



The ONE Enterprise Public Company Limited

# Invitation to the 2022 Annual General Meeting of Shareholders The One Enterprise Public Company Limited



**Thursday, April 28, 2022, at 10.00 a.m.**

The meeting through electronic media according to the  
Emergency Decree on Electronic Meeting B.E. 2563 (2020)



*-Translation-*

March 28, 2022

**Subject** : Invitation to the 2022 Annual General Meeting of Shareholders through electronic meeting (E-AGM)  
**To** : The shareholders of The One Enterprise Public Company Limited

**Enclosures**

1. Objectives and rationale of the Board of Directors' opinions to facilitate shareholders' considerations
2. Financial Summary from the 2021 Annual Report
3. Profiles of the nominated candidates to replace directors who retired by rotation and the qualification of the Company's independent director (3.1 - 3.6)
4. Details of the independent directors proposed as proxy holders (in the event that an independent director is appointed as a proxy holder)
5. The Company's Articles of Association concerning the Shareholders' Meeting
6. Documents and evidence that attendees have to identity proofing before joining the 2022 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.
7. Procedures chart for Identity proofing and attend the 2022 AGM through Electronic Media (E-AGM)
8. Form for Submitting Question in Advance for the 2022 AGM via Electronic Media (E-AGM)
9. QR Code Downloading Procedures for the annual registration statement / the 2021 Annual Report (Form 56-1 One Report)
10. Three types of Proxy Forms (Form A, B, and C), according to the announcement of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 and as amended and P.O. Box Envelope (in case of returning the form by post)
11. Registration Form for attending the 2022 Annual General Meeting of Shareholders through Electronic Media (E-AGM)
  - Form of the Meeting notification with QR code for downloading meeting documents

According to the COVID-19 outbreak situation across many areas in Thailand at present, the government has asked for cooperation from the private sector to be cautious about organizing activities that involve large in-person gatherings as well as to consider arranging online meetings to reduce the spread of COVID-19. The Company has been closely monitoring the situation with the deepest concern for the safety of the meeting attendees and its staff and is set to strictly adhere to the government's measures to prevent and reduce the spread of COVID-19 as mentioned.

Therefore, The Board of Directors ("the Board") of The One Enterprise Public Company Limited ("the Company") has resolved to invite all shareholders to attend the 2022 Annual General Meeting of Shareholders ("the Meeting") which will be convened on **Thursday, April 28, 2022, at 10.00 a.m., through electronic media (E-Meeting / E-AGM) only**, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

**Agenda 1**    **To acknowledge the declaration of the 2021 operational results and the Company's Annual Report**

**The Board's opinion:**    The Board was deemed appropriate to report the Company's operational results and submit the 2021 Annual Report to the Meeting for acknowledgment.

**Agenda 2**    **To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021.**

**The Board's opinion:**    The Board proposed to the Meeting to approve the Company's Statement of Financial Position and the Comprehensive Income Statement for the fiscal year ended December 31, 2021, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

**Agenda 3**    **To approve the apportionment as statutory reserve fund from the 2021 operational results.**

**The Board's opinion:**    The Board proposed to the Meeting to approve the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2021 ending December 31, 2021 of separate financial statements, the company had a total net profit of Baht 127,128,167. Therefore, the Company must statutory reserve of net profit the total amount of legal reserve is Baht 6,356,408, in order to comply with the Clause 51 of the Company's Articles of Association and Section 116 of the Public Limited Companies Act B.E.2535 (and as amended).

**Agenda 4**    **To approve the dividend payment for the 2021 operational results.**

**The Board's opinion:**    The Board proposed to the Meeting to approve the dividend payment for the 2021 operational results at the rate of 0.069 Baht per share to the shareholders of 2,381,250,000 shares or totaling Baht 164,306,250, equivalent to 88.65% of the Separate's retain earnings, ending December 31, 2021. The Record Date to entitle rightful shareholders who may receive the dividend will be on May 10, 2022 and the payment of the dividend will be made on May 27, 2022.

The remaining dividend for the 2021 operational results will be paid at the rate of 0.069 Baht per share from the retained earnings of the 2021 Separate financial statements which received from subsidiaries divided into (1) the dividend received from subsidiaries at the rate of 0.025 Baht per share, which subjected to 20% corporate income tax wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code and (2) the dividend received from subsidiaries at the rate of 0.044 Baht per share, which are not subjected to corporate income tax payment from business operations due to the exercise of the net loss entitled to deduct legally wherein individual shareholders shall not be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code.

**Agenda 5**    **To approve the appointment of directors in place of those who are due to retire by rotation for the year 2022.**

**The Board's opinion:**    The Board (except those 5 retired directors who have conflicts of interest in this agenda) has been carefully scrutinized, cautious to the appropriateness. This is to ensure that the persons nominated for this time are qualified for the Company's business operation. According to the opinion of the Nomination and Remuneration Committee, therefore resolved to proposed to the Meeting to endorse the appointment of directors who are due to retire by rotation namely (1) Mr. Tanupol Virunhagarun, (2) Mr. Piya Sosothikul, (3) Mr. Rafah Damrongchaitham, (4) Mr. Somboon Kitiyansub, and (5) Mrs. Duangmanee Sukhum as the Company's directors for another term. (Profiles of those

5 candidates and the qualification of the Company's independent director are described in Enclosure 3.1 - 3.6).

**Agenda 6**    **To approve the remunerations of the Board of Directors and subcommittees for the year 2022.**

**The Board's opinion:**    The Board proposed that the Meeting approve the Board of Director and subcommittee's remuneration for the year 2022 at the amount of 15,880,000 Baht, comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and the annual bonus, according to the rules and details set forth.

**Agenda 7**    **To approve the appointment of the auditors and the determination of the audit fee for the year 2022.**

**The Board's opinion:**    The Board proposed that the Meeting appoint EY Office Limited as the Company's auditor for the fiscal year ended December 31, 2022, and that any one of the individuals below be responsible for reviewing or audit and provide an opinion on the financial statements of the Company, namely (1) Mr. Termphong Opanaphan CPA No.4501 or (2) Mr. Khitsada Lerdwana CPA No.4958 or (3) Mrs. Poonnard Paocharoen CPA No.5238. In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2022 at the amount of not exceeding 1,200,000 Baht, which is the same amount as the previous year.

**Agenda 8**    **Other matters. (if any)**

**The Board's opinion:**    The Board deemed it appropriate to include this agenda so as to comply with the section 105 of the Public Limited Companies Act B.E.2535 (as amended) specifying that shareholders holding shares amounting not less than one-third of the total number of paid-up shares are qualified to ask the Meeting to consider any matter other than those set out in the invitation letter. Additionally, this agenda is also set for shareholders who wish to ask any further questions or provide any other opinions (if any). However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting to approve or vote.

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the 2022 AGM shall be recorded on March 14, 2022 (Record Date). The company would like to invite the shareholders to attend the meeting. via electronic media at the aforementioned date and time at the same time, which **the Company will open for registration in the E-AGM system to attend the 2022 Annual General Meeting of Shareholders via electronic media (E-AGM) from 9.00 a.m. on Thursday, April 29, 2022 onwards.**

The Company recommends Shareholders and/or Proxy holder to study the conditions and methods of registration procedure, including submitting the request form to attend the Annual General Meeting of Shareholders for the year 2022 via electronic media (E-AGM) (according to Enclosure 11) and submit all relevant documents that require to identity proofing for receiving individual link to attend the E-AGM and the system access manual, together with study vote casting procedure as detailed in enclosure 6). and enclosure 7).

If any shareholder wishes to grant a proxy to another person instead of attending the Meeting in person to vote on shareholders' behalf. Please fill in the details and sign the Proxy Form A or Form B either. (Enclosure 10) to be complete , foreign shareholders which appoints a custodian in Thailand to be a stock depository and keeper, please use one of the Proxy Form A or Form B or Form C (Custodian). (Enclosure 10) with a 20 baht stamp duty attached.

In the event that shareholders are unable to attend the meeting, able to grant a proxy to the Company's independent directors (Enclosure 4) instead of attending the Meeting in person to vote on Shareholders' behalf according to the proxy form by sending a proxy that shows the desire to vote (Recommend to use the Proxy Form B (Enclosure 10)). To do so, please complete the Proxy Form B and give all vote instructions, and submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (No stamp needed) to the Company by April 25, 2022. **(Please study the details of documents and evidence that attendees have to identity proofing before joining the 2022 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting (Enclosure 6).**

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, please sending Form for Submitting Question in Advance for the 2022 AGM via Electronic Media (E-AGM) to the company secretary via email: [cs@onee.one](mailto:cs@onee.one) by April 25, 2022, as detailed in Enclosure 8.

To provide the shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2022 Annual General Meeting of Shareholders via Electronic Media (E-AGM), together with the proxy forms and all related documents, including document download on the Company's website ([www.theoneenterprise.com](http://www.theoneenterprise.com)), both in Thai and English, March 28, 2022 onwards, The 2021 Annual Report (Form 56-1 One report) shall be publicized on the Company's website prior to the meeting date, not less than 21 days.

Please be informed accordingly.

Yours Faithfully,



(Mr. Paiboon Damrongchaitam)

Chairman of the Board

By resolution of the Board

For information regarding the Shareholders' Meeting, please contact:

Company Secretary

Tel. (+662) 669 9712

Email: [cs@onee.one](mailto:cs@onee.one)



**Objectives and rationale of the Board of Directors' opinions  
to facilitate shareholders' considerations**

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**Agenda 1 To acknowledge the declaration of the 2021 operational results and the Company's Annual Report**

The report by the Board and management with respect to the Company's business performance for the year 2021 ended December 31, 2021 has been produced portraying the operational results of the Company during 2021. The Board, having considered and deemed it correct and sufficient, hereby proposes that the Meeting acknowledge the Company's business performance during 2021 and as contained in the annual registration statement /the 2021 Annual Report (Form 56-1 One Report). The shareholders can download from the QR Code appearing on the "Form of the Meeting notification with QR code for downloading meeting documents, which was delivered to the shareholders together with this Invitation Letter.

**Required Resolution:**

This agenda does not require any vote, as this is to inform the Meeting for acknowledgment.

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**Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021.**

In accordance with Section 112 of the Public Limited Companies Act B.E.2535 (and as amended), the Company has to prepare the latest Statement of Financial Position and the Income Statement as at the end of the Company's fiscal year, to be presented and approved at the Annual General Meeting. The Company's Statement of Financial Position and the Comprehensive Income Statement for the year as of December 31, 2021, had been reviewed by the Board and the Audit Committee, having considered and deemed them correct, complete and sufficient pursuant to the generally accepted accounting standards, and was duly audited and certified by auditors from EY Office Limited, who is the auditor of the Company. Details from the Statement of Financial Position and the Comprehensive Income Statement as of December 31, 2021 appears in the 2021 Annual Report (Form 56-1 One Report), and a printed summary of key financial information from the 2021 Annual Report is also attached to this Invitation Letter (Enclosure 2)

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 3 To approve the apportionment as statutory reserve fund from the 2021 operational results.**

According to Section 116 of the Public Limited Companies Act B.E.2535 (and as amended) and the Company's Articles of Association, Clause 51 which stated that "The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital. In addition to such reserve fund, the board of directors may propose that the shareholders' meeting pass a resolution to allocate other reserve funds as it is deemed to be advantage in the operation of the Company."

At present the Company has net profit for the year 2021 ending 31 December 2021 in the separate financial statements in the amount of Baht 127,128,167. Therefore, in order to comply with the law and the Company's Articles of Association, above, the Board of Director propose the Meeting to approve the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2021 ending December 31, 2021 of separate financial statements, totaling Baht 6,356,408.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 4 To approve the dividend payment for the 2021 operational results.**

The Company has a policy paying the dividends to shareholders at a rate of not less than 40% of the Company's net profit from normal operation from the Company's consolidated financial statements (after taxes and reserves, as required by applicable laws and as determined by the Company) However, it must not exceed the retained earnings of the Company. that appear in the separate financial statements. However, it must not exceed the retained earnings of the Company, that appear in the separate financial statements. According to Section 115 of the Public Act and the Company's Articles of Association Clause 49 which stated that "Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid."

According to the Company's performance in 2021, the company has the retain earnings after statutory reserve fund from the 2021, ending December 31, 2021 of separate financial statements in the amount Baht 185,336,920. The Board of Director to propose the AGM 2022 to consider and approve the dividend payment for the 2021 operational results at the rate of 0.069 Baht per share to the shareholders of 2,381,250,000 shares or totaling Baht 164,306,250 equivalent to 88.65% of the Separate's retain earnings, ending December 31, 2021. However, The Company cannot pay dividends in accordance with the Company's dividend payment policy because the Company has retained earnings (after allocation of legal reserves) according to the separate financial statements ending December 31, 2021, amounting to only Baht185,336,920.

Details of the dividend payments are shown as follows:

Details of dividend payment	
<b>Separate financial statements</b>	
Net Profits/(Loss): Million Baht	127.13
Retained Earnings/(Deficit)*: Million Baht	185.34
Earnings /(Loss) per Share: Baht	0.06
<b>Consolidate financial statements</b>	
Net Profits/(Loss): Million Baht	828.42
Retained Earnings / (Deficit)*: Million Baht	(740.63)
Earnings /(Loss) per Share: Baht	0.42
<b>Total Dividends Payment (Baht per Share)</b>	<b>0.069</b>
Number of Shares (Million Share)	2,381.25
<b>Total Dividend Payouts (Million Baht)</b>	<b>164.31</b>
Dividend Payout Ratio (%) (Separate financial statements)	88.65

**Note** : \* the retain earnings / (Deficit) after statutory reserve fund from the 2021

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The Board of Director to propose the AGM 2022 to approve the Record Date to entitle rightful shareholders who may receive the dividend will be on May 10, 2022 and the payment of the dividend will be made on May 27, 2022.

The remaining dividend for the 2021 operational results will be paid at the rate of 0.069 Baht per share from the retained earnings of the 2021 Separate financial statements which received from subsidiaries divided into (1) the dividend received from subsidiaries at the rate of 0.025 Baht per share, which subjected to 20% corporate income tax wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code and (2) the dividend received from subsidiaries at the rate of 0.044 Baht per share, which are not subjected to corporate income tax payment from business operations due to the exercise of the net loss entitled to deduct legally wherein individual shareholders shall not be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2022.**

Pursuant to the Public Act and Clause 21 of the Company's Articles of Association, which stated that; "At every annual general meeting, one-third (1/3) of directors at that time shall retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall be retired. The directors to retire in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held longest shall retire. The directors retiring from office may be re-elected."

In this regard, the Company registered its conversion to a public company on May 3, 2021, resulting in 15 directors having equal terms. At this 2022 Annual General Meeting of Shareholders, there are 5 directors to retire in the first who selected by drawing lots from 15 directors, due to retire by rotation, namely:

Name	Position in the Board	Position in the Sub-Committees
1. Mr. Tanupol Virunhagarun	Director (Non-Executive Director)	-None -
2. Mr. Piya Sosothikul	Director (Non-Executive Director)	-None -
3. Mr. Rafah Damrongchaitam	Director (Executive Director)	• Member of the Executive Committee
4. Mr. Somboon Kitiyansub	Independent Director	• Member of the Audit Committee • Member of the Nomination and Remuneration Committee
5. Mrs. Duangmanee Sukhum	Independent Director	• Member of the Nomination and Remuneration Committee





The ONE Enterprise Public Company Limited

With respect to the Company's Good Corporate Governance Policy, the shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance for the 2022 Annual General Meeting of Shareholders via the Company's website [www.theoneenterprise.com](http://www.theoneenterprise.com), from January 25, 2022, to February 22, 2022. However, no shareholder nominated the qualified persons to the Company.

The Nomination and Remuneration Committee (the "NRC") at the Meeting No.1/2022 held on February 23, 2022, had deliberately considered, taking into account the individual directors' qualifications in various aspects based on the best interest of the Company under the policy, criteria and nomination process of the Company (Details appear in the 2021 Annual Report (Form 56-1 One report) under the heading "7.3.Corporate Governance> 7.3.1 Committee Structure > Scope of authorities duties and responsibilities of the Nomination and Remuneration Committee > 1. Nomination" (Page. 167-172), and found that all the 5 retired directors, namely (1) Mr. Tanupol Virunhagarun, (2) Mr. Piya Sosothikul, (3) Mr. Rafah Damrongchaitham, (4) Mr. Somboon Kitiyansub, and (5) Mrs. Duangmanee Sukhum are fit to work for the Company as the directors for another term because of their qualifications that meets the requirements of the Public Act, have qualifications suitable for the business of the company, their knowledge, abilities, experience, vision, and working performance including their devotion and support to the Company's business operation in the past years.

The Board of Directors has considered proposing to Directors No. (4) Mr. Somboon Kitiyansub, and (5) Mrs. Duangmanee Sukhum to be independent directors. Due to the qualifications consistent with the independent director definition of the Securities and Exchange Commission, and the Stock Exchange of Thailand and the Company, and both of them will be able to express their opinions independently. as an independent director and Mr. Somboon Kitiyansub as an audit committee throughout the past tenure have performed their duties with responsibility caution and honesty, including compliance with the law relevant rules, objectives and regulations of the Company, Board resolution as well as the resolutions of the shareholders' meeting, in accordance with the relevant details of the definition of independent directors of the Company are set out in Enclosure 3.6.

Therefore, the Board (except those 5 retired directors who have conflicts of interest in this agenda), considered and scrutinized the suitability of the person who was nominated for this time have qualifications suitable for the business of the company. In accordance with the opinion of the NRC above and agreed with the NRC to propose the Meeting to endorse the appointment of the 5 afore mentioned candidates as the Company's directors. Their profiles and other supporting information and the qualification of the Company's independent directors who retired by rotation and the qualification of the Company's independent director in Enclosure 3.1 - 3.6.

**Required Resolution:**

A resolution for electing directors can be passed according to the method and procedure as stated in Clause 20 of the Company's Articles of Association (Enclosure 5) and a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2022.**

Pursuant to the Clause 33 of the Company's Articles of Association which stated that: "The directors shall be entitled to receive remuneration from the Company in the form of award, meeting allowance, gratuity, bonus or benefits of other nature as considered and approved by the shareholders meeting by a vote of not less than two-third (2/3) of the total votes of shareholders attending the meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company's regulations, the provision shall not prejudice the rights of the staff or employees of the Company, who have been appointed as directors, to receive the remuneration or benefits as a staff or an employee of the Company."

For the 2022 Annual General Meeting of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2022 according to the Company's the guidelines and procedures by considering various factors in support of their determination, including the scope of responsibilities, contributions, the work performance of the Company's directors, business expansion, a comparison with other companies in the same industry and similar nature of the business, as well as the report of the 2020 Survey on Directors' Remuneration of Listed Companies in the Stock Exchange of Thailand

conducted by Thai Institution of Directors (IOD). It was apparent that the Company's Board of Directors' and Audit Committee's remuneration was not different from the overall market average rate.

Therefore, it was deemed appropriate to propose to the Meeting to approve the Board of Directors and Subcommittee's remuneration for the year 2022 as follows as the followings:

- **The Board of Director and The Subcommittees** (it was appointed by the Board of Director) consists of:
  1. The Board of Directors
  2. The Audit Committee
  3. The Nomination and Remuneration Committee
  4. The Executive Committee
- **Remuneration of the Company's Directors and committees for the year 2022** will consist of:
  1. The monthly remuneration (fixed rate )
  2. The meeting allowance (fixed rate )
  3. The annual bonus
- **To approve the remunerations of the Board of Directors and subcommittees for the year 2022 as followings:**

**(A) Monetary Remuneration**

It was deemed appropriate to approve the Board of Directors and Subcommittee's remuneration for the year 2022 namely, The Board of Directors, The Audit Committee, The Nomination and Remuneration Committee and The Executive Committee totaling at the amount of Baht 15,880,000, comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and annual bonus at the not exceeding amount of 10,000,000 baht per year, according to the rules and details set forth.

(Unit: Baht/year)

Committee	2022 (Proposed)	2021
The Board of Directors	Total proposed remuneration not exceeding 15,880,000 Baht	Total remuneration not exceeding 11,000,000 Baht
The Audit Committee		
The Nomination and Remuneration Committee		
The Executive Committee		

**(B) Non-Monetary Remuneration / Other Benefits**

- None -

**1) The Board of Directors' Remuneration Criteria**

- **Monthly Remuneration pay to the Board of Directors.**

Committee	Position	Monthly Remuneration (baht / person / month)	
		2022 (Proposed)	2021
The Board of Directors	Chairman of the Board	30,000	30,000
	Non-Executive Director	20,000	20,000
	Executive Director	- None -	- None -

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- **Meeting Allowance** (Being paid to a director who attends the meeting only)

Committee	Position	Meeting Allowance (baht / person / time)	
		2022 (Proposed)	2021
The Board of Directors	Chairman of the Board	20,000	20,000
	Non-Executive Director	20,000	20,000
	Executive Director	20,000	20,000

- **Annual Bonus**

It is deemed appropriate to set the limit for the allocation of the 2022 annual bonus will be paid not exceeding Baht 10,000,000, which is the amount that is included in the amount of the 2022 compensation for the directors and committees for the year 2022, amounting Baht 15,880,000. Remuneration of the Board of Directors and Sub-Committees for the year 2022, the remainder after deducting the amount of monthly remuneration and all meeting allowances paid to the Company's Directors and Sub-Committees.

**In this regard, the criteria and conditions for the allocation of the annual bonus for the year 2022 are as follows:**

1. Assign the Nomination and Remuneration Committee to consider the allocation of the 2022 annual bonus.
2. The annual bonus payment is not exceeding 0.15% of the total income according to the annual financial statements 2022, and must not exceed the limit of 10 million baht.
3. The operating results of The One Enterprise Public Company Limited group must be profitable.
4. Determine the payment of bonuses to the Board of Directors only. The allocation of the annual bonus will be allocated according to the number of meetings of the Board of Directors only. The Chairman of the Board will receive 1.5 times of his attendance. Other Director will receive 1 time of their attendance.

## **2) The Sub-Committees' Remuneration**

It was deemed appropriate to propose the Meeting to approve the Sub-Committees' remuneration which was appointed by the Board as follows:

- **Monthly Remuneration pays to the Audit Committee** required to be paid to the Audit Committee by paying every month which has rates as follow:

Committee	Position	Monthly Remuneration (baht / person / month)	
		2022 (Proposed)	2021
The Audit Committee	Chairman of the Audit Committee	10,000	10,000
	Member of the Audit Committee	5,000	5,000

- **Meeting Allowance** (Being paid to The Subcommittee member namely, The Audit Committee, The Nomination and Remuneration Committee and The Executive Committee who attends the meeting only)



The ONE Enterprise Public Company Limited

Committee	Position	Meeting Allowance (baht/person/time)	
		2022 (Proposed)	2021
The Audit Committee	Chairman of the Audit Committee	20,000	20,000
	Member of the Audit Committee	20,000	20,000
The Nomination and Remuneration Committee	Chairman of the Nomination and Remuneration Committee	15,000	15,000
	Member of the Nomination and Remuneration Committee	15,000	15,000
The Executive Committee	Chairman of the Executive Committee	10,000	10,000
	Member of the Executive Committee (non-Executive)	10,000	10,000
	Member of the Executive Committee (Executive)	-None-	-None-

- **Non-Monetary Remuneration / Other Benefits**

- None -

**Required Resolution:**

According to the Company’s Articles of Association, a resolution under this agenda can be passed with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

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**Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2022.**

Pursuant to the Public Act and the Company’s Articles of Association Clause 57, shareholders are responsible for the appointment of the Company’s auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor. 75/2561 (No.14) Re: Rules, conditions, and procedures for information disclosure relating to the financial condition and operating results of issuing companies on “Auditor Rotation” whose key points can be summarized as follows: “Listed companies must ensure the rotation of its auditor. In case the auditor has reviewed and/or audited and commented on the financial statements of the Company for seven consecutive accounting periods, whether consecutive or not, the company will be able to appoint the above auditor at least after the end of the next five accounting periods.”



For the 2022 Annual General Meeting of Shareholders, after due consideration by the Board, with a consent from the Audit Committee, it was deemed appropriate to re-elect **EY Office Limited (“EY”)**, the Company’s auditor since 2013 (9 years) and is certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2022. That was because of their excellent working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below to be responsible for reviewing, audit, and provide an opinion on the financial statements of the Company:

**The Company’s Auditors:**

1. Mr. Termphong Opanaphan CPA No. 4501 or,  
(certified in the Company’s financial statements in 2016 - 2021 (6 years))
2. Mr. Khitsada Lerdwana CPA No. 4958 or,  
(certified in the Company’s financial statements in 2013 - 2015 (3 years))
3. Mrs. Ponnard Paچارoen CPA No. 5238  
(never certify in the Company’s financial statements)

In the event that the aforementioned auditors are unable to perform their duties, EY will replace the person with another auditor from its firm to conduct the audit works and give an opinion on the financial statements of the Company. The auditors who certify the financial statements have no relationship in any circumstances and have neither conflict of interest with the Company and its subsidiaries nor the management, major shareholders or any related persons of the aforementioned.

In addition, the following auditors of EY are the auditors of the Company’s subsidiaries:

**The Company’s subsidiaries’ Auditors:**

1. Mr. Termphong Opanaphan CPA No. 4501 or,
2. Mr. Khitsada Lerdwana CPA No. 4958 or,
3. Mrs. Ponnard Paچارoen CPA No. 5238

**The Audit Fee**

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2022 of The One Enterprise Plc. At the amount of Baht **1,200,000** (Baht one million two hundred thousand), as same as the previous year (This amount excludes additional audit fees which may incur from future business restructuring the merger or expansion / change of the company’s business in the future or the effect of special audit (Change policy / accounting standards)) The Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

The audit fee of the Company could be summarized as follows:

(Unit: Baht)

Company	2022 Audit fee (Proposed)	% Change	2021 Audit fee
The One Enterprise Plc.	1,200,000	0%	1,200,000
Non-audit service fee	- None -	-	3,150,000*



**Note:**

\* In year 2021, the Company and its affiliates received any other kind of services (Non-audit services) from EY, that was the assurance practice to report on the collection of pro forma consolidated financial information included in the prospectus.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

.....

**Agenda 8    Other matters (If any)**

The Board deemed it appropriate to include this agenda to be in accordance with Section 105 of the Public Act stating that shareholders holding not less than one-third of the total number of shares sold, may request the meeting to consider any matter other than those specified in the meeting notice, and also for shareholders to ask any questions or provide any opinions (if any) and/or so that the Board shall answer or give an explanation to shareholders. Also, in case there were shareholders sent their inquiries or comments in advance.

However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting for approval or vote casting.

.....

**Additional Facts on the Meeting Agenda**

In order to comply with the Company's Good Corporate Governance Policy, the Company has invited all shareholders to propose agenda for the 2022 Annual General Meeting of Shareholders via the Company's website at [www.theoneenterprise.com](http://www.theoneenterprise.com) from January 25, 2022 to February 22, 2022. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2022 Annual General Meeting of Shareholders as appears in this Invitation Letter.

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The ONE Enterprise Public Company Limited

## Financial Summary

from the 2021 Annual Report

The One Enterprise Public Company Limited

## Independent Auditor's Report

To the Shareholders of The ONE Enterprise Public Company Limited  
(Formerly known as "The ONE Enterprise Company Limited")

### Opinion

I have audited the accompanying consolidated financial statements of The ONE Enterprise Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of The ONE Enterprise Public Company Limited (the Company) for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The ONE Enterprise Public Company Limited and its subsidiaries, and of The ONE Enterprise Public Company Limited as at 31 December 2021, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the *Code of Ethics for Professional Accountants* as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Emphasis of Matters

I draw attention to Note 11 to the consolidated financial statements. In November 2020, the Company purchased the ordinary shares of GMM Channel Holding Company Limited, with totaling investment value of Baht 2,200 million. The Company completed the measurement of fair value of the identifiable assets acquired and liabilities assumed at the acquired date in April 2021. The Company restated the consolidated financial statements for the year ended 31 December 2020, presented herein as comparative information, to reflect the fair value of the identifiable assets acquired and liabilities assumed of GMM Channel Holding Company Limited and its subsidiaries as from the acquisition date. My opinion is not modified in respect of this matter.



## **Key Audit Matters**

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matter below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

### ***Revenue recognition***

The Group's revenue is significant to the financial statements and directly affects its operating results, to which users of financial statements pay attention. The Group has numerous types of revenue and it is derived through various channels, under agreements with a large number of customers that contain a variety of conditions, pertaining to matters such as sales promotions and discounts. In addition, changes in consumer behavior and industry trends have directly affected the competitive environment in media and entertainment industry. There are therefore risks with respect to the amount and timing of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales and service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for sales and service transactions occurring during the year and near the end of the accounting period, and with special consideration given to expanding the scope of the examination supporting documentation for transactions occurring near the end of the accounting period.

- Reviewing credit notes that the Group issued after the period-end, with special consideration given to expanding the scope of sampling of documentation.
- Performing analytical procedures on disaggregated data to detect possible irregularities in revenues transactions throughout the period, including accounting entries made through journal vouchers.

### ***Goodwill and intangible assets with indefinite useful lives***

I have focused my audit on the consideration of the impairment of goodwill and intangible assets with indefinite useful lives, as discussed in Notes 11 and 15 to the consolidated financial statements, because the assessment of impairment of goodwill and intangible assets with indefinite useful lives are a significant accounting estimate requiring management to exercise a high degree of judgment in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill and intangible assets with indefinite useful lives.

I assessed the identification of cash generating units and the financial models selected by management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the average costs of the Company and of the industry, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate. Moreover, I reviewed the disclosures made with respect to the impairment assessment for goodwill and intangible assets with indefinite useful lives.

### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine these matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Termphong Opanaphan

Certified Public Accountant (Thailand) No. 4501

EY Office Limited

Bangkok: 23 February 2022

The ONE Enterprise Public Company Limited and its subsidiaries  
(Formerly known as "The ONE Enterprise Company Limited")

Statement of financial position

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020 (Restated)	2021	2020
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	2,461,904,538	412,857,764	1,775,472,969	46,156,394
Trade and other receivables	8	1,144,544,937	1,153,169,752	271,492,191	185,902,986
Short-term loans to subsidiaries	6	-	-	605,500,000	426,500,000
Inventories	9	564,446,528	599,476,423	600,000	700,000
Advance payments		35,471,276	24,962,953	-	-
Other current assets	10	87,964,318	71,045,224	14,075,266	1,568,178
<b>Total current assets</b>		<b>4,294,331,597</b>	<b>2,261,512,116</b>	<b>2,667,140,426</b>	<b>660,827,558</b>
<b>Non-current assets</b>					
Bank restricted deposit		4,559,075	27,569,385	-	-
Investments in subsidiaries	11	-	-	5,185,783,777	5,185,783,777
Investment in associate	12	11,762,065	16,066,580	1,499,900	1,499,900
Property, plant and equipment	13	807,230,479	831,486,429	32,328,433	25,626,319
Cost of spectrum license	14	933,463,714	1,061,024,274	-	-
Goodwill	15	1,520,300,591	1,520,300,591	-	-
Intangible assets	16	1,160,090,603	1,155,657,303	7,894,334	1,727,870
Deferred tax assets	28	166,185,049	251,308,909	12,574,459	4,309,071
Other non-current financial assets		1,000,000	1,000,000	-	-
Other non-current assets	17	406,529,552	428,602,011	18,778,518	126,762,678
<b>Total non-current assets</b>		<b>5,011,121,128</b>	<b>5,293,015,482</b>	<b>5,258,859,421</b>	<b>5,345,709,615</b>
<b>Total assets</b>		<b>9,305,452,725</b>	<b>7,554,527,598</b>	<b>7,925,999,847</b>	<b>6,006,537,173</b>

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries  
(Formerly known as "The ONE Enterprise Company Limited")  
Statement of financial position (continued)  
As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020 (Restated)	2021	2020
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Trade and other payables	18	931,226,716	785,584,104	57,385,614	25,989,547
Unearned income		547,168,481	419,418,546	8,146,353	8,146,353
Current portion of long-term loans	20	311,477,428	593,026,669	-	-
Current portion of lease liabilities	21	66,140,319	61,531,432	4,173,244	1,844,105
Income tax payable		12,356,463	8,928,788	-	-
Other current liabilities	19	169,061,485	132,858,562	40,591,798	22,202,752
<b>Total current liabilities</b>		<b>2,037,430,892</b>	<b>2,001,348,101</b>	<b>110,297,009</b>	<b>58,182,757</b>
<b>Non-current liabilities</b>					
Long-term loans, net of current portion	20	-	2,975,187,017	-	2,194,959,589
Lease liabilities, net of current portion	21	161,186,323	227,983,674	11,552,335	7,733,183
Provision for long-term employee benefits	22	192,619,488	171,508,050	32,841,925	31,023,345
Deferred tax liabilities	28	68,709,776	76,259,374	-	-
<b>Total non-current liabilities</b>		<b>422,515,587</b>	<b>3,450,938,115</b>	<b>44,394,260</b>	<b>2,233,716,117</b>
<b>Total liabilities</b>		<b>2,459,946,479</b>	<b>5,452,286,216</b>	<b>154,691,269</b>	<b>2,291,898,874</b>
<b>Shareholders' equity</b>					
Share capital	23				
Registered					
2,381,250,000 ordinary shares of Baht 2 each (2020: 38,100,000 ordinary shares of Baht 100 each)		4,762,500,000	3,810,000,000	4,762,500,000	3,810,000,000
Issued and fully paid					
2,381,250,000 ordinary shares of Baht 2 each (2020: 38,100,000 ordinary shares of Baht 100 each)		4,762,500,000	3,810,000,000	4,762,500,000	3,810,000,000
Ordinary share premium	23	2,817,115,250	-	2,817,115,250	-
Retain earnings					
Appropriated - statutory reserve	24	6,356,408	-	6,356,408	-
Unappropriated (deficit)		(740,627,513)	(1,707,957,551)	185,336,920	(95,361,701)
Equity attributable to owners of the Company		6,845,344,145	2,102,042,449	7,771,308,578	3,714,638,299
Non-controlling interests of the subsidiaries		162,101	198,933	-	-
<b>Total shareholders' equity</b>		<b>6,845,506,246</b>	<b>2,102,241,382</b>	<b>7,771,308,578</b>	<b>3,714,638,299</b>
<b>Total liabilities and shareholders' equity</b>		<b>9,305,452,725</b>	<b>7,554,527,598</b>	<b>7,925,999,847</b>	<b>6,006,537,173</b>

The accompanying notes are an integral part of the financial statements.

Directors

The ONE Enterprise Public Company Limited and its subsidiaries  
(Formerly known as "The ONE Enterprise Company Limited")  
Statement of comprehensive income  
For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020 (Restated)	2021	2020
<b>Profit or loss:</b>					
<b>Revenues</b>					
Sales of goods	25	140,859,876	4,061,251	-	-
Service income	25	3,961,742,772	2,479,780,052	246,810,547	150,944,848
Revenues from copyrights	25	1,244,186,054	642,933,776	22,120,948	30,267,039
Dividend income	11, 12	-	-	240,099,712	6,499,616
Other income		89,028,155	88,323,885	1,307,584	11,141,919
<b>Total revenues</b>		<b>5,435,816,857</b>	<b>3,215,098,964</b>	<b>510,338,791</b>	<b>198,853,422</b>
<b>Expenses</b>					
Cost of sales		57,809,635	16,236,598	-	-
Cost of services		2,579,325,549	1,523,640,802	908,703	46,613,242
Selling and servicing expenses		209,299,509	121,770,631	11,633,690	348,005
Administrative expenses		1,497,693,929	802,984,871	316,432,805	173,357,467
<b>Total expenses</b>		<b>4,344,128,622</b>	<b>2,464,632,902</b>	<b>328,975,198</b>	<b>220,318,714</b>
<b>Profit (loss) from operating activities</b>		<b>1,091,688,235</b>	<b>750,466,062</b>	<b>181,363,593</b>	<b>(21,465,292)</b>
Share of profit from investment in associate	12	99,695	4,679,736	-	-
Finance income		2,304,247	1,018,502	15,773,942	4,494,504
Finance cost	26	(128,660,588)	(87,069,525)	(75,958,803)	(8,194,260)
<b>Profit (loss) before income tax expenses</b>		<b>965,431,589</b>	<b>669,094,775</b>	<b>121,178,732</b>	<b>(25,165,048)</b>
Income tax income (expenses)	28	(137,007,588)	(37,836,726)	5,949,435	(1,749,454)
<b>Profit (loss) for the year</b>		<b>828,424,001</b>	<b>631,258,049</b>	<b>127,128,167</b>	<b>(26,914,502)</b>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss - net of income tax	12.2 , 22 , 28	(23,880,869)	-	(9,263,811)	-
<b>Total comprehensive income for the year</b>		<b>804,543,132</b>	<b>631,258,049</b>	<b>117,864,356</b>	<b>(26,914,502)</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		828,376,458	631,225,160	127,128,167	(26,914,502)
Non-controlling interests of the subsidiaries		47,543	32,889	-	-
		<b>828,424,001</b>	<b>631,258,049</b>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		804,495,773	631,225,160	117,864,356	(26,914,502)
Non-controlling interests of the subsidiaries		47,359	32,889	-	-
		<b>804,543,132</b>	<b>631,258,049</b>		
<b>Basic earnings (loss) per share</b>					
Profit (loss) attributable to equity holders of the Company	29	0.42	0.33	0.06	(0.01)

The accompanying notes are an integral part of the financial statements.



The ONE Enterprise Public Company Limited and its subsidiaries  
(Formerly known as "The ONE Enterprise Company Limited")  
Statement of changes in shareholders' equity  
For the year ended 31 December 2021

(Unit: Baht)

Consolidated financial statements							
Equity attributable to owners of the Company							
	Issued and paid-up share capital	Share premium	Retained earnings		Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated (deficit)			
<b>Balance as at 1 January 2020</b>	3,810,000,000	-	-	(2,333,760,713)	1,476,239,287	1,299	1,476,240,586
Cumulative effect of change in accounting policy for lease	-	-	-	(5,421,998)	(5,421,998)	-	(5,421,998)
<b>Balance as at 1 January 2020 - after adjustment</b>	3,810,000,000	-	-	(2,339,182,711)	1,470,817,289	1,299	1,470,818,588
Profit for the year (restated)	-	-	-	631,225,160	631,225,160	32,889	631,258,049
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year (restated)	-	-	-	631,225,160	631,225,160	32,889	631,258,049
Acquisition of a subsidiary (Note 11)	-	-	-	-	-	164,745	164,745
<b>Balance as at 31 December 2020 - as restated</b>	<u>3,810,000,000</u>	<u>-</u>	<u>-</u>	<u>(1,707,957,551)</u>	<u>2,102,042,449</u>	<u>198,933</u>	<u>2,102,241,382</u>
<b>Balance as at 31 December 2020 - as previously reported</b>	3,810,000,000	-	-	(1,705,318,101)	2,104,681,899	198,933	2,104,880,832
Adjustment of the fair value of the identifiable assets acquired and liabilities assumed as a result of the acquisition of subsidiaries (Note 11)	-	-	-	(2,639,450)	(2,639,450)	-	(2,639,450)
<b>Balance as at 31 December 2020 - as restated</b>	<u>3,810,000,000</u>	<u>-</u>	<u>-</u>	<u>(1,707,957,551)</u>	<u>2,102,042,449</u>	<u>198,933</u>	<u>2,102,241,382</u>
Profit for the year	-	-	-	828,376,458	828,376,458	47,543	828,424,001
Other comprehensive income for the year	-	-	-	(23,880,685)	(23,880,685)	(184)	(23,880,869)
Total comprehensive income for the year	-	-	-	804,495,773	804,495,773	47,359	804,543,132
Share capital issued (Note 23)	952,500,000	2,986,305,923	-	-	3,938,805,923	-	3,938,805,923
Transfer the share premium to offset with the deficit (Note 23)	-	(169,190,673)	-	169,190,673	-	-	-
Setting aside to statutory reserve (Note 24)	-	-	6,356,408	(6,356,408)	-	-	-
Dividend paid to non-controlling interest of subsidiaries	-	-	-	-	-	(84,191)	(84,191)
<b>Balance as at 31 December 2021</b>	<u>4,762,500,000</u>	<u>2,817,115,250</u>	<u>6,356,408</u>	<u>(740,627,513)</u>	<u>6,845,344,145</u>	<u>162,101</u>	<u>6,845,506,246</u>

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries  
(Formerly known as "The ONE Enterprise Company Limited")  
Statement of changes in shareholders' equity (continued)  
For the year ended 31 December 2021

(Unit: Baht)

	Separate financial statements				Total shareholders' equity
	Issued and paid-up share capital	Share premium	Retained earnings		
			Appropriated - statutory reserve	Unappropriated (deficit)	
<b>Balance as at 1 January 2020</b>	3,810,000,000	-	-	(68,170,266)	3,741,829,734
Cumulative effect of change in accounting policy for leases	-	-	-	(276,933)	(276,933)
<b>Balance as at 1 January 2020 - after adjustment</b>	3,810,000,000	-	-	(68,447,199)	3,741,552,801
Loss for the year	-	-	-	(26,914,502)	(26,914,502)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(26,914,502)	(26,914,502)
<b>Balance as at 31 December 2020</b>	<u>3,810,000,000</u>	<u>-</u>	<u>-</u>	<u>(95,361,701)</u>	<u>3,714,638,299</u>
<b>Balance as at 1 January 2021</b>	3,810,000,000	-	-	(95,361,701)	3,714,638,299
Profit for the year	-	-	-	127,128,167	127,128,167
Other comprehensive income for the year	-	-	-	(9,263,811)	(9,263,811)
Total comprehensive income for the year	-	-	-	117,864,356	117,864,356
Share capital issued (Note 23)	952,500,000	2,986,305,923	-	-	3,938,805,923
Transfer the share premium to offset with the deficit (Note 23)	-	(169,190,673)	-	169,190,673	-
Setting aside to statutory reserve (Note 24)	-	-	6,356,408	(6,356,408)	-
<b>Balance as at 31 December 2021</b>	<u>4,762,500,000</u>	<u>2,817,115,250</u>	<u>6,356,408</u>	<u>185,336,920</u>	<u>7,771,308,578</u>

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries

(Formerly known as "The ONE Enterprise Company Limited")

Cash flow statement

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020 (Restated)	2021	2020
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	965,431,589	669,094,775	121,178,732	(25,165,048)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation	141,690,530	99,907,470	10,158,433	7,373,948
Amortisation	800,371,190	584,554,601	636,215	60,531,901
Amortisation of cost of spectrum license	127,560,560	127,910,041	-	-
Amortisation of prepayment for marketing agent	8,040,000	-	-	-
Impairment loss on financial assets (reversal)	(12,583,772)	13,157,138	(748)	(1,706,072)
Gain from lease agreement cancellation	(8,278,357)	-	-	-
Reduction of cost of inventory to net realisable value (reversal)	26,783,040	(3,122,491)	-	(3,521,693)
(Gains) losses on disposal and write-off equipments and intangible assets	(105,125)	2,300,266	1,038	9,633,884
Allowance for impairment of intangible assets (reversal)	43,485,452	(14,774,528)	-	(14,774,528)
Loss on write-off withholding tax	13,580,437	-	13,035,610	-
Share of profit from investment in associate	(99,695)	(4,679,736)	-	-
Long-term employee benefits expenses	11,551,421	9,632,416	128,141	1,911,075
Dividend income	-	-	(240,099,712)	(6,499,616)
Difference from rental discount	-	(354,130)	-	(36,810)
Finance income	(2,304,247)	(1,018,502)	(15,773,942)	(4,494,504)
Finance cost	128,660,588	87,069,525	75,958,803	8,194,260
Profit (loss) from operating activities before changes in operating assets and liabilities	2,243,783,611	1,569,676,845	(34,777,430)	31,446,797
Operating assets (increase) decrease				
Trade and other receivables	20,729,188	53,182,520	(85,445,315)	(41,990,324)
Inventories	(811,293,838)	(584,079,315)	100,000	3,581,693
Advance payments	(10,508,323)	6,260,540	-	-
Other current assets	(16,919,094)	123,700,500	(12,507,088)	1,347,408
Other non-current assets	(12,941,823)	(156,416,950)	(8,224,555)	397,664
Operating liabilities increase (decrease)				
Trade and other payables	136,333,277	(90,489,896)	26,809,172	(3,351,929)
Unearned income	127,749,935	(85,536,661)	-	(1,706,880)
Other current liabilities	36,202,923	22,338,574	18,389,046	11,470,043
Long-term employee benefits paid	(19,785,474)	(16,308,327)	(9,889,325)	-
Cash flows from operating activities	1,693,350,382	842,327,830	(105,545,495)	1,194,472
Interest paid	(123,698,504)	(85,609,241)	(70,522,516)	(7,293,642)
Income tax paid	(155,317,288)	(70,524,905)	(5,952,329)	(7,481,858)
Cash received from tax refund	118,574,580	16,354,928	109,125,434	-
<b>Net cash from (used in) operating activities</b>	<b>1,532,909,170</b>	<b>702,548,612</b>	<b>(72,894,906)</b>	<b>(13,581,028)</b>

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries  
(Formerly known as "The ONE Enterprise Company Limited")

Cash flow statement (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020 (Restated)	2021	2020
<b>Cash flows from investing activities</b>				
Decrease (increase) in bank restricted deposit	23,010,310	(46,489)	-	-
Acquisition of equipment	(100,030,127)	(43,438,397)	(3,171,419)	(283,913)
Acquisition of intangible assets	(28,347,000)	(8,262,460)	(6,407,000)	(1,839,600)
Increase in short-term loans to subsidiaries	-	-	(179,000,000)	(75,500,000)
Net cash paid for investment in subsidiary (Note 11)	-	(2,051,837,514)	-	(2,200,000,000)
Proceeds from sales of equipment and intangible asset	133,849	54,226	467	97,977,766
Interest received	2,783,646	1,018,502	15,630,801	3,363,917
Dividend received	3,999,733	6,499,616	240,099,712	6,499,616
<b>Net cash from (used in) investing activities</b>	<b>(98,449,589)</b>	<b>(2,096,012,516)</b>	<b>67,152,561</b>	<b>(2,169,782,214)</b>
<b>Cash flows from financing activities</b>				
Decrease in short-term loan from bank	-	(80,000,000)	-	-
Cash receipt from long-term loan	-	2,200,000,000	-	2,200,000,000
Cash paid for deferred front-end fee	-	(5,500,000)	-	(5,500,000)
Repayment of long-term loan	(3,262,500,000)	(475,000,000)	(2,200,000,000)	-
Payment of principal portion of lease liabilities	(61,634,538)	(31,408,030)	(3,747,003)	(1,652,481)
Dividend payment from subsidiaries to non-controlling interest	(84,192)	-	-	-
Proceeds from increase in share capital	3,938,805,923	-	3,938,805,923	-
<b>Net cash from financing activities</b>	<b>614,587,193</b>	<b>1,608,091,970</b>	<b>1,735,058,920</b>	<b>2,192,847,519</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,049,046,774</b>	<b>214,628,066</b>	<b>1,729,316,575</b>	<b>9,484,277</b>
Cash and cash equivalents at beginning of year	412,857,764	198,229,698	46,156,394	36,672,117
<b>Cash and cash equivalents at end of year</b>	<b>2,461,904,538</b>	<b>412,857,764</b>	<b>1,775,472,969</b>	<b>46,156,394</b>
<b>Supplemental cash flows information:</b>				
Non-cash transactions:				
Other payables for purchase of equipment	17,124,974	7,013,980	4,677,295	486,276
Increase in right-of-use assets and lease liabilities	86,571,004	49,092,064	9,895,294	-

The accompanying notes are an integral part of the financial statements.



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

<b>Name - Surname</b>	· Mr. Tanupol Virunhagarun
<b>Age</b>	· 39 years
<b>Nationality</b>	· Thai
<b>Appointment Date of Directorship</b>	· 3 May 2021
<b>Period of Directorship</b>	· 11 months (until the date of AGM) · 3 years 11 months (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	· Director (Non-Executive Director)

**Education**

- Doctor of Medicine, Faculty of Medicine at Siriraj Hospital, Mahidol University
- American Board of Anti-Aging and Regenerative Medicine (ABAARM) American Academy of Anti-Aging Medicine, Chicago Illinois USA.
- American College of Anti-Aging Sports (ACASP) American Academy of Anti-aging Medicine
- Fellowship in Anti-aging and Regenerative Medicine (FAARM) American Academy of Anti-aging Medicine, USA.
- Fellow of the European Committee of Sexual Medicine (FECSM), Netherlands

**Training Program*****Thai Institute of Directors (IOD):***

- Program Director Certification Program (DCP) Class 246/2017

**Position in the Company**

- 3 May 2021 - Present Director, The One Enterprise Plc.

**Directorship and Executive Position in Other Company**

- **Listed Company:** - None -
- **Non-Listed Company:** 5 companies

Period	Position	Company
2016 - Present	Director/Chief Operating Officer	BDMS Wellness Clinic Company Limited
2016 - Present	Director	BDMS Wellness Resort Company Limited
2015 - Present	President	Tanupol Enterprise Company Limited
2011 - Present	Medical Director of Royal Life	Bangkok Hospital Royal Life Anti-Aging
2011 - Present	Director	Pranaporn Company Limited

**Working Experience (at least for the past 5 years)**

Period	Position	Company
<b>Listed Companies:</b> -None-		



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

Period	Position	Company
<b>Other Companies</b>		
2017 - 2 May 2021	Director	The One Enterprise Company Limited

- *Other company that may cause any conflict of interest to the Company* : - None -

<b>Area of expertise</b>	- Set Vision and Strategic Planning - Business Administration and Organization Management - Good corporate governance
<b>Percentage of Share Holding as of 23 February 2022 (According to Section 59 of the Securities and Exchange Act.)</b>	Direct : 0.04% Indirect : - None -
<b>Executive Related Relationship</b>	- None -
<b>Legal Disputes</b>	- None -
<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Tanupol Virunhagarun as a director for another term. This is in accordance with the criteria and recruitment process of the Company. (As being disclosed in the 2021 Annual Report (56-1 One Report) under the Heading of 7.3. Corporate Governance > 7.3.1 Committee Structure > Scope of authorities, duties and responsibilities of the Nomination and Remuneration Committee > 1. Nomination (Page. 167 - 172))
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"> <li>• The Shareholder Meeting in 2021 : Attended 2 / 2 times</li> <li>• The Board of Directors' Meeting : Attended 9 / 9 times</li> </ul>



**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

<b>Name - Surname</b>	· Mr. Piya Sosothikul
<b>Age</b>	· 50 years
<b>Nationality</b>	· Thai
<b>Appointment Date of Directorship</b>	· 3 May 2021
<b>Period of Directorship</b>	· 11 months (until the date of AGM) · 3 years 11 months (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	· Director (Non-Executive Director)



**Education**

- Bachelor's degree in Chemical Engineering and Economics, Massachusetts Institute of Technology, USA.
- Master's degree in Chemical Engineering, Massachusetts Institute of Technology (MIT), USA.
- Master of Business Administration, Harvard University, USA.

**Training Program**

***Thai Institute of Directors (IOD):***

- |           |  |       |           |
|-----------|--|-------|-----------|
| - Program | Directors Accreditation Program (DAP)                        | Class | 35 / 2005 |
| - Program | Corporate Governance for Capital Market Intermediaries (CGI) | Class | 4 / 2015  |

**Position in the Company**

- 3 May 2021 - Present Director (Authorized Director), The One Enterprise Plc.

**Directorship and Executive Position in Other Company**

- **Listed Company:** 4 companies

Period	Position	Company
2011 - Present	Director / Executive Committee Member	Seacon Development Plc.
2011 - Present	Director	S&P Syndicate Company Limited
2011 - Present	Advisor to Presidents	Bangkok Bank Public Company Limited
2007 - Present	Director / Executive Committee Member	Bualuang Securities Public Company Limited

- **Non-Listed Company:** 10 companies

Period	Position	Company
2020 - Present	Director	Mitta Social Enterprise Company Limited
2018 - Present	Director	Boonraksa Holdings Company Limited
2016 - Present	Member of Executive Committee	Gris T Company Limited
2012 - Present	Member of Executive Committee	Siam Housing Company Limited



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

Period	Position	Company
2011 - Present	Director	The Thai Churos Company Limited
2011 - Present	Director	The Nanyang Marketing Company Limited
2011 - Present	Director	Nanyang Industry Company Limited
2010 - Present	Director / Managing Director	Erawanna Company Limited
2004 - Present	Director	Seacon Company Limited
2018 - Present	Director	PR Holdings Company Limited

**Working Experience** (at least for the past 5 years)

Period	Position	Company
<b><u>Listed Companies:</u></b>		
12 Mar 2021 - 11 Aug 2021	Nomination and Remuneration Committee Member	The One Enterprise Plc.
<b><u>Other Companies</u></b>		
2015 - 2 May 2021	Director (Authorized Director)	The One Enterprise Co., Ltd.

- ***Other company that may cause any conflict of interest to the Company:*** - None -

<b>Area of expertise</b>	<ul style="list-style-type: none"> <li>- Have knowledge and experience in the business of the group of companies</li> <li>- Accounting and Finance</li> <li>- Set Vision and Strategic Planning</li> <li>- Business Administration and Organization Management</li> <li>- Marketing</li> <li>- Investment and New Business Development</li> <li>- Good Corporate Governance</li> <li>- Information Technology and Digital Business</li> <li>- Risk Management</li> <li>- Regulations of the SET or other regulators</li> </ul>
<b>Percentage of Share Holding as of 23 February 2022 (According to Section 59 of the Securities and Exchange Act.)</b>	Direct : 0.08% Indirect : - None -
<b>Executive Related Relationship</b>	- None -
<b>Legal Disputes</b>	- None -





The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

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<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Piya Sosothikul as a director for another term. This is in accordance with the criteria and recruitment process of the Company. (As being disclosed in the 2021 Annual Report (56-1 One Report) under the Heading of 7.3. Corporate Governance > 7.3.1 Committee Structure > Scope of authorities, duties and responsibilities of the Nomination and Remuneration Committee > 1. Nomination (Page. 167 -172))
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"><li>• The Shareholder Meeting in 2021 : Attended 2 / 2 times</li><li>• The Board of Directors' Meeting : Attended 9 / 9 times</li><li>• The Nomination and Remuneration Committee's Meeting: Attended 3/3 times</li></ul>



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

<b>Name - Surname</b>	· Mr. Rafah Damrongchaitham
<b>Age</b>	· 34 years
<b>Nationality</b>	· Thai
<b>Appointment Date of Directorship</b>	· 3 May 2021
<b>Period of Directorship</b>	· 11 months (until the date of AGM) · 3 years 11 months (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	· Director (Executive Director)

**Education**

- Bachelor's degree in Communication, University of Southern California, USA

**Training Program*****Thai Institute of Directors (IOD):***

- Program ..... Directors Accreditation Program (DAP) ..... Class ..... 184 / 2021

**Position in the Company**

- 3 May 2021 - Present Director (Authorized Director)
- 31 May 2017 - Present Member of Executive Committee
- 1 Mar 2021 - Present Chief Group Marketing Officer

**Directorship and Executive Position in Other Company**

- **Listed Company:** - None -
- **Non-Listed Company:** 17 companies

Period	Position	Company
2021 - Present	Director (Authorized Director)	Watermelon Holding Co., Ltd.
2020 - Present	Director (Authorized Director)	Fah Damrongchaitham Co., Ltd.
2020 - Present	Director (Authorized Director)	GMM Channel Holding Co., Ltd.
2020 - Present	Director (Authorized Director)	GMM Media Plc.
2020 - Present	Director (Authorized Director)	Change 2018 Co., Ltd.
2018 - Present	Director (Authorized Director)	GMM TV Co., Ltd.
2020 - Present	Director (Authorized Director)	GMM Studios International Co., Ltd.
2020 - Present	Director (Authorized Director)	A Time Media Co., Ltd.
2019 - Present	Director (Authorized Director)	Jazzclub Co., Ltd.
2019 - Present	Director (Authorized Director)	Geurfah Co., Ltd.
2018 - Present	Director (Authorized Director)	Liberation Co., Ltd.



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

Period	Position	Company
2017 - Present	Director (Authorized Director)	Canvas Restaurant Co., Ltd.
2017 - Present	Director (Authorized Director)	One 31 Co., Ltd.
2017 - Present	Director (Authorized Director)	Exact Scenario Co., Ltd.
2017 - Present	Director (Authorized Director)	Act Studios Co., Ltd.
2015 - Present	Director (Authorized Director)	Tango Tonight Co., Ltd.
2007 - Present	Director	Damrongchaitham Foundation

**Working Experience (at least for the past 5 years)**

Period	Position	Company
<b><u>Listed Companies:</u></b>		
2011 - 2011	Assistant Product Manager	GMM Grammy Plc.
2009 - 2011	Marketing Officer	GMM Grammy Plc.
<b><u>Other Companies</u></b>		
2021 - Feb 2022	Chief Executive Officer (Acting)	GMM Studios International Co., Ltd.
Oct 2019 - Feb 2021	Chief Marketing Officer	The One Enterprise Co., Ltd.
2019 - 2020	Director	O Shopping Co., Ltd.
2018 - Oct 2019	Chief Marketing Officer	One 31 Co., Ltd.
2018 - 2018	Executive Vice President	One 31 Co., Ltd.
2018 - 2018	Executive Vice President	The One Enterprise Co., Ltd.
2015 - 2018	Production Management Director	The One Enterprise Co., Ltd.
2015 - 2015	Production Management Director	One 31 Co., Ltd.
2013 - 2015	Chief Operating Officer	Z Trading Co., Ltd.
2013 - 2013	Chief Operating Officer	GMM Z Co., Ltd.
2012 - 2013	Marketing Director	GMM Z Co., Ltd.
2011 - 2012	Marketing Director	GMM One Sky Co., Ltd.

- ***Other company that may cause any conflict of interest to the Company:*** - None -

<b>Area of expertise</b>	<ul style="list-style-type: none"> <li>- Have knowledge and experience in the business of the group of companies</li> <li>- Set Vision and Strategic Planning</li> <li>- Business Administration and Organization Management</li> <li>- Marketing</li> <li>- Investment and New Business Development</li> </ul>
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The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

	<ul style="list-style-type: none"> <li>- Good Corporate Governance</li> <li>- Information Technology and Digital Business</li> </ul>
<b>Percentage of Share Holding as of 23 February 2022 (According to Section 59 of the Securities and Exchange Act.)</b>	Direct : 0.13% Indirect : - None -
<b>Executive Related Relationship</b>	<ul style="list-style-type: none"> <li>- Son of Mr. Paiboon Damrongchaitham (Chairman of the Board of Director)</li> <li>- Mr. Fahmai Damrongchaitham (Director) and Ms. Ingfah Damrongchaitham (Director of GMM Media Co., Ltd) are siblings of the same parents.</li> </ul>
<b>Legal Disputes</b>	- None -
<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Rafah Damrongchaitham as a director for another term. This is in accordance with the criteria and recruitment process of the Company. (As being disclosed in the 2021 Annual Report (56-1 One Report) under the Heading of 7.3. Corporate Governance > 7.3.1 Committee Structure > Scope of authorities, duties and responsibilities of the Nomination and Remuneration Committee > 1. Nomination (Page.167-172))
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"> <li>• The Shareholder Meeting in 2021 : Attended 2 / 2 times</li> <li>• The Board of Directors' Meeting : Attended 9 / 9 times</li> <li>• The Executive Committee's Meeting: Attended 13 / 13 times</li> </ul>



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

<b>Name - Surname</b>	· Mr. Somboon Kitiyansub
<b>Age</b>	· 62 years
<b>Nationality</b>	· Thai
<b>Appointment Date of Directorship</b>	· 3 May 2021
<b>Period of Directorship</b>	· 11 months (until the date of AGM) · 3 years 11 months (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	· Independent Director

**Education**

- Bachelor's degree in Law, Chulalongkorn University
- Barrister-at-Law, the Institute of Legal Education, Thai Bar Association
- Master of Laws, The University of Iowa, USA

**Training Program*****Thai Institute of Directors (IOD):***

- Program	Board Nomination and Compensation Program (BNCP)	Class	12 / 2021
- Program	Director Certification Program (DCP)	Class	259 / 2018
- Program	Corporate Governance for Capital Market Intermediaries (CGI)	Class	18 / 2017
- Program	Directors Accreditation Program (DAP)	Class	130 / 2014

**Position in the Company**

- 3 May 2021 - Present      Independent Director
- 3 May 2021 - Present      Member of the Audit Committee
- 12 Aug 2021 - Present      Member of the Nomination and Remuneration Committee

**Directorship and Executive Position in Other Company**

- **Listed Company:** 1 company

Period	Position	Company
2016 - Present	Independent Director / Chairman of the Corporate Governance Committee / Nomination and Remuneration Committee Member / Audit Committee Member	Bangkok Airways Public Company Limited

- **Non-Listed Company:** 3 companies

Period	Position	Company
2020 - Present	Director	Deeddee New Gen Company Limited
2019 - Present	Senior Advisor	SRPP Company Limited
1998 - Present	Director	Advocate Holding Company Limited



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

**Working Experience** (at least for the past 5 years)

Period	Position	Company
<b>Listed Companies</b>		
2020 - Jan 2022	Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member / Risk Management Committee Member	Global Consumer Public Company Limited
<b>Other Companies</b>		
2020 - 12 May 2021	Independent Director / Audit Committee Member	The One Enterprise Co., Ltd.
2002 - 2019	Law Partner	Norton Rose Fulbright (Thailand) Company Limited

- **Other company that may cause any conflict of interest to the Company:** - None -
- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

Type of Relationship	Status / Explanation
1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor)	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support)	- None -

<b>Area of expertise</b>	<ul style="list-style-type: none"> <li>- Business Administration and Organization Management</li> <li>- Law</li> <li>- Good Corporate Governance,</li> <li>- Risk management</li> <li>- Regulations of the SET or other regulators</li> </ul>
<b>Percentage of Share Holding as of 23 February 2022 (According to Section 59 of the Securities and Exchange Act.)</b>	Direct : 0.04% Indirect : - None -
<b>Executive Related Relationship</b>	- None -
<b>Legal Disputes</b>	- None -



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Somboon Kitiyansub as an independent director for another term and has qualifications as an independent director as stipulated in the relevant laws by being able to give opinions independently. This is in accordance with the criteria and recruitment process of the Company. (As being disclosed in the 2021 Annual Report (56-1 One Report) under the Heading of 7.3. Corporate Governance > 7.3.1 Committee Structure > Scope of authorities, duties and responsibilities of the Nomination and Remuneration Committee > 1. Nomination (Page.167-172))
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"><li>• The Shareholder Meeting in 2021: Attended 2 / 2 times</li><li>• The Board of Directors' Meeting: Attended 9 / 9 times</li><li>• The Audit Committee's Meeting: Attended 8 / 8 times</li><li>• The Nomination and Remuneration Committee's Meeting: Attended 2 / 2 times</li></ul>



The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

<b>Name - Surname</b>	· Mrs. Duangmanee Sukhum
<b>Age</b>	· 55 years
<b>Nationality</b>	· Thai
<b>Appointment Date of Directorship</b>	· 3 May 2021
<b>Period of Directorship</b>	· 11 months (until the date of AGM) · 3 years 11 months (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	· Independent Director

**Education**

- Bachelor of Fine Arts in Architecture, Rhode Island School of Design
- Bachelor of Architecture, Rhode Island School of Design

**Training Program*****Thai Institute of Directors (IOD):***

- Program	Board Nomination and Compensation Program (BNCP)	Class	12 / 2021
- Program	Director Certificate Program (DCP)	Class	296 / 2020

**Position in the Company**

- 3 May 2021 - Present      Independent Director
- 12 Aug 2021 - Present      Member of the Nomination and Remuneration Committee

**Directorship and Executive Position in Other Company**

- **Listed Company:** -None-
- **Non-Listed Company:** 4 companies

Period	Position	Company
2015 - Present	Director	Kaew Manee Netr Co., Ltd.
2010 - Present	Director	Viduranadda Co., Ltd.
2002 - Present	Director	Agora Co., Ltd.
1985 - Present	Director	Nanthanakul Co., Ltd.

**Working Experience (at least for the past 5 years)**

Period	Position	Company
<b>Listed Companies:</b> - None -		
<b><u>Other Companies</u></b>		
2020 - 12 May 2021	Independent Director	The One Enterprise Co., Ltd.

- **Other company that may cause any conflict of interest to the Company:** - None -





The ONE Enterprise Public Company Limited

**Profile of the directors who retired by rotation for the year 2022  
and be proposed to act as Company's director for another term.  
The One Enterprise Public Company Limited**

- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

Type of Relationship	Status / Explanation
1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor)	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support)	- None -

<b>Area of expertise</b>	<ul style="list-style-type: none"> <li>- Set Vision and Strategic Planning</li> <li>- Business Administration and Organization Management</li> <li>- Investment and New Business Development</li> <li>- Good corporate governance</li> </ul>
<b>Percentage of Share Holding as of 23 February 2022 (According to Section 59 of the Securities and Exchange Act.)</b>	Direct : 0.04% Indirect : - None -
<b>Executive Related Relationship</b>	- None -
<b>Legal Disputes</b>	- None -
<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mrs. Duangmanee Sukhum as an independent director for another term and has qualifications as an independent director as stipulated in the relevant laws by being able to give opinions independently. This is in accordance with the criteria and recruitment process of the Company. (As being disclosed in the 2021 Annual Report (56-1 One Report) under the Heading of 7.3. Corporate Governance > 7.3.1 Committee Structure > Scope of authorities, duties and responsibilities of the Nomination and Remuneration Committee > 1. Nomination (Page.167-172))
<b>Meeting Attendance in 2021</b>	<ul style="list-style-type: none"> <li>• The Shareholder Meeting in 2021: Attended 2 / 2 times</li> <li>• The Board of Directors' Meeting: Attended 9 / 9 times</li> <li>• The Nomination and Remuneration Committee's Meeting: Attended 2 / 2 times</li> </ul>



## **Qualifications of the Independent Director The One Enterprise Public Company Limited**

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The qualification of the Company's independent director is in compliance with (equal to) the minimum requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, which is in accordance with the Notification of the Capital Market Supervisory Board. The details are as follows:

1. Holds shares of not exceeding 1% of total voting shares of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, including shares held by related parties.
2. Is not or has not ever been an executive director, employee, staff, corporate advisor receiving a regular salary, or a controlling person of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director. Such prohibitions exclude government officer or advisor to any government agency who is major shareholder or controlling person of the Company.
3. Is not a person related by blood or by law in terms of father, mother, spouse, sibling and child, including spouse of the children, of other directors, management, major shareholders, controlling persons, or persons to be nominated as directors, management or controlling persons of the Company or its subsidiaries.
4. Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, and is not a significant shareholder, a controlling person, or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.
5. Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, in the manner that may interfere with his/her independent judgement, or is not or has not ever been a significant shareholder or a controlling person of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director. The term "business relationship" aforementioned includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower.
6. Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, and is not a significant shareholder, a controlling person, or a partner of the professional advisor unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.
7. Is not a director representing Board member of the Company's, its major shareholders, or a shareholder who is related to the Company's major shareholders.
8. Does not own/run any business similar to or material competing with the Company or its subsidiaries, or not being a significant partner in any partnership, executive director, employee, staff, advisor receiving



regular salary, or holds more than 1% of total voting shares of the company similar to or material competing with the Company or its subsidiaries.

9. Has no any other characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business.
10. After being appointed, Independent Director may be authorized by the Board of Directors to make a collective decision to execute business of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons.

Any person being appointed as Independent Director of the Company may be a person who has or has had a business relationship or may be a professional advisor receiving amount exceeding those specified in item 5 or 6 in case the Board of Directors has duly considered that relationship will not affect the ability to perform duties and express independent opinions.



The ONE Enterprise Public Company Limited

**Details of the Independent Directors Proposed as Proxy Holders  
for the 2022 Annual General Meeting of Shareholders  
through electronic meeting (E-AGM)**

Name	Position	Age	Address	Interest in agenda item	Special Interest in agenda item *
1. Mrs.Sauwane Thairungroj	- Chairman of the Audit Committee - Independent Director	63 years	No.9/32, Soi Sukhumvit 39 (Phrom Phong), Khlong Tan Nuea, Watthana, Bangkok 11110	Agenda 6	None
2. Ms.Suvabha Charoenying	- Chairman of the Nomination and Remuneration Committee - Member of the Audit Committee - Independent Director	58 years	No.59/8, Phaya Thai Road, Phaya Thai, Ratchathewi, Bangkok 10400	Agenda 6	None
3. Mr.Somboon Kitiyansub	- Member of the Audit Committee - Member of the Nomination and Remuneration Committee - Independent Director	63 years	No.112/162 Moo 6, The Grand Village, Pantai Norasingh Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province 74000	Agenda 6	Agenda 5

\* **Special Interest** Special interest means having a special interest that is different from other directors in every agenda item proposed, include receive the benefits or compensation beyond the normal criteria.

\*\* Additional condition as per Department of Business Development's Announcement dated February 4, 2013 regarding Proxy Granting, Proxy Holders' Voting Rights, and Delivery of an Invitation to Shareholders' Meeting of Public Company

G. The vote casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxy holders who are independent directors that may have conflict of interest in any agenda, can still cast a vote on that agenda, on behalf of a proxy grantor who has no conflict of interest.

**Note:**

Agenda 5: To approve the appointment of directors in place of those who are due to retire by rotation for the year 2022.

Agenda 6: To approve the remunerations of the Board of Directors and subcommittees for the year 2022.

## **The Company's Articles of Association Concerning the Shareholders' Meeting**

### **CHAPTER V**

#### **BOARD OF DIRECTORS**

Article 19. The Company shall have a board of directors which consists of at least five (5) directors and not less Than one-half (1/2) of the total number of directors shall reside in the Kingdom of Thailand. The board of directors shall elect one director to be the chairman of the board of directors and may elect one or several directors the vice-chairman and may elect other positions as it deems appropriate. The vice-chairman shall have duties according to the Article of Association in respect of the missions delegated to him/her in by the Chairman of the Board of Directors.

A director is not required to be the shareholder of the Company.

Article 20. The shareholders meeting shall elect directors in accordance with the following rules and procedures:

- (1) One shareholder shall have one (1) vote per one (1) share;
- (2) Each of shareholder may exercise all the votes he/she has under (1) to elect one or several persons as director or directors. In case where election directors of the Company, the shareholder cannot split his or her votes between more than one person or in the basis extent;
- (3) The persons obtaining the highest votes in descending order shall be elected as directors equal to the number of the directors required at such meeting. In case several persons obtain equal votes, and the number of candidates exceeds the number of the directors to be elected, the chairman of the meeting shall have a casting vote.

Article 21. At every annual general meeting, one-third (1/3) of directors at that time shall retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall be retired.

The directors to retire in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held longest shall retire.

The directors retiring from office may be re-elected.

Article 25. In the case where the whole board of directors vacate office, the vacated board of directors shall remain in office to conduct the business of the company as necessary, until the new board of directors takes office, unless otherwise ordered by the court removing the board of directors from office.

In case the board of directors vacate the office, such directors must hold a meeting of shareholders to elect a new board of directors within one (1)month as from the date of vacancy, by serving a written notice calling a meeting of shareholders not less than fourteen (14) days prior to the date of the meeting and the notice calling the meeting has been published in a newspaper not less than three (3) consecutive days prior to the date of the meeting.

Article 26. A meeting of shareholders removes any director from office before the expiration of his/her term by a passing a resolution with the votes not less than three-quarters (3/4) of the total number of shareholders attending the meeting and eligible to vote and holding in aggregate number of shares not less than one-half of the total number of shares held by the shareholders attending the meeting and eligible to vote at the meeting.

Article 27. The board of directors must perform its duties and carry on the business of the Company in accordance with the laws, the Company's objectives and Articles of Association, including any the resolutions of the shareholder's meetings. The board of directors may appoint one or more persons to perform any task on its behalf.

The board of directors may appoint one or more persons to perform any tasks on its behalf.



## **The Company's Articles of Association Concerning the Shareholders' Meeting**

Article 31. No Director shall, either for his/her own benefit or the benefit of others, operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in any limited partnership or become a director of any limited company or public limited companies which has the same nature and is in competition with the business of the Company, unless he or she has notified to the shareholders meeting prior to the resolution for his or her appointment.

Article 33. The directors shall be entitled to receive remuneration from the Company in the form of award, meeting allowance, gratuity, bonus or benefits of other nature as considered and approved by the shareholders meeting by a vote of not less than two-third (2 / 3 ) of the total votes of shareholders attending the meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not prejudice the rights of the staff or employees of the Company, who have been appointed as directors, to receive the remuneration or benefits as a staff or an employee of the Company.

Article 34. The directors who authorize to sign on behalf of the Company are:

Any Three (3) directors jointly sign with the Company seal affixed.

The board of directors shall be authorized to determine the names of the directors authorized to sign on behalf of the Company.

### **CHAPTER VI**

#### **MEETING OF SHAREHOLDERS**

Article 35. The board of directors shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months of the last day of the accounting year of the Company.

The shareholders' meeting other than the meeting mentioned in the first paragraph shall be called an extraordinary general meeting. The board of directors may call such an extraordinary general meeting at any time it deems appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their request for the board of directors to call an extraordinary general meeting at any time, but the subject and the reasons for calling such a meeting must be clearly stated in the request in which case the board of directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such a request from shareholders.

If the board of directors does not arrange for the meeting of shareholders within the period as mentioned in the third paragraph, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period as mentioned in the third paragraph ends. In this case, the meeting is deemed a shareholders meeting called by the board of directors and the Company shall be responsible for the necessary expenses incurred from convening the meeting and shall reasonably facilitate the meeting.

In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as required in Article 37, the shareholders under the fourth paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such Meeting.

Article 36. In calling a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to

## The Company's Articles of Association Concerning the Shareholders' Meeting

the date of the meeting and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The shareholders' meeting may be held in the province in which the head office of the Company is located or in any other place in Kingdom of Thailand as specified by the board of directors.

Article 37. At a shareholders' meeting, regardless of whether the shareholders' meeting is conducted in the physical same place or by electronic meeting, at least twenty-five (25) shareholders and proxies (if any), or not less than one-half (1 / 2 ) of the total number of shareholders, holding an aggregate number of shares not less than one-third (1/3 ) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders' meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum under the first paragraph, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called, and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required to be constituted.

Article 38. At a meeting of shareholders, the shareholder may appoint other person to attend and vote at any meeting on his behalf. The instrument appointing a proxy shall be made in writing and signed by the shareholder who is the principle and, in a form, as prescribed by the registrar pursuant to the laws governing public limited company. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy shall contain, at least, the following particulars:

- (1) the number of shares held by the shareholder;
- (2) the name of the proxy;
- (3) the time of the meeting where the proxy is authorized to attend the meeting and vote.

Article 39. The chairman of the board of directors shall preside over a shareholders' meeting. In case the chairman is absent or unable to perform the duty, the vice-chairman shall act as the presiding chairman. If there is no vice-chairman, or the vice-chairman is absent or unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.

Article 40. In vote casting at the shareholders' meeting, each shareholder shall have voting rights equal to the number of shares held, one (1) vote for each share of which he is holder. Voting shall be conducted openly, except that voting shall be by secret ballot where so requested by not less than five subscribers and so resolved by the meeting, in which case the procedure for voting by secret ballot shall be as determined by the person presiding over the meeting.

Article 41. A resolution of a meeting of shareholders requires votes as follows:

- (1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) in any of the following cases, votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote are required:
  - (a) selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
  - (b) purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company; or
  - (c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to



## The Company's Articles of Association Concerning the Shareholders' Meeting

manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;

- (d) amendment to the Memorandum of Association or Articles of Association;
- (e) increase or decrease of the registered capital of the Company;
- (f) merger of business with other company;
- (g) execution of any other matters required by laws to obtain a vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Article 42. Businesses to be duly transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the board of directors on the Company's business operations during the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss account as at the end of the accounting year of the Company;
- (3) To approve the appropriation of profits and dividend payment;
- (4) To elect directors in place of those retired by rotation, and to fix remuneration for directors;
- (5) To appoint auditors and to fix audit fee; and
- (6) To consider other businesses

### CHAPTER VII

#### SUPERVISORY AND MANAGEMENT IN SUBSIDIARY OPERATING MAIN BUSINESS

The provisions in this chapter are intended to set measures and mechanisms, both direct and indirect, so that the Company can supervise and manage business operation of a subsidiary operating main business. This includes monitoring the subsidiaries' compliance, as if it is their own function, also in accordance with the Company's policies, the laws governing public limited companies, the laws governing securities and exchange, and relevant laws, announcement, regulations, and other related criteria of the Capital Market Supervisory Board, SEC, and SET. The **"subsidiary operating main business"** means the subsidiary that operates the business of producing programs for broadcasting on television, radio and online channels, which is the main business.

Article 43. Any transaction or action of a subsidiary operating main business of the following cases must be approved by the board of directors' meeting. and/or the Company's shareholders' meeting (as the case may be)

- (1) The Matters that must get approval from a meeting of the board of directors of the Company:
  - (a) Appointment or nomination of persons as director or executive in a subsidiary operating main business for at least in accordance with the proportion of the Company's shareholding in the subsidiary, except that this Articles of Association or the corporate governance policy of the Company's subsidiaries or the board of directors stipulates otherwise, with the director or executive nominated by the Company having judgments in voting in a meeting of the board of directors of the subsidiary on matters related to general management and normal business operations of the subsidiary as deemed appropriate by the director and executive of the subsidiary for maximum benefits of the Company and/or the subsidiary (as the case may be), except for the matters requiring approval from the board of directors' meeting and/or the shareholders' meeting of the Company.

The nominated director or executive in the above paragraph must be a person listed in the information system of directors and executives of securities issuing companies (White List), including qualifications, roles, duties and responsibilities, not possessing characteristics lacking credibility under SEC's notification prescribing the characteristics lacking credibility of company directors and executives.



## The Company's Articles of Association Concerning the Shareholders' Meeting

- (b) Approval of the payments of annual dividends and interim dividends (if any) of a subsidiary operating main business, except the case that the subsidiary pays dividends for the whole year not less than the amount specified in the annual consolidated budget of each company.
- (c) Amendment of the articles of association of a subsidiary operating main business, except for the amendment of articles of association on significant matters under Article 43 (2) (b) that must be approved by a meeting of the shareholders of the Company.
- (d) Approval of the annual budget of a subsidiary operating main business, except the case that is specified in the Delegation of Authority which has been approved by the board of directors' meeting.
- (e) Capital increase by issuing capital increase shares of the subsidiary operating main business and share allotment including registered capital reduction of the subsidiary operating main business that will change shareholding proportion of the existing shareholders or that will result in the direct and/or indirect proportion of the vote of the Company in a meeting of the shareholders of the subsidiary, in any level of the subsidiaries, decreasing more than ten (10) percent of the total registered capital of the subsidiary, or the vote of meeting of the shareholders of the subsidiary (as the case may be), except the case that the business plan or the annual budget of the subsidiary operating main business which has been approved by the board of directors of the Company.

The items from (f) to (n) are deemed to have materiality that will have significant impact on financial position and operating results of the subsidiary operating main business. Therefore, before the subsidiary operating main business will have the board of directors' meeting, there is a need to have prior approval in the matters from the board of directors of the Company. This must be the case when consider the nature of transaction, such as the transaction size and the person who enter into a transaction as prescribed in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding acquisition or disposal of assets and/or regarding connected transactions (as the case may be), mutatis mutandis, the results under the cases that have to be approved by the Board of Directors. The transactions are as follows:

- (f) The subsidiary operating main business agrees to enter into a transaction with a connected person of the Company or the subsidiary operating main business or a transaction related to the acquisition or disposal of assets of the subsidiary operating main business.
- (g) Transfer or waiver of a benefit including waiver of claims against the person causing damage to the subsidiary operating main business.
- (h) Sale or transfer of the whole business or important part of the business of subsidiary operating main business to others.
- (i) Purchase or accept the transfer of business from another company to belong to the subsidiary operating main business;
- (j) Entering into, revising, or terminating an agreement related to the lease of the whole business or important part of the business of the subsidiary operating main business, delegating others to manage business of the subsidiary operating main business or merging business of the subsidiary operating main business with other persons, with the purpose of sharing profit and loss;
- (k) Rent or lease of the whole business or assets of the subsidiary operating main business or significant part thereof;
- (l) Borrowing money, lending money, granting credit, guarantee, entering into a binding legal activity causing an increased financial burden to the subsidiary operating main business, or providing financial assistance in any other manner to other persons and that is not a normal business of the subsidiary operating main business, except for loans between the Company and the subsidiaries operating main business or between subsidiaries within the Company's group.

## The Company's Articles of Association Concerning the Shareholders' Meeting

- (m) Dissolution of the subsidiary operating main business.
- (n) Any other transaction that is not a normal business transaction of the subsidiary operating main business and is a transaction with significant impact on the subsidiary operating main business.
- (2) The matters that must get approval from a meeting of the shareholders of the Company with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present and entitled to vote:
  - (a) A subsidiary operating main business agreeing to enter into a transaction with a connected person of the Company or the subsidiary operating main business, or a transaction related to an acquisition or disposal of assets of the subsidiary operating main business. This case must be approved by a meeting of the shareholders of the Company.
  - (b) Amendment of the articles of association of the subsidiary operating main business on matters that may have significant impact on the financial position and operating results of the subsidiary, including but not limited to amending the articles of association of the subsidiary operating main business that may affect the vote of the Company in a meeting of the board of directors of the subsidiary operating main business and/or a meeting of the shareholders of the subsidiary operating main business or the dividend payment of the subsidiary operating main business etc.
  - (c) Dissolution of a subsidiary.

The items from (d) to (n) are deemed to have materiality that will have significant impact on financial position and operating results of the subsidiary operating main business. Therefore, before the subsidiary operating main business will have the meeting of the shareholders, there is a need to have prior approval in the matters from the board of directors of the Company. This must be the case when consider the nature of transaction, such as the transaction size and the person who enter into a transaction as prescribed in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding acquisition or disposal of assets and/or regarding connected transactions (as the case may be), mutatis mutandis, the results under the cases that have to be approved by the meeting of the shareholders of the Company. The transactions are as follows:

- (d) A subsidiary operating main business agreeing to enter into a transaction with a connected person of the Company or the subsidiary operating main business or a transaction related to an acquisition or disposal of assets of the subsidiary operating main business.
- (e) Capital increase by issuing capital increase shares of the subsidiary operating main business and share allotment including registered capital reduction of the subsidiary operating main business that will change shareholding proportion of the existing shareholders or that will result in the direct and/or indirect proportion of the vote of the Company in a meeting of the shareholders of the subsidiary, in any level of the subsidiaries, decreasing more than the proportion stipulated in the law applicable to the subsidiary, resulting in the Company having no control over subsidiaries operating main business.
- (f) Transfer or waiver of a benefit including waiver of claims against the person causing damage to the subsidiary operating main business.
- (g) Sale or transfer of the whole business or important part of the business of subsidiary operating main business to others
- (h) Purchase or accept the transfer of business from another company to belong to the subsidiary operating main business;
- (i) Entering into, revising, or terminating an agreement related to the lease of the whole business or important part of the business of the subsidiary operating main business, delegating others to manage business of the subsidiary operating main business or

## **The Company's Articles of Association Concerning the Shareholders' Meeting**

merging business of the subsidiary operating main business with other persons, with the purpose of sharing profit and loss;

- (j) Rent or lease of the whole business or assets of the subsidiary operating main business or significant part thereof;
- (k) Borrowing money, lending money, granting credit, guarantee, entering into a binding legal activity causing an increased financial burden to the subsidiary operating main business, or providing financial assistance in any other manner to other persons and that is not a normal business of the subsidiary operating main business, except for loans between the Company and the subsidiaries operating main business or between subsidiaries within the Company's group.
- (l) Dissolution of the subsidiary operating main business.
- (m) Any other transaction that is not a normal business transaction of the subsidiary operating main business and is a transaction with significant impact on the subsidiary operating main business.

In the case where the provisions in this chapter require that any transaction or action, which have significant impact on financial position and operating results of the subsidiary operating main business, need to have approval from the board of directors of the Company or the meeting of the shareholders of the Company (as the case may be), therefore, the director of the Company has the duty to set the board of directors' meeting of the Company or the meeting of the shareholders' meeting of the Company (as the case may be) to consider and approve such matter before the subsidiary operating main business convenes a meeting of its board of directors and/or its shareholders to consider and approve before entering into a transaction or taking action on such matter; in this regard, the Company shall disclose the information and comply criteria, conditions, procedures and methods relating to the matter to be approved are as stipulated in the public limited companies law, civil and commercial code, securities and exchange law, other relevant laws, and notifications, regulations and rules of the Capital Market Supervisory Board, Securities and Exchange Commission and the Stock Exchange of Thailand, mutatis mutandis (Insofar as it is not conflicting or inconsistent with each other), completely and accurately.

### **CHAPTER VIII**

#### **INCREASE AND REDUCTION OF CAPITAL**

Article 45. The Company may increase its registered capital by issuing new shares. The issuance of new shares under paragraph one may be made when:

- (1) all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants;
- (2) the issuance has been approved by a resolution of a meeting of shareholders with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present and entitled to vote; and
- (3) registration has been made with the registrar, in pursuance of such resolution, for an alteration of the registered capital within fourteen (14) days as from the date on which such resolution was passed by the meeting;

Article 46. The Company may offer for sale, in whole or in part, the additionally issued share and may offer for sale to existing shareholders in proportion to the number of shares held by each shareholder or may offer for sale to the public or to other persons in whole or in part, in accordance with the resolution of the meeting of shareholders.

Article 47. The Company may reduce its registered capital by reducing the value of each share or reducing the number of shares, upon approval by a resolution of a meeting of shareholders with the votes of not



## **The Company's Articles of Association Concerning the Shareholders' Meeting**

less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

The Company shall not reduce the capital to be below one-fourth (1/4) of the total capital. Unless the case where the company has incurred accumulated loss and, after making compensation for the accumulated loss respectively by law, such accumulated loss remains, the Company may reduce its capital to the amount below one-fourth (1/4) of the total capital.

The reduction of the capital to the amount below one-fourth (1/4) of the total capital under the second paragraph shall be made only upon approval by a resolution of a meeting of shareholders with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote, provided that the company must cause such resolution to be registered within fourteen (14) days as from the date on which such resolution was passed by the meeting.

- Article 48. Upon the Company intends to reduce its capital, the Company must, in writing, notify its known creditors of the resolution for such capital reduction within fourteen (14) days as from the date on which such resolution was passed by the meeting of shareholders and specify, in the notification, that objections may be sent within two (2) months as from the date of receipt of the notification of such resolution, and the Company shall also publish such resolution in a newspaper ,not less than three (3) consecutive days, within the said fourteen (14) day time limit.

### **CHAPTER IX**

#### **DIVIDEND AND RESERVE**

- Article 49. Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares on an equal basis. Payment of dividends shall be approved by the shareholders meeting.

In the case where a company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders.

- Article 50. The board of directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so. The payment of interim dividends shall be reported to the shareholders at the next shareholders meeting.

Payment of dividends shall be made within one (1) month from the date the resolution therefor has been passed by the shareholders meeting or by the board of directors, as the case maybe. A written notice of dividend payment shall be sent to the shareholders and also be published in a newspaper for not less than three (3) consecutive days.

- Article 51. The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital. In addition to such reserve fund, the board of directors may propose that the shareholders' meeting pass a resolution to allocate other reserve funds as it is deemed to be advantage in the operation of the Company.

The Company may, upon approval by a meeting of shareholders, transfer any other reserve funds, the reserve fund by law and the surplus reserve fund respectively in compensation for its accumulated loss.



**The Company's Articles of Association Concerning the Shareholders' Meeting**

**CHAPTER X**

**ACCOUNTING, FINANCES AND AUDITS**

- Article 52. The accounting period of the Company shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December of every year.
- Article 54. The board of directors shall arrange for the preparation of the balance sheet or statement of financial position, and the profit and loss account as at the end of the accounting period and propose them to the annual general meeting of shareholders for consideration and approval. The board of directors shall arrange for the auditor to complete the auditing before proposing them to the shareholders meeting.
- Article 55. The board of directors shall send the following documents to the shareholders together with the notice of the annual general meeting:
- (1) A copy of the audited balance sheet or statement of financial position, and the profit and loss account, together with the auditor's report; and
  - (2) An annual report of the board of directors, together with supporting documents.
- Article 56. The board of directors must make available and keep a register of directors, the minutes of meetings of the board of directors and the minutes of meetings of shareholders at the principal business office of the company but the company may entrust any person to keep such documents and register on its behalf at the locality where the its principal business office is located or in a nearby province, provided that prior notification thereof shall be given to the registrar pursuant to the laws governing public limited company.
- Article 57. The auditors shall be elected every year at an annual general meeting of shareholders. A retiring auditor is eligible for re-election. The remuneration of the auditors shall be determined as appropriated in any general meeting.
- Article 59. The auditor has the right to prepare written explanations for submission to a meeting of shareholders and is obligated to be present at every meeting of shareholders at which a balance-sheet, a profit and loss account and any problem concerning accounts of the company is scheduled to be considered, for giving shareholders explanations on the auditing, and the company shall also furnish the auditor with the company's reports and documents which are to be received by shareholders at such meeting of shareholders.



**Documents and evidence that attendees have to identity proofing before joining the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.**

For the One Enterprise Public Company Limited (“the Company”) to have the shareholders meeting performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential materials showing the status of shareholders or their representatives who are entitled to participate and vote in the meeting examined and as the standard procedures to be followed further. However, the Company hereby reserves the rights for making the exception in submitting such documents or evidential materials showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

Shareholders or proxies who wish to participate the E-AGM meeting must submit documents confirming their identity as specified by the Company to the Company by April 25, 2022, when the Company has reviewed the information in the list of shareholders' entitled to participate the meeting completely. The organizer of meeting via electronic media will send an individual link for attending the meeting and the system access manual to email which the shareholders informed the Company in the registration form for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) (Enclosure 11) and the individual link will be sent to you 2 days in advance before the date of the E-AGM meeting.

However, this E-AGM conference is via electronic media meeting only, and there will be no venue for the meeting, asking for cooperation from shareholders who do not come to the location of the Company's office.

**(1) Documents or evidences required before attending the E-AGM**

**1) In case the shareholders attending the E-AGM by themselves**

**1.1) Please fill in the registration form** for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) (Enclosure 11). Kindly fill your e-mail and mobile phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM. The individual link to attend the E-AGM including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the meeting via electronic meeting (E-AGM)

**1.2) Attach a copy of identification document** to confirm the attendance of E-AGM as follows:

**1.2.1) In the event that the shareholder is an ordinary person:**

A copy valid evidence issued by governmental authorities, i.e., the identification card, governance officer identification card, driver license or passport, including the evidence of name or last name's change (if any) and sign the authentication.

**1.2.2) For a Juristic Person, in case of shareholder's representative (director) attend the meeting by themselves:**

1. A copy valid evidence issued by governmental authorities of shareholder's representative (director), i.e., the identification card, governance officer identification card, driver license or passport, including the evidence of name or last name's change (if any), and sign the authentication. And

2. A copy of shareholder's Letter of Certification (not over 6 months) certified by authorized director(s) showing that such authorized director(s) has the authority to act on behalf of the juristic Person.



- 1.3) Please submit the registration form for attending the E-AGM and identification document as specified in item 1.1) and item 1.2) by scanning or taking photos and send them to the Company **within 25 April 2022** via e-mail: [onee@ojconsultinggroup.com](mailto:onee@ojconsultinggroup.com)

**2) In case the shareholders appointing proxy to the Company's Independent Director or another person attend the E-AGM.**

In case that a shareholder is unable to attend the meeting, he/she may authorize the Company's Independent Director (please use one of the Proxy Form A or Form B or Form C (Custodian) in Enclosure 10 and please see details of the Independent Directors in Enclosure 4 of invitation to the E-AGM) or another person as their proxies to attend and vote instead.

- 2.1) Please fill the registration form for attending the E-AGM (Enclosure No.11). Kindly fill email and Mobile phone number of shareholder and proxies (other person) clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM. The company will send the individual link for attending the meeting and the system access manual to the email that the shareholders or proxies have registered with the Company.

In case the shareholders proxy to the Company's Independent Directors to attend and vote in the E-AGM meeting, please fill the name of Independent Director in the meeting registration.

- 2.2) Please completely fill statement and sign in the proxy (Enclosure 10) or the Company's proxy form, it has sent to shareholders together with the invitation letter of the E-AGM, with sign by the proxy grantor and the proxy holder (in case of other persons) Supporting document for the appointment of proxy as follow:

**A) In case a natural person**

1. A Proxy Form in 2.2) above which is completely filled and signed by the proxy grantor and the proxy holder;
2. A copy of valid ID card or passport or other official documents issued by government authority in 1) above certification true copy by the proxy grantor and the proxy holder.

**B) In case juristic person**

1. A Proxy Form in 2.2) above which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy holder; *and*
2. A copy of shareholder's Letter of the Affidavit or Certification of incorporation (which is issued in the period of not exceeding 6 months) certified by authorized director(s) showing that such authorized director (s) signing the proxy has the authority to act on behalf of the juristic person who is a shareholder; *and*
3. A copy of valid ID card or passport or other official documents issued by government authority certified true copy by the proxy grantor; *and*
4. A copy of valid ID card or passport or other official documents issued by government authority certified true copy by the proxy holder.

**In case Custodian is proxy:**

Please enclose evidences of proxy grantor in accordance with B) 2. to B) 4. together with enclose letter of certification or copy of a permit to certify the permission to act as a Custodian.

**For a Non - Thai Nationality or a Juristic Person established under the foreign laws**

The documents and evidences will be as required above. In case the original documents or evidences are not in the English language, the English translation certified true and correct translation by its authorized director (s) is required.



**2.3) The shareholders may send the registration form for the E-AGM, the identification document and the completed proxy and send them to the Company within 25 April 2022 via both channels as follows;**

1. A copy of documents send by E-mail: [onee@ojconsultinggroup.com](mailto:onee@ojconsultinggroup.com) ; then
2. submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (No stamp needed) to the Company Secretary, 17<sup>th</sup> Floor, The One Enterprise Public Company Limited, No.50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110

## **(2) Proxy procedures**

Three types of Proxy Forms (Form A, B and C), according to the announcement of Department of Business Development, Ministry of Commerce, have been delivered to the shareholders. Shareholders (natural person, institution, or juristic person) who cannot attend this Meeting in person can appoint proxy holders by the following methods:

1. A proxy is given to any person or the Company's independent director as desired by such the shareholder by indicating the name and particulars of such person who is to act as a proxy or making a mark in front of the independent director's name as stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.
2. Baht 20 worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in using the duty stamps prepared the Company with free of charge.
3. The proxy is requested to have the true and genuine proxy with documentation delivered by mail in advance to the Company's address for the attention of : the Company Secretary, 17<sup>th</sup> Floor, The One Enterprise Public Company Limited, No.50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110. Please send them to the Company not later than 5.00 p.m. (Bangkok time) on 25 April 2022, so that officer of the Company are given enough time to check the documentation.

Any shareholder can hold any amount of the Company's shares, and must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.

## **(3) Attendance via electronic media meeting (E-AGM)**

- 1) After the Company receive the document in 1) or 2) above, The Company has checked the list of shareholders according to the shareholders registration book on the record date and the shareholders and proxies have confirmed their identity with the Company afterwards within the specified date, the individual link to attend the E-AGM including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the shareholders' meeting via electronic media meeting (E-AGM) through the system of OJ International Company Limited (As least two day prior to the E-AGM). Suggested to apply 1 email to 1 shareholders/proxy



**Please read the system access manual thoroughly form the email that the Company send to you.**

In the case you have not received the individual link to attend the E-AGM including the system access manual within April 25<sup>th</sup>, 2022, please immediately contact the OJ International Company Limited by Tel. +669 7087 2591 or +669 4128 4893 or by Email: [phannapas@ojconsultinggroup.com](mailto:phannapas@ojconsultinggroup.com)

- 2) In this connection, the registration and vote counting program of the Company can be used with computer, notebooks, tablets or mobile phones via Web Browser: Internet Explorer, Chrome with 4G internet speed or basic home internet.

**Note :** In case of attending the meeting via tablet and mobile phone must install Zoom Cloud Meeting program before attending the meeting, which can be downloaded as follows:



iOS System	Android System
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

- 3) The system will be open to attend the E-AGM meeting 60 minutes in advance before the meeting starts. However, the meeting will start at the Company time specified from 10:00 a.m. on April 28, 2022 only.
- 4) Login to the system, the attendees must use the information of the shareholder registration number and the number of the shareholder's ID card.
- 5) Voting via E-Voting system, shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain". In case of not voting on any agenda, the system will immediately assume that you vote as "Agree" (using the method count the votes by pouring the votes towards agreeing).

In the event that attendees have any problems in using the E-AGM system, you can contact OJ International Co., Ltd. by telephone number +669 7087-2591 or +669 4128-4893 or via email [phannapas@ojconsultinggroup.com](mailto:phannapas@ojconsultinggroup.com) immediately.

**Registration attend the meeting after to the commencement of the meeting:**

In order to protect the rights and provide most convenience to shareholders who intend to participate shareholders meeting but may fail to present themselves on time, those shareholders are allow to attend the meeting. However, the Company would reserve the right to restrict that such shareholders refrain from voting for the agenda that had been considered and the voting result had already been announced. **Such shareholders are able to provide their votes only on the remaining agendas.**

**(4) Provisions in casting the vote**

**4.1) Vote casting and condition**

A shareholder shall have votes equal to the number of shares held (or as states in the proxy according to Clause 40 of the Company's Articles of Association). One share shall be equal to one vote.

- A. In voting each agenda via electronic media meeting, It will be a vote through the E-Voting system, which the shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain", which the system will open for you to vote on each agenda within the specified time. In case of not voting on any agenda, the system will immediately assume that you vote as "Agree".



- B. In case of no shareholder casting Disagree or Abstain (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.
- C. Voting in case of the proxy and the shareholders indicate their votes in the proxy form, the Company will take those voting record as part of vote casting and will be counted in the voting process upon the proxy receipt.
- D. Any proxy using Form A and B, the proxy holder cannot split the votes in each agenda, whereas the proxy holder using Form C shall split their votes. This votes splitting can be executed only for the foreign shareholders who appoint custodians in Thailand as a custodian to attend and vote at the meeting,
- E. The resolution of the shareholders meeting must consist of the following votes (Clause 41 of the Company's Articles of Association):
  - In normal case, the majority vote is considered the meeting's resolution. In case of equality of votes, the Chairman of the meeting shall be entitled to a final one casting vote.
  - In other cases, such as where required by law or the Company's Articles of Association that the resolution be made in accordance with the requirements of the law or the Company's Article of Association, the shareholders will be informed before casting votes on each agenda. However, provisions of resolution required for each agenda has been provided for shareholders' acknowledgement in the attachment herewith. (Enclosure 1) as well.

**Additional condition as per Department of Business Development's Announcement dated February 4, 2013 regarding Proxy Granting, Proxy Holders' Voting Rights, and Delivery of an Invitation to Shareholders' Meeting of Public Company**

- F. The vote casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxy holders who are independent directors that may have conflict of interest in any agenda, can still cast a vote on that agenda, on behalf of a proxy grantor who has no conflict of interest.

#### **4.2) Voting procedures on each agenda item**

Voting on each agenda item: the shareholders or proxy holders shall be proposed to consider casting votes on each agenda item. The E-Voting system will be open for he/she to vote within the specified time.

#### **4.3) Counting votes and vote declaration**

##### **The counting of the votes of shareholders attending the meeting in person.**

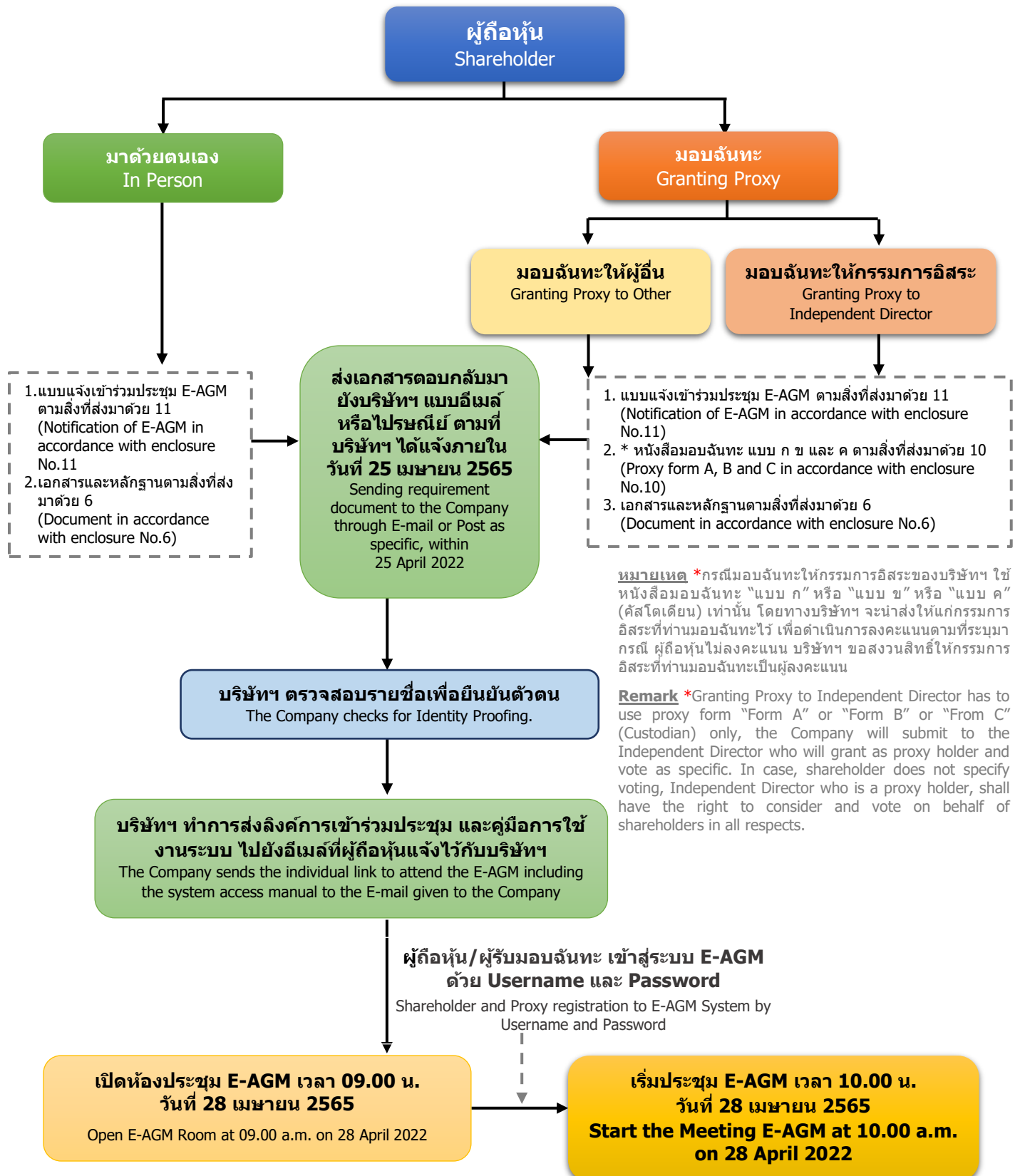
- A. In counting votes of each agenda, the Company's staff will announce the ended voting time before starting the vote counting process by way that the Company will deduct the Disagree or Abstain votes from the total shares of shareholders or proxy holders attending the meeting and entitled to vote and declared the voting result to the meeting.
- B. Once the voting has been closed via the E-Voting system, the shareholders or proxy holders will no longer be able to vote or change votes.

##### **The counting of the votes of proxy holders.**

- C. The Company will counted the votes according to the proxy form, no matter the proxy holder is in the meeting room or not.
- D. Any agenda in the proxy form does not show the vote casting, such agenda will be counted as "Agree" no matter the proxy holder is in the meeting room or not, unless the proxy holder expressed the vote casting in other options.

ผังขั้นตอนการยืนยันตัวตนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Procedures chart for Identity proofing and attend the 2022 AGM via electronic media



ผังขั้นตอนการยืนยันตัวตนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Procedures chart for Identity proofing and attend the 2022 AGM via electronic media

การส่งคำถามล่วงหน้า / Sending questions in advance

เพื่อให้ผู้ถือหุ้นได้รับประโยชน์สูงสุดจากการประชุม และเพื่อเป็นการรักษาสิทธิประโยชน์ของผู้ถือหุ้นอย่างเต็มที่ หากท่านมีคำถามที่ประสงค์จะให้บริษัทฯ ชี้แจงในประเด็นใดก็ตามแต่ละระเบียบวาระการประชุมครั้งนี้ สามารถส่งคำถามล่วงหน้าได้ภายในวันที่ 25 เมษายน 2565 ถึงเลขานุการบริษัท ทางอีเมล: [cs@onee.one](mailto:cs@onee.one)

ทั้งนี้ ผู้ถือหุ้นและผู้รับมอบฉันทะที่เข้าร่วมประชุมฯ ยังคงสามารถสอบถามตามระเบียบวาระในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ได้

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, in advance to Company Secretary via Email: [cs@onee.one](mailto:cs@onee.one) , within April 25, 2022.

However, Shareholders and Proxy Holder can also ask according to the meeting agenda by teleconferences through electronic devices (E-meeting).

ช่องทางการติดต่อและส่งเอกสาร / Channel to contact and submit document as required

- 1) กรณี ผู้ถือหุ้นหรือผู้รับมอบฉันทะ ยังไม่ได้รับอีเมลลิงค์การเข้าร่วมประชุมฯ และคู่มือการใช้งานระบบการประชุม E-AGM ภายในวันที่ 25 เมษายน 2565 โปรดติดต่อ บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด ในเวลาทำการ คือ 08.00 น. – 17.00 น. ของ วันที่ 21 - 22 เมษายน 2565 และ วันที่ 25 - 28 เมษายน 2565

In the case of shareholders or proxies haven't received an email link to join the meeting and the manual for accessing the E-AGM meeting system within April 25, 2022, please contact OJ International Co., Ltd. during business hours: 8:00 a.m. – 5:00 p.m. on April 21 - 22, 2022 and April 25 - 28, 2022.

<ul style="list-style-type: none"> <li>▪ โทรศัพท์: 097-087-2591 หรือ 094-128-4893 <u>หรือ</u></li> <li>▪ อีเมล: <a href="mailto:phannapas@ojconsultinggroup.com">phannapas@ojconsultinggroup.com</a></li> </ul>	<ul style="list-style-type: none"> <li>▪ Telephone: +66 97-087-2591, +66 94-128-4893 <u>or</u></li> <li>▪ E-mail: <a href="mailto:phannapas@ojconsultinggroup.com">phannapas@ojconsultinggroup.com</a></li> </ul>
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- 2) กรณี มีเหตุขัดข้องหรือติดปัญหาในการใช้งานระบบ E-AGM โปรดติดต่อบริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด

In case there is a problem in using the E-AGM system, please contact OJ International Co., Ltd.

<ul style="list-style-type: none"> <li>▪ โทรศัพท์: 097-087-2591, 094-128-4893 <u>หรือ</u></li> <li>▪ อีเมล: <a href="mailto:phannapas@ojconsultinggroup.com">phannapas@ojconsultinggroup.com</a></li> </ul>	<ul style="list-style-type: none"> <li>▪ Telephone: +66 97-087-2591, +66 94-128-4893 <u>or</u></li> <li>▪ E-mail: <a href="mailto:phannapas@ojconsultinggroup.com">phannapas@ojconsultinggroup.com</a></li> </ul>
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ผังขั้นตอนการยืนยันตัวตนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Procedures chart for Identity proofing and attend the 2022 AGM via electronic media

3) การติดต่อและส่งเอกสารเกี่ยวกับการประชุม ให้แก่บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

Contacting and sending documents related to the meeting to The One Enterprise Public Company Limited

<ul style="list-style-type: none"><li>▪ <b>ทางไปรษณีย์ :</b> บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขานุการบริษัท ชั้น 17 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เฟลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110</li><li>▪ <b>อีเมล:</b> cs@onee.one</li><li>▪ <b>โทรศัพท์:</b> 02 669 9712</li></ul>	<ul style="list-style-type: none"><li>▪ <b>Postal Mail Address:</b> The One Enterprise Public Company Limited Company secretary, 17<sup>th</sup> Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Klongtoeinuea, Wattana, Bangkok 10110</li><li>▪ <b>E-mail:</b> cs@onee.one</li><li>▪ <b>Telephone:</b> +66 2 669 9712</li></ul>
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บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

แบบฟอร์มส่งคำถามล่วงหน้าสำหรับประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์  
Form for Submitting Question in Advance for the 2022AGM via Electronic Media (E-AGM)

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....  
I/We, Identification Card/Passport number  
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Nationality Residing at No. Road Sub district  
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
Being a shareholder of The One Enterprise Public Company Limited (“the Company”)

เลขทะเบียนผู้ถือหุ้น.....  
Shareholders’ Registration No

โดยถือหุ้นสามัญรวมทั้งสิ้น ..... หุ้น  
Holding the ordinary share in the amount of shares

(3) ข้อมูลการมีส่วนได้เสีย (ถ้ามี) \_\_\_\_\_  
Interest information (if any) \_\_\_\_\_

(4) คำถาม / Question

- 1) \_\_\_\_\_
- 2) \_\_\_\_\_
- 3) \_\_\_\_\_

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder  
(.....)

ท่านสามารถส่งคำถามล่วงหน้าก่อนวันประชุม โดยส่งถึงเลขานุการบริษัท ทางอีเมล: [cs@once.one](mailto:cs@once.one) หรือ ส่งเอกสารฉบับจริงทางไปรษณีย์ โดยใส่ซองจดหมายตอบรับที่  
บริษัทฯ ได้จัดส่งให้ผู้ถือหุ้นพร้อมกับหนังสือเชิญประชุมฯ (ไม่ต้องคิดเสตมป์) ซึ่งได้จำหน่ายจนถึง เลขานุการบริษัท ชั้น 17

บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เฟส 2 ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110 .

You can submit questions in advance of the meeting date, please sending Form for Submitting Question in Advance for the 2022AGM via Electronic Media (E-AGM) to the  
company secretary via email: [cs@once.one](mailto:cs@once.one) or send the original documents in the envelope enclosed with the Notice (No stamp needed) to the Company Secretary, 17th Floor,

The One Enterprise Public Company Limited, No.50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110.



## **QR Code Downloading Procedures for Documents of the shareholders' meeting and the annual registration statement /the 2021 Annual Report (Form 56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the annual registration statement /the 2021 Annual Report (Form 56-1 One Report) in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease. The aforementioned documents could be downloaded from the QR Code by following the steps below.

### **For iOS Operating System (iOS 11 and above)**

1. Turn on the mobile phone camera.
2. Turn the mobile phone camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

### **For Android Operating System**

1. Open applications such as QR CODE READER, Facebook or Line.

#### **How to scan the QR Code with Line application**

- Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting.



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

สิ่งที่ส่งมาด้วย 10/ Enclosure 10

โปรดติด  
อากรแสตมป์  
20 บาท  
Duty Stamp  
Affixed  
(Baht 20)แบบหนังสือมอบฉันทะ แบบ ก  
Proxy Form A

เขียนที่ \_\_\_\_\_

Written at \_\_\_\_\_

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

1. ข้าพเจ้า \_\_\_\_\_  
I/We \_\_\_\_\_  
ที่อยู่ \_\_\_\_\_  
Address \_\_\_\_\_สัญชาติ \_\_\_\_\_  
Nationality \_\_\_\_\_2. เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) ("บริษัทฯ")  
Being a shareholder of The One Enterprise Public Company Limited ("the Company")โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
holding the ordinary share in the amount of \_\_\_\_\_ shares, and eligible for \_\_\_\_\_ votes3. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)  
Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 4)

นางสาววณีย์ ไทยรุ่งโรจน์ / นางสาวสุภา เจริญยิ่ง / นายสมบุรณ์ กิติญาณทรัพย์

Mrs. Sauwanee Thairungroj / Ms. Suvabha Charoenying / Mr. Somboon Kitiyansub

 กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Independent Director (please choose only one person) Age Yearsอยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Yearsอยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Yearsอยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Codeคนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
ประจำปี 2565 ในวันพฤหัสบดีที่ 28 เมษายน 2565 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่  
อื่นด้วยAs only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on **Thursday, April 28, 2022 at 10.00 a.m. via electronic media (Zoom)** or at any adjournment thereof to any other date, time and venue.กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any act performed by the proxy at such meeting shall be deemed as my/our own act in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signature (\_\_\_\_\_) Proxy Grantor Signature (\_\_\_\_\_) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signature (\_\_\_\_\_) Proxy Grantor Signature (\_\_\_\_\_) Proxy Holder

## หมายเหตุ / Remarks:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อ  
แยกการลงคะแนนเสียงได้  
The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the Meeting and shall not split the number of shares to several  
proxies to vote separately.





บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

สิ่งที่ส่งมาด้วย 10 / Enclosure 10

**แบบหนังสือมอบฉันทะ แบบ ข**  
**(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)**  
**Proxy Form B**  
**(Explicit Form)**

โปรดติด  
อากรแสตมป์  
20 บาท  
Duty Stamp  
Affixed  
(Baht 20)

1. ข้าพเจ้า \_\_\_\_\_  
 I/We \_\_\_\_\_  
 ที่อยู่ \_\_\_\_\_  
 Address \_\_\_\_\_  
 \_\_\_\_\_  
 สัญชาติ \_\_\_\_\_  
 Nationality \_\_\_\_\_

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

เลขทะเบียนผู้ถือหุ้น  
 Shareholders'  
 Registration No.

2. เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) ("บริษัทฯ")  
 Being a shareholder of The One Enterprise Public Company Limited ("the Company")  
 โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 holding the Ordinary share in amount of \_\_\_\_\_ shares, and eligible for \_\_\_\_\_ votes

3. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)  
 Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 4)

นางสาวณีย์ ไทยรุ่งโรจน์ / นางสาวสุภา เจริญยิ่ง / นายสมบุญ กิติญาณทรัพย์  
 Mrs. Sauwanee Thairungroj / Ms. Suvabha Charoenying / Mr. Somboon Kitiyansub

- กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Independent Director (please choose only one) Age Years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
 Address Road Sub-District  
 อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 District Province Zip Code
- นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss Age Years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
 Address Road Sub-District  
 อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 District Province Zip Code
- นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss Age Years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
 Address Road Sub-District  
 อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 28 เมษายน 2565 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on Thursday, April 28, 2022 at 10.00 a.m. via electronic media (Zoom) or at any adjournment thereof to any other date, time and venue.



บริษัท หนึ่ง อีเอ็มเคเอสไอพรอสส์ จำกัด (มหาชน)

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

**วาระที่ 1 รับทราบการแถลงผลการดำเนินงานในรอบปี 2564 และรับทราบรายงานประจำปี 2564**

**Agenda 1 To acknowledge the declaration of the 2021 operational results and the Company's annual report.**

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ

This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

**วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564**

**Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

**วาระที่ 3 พิจารณานุมัติจัดสรรเงินกำไรส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมายจากผลการดำเนินงานปี 2564**

**Agenda 3 To approve the apportionment as statutory reserve fund from the 2021 operational results.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

**วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2564**

**Agenda 4 To approve the dividend payment for the 2021 operational results.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

**วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2565**

**Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.



บริษัท โอเอ-5 อินเตอร์เนชั่นแนล จำกัด (มหาชน)

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

- เลือกกรรมการทั้ง 5 ท่าน ตามที่เสนอ

Vote for all 5 directors who are propose by the Company.

- (1) นายตनुพล วิรุฬหารุญ  
Mr. Tanupol Virunhagarun

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

- (2) นายปิยะ โชติโสติกุล  
Mr. Piya Sosothikul

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

- (3) นายระฟ้า ดำรงชัยธรรม  
Mr. Rafah Damrongchaitham

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

- (4) นายสมบูรณ์ กิติญาณทรัพย์  
Mr. Somboon Kitiyansub

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

- (5) นางดวงมณี สุขุม  
Mrs. Duangmanee Sukhum

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2565**

**Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2565**

**Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_



บริษัท หนึ่ง อีบีดีพีเอส จำกัด (มหาชน)

**วาระที่ 8 เรื่องอื่นๆ (ถ้ามี)**

**Agenda 8 Other matters. (if any)**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature (\_\_\_\_\_) Proxy Grantor      Signature (\_\_\_\_\_) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature (\_\_\_\_\_) Proxy Grantor      Signature (\_\_\_\_\_) Proxy Holder

**หมายเหตุ:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

**Remarks:**

1. The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
3. In case the Meeting considers any matters other than those specified above, the shareholder may mark additional statement in the regular continued list attached to the Proxy Form B.



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข**  
**Regular Continued Proxy Form B**

**การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)**  
**Authorization on Behalf of the Shareholder of The One Enterprise Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 28 เมษายน 2565 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom)  
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2022 Annual General Meeting of Shareholders on Thursday, April 28, 2022 at 10.00 a.m. via electronic media (Zoom)  
or at any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certified that the information contained in this Regular Continued Proxy Form B is complete and true.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder
ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

สิ่งที่ส่งมาด้วย 10 / Enclosure 10

โปรดติด  
อากรแสตมป์  
20 บาท  
Duty Stamp  
Affixed  
(Baht 20)

แบบหนังสือมอบฉันทะ แบบ ค  
Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

1. ข้าพเจ้า \_\_\_\_\_  
I/We  
ที่อยู่ \_\_\_\_\_  
Address \_\_\_\_\_

สัญชาติ \_\_\_\_\_  
Nationality \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the Custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of The One Enterprise Public Company Limited (“the Company”)

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
holding the Ordinary share in amount of \_\_\_\_\_ shares, and eligible for

2. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)

Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 4)

นางสาวณีย์ ไทยรุ่งโรจน์ / นางสาวสุภา เจริญยิ่ง / นายสมบูรณ์ กิติญาณทรัพย์

Mrs. Sauwanee Thairungroj / Ms. Suvabha Charoenying / Mr. Somboon Kitiyansub

กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Independent Director (please choose only one) Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 28 เมษายน 2565 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on Thursday, April 28, 2022 at 10.00 a.m. via electronic media (Zoom) or at any adjournment thereof to any other date, time and venue.



บริษัท โอเอ-5 อินเตอร์เนชั่นแนล จำกัด (มหาชน)

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้  
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้  
Appoint my/our proxy for all shares held and eligible to cast votes.
- มอบฉันทะบางส่วน คือ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
Appoint my/our proxy for partial shares of: Ordinary share \_\_\_\_\_ shares, eligible for \_\_\_\_\_ votes

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้  
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

**วาระที่ 1 รับทราบการแถลงผลการดำเนินงานในรอบปี 2564 และรับทราบรายงานประจำปี 2564**

**Agenda 1 To acknowledge the declaration of the 2021 operational results and the Company's annual report.**

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ

This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

**วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564**

**Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 3 พิจารณานุมัติจัดสรรเงินกำไรส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมายจากผลการดำเนินงานปี 2564**

**Agenda 3 To approve the apportionment as statutory reserve fund from the 2021 operational results.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2564**

**Agenda 4 To approve the dividend payment for the 2021 operational results.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2565**

**Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เลือกกรรมการ **ทั้ง 5 ท่าน** ตามที่เสนอ

Vote for **all 5 directors** who are propose by the Company.

(1) **นายตนุพล**                      **วีรุฬหารุณ**  
**Mr. Tanupol**                      **Virunhagarun**

เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(2) **นายปิยะ**                              **ชอโสติกุล**  
**Mr. Piya**                              **Sosothikul**

เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(3) **นายระฟ้า**                              **ดำรงชัยธรรม**  
**Mr. Rafah**                              **Damrongchaitham**

เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(4) **นายสมบูรณ์**                              **กิติญาณทรัพย์**  
**Mr. Somboon**                              **Kitiyansub**

เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(5) **นางดวงมณี**                              **สุขุม**  
**Mrs.Duangmanee**                              **Sukhum**

เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2565**

**Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_





บริษัท หนึ่ง จำกัด (มหาชน)

**วาระที่ 7 พิจารณารับมติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2565**

**Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

**วาระที่ 8 เรื่องอื่นๆ (ถ้ามี)**

**Agenda 8 Other matters. (if any)**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature (\_\_\_\_\_) Proxy Grantor      Signature (\_\_\_\_\_) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature (\_\_\_\_\_) Proxy Grantor      Signature (\_\_\_\_\_) Proxy Holder



บริษัท หนึ่ง อินเทอร์เน็ต จำกัด (มหาชน)

**หมายเหตุ:**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิววาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

**Remarks:**

1. This Proxy Form C. is used only in case of shareholder whose name appears in the registration book as a foreign investor and has appointed a Custodian in Thailand as a custodian.
2. Evidence which must be attached with the Proxy are:
  - (1) Power of attorney from shareholder assigning the custodian to execute the proxy on his/her behalf.
  - (2) A document confirming that the custodian has the permission to conduct the custodian business.
3. The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
4. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
5. In case the Meeting considers any matters other than those specified above, the shareholder may mark additional statement in the regular continued list attached to the Proxy Form C.



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค**  
**Regular Continued Proxy Form C**

**การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)**  
**Authorization on Behalf of the Shareholder of The One Enterprise Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 28 เมษายน 2565 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom)  
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2022 Annual General Meeting of Shareholders on Thursday, April 28, 2022 at 10.00 a.m. via electronic media (Zoom)  
or at any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certified that the information contained in this Regular Continued Proxy Form B is complete and true.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder
ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder



แบบแจ้งความประสงค์เข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์

Registration form for attending the 2022 AGM via Electronic Media (E-AGM)

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....  
I/We, Identification Card/Passport number  
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Nationality Residing at No. Road Sub district  
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Code
- (2) เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
Being a shareholder of The One Enterprise Public Company Limited

เลขทะเบียนผู้ถือหุ้น..... โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น  
Shareholders' Registration No. Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์ สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565

I would like to participate the **2022 Annual General Meeting of Shareholders via electronic media (E-AGM)**

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบนันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 6. วิธีการเข้าร่วมประชุม ภายในวันที่ 25 เมษายน 2565

Please submit the required document per an **Enclosure 6** by **25 April 2022**

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมฯ ไปยังอีเมลที่ท่านได้ระบุไว้

Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม E-AGM

Please prepare your Account Number and your Identification Card Number for log in the E-AGM meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)



Creating entertainment for every **one**  
สร้างสรรค์ความสุขในทุกวัน

**The One Enterprise Public Company Limited**

50 GMM Grammy PLACE, Sukhumvit 21 Rd. (Asoke),  
Klongtoeinuea, Wattana, Bangkok 10110, Thailand

Tel: (66) 2669 9712

[www.theoneenterprise.com](http://www.theoneenterprise.com)