



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

Agenda 1 To acknowledge the declaration of the 2023 operational results and the Company's Annual Report

The report by the Board and management with respect to the Company's business performance for the year 2023 ended December 31, 2023, has been produced portraying the operational results of the Company during 2023. The Board, having considered and deemed it correct and sufficient, hereby proposes that the Meeting acknowledge the Company's business performance during 2023 and as contained in the 2023 Annual Report (Form 56-1 One Report). The shareholders can download from the QR Code appearing on the "Form of the Meeting notification with QR code for downloading meeting documents, which was delivered to the shareholders together with this Invitation Letter.

Required Resolution:

This agenda does not require any vote, as this is to inform the Meeting for acknowledgment.

Agenda 2 To acknowledge the change in use of Initial Public Offering (IPO) proceeds

According to the Board of Directors Meeting No. 4/2023 held on August 18, 2023, it was resolved to approve the proceeds of objectives and change the schedule for using the proceeds received from the IPO, which is a non-significant change in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorJor. 63/2561 Re: change in objectives of the utilization of proceeds under registration statement for the offering of securities and draft prospectus (the "Notification No. SorJor.63/2561"). It was indicated that:

- (1) It is the allocation of investment or expenses between items that have already been disclosed in the Filing Form, not exceeding 30 percent of the total amount of the proceeds received from the IPO, and
(2) It is a change in the objectives of utilizing of the proceed received from IPO in matters not disclose in the Filing Form, with the utilizing of proceed changing no more than 15 percent of the total amount of the proceeds received from the IPO.
(3) It is a change in schedule for using the proceeds received from the IPO which disclosed in Filing Form.

The Company purposed to change in item (2) and (3) which the details of the change in use of IPO proceeds as shown in following table:

(unit : Million Baht)

Table with 7 columns: Objectives, Proceeds Utilization Plan (Former), Remaining Unutilized as at Jun 30, 2023 (Former), Estimated schedule of proceeds utilization (Former), Proceeds Utilization Plan (New), Remaining Unutilized as at Dec 31, 2023 (New), Estimated schedule of proceeds utilization (New). Rows include investing in program production and investing in IT systems.



The ONE Enterprise Public Company Limited

Objectives	Former			New		
	Proceeds Utilization Plan (Estimated Amount)	Remaining Unutilized as at Jun 30, 2023	Estimated schedule of proceeds utilization	Proceeds Utilization Plan (Estimated Amount)	Remaining Unutilized as at Dec 31, 2023	Estimated schedule of proceeds utilization
3. Capital restructuring by repaying loans from financial institution	2,200	0	After issuing and offering IPO ordinary shares including Listing of Ordinary Shares as Listed Securities in SET.	2,200	0	After issuing and offering IPO ordinary shares including Listing of Ordinary Shares as Listed Securities in SET.
4. Working capital for business operations	1,070	902	-	570	376	-
5. Investment to increase business competitiveness and to prepare for future business opportunities that may happen to the Company and its affiliates or other businesses				500	500	-
<b>Total</b>	<b>3,900</b>	<b>1,306</b>		<b>3,900</b>	<b>1,215</b>	

(Remark: Changing were in blue letter)

**Required Resolution:**

This agenda does not require any vote, as this is to inform the Meeting for acknowledgment.

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**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2023.**

In accordance with Section 112 of the Public Limited Companies Act B.E.2535 (and as amended), the Company has to prepare the latest Statement of Financial Position and the Income Statement as at the end of the Company's fiscal year, to be presented and approved at the Annual General Meeting. The Company's Statement of Financial Position and the Comprehensive Income Statement for the year as of December 31, 2023, had been reviewed by the Board and the Audit Committee, having considered and deemed them correct, complete and sufficient pursuant to the generally accepted accounting standards, and was duly audited and certified by auditors from EY Office Limited, who is the auditor of the Company. Details from the Statement of Financial Position and the Comprehensive Income Statement as of December 31, 2023 appears in the 2023 Annual Report (Form 56-1 One Report), and a printed summary of key financial information from the 2023 Annual Report is also attached to this Invitation Letter (Enclosure 2)

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 4 To approve the apportionment as statutory reserve fund from the 2023 operational results.**

According to Section 116 of the Public Limited Companies Act B.E.2535 (and as amended) and the Company's Articles of Association, Clause 51 which stated that "The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital. In addition to such reserve fund, the board of directors may propose that the shareholders' meeting pass a resolution to allocate other reserve funds as it is deemed to be advantage in the operation of the Company."

At present the Company has net profit for the year 2023 ending 31 December 2023 in the separate financial statements in the amount of Baht 453,692,471.98. 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 22,684,623.60 .

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 5 To approve the dividend payment for the 2023 operational results.**

The Company has a policy paying the dividends to shareholders at a rate of not less than 40% of the Company's net profit from normal operation from the Company's consolidated financial statements (after taxes and reserves, as required by applicable laws and as determined by the Company) However, it must not exceed the retained earnings of the Company. that appear in the separate financial statements. However, it must not exceed the retained earnings of the Company, that appear in the separate financial statements. According to Section 115 of the Public Act and the Company's Articles of Association Clause 49 which stated that "Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid."

In addition, The Bord of Directors agreed that the ordinary shareholder meeting should acknowledge the Board of Directors Meeting No. 4/2023, which was held on August 18, 2023, resolved to approve the payment of the interim dividend from the unappropriated retained earnings pursuant to the separate financial statement as at June 30, 2023 to the shareholders of the Company, at the rate of Baht 0.05 per share, totaling approximately Baht 119,062,500. The said dividend was paid to shareholders on September 15, 2023.

According to the Company's performance in 2023, the company has the Net profit after income tax expenses, ending December 31, 2023 of separate financial statements in the amount Baht 453,692,471.98. The Board of Director agreed to propose the ordinary shareholder meeting to consider and approve the dividend payment for the 2023 operational results at the rate of 0.18 Baht per share to the shareholders of 2,381,250,000 shares or totaling Baht 428,625,000 equivalent to 84.61% of the Consolidate' s net profit from operating activities, ending December 31, 2023. 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 0.05 Baht per share on September 15, 2023. Therefore, the remaining dividends that the Company must be paid additionally at the rate of 0.13 baht per share to the shareholders of 2,381,250,000 shares or approximately Baht 309,562,500. 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 7, 2024 and the payment of the dividend will be made on May 24, 2024.

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

Details of dividend payment		
Separate financial statements	2023 (Proposed)	2022
Net Profits/(Loss): Million Baht	453.69	693.50
Retained Earnings/(Deficit)* : Million Baht	22.68	394.11
Earnings/(Loss) per Share : Baht	0.19	0.29
Consolidated financial statement		
Net Profits/(Loss): Million Baht	506.57	738.27
Retained Earnings/(Deficit)* : Million Baht	(504.46)	(486.81)
Earnings/(Loss) per Share : Baht	0.21	0.31
Dividend Payment (Baht per Share)		
Interim Dividends-1st	0.05	0.12
Final Dividends (Proposed)	0.13	0.16
Total Dividends Payment (Baht per Share)		
	0.18	0.28
Number of Shares (Million Share)	2,381.25	2,381.25
Total Dividend Payouts (Million Baht)		
	428.63	666.75
Dividend Payout Ratio (%)		
Divident Payout per Consolidated financial statement net operating profit (%)	84.61	90.31
Remark : *Retained Earnings/Deficits after tax and legal reserved.		

The dividend paid at the rate of 0.13 baht per share will be paid from net profit (after tax) for the last six months of 2023 years. (From July 1, 2023 - December 31, 2023) 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 0.0278 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 0.1022 Baht per share which was paid from profit to receive the dividend from subsidiaries. The said dividend is not subjected to corporate income tax payment from business operations due to the exercise of the net loss entitled to deduct legally wherein individual shareholders shall not be entitled to a Dividend Tax Credit under Section 47 Bis of the Revenue Code.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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The ONE Enterprise Public Company Limited

**Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2024.**

Pursuant to the Public Act and Clause 21 of the Company's Articles of Association, which stated that; "At every annual general meeting, one-third (1/3) of directors at that time shall retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall be retired. The directors to retire in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held longest shall retire. The directors retiring from office may be re-elected."

In this regard, the Company has 15 directors. At this 2024 Annual General Meeting of Shareholders, there are 5 directors to retire by rotation, namely:

<b>Name</b>	<b>Position in the Board</b>	<b>Position in the Sub-Committees</b>
1. Mr.Paiboon Damrongchaitham	Chairman of the Board	- None -
2. Ms. Suvabha Charoenying	Independent Director	<ul style="list-style-type: none"><li>• Chairman of the Nomination and Remuneration Committee</li><li>• Member of the Audit Committee</li></ul>
3. Mr. Pradit Theekakul	Vice Chairman (Non-Executive Director)	<ul style="list-style-type: none"><li>• Member of the Executive Committee</li></ul>
4. Mr. Unnop Senasuttipan	Director (Executive Director)	<ul style="list-style-type: none"><li>• Member of the Executive Committee</li><li>• Member of the Risk Management, Corporate Governance and Sustainability Committee</li></ul>
5. Dr. Somruedee Srichanya	Independent Director	<ul style="list-style-type: none"><li>• Member of the Nomination and Remuneration Committee</li><li>• Member of the Risk Management, Corporate Governance and Sustainability Committee</li></ul>

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 2024 Annual General Meeting of Shareholders via the Company's website [www.theoneenterprise.com](http://www.theoneenterprise.com), from September 30, 2023, to December 30, 2023. However, no shareholder nominated the qualified persons to the Company.

In this regards, Mr. Pradit Theekakul, Mr. Unnop Senasuttipan, and Dr. Somruedee Srichanya as a director who due retire by rotation at this Meeting, stated their intention not to be considered for a renewal of directorship term.

The Nomination and Remuneration Committee (the "NRC") at the Meeting No.1/2024 held on February 22, 2024 and the Meeting No. 2/2024 held on March 1, 2024, had deliberately considered, taking into account the individual directors' qualifications in various aspects based on the best interest of the Company under the policy, criteria and nomination process of the Company (Details appear in the 2023 Annual Report (Form 56-1 One report) under the heading "8.1. Report on Major Operating Performance in 2023 Corporate Governance" > "8.1.1 Recruitment, Development and Evaluation of the Board's Performance" > "(1) Nomination") and found that all the 2 retired directors, namely (1) Mr. Paiboon Damrongchaithan, and (2) Ms. Suvabha Charoenying 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 Mr. Pradit Theekakul, Mr. Unnop Senasuttipan, and Dr. Somruedee Srichanya, and that the NRC passed a resolution to propose the candidates to be elected as a director of the Company as follows:

- (1) Propose Ms. Boosaba Daorueng to be directors of the Company in replacement of Mr. Pradit Theekakul.
- (2) Propose Mr. Sirot Setabandhu to be directors of the Company in replacement of Mr. Unnop Senasuttipan.
- (3) Propose Mr. Nalikatibhag Sangsnit to be directors of the Company in replacement of Dr. Somruedee Srichanya

The NRC has considered proposing to Ms. Suvabha Charoenying and Mr. Nalikatibhag Sangsnit to be independent directors. Due to the qualifications consistent with the independent director definition of the Securities and Exchange Commission, and the Stock Exchange of Thailand and the Company, and will be able to express their opinions independently. as an independent director and an audit committee throughout the past tenure have performed their duties with responsibility caution and honesty, including compliance with the law relevant rules, objectives and regulations of the Company, Board resolution as well as the resolutions of the shareholders' meeting, in accordance with the relevant details of the definition of independent director of the Company are set out in Enclosure 3.6.

Therefore, the Board (except those 5 retired directors who have conflicts of interest in this agenda), considered and scrutinized the suitability of the person who was nominated for this time to have qualifications suitable for the business of the company. In accordance with the opinion of the NRC above and agreed with the NRC to propose the Meeting to endorse the appointment of the 5 afore mentioned candidates as the Company's directors on an individual basis as follows:

- |            |                                                                                                                                                 |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Agenda 6.1 | To consider and approve the appointment of Mr. Paiboon Damrongchaitham, as Chairman of the Board and Non - Executive Director for another term. |
| Agenda 6.2 | To consider and approve the appointment of Ms. Suvabha Charoenying, as a Independent Director for another term.                                 |
| Agenda 6.3 | To consider and approve the new appointment of Ms. Boosaba Daorueng, as a Director and Authorized Director.                                     |
| Agenda 6.4 | To consider and approve the new appointment of Mr. Sirot Setabandhu, as a Director (Non-Executive Director).                                    |
| Agenda 6.5 | To consider and approve the new appointment of Mr. Nalikatibhag Sangsnit, as an Independent Director.                                           |

Their profile and other supporting information and the qualification of the Company's directors who retired by rotation and the qualification of the Company's independent director in Enclosure 3.1 - 3.6.

**Required Resolution:**

A resolution for electing directors can be passed according to the method and procedure as stated in Clause 20 of the Company's Articles of Association (Enclosure 5) and a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 7 To consider approving the change the authority of the directors who sign on behalf of the company.**

Pursuant to Agenda 6: the appointment of new directors in place of those who are due to retire by rotation for the year 2024 and intention not to be considered for a renewal of directorship term. In order to comply with the appointment new directors, The Board proposed that the Meeting approve the change the authority of the directors who sign on behalf of the company to:



“Two directors in Group A co-signs with a director in Group B, three persons in total, with the Company’s seal.

The directors in Group A are Mr. Rafah Damrongchaitham or Ms. Ingfah Damrongchaitham or Ms. Boosaba Daorueng.

The directors in Group B are Mr. Takonkiet Viravan or Mr. Piya Sosothikul”

Restriction on power of directors: none/.

In this regard, The Board of Directors proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the person assigned by the Board of director to perform acting on behalf of the Company shall be authorized to register the amendment of the Affidavit to the Department of Business Development, which they are empowered to take any action necessary to complete the registration process. Including having the power to amend and add words in the amended regulations in case the Registrar has an order. and/or give advice to amend certain words in such documents in order to comply with the order of the Public Company Registrar.

**Required Resolution:**

According to the Company’s Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 8 To approve the remunerations of the Board of Directors and subcommittees for the year 2024.**

Pursuant to the Clause 33 of the Company’s Articles of Association which stated that: “The directors shall be entitled to receive remuneration from the Company in the form of award, meeting allowance, gratuity, bonus or benefits of other nature as considered and approved by the shareholders meeting by a vote of not less than two-third (2/3) of the total votes of shareholders attending the meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company’s regulations, the provision shall not prejudice the rights of the staff or employees of the Company, who have been appointed as directors, to receive the remuneration or benefits as a staff or an employee of the Company.”

For the 2024 Annual General Meeting of Shareholders, the NRC and the Board considered the Board’s remuneration and the Sub-Committees’ remuneration for the year 2024 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 2024 as follows as the followings:

- **Remuneration of the Company's Directors and committees for the year 2024** will consist of: (using the same criteria as last year).
  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 2024 which is paid to company directors in the amount not exceeding baht 10,000,000 (allocated according to the criteria and details specified)

Detail of the Board of Directors and Subcommittee’s remuneration for the year 2024 as follows as the followings:



The ONE Enterprise Public Company Limited

Committee / Position	2022		2023		2024 (Proposed)	
	Monthly Remuneration	Meeting Allowance	Monthly Remuneration	Meeting Allowance	Monthly Remuneration	Meeting Allowance
	(Baht / person / month)	(Baht / person / time)	(Baht / person / month)	(Baht / person / time)	(Baht / person / month)	(Baht / person / time)
<b>The Board of Directors</b>						
Chairman of the Board	30,000	20,000	30,000	20,000	30,000	20,000
Non-Executive Director	20,000	20,000	20,000	20,000	20,000	20,000
Executive Director	- None -	20,000	- None -	20,000	- None -	20,000
<b>The Sub-Committees'</b>						
<b>The Audit Committee</b>						
Chairman of the Audit Committee	10,000	20,000	10,000	20,000	10,000	20,000
Member of the Audit Committee	5,000	20,000	5,000	20,000	5,000	20,000
<b>The Nomination and Remuneration Committee</b>						
Chairman	- None -	15,000	- None -	15,000	- None -	15,000
Member	- None -	15,000	- None -	15,000	- None -	15,000
<b>The Executive Committee</b>						
Chairman	- None -	10,000	- None -	10,000	- None -	10,000
Member (non-Executive)	- None -	10,000	- None -	10,000	- None -	10,000
Member(Executive)	- None -	- None -	- None -	- None -	- None -	- None -
<b>The Risk Management, Corporate Governance and Sustianability Committee (starting in 2023)</b>						
Chairman	-	-	- None -	15,000	- None -	15,000
Member (non-Executive)	-	-	- None -	15,000	- None -	15,000
Member(Executive)	-	-	- None -	- None -	- None -	- None -

- **2024 Annual Bonus**

It is deemed appropriate to set the limit for the allocation of the 2024 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 2024 are as follows: (using the same criteria as last year).

1. Assign the Nomination and Remuneration Committee to consider the allocation of the 2024 annual bonus.
2. The annual bonus payment is not exceeding 0.15% of the total income according to the annual financial statements 2024 and must not exceed the limit of 10 million baht.
3. The operating results of The One Enterprise Public Company Limited group must be profitable.





4. Determine the payment of bonuses to the Board of Directors only. The allocation of the annual bonus will be allocated according to the number of meetings of the Board of Directors only. The Chairman of the Board will receive 1.5 times of his attendance. Other Director will receive 1 time of their attendance.

- **Non-Monetary Remuneration / Other Benefits:** Directors and Officers Liability Insurance : D&O limited of Baht 200 million covering all directors and officers of the Company and its subsidiaries.

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 2023 (form 56-1 one report)

**Required Resolution:**

According to the Company’s Articles of Association, a resolution under this agenda can be passed with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

**Agenda 9 To approve the appointment of the auditors and the determination of the audit fee for the year 2024.**

Pursuant to the Public Act and the Company’s Articles of Association Clause 57, shareholders are responsible for the appointment of the Company’s auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor. 75/2561 (No.14) Re: Rules, conditions, and procedures for information disclosure relating to the financial condition and operating results of issuing companies on “Auditor Rotation” whose key points can be summarized as follows: “Listed companies must ensure the rotation of its auditor. In case the auditor has reviewed and/or audited and commented on the financial statements of the Company for seven consecutive accounting periods, whether consecutive or not, the company will be able to appoint the above auditor at least after the end of the next five accounting periods.”

For the 2024 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”)** which is certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2024. 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:

Name of The Company’s Auditors:	CPA No.	As the Company’s Auditors	
		Year	Period (years)
1. Mr. Khitsada Lerdwana <sup>(1)</sup> or,	4958	2022 - 2023	2
2. Mrs. Ponnard Paچارoen <sup>(2)</sup> or,	5238	2022 - 2023	2
3. Ms. Sineenart Jirachaikhuankhan <sup>(2)</sup>	6287	2022 - 2023	2

*Remarks:* (1) certified in the Company’s financial statements in 2022 - 2023  
(2) never certify in the Company’s financial statements

In the event that the aforementioned auditors are unable to perform their duties, EY will replace the person with another auditor from its firm to conduct the audit works and give an opinion on the financial statements of the Company. The auditors who certify the financial statements have no relationship in any

circumstances and have neither conflict of interest with the Company and its subsidiaries nor the management, major shareholders or any related persons of the aforementioned.

In addition, the following auditors of EY are the auditors of the Company's subsidiaries:

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

1. Mr. Khitsada Lerdwana                      CPA No. 4958 or,
2. Mrs. Ponnard Paچارoen                      CPA No. 5238 or,
3. Ms. Sineenart Jirachaikhuankhan      CPA No. 6287

**The Audit Fee**

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2024 of The One Enterprise Plc. At the amount of Baht 1,350,000 (Baht one million three hundred fifty thousand), which is the same rate as the previous year. (This amount excludes additional audit fees which may incur from future business restructuring the merger or expansion / change of the company's business in the future or the effect of special audit (Change policy / accounting standards)) The Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

Comparison of the audit fee of the Company between year 2022 - 2024 could be summarized as follows:

(Unit: Baht)

Company	2024 Audit fee (Proposed)	% Change	2023 Audit fee	2022 Audit fee
The One Enterprise Plc.	1,350,000	-	1,350,000	1,200,000
Non-audit service fee	- None -	-	- None -	- None -

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 10 Other matters (If any)**

The Board deemed it appropriate to include this agenda to be in accordance with Section 105 of the Public Act stating that shareholders holding not less than one-third of the total number of shares sold, may request the meeting to consider any matter other than those specified in the meeting notice, and also for shareholders to ask any questions or provide any opinions (if any) and/or so that the Board shall answer or give an explanation to shareholders. Also, in case there were shareholders sent their inquiries or comments in advance.

However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting for approval or vote casting.



The ONE Enterprise Public Company Limited

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**Additional Facts on the Meeting Agenda**

In order to comply with the Company's Good Corporate Governance Policy, the Company has invited all shareholders to propose agenda for the 2024 Annual General Meeting of Shareholders via the Company's website at [www.theoneenterprise.com](http://www.theoneenterprise.com) from September 30, 2023 to December 30, 2023. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2024 Annual General Meeting of Shareholders as appears in this Invitation Letter.

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