



บริษัท วิจิตรภัณฑ์ ปาล์มออยล์ จำกัด (มหาชน)
VICHITBHAN PALMOIL PUBLIC COMPANY LIMITED

2044 ถนนเพชรบุรีตัดใหม่ กรุงเทพฯ 10310 โทร. (66) 0-2314-4101-5
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No. 079/2019

April 22, 2019

- Translation -

Subject: To report the resolutions of the 2019 Annual General Meeting of Shareholders
Attention: The President
The Stock Exchange of Thailand

Vichitbhan Palmoil Public Company Limited would like to inform the resolutions of the 2019 Annual General Meeting of Shareholders which was held on April 22, 2019, at 13.30 hours, at Panorama 1, 14th Floor, The Emerald Hotel Bangkok as follows:

Agenda 1 To acknowledge the Minutes of the 2018 Annual General Meeting of Shareholders which was held on April 23, 2018

Resolution: The meeting acknowledged the Minutes of the 2018 Annual General Meeting of Shareholders which was held on April 23, 2018 (this matter was only for acknowledgement and no vote was required).

Agenda 2 To acknowledge the Annual Report of the Board of Directors of the Company in relation to the Company's operating results for the year 2018

Resolution: The meeting acknowledged the Annual Report of the Board of Directors of the Company in relation to the Company's operating results for the year 2018 including the report of the Audit Committee as stated in the Annual Report as presented (this matter was only for acknowledgement and no vote was required).

Agenda 3 To consider and approve the Statements of Financial Position and Statements of Comprehensive Income for the fiscal year ended December 31, 2018 and acknowledge the auditor's report.

Resolution: The meeting unanimously adopted the resolution to approve the Statements of Financial Position and Statements of Comprehensive Income for the fiscal year ended December 31, 2018 and acknowledged the auditor's report. The votes comprise as follows: (there were 709,632,411 total votes of shareholders attending the meeting)

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting and exercising their votes
Approved	709,632,411	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	<u>0</u>	<u>0</u>
Total	<u>709,632,411</u>	<u>100</u>

Agenda 4 To consider and approve the non-distribution of dividend payment and non-appropriation of net profit as legal reserve from the operating results of the year 2018

Resolution: Due to the business operation results for the year 2018, the Company has net loss of Baht 92.70 million according to the Separate Financial Statements. Then, the meeting adopted the resolution by the majority of the votes to approve the non-distribution of dividend and non-appropriation of net profit as legal reserve from the operating results of the year 2018. The votes comprise as follows: (there were 709,672,634 total votes of shareholders attending the meeting)

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting and exercising their votes
Approved	709,632,634	99.9944
Disapproved	40,000	0.0056
Abstained	0	-
Invalid Ballots	<u>0</u>	<u>0</u>
Total	<u>709,672,634</u>	<u>100</u>

Agenda 5 To consider and approve the election of directors to replace those who must retire by rotation.

Resolution: The meeting unanimously resolved to re-elect three directors, namely 1) Mr. Krisada Chavananand; 2) Mrs. Supaluck Tiasevanakul; and 3) Mr. Jiraphant Asvatanakul, whose terms expired by rotation to be the directors of the Company for another term. (there were 709,672,634 total votes of shareholders attending the meeting)

1) Mr. Krisada Chavananand acting as Director and Managing Director. The votes comprise as follows.

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting and exercising their votes
Approved	709,672,634	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	<u>0</u>	<u>0</u>
Total	<u>709,672,634</u>	<u>100</u>

- 2) Mrs. Supaluck Tiasevanakul acting as Director and Deputy Managing Director of Accounting, Finance and Office. The votes comprise as follows:

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting and exercising their votes
Approved	709,672,634	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total	<u>709,672,634</u>	<u>100</u>

- 3) Mr. Jiraphant Asvatanakul acting as Independent Director and Audit Committee. The votes comprise as follows:

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting and exercising their votes
Approved	709,672,634	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	0	0
Total	<u>709,672,634</u>	<u>100</u>

Agenda 6 To consider and approve the directors' remuneration for the year 2019

The directors' remuneration for the year 2019 is as follows:

Directors' remuneration (Baht per Quarter)			
Position	Year 2019 (For consideration)	Year 2018	Year 2017
President	55,000	52,500	52,500
Audit Committee Chairman	55,000	52,500	52,500
Independent Director	45,000	42,500	42,500
Non-Executive Director	45,000	42,500	42,500
Attendance fee (Baht per Time)			
Position	Year 2019 (For consideration)	Year 2018	Year 2017
President	25,000	25,000	25,000
Audit Committee Chairman	25,000	25,000	25,000
Independent Director and Audit Committee	20,000	20,000	20,000
Non-Executive Director	20,000	20,000	20,000
Nomination and Remuneration Committee Chairman	20,000	20,000	20,000
Nomination and Remuneration Committee	15,000	15,000	15,000

Resolution: The meeting with majority votes of more than two-third of the total votes of shareholders attending the meeting adopted the resolution to approve the directors' remuneration for the year 2019 at the amount not exceeding Baht 2,500,000 excluding the remuneration of directors who are management according to details as mentioned in the above table. The votes comprise as follows: (there were 709,672,634 total votes of shareholders attending the meeting and there were 3,000,000 total votes of shareholders abstained from voting)

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting
Approved	706,560,234	99.5615
Disapproved	112,400	0.0158
Abstained	3,000,000	0.4227
Invalid Ballots	<u>0</u>	<u>0</u>
Total	<u>709,672,634</u>	<u>100</u>

Agenda 7 To consider and appoint auditors and determine auditors' remuneration for the year 2019

The auditors of PricewaterhouseCoopers ABAS Ltd. are as follows:

- 1) Mr. Pisit Thangtanagul, CPA No. 4095 and/or
- 2) Mr. Kajornkiet Aroonpirodkul, CPA No. 3445 and/or
- 3) Mrs. Nattaporn Phan-Udom, CPA No. 3430

Whereby, any one of the auditors shall have the authority to conduct the audit and express an opinion in the financial statements of the Company (including the consolidated financial statements). In the case that the auditors whose names appeared above are not available to carry out their duty, PricewaterhouseCoopers ABAS Ltd. is authorized to appoint another licensed auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work instead. The auditing fee for the year 2019 will amount to Baht 2,450,000

Resolution: The meeting unanimously adopted the resolution to appoint those auditors and determine the auditors' remuneration for the year 2019 as mentioned above. The votes comprise as follows: (there were 709,672,634 total votes of shareholders attending the meeting)

Resolution	Number of votes(s)	Percentage of total votes of shareholders attending the meeting and exercising their votes
Approved	709,672,634	100
Disapproved	0	0
Abstained	0	-
Invalid Ballots	<u>0</u>	<u>0</u>
Total	<u>709,672,634</u>	<u>100</u>

Agenda 8 To consider other matters (if any)

- None -

Please be informed accordingly.

Yours Faithfully,

(Mr. Vithaya Chavananand)

Vice President