



The ONE Enterprise Public Company Limited

Invitation to the 2023 Annual General Meeting of Shareholders

The One Enterprise Public Company Limited



Thursday, April 27, 2023, at 1.00 p.m.

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



-Translation-

March 27, 2023

Subject : Invitation to the 2023 Annual General Meeting of Shareholders through electronic meeting (E-AGM)
To : The shareholders of The One Enterprise Public Company Limited

Enclosures

1. Objectives and rationale of the Board of Directors' opinions to facilitate shareholders' considerations
2. Financial Summary from the annual registration statement /the 2022 Annual Report (Form 56-1 One Report)
3. Profiles of the nominated candidates to replace directors who retired by rotation and the qualification of the Company's independent director (3.1 - 3.6)
4. Details of the independent directors proposed as proxy holders (in the event that an independent director is appointed as a proxy holder)
5. The Company's Articles of Association concerning the Shareholders' Meeting
6. Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM)
7. QR Code Downloading Procedures for the annual registration statement / the 2022 Annual Report (Form 56-1 One Report)
8. Three types of Proxy Forms (Form A, B, and C), according to the announcement of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 and as amended and P.O. Box Envelope (in case of returning the form by post)
9. Registration Form for attending the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM)
10. Documents and evidence that attendees have to identity proofing before joining the 2023 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.
11. Procedures chart for Identity proofing and attend the 2023 AGM through Electronic Media (E-AGM)
 - Form of the Meeting notification with QR code for downloading meeting documents

The Board of Directors ("the Board") of The One Enterprise Public Company Limited ("the Company") has resolved to invite all shareholders to attend the 2023 Annual General Meeting of Shareholders ("the Meeting") which will be convened on **Thursday, April 27, 2023, at 1.00 p.m., through electronic media (E-Meeting / E-AGM) only**, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

Agenda 1 To acknowledge the declaration of the 2022 operational results and the Company's Annual Report

The Board's opinion: The Board was deemed appropriate to report the Company's operational results and submit the 2022 Annual Report to the Meeting for acknowledgment.

Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2022.

The Board's opinion: The Board proposed to the Meeting to approve the Company's Statement of Financial Position and the Comprehensive Income Statement for the fiscal year ended December 31, 2022, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

Agenda 3 To approve the apportionment as statutory reserve fund from the 2022 operational results.

The Board's opinion: The Board proposed to the Meeting to approve the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2022 ending December 31, 2022 of separate financial statements, the company had a total net profit of Baht 693,495,015. Therefore, the Company must statutory reserve of net profit the total amount of legal reserve is Baht 34,674,750.73., in order to comply with the Clause 51 of the Company's Articles of Association and Section 116 of the Public Limited Companies Act B.E.2535 (and its amendment).

Agenda 4 To approve the dividend payment for the 2022 operational results.

The Board's opinion: The Board agreed to propose to the Meeting to 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. Since, the Company already paid interim dividend at the rate of 0.12 Baht per share, totaling approximately 285,750,000 Baht to shareholders on 9 September 2022. Therefore, the remaining dividends that the Company must be paid additionally at the rate of 0.16 baht per share or approximately 381,000,000 Baht. 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.

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 are not subjected to corporate income tax payment from business operations due to the exercise of the net loss entitled to deduct legally wherein individual shareholders shall not be entitled to a Dividend Tax Credit under Section 47 Bis of the Revenue Code.

Agenda 5 **To approve the appointment of directors in place of those who are due to retire by rotation for the year 2023.**

The Board's opinion: The Board (except those retired directors who have conflicts of interest in this agenda) has been carefully scrutinized, cautious to the appropriateness. This is to ensure that the persons nominated for this time are qualified for the Company's business operation. According to the opinion of the Nomination and Remuneration Committee, therefore resolved to proposed to the Meeting to endorse the appointment of directors who are due to retire by rotation namely (1) Mrs. Sauwanee Thairungroj, (2) Mr. Takonkiet Viravan, (3) Mr. Fahmai Damrongchaitam, and (4) Ms. Thanan Bunjongdee as the Company's directors for another term and to proposed to the Meeting to approve the election of qualified person is Ms. Chonlaya Promsri to be director of the Company in replacement of Ms. Poramaporn Prasarttong-Osoth, the retiring director who are due to retire but no intention to renew the director's term at the Annual General Meeting of Shareholders (Profiles of those 5 candidates and the qualification of the Company's independent director are described in Enclosure 3.1 - 3.6).

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

The Board's opinion: The Board proposed that the Meeting approve the Board of Director and subcommittee's remuneration for the year 2023 consist of (1) monthly remuneration (paid to the Board of Directors and the Audit Committee for a monthly basis at the specified rate), (2) Meeting Allowance per meeting (paid to directors and sub-committees, according to the actual attendance per meeting basis at the specified rate) and (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).

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

The Board's opinion: The Board proposed that the Meeting appoint EY Office Limited as the Company's auditor for the fiscal year ended December 31, 2023, and that any one of the individuals below be responsible for reviewing or audit and provide an opinion on the financial statements of the Company, namely (1) Mr. Khitsada Lerdwana CPA No. 4958 or (2) Mrs. Poonnard Paucharoen CPA No. 5238 or (3) Ms. Sineenart Jirachaikhuankhan CPA No. 6287. In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2023 at the amount of not exceeding 1,350,000 Baht, which is higher than the previous year in amount of 150,000 Baht or equivalent to 13%.

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

The Board's opinion: 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 61, thereby the numbers of Articles will be increased from 60 Articles to 61 Articles. Details of the amendment of the Company's Articles of Association are as shown in the enclosure.

(The details of the amendment of the Company's Articles Association are described in the Enclosure 1)

In this regard, 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

Agenda 9 **Other matters. (if any)**

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

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the 2023 AGM shall be recorded on March 22, 2023 (Record Date). The company would like to invite the shareholders to attend the meeting. via electronic media at the aforementioned date and time at the same time, which **the Company will open for registration in the E-AGM system to attend the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) from 12.00 a.m. on Thursday, April 27, 2023 onwards.**

The Company recommends Shareholders and/or Proxy holder to study the conditions and methods of registration procedure, including submitting the request form to attend the Annual General Meeting of Shareholders for the year 2023 via electronic media (E-AGM) (according to Enclosure 9) and submit all relevant documents that require to identity proofing for receiving individual link to attend the E-AGM and the system access manual, together with study vote casting procedure as detailed in enclosure 10). and enclosure 11).

If any shareholder wishes to grant a proxy to another person instead of attending the Meeting in person to vote on shareholders' behalf. Please fill in the details and sign the Proxy Form A or Form B either. (Enclosure 8) to be complete , foreign shareholders which appoints a custodian in Thailand to be a stock depository and keeper, please use one of the Proxy Form A or Form B or Form C (Custodian). (Enclosure 8) with a 20 baht stamp duty attached.

In the event that shareholders are unable to attend the meeting , able to grant a proxy to the Company's independent directors (Enclosure 4.) instead of attending the Meeting in person to vote on Shareholders' behalf according to the proxy form by sending a proxy that shows the desire to vote (Recommend to use the Proxy Form B (Enclosure 8)). To do so, please complete the Proxy Form B and give all vote instructions, and submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (No stamp needed) to the Company by April 21, 2023. **(Please study the details of documents and evidence that attendees have to identity proofing before joining the 2023 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting (Enclosure 10).**

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, please sending Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM) to the company secretary via email: cs@onee.one by April 21, 2023 ,as detailed in Enclosure 6.

To provide the shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2023 Annual General Meeting of Shareholders via Electronic Media (E-AGM), together with the proxy forms and all related documents, including document download on the Company's website (www.theoneenterprise.com), both in Thai and English, March 27, 2023 onwards, The 2022 Annual Report (Form 56-1 One report) shall be publicized on the Company's website prior to the meeting date, not less than 28 days.

Please be informed accordingly.

Yours Faithfully,



(Mr. Paiboon Damrongchaitam)

Chairman of the Board

By resolution of the Board

For information regarding the Shareholders' Meeting, please contact:

Company Secretary

Tel. (+662) 669 9697 or (+662) 669 9753

Email: cs@onee.one



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The One Enterprise Public Company Limited

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

Tel: (66) 2669-9697

www.theoneenterprise.com