



# บริษัท วิจิตรภัณฑ์ปาล์มออยล์ จำกัด (มหาชน)

VICHITBHAN PALMOIL PUBLIC COMPANY LIMITED

2044 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310  
2044 PHETBURI EXTENSION ROAD, BANGKAPI HUAYKWANG BANGKOK 10310

- Translation -

No. 091/2022

April 26, 2022

**Subject: To report the resolutions of the 2022 Annual General Meeting of Shareholders**

**Attention: The President**

**The Stock Exchange of Thailand**

Vichitbhan Palmoil Public Company Limited (the “**Company**”) would like to inform the resolutions of the 2022 Annual General Meeting of Shareholders which was held on April 26, 2022, at 13.00 hours, via electronic meeting (E-AGM) convened through Zoom Cloud Meeting only, which had also been broadcasting live at the Company’s meeting room at No. 2044 Chavananand Building, Petchburi Road, Bang Kapi Sub-District, Huai Khwang District, Bangkok as follows:

Before commencement of the meeting, there were 34 shareholders and/or proxies attending the 2022 Annual General Meeting of Shareholders. The total numbers of shares represented were 558,232,500 shares, which was equivalent to 59.39 percent of the total sold shares of the Company. Thus, the quorum was attained according to the laws and Articles of Association of the Company.

**Agenda 1 To acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders which was held on April 27, 2021**

**Resolution:** The meeting acknowledged the Minutes of the 2021 Annual General Meeting of Shareholders which was held on April 27, 2021 (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 2021**

**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 2021 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 of the Company for the fiscal year ended December 31, 2021 and acknowledge the auditor’s report.**

Before voting on the agenda 3, 3 additional shareholders and/or proxies attended the meeting holding a total of 172,410 shares. Therefore, there were 37 shareholders and proxies, holding 558,404,910 shares which were equivalent to 59.40 percent of the total sold shares of the Company, attending before voting for agenda 3.

**Resolution:** The meeting unanimously adopted the resolution to approve the Statements of Financial Position and Statements of Comprehensive Income of the Company for the fiscal year ended December 31, 2021 and acknowledged the auditor's report. The votes comprise as follows:

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting and exercising their votes</b>
Approved	558,404,910	100.00%
Disapproved	0	0.00%
Abstained	0	-
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

**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 2021**

Before voting on the agenda 4, no additional shareholders and/or proxies attended the meeting. Therefore, there were 37 shareholders and proxies, holding 558,404,910 shares which were equivalent to 59.40 percent of the total sold shares of the Company, attending before voting for agenda 4.

**Resolution:** Whereas for the business operation results for the year 2021, the Company has net profit of Baht 44.79 million according to the Separate Financial Statements but the Company has accumulated loss of Baht 416.91 million. Therefore, the meeting unanimously adopted the resolution to approve the non-distribution of dividend and non-appropriation of net profit as legal reserve from the operating results of the year 2021. The votes comprise as follows:

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting and exercising their votes</b>
Approved	558,404,910	100.00%
Disapproved	0	0.00%
Abstained	0	-
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

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

Before voting on the agenda 5, no additional shareholders and/or proxies attended the meeting. Therefore, there were 37 shareholders and proxies, holding 558,404,910 shares which were equivalent to 59.40 percent of the total sold shares of the Company, attending before voting for agenda 5.

**Resolution:** The meeting unanimously resolved to re-elect three directors, namely 1) Mr. Bandhoon Supakavanich 2) Mr. Jiraphant Asvatanakul; and 3) Mrs. Supaluck Tiasevanakul, whose terms expired by rotation to be the directors of the Company for another term.

- 1) Mr. Bandhooon Supakavanich acting as Chairman of Board of Directors, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee, and Independent Director. The votes comprise as follows:

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting and exercising their votes</b>
Approved	558,404,910	100.00%
Disapproved	0	0.00%
Abstained	0	-
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

- 2) Mr. Jiraphant Asvatanakul acting as Member of Audit Committee, Member of Nomination and Remuneration Committee and Independent Director. The votes comprise as follows:

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting and exercising their votes</b>
Approved	558,389,910	100.00%
Disapproved	0	0.00%
Abstained	15,000	-
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

- 3) Mrs. Supaluck Tiasevanakul acting as Director, Member of Risk Management Committee and Deputy Executive Officer of Accounting Department, Finance Department and Office Department. The votes comprise as follows:

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting and exercising their votes</b>
Approved	558,389,910	100.00%
Disapproved	0	0.00%
Abstained	15,000	-
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

**Agenda 6 To consider and approve the directors' remuneration for the year 2022**

Before voting on the agenda 6, no additional shareholders and/or proxies attended the meeting. Therefore, there were 37 shareholders and proxies, holding 558,404,910 shares which were equivalent to 59.40 percent of the total sold shares of the Company, attending before voting for agenda 6.

**Resolution:** The meeting approved the directors' remuneration for the year 2022, as the following details:

<b>Directors' remuneration (Baht per Quarter)</b>			
<b>Position</b>	<b>Year 2022 (For consideration)</b>	<b>Year 2021</b>	<b>Year 2020</b>
President	55,000	55,000	55,000
Audit Committee Chairman	55,000	55,000	55,000
Independent Director	45,000	45,000	45,000
Non-Executive Director	45,000	45,000	45,000
<b>Attendance fee (Baht per Time)</b>			
<b>Position</b>	<b>Year 2022 (For consideration)</b>	<b>Year 2021</b>	<b>Year 2020</b>
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
Risk Management Committee	15,000	15,000	15,000

The meeting with majority votes of not less than two-third of the total votes of shareholders and/or proxies attending the meeting adopted the resolution to approve the directors' remuneration for the year 2022 at the amount not exceeding Baht 2,000,000 excluding the remuneration of directors who are management according to details as mentioned in the above table. The votes comprise as follows:

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting</b>
Approved	555,389,910	99.46%
Disapproved	0	0.00%
Abstained	3,015,000	0.54%
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

**Agenda 7 To consider and appoint auditors and determine auditors' remuneration for the year 2022**

Before voting on the agenda 7, no additional shareholders and/or proxies attended the meeting. Therefore, there were 37 shareholders and proxies, holding 558,404,910 shares which were equivalent to 59.40 percent of the total sold shares of the Company, attending before voting for agenda 7.

**Resolution:** The meeting unanimously adopted the resolution to appoint the auditors of PricewaterhouseCoopers ABAS Ltd. to be the Company's auditors for the year 2022, detailed as follows:

- 1) Mr. Pisit Thangtanagul CPA No. 4095, and/or
- 2) Miss Tithinun Vankeo CPA No. 9432, and/or
- 3) Miss Nuntika Limvirivalers CPA No. 7358

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 2022 will amount to Baht 2,450,000.

<b>Resolution</b>	<b>Number of votes(s)</b>	<b>Percentage of total votes of shareholders attending the meeting and exercising their votes</b>
Approved	558,389,910	100.00%
Disapproved	0	0.00%
Abstained	15,000	-
Invalid Ballots	0	0.00%
<b>Total</b>	<b>558,404,910</b>	<b>100.00%</b>

**Agenda 8 To consider other matters (if any)**

- None -

Please be informed accordingly.

Yours Faithfully,

(Mr. Krisada Chavananand)

Managing Director