



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. 059/2024

April 23, 2024

**Subject: To report the resolutions of the 2024 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 2024 Annual General Meeting of Shareholders which was held on April 23, 2024, 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 33 shareholders and/or proxies attending the 2024 Annual General Meeting of Shareholders. The total numbers of shares represented were 477,285,701 shares, which was equivalent to 50.78 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 2023 Annual General Meeting of Shareholders which was held on April 25, 2023**

**Resolution:** The meeting acknowledged the Minutes of the 2023 Annual General Meeting of Shareholders which was held on April 25, 2023 (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 2023**

**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 2023 including the report of the Audit Committee as stated in the Form 56-1 One 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, 2023 and acknowledge the auditor’s report**

Before voting on the agenda 3, no additional shareholders and/or proxies attended the meeting. Therefore, there were 33 shareholders and proxies, holding 477,285,701 shares which were equivalent to 50.78 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, 2023 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	477,285,701	100.00%
Disapproved	0	0.00%
Abstained	0	-
<b>Total</b>	<b><u>477,285,701</u></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 2023**

Before voting on the agenda 4, no additional shareholders and/or proxies attended the meeting. Therefore, there were 33 shareholders and proxies, holding 477,285,701 shares which were equivalent to 50.78 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 2023, the Company has net loss of Baht 79.41 million according to the Separate Financial Statements as well as accumulated loss of Baht 503.62 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 2023. 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	477,285,701	100.00%
Disapproved	0	0.00%
Abstained	0	-
<b>Total</b>	<b><u>477,285,701</u></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 33 shareholders and proxies, holding 477,285,701 shares which were equivalent to 50.78 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. Krisada Chavananand; 2) Mr. Bandhooon Supakavanich; and 3) Mr. Rachada Singalavanija, whose terms expired by rotation to be the directors of the Company for another term.

- 1) Mr. Krisada Chavananand acting as Managing Director, and Chairman of Risk Management Committee. 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	477,285,700	100.00%
Disapproved	0	0.00%
Abstained	1	-
<b>Total</b>	<b><u>477,285,700</u></b>	<b>100.00%</b>

- 2) Mr. Bandhoo Supakavanich acting as Chairman of the Board of Directors, Chairman of Audit Committee, Chairman of the 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	477,285,600	100.00%
Disapproved	100	0.00%
Abstained	1	-
<b>Total</b>	<b><u>477,285,700</u></b>	<b>100.00%</b>

- 3) Mr. Rachada Singalavanija acting as Member of Audit Committee, Member of Risk Management 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	477,285,700	100.00%
Disapproved	0	0.00%
Abstained	1	-
<b>Total</b>	<b><u>477,285,700</u></b>	<b>100.00%</b>

**Agenda 6 To consider and approve the directors' remuneration for the year 2024**

Before voting on the agenda 6, no additional shareholders and/or proxies attended the meeting. Therefore, there were 33 shareholders and proxies, holding 477,285,701 shares which were equivalent to 50.78 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 2024, as the following details:

Types of Directors	Annual Remuneration		
	Year 2024 (For approval)	Year 2023	Year 2022
1. Quarterly Remuneration (Baht per person per quarter)			
Independent Director who is Audit Committee Chairman	55,000	55,000	55,000
Independent Director who is Audit Committee Member / Independent Director	45,000	45,000	45,000
Chairman of Board of Directors	55,000	55,000	55,000
Non-Executive Director	45,000	45,000	45,000
2. Attendance fee of Board of Directors' Meeting (Baht per person per time)			
Chairman of Board of Directors	25,000	25,000	25,000
Independent Director	20,000	20,000	20,000
Non-Executive Director	20,000	20,000	20,000
3. Attendance fee of Audit Committee' Meeting (Baht per person per time)			
Audit Committee Chairman	25,000	25,000	25,000
Audit Committee Member	20,000	20,000	20,000
4. Attendance fee of Nomination and Remuneration Committee' Meeting (Baht per person per time)			
Nomination and Remuneration Committee Chairman	20,000	20,000	20,000
Nomination and Remuneration Committee Member	15,000	15,000	15,000
5. Attendance fee of Risk Management Committee' Meeting (Baht per person per time)			
Risk Management Committee Member	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 2024 at the amount not exceeding Baht 1,700,000 excluding the remuneration of executive directors and there are no other benefits, 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	474,285,701	99.37%
Disapproved	0	0.00%
Abstained	3,000,000	0.63%
<b>Total</b>	<b><u>477,285,701</u></b>	<b>100.00%</b>

**Agenda 7 To consider and appoint auditors and determine auditors' remuneration for the year 2024**

Before voting on the agenda 7, no additional shareholders and/or proxies attended the meeting. Therefore, there were 33 shareholders and proxies, holding 477,285,701 shares which were equivalent to 50.78 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 2024, detailed as follows:

- 1) Miss Tithinun Vankeo CPA No. 9432, and/or
- 2) Mr. Pisit Thangtanagul CPA No. 4095, 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 2024 will amount to Baht 2,530,000. In addition, the meeting also appointed Miss Natnicha T. Saengchantara, CPA No. 14995 as the independent auditor for a group company(ies) that provides hemodialysis services for kidney disease patients using hemodialysis machines. The auditing fee for the year 2024 will amount to Baht 220,000. The total auditing fee for the year 2 0 2 4 will amount to Baht 2,750,000 excluding non-audit fees.

<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	477,285,701	100.00%
Disapproved	0	0.00%
Abstained	0	-
<b>Total</b>	<b><u>477,285,701</u></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