



Criteria for Minority Shareholders to Proposing AGM Agenda and Nominating Director

CRITERIA FOR PROPOSING AGENDA IN ADVANCE.

(FROM SEPTEMBER 29, 2023 TO DECEMBER 29, 2023)

Criteria for minority shareholders to propose agenda in advance for the Annual General Meeting of Shareholders of The One Enterprise Public Company Limited.

1. OBJECTIVE

The One Enterprise Public Company Limited "The Company" recognizes the importance of equitable and fair treatment to shareholders which is set forth in the good corporate governance principles. The Company, therefore, set up the criteria to allow shareholders to propose the meeting agenda for the Annual General Meeting of Shareholders (AGM) in advance.

2. QUALIFICATION OF SHAREHOLDERS TO PROPOSE THE AGENDA

The shareholders must be individual shareholder/group of shareholders holding not less than 5% of the Company's issued shares of 2,381,250,000 shares. (or equal to 119,062,500 shares).

3. PROPOSAL OF THE AGENDA

Generally, the proposals that will not be placed on the agenda are as prescribed below:

1. The matter that violates the law, announcements, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, the articles of association, the shareholders' resolution, the good corporate governance or the business ethics of the Company.
2. The matter that is under the power and authority of the Board of Directors of the Company, unless it has significant impact on the shareholders in general.
3. The matter that is beyond the Company's power to handle the proposed result.
4. The matter that was submitted to the shareholders' meeting for its consideration within the past 2 years and received the supporting votes of less than 10% of the total number of voting rights of the Company, unless the fact pertaining in resubmission has significantly changed from that of the previous shareholders' meeting.



5. The matter that is not beneficial to the Company's business operation.
6. The matter that is beneficial to any particular individual or group.
7. The matter that the Company has already implemented.
8. The matter that is considered by the Board of Directors of the Company that it does not indicate any reasonable ground to be place on the agenda, and the reason for refusal can be appropriately explained to the shareholders.
9. The matter that is proposed by the shareholder whose qualification is not comply with those specified in section 2.
10. The proposal that information provided is incomplete or incorrect; or proposed by those shareholders who cannot be contacted.
11. The matter that is proposed to the Company after the due date.

4. PROCESS TO CONSIDER THE SHAREHOLDERS' PROPOSAL

1. The shareholder who possesses the qualifications as set out in Item No.2 must submit the form of AGM Agenda Proposal (Form A.) and support documents to the following mailing address:
The One Enterprise Public Company Limited
(Company Secretary , 15th Floor)
No.50, GMM Grammy Place, Sukhumvit Road 21 (Asoke), Klongtoeynua,
Wattana District, Bangkok 10110
2. All documents must be delivered to the Company within the specified period. The postage stamp date is considered as the criteria.
3. Support Documents
 1. The evidence of shares held for each case as follows:
In case of a single shareholder proposes the agenda in advance
For a natural person :
Shareholder must enclose the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) and a certified true copy of identification card or passport (in case of foreigner).
For a juristic person :
Shareholder must enclose certified true copies of juristic person certificate and identification cards or passports (in case of being a foreigner) of authorized directors who sign on the Form.



In case of many shareholders unified to propose the agenda

The first shareholder must completely fill in the Form in parts (1) and (2) and affix the name as evidence. The rest shareholders must fill in the Form only part (1) and affix their names as evidence separately, then gather each of the Forms together into one set and deliver to the Company address.

2. Additional information or support documents (if any)

4. In case the information or documents are incorrect or incomplete, the Company Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Company Secretary reserves the rights not to submit the shareholders' proposal to the Board of Directors for consideration.
5. The proposal approved by the Board of Directors will be included in the agenda of the notice of the Annual General Meeting of Shareholders, along with the Board's opinion.
6. The proposal declined by the Board of Directors will be notified to the shareholders via the Stock Exchange of Thailand online system and the Company's website: www.theoneenterprise.com under the title "Investor Relations", and will also be informed at the Annual General Meeting of Shareholders.



CRITERIA FOR PROPOSING QUALIFIED CANDIDATES TO BE THE COMPANY'S DIRECTOR

(FROM SEPTEMBER 29, 2023 TO DECEMBER 29, 2023)

Criteria for minority shareholders to propose director candidate in advance for the Annual General Meeting of Shareholders of The One Enterprise Public Company Limited.

1. OBJECTIVE

The One Enterprise Public Company Limited "The Company" recognizes the importance of equitable and fair treatment to shareholders which is set forth in the good corporate governance principles. The Company, therefore, set up the criteria to allow shareholders to propose a director candidate for the Annual General Meeting of Shareholders (AGM) in advance.

2. QUALIFICATION OF SHAREHOLDERS TO PROPOSE DIRECTOR CANDIDATE

The shareholders must be individual shareholder/group of shareholders holding not less than 5% of the Company's issued shares of 2,381,250,000 shares. (or equal to 119,062,500 shares).

3. NOMINATION OF DIRECTORS

The candidates for director nominees should possess the following qualifications:

1. Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
2. Being knowledgeable, capable to perform director's duties with acceptable working background.
3. Not being a person who is removed from directorship, manager, employee, or authorized person of the organization.
4. Having strong interest on the Company's business, being able to dedicate oneself to perform the duties and not performing any action in a way that would affect the interest or benefit of the Company or in a way that would be beneficial to particular individual or entity for oneself or other persons' benefits.



4. PROCESS TO CONSIDER SHAREHOLDERS' PROPOSAL

1. The shareholder who possesses the qualifications as set out in Item No.2 must submit the form of Nominating Candidate (Form B.) and support documents to the following mailing address:

The One Enterprise Public Company Limited

(Company Secretary ,15th Floor)

No.50, GMM Grammy Place, Sukhumvit Road 21 (Asoke), Klongtoeynua,

Wattana District, Bangkok 10110

2. All documents must be delivered to the Company within the specified period. The postage stamp date is considered as the criteria.

3. Support Documents

1. The evidence of shares held for each case as follows:

In case of a single shareholder proposes qualified candidates to be the Company's Director.

For a natural person: Shareholder must enclose the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) and a certified true copy of identification card or passport (in case of foreigner).

For a juristic person: Shareholder must enclose certified true copies of juristic person certificate and identification cards or passports (in case of foreigner) of authorized directors who sign on the Form.

In case of many shareholders unified to propose qualified candidates to be the Company's Director.

The first shareholder must completely fill in the Form and affix the name as evidence.

The rest shareholders must fill in the Form only part (1) and affix their names as evidence separately, then gather each of the Forms together into one set and deliver to the Company address as indicated below.

2. The candidate's consent and additional documents shall be enclosed and certified true copy (if any)
3. Additional support information (if any)
4. Company Secretary will submit the qualified candidate proposed by the shareholders to the Nomination and Remuneration Committee before forwarding to the Board of Directors for final consideration. After the Board's approval, the names of candidates will be included in the



agenda of the notice of the Annual General Meeting of Shareholders, together with the Board's opinion.

5. The proposal declined by the Board of Directors will be notified to the shareholders via the Stock Exchange of Thailand online system and the Company's website: www.theoneenterprise.com , under the title "Investor Relations", and will also be informed at the Annual General Meeting of Shareholders.
6. In case the information or documents are incorrect or incomplete, the Company Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Company Secretary reserves the rights not to submit the shareholders' proposal to the Nomination and Remuneration Committee for consideration.



The ONE Enterprise Public Company Limited

Form A.

Form for Proposing Agenda(s) in Advance
for the 2024 Annual General Meeting of Shareholders

(1) I am (Mr./Mrs./Miss)....., being a shareholder of
The One Enterprise Public Company Limited, share registration no.....for a total ofshare(s),
residing at.....Road.....SubdistrictDistrict.....
Province.....City.....Mobile Phone No.....
Home/Office Phone No.....E-mail Address.....

(2) I would like to propose agenda(s) for the 2024 Annual General Meeting of Shareholders regarding

2.1 The first agenda.....
Reason of the proposal.....
Additional details (if any).....

2.2 The second agenda.....
Reason of the proposal.....
Additional details (if any).....

2.3 The third agenda.....
Reason of the proposal.....
Additional details (if any).....

Other supporting documents have been enclosed and certified true copy at every page, page(s) in total.

I certify that all information written in this form, the evidence of shares held, and other support documents are correct and I hereby affix the name as evidence below.

.....Shareholder's Signature

(.....)

Date.....



The ONE Enterprise Public Company Limited

Remarks

Shareholders should read “ Criteria for Minority Shareholders to Proposing AGM Agenda and Nominating Director” and must enclose the documents as below:

1. The evidence of shares held for each case as follows:

In case of a single shareholder proposes the agenda in advance

- For a natural person : Shareholder must enclose the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) and a certified true copy of identification card or passport (in case of foreigner).
- For a juristic person : Shareholder must enclose certified true copies of juristic person certificate and identification cards or passports (in case of foreigner) of authorized directors who sign on the Form.

In case of many shareholders unified to propose the agenda

The first shareholder must completely fill in the Form in parts (1) and (2) and affix the name as evidence. The rest shareholders must fill in the Form only part (1) and affix their names as evidence separately, then gather each of the Forms together into one set and deliver to the Company address as indicated below.

2. Additional information or support documents (if any) shall be enclosed and certified true copy.

3. The original of this Form must be delivered to the Company within 29 December 2023. The postage stamp date is considered as the criteria.

To

The One Enterprise Public Company Limited
(Company Secretary ,15th Floor)
No.50, GMM Grammy Place,
Sukhumvit Road 21 (Asoke), Klongtoeynua
Wattana District, Bangkok 10110

(Form for proposing agenda in advance for the 2024 AGM)

4. The Company reserves the rights to cut-off rights of shareholders if the information provided is found incomplete or incorrect; or those shareholders are not considered fully qualified or cannot be contacted.



Form for Proposing Qualified Candidates to be the Company's Director
for the 2024 Annual General Meeting of Shareholders

(1) I am (Mr./Mrs./Miss)....., being a shareholder of
The One Enterprise Public Company Limited, share registration no.....for a total ofshare(s),
residing at.....Road.....SubdistrictDistrict.....
Province.....City.....Mobile Phone No.....
Home/Office Phone No.....E-mail Address.....

(2) I would like to nominate (Mr./Mrs./Miss).....Age.....years old,
who is qualified in accordance with the Company's criteria, to be a director of The One Enterprise Public
Company Limited, The candidate's evidence of consent is attached together with reference documents
including education background and work experience, as well as, additional information which were certified
true copies in a total of.....page(s).

Other supporting documents have been enclosed and certified true copy at every page, page(s) in total.

I certify that all information written in this form, the evidence of shares held, and other support documents are
correct and I hereby affix the name as evidence below.

.....Shareholder's Signature

(.....)

Date.....

(3) I am (Mr./Mrs./Miss)....., the director candidate as being
proposing in (2) of this Form, consent and is qualified to be nominated as a director of the Company as well
as, accept to act in accordance with the corporate governance of the Company. I hereby affix the name as
evidence below.

.....Candidate's Signature

(.....)

Date.....



Remarks

Shareholders should read “Criteria for Minority Shareholders to Proposing AGM Agenda and Nominating Director” and must enclose the documents as below:

1. The evidence of shares held for each case as follows:

In case of a single shareholder proposes qualified candidates to be the Company's Director.

- For a natural person: Shareholder must enclose the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) and a certified true copy of identification card or passport (in case of foreigner).
- For a juristic person: Shareholder must enclose certified true copies of juristic person certificate and identification cards or passports (in case of foreigner) of authorized directors who sign on the Form.

In case of many shareholders unified to propose qualified candidates to be the Company's Director.

The first shareholder must completely fill in the Form and affix the name as evidence. The rest shareholders must fill in the Form only part (1) and affix their names as evidence separately, then gather each of the Forms together into one set and deliver to the Company address as indicated below.

2. The candidate's consent and additional documents shall be enclosed and certified true copy. (if any)

3. Additional support information (if any).

4. The original of this Form must be delivered to the Company within 29 December 2023. The postage stamp date is considered as the criteria.

To

The One Enterprise Public Company Limited
(Company Secretary ,15th Floor)
No.50 ,GMM Grammy Place,
Sukhumvit Road 21 (Asoke), Klongtoeynua
Wattana District, Bangkok 10110

(Form for proposing qualified candidates to be the Company's Director)

5. The Company reserves the rights to cut-off rights of shareholders if the information provided is found incomplete or incorrect; or those shareholders are not considered fully qualified or cannot be contacted.