



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

Agenda 1 To acknowledge the declaration of the 2022 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 2022 ended December 31, 2022, has been produced portraying the operational results of the Company during 2022. The Board, having considered and deemed it correct and sufficient, hereby proposes that the Meeting acknowledge the Company's business performance during 2022 and as contained in the annual registration statement /the 2022 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 2022.

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, 2022, 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, 2022 appears in the 2022 Annual Report (Form 56-1 One Report), and a printed summary of key financial information from the 2022 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 2022 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 2022 ending 31 December 2022 in the separate financial statements in the amount of Baht 693,495,015. 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 2022 ending December 31, 2022 of separate financial statements, totaling Baht 34,674,750.73.

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 2022 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."

In addition, The Bord of Directors agreed that the ordinary shareholder meeting should acknowledge the Board of Directors Meeting No. 4/2022, which was held on August 10, 2022, resolved to approve the payment of the interim dividend from the unappropriated retained earnings pursuant to the separate financial statement as at 30 June 2022 to the shareholders of the Company, at the rate of Baht 0.12 per share, totaling approximately Baht 285,750,000 .The said dividend was paid to shareholders on 9 September 2022.

According to the Company's performance in 2022, the company has the Net profit after income tax expenses, ending December 31, 2022 of separate financial statements in the amount Baht 693,495,015. The Board of Director agreed to propose the ordinary shareholder meeting to consider and approve the dividend payment for the 2022 operational results at the rate of 0.28 Baht per share to the shareholders of 2,381,250,000 shares or totaling Baht 666,750,000 equivalent to 90.31% of the Consolidate' s net profit from operating activities, ending December 31, 2022.The rate of dividend payment for this year is higher than the rate as prescribed in dividend policy of company.

Furthermore, the Company has already paid interim dividend at the rate of 0.12 Baht per share on 9 September 2022. Therefore, the remaining dividends that the Company must be paid additionally at the rate of 0.16 baht per share to the shareholders of 2,381,250,000 shares or approximately Baht 381,000,000.The Board of Director agreed to propose the ordinary shareholder meeting to consider and approve the record date to entitle rightful shareholders who may receive the dividend will be on May 9, 2023 and the payment of the dividend will be made on May 26, 2023.

- Comparison of dividend payment in past two years are shown as follows:

Details of dividend payment		
Separate financial statements	2022 (Proposed)	2021
Net Profits/(Loss): Million Baht	693.50	127.13
Retained Earnings/(Deficit)* : Million Baht	394.11	185.34
Earnings/(Loss) per Share : Baht	0.29	0.06
Consolidated financial statement		
Net Profits/(Loss): Million Baht	738.27	828.42
Retained Earnings/(Deficit)* : Million Baht	(486.81)	(740.63)
Earnings/(Loss) per Share : Baht	0.31	0.42
Dividend Payment (Baht per Share)		
Interim Dividends-1st	0.12	-
Final Dividends (Proposed)	0.16	0.069
Total Dividends Payment (Baht per Share)	0.28	0.069
Number of Shares (Million Share)	2,381.25	2,381.25
Total Dividend Payouts (Million Baht)	666.75	164.31
Dividend Payout Ratio (%)		
Divident Payout per Consolidated financial statement net operating profit (%)	90.31	19.83
Remark : *Retained Earnings/Deficits after tax and legal reserved.		

The dividend paid at the rate of 0.16 baht per share will be paid from net profit (after tax) for the last six months of 2023 years. (From July,1 2022 - December 31, 2022) according to the separate financial statements which is net profit and profit from dividends which was paid from subsidiaries divided into;

(1) the dividend at the rate of 0.026 Baht per share which was paid from profit to receive the dividend from subsidiaries. The said dividend has already paid the corporate income tax at rate of 20% wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 Bis of the Revenue Code and

(2) the dividend at the rate of 0.134 Baht per share which was paid from profit to receive the dividend from subsidiaries. The said dividend is 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 2023.

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 10 directors having equal terms. At this 2023 Annual General Meeting of Shareholders, there are 5 directors to retire in the second who selected by drawing lots from 10 directors, due to retire by rotation, namely:

Name	Position in the Board	Position in the Sub-Committees
1. Mrs. Sauwanee Thairungroj	Independent Director	• Chairman of the Audit Committee
2. Mr. Takonkiet Viravan	Director (Executive Director)	• Chairman of the Executive Committee
3. Mr. Fahmai Damrongchaitham	Director (Non-Executive Director)	• Member of the Executive Committee
4. Ms. Thanan Bunjongdee	Director (Non-Executive Director)	• Member of the Executive Committee
5. Ms. Poramaporn Prasartong-Osoth	Director (Non-Executive Director)	-None-

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 2023 Annual General Meeting of Shareholders via the Company's website www.theoneenterprise.com, from September 30, 2022, to December 30, 2022. However, no shareholder nominated the qualified persons to the Company.



In this regards, Ms. Poramaporn Prasarttong-Osoth as a director who due retire by rotation at this Meeting, stated her intention not to be considered for a renewal of directorship term.

The Nomination and Remuneration Committee (the “NRC”) at the Meeting No.1/2023 held on February 23, 2023, 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 2022 Annual Report (Form 56-1 One report) under the heading “8.1. Report on Major Operating Performance in 2022 Corporate Governance” > “8.1.1 Recruitment, Development and Evaluation of the Board’s Performance” > “(1) Nomination”) and found that all the 4 retired directors, namely (1) Mrs. Sauwanee Thairungroj, (2) Mr. Takonkiet Viravan, (3) Mr. Fahmai Damrongchaitham, and (4) Ms. Thanan Bunjongdee 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.

In addition, The NRC had recruited and nominated a qualified person and coherent with requirement of company as per the process and procedure of recruitment and nomination of the Company to replaced Ms. Poramaporn Prasarttong-Osoth, and that the NRC passed a resolution to propose Ms. Chonlaya Promsri a candidate to be elected as a director of the Company.

The Nomination and Remuneration Committee has considered proposing to Mrs. Sauwanee Thairungroj 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 will be able to express their opinions independently. as an independent director and 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 director 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 to 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 on an individual basis as follows:

- Agenda 3.1 To consider and approve the appointment of Mrs. Sauwanee Thairungroj, as an Independent Director for another term.
- Agenda 3.2 To consider and approve the appointment of Mr. Takonkiet Viravan, as a Director (Executive Director) for another term.
- Agenda 3.3 To consider and approve the appointment of Mr. Fahmai Damrongchaitham, as a Director (Non-Executive Director) for another term.
- Agenda 3.4 To consider and approve the appointment of Ms. Thanan Bunjongdee, as a Director (Non-Executive Director) for another term.
- Agenda 3.5 To consider and approve the new appointment of Ms. Chonlaya Promsri, as a Director (Non-Executive Director)

Their profile and other supporting information and the qualification of the Company’s 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.

Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2023.

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 2023 Annual General Meeting of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2023 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 2022 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 2023 as follows as the followings:

- **Remuneration of the Company's Directors and committees for the year 2023** will consist of:
 1. The monthly remuneration (paid to the Board of Directors and the Audit Committee for a monthly basis at the specified rate)
 2. The Meeting Allowance per meeting (paid to directors and sub-committees, according to the actual attendance per meeting basis at the specified rate)
 3. The annual bonus for the year 2023 which is paid to company directors in the amount not exceeding baht 10,000,000 (allocated according to the criteria and details specified)

Detail of the Board of Directors and Subcommittee's remuneration for the year 2023 as follows as the followings:

1) **The Board of Directors' Remuneration Criteria** (using the same rate as last year)

- **Monthly Remuneration pay to the Board of Directors.** with the following payout rates: (using the same rate as last year)

Committee	Position	Monthly Remuneration (baht / person / month)		
		2023 (Proposed)	2022	2021
The Board of Directors	Chairman of the Board	30,000	30,000	30,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director	- None -	- None -	- None -

- **Meeting Allowance** (Being paid to a director who attends the meeting only) with the following payout rates: (using the same rate as last year)

Committee	Position	Meeting Allowance (baht / person / time)		
		2023 (Proposed)	2022	2021
The Board of Directors	Chairman of the Board	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director	20,000	20,000	20,000

- **2023 Annual Bonus**

It is deemed appropriate to set the limit for the allocation of the 2023 annual bonus will be paid not exceeding Baht 10,000,000, In this regard, the criteria and conditions for the

allocation of the annual bonus for the year 2023 are as follows: (using the same criteria as last year).

1. Assign the Nomination and Remuneration Committee to consider the allocation of the 2023 annual bonus.
2. The annual bonus payment is not exceeding 0.15% of the total income according to the annual financial statements 2023 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.

- **Non-Monetary Remuneration / Other Benefits:** - None -

2) **The Sub-Committees' Remuneration:** the detail as follow:

- **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)		
		2023 (Proposed)	2022	2021
The Audit Committee	Chairman of the Audit Committee	10,000	10,000	10,000
	Member of the Audit Committee	5,000	5,000	5,000

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

Committee	Position	Meeting Allowance (baht/person/time)		
		2023 (Proposed)	2022	2021
The Audit Committee	Chairman	20,000	20,000	20,000
	Member	20,000	20,000	20,000
The Nomination and Remuneration Committee	Chairman	15,000	15,000	15,000
	Member	15,000	15,000	15,000
The Executive Committee	Chairman	10,000	10,000	10,000
	Member (non-Executive)	10,000	10,000	10,000
	Member (Executive)	-None-	-None-	-None-



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Committee	Position	Meeting Allowance (baht/person/time)		
		2023 (Proposed)	2022	2021
The Risk Management and Corporate Governance Committee	Chairman	15,000	-	-
	Member (non-Executive)	15,000	-	-
	Member (Executive)	-None-	-	-

- **Non-Monetary Remuneration / Other Benefits:** - None -

Details of the remuneration of Board of Directors and Subcommittee's remuneration for the year 2023 by individual are shown on annual information report/ the annual report year 2022 (form 56-1 one report)

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.

Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.

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 2023 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 (10 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, 2023. 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. Khitsada Lerdwana CPA No. 4958 or,
(certified in the Company's financial statements in 2023)
2. Mrs. Poonnard Paچارoen CPA No. 5238 or,
(never certify in the Company's financial statements)
3. Ms. Sineenart Jirachaikhuan Khan CPA No. 6287
(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. Khitsada Lerdwana CPA No. 4958 or,
2. Mrs. Ponnard Paچارoen CPA No. 5238 or,
3. Ms. Sineenart Jirachaikhuankhan CPA No. 6287

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 2023 of The One Enterprise Plc. At the amount of Baht 1,350,000 (Baht one million three hundred fifty thousand), is higher than audit fees for year 2022 in amount of Baht 150,000 caused from the group of company has plan to implement the new Enterprise Resource Planning หรือ ERP and having the control of IT task of group of company by yourself which effected to the external auditor must have the task to audit additionally. (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.

Comparison of the audit fee of the Company between year 2023 and 2022 could be summarized as follows:

(Unit: Baht)

Company	2023 Audit fee (Proposed)	% Change	2022 Audit fee
The One Enterprise Plc.	1,350,000	13%	1,200,000
Non-audit service fee	- None -	-	- None -

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 8 To consider approving the amendment of the Company's Articles Association.

The amendment of the Company's Articles of Association has been proposed in order to comply with the Public Limited Companies Act (No.4) B.E. 2565 as amended and related laws to enable the Company to use electronic means in the board of director meeting and shareholders' meetings, delivery of the letters or document, as well as proxy at the shareholders' meetings. including notifying or advertising any message about the company to other people or the public.



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The Board of Directors proposed to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association to be in line with the Public Limited Companies Act (No. 4) B.E. 2565 and related laws by amending the provisions in Article 25, Article 28, Article 29, Article 35, Article 36, Article 38, Article 48 and Article 50, totaling 8 Articles and adding one more article to be Article 6 1 , thereby the numbers of Articles will be increased from 6 0 Articles to 6 1 Articles. Details of the amendment of the Company's Articles of Association are as follows:

Companies table of amendment to the current Articles of Association of The One Enterprise Public Company Limited

1) Chapter 5: Board of Directors

Current Article	Proposed Amendment
<p>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.</p> <p>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.</p>	<p>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.</p> <p>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 <u>or published through electronic media</u> not less than three (3) consecutive days prior to the date of the meeting.</p>
<p>Article 28. The board of directors must hold a meeting at least every three (3) months. A meeting of the board of directors must be held in the area where the Company's head office is located, or at any adjacent provinces or any other places as designated by the Chairman. The date, time and place of said meeting shall be fixed at the discretion of the chairman to hold the meeting.</p>	<p>Article 28. The board of directors must hold a meeting at least <u>once in every three (3) months</u>. A meeting of the board of directors must be held in the area where the Company's head office is located. <u>The conference may be conducted via electronic media as provided in the Electronic Conferencing Law and it shall be deemed that the head office of the company is the meeting place.</u></p>
<p>Article 29. In calling for the meeting, the chairman or the assignee shall send a notice of the board of directors' s meeting to all directors not less than seven (7) days prior to the date of the meeting. However, in case of an emergency to preserve the rights or benefits of the Company, the notice of the meeting may be called by other methods and the date may be fixed sooner.</p> <p>In the event that the chairman is unavailable or unable to perform the duty, the vice-chairman shall preside.</p>	<p>Article 29. In calling for the meeting, the chairman or the assignee shall send a notice of the board of directors' s meeting to all directors <u>not less than three (3) days</u> prior to the date of the meeting. However, in case of an emergency to preserve the rights or benefits of the Company, the notice of the meeting may be called by other methods and <u>notify the meeting by electronic means or other means</u>. the date may be fixed sooner.</p> <p>In the event that the chairman is unavailable or unable to perform the duty, the vice-chairman shall preside.</p>



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Current Article	Proposed Amendment
<p>If there is no the vice-chairman or the vice-chairman is unable to perform his/her duty, one of the directors shall summon the meeting of board of directors.</p> <p>A submission of the meeting invitation and documents related to the meeting for convening a meeting via electronic meeting can be carried out in accordance with the procedures and the period prescribed by law or regulations relating to the meeting or it can be submitted by electronic mail instead. However, it must be submitted within a period of time and advertised in newspapers as stipulated by the laws or regulations.</p>	<p><u>In the absence of the Vice Chairman for any reason Two or more directors may jointly call a meeting of the Board of Directors when there is a reasonable cause or to protect the rights or benefits of the Company. Two or more directors may jointly call a meeting of the Board of Directors.</u></p> <p><u>When there is a reasonable cause or to protect the rights or benefits of the company or the interests of the company Two or more directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. The subject and reason to be proposed to the meeting must also be specified. In such case, the Chairman of the Board shall set the date of the meeting within 14 days from the date of receiving the request. The requested directors may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within 14 days from the expiration of the period specified above.</u></p> <p>A submission of the meeting invitation and documents related to the meeting for convening a meeting via electronic meeting can be carried out in accordance with the procedures and the period prescribed by law or regulations relating to the meeting or it can be submitted by electronic mail instead. However, it must be submitted within a period of time and advertised in newspapers as stipulated by the laws or regulations.</p>

2) chapter 6: Meeting of Shareholder

Current Article	Proposed Amendment
<p>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.</p> <p>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.</p> <p>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</p>	<p>Article 35. <u>The shareholders' meeting may be conducted via electronic media as provided in the law on electronic meeting.</u> 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.</p> <p>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 <u>or</u> one or more shareholders holding shares amounting to not less than ten (10)</p>



The ONE Enterprise Public Company Limited

Current Article	Proposed Amendment
<p>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.</p> <p>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.</p> <p>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.</p>	<p>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.</p> <p>If the board of directors does not arrange for the meeting of shareholders within the period as mentioned in the <u>second paragraph</u>, 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 <u>second paragraph</u> 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.</p> <p><u>In the event that the shareholders call the meeting by themselves as in the second paragraph. The shareholders who calling a meeting may send a meeting notice to shareholders by electronic method. If that shareholder has informed the intention or given consent to the company or the board of directors.</u></p> <p>In the case where the number of shareholders present at the meeting convened by the shareholders under the <u>third paragraph</u> is not sufficient to constitute a quorum as required in Article 37, the shareholders under <u>the third paragraph</u> shall be jointly responsible to the Company for the expenses incurred from the convening of such Meeting.</p>
<p>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</p>	<p>Article 36. In calling a shareholders' meeting, <u>whether in person meeting and/or a meeting via that electronic media</u>, 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</p>



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Current Article	Proposed Amendment
<p>than seven (7) days prior to 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.</p> <p>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.</p>	<p>and the registrar not less than seven (7) days prior to the date of the meeting and be published in a newspaper <u>or published through electronic media</u> for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.</p> <p>The shareholders' meeting may be held in the province in which the head office of the Company <u>and/or arrange a meeting via electronic media as provided in the law on electronic meeting. And it shall be deemed that head office of the company is the meeting venue.</u></p>
<p>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:</p> <ol style="list-style-type: none"> (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. 	<p>Article 38. At a meeting of shareholders, the shareholder may appoint other person to attend <u>who has reached the age of majority</u>, any person and vote at any meeting on his behalf. The instrument appointing a proxy shall be made in <u>write the dated</u> 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:</p> <ol style="list-style-type: none"> (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. <p><u>The proxy the first paragraph may be performed by electronic method instead. The methods and criteria for appointing a proxy by electronic method shall be in accordance with the law, notifications or criteria prescribed by the Registrar.</u></p>

3) chapter 8: Increase and Reduction of Capital

Current Article	Proposed Amendment
<p>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</p>	<p>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</p>



The ONE Enterprise Public Company Limited

Current Article	Proposed Amendment
<p>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.</p>	<p>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 <u>or published through electronic media</u>, not less than three (3) consecutive days, within the said fourteen (14) day time limit.</p>

4) chapter 9: Dividend and Reserve

Current Articles	Proposed Amendment
<p>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.</p> <p>Payment of dividends shall be made within one (1) month from the date the resolution therefore 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.</p>	<p>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.</p> <p>Payment of dividends shall be made within one (1) month from the date the resolution therefore 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 <u>or published through electronic media</u> for not less than three (3) consecutive days.</p>

5) chapter 12: Other Matter

Current Articles	Proposed Amendment
<p>-None-</p>	<p>Article 61. <u>Notice, warning, notification or advertisement of any message about the company to other people or the public through newspapers. The Company may use electronic media instead, in accordance with the rules prescribed by Registrar.</u></p> <p><u>In the event that the Company or the board of directors has a duty to deliver letters or legal documents to directors, shareholders or creditors of the Company. If such person has notified the intention or consented to send the letter or document by electronic method. The Company or the Board of directors may send such letter or document by electronic method in accordance with the rule prescribed by the Registrar.</u></p>



In this regard, The Board of Directors proposed to the 2023 Annual General Meeting of Shareholders to consider and approve the person assigned by the Board of director to perform acting on behalf of the Company shall be authorized to register the amendment of the Articles of Association to the Department of Business Development, which they are empowered to take any action necessary to complete the registration process. Including having the power to amend and add words in the amended regulations in case the Registrar has an order. and/or give advice to amend certain words in such documents in order to comply with the order of the Public Company Registrar

Required Resolution:

According to the Company's Articles of Association, a resolution requires the votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote.

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Agenda 9 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.

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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 2023 Annual General Meeting of Shareholders via the Company's website at www.theoneenterprise.com from September 30, 2022 to December 30, 2022. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2023 Annual General Meeting of Shareholders as appears in this Invitation Letter.
