



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

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

-Translation-

No. 05/2563

May 13, 2020

**Subject: Set the scheduling for the 2020 Annual General Meeting of Shareholders and Dividend Payment**

**To: President,**

**The Stock Exchange of Thailand**

Attachment 1. Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19) Outbreak  
2. COVID-19 Infection Risk Screening Form

The V.L. Enterprise Public Company Limited (VL) hereby announces the following resolutions of the Board of Directors Meeting held on Wednesday, May 13, 2020. To confirm the date for the 2020 Annual General Meeting of Shareholders on Friday, July 10, 2020 at 1 pm. at Fortune 1A-3 Room, 3<sup>rd</sup> floor, The Grand Mercure Bangkok Fortune Hotel, 1 Ratchadaphisek Rd, Din Daeng, Bangkok 10400 and confirm a Record Date to ascertain the list of shareholders with the rights to attend the Annual General Meeting of Shareholders for the year 2020 on Wednesday, May 27, 2020 with the following agenda:

- Agenda 1 To approve the Minutes for the year 2019 Annual General Meeting of Shareholders.
- Agenda 2 To acknowledge the Financial Position and Comprehensive Income the Company's Annual Report for the year ended 2019 and the Business Plan for the year 2020.
- Agenda 3 To approve the Financial Statement and Auditor Report for the year ended December 31, 2019.
- Agenda 4 To approve No Dividend payment and Acknowledge of Interim Dividend payment  
Opinion of the Board of Directors: The Board agreed to No Dividend payment for the year 2019 and Acknowledge of Interim Dividend payment of 0.07 baht per share for two times at the total amount of 56 million baht on 10 September 2019 and 30 April 2020
- Agenda 5 To approve the appointment of replacing directors who shall retire for year 2020.  
Opinion of the Board of Directors: Three directors to be retired by rotation in the 2020 Annual General Meeting of Shareholders. There are (1) Mr.Witaya Patarametagul (2) Miss Rakchanok Sumnianglum (3) Mr.Jarunpath Visansavadh  
The Board of Directors, excluding the directors to be retired by rotation in 2020 Annual General Meeting of Shareholders, has considered the qualification of each nominated candidate and thus agreed with the Nomination and Compensation Committee and recommended the Annual General Meeting of Shareholders to propose the two retiring directors, namely Miss Rakchanok Sumnianglum and Mr.Jarunpath Visandsavadh reappoint as a director for another term and one qualified person, namely Mr.Chakaphat Naskan to be a new director of the Company in replacement of those retiring director.

Agenda 6 To approve the remuneration for Directors.

Opinion of the Board of Directors: The Board of Directors agreed with the Nomination and Compensation Committee to propose the Annual General Meeting of Shareholders to approve the retention of the remuneration for Directors and Sub-Committee Members for the year 2020 as follows, but the total amount of the remuneration shall not be over than 1,400,000 Baht:

<b>position</b>	<b>BOD</b>	<b>AC</b>	<b>RA / NRC / CG&amp;CSR</b>	<b>AGM / EGM</b>
- Chairman of Board of Director	30,000			30,000
- Company Director	12,000			12,000
- Chairman of Audit Committee		20,000		
- Audit Committee		12,000		
- Chairman of Sub-Committee			5,000	

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

**Annual Bonus**

Stipulates the payment of remuneration in the bonus to directors by requiring to pay once a year in amount not exceeding 1,200,000 baht (One million two thousand baht) and authorize the Executive Committee and/ or Chief Executive Officer to consider the allocation of bonus that each director will receive.

Agenda 7 To approve the auditors and the audit fees for the year 2020.

Opinion of the Board of Directors: The Board of Directors agreed with the Audit Committee to appointed Dharmniti Auditing Company Limited to be the auditing firm of company and audit fees is 1,000,000 baht (One million baht). The list of Auditors who were appointed as follows:

- (1) Miss Thanyaphorn Tangtanopajai Certified Public Accountant No. 9169 or
- (2) Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752 or
- (3) Miss Arisa Chumwisut Certified Public Accountant No. 9393

The above mentioned auditing firm and all of mentioned auditors shall not have any relationship with the company or relate parties and also shall not have any conflict of interest with the company.

Agenda 8 Other business (if any).

The Company is deeply concerned for the safety and well-being of shareholders and all stakeholders, who will be participating in the meeting. Therefore, the Company strongly requests for your cooperation to strictly follow the precautionary measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of coronavirus 2019 (COVID-19) outbreak. The Company hereby apologizes for any such inconvenience that may occur during the meeting due to the strict safety procedures.

Please be informed accordingly

Yours faithfully,

A handwritten signature in blue ink, appearing to be 'Chutipa Klinsuwan', is written above the printed name.

(Miss Chutipa Klinsuwan)

Chief Executive Officer

V.L. Enterprise Public Company Limited

**Guideline for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)**

**V.L. Enterprise Public Company Limited (VL)**

**Friday 10<sup>th</sup> July 2020**

**At 1 PM**

**At Fortune 1A-3 Room, 3<sup>rd</sup> floor, The Grand Mercure Bangkok Fortune Hotel**

**1 Ratchadaphisek Rd, Din Daeng, Bangkok 10400**

**Registration starts at 11 AM**

**Please bring the Notification of Meeting with registration form to the meeting**

*No Token To Be Given: In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in the relation to the decrease or cancellation of token giving at the annual general meeting of shareholders, However, the Company will still provide a snack box set to the shareholders or their proxies who attend the Meeting (one set per one person)*

**Guideline for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)**

The Company is very concerned over the health of the meeting attendees from the spread of COVID-19, VL, kindly to inform you of the meeting guidelines as follows:

**1. In order to reduce the risk of COVID-19 infection, the Company would like to ask all the shareholders to cooperate over the following matters.**

1.1 The Company doesn't allow to attend the meeting in case shareholders who recently visited or returned from any high-risk counties as specified in the notification of Ministry of Public Health in less than 14 days or showing any sign of fever or respiratory symptoms. Shareholders can appoint The Company's Independent Director as their proxy to attend.

1.2 To prevent and reduce the risk of the spread of the COVID-19 virus from the crowding of shareholders on the meeting day, which is still unpredictable and for your own hygiene, the company requests cooperation with shareholders to appoint an Independent Director to act as their proxy.

In this regard, shareholders as in items 1.1 and 1.2 can appoint the Company's Independent Director as their proxy to attend the meeting and vote on their behalf in accordance with the method shown in Attachment 8 of the meeting which has been sent to shareholders. By sending to:

"Corporate Secretary  
V.L. Enterprise Public Company Limited (VL)  
No. 41 Asoke-Din Dang Road, Makkasan  
Ratchathewi, Bangkok 10400"

1.3 In case, the shareholders wish to submit questions in advance, the shareholders can submit through the following channels:

- 1) to the Company together with a proxy as in item 1.1 and 1.2
- 2) E-mail: [ir@vltanker.com](mailto:ir@vltanker.com)

**2. In the case of personal attendance**

In order to prevent and reduce the risk of the spread of COVID-19, the Company would like to request for all shareholders' cooperation in the following matters.

2.1 **Everyone attending the meeting must be screened before entering the meeting area.** Anyone who fails to pass the screening test, i.e. shows symptoms of fever or has a body temperature of 37.5 degrees Celsius or higher, will be denied entry. The screening tests will be conducted at the following points:

- 1) At the hotel's entrance
- 2) At the entrance to the meeting room

However, all the shareholders, including any who are denied entry, can still vote by proxy by assigning an independent director to vote on their behalf.

2.2 The Company will introduce the following measures at the meeting:

- 1) The registration desk will open early at 12.30 hrs.
- 2) Attendees waiting in line at the screening point and registration desk must keep a distance of one metre from each other.
- 3) The chairs in the meeting room will be spaced one metre apart.
- 4) Every attendee must wear a facemask for the duration of his or her time in the meeting room.
- 5) Every attendee must wear a glove for the duration of his or her time in the meeting room, The company will prepare only 1 pair of gloves for each person.
- 6) The Company will not serve tea and coffee, but bottles of water and fruit juice will be included in the complimentary snack boxes.

The Company would like to apologize for the inconvenience, especially if a high number of meeting attendees causes a delay in the proceedings, and trusts that all of the shareholders will strictly follow these measures.

Yours faithfully,



(Miss Chutipap Klinsuwan)

Chief Executive Officer

V.L. Enterprise Public Company Limited

แบบคัดกรองโรคไวรัสโคโรนา 19 (COVID-19)

ก่อนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2563

บริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) ในวันศุกร์ที่ 10 กรกฎาคม 2563

ณ ห้องฟอรัม 1A-3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอรัม

เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

COVID-19 Screening Form

Before attending to Annual General Meeting of Shareholders 2020

V.L. Enterprise Public Company Limited on Friday, July 10, 2020

at Fortune Platinum Hall, 3rd floor, The Grand Mercure Bangkok Fortune Hotel,

1 Ratchadaphisek Rd, Din Daeng, Bangkok 10400

ขอความร่วมมือท่านให้ข้อมูลที่ถูกต้องเป็นความจริง เพื่อประโยชน์ในการป้องกันการแพร่ระบาดของเชื้อไวรัสโควิด 19

We as for your corporation in providing the most accurate and truthful medical statements for effective prevention of the spreading of the disease.

ชื่อ - สกุล (Name-Surname) \_\_\_\_\_ หมายเลขโทรศัพท์ (Mobile Phone Number) \_\_\_\_\_

1. ท่านมีไข้  $\geq 37.5^{\circ}\text{C}$  หรือไม่? Do you have a fever? ( $\geq 37.5^{\circ}\text{C}$ )  
ใช่ (Yes)  ไม่ใช่ (No)
2. ท่านมีอาการดังต่อไปนี้ หรือไม่? Do you have any of these symptoms?  
ไอ Cough  
ใช่ (Yes)  ไม่ใช่ (No)   
เจ็บคอ Sore throats  
ใช่ (Yes)  ไม่ใช่ (No)   
น้ำมูกไหล Runny nose  
ใช่ (Yes)  ไม่ใช่ (No)   
เหนื่อยหอบ Shortness of breath  
ใช่ (Yes)  ไม่ใช่ (No)
3. ท่านมีประวัติการเดินทางมาจากต่างประเทศ หรือมาจากพื้นที่ที่มีการระบาดของโรคติดเชื้อไวรัสโคโรนา 2019 ใน 14 วันที่ผ่านมาหรือไม่?  
Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within the past 14 days?  
 ใช่ (Yes)      มาจากประเทศ / พื้นที่ (I have traveled to): \_\_\_\_\_  
 ไม่ใช่ (No)
4. ท่านมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยโรคติดเชื้อไวรัสโคโรนา 2019 หรือไม่?  
Have you been in physical contact with suspected COVID-19 patients?  
 ใช่ (Yes)  
 ไม่ใช่ (No)

**หมายเหตุ** หากพบว่าคุณมีไข้  $\geq 37.5^{\circ}\text{C}$  หรือมีอาการอย่างใดอย่างหนึ่งที่บ่งชี้ว่า ระบุไว้ หรือมีประวัติเดินทางมาจากต่างประเทศหรือพื้นที่ที่มีการระบาดของ COVID-19 หรือมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยการติดเชื้อ COVID-19 บริษัทฯ ขอให้คุณมอบฉันทะแก่กรรมการอิสระของบริษัทฯ ด้วยการกรอกและส่งหนังสือมอบฉันทะแบบ ข. ให้แก่เจ้าหน้าที่บริษัทฯ แทนการเข้าร่วมประชุม และเดินทางกลับ พร้อมปฏิบัติตามคำแนะนำของกองควบคุมโรค กระทรวงสาธารณสุข.

**Remark** If you have a fever ( $\geq 37.5^{\circ}\text{C}$ ); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas within the past 14 days; or have been in contact with suspected COVID-19 patients, The Company would like to kindly ask for your cooperation to grant proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to our staff. Then you may then return safely to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand.