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**Minutes of the 2022 Annual General Meeting of Shareholders**

**The One Enterprise Public Company Limited**

**The 2022 AGM via Electronic Media (2022 E-AGM)**

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The 2022 Annual General Meeting of Shareholders (the “Meeting”, “E-AGM”) held on Thursday 28<sup>th</sup> April 2022, at 10.01 a.m., Broadcasting live from the meeting room, 21st Floor, GMM Grammy Place Building 50 Sukhumvit 21 Road (Asoke), Khlongtoeinua, Wattana, Bangkok. Due to the situation of the spread of the COVID-19 virus, the Board of Directors Therefore, it was resolved to approve the convening of the 2022 Annual General Meeting of Shareholders, which was a meeting via electronic media using Application Zoom Conference. Mr. Paiboon Damrongchaitham, Chairman of the Company, presided as the Chairman of the Meeting (the “Chairman”). The Chairman delegated the role to Mrs. Somsuda Ruampumsuk, to conduct the Meeting (the “Conductor”)

**Quorum Announcement**

The Conductor announced the statistic of The 2022 Annual General Meeting of Shareholders (the “Meeting”) of The One Enterprise Public Company Limited (the “Company”) that there were total of 40 shareholders attending in person, representing 1,079,032,303 shares, and 644 by proxies, representing 1,142,324,676 shares, The total number of attendants who were shareholders and proxy holders were equal to 684 persons, representing 2,221,356,979 shares or 93.2853 % of total 2,381,250,000 subscribed shares. The quorum was thereby constituted according to the Company’s Articles of Association.

**Meeting Commencement**

After explaining the quorum of the meeting, the Conductor invited The Chairman stated that welcomed all shareholders and proxies to the 2022 Annual General Meeting of Shareholders of The One Enterprise Public Company Limited. and opened the meeting. The Chairman assigned to the conductor moderated the meeting according to the agenda.

The Conductor informed the meeting that with concern for the health of the attendees, 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., The Board of Directors (“the Board”) of The One Enterprise Public Company Limited (“the Company”) No.1/2022 on February 23, 2022 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) , according to the announcement of the Ministry of Digital Economy and Society on Security Standards of Electronic Conferences B.E. 2563 (2020) and other related laws and regulations.

The Conductor said that in this Meeting, it was a form of meeting through the E-AGM system, which the Company assigned OJ International Co., Ltd., which is the system service, which has been self-evaluated with the Electronic Transactions Development Agency ("ETDA") by providing registration services and processing the vote counting system in the meeting. At the same time, the Company delivered the E-AGM Operation Manual to the shareholders and proxies attending the meeting at this time had been informed in advance.

The Company concern the privacy of the information of the shareholders and the proxies and to comply with Thailand Personal Data Protection Act 2019, the Company has announced the personal data protection for The 2022 Annual General Meeting of Shareholders. Once again, the Company would like to inform you that the Company will take photographs and record the video during the E-AGM for the use of reporting and publicizing the E-AGM via electronic means and printing. You may appear in the picture or video recording of the E-AGM, but the details of your identity will not be identified, including the company has asked for consent to disclose the names-surnames of shareholders or proxies who have asked questions, directors, executives, auditors who attended the meeting and answered questions of shareholders in the minutes of the meeting.

The Company was well aware of the importance of Good Corporate Governance Policy and provided strong support to maintain greater transparency and confidence to shareholders, investors, and all stakeholders. In organizing the Annual General Meeting of Shareholders, the Company considers the rights and equitable treatment of shareholders; therefore, the Company had invited all shareholders to nominate qualified persons to stand for the election as a Company's director as well as to propose agenda for the Meeting in advance on the Company's website [www.theoneenterprise.com](http://www.theoneenterprise.com) from January 24, 2022 to February 22, 2022. However, there was neither proposals of director candidates nor agenda submitted to the Company

For the shareholders' convenience in accessing the information and considering the agenda and related documents, the Company had disclosed the entire set of documents related to the invitation to the 2022 Annual General Meeting of Shareholders, auditor's report & financial statements, and all related attachments both in Thai and in English on the Company's website, not less than 30 days prior to the Meeting, that was from March 28, 2022 onwards. For the 2021 Annual Report both in Thai and in English on the Company's website, the company disclosed the not less than 28 days prior to the Meeting, that was from March 31, 2022 onwards.

The Conductor then introduced the directors, members of the sub-committees, management of the Company, who attended the Meeting via Electronic Media (Used Application Zoom Conference) as follows:

**Directors attending the Meeting** (15 persons as of 100% of all directors) **as follows:**

- |    |                           |                         |  |
|----|---------------------------|-------------------------|--|
| 1. | Mr. Paiboon               | Damrongchaitham         | Chairman of the Board of Directors   |
| 2. | Mr. Pradit                | Theekakul               | Vice Chairman of the Board of Directors, Executive Director                        |
| 3. | Ms. Poramaporn            | Prasarttong-Osoth, M.D. | Director   |
| 4. | Mr. Takonkiet             | Viravan                 | Director, Chairman of the Executive Committee and<br>Group Chief Executive Officer |
| 5. | Assoc. Prof. Dr. Sauwanee | Thairungroj             | Independent Director, Chairman of the Audit Committee                              |

6.	Ms. Suvabha Charoenying	Independent Director, Member of the Audit Committee, Chairman of the Nomination and Remuneration Committee
7.	Mr. Somboon Kitiyansub	Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee
8.	Dr. Somruedee Srichanya	Independent Director, Member of the Nomination and Remuneration Committee
9.	Mrs. Duangmanee Sukhum	Independent Director, Member of the Nomination and Remuneration Committee
10.	Mr. Rafah Damrongchaitham	Director, Executive Director and Group Chief Marketing Officer
11.	Mr. Unnop Senasuttipan	Director, Executive Director and Group Chief Financial Officer
12.	Mr. Fahmai Damrongchaitham	Director and Executive Director
13.	Ms. Thanan Bunjongdee	Director and Executive Director
14.	Mr. Piya Sosothikul	Director
15.	Mr. Tanupol Virunhagarun, M.D.	Director

**Management attending the Meeting (6 persons) as follows:**

1.	Mr. Nipon Pewnien	Executive Director and Chief Production Officer - TV Drama and Executive Director
2.	Mrs. Somsri Preutthipan	Chief Corporate Officer
3.	Mrs. Saithip Montrikul Na Audhaya	Chief Executive Officer of Change2561 Co., Ltd.
4.	Mr. Sataporn Panichraksapong	Chief Executive Officer of GMM TV Co., Ltd.
5.	Mr. Somrote Vasupongsotorn	Managing Director of GMM Media Plc.
6.	Mr. Ekachai Uekrongtham	Managing Director of GMM Studios International Co., Ltd.

**Absent management, (1 persons) as follows:**

1.	Ms. Suthasinee Busrapan	Chief Production Officer - Variety
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**Auditors of EY Office Co., Ltd. (2 persons) as follows:**

1.	Mr. Termphong Opanaphan	Auditor
2.	Mr. Polkrit Rattanaprukpan	Senior Manager of EY Office Co., Ltd. (Assistant Auditor)

In the Meeting, Mr. Polkrit Rattanaprukpan as an "Inspector" being a witness of the vote counting process and to ensure that the meeting proceeded in accordance with the laws and the Company's Articles of Association.

In addition, the Conductor welcomed Shareholder rights volunteer which is a proxy from Thai Investors Association who attended this meeting

The Conductor invited shareholders and proxy holders to acknowledge the voting and counting processes to be the resolution of the 2022 Annual General Meeting of Shareholders via Electronic Media, with details as follows:

*1. According to Section 107 (1) of the Public Company Act and Clause 41 (1) of the Company's Articles of Association, in general case, the resolution shall be passed by the majority votes of the total number of votes of*

shareholders who attend the meeting and have the right to vote and in the case of equality of votes, the Chairman shall be entitled to a final casting vote.

Clause 40 of the Company's Articles of Association, in voting shareholder have the right to vote whereby one (1) share shall have one (1) vote,

and Clause 33 of the Company's Articles of Association, "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...."

2. This meeting It is a meeting via electronic media. So, there is no printing of ballots for shareholders and/or proxies. Therefore, voting for resolutions in the form of E-Voting for Electronic Conferencing can be performed as follows:
  - 1) In Voting, Shareholders/ Proxies go to the E-Voting window to vote for each agenda within the specified time (1 minute), when the voting is selected, the system will display a pop-up ("pop-up") asking one more time, confirm voting or not, press "OK" to confirm voting.
  - 2) In voting via E-Voting System shareholders/proxies can vote for each agenda by voting "Agree", "Disagree" or "Abstain" only. In case of not voting on any agenda, the system will immediately assume that you vote as "Agree" (using the vote counting method by Cast your vote to agree.
  - 3) Shareholders/ Proxies can change the voting, You can do this by clicking on the new score again, but if that time voting has been closed, Shareholders/ Proxies will not be able to vote, or change the vote. For attendees who attended the meeting via your mobile device or tablet ("Tablet"), you are requested to switch the Zoom application to the Google Chrome web browser ("Chrome") to vote on the E-Voting menu.
  - 4) When voting is complete return to Zoom's E-meeting window to continue viewing the video and audio of the meeting.
  - 5) The system will collect votes from shareholders who vote via E-Voting system and shareholders who vote in advance according to the proxy document.
3. Each shareholder is permitted to have only one proxy attending and voting at the meeting. Having multiple proxies holding shares and separately casting votes is not permitted.
4. In the case where the proxy holder represents the shareholder by proxy, it shall be deemed that the proxy holder has the number of votes equivalent to the total number of shares held by the shareholder who granted the proxy. Therefore, in such case, the number of votes given in the proxy for each agenda shall be counted as the votes for the resolution.

5. *Votes casted by those holding Proxy Forms "A" and "B" cannot be split for each agenda article. Votes casted by those holding Proxy Form "C" can be split and are only granted to foreign shareholders who have appointed a custodian in Thailand to manage their shares.*
6. *To count the votes for each agenda, the "disagree" and "abstain" ballot is deducted from total shares of shareholders and proxy holders attending the meeting and pertain the right to vote. The result of each agenda would be announced in the meeting.*

*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.*

*The vote counting process which would be conducted by computer system as follows:*

- *Step 1: Total shares of shareholders and proxy holders attending the meeting will be recorded as "Agree" votes.*
- *Step 2: The votes of "Disagree" and "Abstain" will be deducted according to the proxy authorization.*
- *Step 3: The votes of "Disagree" and "Abstain" will be deducted from voting through the E-Voting system.*

*The Conductor then summarized the result of each agenda.*

*7. To keep the meeting concise and efficient for all attendees, any shareholders and proxies who have questions to raise hands and requested, can be done in 2 ways: 1) type a comment or question in the Zoom's "Chat" menu or 2) go to the Zoom Participant menu and press the Raise Hand button, then open the microphone to comment or ask by the conversation. All the questions and suggestions should be concise and related to each agenda, Shareholders or proxies wish to ask or suggests on other topics not related to the agenda, to submit in agenda 8 or submit to the management executives at the end of the meeting.*

*Then the conductor proposed agenda as follows:*

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

The Conductor invited Mr. Takonkiet Viravan, Group Chief Executive Officer ("Mr. Takonkiet") to present ONEE's performance in 2021 as well as the business outlook for 2022, which can be summarized as follows:

- **ONEE's performance in 2021**

The One Enterprise Public Company Limited ("ONEE") reported earnings in 2021 with revenues of 5,436 million baht and a net profit of 828 million baht. The revenue and net profit were increased 69% and 31% from the previous year.

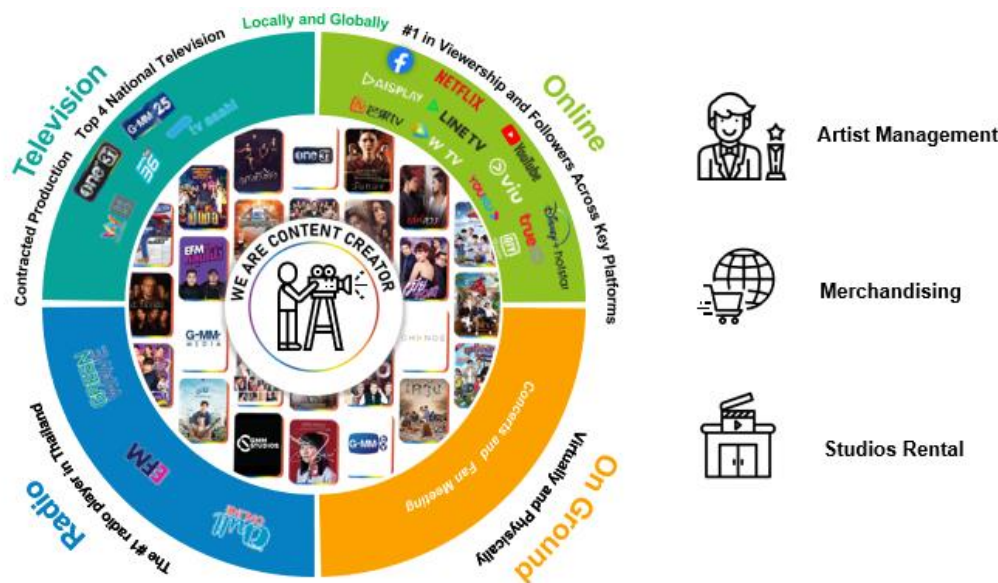
- **Overview of important events that occurred in the year 2021 can be summarized as follows:**

- The situation of the outbreak of the Covid-19 virus. still affect the activities of the company both in the filming of the program and organize various concerts by changed broadcast plans and organized activities to maintain the best benefit of the company.
- Thailand's overall ad spending declined 1.7% from 2020, but the largest share of TV ad spending continued to grow slightly by 1.6% from the previous year.

- During October 20 to November 1, 2021, the Company has offered its ordinary shares to the public for the first time (IPO) in the amount of 476,250,000 newly issued ordinary shares at 8.50 baht per share, amounting to 4,048.1 million baht.
- November 5, 2021 : ONEE listed on the Stock Exchange of Thailand and the first day trade.
- December 24, 2021: The Extraordinary General Meeting of Shareholders No. 1/2021 approved the allocation of the reserve fund causing from share premium arising from the initial public offering (IPO) amount of Baht 169.19 million to compensate for deficit in Retained Earnings of the Company in accordance with the separate financial statements for the nine-month periods ended September 30, 2021. In order to the Company will be able to pay dividend in the future if the Company has profits.

■ ONEE’s Comprehensive Media and Entertainment Ecosystem

Our core expertise and business as content creators allows us to deliver content through every channel, owned and partnered, online and offline, domestically and internationally, and further monetize through peripheral businesses



Besides giving the importance to the opportunity and business strategy, the Company still gives importance to good corporate governance and aims to improve the efficiency of corporate governance of the Company, to promote good corporate culture in the Company's group, support transparency in management within the organization, build confidence for shareholders, Investors or all stakeholders, the Company has a policy anti-corruption. and a manual on good corporate governance practices and policies. which has come into force and set the management and employees have strictly complied with the policy as well.

■ The future operation business directions.

- 1) Develop quality and production potential.

- 2) Develop Information Technology for work processes and business management.
- 3) Penetrate DTV business.
- 4) Develop artist management business.
- 5) Expand Distribution channel to Digital Platform.
- 6) Expand the scope of business abroad.
- 7) Study the possibility of expanding into related businesses.

Mr. Unnop Senasuttipan, Chief Financial Officer (“Mr. Unnop”), to report the operating results and the management discussion and analysis (MD&A) for the year 2021 as follows:

▪ **Revenue from Sale and Services**

In 2020, the Company acquired business from GMM Channel Holding Company Limited (“GMMCH”) into the group of companies, resulting in the year 2020 the Company will record revenue in December 2020 of the GMMCH's group is included in the Company's financial statements only. Therefore, the year 2021 were changed the business structure of the Company's group. and the revenues of the companies of GMMCH 's group for the year 2021 were recorded and included in the Company's financial statements.

For 2021, the Group's total operating income was 5,346.8 million baht, increase of 2,220.0 million baht or 71.0% from the previous year, mainly due to as follows;

- Revenue from advertising and public relations services and airtime services on television channels increased 55.1% from the previous year, mainly due to (1) the change in the Company's structure; with the acquisition of the GMMCH 's group to be merged with the Company's group. Therefore, the income of the companies of GMMCH's group has been recognized as well, as a marketing agent for channel GMM25 and (3) the growth of advertising revenue of One31 Company Limited, which operates channel ONE31.
- Revenue from copyright management increased 22.9% from the previous year due to online advertising channel. and sales of copyrights to aboard, including the growing OTT platform 's channel of both One 31 Company Limited and the GMM Channel Holding 's group.
- Revenue from radio production increased 3.5% from the previous year from GMM Media's radio advertising revenue from GMM Media Company Limited, which recorded full-year recognition.
- Revenue from the production and service increased 5.8% from the previous year from the production revenue from Change 2561 Company Limited and GMM Studios International Company Limited.
- Revenue from other related businesses increased 10.4% from the previous year from artist management revenue due to the increasing number of artists in the agency and revenue from sales of products from GMM TV Company Limited.

However, from the coronavirus disease 2019 (COVID-19) situation that occurred in 2021, which caused the government to issue measures to control Covid 19 in many measures, whether , a ban on gatherings. Prohibition of activities to prevent



the spread of disease As a result, in the year 2021, the company cannot film programs and dramas, including unable to organize concerts. and various events as usual, causing the company's revenue in the year 2021, to not grow as it should.

- **Gross Profit**

For 2021, the Group's gross profit was 2,709.7 million baht, increase of 1,122.8 million baht or 70.8% from the previous year.

- **Operating profit**

For 2021, the Group's operating profit was 1,091.7 million baht, increase of 341.3 million baht or 45.5% from the previous year.

- **Net Profit**

For 2021, the Group's net profit was 828.4 million baht, increase of 197.1 million baht or 31.2% from the previous year.

- **Cost of Sales and Services**

For 2021, the Group's cost of sales and services was 2,637.1 million baht, increase of 1,097.2 million baht or 71.3% from the previous year, mainly from the Group's acquisition of GMM Channel Holdings Group ("GMMCH"). As a result, the production cost increased in line with the increase in operating income in the same direction.

- **Selling and servicing expenses**

For 2021, the Group's sales and service expenses were 209.3 million baht, increase of 87.5 or 71.8% from the previous year, mainly from the various expenses occurred from the Group's acquisition of GMMCH.

- **Administrative expenses**

For 2021, the Group's administrative expenses were 1,497.7 million baht, increase of 694.7 million baht or 86.5 % from the previous year, mainly from the Group's acquisition of GMMCH.

- **Finance Cost**

For 2021, the Group's financial cost was 128.7 million baht, increase of 41.7 million baht or 47.9 % from the previous year, mainly from the interest expense, resulted from the Group's acquisition of GMMCH.

- **Ratios and financial highlight**

	For the period ended 2021	For the period ended 2020
Gross Profit Margin	50%	49%
EBIT Margin	20%	23%
Net Profit Margin	15%	20%
Interest-Bearing Debt-to-Equity Ratio (X)	0.1	1.8
D/E (x)	0.3	2.6
ROA	13.0%	10.8%
ROAE	19.0%	35.4%



## financial positions

### ■ Asset

Total assets as of December 31, 2021, equal to 9,305.5 million baht, compared to as of December 31, 2020, equal to 7,554.5 million baht, an increase of 1,751.0 million baht or 23.2% Cash and cash equivalents were 2,461.9 million baht.

### ■ Liabilities

Total liabilities as of December 31, 2021, equal to 2,459.9 million baht, compared to as of December 31, 2020, was 5,452.3 million baht decreased by 2,992.4 million baht or 54.8%.

The total long-term loan before the IPO was at 2,820.8 million baht. After the Group was listed on the Stock Exchange of Thailand, the Group has repaid the principal amounting to 2,200 million baht and during the year 2021, the Group has repaid all long-term loans of 1,062.5 million baht. The remaining long-term loan is 311.5 million baht.

### ■ Equity

Equity as of December 31, 2021, equal to 6,845.5 million baht, compared to 31 December 2020, was 2,102.2 million baht, an increase of 4,743.3 million baht or 225.6%.

The Conductor asks shareholders and proxies to post their inquiries. The inquiries and opinions mentioned in this agenda are recorded and attached with the minutes.

Whereas this agenda is proposed for acknowledgment, there was no vote. The conductor summarized that the meeting acknowledged the operation result of year 2021 and the 2021 annual report as proposed above.

<b>Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021.</b>
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The Conductor invited Assoc. Prof. Dr. Sauwanee Thairungroj (“Assoc. Prof. Dr. Sauwanee”), as a Chairman of the Audit Committee, to inform the details of this agenda to the Meeting.

Assoc. Prof. Dr. Sauwanee said that Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021 was reviewed by the Audit Committee. The Audit Committee expressed their opinion that the auditor's report, financial statement and note to the financial statement contained accurate information, in accordance with facts and was made in accordance with general accepted accounting standards. The financial statement was reviewed and certified by the Company's auditor – Mr. Termphong Opanaphan from EY Office Co., Ltd. He expressed his opinion that the financial statement of the Company showed accurate information in accordance with appropriate content stipulated for the financial report standard, as detailed in the 2021 Annual Report that had been delivered to all shareholders with the notice calling this Meeting.

Thereafter, Assoc. Prof. Dr. Sauwanee assigned Mr. Unnop Senasuttipan (“Mr. Unnop”) to summarize the information of the financial statement to the Meeting which was concluded as follows:

The Comprehensive Income Statements for the fiscal year ending December 31, 2021

(Unit : Million Baht)	For the year ended 2021	%	For the year ended 2020	%	Increase/ (Decrease)	Increase/ (Decrease) (%)
Revenues from contracts with customers	5,347	100%	3,127	100%	2,220	71%
Cost of sales and services	(2,637)	-49%	(1,540)	-49%	1,097	71%
Gross profit margin	2,710	51%	1,587	51%	1,123	71%
Selling and Administrative expenses	(1,707)	-32%	(925)	-30%	782	85%
Profit (loss) before other income, share of profit, finance cost and income tax	1,003	19%	662	21%	341	51%
Other income	91	2%	89	3%	3	3%
Profit (loss) before share of profit, finance cost and income tax	1,094	20%	751	24%	343	46%
Share of profit from investment in associate	0	0%	5	0%	(5)	-98%
EBIT	1,094	20%	756	24%	339	45%
Finance cost	(129)	-2%	(87)	-3%	42	48%
Income tax expense	(137)	-3%	(38)	-1%	98	259%
<b>Profit (loss) for the year</b>	<b>828</b>	<b>15%</b>	<b>631</b>	<b>20%</b>	<b>197</b>	<b>31%</b>

The summary of the Statement of Financial Position ending December 31, 2021

(Unit : Million Baht)	as at 31 Dec 2021	as at 31 Dec 2020	Increase/ (Decrease)	Increase/ (Decrease) (%)
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents	2,462	413	2,049	496%
Trade and other receivables	1,145	1,153	(8)	-1%
Inventories	564	600	(36)	-6%
Advance payments	35	25	10	40%
Other current assets	88	71	17	24%
<b>Total current assets</b>	<b>4,294</b>	<b>2,262</b>	<b>2,033</b>	<b>90%</b>
<b>Non-current assets</b>				
Bank restricted deposit	5	28	(23)	-82%
Investment in associate	12	16	(4)	-25%
Property, plant and equipment	807	831	(24)	-3%
Cost of spectrum license	933	1,061	(128)	-12%
Goodwill	1,520	1,520	0	0%
Intangible assets	1,160	1,156	4	0%
Deferred tax assets	166	251	(85)	-34%
Other non-current financial assets	1	1	0	0%
Other non-current assets	407	429	(22)	-5%
<b>Total non-current assets</b>	<b>5,011</b>	<b>5,293</b>	<b>(282)</b>	<b>-5%</b>
<b>Total assets</b>	<b>9,305</b>	<b>7,555</b>	<b>1,750</b>	<b>23%</b>

(Unit : Million Baht)	as at 31 Dec 2021	as at 31 Dec 2020	Increase/ (Decrease)	Increase/ (Decrease) (%)
<b>Liabilities</b>				
<b>Current liabilities</b>				
Short term loan from financial institutes	0	0	0	100%
Trade and other payables	931	786	145	18%
Unearned income	547	419	128	30%
Current portion of long-term loans	311	593	(282)	-47%
Current portion of lease liabilities	66	62	4	6%
Income tax payable	12	9	3	33%
Other current liabilities	169	133	36	27%
<b>Total current liabilities</b>	<b>2,037</b>	<b>2,001</b>	<b>36</b>	<b>2%</b>
<b>Non-current liabilities</b>				
Long-term loans, net of current portion	0	2,975	(2,975)	-100%
Lease liabilities, net of current portion	161	228	(67)	-29%
Provision for long-term employee benefits	193	172	21	12%
Deferred tax liabilities	69	76	(7)	-9%
<b>Total non-current liabilities</b>	<b>423</b>	<b>3,451</b>	<b>(3,027)</b>	<b>-88%</b>
<b>Total liabilities</b>	<b>2,460</b>	<b>5,452</b>	<b>(2,992)</b>	<b>-55%</b>
<b>Shareholders' equity</b>				
<b>Share capital</b>				
Registered	4,763	3,810	953	25%
2,381,250,000 ordinary shares of Baht 2 each (2020: 38,100,000 ordinary shares of Baht 100 each)				
Issued and fully paid	4,763	3,810	953	25%
2,381,250,000 ordinary shares of Baht 2 each (2020: 38,100,000 ordinary shares of Baht 100 each)				
Ordinary share premium	2,817	0	2,817	100%
Retain earning	(734)	(1,708)	(974)	-57%
<b>Equity attributable to owners of the Company</b>	<b>6,845</b>	<b>2,102</b>	<b>4,743</b>	<b>226%</b>
Non-controlling interests of the subsidiaries	0	0	(0)	-18%
<b>Total shareholders' equity</b>	<b>6,846</b>	<b>2,102</b>	<b>4,744</b>	<b>226%</b>
<b>Total liabilities and shareholders' equity</b>	<b>9,305</b>	<b>7,555</b>	<b>1,750</b>	<b>23%</b>

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

During the conduct of this agenda, there were 2 additional shareholders attending the Meeting, representing 502,800 shares. Thus, there were 686 shareholders attended the Meeting and the total number of shares present in the Meeting was 2,221,859,779 shares.

The Meeting considered the matter and casted the votes. The Meeting approved the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021 by majority votes of the shareholders attending the Meeting and casted their votes. The voting results were as below: (Closing vote at 11.11 a.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

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

The Conductor invited Mr. Unnop to present the details to the Meeting. Mr. Unnop declared that 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 December 31, 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.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved 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 by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 11.18 a.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,779	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

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

The Conductor invited Mr. Unnop to present the details of this agenda to the Meeting.

Mr. Unnop announced to the Meeting that 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 2022 AGM 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 Baht 185,336,920.

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 (%)	88.65
(Separate financial statements)	

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

The Board of Director to propose the 2022 AGM 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.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved 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 and approved 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. by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 11.27 a.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,679	100.0000
Disagreed	100	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

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

The Conductor invited Ms. Suvabha Charoenying, as the Chairman of the Nomination and Remuneration Committee (“Ms.Suvabha”) to announce the details of this agenda to the Meeting.

Ms. Suvabha declared to the meeting that 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 Damrongchaitham	Director (Executive Director)	<ul style="list-style-type: none"> <li>Member of the Executive Committee</li> </ul>
4. Mr. Somboon Kitiyansub	Independent Director	<ul style="list-style-type: none"> <li>Member of the Audit Committee</li> <li>Member of the Nomination and Remuneration Committee</li> </ul>
5. Mrs. Duangmanee Sukhum	Independent Director	<ul style="list-style-type: none"> <li>Member of the Nomination and Remuneration Committee</li> </ul>

Ms. Suvabha stated that 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, and found that all the 3 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 by reason of their qualifications that meets the requirements of the Public Act and Regulators defined, 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.



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 namely (1) Mr. Tanupol Virunhagarun, (2) Mr. Piya Sosothikul, (3) Mr. Rafah Damrongchaitham, (4) Mr. Somboon Kitiyansub, and (5) Mrs. Duangmanee Sukhum to serve 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. of Invitation of 2022 AGM that delivered to the shareholders prior the meeting.

Ms. Suvabha informed that in order for the meeting to vote comfortably, therefore inviting the 5 retired directors, namely Mr. Tanupol Virunhagarun, Mr. Piya Sosothikul, Mr. Rafah Damrongchaitham, Mr. Somboon Kitiyansub, and Mrs. Duangmanee Sukhum out of this electronic media conference room temporarily. After the vote closed, the Conductor invited 5 directors to return into the electronic media conference room.

The Conductor explained to the meeting that in order to comply with the Company's good corporate governance policy. This vote, the shareholders will be able to vote for the appointment of each director individually. It is a meeting through electronic media, and E-Voting is required, which does not provide ballots for shareholders, resulting in the Company unable to comply with the requirements of "Quality Assessment Project of the Annual General Meeting of Shareholders of Listed Companies" assessed by the Thai Investors Association. In regard to collecting ballots from all shareholders and proxies who attend the meeting and vote "Agree" on this agenda item.

After the vote closed, the Conductor invited 5 directors to return into the electronic media conference room. The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved the appointment of 5 directors, (1) Mr. Tanupol Virunhagarun, (2) Mr. Piya Sosothikul, (3) Mr. Rafah Damrongchaitham, (4) Mr. Somboon Kitiyansub, and (5) Mrs. Duangmanee Sukhum to serve as the Director of the Company by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 11.41 a.m.)

**1) Mr. Tanupol Virunhagarun                      Director (Non-Executive Director)**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

## 2. Mr. Piya Sosothikul Director (Non-Executive Director)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

## 3. Mr. Rafah Damrongchaitham Director (Executive Director)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

## 4. Mr. Somboon Kitiyansub Independent Director

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

## 5. Mrs. Duangmanee Sukhum Independent Director

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000
Abstained	0	-

<b>Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2022.</b>
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The Conductor invited Ms. Suvabha Charoenying, as the Chairman of the Nomination and Remuneration Committee (“Ms.Suvabha”) to announce the details of this agenda to the Meeting.

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.

The NRC and the Board to propose the Meeting to approve the Board of Director and subcommittee's remuneration for the year 2022 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 the annual bonus, according to the rules and details set forth 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 -

- 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)

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 -

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved the Board of Director and subcommittee's remuneration for the year 2022 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 the annual bonus, according to the

rules and details set forth as per the details proposed above by not less than two-third of the total votes casted by shareholders attending the Meeting. The voting results are as below: (Closing vote at 11.52 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,221,859,775	100.0000
Disagreed	4	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	2,221,859,779	100.0000

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

The Conductor invited Assoc. Prof. Dr. Sauwanee Thairungroj (“Assoc. Prof. Dr. Sauwanee”), as a Chairman of the Audit Committee to present the details of this agenda to the Meeting.

Assoc. Prof. Dr. Sauwanee informed the Meeting that 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:

**Auditors of the Company:**

- (1) Mr. Termphong Opanaphan                      CPA No. 4501 or  
(certified in the Company’s financial statements in 2016 - 2021 (6 years))
- (2) Mr. Krisada Lertwana                              CPA No. 4958 or  
(certified in the Company’s financial statements in 2013 - 2015 (3 years))
- (3) Mrs. Poonnart Paucharoen                      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 Auditors of EY who are the auditors of the Company's subsidiaries:

**The Company's subsidiaries' Auditors:**

- |                             |                 |
|-----------------------------|-----------------|
| (1) Mr. Termphong Opanaphan | CPA No. 4501 or |
| (2) Mr. Krisada Lertwana    | CPA No. 4958 or |
| (3) Mrs. Poonnart Paچارoen  | CPA No. 5238    |

**Audit Fees:**

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.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved appointment of the auditors and the determination of the audit fee for the year 2022 as proposed above, by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 11.59 a.m.)



Eligible Voter	Number of Vote (shares)	Percentage
Agreed	2,220,630,575	99.9447
Disagreed	1,229,200	0.0553
Voided Ballot	0	0.0000
Total	2,221,859,775	100.0000
Abstained	4	-

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

The Conductor asked the shareholders and proxies whether there were any other matters for consideration, to be in accordance with Section 105 of the Public Act., No other matter was raised to the Meeting (Other questions and comments were provided in the appendix attached to this minutes)

Thereafter, the Conductor invited the Chairman to declare the adjournment.

The Chairman expressed her appreciation to all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at: 12.11 p.m.

Signature..... *-Mr. Paiboon Damrongchaitham-* .....The Chairman of the Meeting  
(Mr. Paiboon Damrongchaitham)

Signature..... *-Ms. Nattakan Jittinapat-* .....Minutes Recorder / Company Secretary  
(Ms. Nattakan Jittinapat)

## Summary of Queries and Answers

The 2022 Annual General Meeting of Shareholders on Thursday, April 28<sup>th</sup>, 2022.

The One Enterprise Public Company Limited

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

1. Mr. Kiradit Soralam, the shareholder who submitted questions in advance, inquired as follows:

- In the first quarter of 2022, how did the Company operate additional businesses from the parent company?
- Early in the year 2022, what was the Company's remarkable work?

Mr. Takonkiet Viravan answered as follows:

- The One Enterprise Public Company Limited ("Company") is not controlled by any other companies and has no parent company. The Company operates a holding company business ("Holding Company"), hence, cooperating with several affiliated companies. For instance, (1) program scheduling for Channel ONE31 which operates by ONE 31 Company Limited; (2) marketing management for Channel GMM25; (3) program scheduling for Channel ONE31 to be suitable for the production of affiliate companies such as Change2561 Company Limited ("Change"), GMM TV Company Limited ("GMMTV"), and GMM Studios International Company Limited ("GMM Studios"); and (4) supervising and planning for artists and actors/actresses under the affiliated companies to be suitable for the program schedules and contents produced by the Company Group, enhancing more variety.

In addition, the Company has successfully cooperated with GMM Grammy Public Company Limited ("Grammy") which is a major shareholder of the Company. For example, Grammy has produced soundtracks for the Company Group and Grammy's artists have worked with the Company Group as well.

- In 2022, the Company Group will produce a lot of work. Starting from May 2022, Channel ONE31 will broadcast a highly anticipated drama, "The Giver" starring Tor Thanapob, directed by the same director of the drama "Wan Thong", with the same scriptwriter from the drama "The Fallen Leaf." Therefore, this drama is expected to be in the spotlight and should be very popular among the audience.

Mr. Sataporn Panichraksapong ("Mr. Sataporn"), the Chief Executive Officer of GMM TV Company Limited ("GMMTV") added that in 2022, GMMTV's impressive content starring artists under the subsidiaries are currently airing "Devil Sister" starring Min Peechaya, with GMMTV artist, Win Metawin. In June 2022, there will be the series "Astrophile" starring Mai Davika and Bright Vachirawit.

Mrs. Saithip Montrikul Na Audhaya ("Mrs. Saithip"), the Chief Executive Officer of Change2561 Company Limited ("Change") added that for Change's work in 2022, the drama "Bad Beauty" is a cooperation between Change and AIS Play. The drama will be on-aired around the middle of May 2022 on Channel

ONE31. Also, Change has been producing several other dramas which are expected to be broadcast through digital television and other platforms starting in the middle of 2022 until the end of 2022.

Mr. Ekachai Uekrongtham (“Mr. Ekachai”), the Managing Director of GMM Studios International Company Limited (“GMM Studios”) added that this year, GMM Studios will produce new Original Content which is a cooperation with an international platform, aiming to be globally broadcasted. GMM Studios also has other content production projects in cooperation with other international platforms. In addition, since February 2022, it was the first time that the number of viewers of non-English series was higher than the English series. This shows that there are more people open up to non-English series which makes Thai content in more demand on international platforms.

Mr. Rafah Damrongchaitham (“Mr. Rafah”), the Group Company’s Chief Marketing Officer, added that the Company’s Application oneD (“App. oneD”) is currently released in soft launch and will be officially fully launched on May 2<sup>nd</sup>, 2022. App oneD will be the biggest place to gather content produced by Thai and will have Content Exclusivity from Channel ONE31’s 8 pm dramas, initiated by the drama “The Giver.” However, for the past 1 month, App. oneD has been well received, confirmed by the continuously increasing number of downloads of the App. oneD. It is expected by May 2022, the number of downloads will still increase. The Company’s marketing department is also working hard on the marketing plan preparation.

Mr. Nipon Pewnen (“Mr. Nipon”), the Chief Production Officer, added that the ONE 31 Company Limited (“ONE31”) has many drama productions which are business confidential, hence, cannot reveal the drama lists at the moment. Channel ONE 31’s branding is a drama created to match preferences and to create attractions and engagement (“Soft Power”) for today’s audiences.

**2. Mr. Jatuporn Sangchan, the shareholder who submitted questions in advance, inquired as follows:**

- Is Memiti Company Limited (“Memiti”) still a joint venture with The One Enterprise Public Company Limited? If still, will there be any chance that Memiti produces a TV program for Channel GMM25 and Channel ONE31?
- What are the plans for artists under GMMTV to appear on ONEE Group’s Channel? Since the artists under GMMTV seem to appear in other channels more than ONEE Group’s Channel.
- Is there any possibility to have a news program with the previously famous newsreader to present the news to young generations?

**Mr. Takonkiet Viravan answered as follows:**

- The One Enterprise Public Company Limited (“Company”) holds 25% shares in Memiti and there is a chance for a TV program production cooperation between Channel ONE31, or Channel GMM25 and Memiti. Soon, there will be Memiti’s TV show broadcasting on Channel ONE31.
- The Company regards that for artists to be famous and successful, the artists should appear on as many channels as possible. Therefore, the fact that the artists under the Company’s subsidiaries appear in

other programs outside of the Company's subsidiaries, is beneficial and is a part of appropriate artist management. The artist's schedule has to be matched with the program's schedule as well. However, the Company has managed to have the artists under the Company's subsidiaries, such as GMMTV certainly appear on ONEE Group's channel.

- Thank you to the shareholder for suggesting the idea of a news program with the previously famous newsreader to present the news to young generations which is a great idea. Though the Company has a business policy to create content for today's generation, the Company also enhances the importance of history and past events. The Company regards that what happened in the past, affects the well-being of the people today. Therefore, it is important to learn from history or the news in the past. The Company will take the advice from the shareholder concerning the news program idea to further study in detail.

**3. Mr. Tirapat Nikamanon, the shareholder who attended the meeting, inquired as follows:**

- What is the form of the Company's sale of online content to platform iQiyi, a sale of content, a rent of content, a sale of the advertisement, or any other form? It appears that when using the Company's application such as ONE31 to watch the series "Pen Tor", iQiyi's logo can be seen in the series "Pen Tor" in the application ONE31.

**Mr. Rafah Damrongchaitham answered as follows:**

- Normally, the Company's content production to the OTT Partner will be in licensing form with a limited period, for example, a 1-month exclusive license, or 1-year exclusive license. When the license expires, the content will return to the Company's application, such as oneD, or the Company's social media, such as Youtube or Facebook.

The management of application ONE31, the original application of the Company, uses a gateway which means it connects several networks. The viewer through application ONE31 can access every content but the application ONE31 also provides embedded functions which send the viewer to a partner platform. However, the Company will change from the original application ONE31 to the new application oneD on May 2<sup>nd</sup>, 2022. The new application will provide all of the Company's contents, including the series "Pen Tor." In addition, based on the fact that the application ONE31 was downloaded 8 million times, the Company will encourage the users of the original application to download the new application oneD as well.

**Agenda 8 Other Matters**

**4. Mr. Piyapong Prasaththong, the shareholder who attended the meeting, inquired as follows:**

- In 2021, how many downloads of GMMTV and oneD applications, and how many are expected in 2022?
- According the Thai Government and the Center for COVID-19 Situation Administration ("CCSA") lifted the COVID-19 measures by allowing the shooting of dramas and TV shows broadcasted on GMM25 and

ONE31, how much more or less of new dramas and TV shows to be broadcasted on GMM25 and ONE31?

How many ratings are expected for the dramas and TV shows?

**Mr. Rafah Damrongchaitham answered as follows:**

- For the application, GMMTV had approximately 1.5 million downloads since its first launch. The application oneD was recently released in soft launch in March 2022, so these two applications' number of downloads should not be compared. However, it should be compared with the original application ONE31 which has 8 million downloads from its first launch until today.

**Mr. Takonkiet Viravan answered as follows:**

- The time slot for broadcasting TV shows and dramas on Channel ONE31 and GMM25 in 2022 remains the same as in 2021. Due to the Thai Government and the CCSA's lifting of measures by allowing the shooting of dramas and TV shows, the Company can continue with the shooting in 2022, after 5 months of suspension. Therefore, in 2022, the Company will launch more new dramas and Channel ONE31 will add more time slots for drama broadcasting, that is, on Friday at 19.00. This change increases the 19.00-time slot from previously Monday to Thursday (4 days) to Monday to Friday (5 days) which will boost Channel ONE31's rating.

5. **Mr. Witthaya Pholnamthiang, the shareholder who attended the meeting, inquired as follows:**

- When will the theater business reopen?

**Mr. Takonkiet Viravan answered as follows:**

- The theater business is not under the Group Company. However, if the Government allows the show, with no COVID-19 spreading situation, the theater business may be able to operate in the middle of 2022 or the end of 2022.

6. **Ms. Ratre Wisissurawong, Thai Investor Association's proxy, inquired as follows:**

- Do the inflation and the rise in oil prices affect the Company's operating results? How?

**Mr. Rafah Damrongchaitham answered as follows:**

- The inflation may affect the TV advertising income but it is not conspicuous at this moment. The main impact affecting the TV advertising income during the first quarter of 2022, and may affect the second quarter of 2022, is the COVID-19 situation which exists now.