



The ONE Enterprise Public Company Limited

*-Translation-*

No. ONEE 010/2023

May 10, 2023

**Subject:** Submit the Minutes of the 2023 Annual General Meeting of Shareholders

**Attention:** Shareholders of The One Enterprise Public Company Limited

**Enclosure** Copy of the Minutes of the 2023 Annual General Meeting of Shareholders

The One Enterprise Public Company Limited (the “**Company**”) would like to submit a copy of the Minutes of the 2023 Annual General Meeting of Shareholders held on April 27, 2023, as attachments. If you have any amendments or objections regarding such report, please inform the Company at [cs@onee.one](mailto:cs@onee.one) by June 30, 2023, for the Company to collect and proceed further. If there is no amendment or any objection, the Company assumes that you have certified the minutes of this meeting.

Please be informed accordingly.

Respectfully yours,

The One Enterprise Public Company Limited

*-Translations-*

**Minutes of the 2023 Annual General Meeting of Shareholders**  
**The One Enterprise Public Company Limited**  
**Through Electronic Media (E-AGM)**

The 2023 Annual General Meeting of Shareholders (the “Meeting”, “E-AGM”) held on Thursday 27<sup>th</sup> April 2023, at 1.06 p.m., Broadcasting live from the meeting room, 21st Floor, GMM Grammy Place Building 50 Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok, with Mr. Paiboon Damrongchaitham, Chairman of the Company, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman delegated the role to Mr. Watsawan Limsupanark, to conduct the Meeting (the “**Conductor**”)

**Quorum Announcement**

The Conductor announced the statistic of The 2023 Annual General Meeting of Shareholders (the “Meeting”) of The One Enterprise Public Company Limited (the “Company”) that there were total of 34 shareholders attending in person, representing 132,991,124 shares, and 633 by proxies, representing 1,830,108,043 shares, The total number of attendants who were shareholders and proxy holders were equal to 667 persons, representing 1,963,099,167 shares or 82.4399 % of total 2,381,250,000 subscribed shares. The quorum was thereby constituted according to the Company’s Articles of Association.

The Conductor then introduced the directors, members of the sub-committees, management of the Company, the auditor and inspector, who attended the Meeting as follows:

**Directors attending the Meeting** 14 persons (equivalent to 93.33 percent of all directors) as follows:

- |     |                                       |   |
|-----|---------------------------------------|---|
| 1.  | Mr. Paiboon Damrongchaitham           | Chairman of the Board   |
| 2.  | Mr. Pradit Theekakul                  | Vice Chairman of the Board, Executive Director  |
| 3.  | Mr. Takonkiet Viravan                 | Director, Chairman of the Executive Committee and Group Chief Executive Officer                               |
| 4.  | Assoc. Prof. Dr. Sauwanee Thairungroj | Independent Director and Chairman of the Audit Committee  |
| 5.  | Ms. Suvabha Charoenying               | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 6.  | Mr. Duangjai Lorlertwit               | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee   |
| 7.  | Dr. Somruedee Srichanya               | Independent Director and Member of the Nomination and Remuneration Committee                                  |
| 8.  | Mrs. Duangmanee Sukhum                | Independent Director and Member of the Nomination and Remuneration Committee                                  |
| 9.  | Mr. Rafah Damrongchaitham             | Director, Executive Director and Group Chief Marketing Officer  |
| 10. | Mr. Unnop Senasuttipan                | Director, Executive Director and Group Chief Financial Officer  |
| 11. | Mr. Fahmai Damrongchaitham            | Director and Executive Director   |
| 12. | Ms. Thanan Bunjongdee                 | Director and Executive Director   |
| 13. | Mr. Piya Sosothikul                   | Director  |
| 14. | Mr. Tanupol Virunhagarun, M.D.        | Director  |

**Director was absent from the Meeting due to urgent mission (1 persons) as follows:**

1. Ms. Poramaporn Prasarttong-Osoth, M.D. Director

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

1. Mr. Nipon Pween Executive Director and Chief Production Officer - TV Drama and Executive Director
2. Ms. Suthasinee Busrapan Chief Production Officer - Variety
3. Mrs. Somsri Preutthipan Chief Corporate Officer
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.

**Auditors of EY Office Co., Ltd. (2 persons) as follows:**

1. Mr. Termphong Opanaphan Audit Partner of EY Office Co., Ltd.
2. Mr. Polkrit Rattanaprukpan Senior Manager of EY Office Co., Ltd.

In the Meeting, Mrs. Phornwilai Luckchonlatee, Managing Director of Quick Accounting Co., Ltd., an independent accounting, and tax consultant. Acting as an inspector in counting votes and supervising the meeting to be in accordance with the law and the Company's regulations.

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

**Meeting Commencement**

After explaining the quorum of the meeting, the Conductor invited Mr. Paiboon Damrongchaitham, Chairman of the Company, presided as the Chairman of the Meeting (the "Chairman") stated that welcomed all shareholders and proxies to the 2023 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 the Board of Directors ("the Board") of The One Enterprise Public Company Limited ("the Company") No.1/2023 on February 24, 2023 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) , 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 2023 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 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 September 30, 2022 to December 30, 2022. However, there was neither proposals of director candidates nor agenda submitted to the Company.

In addition, the company has published the notice of the 2023 Annual General Meeting of Shareholders, auditor's report, financial statements, the 2022 Annual Report 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 27, 2023 onwards. For the shareholders' convenience in accessing the information and considering the agenda and related documents, including the company has sent the 2022 Annual Registration Statement or Form 56-1 One Report in electronic format via QR Code, which the shareholders and the proxies can scan the QR Code that appears on the Notice of the 2023 Annual General Meeting of Shareholders, which had already been sent to shareholders in advance.

The Conductor invited shareholders and proxy holders to acknowledge the voting and counting processes to be the resolution of the 2023 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 assume that you vote as "Agree".
- 3) Shareholders or 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 and 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 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.

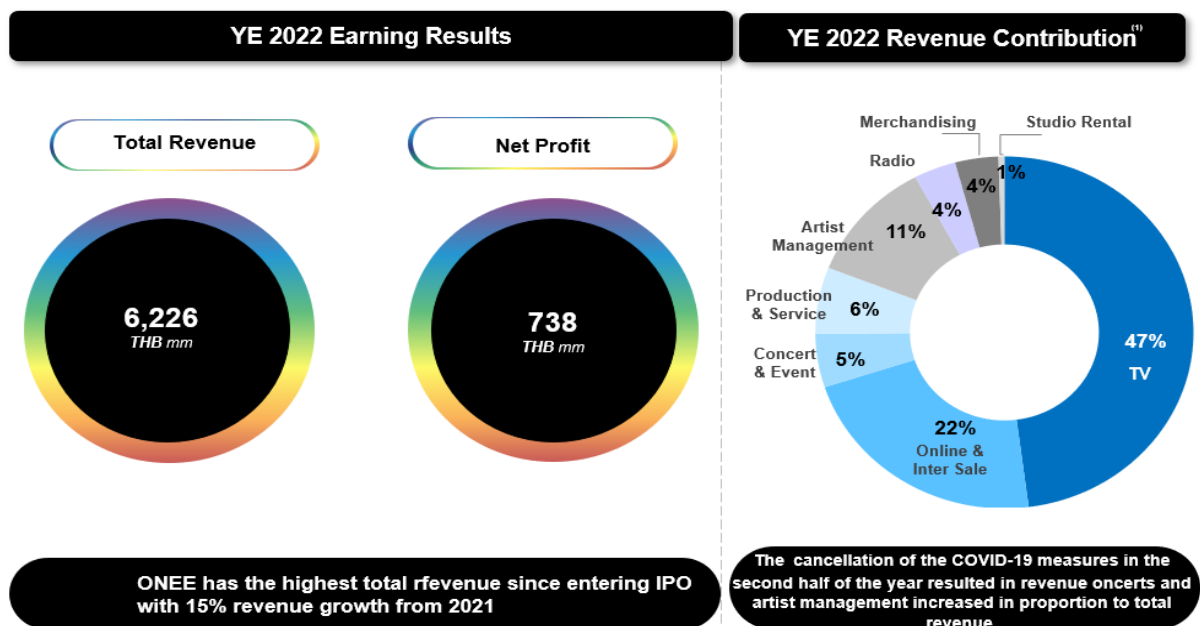
Then the conductor proposed agenda as follows:

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

The Conductor invited Mr. Takonkiet Viravan ("Mr. Takonkiet"), Group Chief Executive Officer who declared that the company has prepared a report of the Board of Directors, which summary of the performance of the year 2022 in the Annual Report 2022 (Form 56-1 One Report 2022), which the shareholders or proxies can download from meeting documents which had already been delivered to the shareholders along with the invitation letter for this meeting. Initially Mr.Takonkiet Summarizes the current main affiliates of The One Enterprise Public Company Limited as follows:

1. ONE 31 Co.,Ltd.
2. GMM TV Co., Ltd.
3. Change 2561Co., Ltd.
4. GMM Media Plc.
5. A -Time Media Co., Ltd.
6. GMM Studios International Co., Ltd.
7. GMM Channel Holding Co., Ltd.
8. Exact Scenario Co.,Ltd. and
9. Acts Studio Co., Ltd.

After that, Mr. Takonkiet gave a brief overview of the business performance and key events in 2022, as well as future growth strategies. The Meeting was informed as follows:



○ **Yearly performance 2022**

- The Company's total revenue was 6,226 million baht, which was the highest total revenue since the Company was listed on the Stock Exchange of Thailand. This represents a 15% growth rate compared to the previous year.
- The Company's net profit in 2022 was 738 million baht.
- Revenue contribution is still revenue from revenue from advertising, promotion and lease of television station equivalent to 47%, revenue from copyright management 22%, revenue from artist management 11%, revenue from production service 6%, revenue from concerts and events 5%, revenue from radio production 3%, merchandising 3%, other income 2%, and studio rental service income 1%.

○ **Important events in 2022**

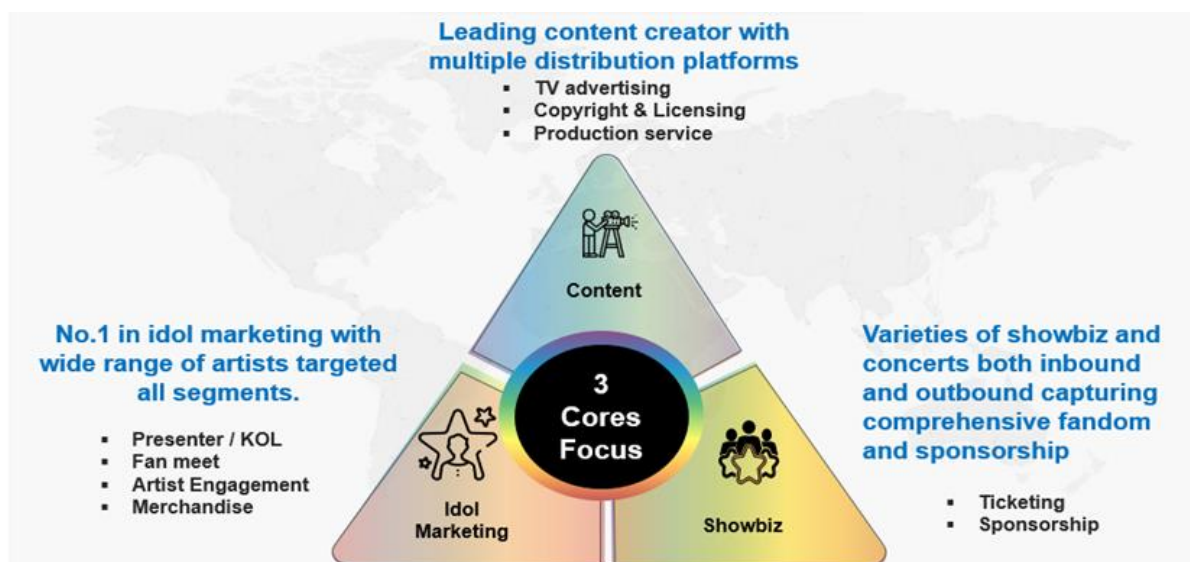
- Channel One 31 was ranked No. 2 TV station for prime-time rating 15+ average from January - December 2022 with the highest rating growth of 16%.
- June 2022: The Stock Exchange of Thailand announced the results of the selection of securities used for index calculation. In the second half of 2022, the Company has been selected to be included in the SET 100 index and to be included in the calculation of the international index FTSE SET Index or FTSE SET Mid Cap Index.
- August 2022: The resolution of the Board of Directors' Meeting No. 4/2022 held on August 10, 2022 approved the interim dividend payment at the rate of 0.12 baht per share. The Company paid the dividend on September 9, 2022.
- September 2022: The Company announced a business cooperation with SBS Contents Hub Co., Ltd., South Korea. By jointly producing dramas and series in Thai versions to raise the level to the international level The first story will produce the drama "VIP", which has already been filmed.
- October 2022: GMM TV Co., Ltd. has jointly invested in a movie joint venture "Congratulations My Ex" in the ratio of 25 percent or the amount of 10,500,000 baht of the total investment.
- November 2022: The Company has established a subsidiary named "One Sanook Co., Ltd." with registered capital of 40,000,000 baht to expand the business. and to increase opportunities for joint ventures with other companies that have a relation business.
- December 2022: GMM TV Co., Ltd. acquired Pharbdee Thaweessuk Co., Ltd., a company that produces quality content with potential. make the company group have more production capacity In the past, one of the works of Pharbdee Thaweessuk Co., Ltd. was the drama series F4 Thailand: BOYS OVER FLOWERS.

○ **Future growth strategy**

For 2022, the Company focuses on 3 core strategies for growth as follows:

1. Creators and program producers (Content): by emphasizing content that is diverse meets the needs of more audiences. The current content has a clearer target group and disseminates in a variety of channels in different platform formats It depends on the target audience in what format they want to see the content.

2. Idol Marketing: It is an extension of the successful content of the Company make artists known from plays Artists become idols, allowing the company to generate more income from artist management. Therefore, it is known as Idol Marketing at present.
3. Showbiz : From the Idol Marketing strategy, the Company can still expand the business. and generate more income from the showbiz business including organizing fan meetings with artists Make money from ticket sales and sponsorship. In the past year, the company has received very good feedback from the showbiz business.



Mr. Takonkiet added that it can be seen that Idol Marketing in the past year, the company has been very successful. This can be seen from the atmosphere of concerts and fan meetings held both domestically and internationally, which Idol Marketing has gained immense popularity. Especially in Asia such as South Korea, Japan, Taiwan, Hong Kong, Vietnam, Cambodia, Singapore, Indonesia and Philippines.

For content in this year 2023 that should be the source of income generation for the Company give examples such as

- 1) The drama "Love Hurts" on Channel One 31 is a current current drama starring Mai Davika Hoorne.
- 2) The drama "Tales of The Grandmaster" is a fantasy genre. The great battle from a Chinese novel Falling into the current world starring Bright Noraphat and Esther Supreeleela.
- 3) The "Law of Attraction" series is an extension of last year's drama "Khun Chai" starring Jam Ratchata and Film Thanapat.
- 4) The drama "The Bride of Naga" is a giant drama of Channel One 31. It is the latest work of a director who has previously released outstanding works of directing dramas such as "Wanthong", "Pisitsawat" and "La", starring Tree Phornphat and Green Asadaporn.
- 5) The series "Our Skyy2" is a compilation of many pairs of artists from GMM TV Co., Ltd. in the same story, starring Fourth - Gemini / Jung Achen - Dang Natthachai / Earth Piraphat - Mix Union
- 6) The "Enigma Kon Magic Vet" series is a new series by Win Methawin.
- 7) The "One Night Stand" series is Change 2018's first original series.
- 8) The "Pitbabe" series is Change 2018's first Y series, in which Pitbabe is a Y novel. online that is very popular in the world.



The company is confident that from all of these strategic plans will support the Company to be a leader in content creation and production Create entertainment, knowledge and inspiration to deliver happiness to audiences of all genders and ages under international quality that combines Thainess to the world stage.

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 2022 and the 2022 annual report as proposed above.

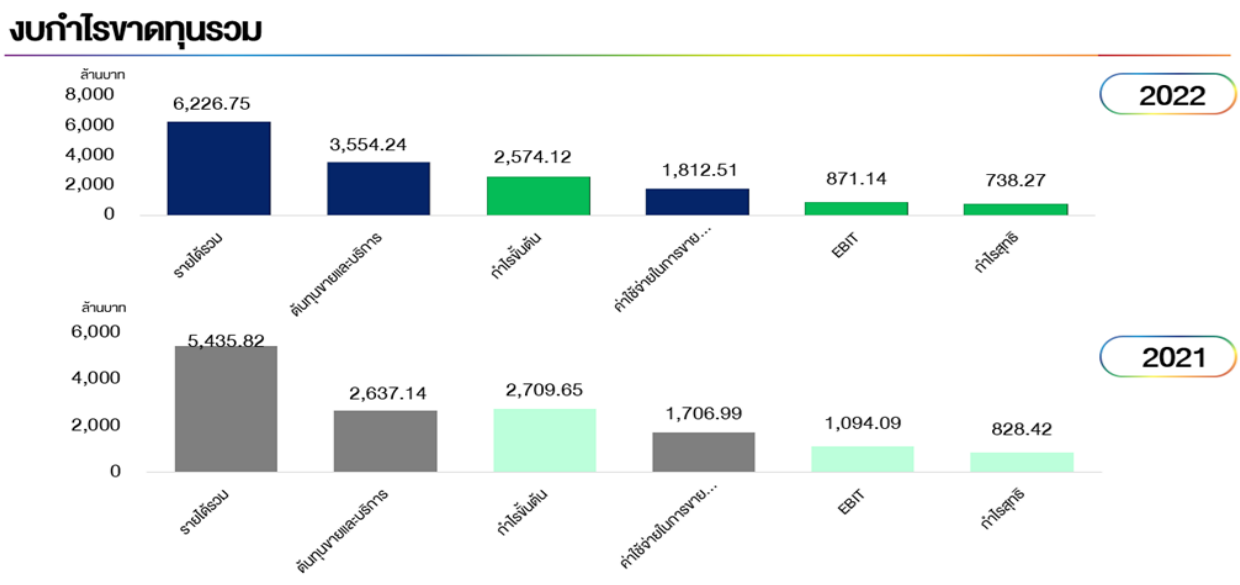
**Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2022.**

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 2022 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.

Thereafter, Assoc. Prof. Dr. Sauwanee assigned Mr. Unnop Senasuttipan (“Mr. Unnop”) to summarize the information of the financial statement to the Meeting that the company had prepared financial statements. As shown in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report 2022) delivered to the shareholders in the form of QR Code together with the meeting invitation letter and summarized the essence of the financial statements as follows:

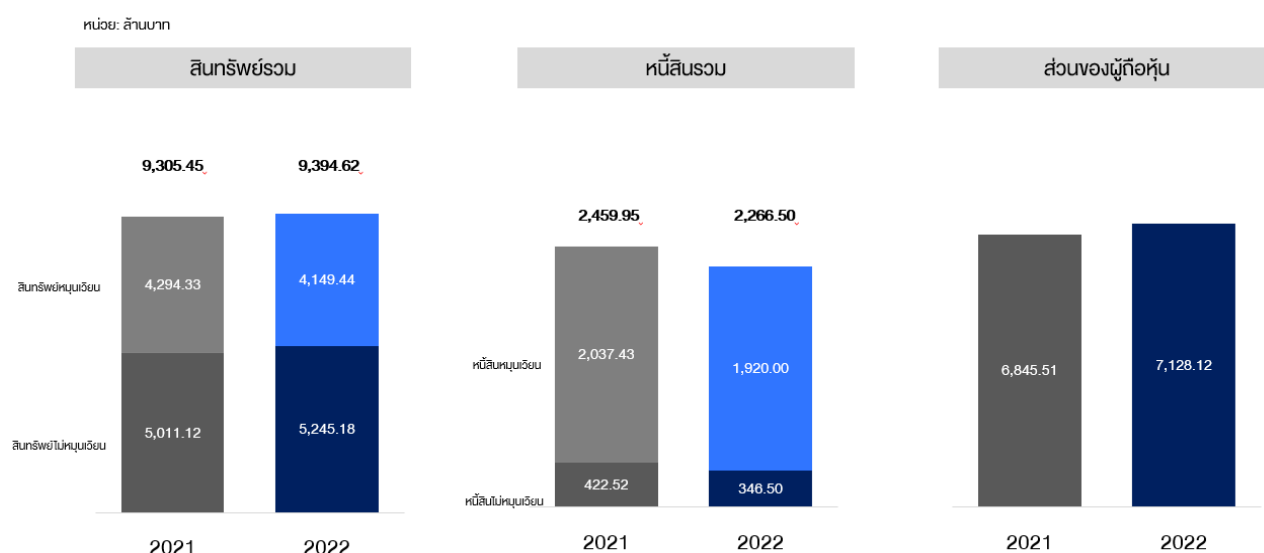
- **Statement of Comprehensive Income**



- For the year 2022, the Company had total operating income of 6,226.75 million baht, while in 2021 the total income was 5,435.82 million baht, representing an increase of 14.55%.
- The Company group has cost of sales and services equal to 3,554.24 million baht, representing gross profit equal to 2,574.12 million baht, in 2021, cost of sales and services equal to 2,637.14 million baht, representing gross profit equal to 2,709.65 million baht.
- The Company group had selling and administrative expenses equal to 1,812.51 million baht, profit before finance cost and tax equal to 871.14 million baht and net profit equal to In 2021, the Group had selling and administrative expenses equal to 1,706.99 million baht, profit before finance costs and taxes equal to 1,094.09 million baht and net profit. (after tax) equal to 828.42 million baht.

#### ▪ Statement of Financial Position

### งบแสดงฐานะทางการเงิน



- For the year ended 31 December 2022, the Company had total assets of 9,394.62 million baht, divided into current assets of 4,149.44 million baht and non-current assets of 5,245.18 million baht, which is close to the year 2021 with total assets of 9,305.45 million baht.
- The Company has total liabilities of 2,266.50 million baht, divided into current liabilities of 1,920.00 million baht and non-current liabilities of 346.50 million baht. In 2021, total liabilities were 2,459.95 million baht.
- The Company group had shareholders' equity equal to 7,128.12 million baht, which increased from 2021 by 4%. In 2021, shareholders' equity was equal to 6,845.51 million baht.

After that, 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.

During the conduct of this agenda, there were 5 additional shareholders attending the Meeting, representing 4,169,050 shares. Thus, there were 672 shareholders attendee the Meeting and the total number of shares present in the Meeting was **1,967,268,217 shares**.

### Resolution of the Meeting

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 2022 by majority votes of the shareholders attending the Meeting and casted their votes. The voting results were as below: (Closing vote at 1.46 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,967,268,217	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,967,268,217	100.0000
Abstained	0	-

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

The Conductor 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."

The Conductor invited Mr. Unnop Senasuttipan ("Mr. Unnop") to present the details to the Meeting. Mr. Unnop declared according to separate financial statements for the fiscal year ended 31 December 2022 in the separate financial statements in the amount of Baht 639,495,015 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 Therefore, the total reserve fund is Baht 41,031,159 or 0.86 percent of the registered capital of the company.

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

During this agenda There was 1 additional shareholder attending the meeting, representing 2,000 shares, total number of shares, **1,967,270,217 shares** representing a total of 673 attendees.

### Resolution of the Meeting

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 2022 ending December 31, 2022, totaling Baht 34,674,750.73. by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 1.53 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,967,270,217	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,967,270,217	100.0000
Abstained	0	-

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

The Conductor 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." In this regard, the Board of Directors may determine the dividend payment and the rate of dividend payment different from the rate specified herein. taking into account the performance Financial status, cash flow, working capital, investment and business expansion plans, market conditions, liabilities, conditions and restrictions as specified in the loan agreement. and other suitability in the future of the Company Group. including the necessity as well as other relevant factors which the Board of Directors deems appropriate.

The Conductor invited Mr. Unnop Senasuttipan ("Mr. Unnop") to present the details of this agenda to the Meeting. Mr.Unnop said the Board 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 June 30, 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 September 9, 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 September 9, 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 in amount of 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.

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.

After that, 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.

During this agenda There was 1 additional shareholder attending the meeting, representing 196 shares, total number of shares, **1,967,270,413 shares** representing a total of 674 attendees.

#### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved 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 and approved 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 by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 2.05 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,967,270,413	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,967,270,413	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 declared to the meeting that pursuant to Public Limited Companies Act B.E. 2535, Section 71 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.”

The Conductor then 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 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. Assoc. Prof. Dr. 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 Prasarttong-Osoth M.D.	Director (Non-Executive Director)	• -None-

Ms. Suvabha informed that for transparency and compliance with good corporate governance principles, therefore, invite all 4 directors who are due to retire by rotation, namely Assoc. Prof. Dr. Saowanee Thairungroj, Mr. Takonkiet Viravan, Mr. Fahmai Damrongchaitham and Ms. Thanan Bunjongdee to leave the meeting room and via electronic media, temporarily and will be invited back again when the voting on this agenda was completed.

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 2023 Annual General Meeting of Shareholders via the Company’s website [www.theoneenterprise.com](http://www.theoneenterprise.com), from September 30, 2022, to December 30, 2022. However, no shareholder nominated qualified people to the Company.

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

Therefore, the Nomination and Remuneration Committee (the “NRC”) at the Meeting No.1/2023 held on February 23, 2023, had deliberately considered carefully screened and considered the suitability, scope of roles and responsibilities of each retiring director taking into account the best interests 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”)

The Nomination and Remuneration Committee and found that all the 4 retired directors, namely (1) Assoc. Prof. Dr. 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 M.D. and that the NRC passed a resolution to propose Ms. Chonlaya Promsri a candidate to be elected as a director of the Company.

The Board of Directors (excluding interested directors) has therefore carefully screened and considered the suitability to ensure that the person nominated this time Have qualifications suitable for the business of the company and the scope of roles and responsibilities of the 4 directors who retired by rotation and the persons nominated for consideration and appointment as new directors in place of those who don't wish to retire at this time for 1 person, taking into account the best interests of the Company as a priority according to the opinion of the Nomination and Remuneration Committee above and deemed appropriate to propose to the Annual General Meeting of Shareholders To consider and appoint all 5 persons, namely

- (1) Assoc. Prof. Dr. Sauwanee Thairungroj as an independent director for another term
- (2) Mr. Takonkiet Viravan as an executive director
- (3) Mr. Fahmai Damrongchaitham is a non-executive director for another term
- (4) Ms. Thanan Bunjongdee is a non-executive director for another term, and,
- (5) Ms. Chonlaya Promsri is a new non-executive director in replacement of Ms. Poramaporn Prasarttong-Osoth M.D.

The background and related information of such person and the definition of an independent director appeared in the invitation letter to the 2023 Annual General Meeting of Shareholders as per the attachments 3.1 - 3.6 which had already delivered to the shareholders.

After that, 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.

After the vote closed, the Conductor invited 4 directors to return into the conference room and via electronic media. The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

#### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved the appointment of 4 directors, namely (1) Assoc. Prof. Dr. Sauwanee Thairungroj as an independent director for another term (2) Mr. Takonkiet Viravan as an executive director. (3) Mr. Fahmai Damrongchaitham is a non-executive director for another term (4) Ms. Thanan Bunjongdee is a non-executive director for another term and (5) Ms. Chonlaya Promsri is a new non-executive director in replacement of Ms. Poramaporn Prasarttong-Osoth M.D. by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 2.23 p.m.)

**1) Assoc. Prof. Dr. SauwaneeThairungroj Independent Director**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,967,268,589	99.9999
Disagreed	1,700	0.0001
Voided Ballot	0	0.0000
Total	1,967,270,289	100.0000
Abstained	124	-

**2. Mr. Takonkiet Viravan Director (Executive Director)**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,967,268,713	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,967,268,713	100.0000
Abstained	1,700	-

**3. Mr. Fahmai Damrongchaitham Director (Non-Executive Director)**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,958,746,913	99.5668
Disagreed	8,521,800	0.4332
Voided Ballot	0	0.0000
Total	1,967,268,713	100.0000
Abstained	1,700	-

**4. Ms. Thanan Bunjongdee Director (Non-Executive Director)**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,958,744,613	99.5668
Disagreed	8,521,800	0.4332
Voided Ballot	0	0.0000
Total	1,967,266,413	100.0000
Abstained	4,000	-

**5. Ms. Chonlaya Promsri Director (Non-Executive Director)**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,958,742,789	99.5667
Disagreed	8,523,500	0.4333
Voided Ballot	0	0.0000
Total	1,967,266,289	100.0000
Abstained	4,124	-



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

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 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)
- **Non-Monetary Remuneration / Other Benefits:** The Company provided the Directors and Officers Liability Insurance (D&O), with a total coverage of 200,000,000 baht, covering the Company's directors and executive officers. and affiliated companies including sub-committees.

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 exceeding of Baht 10,000,000,
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:** The Company provided the Directors and Officers Liability Insurance (D&O), with a total coverage of 200,000,000 baht, covering the Company's directors and executive officers. and affiliated companies including sub-committees.

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-
The Risk Management and Corporate Governance Committee	Chairman	15,000	-	-
	Member (non-Executive)	15,000	-	-
	Member (Executive)	-None-	-	-

- **Non-Monetary Remuneration / Other Benefits:** The Company provided the Directors and Officers Liability Insurance (D&O), with a total coverage of 200,000,000 baht, covering the Company's directors and executive officers. and affiliated companies including sub-committees.

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)

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

#### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved the Board of Director and subcommittee's remuneration for the year 2023 for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Executive Committee and the Risk Management and Corporate Governance Committee which comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and the annual bonus will be paid not exceeding Baht 10,000,000 (allocated according to the criteria and details specified), 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 2.39 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,958,748,489	99.5668
Disagreed	8,521,800	0.4332
Abstained	124	0.0000
Voided Ballot	0	0.0000
Total	1,967,270,413	100.0000

<b>Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.</b>
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The Conductor 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."

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 proposed the Meeting that 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 Paocharoen CPA No. 5238 or,  
(never certify in the Company's financial statements)
3. Ms. Sineenart Jirachaikhuankhan 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. Poonnard Paocharoen CPA No. 5238 or,
3. Ms. Sineenart Jirachaikhuankhan CPA No. 6287

Mr. Khitsada Lerdwana CPA No. 4958 of EY will be certified in the Company's financial statements, The aforementioned auditors will be responsible for reviewing and auditing, and giving opinions on the financial

statements of the Company and its affiliates for the first year. In the event that the auditors are unable to perform their duties, EY will replace the aforementioned auditors to conduct the audit work and give an opinion on the financial statements of the Company.

The details of which have already been explained to the shareholders in the meeting invitation letter and supporting documents.

### **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 or an increase of 12.5% caused from the group of company has plan to implement the new Enterprise Resource Planning or 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	12.5%	1,200,000
Non-audit service fee	- None -	-	- None -

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

### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved appointment of EY Office Limited, as the Company's auditor for the fiscal year ending December 31, 2023 and the determination of the audit fee for the year 2023 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 2.47 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,963,607,389	99.8138
Disagreed	3,663,024	0.1862
Voided Ballot	0	0.0000
Total	1,967,270,413	100.0000
Abstained	0	-

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

The Conductor informed the Meeting that 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.

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.

In addition, it is proposed 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

By comparing the current amendments to the Articles of Association of The One Enterprise Public Company Limited and those amended as follows:

**1) Chapter 5: Board of Directors**

Current Article	Proposed Amendment
<p><b>Article 25</b>. 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><b>Article 25</b>. 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>

Current Article	Proposed Amendment
<p><b>Article 28.</b> 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><b>Article 28.</b> 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><b>Article 29.</b> 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>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><b>Article 29.</b> 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> <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</p>

Current Article	Proposed Amendment
	be submitted within a period of time and advertised in newspapers as stipulated by the laws or regulations.

## 2) chapter 6: Meeting of Shareholder

Current Article	Proposed Amendment
<p><b>Article 35.</b> 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 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</p>	<p><b>Article 35.</b> <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) 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 call 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>



Current Article	Proposed Amendment
<p>to the Company for the expenses incurred from the convening of such Meeting.</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 the <u>third paragraph</u> shall be jointly responsible to the Company for the expenses incurred from the convening of such Meeting.</p>
<p><b>Article 36.</b> In calling a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the 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><b>Article 36.</b> 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 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><b>Article 38.</b> At a meeting of shareholders, the shareholder may appoint another 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>	<p><b>Article 38.</b> At a meeting of shareholders, the shareholder may appoint another 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>written 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>

Current Article	Proposed Amendment
<p>(1) the number of shares held by the shareholder;</p> <p>(2) the name of the proxy;</p> <p>(3) the time of the meeting where the proxy is authorized to attend the meeting and vote.</p>	<p>(1) the number of shares held by the shareholder;</p> <p>(2) the name of the proxy;</p> <p>(3) the time of the meeting where the proxy is authorized to attend the meeting and vote.</p> <p><u>The proxy under 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><b>Article 48.</b> Upon the Company intends to reduce its capital, the Company must, in writing, notify its known creditors of the resolution for such capital reduction within fourteen (14) days as from the date on which such resolution was passed by the meeting of shareholders and specify, in the notification, that objections may be sent within two (2) months as from the date of receipt of the notification of such resolution, and the Company shall also publish such resolution in a newspaper ,not less than three (3) consecutive days, within the said fourteen (14) day time limit.</p>	<p><b>Article 48.</b> Upon the Company intends to reduce its capital, the Company must, in writing, notify its known creditors of the resolution for such capital reduction within fourteen (14) days as from the date on which such resolution was passed by the meeting of shareholders and specify, in the notification, that objections may be sent within two (2) months as from the date of receipt of the notification of such resolution, and the Company shall also publish such resolution in a newspaper <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><b>Article 50.</b> 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</p>	<p><b>Article 50.</b> 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</u></p>

Current Articles	Proposed Amendment
shareholders and also be published in a newspaper for not less than three (3) consecutive days	<u>through electronic media</u> for not less than three (3) consecutive days.

#### 5) chapter 12: Other Matter

Current Articles	Proposed Amendment
-None-	<p><b>Article 61.</b> <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>

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

#### Resolution of the Meeting

The Meeting considered the matter and casted the votes. The Meeting approved the amendment of the Company's Articles of Association and approved 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 of Ministry of Commerce. According to the details presented above by not less than three-fourths (3/4) of the total votes casted by shareholders attending the Meeting. The voting results are as below: (Closing vote at 2.58 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,963,607,513	99.8138
Disagreed	0	0.0000
Abstained	3,662,900	0.1862
Voided Ballot	0	0.0000
Total	1,967,270,413	100.0000

**Agenda 9 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., it is stipulated that shareholders holding shares in aggregate of not less than one-third of the total number of shares sold of the Company which is equivalent to 793,750,000 shares (seven hundred and ninety three million seven hundred and fifty thousand shares), They will ask the meeting to consider other matters. other than those specified in the meeting notice. But it turned out that no other matter was raised to the Meeting to consider apart from the agenda specified in the notice of 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 his appreciation to all shareholders for taking their time to attend the Meeting and support the company as well, making various agendas presented today went well. and then declared the Meeting adjourned.

**The Meeting adjourned at:: 3.02 p.m.**

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

(Mr. Paiboon Damrongchaitham)

Signature..... *- Ms. Sathilada Yothawong -*.....Minutes Recorder

(Ms. Sathilada Yothawong)

## Summary of Queries and Answers

The 2023 Annual General Meeting of Shareholders is on Thursday, April 27<sup>th</sup>, 2023.

The One Enterprise Public Company Limited

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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.**

Query **Mr. Pongsaphak Imraw** the shareholder who attended the meeting, inquired as follows:

- What is the Company's expectations for this year's performance? and what is the trend?

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

- The Company aims to increase its operating results by 3-5%, which is considered a very challenging challenge at the present situation, regardless of the country's situation, world's situation. However, the Company trying to maintain income levels to a level close to that mentioned above.

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

Query **Mr. Pongsaphak Imraw** the shareholder who attended the meeting, inquired as follows:

- Will the Company tend to pay more dividends next year?

Answer **Mr. Unnop Senasuttipan** answered as follows:

- The Company still adheres to the dividend payment policy of the Company. The Company has a policy of paying dividends to shareholders at a rate of not less than 40% of the net profit from normal operations according to the Company's consolidated financial statements. which dividend payment will increase or decrease; it depends on the Company's performance. and other factors that will affect the dividend payment as well.