.

In April 2023, the Company received subscriptions for the additional ordinary shares arising from the exercise of 105,636,063 warrants No.1 (VL-W1) at the exercise price of Baht 0.50 per share for a total of Baht 52.82 million. The Company registered the resulting increase share capital of Baht 52.82 million with the Ministry of Commerce on May 11, 2023 and the Stock Exchange of Thailand accepted the capital increase as listed securities on May 16, 2023.

21. PRIVILEGES AND BENEFITS UNDER INVESTMENT PROMOTION

The Company has been granted promotional privileges by the Board of Investment under Investment Promotion Act B.E. 2520 for the business of mass transportation and large goods as follows:

	Vessel V.L.17	Vessel V.L.18	Vessel CTP.5	Vessel V.L.19	Vessel V.L.20	Vessel V.L.21	Vessel V.L.22	Vessel V.L.23	Vessel V.L.24
Promotion certificate number	59-0313-1-00-1-0	59-0312-1-00-1-0	60-0737-0-00-1-2	60-0721-1-00-1-0	61-0957-1-00-1-0	62-0240-1-00-1-0	62-0576-1-00-1-0	63-0514-1-00-1-0	66-0467-2-00-1-0
Dated	Feb 26, 2016	Feb 26, 2016	Jul 4, 2017	Jul 3, 2017	Aug 14, 2018	Mar 5, 2019	Apr 23, 2019	Apr 14, 2020	Mar 30, 2023
Key privileges and benefits under the promotion certificate									
1. Exemption of import duty on machinery (vessel) subject to import within date	Aug 26, 2018	Aug 26, 2018	Feb 24, 2016	Jan 3, 2020	Feb 14, 2021	Sep 5, 2021	Dec 7, 2021	Nov 5, 2022	Sep 30, 2025
2. Exemption of corporate income tax on net profit derived from the promoted business for a period Of 8 years, starting from the date income is first derived from su									
operation - dated	Aug 17, 2016	Dec 1, 2016	May 29, 2017*	Aug 10, 2017	Sep 30, 2018	Apr 4, 2019	Apr 25, 2020	Jul 9, 2021	May 7, 2023
3. Others	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate

* For vessel CTP.5 has been granted promotional privileges until February 20, 2024 which the original privileges before the transfer of business under the promotion certificate number 2169(2)/2012 on August 24, 2012.

The Company has to comply with the conditions and restrictions as specified in the promotion certificate.

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Freight charges for the years ended December 31, 2024 and 2023 consisted of:

	Freight charges (Baht)					
	2024			2023		
	BOI	Non BOI	Total	BOI	Non BOI	Total
Freight charges						
- Domestic	422,264,993.99	188,459,361.25	610,724,355.24	462,380,203.79	108,898,138.13	571,278,341.92
- Export	43,071,833.04	106,079,859.74	149,151,692.78	95,398,305.29	75,748,643.04	171,146,948.33
Other income	64,100,709.90	(2,871,561.64)	61,229,148.26	4,508,111.90	8,711,333.84	13,219,445.74
Total	529,437,536.93	291,667,659.35	821,105,196.28	562,286,620.98	193,358,115.01	755,644,735.99

22. EXPENSE BY NATURE

Significant expenses by nature are as follows:

	Baht	
	2024	2023
Fuel oil expenses	257,015,155.15	246,252,138.50
Repair and maintenance expenses	22,656,328.17	25,476,160.56
Employee benefit expenses	152,046,467.43	140,682,809.42
Depreciation and amortization	146,695,409.83	141,031,468.55
Port due expenses	62,030,990.87	60,933,410.85
Other	67,413,583.40	74,380,455.70
	<u>707,857,934.85</u>	<u>688,756,443.58</u>

23. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares which are issued and paid-up during the year.

	2024	2023
Profit attributable to equity holders of the Company (Baht)	74,823,454.61	30,988,213.58
Weighted average number of ordinary shares (Shares)	1,183,626,515	1,150,054,506
Basic earnings per share (Baht per share)	0.06	0.03

24. PROVIDENT FUND

The Company established a contributory registered provident fund covering all permanent employees in accordance with the Provident Fund Act B.E. 2530.

Under the provident fund plan, employee's and Company's contributions are equivalent to certain percentages of the employee's basic salaries. The employees are entitled to the Company's contributions in accordance with the rules and regulations of the fund and on the length of service with the Company. The Company appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Provident Fund Act B.E. 2530.

The Company's contributions for the years ended December 31, 2024 and 2023 amounted to Baht 1,905,398.00 and Baht 1,790,046.00, respectively.

25. FINANCIAL INSTRUMENTS

25.1 Financial risk management


The Company manages its financial risk exposure on financial assets and financial liabilities in the normal business by its internal management and control system, and the Company does not hold or issue derivative financial instruments for speculative or trading purposes.

25.2 Credit risk

The Company is exposed to credit risk primarily relating to trade accounts receivable. The management of the Company manages this risk by establishing appropriate credit control policies and procedures. Therefore, it does not expect to incur material losses from debt collection more than the amount already provided in the allowance for expected credit losses.

25.3 Interest rate risk

The Company is exposed to interest rate risk which relates primarily to its cash at banks. However, most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market. However, the management believed that the future fluctuation of market interest rate would not provide significant effect to their operations and cash flows; therefore, no financial derivative instrument was used to manage such risks.



As at December 31, 2024 and 2023, the carrying amount of significant financial assets and financial liabilities classified by types of interest rates were as follows:

	Baht			
	2024			
	Floating interest rate	Fixed interest rate	Interest - free	Total
<u>Financial assets</u>				
Cash and cash equivalents	112,152,290.90	-	4,811,848.35	116,964,139.25
Trade and other current receivables	-	-	104,481,446.20	104,481,446.20
Other current financial assets	-	-	50,521,844.43	50,521,844.43
<u>Financial liabilities</u>				
Trade and other current payables	-	-	63,810,904.27	63,810,904.27
Purchase of fixed assets payable	-	-	19,213,793.14	19,213,793.14
Lease liabilities	-	11,913,358.73	-	11,913,358.73
Long-term loans from financial institutions	494,025,526.61	-	-	494,025,526.61

	Baht			
	2023			
	Floating interest rate	Fixed interest rate	Interest - free	Total
<u>Financial assets</u>				
Cash and cash equivalents	111,675,610.19	-	11,293,103.57	122,968,713.76
Trade and other current receivables	-	-	100,076,821.73	100,076,821.73
Other current financial assets	-	-	80,621,600.00	80,621,600.00
<u>Financial liabilities</u>				
Trade and other current payables	-	-	59,121,515.92	59,121,515.92
Purchase of fixed assets payable	-	-	3,238,104.30	3,238,104.30
Lease liabilities	-	13,554,369.32	-	13,554,369.32
Long-term loans from financial institutions	776,659,326.61	-	-	776,659,326.61

25.4 Foreign currency risk

The Company's exposure to foreign currency risk relates to transactions in foreign currency, which the Company has currently not hedged by derivative financial instruments.

As at December 31, 2024, the Company has outstanding balances of financial assets and financial liabilities in foreign currencies as follows:

Transaction	Currency	Foreign amount (Unit)	Fair value (Baht)
<u>Financial assets</u>			
Cash and cash equivalents	USD	42,854.92	1,449,764.80
<u>Financial liabilities</u>			
Trade and other current payables	USD	138,626.28	4,733,546.82
	JPY	516,130.00	112,968.99
Purchase of fixed assets payable	USD	1,122.92	38,343.34
	JPY	5,375,448.00	1,176,561.93

As at December 31, 2023, the Company has outstanding balances of financial assets and financial liabilities in foreign currencies as follows:

Transaction	Currency	Foreign amount (Unit)	Fair value (Baht)
<u>Financial assets</u>			
Cash and cash equivalents	USD	5,577.09	189,950.11
Trade and other current receivables	USD	245,441.29	8,359,484.90
<u>Financial liabilities</u>			
Trade and other current payables	USD	195,806.11	6,733,302.19
	JPY	164,760.00	40,490.10
Purchase of fixed assets payable	USD	1,288.72	44,315.99
	JPY	3,877,827.00	952,983.74

25.5 Liquidity risk

The Company manages its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's operations as well as securing short-term credit facilities from financial institutions for necessary reserve and to reduce the impact of the fluctuations in cash flow.

25.6 Forward foreign exchange contracts

The Company has entered into forward foreign exchange contracts to manage exposure to fluctuations in foreign currencies of trade receivables, other current receivables, trade payables and other current payables denominated in foreign currencies.

As at December 31, 2024 and 2023, the Company has no outstanding forward foreign exchange buying contracts.

25.7 Fair value of financial instruments

The Company uses the market approach to measure the fair value of assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

- Level 1 - Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Use of inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (e.g. prices) or indirectly (e.g. derived from prices)
- Level 3 - Use of unobservable inputs such as estimates of future cash flows.

As at December 31, 2024 and 2023, the Company had the following assets and liabilities that were measured at fair value using different levels of inputs as follows:

Baht				
As at December 31, 2024				
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Other current financial assets				
- Unit trusts	-	50,521,844.43	-	50,521,844.43
Baht				
As at December 31, 2023				
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Other current financial assets				
- Unit trusts	-	80,621,600.00	-	80,621,600.00

During year 2024 and 2023, there were no transfers within the fair value hierarchy.

Valuation techniques and inputs of fair value to level 2

The fair value of investments in unit trusts that not listed on the Stock Exchange of Thailand has been determined by using the net assets value per unit as announced by fund manager.

The fair value of forward foreign exchange contracts is determined by the market rate of each contract, which is calculated by financial institutions dealing with the Company at the date of the statement of financial position.

The fair values of derivative financial instruments, which are cross currency swap contracts, are the market prices adjusted by credit risk of the Company which is calculated by the financial institution of the Company as at the statement of financial position date. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates.

Classification and measurement of financial asset and financial liabilities

	Baht					
	2024			2023		
	FVPL	Amortized cost	Total	FVPL	Amortized cost	Total
Financial assets						
Cash and cash equivalents	-	116,964,139.25	116,964,139.25	-	122,968,713.76	122,968,713.76
Trade and other current receivables	-	104,481,446.20	104,481,446.20	-	100,076,821.73	100,076,821.73
Other current financial assets	50,521,844.43	-	50,521,844.43	80,621,600.00	-	80,621,600.00
	<u>50,521,844.43</u>	<u>221,445,585.45</u>	<u>271,967,429.88</u>	<u>80,621,600.00</u>	<u>223,045,535.49</u>	<u>303,667,135.49</u>
Financial liabilities						
Trade and other current payables	-	63,810,904.27	63,810,904.27	-	59,121,515.92	59,121,515.92
Purchase of fixed assets payable	-	19,213,793.14	19,213,793.14	-	3,238,104.30	3,238,104.30
Lease liabilities	-	11,913,358.73	11,913,358.73	-	13,554,369.32	13,554,369.32
Long-term loans from financial institutions	-	494,025,526.61	494,025,526.61	-	776,659,326.61	776,659,326.61
	<u>-</u>	<u>588,963,582.75</u>	<u>588,963,582.75</u>	<u>-</u>	<u>852,573,316.15</u>	<u>852,573,316.15</u>

26. SEGMENT INFORMATION

The Company operates the main business operation that reports on a single segment which is the oil tanker fleet transportation service. The operating results were regularly reviewed by the highest operation decision maker that is the chief executive officer who decides on the allocation of resources to the segment and evaluates performance. The Company evaluates the performance results of the operating segment by using the basis for profit or loss of the operating segment which is the same basis used to measure profit or loss from operation in the financial statements. Therefore, all revenues, profits from operation and assets that are presented in the financial statements are already reported by the operating segment.

Geographic Information

The Company's freight services provide both domestic and international shipping services in Southeast Asia.

Freight charges for the years ended December 31, 2024 and 2023, shown as follows:

	Baht	
	2024	2023
Domestic Freight Charges	610,724,355.24	571,278,341.92
Export Freight Charges	149,151,692.78	171,146,948.33
Total net income from freight charges	<u>759,876,048.02</u>	<u>742,425,290.25</u>

Information about major customers

For the years ended December 31, 2024 and 2023, the Company had revenue from two and three major customers, respectively, from transportation service revenue exceeding 10%, totaling Baht 622.86 million and Baht 425.46 million, respectively.

27. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2024 and 2023 are as follows:

	Baht		
	Balance as at December 31, 2023	Cash flows Increase (decrease)*	Non-cash Translation Increase
Long-term loans from financial institutions	776,659,326.61	(282,633,800.00)	-
Lease liabilities	13,554,369.32	(1,641,010.59)	-
Total	790,213,695.93	(284,274,810.59)	-

	Baht		
	Balance as at December 31, 2022	Cash flows Increase (decrease)*	Non-cash Translation Increase
Long-term loans from financial institutions	824,861,126.61	(48,201,800.00)	-
Lease liabilities	15,122,550.23	(1,568,180.91)	-
Total	839,983,676.84	(49,769,980.91)	-

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

28. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2024, the Company had commitment and contingent liabilities as follows:

- 28.1 The Company had contingent liability in respect of the letters of guarantee issued by the bank to Port Authority of Thailand, Marine Department and guarantee for normal course of business operations in the amount of Baht 17.52 million.
- 28.2 The Company had commitments and obligations to the contract of hiring 6 oil tankers with both local and foreign companies for the period of 1 - 5 years at the specified rates in the contracts.

29. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

According to the statements of financial position as at December 31, 2024 and 2023, the debt-to-equity ratios were 0.60:1 and 0.86:1, respectively.

30. EVENTS AFTER THE REPORTING PERIOD

On February 20, 2025, at the Board of Directors' Meeting No 2/2025, the Board to consider and approve the appropriation of 2024 annual dividend from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI) at Baht 0.02 per share, totaling Baht 23.67 million and the scheduled will be paid in May 2025.

31. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Company's directors on February 20, 2025.

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Back up attachment

Back up attachment

Attachment 1 : Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary, and the representative for contact and coordination in case of a foreign company

Link to attachment: <https://eonemedia.setlink.set.or.th/report/1480/2024/1742173322458.pdf>



Attachment 2 : Details of the directors of subsidiaries

Link to attachment: <https://eonemedia.setlink.set.or.th/report/1480/2024/1741826075174.pdf>



Attachment 3 : Details of the Heads of the Internal Audit and Compliance Units

Link to attachment: <https://eonemedia.setlink.set.or.th/report/1480/2024/1741826075346.pdf>



Attachment 4 : Assets for business undertaking and details of asset appraisal

Link to attachment: <https://eonemedia.setlink.set.or.th/report/1480/2024/1741826075178.pdf>



Attachment 5 : Unabridged policy and guidelines on corporate governance and unabridged code of business conduct prepared by the Company

Link to attachment: <https://eonemedia.setlink.set.or.th/report/1480/2024/1741826075180.pdf>



Attachment 6 : Report of the Audit Committee

Link to attachment: <https://eonemedia.setlink.set.or.th/report/1480/2024/1741826075183.pdf>

