

**Invitation to the 2020 Annual General Meeting Of Shareholders**

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

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

**At 13.00 hrs.**

**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 11.00 hrs.**

**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 countries 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 11.00 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 Chutipa Klinsuwan)

Chief Executive Officer

V.L. Enterprise Public Company Limited



June 18, 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

Attn: Shareholders

- Enclosures:
1. Resolutions of the 2019 Annual General Meeting of Shareholders dated April 11, 2019 (Attachment of Agenda Item 1)
  2. 2019 Annual report, together with statements of financial positions and profits and loss statements for the accounting year ending on December 31, 2019, in the QR code form (Attachment of Agenda Items 2 and 3)
  3. Information of the persons who are proposed to be elected as directors, in the QR code form (Attachment of Agenda Item 5)
  4. Definition of the Company's independent director, in the QR code form (Attachment of Agenda Item 5)
  5. Information of the person who are proposed to be appointed as the Company's auditor, in the QR code form (Attachment of Agenda Item 7)
  6. Proofs of rights for attending the Annual General Meeting of Shareholders, in the QR code form
  7. Information of independent directors proposed by the Company to be proxies, in the QR code form
  8. The Company's Articles of Association regarding the Shareholders Meeting and voting methods, in the QR code form
  9. Map of the Meeting venue, in the QR code form
  10. Registration form (please produce it to the officer on the Meeting date)
  11. Proxy letter

Pursuant to the resolution of the Board of Directors of V.L. Enterprise Public Company Limited No.4/2020, **the shareholders are invited to attend the 2020 Annual General Meeting of Shareholders on July 10, 2020, at 13.00 hrs., at Fortune 1A-3 Room, 3<sup>rd</sup> Floor, Grand Mercure Hotel Bangkok Fortune, No.1 Ratchadapisek Road, Dindaeng, Bangkok 10400. And 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 regard to the determination of agenda items to be discussed at the 2020 Annual General Meeting of Shareholders, the Company had announced on the Company's website, inviting the shareholders propose the agenda items to be discussed and the names of persons to be elected as the Company's directors from December 4, 2019 to December 31, 2019. At the lapse of deadline, neither agenda items nor the names of persons were proposed to the Company. Therefore, the Company would like to notify the shareholders of the agenda items determined under the resolution of the Board of Directors, as follows.

**Agenda Item 1: To certify the report of the 2019 Annual General Meeting of Shareholders**

**Facts and reasons:**

The Company prepared the report of the 2019 Annual General Meeting of Shareholders, which was held on April 11, 2019 and has submitted it to the concerned authority within the period of time required by the law. The details of such report are displayed in copies of the Meeting report delivered together with the invitation letter, in Attachment 1.

**Board's Opinion:**

It is proposed that the Shareholders Meeting certify the report of the 2019 Annual General Meeting of Shareholders, which the Board of Directors viewed that such report was accurately and completely recorded.

**Resolution requirement:**

This agenda item requires the majority of all votes of the shareholders attending and voting in the Meeting.

**Agenda Item 2: To acknowledge the 2019 financial position and performance results of the Company and its 2020 business plan**

**Facts and reasons:**

The Company summarized its past performance and important changes during the year 2019. The details of which are displayed in the 2019 Annual Report delivered to the shareholders together with the invitation letter, in Attachment 2. The 2020 business plan will be presented on the Meeting date.

**Board's Opinion:**

It is proposed that the Shareholders Meeting acknowledge the 2019 Board of Directors report and acknowledge the 2020 business plan, which will be presented on the Meeting date.

**Resolution requirement:**

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

**Agenda Item 3: To approve the Company's financial statements and the auditor report for the year 2019, ending on December 31, 2019**

**Facts and reasons:**

Pursuant to Article 59 of the Company's Articles of Association and Section 112 of the Public Limited Company Act B.E.2535 (1992) (as amended), the Board of Directors shall arrange the preparation of balance sheet and profits and loss statements as of the ending date of the Company's accounting year, in order to be proposed to the Shareholders Meeting at the Annual General Meeting of Shareholders for approval. The Company has prepared the annual financial statements ending on December 31, 2019, which were reviewed and certified by the Company's auditor and considered by the Auditing Committee.

The details of which are displayed in Attachment 2 (the Annual Report in QR code form) delivered to the shareholders. The key elements are summarized as follows:

Subject	2018	2019	Increase/(Decrease)	
	Million Baht	Million Baht	Million Baht	Percentage
Assets	1,423.00	1,967.45	544.45	38.26
Total Liabilities	1,010.98	1,182.08	171.10	16.92
Total Revenue	701.42	713.07	11.65	1.67
Net Profits	61.36	80.76	19.40	31.62
Profits per Share	0.13	0.11	(0.02)	15.38

**Board's Opinion:**

It is proposed that the Shareholders Meeting approve the 2019 financial statements ending on December 31, 2019, which were reviewed and certified by the Company's auditor and considered and re-checked by the Auditing Committee, with the opinion that the Company's annual financial statements ending on December 31, 2019 are accurate in subject matter in accordance with the accounting standards required by the laws, and complete and sufficient disclosure.

**Resolution requirement:**

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

**Agenda Item 4: To approve No Dividend payment and Acknowledge of Interim Dividend payment**

**Facts and reasons:**

Pursuant to Section 115 of the Public Limited Company Act B.E.2535 (as amended), it is required that the dividend payment shall be approved by the Shareholders Meeting, except for the interim dividend payment which can be approved by the Board of Directors, and the notification of which shall be made to the Shareholders Meeting at the subsequent meeting of Shareholders, and Section 116 stipulates that the company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital. Moreover, the Company has policy in paying dividend to shareholders at the rate of no less than 40% of net profits of the Company's specific financial statements, after being set off with taxes and every type of reserve funds required by the Company's Articles of Association and by the laws, however, under the condition that the Company must have sufficient cash for operating its business. The Company must allocate part of annual net profits as reserve funds, in the amount of no less than 5% of its annual net profits until the reserve fund amounts is in the amount of not less than ten percent of the registered capital.

According to the Company's 2019 performance results and financial position, the Company had net profits, as per its financial statements, in the amount of Baht 80,759,014.27. The Company thus allocated the annual net profits in the total amount of Baht 17,089,000.00 (seventeen million eighty nine thousand Baht), which is 5% of net profits under the 2019 financial statements, as legal reserve fund. The Company deems appropriate to allocate profits as dividends to shareholders, at the rate of Baht 0.07 (seven satang) per share, totaling Baht 56,000,000 (fifty six million Baht), in the proportion of 70% of net profits under the Company's financial statements, in accordance with the Company's dividend payment policy.

The Company had paid the interim dividend payment for two times as follows:

**1<sup>st</sup> Time** : The Company had distributed the interim dividend at the rate of Baht 0.05 (five satang) per share, in the total amount of Baht 40,000,000 (forty million Baht) on September 10, 2019. According to the resolutions of the Company's Board of Directors' Meeting No.3/2019 held on August 13, 2019.

**2<sup>nd</sup> Time** : The Company had distributed the interim dividend at the rate of Baht 0.02 (two satang) per share, in the total amount of Baht 16,000,000 (sixteen million Baht) on April 30, 2020. According to the resolutions of the Company's Board of Directors' Meeting No.3/2020 held on April 1, 2020.

The dividends were paid from the unallocated accumulated profits of the undertaking exempted from juristic person income taxes (BOI). In this regard, the individual shareholders who receive dividends will not pay withholding taxes, but the persons who receive dividends will not gain any tax credit.

**Board's Opinion:**

It is proposed that the Shareholders approve No Dividend payment and Acknowledge of Interim Dividend payment and the allocation of legal reserve funds for the Company's 2019 performance results, as details as follows:

- (1) The allocation of legal reserve funds in the amount of Baht 17,089,000.00 (seventeen million eighty nine thousand Baht), which is 5% of net profits of the 2019 financial statements;
- (2) Acknowledge of total Interim Dividend payment of 0.07 baht per share for two times at the total amount of 56,000,000 (fifty six million baht) at the rate of Baht 0.05 (five satang) per share, in the total amount of Baht 40,000,000 (forty million Baht) on September 10, 2019 and at the rate of Baht 0.02 (two satang) per share, in the total amount of Baht 16,000,000 (sixteen million Baht) on April 30, 2020. The dividends were paid from the unallocated accumulated profits of the undertaking exempted from juristic person income taxes (BOI).

**Resolution requirement:**

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

**Agenda Item 5: To approve the election of directors replacing the directors retiring from their office term for the year 2020**

**Facts and reasons:**

Pursuant to Item 25 of the Company's Articles of Association and Section 71 of the Public Limited Company Act B.E.2535 (1992) (as amended), one-third of directors shall vacate their office and new directors shall be elected, in replacing the retiring directors, by the Shareholders Meeting at the Annual General Meeting, provided that the retiring directors may be re-elected. At the 2020 Annual General Meeting, there are 3 retiring directors, as follows:

- (1) Mr. Wittaya Pattaramethakul Independent Director
- (2) Miss Rakchanok Samniang Executive Director
- (3) Mr. Charunpat Wisarnsawat Executive Director

The Company gave opportunity to the shareholders to propose the names of persons with appropriate qualifications and without prohibited characteristics to be elected as directors under the requirements disclosed in the Company's website from December 4, 2019 to December 31, 2019. However, no proposal of such was made by the shareholders.

The Meeting of the Recruitment and Remuneration Committee considered the appropriateness of the persons who should be elected as the Company's directors, by considering the appropriateness of education background, experience, legal qualifications and other required qualifications, and resolved that the Board of Directors propose the 2020 Shareholders Meeting to approve the re-election of 2 retiring directors for another term, and the election of one new director who is an expert, replacing the independent director office of Mr. Wittaya Pattaramethakul who retired by term. The list of proposed elected and re-elected directors is as follows:

- (1) Miss Rakchanok Samnianglam Executive Director
- (2) Mr. Charunpat Wisarnsawat Executive Director
- (3) Mr. Chakpat Nuskarn Independent Director

**Board's Opinion:**

The Company's Board of Directors, excluding the directors with conflicts of interest at this agenda item, thoroughly considered the qualifications of each person proposed to be elected as director, including skills, profession, specific expertise beneficial to the Company's business, together with their past performance as the Company's directors and directors in sub-committees, as well as their full qualifications and lack of prohibited characteristics under the Public Limited Company Act B.E.2535 (1992), the Company's Articles of Association, Charters and requirements of the Securities and Exchange Commission. The Board of Directors also considered that the person to be proposed for the election of independent director will be able to independently give opinions and advice under the

respective requirements. As a result, the Board of Directors resolved to agree with the opinion of the Recruitment and Remuneration Committee and deemed it appropriate to propose to the 2020 Shareholders Meeting approve the re-election of 2 directors retiring from their office for another term and the election of one new director who is expert as independent director, replacing Mr. Wittaya Pattaramethakul who retired by term. The list of proposed elected and re-elected directors is as follows:

- (1) Miss Rakchanok Samnianglam      Executive Director
- (2) Mr. Charunpat Wisarnsawat      Executive Director
- (3) Mr. Chakpat Nuskarn              Independent Director

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

**Resolution requirement:**

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

**Agenda Item 6: To approve the directors' remuneration**

**Facts and reasons:**

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

The Recruitment and Remuneration Committee considered and determined the Company's director remuneration, by considering the appropriateness with their responsibility and comparing with other companies in the same business and with similar scale. It is therefore proposed that the Shareholders Meeting approve the 2020 directors remuneration in the total amount of not exceeding Baht 1.4 million, as follows:

Position	Meeting Fees (Baht/person/meeting)	
	2020 (proposed year)	2019
Chairman of the Board of Directors	30,000	30,000
Directors	12,000	12,000
Chairman of Auditing Committee	20,000	20,000
Auditing Director	12,000	12,000
Chairman of Risk Management Committee	5,000	-
Chairman of Recruitment and Remuneration Committee	5,000	-
Chairman of Governance and Social Responsibility Committee	5,000	-



The directors who executive directors with fixed salaries shall not receive meeting fees. Moreover, it is determined that bonus will be paid to directors once a year, in the total amount of not exceeding Baht 1.2 million, and the allocation of bonus for each director will be considered by the Executive Committee and/or the Chief of Executive Officer.

**Board's Opinion:**

It is proposed that, as per the opinion of the Recruitment and Remuneration, the Shareholders Meeting determine the 2020 directors remuneration in the form of meeting fees in the total amount of not exceeding Baht 1.4 million, and the remuneration in the form of bonus to be paid to directors once a year in the total amount of not exceeding Baht 1.2 million, as well as authorize the Executive Committee and/or the Chief of Executive Officer to consider the allocation of bonus payment to each director.

**Resolution requirement:**

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

**Agenda Item 7 : To approve the appointment of auditor and determine the auditing fee for the year 2020**

**Facts and reasons:**

Pursuant to Item 63 of the Company's Articles of Association and Section 120 of the Public Limited Company Act B.E.2535 (1992) (as amended), it is stipulated that the Shareholders Meeting at the Annual General Meeting of Shareholders annually appoints the Company's auditor and determine the auditing fee, and under Section 121, it is stipulated that the auditor shall not be director, employee, worker or person having any position in the Company. Moreover, pursuant to the Notifications of the Capital Market Advisory Board, it is required that a listed company shall rotate its auditor in the case where any auditor has performed auditing duties, reviewed and given opinions on the Company's financial statements for 7 accounting years, no matter whether they are consecutive accounting years. A new auditor who works at the same audit office as the previous auditor may be appointed. However, the retiring auditor may be re-appointed at the lapse period of no less than 5 consecutive accounting years from the date of retirement.

The Auditing Committee considered and recruited the auditor for the year 2020, by assessing the independency, skills, knowledge, team capacity, auditing experience which is beneficial to the business and the appropriateness of auditing fee, and it deemed appropriate to propose to the Board of Directors for consideration and further proposal made to the Shareholders Meeting, to appoint Dhammaniti Audit Company Limited to be the Company's auditor office and to appoint the following persons to be the Company's auditors for the years 2020:

<b>Auditor Names</b>	<b>Auditor Registration No.</b>
Miss Thanyaphorn Tangtanopajai	9169
Mr. Peradate Pongsathiansak	4752
Miss Arisa Chumwisut	9393

It is proposed that any of the proposed auditors perform auditing duties and give opinions on the Company's financial statements. The information of background and work experience of each auditor is displayed in Attachment 5. It is also proposed that the auditing fee for the year 2020 in the amount of Baht 1,000,000, which is equivalent to the auditing fee for the year 2019, be determined.

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

**Board's Opinion:**

According to the opinion of the Auditing Committee, it is proposed that the Shareholders Meeting approve the appointment of the auditors from Dhammaniti Audit Company Limited, as listed below, to be the Company's auditor for the year 2020, and also approve the auditing fee for the year 2020 in the amount of Baht 1,000,000, which is equivalent to that for the year 2019, as proposed by the Auditing Committee.

<b>Auditor Names</b>	<b>Auditor Registration No.</b>
Miss Thanyaphorn Tangtanopajai	9169
Mr. Peradate Pongsathiansak	4752
Miss Arisa Chumwisut	9393

**Resolution requirement:**

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

**Agenda Item 8: Other matters (if any)**

**Facts and reason:**

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

Furthermore, this agenda item is determined so that the shareholders ask questions and/or give opinions to the Board of Directors (if any) and/or have the Board of Directors answer the shareholders' questions.

**Board's Opinion:**

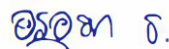
It deems appropriate to contain this agenda item in the Meeting in order to give opportunity to the shareholders wishing to propose the Meeting consider matters other than those determined by the Board of Directors, and to ask questions (if any), and/or that the Board of Directors answer or explain to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

On the date of the 2020 Annual General Meeting of Shareholders, the Company will open for the shareholders and/or their proxies for registration and checking the proxy documents, from 12.30 hrs. The Company would like to request the shareholders and/or their proxies study the information regarding proofs of attendance entitlement (the details are displayed in Attachment 6). To expedite the registration for attending the Meeting, please be requested to bring the registration form (the details are displayed in Attachment 10) and produce the same upon the registration process.

If any shareholder is not able to attend the meeting in person, he/she may authorize a third party or independent director to be proxy (the details are displayed in Attachment 7), for attending the Meeting and voting. In this regard, a proxy form A (general form), form B (form with details of specific authorized matters) or form C (especially for the foreign investors appointing custodians in Thailand to be their securities depositories) (the details are displayed in Attachment 11) must be filled and affixed with the authorizing shareholder's signature. Proxy forms can be downloaded from the Company's website [www.vltanker.com](http://www.vltanker.com), and only one form shall be selected. The completed form must be submitted together with proofs of attendance entitlement (the details are displayed in Attachment 6). The Company's Articles of Association regarding the Shareholders Meeting and voting methods are contained in Attachment 8.

In the case of any question concerning the proposed agenda items, please forward such question to the Company's Secretary at least 2 weeks prior to the Meeting. A question form can be downloaded at the Company's website, and the question can be sent to email address [ir@vltanker.com](mailto:ir@vltanker.com), or by fax at no. 0-254-8749, or by mail to the address: V.L.Enterprise Public Company Limited, 41 Asoke-Dindaeng Road, Makkasan Sub-District, Ratchatevi District, Bangkok 10400.

Faithfully yours,



(Miss Onumar Thongsuwan)

Coporate Secretary

Coporate Secretary

Tel: 0 22546604 ext. 105



Minutes of the Ordinary Meeting of Shareholders **No. 1/2019**

V.L. Enterprise Public Company Limited

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The 2019 Annual General Meeting of Shareholders (No. 1/2019) of V.L. Enterprise Public Company Limited (“**Company**”) was convened on 11 April 2019, at 1.00 p.m., at Conference Room No. 5 of the Company, No. 41, Asoke-Dindeang Road, Makasan Sub- district, Rajthevi District, Bangkok 10400.

There were 4 shareholders presented in person or by proxy, representing 600,000,000 shares equivalent to 100 percent of the total paid-up shares, thereby constituting a quorum as required by Article 43 of the company's Articles of Association.

The meeting started at 9.00 a.m., however, as ADM. Krisorn Chansuvanich, President, could not attend this meeting as he had important business. Then, the Meeting proposed Mrs. Chutipa Klinsuwan, whom was Chief Executive Officer and shareholder to assume the duty of the chairman for this meeting.

The Meeting of Shareholders passed the resolution with unanimous vote to approve Mrs. Chutipa Klinsuwan to assume the Chairman of the meeting (“Chairman”)

The Chairman informed the Meeting that 2019 Annual General Meeting of Shareholders (No. 1/2019) comprised of 8 agendas as the details appeared in the Notice of the summoning delivered to the shareholders in advance for information.

After that, the Chairman opened the 2019 Annual General Meeting of Shareholders (No. 1/2019) of V.L. Enterprise Public Company Limited to consider the matters according the agendas and assigned Ms. Onumar Thongsuwan, Company Secretary, to present the agendas to the Meeting.

Ms. Onumar Thongsuwan, as Company Secretary presented the Meeting that, to day, this meeting comprised of 8 agendas as following;

1. To consider and approve of the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018, dated 22 November 2018
2. To consider and acknowledge the 2018 financial position and performance statement for the year ending 31 December 2018 and the 2019 business plan.
3. To consider and approve the audited financial statement for the year ending 31 December 2018.



4. To consider and approve the allocation of the 2018 operating profit and no dividend payment.
5. To consider the election of director to replace those retiring by rotation
6. To consider and approve the director's remuneration
7. To consider the appointment of auditor for 2018 and determination of audit fees
8. To consider other businesses (If any)

Ms. Onumar Thongsuwan, Company Secretary, presented to the Meeting that after the Chairman or a person whom was assigned by the Chairman completely explained the details of each agenda, should the shareholders wished to make any inquiries regarding to such addenda, you would raise your hands and wait for the Chairman to invite you to make any inquiries and then please inform your name and asked questions. For the best interest in Minutes of meeting preparation, should you have any inquiries that not related to any agendas, please raise your question in Agenda No. 8: to consider other matter.

**Agenda No. 1 To consider and approve of the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018, dated 22 November 2018**

The Chairman assigned Ms. Onumar Thongsuwan, Company Secretary, to explain the details regarding to the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018 to the Meeting.

Ms. Onumar Thongsuwan, Company Secretary, presented to the Meeting that the Company had delivered the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018 which held on 22 November 2018 as the details appeared in copy of the Minutes of Meeting was delivered to the shareholders in advance together with the Notice of the summoning for information

The Board of Directors resolved to propose that the Meeting of Shareholders consider and approve of the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018, dated 22 November 2018 in which such Minutes of Meeting was recorded correctly and completely.

Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda.

No questions or opinions from the shareholders.

The Chairman proposed the shareholders to consider and pass a resolution in which she informed that the resolution of this Agenda should passed by a majority vote of the shareholders present and entitled to vote.



**The Meeting's Resolution** The Meeting considered and passed a resolution to approve the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018, dated 22 November 2018, by unanimous vote of the shareholders present and entitled to vote.

The result was as below;

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%

*\*The votes of shareholders who "abstain" and "invalid cards" shall not be included as the basis of vote counting.*

**Agenda No. 2 To consider and acknowledge the 2018 financial position and performance statement for the year ending 31 December 2018 and the 2019 business plan.**

The Chairman assigned Mr. Jarunpath Visansavadh, Vice President, to explain the Company's operating result to the Meeting.

Mr. Jarunpath Visansavadh, Vice President presented the Company's performance statement to the Meeting which could be summarized as following;

**Vision**

The Company is excellent. Transportation of petroleum and chemical Region both domestic and international.

**Mission**

1. Honestly business practices and adherence to good governance.
2. Quality service with safety standard, occupational health and the environment.
3. Develop quality personnel, experience and Professional operations.
4. Create investment value on a fair return.
5. Management Equalize stakeholder for reliability and satisfactory.



The company had developed the structures in various aspects in order to prepare for registration of the Stock Exchange (MAI).

1. Restructure the internal management of the company by add 1 more position of Deputy Chief Executive Officer
2. The company had appointed the board of directors and sub-committee which their duties to keep the business operation in order.
3. The company registered to convert from a limited company to a public limited company on 7 September 2018 and has increased the capital from 300 million Baht to 400 million Baht or 800 million shares, paid-up capital of 300 million Baht or 600 million shares.
4. Improving the website to be more modern, attractive, for investors and individuals
5. In general, the company's resources can be accessed quickly. Currently, ti is able to access new pattern of the company's website, except for the part of the investor relations (IR) in which it can be access when the company's shares are registered for trade in the stock market

#### **Use of Vessel**

Mr. Jarunpath Visansavadh, Deputy Chief Executive Officer, presented that in 2018 the company provides transportation services on international routes which was a the transportation of palm oil and lubricants. The company uses 4 vessels, which were V.V.5, V.V.10, V.V.11 and V.V.14 with a total shipment rate of 92 trips, accounted to 92% of the service capability and 85.97% of utilization rate. It was in accordance with the criteria specified by the Company. In addition, V.L.11 and V.L.14 were used for the domestic transportation services. The main reason that the company Use the V.L.11 for domestic transportation services due to the fact that V.L. 11 aged over 25 years in which Chevron Port's regulations did not allow ships aged over 25 years to dock. However, the company provide a consistent maintenance to the vessel, thus the vessel was in good conditions and ready to be used. Moreover, the company used V.L.11 for domestic services.

Beside the provision of international transportation services, the Company also provided the domestic transportation services, mostly for crude oil and clear oil. The company uses 11 vessels, which were V.L. 7, the V.L. 11, the V.L. 12, and the V.L.14, V.L.15, V.L. 16, V.L. 17, V.L. 18, V.L. 19, V.L. 20 and Chutipha 5 with a total of 960 trips accounted to 95.90% of service capacity and 82.53% of utilization rate , deemed to be accordance with the criteria specified by the Company. In the 3<sup>rd</sup> quarter of 2018, the Company sold V.L.7 at a price of 11 million Baht and bought a new vessel (V.V.20) with more loading capacity to replace and provide service in the 4<sup>th</sup> quarter of 2018. The Company entered the contract with Bangchak Corporation Public Company Limited and expected to begin the long-term contract around the 2nd quarter of 2019



For the summary of the 2018 overall performance, the company has provided oil transportation services in total 2,857,557,084 liters

#### **The use of fuel for Bunker**

Mr. Jarunpath Visansavadh, Deputy Chief Executive Officer, presented that in 2018, the company still had implemented a measure on fuel usage control. With constant monitoring of fuel usage in order to save the energy and create the maximum benefit, the company controlled the engine utilization rate to be around 50% - 60% to save fuel in which the vessels were still able to deliver the goods on time as agreed with the customer.

After that, The Chairman assigned Ms. Rakchanok Sumniaglum, Chief Financial Officer to present the 2018 financial status for the year and the 2019 business plan.

Ms. Rakchanok Sumniaglum, Chief Financial Officer, presented to the Meeting that in 2018, the company's revenue from transportation increased to 694.68 million Baht, an increase of 2% comparing to 2017 as a result of a change in capacity of the vessel during the 3<sup>rd</sup> and 4<sup>th</sup> quarter. As previously presented by Mr. Jarunpath Visansavadh, Deputy Chief Executive Officer, the company sold the V.V. 7 in the 3<sup>rd</sup> quarter and received the V.V.11 which had a loading capacity of 5,000 DWT in the 4<sup>th</sup> quarter. Other income; the company has a profit from the sale of the ship accounted to 6.74 million Baht, or about 1% of the revenue. Such amount was lower than amount as of year 2017 in which the profit from the sale of vessels was 26.05 million Baht, or about 4% of the revenue. This other income was considered as a special items that affected the company's performance. In a particular period of time and also affected the company's performance. In 2018, the company had a profit of 61.01 million Baht or 9% of the revenue. The profit of 2019 was decreased by 17% comparing to 2017. Thus, the reduction in profit was due to the difference in profits from the sale of vessels. However, after deducting other income, and only comparing the operating results of the transportation business, it was considered that its 2018 profit from normal operations had increased

In terms of cost, in 2018, the company's cost accounted to 544.99 million Baht, a decrease of 2% comparing to 2017. This is due to the fact that, in 2017, the company had to provide maintenance service for V.L. vessels. 7 (which is Unplanned Outage) resulting in a gross profit of 2018 was 18% better than 2017, accounted to 149.69 million Baht

Regarding administrative expenses in 2018, the company has administrative expenses accounted to 44.18 million Baht compared to 2017 in which it costed the company only 38.20 million Baht,





accounted to an increase of 6.00 million Baht. It was due to the preparation cost to enter the Stock Exchange of Thailand. Meanwhile, the financial costs in 2018 was at higher rates due to the purchase of a new vessel. .Therefore, the expenses incurred in 2018 was subject to special item and an investment item

Ms. Rakchanok Sumniaglum added that for company's statement of financial position, For assets, in 2018, the company had assets of 1,424 million Baht, an increase of approximately 4% which due to a change in vessel sizes as the company purchased V.L. 20 to replace the V.V.7 (with less capacity. For liabilities, in 2018, the company's liabilities were 1,011 million Baht. The increase in the liabilities were due to the purchase of V.L. vessels. 20 and dividend payment. The shareholders' equity in 2018 was 461 million Baht, decreased from 2017 due to dividend payment. The shareholders had used some dividends to pay for the additional shares in which the company increased the capital from 100 million Baht to 300 million Baht. As a result, Debt to equity ratio in 2018 was at 2.45 times, which increased from 1.58 in 2017. The company saw that when the company raised funds through the initial public offering (IPO), the Debt to equity ratio would decrease.

In this regard, the shareholders could view details about the Company's operating results from the annual report that the company had delivered to shareholders together with the notice of summoning the meeting

Subsequently, Ms. Rakchanok Sumniaglum, Chief Financial Officer, presented the 2019 business plan, with the following details:

1. A plan to buy a secondhand vessel from Japan with 5,000 DWT to serve palm oil products transportation service on South East Asia route. An investment value was approximately 155 million Baht. The company expected to receive the vessel and start the cargo transportation service in 2<sup>nd</sup> quarter of 2019.

2. A new shipbuilding plan with 2,800 DWT, to serve the transportation of Esso (Thailand) Co., Ltd. as the transportation was mainly on the domestic route. An investment value was approximately 265 million Baht. The company expected to receive vessel and start to provide freight services around the 1<sup>st</sup> quarter of 2020.

3. A plan to sell the V.V.16 at a price of 160 million Baht or US \$ 5.2 million. The company expects to be able to deliver the ship to the buyer around 1<sup>st</sup> quarter of 2020.

4. A plan to sell the V.V.5 at a price of approximately 9-10 million Baht. The company expects to be able to sell the vessel within the 4<sup>th</sup> quarter of the year 2019.

The Board of Directors resolved to propose the 2018 Report of company's performance statement to the Meeting for acknowledgement



Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda. In addition, the Chairman stated that this agenda is for acknowledgement, thus no need to cast the vote.

When there is no question from the shareholders, thus the Chairman summarized that the Meeting acknowledged 2018 performance statement and the 2019 business plan.

**Agenda No. 3 To consider and approve the audited financial statement for the year ending 31 December 2018.**

The Chairman assigned Ms. Rakchanok Sumniaglun, Chief Financial Officer, to explain the details of the financial statement to the Meeting.

Ms. Rakchanok Sumniaglun, Chief Financial Officer, presented to the Meeting that the Financial Statement for the year ending 31 December 2018, in which the auditor expressed the opinion that it was completed, correct and accountable. The copy of Statement of Financial Position, and Statement of Profit and Loss, as of 31 December 2018, as the details appeared in Agenda No. 3 (Refer to Attachment No. 3) was delivered to the shareholders in advance together with the Notice of the summoning, as summarized below

<b>Total Assets</b>	1,423,997,512.22
<b>Total Liabilities</b>	1,010,978,599.71
<b>Total shareholders' equity</b>	413,018,912.51
<b>Total revenues</b>	701,415,638.22
<b>Total Expenses</b>	633,328,843.21
<b>Annual profit</b>	61,013,250.66

Ms. Rakchanok Sumniaglun, Chief Financial Officer, presented to the Meeting that the details of Statement of Financial Position, and Statement of Profit and Loss shall be as shown in Agenda No. 2

The Board of Directors resolved to propose that the Meeting of Shareholders consider and approve the financial report and financial statement for the fiscal year ending 31 December 2018 which was audited and certified by company's certified auditor and considered by the Audit Committee and Board of Directors.



Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda.

No questions or opinions from the shareholders.

The Chairman proposed the shareholders to consider and pass a resolution in which she informed that the resolution of this Agenda should passed by a majority vote of the shareholders present and entitled to vote.

**The Meeting's Resolution** The Meeting considered and passed a resolution to approve the financial report and financial statement for the fiscal year ending 31 December 2018, by unanimous vote of the shareholders present and entitled to vote.

The result was as below;

<b>Shareholders</b>	<b>Numbers (Votes)</b>	<b>Percentage of Voting</b>
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%

*\*The votes of shareholders who "abstain" and "invalid cards" shall not be included as the basis of vote counting.*

**Agenda No. 4 To consider and approve the allocation of the 2016 operating profit and no dividend payment.**

The Chairman assigned Ms. Onumar Thongsuwan, Company Secretary, to present the Minutes of Extraordinary Meeting of Shareholders of the Company No.1/2018 to the Meeting.

Ms. Onumar Thongsuwan, Company Secretary, explained that Section 115 of the Public Limited Companies Act B.E. 2535 (including it amendment) specifies that the dividend payment shall be approved by the Meeting of shareholders, unless it is interim dividend that the Board of Directors may have the power to approve the payment and, after the dividend has been paid, they shall report to the next meeting of shareholders for information. In addition Section 116 of the same Act and the Article 55 of the Company's Articles of Association states that the company shall allocate not less than five (5) percent of



its annual net profit minus the accumulative loss (if any) to a capital reserve until the reserve equals an amount of not less than ten (10) percent of the registered capita. I

From the 2018 Company's operating performance and financial position, the Company generated net profit of 61,013,250.66 Baht as stated in financial statement. Thus, the Company would allocate its annual net profit accounted to 3,051,000 Baht as the legal reserve. When combined with the preceding legal reserve, the Company would have the legal reserve equal to 13,051,000 Baht.

Even though, the Company had a policy to pay the dividend derived from the profit accounted to not less than 40 percent of its net profit after juristic tax and reserve deduction in which the company determined for each year. However, this year, the Company proposed that there was no dividend payment from 2018 operation performance. The Company would consider to pay the interim dividend to the shareholders after its common stock is registered and traded in the Stock Market (MAI) in order to favor the investors that bought the company's shares.

Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda.

No questions or opinions from the shareholders.

The Chairman proposed the shareholders to consider and approve in which she informed that the resolution of this Agenda should passed by a majority vote of the shareholders present and entitled to vote.

**The Meeting's Resolution** The Meeting considered and passed a resolution to approve the allocation of the operating profit as legal reserve and approve no dividend payment for the fiscal year 2018, by unanimous vote of the shareholders present and entitled to vote.

The result was as below;

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%



*\*The votes of shareholders who “abstain” and “invalid cards” shall not be included as the basis of vote counting.*

**Agenda No. 5 To consider the election of director to replace those retiring by rotation**

The Chairman assigned Ms. Chatchaniya Kraichotichai, as the Nomination and Remuneration Committee, to present the Meeting the details regarding the election of director to replace those retiring by rotation.

Ms. Chatchaniya Kraichotichai explained that according to Section 77 of the Public Limited Company Act B.E. 2535 and Chapter 4 Article 25 of the Company’s Articles of Association, it states that every annual ordinary general meeting of shareholders, one-third of the total number of the directors of the Company shall retire. However, the retired directors might be re-elected. Thus there were 8 directors due to retire by rotation this year, namely:

1. Mrs.Chutipra Klinsuwan Chief Executive Officer /Director
2. Cdr. Somchart Vipismakul Rtn. Chairman of the Audit Committee/ Independent Director /Director
3. Mr. Yutthana Taepangthong Independent Director /Director

The Nomination and Remuneration Committee, excluding the committee members who might have conflict of interest, had considered the profiles and qualifications of the candidates as specified in the Public Limited Companies Act B.E. 2535 (including its amendment) and the notification of Stock Exchange of Thailand, Office of Securities and Exchange Commission (SEC). The Nomination and Remuneration Committee considered the qualification of each candidate, excluding the committee members who might have conflict of interest may not vote for themselves, according to the criteria and selection method that nominated the person to become the company’s director. The qualification that will be benefit to the business operation as well as expertise, knowledge, professional skills are taken to consideration. Thus, The Nomination Committee had considered, selected, and nominated three persons as mentioned above to be re-elected for another term.

In this regard, the Board of Directors has considered and screened qualification of the candidates whom are proposed to be elected as board of directors in term of expertise, knowledge, professional skills that would be beneficial to the company’s business, its performance as they previously assumed the position of sub-committee as well as the qualifications and prohibited characteristics as specified by as specified in the Public Limited Companies Act B.E. 2535 and the regulations of Office of Securities and Exchange Commission (SEC), then passed the resolution approve the opinions of the



Nomination Committee and proposed to the Meeting to consider and elect these three directors who were retired by rotation to assume the position for another term. Namely;

1. Mrs.Chutipra Klinsuwan Chief Executive Officer /Director
2. Cdr. Somchart Vipismakul Rtn. Chairman of the Audit Committee/ Independent Director /Director
3. Mr. Yutthana Taepangthong Independent Director /Director

Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda.

No questions or opinions from the shareholders.

The Chairman proposed the shareholders to consider and approve in which she informed that the resolution of this Agenda should be passed by a majority vote of the shareholders present and entitled to vote, then he proposed to elect the directors on an individual basis.

**The Meeting's Resolution** The Meeting considered and passed a resolution to approve the re-appointment of 3 directors who were due to retire by rotation for another term, by unanimous vote of the shareholders present and entitled to vote.

The result was as below;

1. Mrs.Chutipra Klinsuwan Chief Executive Officer /Director

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%

*\*The votes of shareholders who "abstain" and "invalid cards" shall not be included as the basis of vote counting.*



2. Cdr. Somchart Vipismakul Rtn. Chairman of the Audit Committee/ Independent Director /Director

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%

*\*The votes of shareholders who “abstain” and “invalid cards” shall not be included as the basis of vote counting.*

3. Mr. Yutthana Taepangthong Independent Director /Director

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%

*\*The votes of shareholders who “abstain” and “invalid cards” shall not be included as the basis of vote counting.*

#### **Agenda No. 6 To consider and approve the director’s remuneration**

The Chairman assigned Ms. Chatchaniya Kraichotichai, as the Nomination and Remuneration Committee to present to the Meeting the details regarding to the specification of the director’s remuneration.

Ms. Chatchaniya Kraichotichai, as the Nomination and Remuneration Committee presented to the Meeting that according to Section 90 of the Public Limited Companies Act B.E. 2535 (1992), the company shall not pay money or give any property to a director, unless it is a payment of remuneration under the articles of association of the company. In the case where the articles of association of the company is not stipulated, the payment of remuneration shall be in accordance with the resolution of the meeting of shareholders based on a vote of not less than two-thirds of the total number of votes of the shareholders present and entitled to vote.



The Nomination and Remuneration Committee had considered the criteria remuneration policy, performance, compositions and amounts based on Fiduciary Duty at appropriate level. In addition, the directors' remuneration was in accordance with accountability and responsibility of the directors compared with the companies in the same industry and similar size. The committee saw that it was appropriate to submit to Board of Directors to proposed to the meeting of shareholders in order to determine the remuneration of Board of Directors and sub-committee in term of money, meeting allowance and bonus as the following details;

1. Meeting allowance

Position	BOD	AC
- Chief Executive Officer	30,000	
- Director	12,000	
- Head of Auditing committee		20,000
- Auditing Committee		12,000

*Remark: The director/committee whom hold the executive position with salary shall not get meeting allowance.*

2. Bonus payable to the director; it determines to pay once a year with the credit limit of 1,200,000 Baht (one million and Two hundred thousand Baht only) and grant ta power to the Board of Directors / CEO to consider and allocate such bonus to each director/committee.

The Board of Directors resolved to propose that the Meeting of Shareholders consider and determine the 2018 remuneration for every director/committee including Board of Directors and sub-committee according to the opinion of the Nomination and Remuneration Committee in every respect.

Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda.

No questions or opinions from the shareholders.

The Chairman proposed the shareholders to consider and pass a resolution in which she informed that the resolution of this Agenda should passed by not less than two-thirds (2/3) of the shareholders present and entitled to vote.

**The Meeting's Resolution** The Meeting considered and passed a resolution to approve the 2018 director's remuneration as proposed, by unanimous vote of the shareholders present and entitled to vote.





The result was as below;

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%

*\*The votes of shareholders who “abstain” and “invalid cards” shall not be included as the basis of vote counting.*

#### **Agenda No. 7 To consider the appointment of auditor for 2018 and determination of audit fees**

Ms. Onumar Thongsuwan, Company Secretary, explained the details regarding to the appointment of auditors and the determination of audit fee for 2018.

Ms. Onumar Thongsuwa, Company Secretary, presented to the Meeting that according to Section 120 of the Public Limited Companies Act B.E. 2535 (including its amendment), it requires the Annual General Meeting of Shareholders to appoint the auditor and determine the audit fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed. In addition, Section 121 requires that the auditor shall not be a director, staff, employee or person holding any position or having any duty in the company. Moreover, the Notification of Stock market committee requires the registered company to rotate the auditor in case that any auditor had provided the service for auditing, examining and expressing opinion for 7 accounting years, nevertheless, they are consecutive years or not, the new auditors shall be appointed in which he/she can be from the same auditing firm.

The Board of Directors agreed with the Audit Committee's proposal and deemed it appropriate to request the shareholder meeting's approval for the appointment of Sobbanshi Thamniti Co., Ltd. as the auditing firm in which the details were as following;



Name of auditing firm	Sobbanshi Thamniti Co., Ltd.
Name and registration Number of the Auditors	1. Ms. Thanyaphorn Tangtanopajai CPA Registration No. 9169 or 2. Mr.Peradate Pongsathiansak CPA Registration No. 4752 or 3. Mr. Phot Asawasantichai CPA Registration No.4891
Audit fee	1,000,000 Baht

Therefore, Sobbanshi Thamniti Co., Ltd.and appointed auditors were the auditors whom were approved by Office of the Securities and Exchange Commission. The auditors neither have any relationship with or interest in the Company/ executives/major shareholders or their related parties in a manner that may affect the independent performance and expression of opinions to the company's financial Statement.

Subsequently, the Chairman invited the Meeting to raise questions and express their opinions regarding to this agenda.

No questions or opinions from the shareholders.

The Chairman proposed the shareholders to consider and pass a resolution in which she informed that the resolution of this Agenda should passed by a majority vote of the shareholders present and entitled to vote.

**The Meeting's Resolution** The Meeting considered and passed a resolution to approve the appointment of the certified auditor and the audit fee as proposed, by a majority vote of the shareholders present and entitled to vote.

The result was as below;

Shareholders	Numbers (Votes)	Percentage of Voting
Approved	600,000,000	100.0000%
Disapproved	0	0.0000%
Abstained	0	- *
Invalid Cards	0	- *
Total	600,000,000	100.0000%



*\*The votes of shareholders who “abstain” and “invalid cards” shall not be included as the basis of vote counting.*

**Agenda No. 8 To consider other businesses (If any)**

The Chairman explained to the Meeting that according to Section 105 Paragraph Two of the Public Limited Companies Act B.E. 2535 which specifies that when the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Meeting to consider matters other than those indicated in the notice of summoning the meeting.

There was no further business to be discussed; the Chairman then expressed his thanks to all shareholders for attending the meeting and then adjourned the Extraordinary meeting No. 1/2018

The meeting adjourned at 3.45 p.m.

(Mrs.Chutipra Klinsuwan)  
Chairman of the Meeting

(Ms. Onumar Thongsuwan)  
Corporate Secretary



### Mr. Jarunpath Visansavadh

- **Directors**
- **Board of Director**
- **Board of Risk Management**
- **Board of Authorized Signatory**
- **Deputy Chief Executive Officer**

**Date of Appointment :** 27 March 2018

**Shares holding (%)**

0.01

**Family Relationship among Executives**

None

**Education**

- Bachelor's Degree of Merchant Marine, Marine Department

**Training**

- Director Accreditation Program (DAP) Class of 150/2018

- Company Security Officer-NK Classification Society

- Corrective & Preventive Action-Technology Promotion Association (Thailand-Japan)

- ISO 9000 Internal Audit-Technology Promotion Association (Thailand-Japan)

- ISM Code Internal Auditor-NK Classification Society

- "THERMOKING"

- "YANMAR"

**Experience working in previous 5 year**

2018-present	Directors/Deputy Chief Executive V.L. Enterprise Public Company Limited/ To service shipping petroleum products and chemical
2010-2017	General Manager V.L. Enterprise Public company Limited/ To service shipping petroleum products and chemical



### Ms. Rakchanok Sumnianglum

- **Director**
- **Executive Director**
- **Corporate Governance and Social Responsibility Committee**
- **Authorized Signatory Director**
- **Chief Financial Officer**

**Date of Appointment :** 27 March 2018

**Shares holding (%)**

0.00

**Family Relationship among Executives**

None

**Education**

- Bachelor of Accounting (Second-Class Honors) Ramkhamhaeng University

- Bachelor of Laws, Chulalongkorn University

- Master of Accounting, Thammasart University

- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University

**Training**

- Director Accreditation Program (DAP) Class 149/2018

- CFO's Orientation Course for New IPOs Class 2/2560

- Refreshment of the Role and Expectation of A CFO Year 2561

**Experiences in the past 5 years**

2018-Present	Director/ Chief Financial Officer V.L. Enterprise Public Company Limited/ To provide a transportation service of petroleum and chemical products.
2016-2017	Chief Financial Officer Onelink Technology Company Limited /Technology
2015-2016	Accounting & Finance Director Jubilee Enterprise Public Company Limited /Jewelry
2013-2015	Accounting & Finance Director Kasetthip Fertilizer Company Limited/ Production and distribution of Chemical fertilizer



## Mr. Chakaphat Naskan

### Present

- **Independent consultants  
(To senior executives both in country and abroad)**
- **Executive Director and Founder of THINKMATE BUSINESS ADVISORY COMPANY LIMITED**
- **Independent directors in the list of State Enterprise Directors of the year 2018 (4th time)**
- **Independent Director in the list of Thai Institute of Directors (IOD) - DCP Diploma Examination 63/2018**
- **CFO and Chief People Officer (a Start up company)**
- **Invited speakers, special professors and speakers of various departments and institutions. (Accounting, auditing, risk management and internal control)**

### Qualification

- Certified Public Accountant of Thailand (CPA)
- Business Continuity Management BSI25999
- Master of Science Corporate Governance, Chulalongkorn University
- Bachelor of Business Administration in Accounting, Ramkhamhaeng University

### Training course (latest)

- Digital Leadership Bootcamp by Skooldio, Class 1, year 2019
- Courses IDE to IPO 3rd Year 2562 of The Stock Exchange of Thailand.
- Advance Management Program for CEO & CEO Potential-by Ted Partners, Class 1, 2019
- The Story Chapter 2 by SPU: Class 2, Year 2018, Faculty of Communication Arts, Sripatum University
- Advanced Audit Committee Program (AACP 30/2018), Thai Institute of Directors (IOD)
- Program Strategic CFO in capital market, Class 6 years 2561 of The Stock Exchange of Thailand.
- IPO Roadmap (CEO-Executive Program), Class 3, 2018, the Stock Exchange of Thailand.
- Director Certification Program (DCP 250/2017), Thai Institute of Directors (IOD)
- Strategic Financial Leadership Program (SFLP), Class 1, year 2017
- Difference: How to Harness Business Creativity, Class 7, year 2017, Institute of Business Creativity Development, Sripatum University
- Advanced StartX Course, class 11, year 2017, New Business Generation course in the digital age for Startups or new entrepreneurs in the digital age
- ABC Talent : Grooming Rising Professional, Class 2, 2016, Institute of Business Creativity Development, Sripatum University

### Work history

- 2016-Present Independent Consultant Senior Executive Advisor (CEO and C-Level) Director And special speaker (15 years) Advisory Group and Audit Group, KPMG Thailand Group (KPMG Phoomchai Business Advisory Company Limited and KPMG Phoomchai Company Limited Audit Limited) and KPMG Indonesia (Jakarta Office)
- 2002-2016 Executive Director, Control and Risk Consulting Group
- 2012-2015 Associate Director, Advisory Group
- 2012-2014 Technical Advisor, KPMG Indonesia (Jakarta Office)
- 2008-2011 Manager Consulting Group
- 2007-2008 Assistant Manager, Consulting Group
- 2002-2007 Senior Auditor, Auditing Group

## **Definition of independent directors**

### **The criterion to Nominate Directors**

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

### **Definition of Independent Directors**

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

The audit committee must have the following qualifications:

#### 1.1 General features

- (1) Hold shares not more than 1% of the total number of voting shares in the company, parent company, subsidiary company, associated company, major shareholder Or the person with controlling power of the company, including the shares held by People involved too
- (2) Not being or having been a director who participates in the management of employees, staff, consultants with a regular salary Or the controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company

Major shareholder Or those with control of the company Unless having exited the aforementioned nature for not less than 2 years before becoming a member of the audit committee

- (3) Does not have or has ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company In a manner that may obstruct his independent judgment Including neither being nor having been a significant shareholder Or the controlling person of the person having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company Except that having passed the aforementioned position for not less than two years before the date of being appointed to be the member of the audit committee Moreover, there is no direct or indirect benefit or stake in both the financial and management of the company. Companies, affiliates, associates, or individuals who may have conflicts in a manner that will impair independence.
- (4) No relationship by blood Or by legal registration in the form of a father, mother, spouse, sibling, and child, including the spouse of the child Of other directors, executives, major shareholders of the company Regulator Or the person who will be nominated as a director, executive or controlling person of the company
- (5) Not being a director appointed to be a representative to protect the interests of the directors' Major shareholder or shareholders Which is related to the major shareholder, Besides, they must be able to freely express opinions or reports. According to the mission assigned without considering any benefits to force him to not be able to express his views as he should
- (6) Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder The company's controlling person Or juristic persons that may have conflicts And not being a significant shareholder Regulator Or the managing partner of the audit firm In which the auditor of the company, parent company, subsidiary company, associated company, or controlling person of the company is under Except that having passed the aforementioned position for not less than 2 years before the date of being appointed to be the audit committee
- (7) Not being or having been a professional service provider of any kind Which includes providing services as legal advisors or financial advisors Which receives service fees

over 2 million baht per year from the company, parent company, subsidiary company, associated company, major shareholder The company's controlling person And not being a significant shareholder Regulator Or partners of those professional service providers as well Except that having passed the aforementioned position for not less than 2 years before the date of being appointed to be the audit committee

- (8) Not operating in a business of the same condition And is significant competition with the company Or not a significant partner in a partnership Or being a director that participates in the management of employees, staff, consultants who receive a regular salary Or holding shares exceeding one percent of the total voting shares of other companies Which operates in the same condition And is significant competition with the company's business
- (9) Not having any characteristics which make him incapable of expressing independent opinions concerning the company's business affairs.
- (10) The audit committee must be an independent director of the company according to the qualifications specified by the SEC and the Stock Exchange of Thailand set

#### 1.2 Specific qualifications

- (1) Not being a director assigned by the Board of Directors to make a business decision of the company, parent company, subsidiary company or associated company Same-level subsidiary company, major shareholder Or the controlling person of the company
- (2) Not being a director of the parent company, subsidiary company, or same-level subsidiary company only being a listed company
- (3) Have duties in the same manner as specified in the Stock Exchange of Thailand announcement. On the qualifications and scope of work of the audit committee
- (4) At least 1 member of the audit committee has sufficient knowledge and experience to be able to review the reliability of financial statements.
- (5) Able to devote sufficient time to perform the duties of the audit committee



## ประวัติผู้สอบบัญชี

### AUDITOR PROFILE



### นางสาวธัญพร ตังถนอปจาย

Miss Thanyaphorn Tangtanopajai

Audit Partner

Tel. : 02 596 0500 Ext. 601

Mobile : 085 556 1195

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

### Certificates :

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

### Education :

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

### Experience :

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

### Specialized in :

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

## ประวัติผู้สอบบัญชี

### AUDITOR PROFILE



#### นายพีระเดช พงษ์เสถียรศักดิ์

Mr.Peradate Pongsathiansak

#### Audit Partner

Tel. : 02 596 0500 Ext. 621

Mobile : 081 802 6123

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

### Certificates :

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

### Education :

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

### Experience :

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

### Specialized in :

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

## ประวัติผู้สอบบัญชี

### AUDITOR PROFILE



### นางสาวอริสา ชุมวิสูตร

Miss Arisa Chumwisut

### ผู้จัดการอาวุโส

Senior Audit Manager

Tel. : 02 596 0500 Ext. 817

Mobile : 086 397 0982

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

### Certificates :

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

### Education :

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

### Experience :

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

### Specialized in :

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

**Required Document to attend the meeting**

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

**1. Individual Shareholders**

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

1.2 In case of proxy

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

**2. Juristic Person**

2.1 In case the representative of the proxy attend individually

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

2.2 In case shareholder give proxy

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

proxy and not expired as per detail 1.1) together with one copy of proxy holder certified true

### **3. For Foreign Investor Appointing Custodian in Thailand**

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

- a) The company affidavit may be the document issued by the governmental agencies of the country where such company is established or by the company representative; however, there must be the details relating the company name, representative name, condition, limitation or authority to sign or meeting attendance and headquarter location,
- b) Document whose original is not in English. Translation must be made and the Representative must certify the translation together with the company affix seal (if any), Note In case shareholder gives proxy to the independent directors as enclosure no. 9, the proxy holder must submit the documents 1.2) a.- b. or 2.2) a. – b. depending on the case and return to the company within Friday, 3 April 2020 for advance registration as following address: V.L. Enterprise Public Company Limited, No. 41 Asoke Dindaeng Road, Makkasan, Ratchatevee Bangkok, Thailand.10400.

### **4. Proxy**

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

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

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

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Enclosure 9) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty.

For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

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

## **5. Voting**

### Voting Procedures

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards Distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

### Resolution of the Meeting

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



## Cdr. Somchart Vipismakul Rtn.

- **Independent Director**
- **Chairman Of the Audit Committee**
- **Chairman of Risk Management Committee**

**Date of Appointment :** 27 March 2018

**Shares holding (%)**

0.12

**Family Relationship among Executives**

None

**Education**

- Bachelor of Science Program in Electrical Engineering, Royal Thai Naval Academy
- Diploma in Naval Command And Staff College, Naval Command And Staff College

**Training**

- Long Gunnery Program, India
- Anti-Missile System Program, France
- Mine Hunting System Program, Germany and Italy
- Electronic Warfare Program, USA
- Marine Terminal Engineering Course, ExxonMobil
- Safety in Plant Design Course, ExxonMobil
- Risk Management Course, ExxonMobil
- ISO/ISM Lead Auditor Course, Singapore
- Business Management Course, PTT
- Director Accreditation Program (DAP) Class 149/2018

**Experiences in the past 5 years**

- |              |  |
|--------------|--|
| 2018-Present | Chairman Of the Audit Committee<br>V.L. Enterprise Public Company Limited/<br>To provide a transportation service of petroleum and chemical products |
| 2015-2017    | Marine Operation Division Manager<br>PTT Public Company Limited/<br>Petroleum and Petrochemical Business   |
| 2012-2017    | PTT Group Marine Standard Management Leader<br>PTT Public Company Limited  |
| 2012-2017    | Member Oil Company International Marine Forum, AP terminal Forum   |
| 2012-2017    | Executive Director Oil Industry Environmental Safety Group Association (IESG)  |
| 2012-2014    | Marine Operation Division Manager/<br>Terminal Operation Division Manager PTT Tank Terminal Company Limited /Energy                                  |
-

**Articles of Association related to Meeting of Shareholders**

**Chapter V**

**Meetings of Shareholders**

Article 1. A shall be held by the board of directors within Four (4) months after the end of the company' accounting year Other general meeting of shareholders shall be called "extraordinary meeting" The Board of Directors must cause a general meeting of shareholders at least once (1) a year within four (4) months from the ending date of the fiscal year of the Company in which such meeting is called an "ordinary meeting". All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or when one shareholder or more holding not less than ten (10) percent in the aggregate of the total number of outstanding shares may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the requisition must clearly specify the object and reason for which the meeting is required to be summoned. Whenever a requisition for the summoning of an extraordinary meeting is made by the shareholders, the directors shall forthwith summon such meeting within forty-five (45) days.

If the meeting is not summoned within the date of specified in Paragraph Two, the requisitioner or any other shareholders amounting to the required number, may themselves summon it within forty-five (45) days after the due date according to Paragraph Two. For such case, it shall deem that it is the meeting summoned by the Board of Directors and the Company shall be liable for any expenses for holding and facilitating the meeting as appropriate.

If the quorum is not present in the general meeting summoned upon the requisition of shareholders, the shareholders according to Paragraph Three shall be jointly liable to the expenses of such meeting.

Article 2. The business to be transacted at the ordinary meeting shall be at least as following;

- (1) To consider and acknowledge the Board of Directors 's report submitted to the meeting regarding to the Company's business operation for the past year
- (2) To consider and approve Balance Sheet and Profit and Loss Statement as of the end of fiscal year.
- (3) To consider and approve the Net Profit Allocation and Dividend Payment.



- (4) To consider and elect directors to replace those are due to be retired by rotation and to specify the directors' remuneration
- (5) To consider and appoint the auditor and to specify the auditing fee.
- (6) Other matters

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

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

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

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

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

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

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

At any shareholder meeting, if within one (1) hour from the time appointment for the general meeting, the number of shareholders attending the meeting is still inadequate for a quorum, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the general meeting of shareholders had not been summoned upon the requisition of shareholders, another general meeting shall be summoned and the notice shall be delivered to the shareholders not later than seven (7) days before the date fixed for the meeting days and at such meeting no quorum shall be necessary.

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

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

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

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

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

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

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

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

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

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

- (1) In an ordinary event, voting to pass any resolution or approve any matters shall be subject to the majority votes of the shareholders present and entitled to vote at the meeting. In case of an equality of votes, the chairman in the meeting shall have one (1) additional vote as a casting vote.
- (2) In the following events, a vote of not less than three quarters (3/4) of the total number of votes of shareholders present and entitled to vote at the meeting is required:

- (a) To sell or transfer the whole or important parts of the business of the company to other persons;
- (b) To purchase or accept a transfer of business of other companies or private companies by the Company;
- (c) To enter, amend or terminate the contracts regarding the granting of a lease in whole or in important parts of the business of the Company, including the assignment of the management of the company's business to any other persons or the amalgamation of business with other for the purpose of profit and loss sharing.
- (d) To increase or decrease the capital
- (e) To amend, or add the company's Memorandum of Association and Article of Association.
- (f) To issue the debenture
- (g) To merge or dissolve the company.
- (h) Other business

## The Voting Methods to The Meeting

### 1. Voting Cast

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

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

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

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

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

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

## **2. Vote Counting**

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

2.2 The Chairman would ask the officer to announce the voting result and the percentage in each agenda by classified the voting approve, disapprove, and abstain. Shareholders who submitted the ballots disapprove or abstain after the officer had announced the voting result; the Company would then not count such votes.

## **3. Voided Ballots**

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

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

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

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

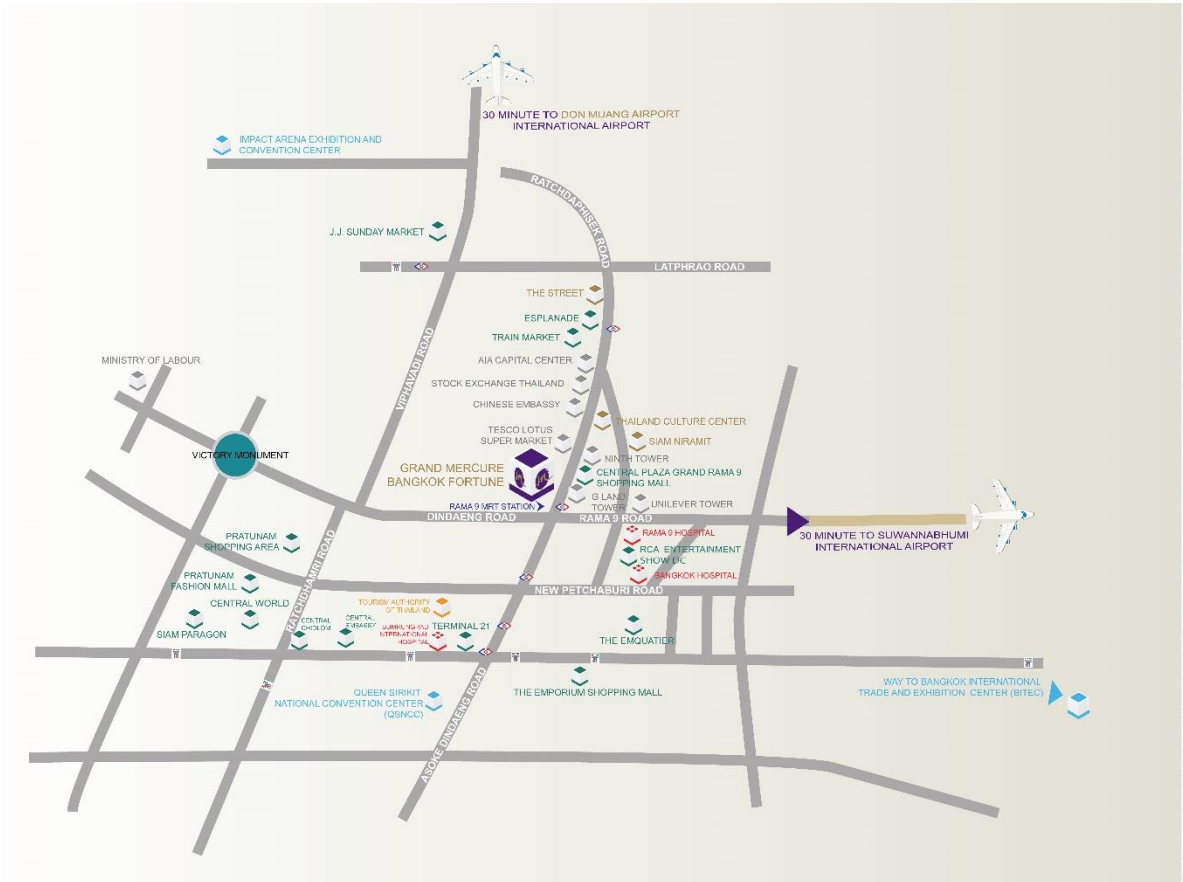
## **4. Opinion Expression and Queries**

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

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

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

### แผนที่ของสถานที่ประชุม





บริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
V.L. ENTERPRISE PUBLIC COMPANY LIMITED

สิ่งที่ส่งมาด้วย 10

Attachment 10

เลขทะเบียนผู้ถือหุ้น  
Shareholder's  
Registration No.

ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

เป็นผู้ถือหุ้นของ บริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
being a shareholder of V.L. Enterprise Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น	หุ้น
Holding the total amount of	shares
หุ้นสามัญ	หุ้น
Ordinary share	shares
หุ้นบุริมสิทธิ	หุ้น
Preferential share	shares

แบบฟอร์มลงทะเบียน  
Registration Form

การประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2562  
2019 Annual General Shareholders' Meeting

บริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
V.L. Enterprise Public Company Limited  
วันศุกร์ที่ 10 กรกฎาคม 2563 เวลา 13.00 น.  
Friday, 10 July 2020 at 13.00 hours.

ณ ห้องฟอร์จูน 1A-3 ชั้น3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอร์จูน เลขที่ 1  
ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400  
at Fortune 1A-3 Hall, 3/F, The Grand Mercure Bangkok Fortune Hotel, 1  
Rachadapisak Road, Din Daeng, Bangkok 10400.

ข้าพเจ้า.....เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น  
I/We ..... shareholder or proxy holder of  
บริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด(มหาชน) .....  
V.L. Enterprise Public Company Limited of which the identification number  
ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น  
attend the above mentioned meeting

ลงชื่อ ..... ผู้เข้าประชุม  
Sign Meeting Attendant  
(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะ ที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดง  
ต่อพนักงานลงทะเบียนในวันประชุมด้วย

For your convenience, shareholders or proxy holders wishing to attend the meeting, kindly present this  
document to our staff at the meeting for registration.



(ปิดอากรแสตมป์

20 บาท)

(Stamp Duty

Baht 20)

หนังสือมอบฉันทะ แบบ ก.  
**Proxy Form A.**  
 (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
**(General Form)**

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_

เดือน \_\_\_\_\_

พ.ศ. \_\_\_\_\_

Date

Month

Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

สัญชาติ \_\_\_\_\_

Nationality

อยู่บ้านเลขที่ \_\_\_\_\_

Residing at

ถนน \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

จังหวัด \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น

being a shareholder of V.L. Enterprise Public Company Limited, holding the total number of \_\_\_\_\_ shares,

และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

เสียง ดังนี้

and having the right to vote equivalent to \_\_\_\_\_ votes as follows:

votes as follows:

หุ้นสามัญ \_\_\_\_\_

หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

เสียง

ordinary share of \_\_\_\_\_

shares, and having the right to vote equivalent to \_\_\_\_\_ votes,

เสียง

หุ้นบุริมสิทธิ \_\_\_\_\_

หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_

เสียง

preference share of \_\_\_\_\_

shares, and having the right to vote equivalent to \_\_\_\_\_ votes.

votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว \_\_\_\_\_

Mr./Ms./Miss

อายุ \_\_\_\_\_

age

ปี อยู่บ้านเลขที่ \_\_\_\_\_

years, residing at \_\_\_\_\_

ถนน \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

จังหวัด \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(2)  นาย/นาง/นางสาว \_\_\_\_\_

Mr./Ms./Miss

อายุ \_\_\_\_\_

age

ปี อยู่บ้านเลขที่ \_\_\_\_\_

years, residing at \_\_\_\_\_

ถนน \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

จังหวัด \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(3)  นาย/นาง/นางสาว \_\_\_\_\_

Mr./Ms./Miss

อายุ \_\_\_\_\_

age

ปี อยู่บ้านเลขที่ \_\_\_\_\_

years, residing at \_\_\_\_\_

ถนน \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

จังหวัด \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

นาวาโทสมชาติ วิพิศมากุล ตำแหน่ง ประธานกรรมการตรวจสอบและกรรมการอิสระ

อายุ 63 ปี

or

Cdr.Somchart Vipismakul Positions Chairman of the Audit Committee and Independent Director

Age 63 years

ที่อยู่

เลขที่ 191/48 หมู่ 3 ถนนแก้วกิโล ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110

Residing at

191/48 Moo.3 KaoKilo Road, Surasak, Si Racha, Chonburi 20110

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2563

ในวันศุกร์ที่ 10 กรกฎาคม 2563

เวลา 13:00 น.

for the Year 2020

on Friday 10 July 2020

at 1 PM.

ณ ห้องฟอร์จูน 1A- 3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอร์จูน เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

At Fortune Platinum Hall,3/F, The Grand Mercure Bangkok Fortune Hotel,1 Ratchadaphisek Rd,Din Daeng, Bangkok 10400 or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

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

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

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

(เปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
(Proxy Form containing specific details)

เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า I/We  
ถนน ตำบล/แขวง อำเภอ/เขต สัญชาติ อยู่นบ้านเลขที่  
Road Tambol/Khwaeng Amphoe/Khet Nationality Residing at  
จังหวัด รหัสไปรษณีย์  
Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วิ.แอล. เอ็มเตอร์ไพรส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
being a shareholder of AMA Marine Public Company Limited, holding the total number of \_\_\_\_\_ shares,  
และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
and having the right to vote equivalent to \_\_\_\_\_ votes as follows:  
หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share of \_\_\_\_\_ shares, and having the right to vote equivalent to \_\_\_\_\_ votes,  
หุ้นบุริมสิทธิ - \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share of \_\_\_\_\_ shares, and having the right to vote equivalent to \_\_\_\_\_ votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว อายุ \_\_\_\_\_ ปี อยู่นบ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code  
หรือ (2)  นาย/นาง/นางสาว อายุ \_\_\_\_\_ ปี อยู่นบ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code  
หรือ (3)  นาย/นาง/นางสาว อายุ \_\_\_\_\_ ปี อยู่นบ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ  นาวาโทสมชาติ วิพิศมากุล ตำแหน่ง ประธานกรรมการตรวจสอบ และกรรมการอิสระ อายุ 63 ปี  
or Cdr. Somchart Vipismakul Rtn. Positions Chairman of the Audit Committee and Independent Director Age 63 years  
ที่อยู่ เลขที่ 191/48 หมู่3 ถนนแก้วกิโล ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110  
Residing at 191/48 Moo.3 Kao Kilo Road, Surasak, Si Racha, Chonburi, 20110

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2563 ในวันที่ 10 กรกฎาคม 2563 เวลา 13:00 น.

for the Year 2020 on Friday 10 July 2020 at 1 PM.

ณ ห้องฟอร์จูน 1A-3 ชั้น 3 โรงแรมแกรนด์ เมอเคียว ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 หรือที่จะ

พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at Fortune 1A-3 Room, 3/F, Grand Mercure Bangkok Fortune, No. 1, Ratchadapisek Road, Dindaeng, Bangkok 10400, or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1                      พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 11 เมษายน 2562  
Agenda No. 1              To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on 11 April 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 2                      พิจารณารับทราบฐานะทางการเงินและผลการดำเนินงานของบริษัทสำหรับปี 2562 และแผนงานปี 2563  
Agenda No. 2              To acknowledge the Financial Position and Comprehensive Income the company's for the year 2019 and the Business Plan for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 3                      พิจารณานุมัติงบการเงินของบริษัทและรายงานผู้สอบบัญชี สำหรับปี 2562 สิ้นสุด วันที่ 31 ธันวาคม 2562  
Agenda No. 3              To approve the Financial Statement and Auditor Report for the year ended December 31, 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 4                      พิจารณานุมัติงดจ่ายปันผล และรับทราบการจ่ายเงินปันผลระหว่างกาล  
Agenda No. 4              To approve No Dividend Payment and Acknowledge of Interim Dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5                      พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2563  
Agenda No. 5              To approve the appointment of replacing directors who shall retire for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

- การแต่งตั้งกรรมการทั้งชุด  
Appointing the whole nominated candidates
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointing an individual nominated candidate
- 5.1 นางสาวรักชนก สำเนียงล้ำ  
Ms. Rakchanok Sumnianglum
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.2 นายจรลพัฒน์ วิศาลสวัสดิ์  
Mr. Jarunpath Visandsavadh
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.3 นายชคพัฒน์ นัสการ  
Mr. Chakaphat Naskan
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 6      พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2563  
Agenda No. 6      To approve the remuneration of Directors for the year 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 7      พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และการกำหนดค่าสอบบัญชี ประจำปี 2563  
Agenda No. 7      To approve the auditor and the audit fees for the year 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 8      พิจารณาเรื่องอื่นๆ (ถ้ามี)  
Agenda No. 8      To consider other matters (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

**หมายเหตุ:** 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ ที่ 10 กรกฎาคม 2563 เวลา 13:00 น. ณ ห้องฟอรั่ม 1A-3 ชั้น 3 โรงแรมแกรนด์  
เมอเคียว ฟอรั่ม กรุงเทพฯ เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
In the meeting of the Annual General Meeting of Shareholders for the Year 2020, on Friday 10 July 2020 at 1 p.m. at Fortune 1A-3 Room, 3/F,  
Grand Mercue Hotel Fortune Bangkok, No.1 Ratchadapisek Road, Din Daeng, Bangkok 10400, or any adjournment at any date, time and  
place thereof.

วาระที่.....เรื่อง.....  
Agenda No. Re: .....

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

วาระที่.....เรื่อง.....  
Agenda No. Re: .....

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

วาระที่.....เรื่อง.....  
Agenda No. Re: .....

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

วาระที่.....เรื่อง พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี2563 (ต่อ)  
Agenda No. Re: To consider and approve the election of the directors in place of the directors who retired by rotation  
for the year 2020 (continued)

ชื่อกรรมการ .....  
Director's name

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ .....  
Director's name

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ .....  
Director's name

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

แบบหนังสือมอบฉันทะ แบบ ค.  
Proxy Form C.

(ปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(For foreign shareholders who have custodians in Thailand only)

เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท วี.แอล. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
being a shareholder of VL Enterprise Public Company Limited, holding the total number of \_\_\_\_\_ shares,  
และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

and having the right to vote equivalent to \_\_\_\_\_ votes as follows:  
หุ้นสามัญ \_\_\_\_\_ และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share of \_\_\_\_\_ shares, and having the right to vote equivalent to \_\_\_\_\_ votes,  
หุ้นบุริมสิทธิ \_\_\_\_\_ และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share of \_\_\_\_\_ shares, and having the right to vote equivalent to \_\_\_\_\_ votes.

(2) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
หรือ  
or (2)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
หรือ  
or (3)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ  นาวาโทสมชาติ วิพิศมากุล ตำแหน่ง ประธานกรรมการตรวจสอบและกรรมการอิสระ อายุ 63 ปี  
or Cdr. Somchart Vipismakul Rt. Positions Chairman of the Audit Committee and Independent Director Age 63 years  
ที่อยู่ เลขที่ 191/48 หมู่ 3 ถนนเก้ากิโล ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110  
Residing at 191/48 Moo.3 Kao Kilo Road, Surarak, Si Racha, Chonburi 20110

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2563 ในวันที่ 10 กรกฎาคม 2563 เวลา 13:00 น.  
for the Year 2020 on Friday 10 July 2020 at 1 PM.



ณ ห้องฟอร์จูน 1A-3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 หรือที่จะ  
ฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
at Fortune 1A-3Room, 3/F, Grand Mercue Hotel Fortune Bangkok, No. 1 Ratchadapisak Road, Din Daeng, Bangkok 10400, or any adjournment at any  
date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
To grant the total amount of shareholding and having the right to vote

มอบฉันทะบางส่วน คือ  
To grant the partial shares as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares, and having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares, and having the right to vote equivalent to votes.

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง  
Total amount of voting rights votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 11 เมษายน 2562  
Agenda No. 1 To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on 11 April 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบฐานะทางการเงินและผลการดำเนินงานของบริษัทสำหรับปี 2562 และแผนงานปี 2563  
Agenda No. 2 To acknowledge the Financial Position and Comprehensive Income the company's for the year 2019 and the Business Plan for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทและรายงานผู้สอบบัญชี สำหรับปี 2562 สิ้นสุด วันที่ 31 ธันวาคม 2562  
Agenda No. 3 To approve the Financial Statement and Auditor Report for the year ended December 31, 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติงดจ่ายปันผล และรับทราบการจ่ายเงินปันผลระหว่างกาล  
Agenda No. 4 To approve No Dividend Payment and Acknowledge of Interim Dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2563  
Agenda No. 5 To approve the appointment of replacing directors who shall retire for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

- การแต่งตั้งกรรมการทั้งชุด  
Appointing the whole nominated candidates
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointing an individual nominated candidate
- 5.1 นางสาวรักชนก สำเนียงล้ำ  
Ms. Rakchanok Sumnianglum
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.2 นายจรลพัฒน์ วิศาลสวัสดิ์  
Mr. Jarunpath Visandsavadh
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.3 นายชคพัฒน์ นัสการ  
Mr. Chakaphat Naskan
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2563

Agenda No. 6 To approve the remuneration of Directors for the year 2020

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

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และการกำหนดค่าสอบบัญชี ประจำปี 2563

Agenda No. 7 To approve the auditor and the audit fees for the year 2020

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

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 To consider other matters (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

## หมายเหตุ

### Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidence to be attached with this Proxy Form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะผู้ถือหุ้นของบริษัท วี.แอล. เอ็มเตอร์ไพรส์ จำกัด (มหาชน)  
The appointment of proxy by the shareholder of AMA Marine Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ที่ 10 กรกฎาคม 2563 เวลา 13:00 น. ณ ห้องฟอร์จูน 1A-3 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว ฟอร์จูน กรุงเทพฯ เลขที่ 1 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2020, on Friday 10 July 2020 at 1 p.m. at Fortune 1A-3 Room, 3/F, Grand Mercue Hotel Fortune Bangkok, No. 1, Ratchadapisak Road, Din Daeng, Bangkok 10400, or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....  
Agenda No. Re:

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

วาระที่.....เรื่อง.....  
Agenda No. Re:

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

วาระที่.....เรื่อง.....  
Agenda No. Re:

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

วาระที่.....เรื่อง พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2563 (ต่อ)  
Agenda No. Re: To consider and approve the election of the directors in place of the directors who retired by rotation for the year 2020 (continued)

ชื่อกรรมการ .....  
Director's name

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
Director's name

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
Director's name

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain