



# Invitation to the 2024 Annual General Meeting of Shareholders

**The One Enterprise Public Company Limited**

**Friday, April 26, 2024, at 1.00 p.m.**

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

QR Code for registration





The ONE Enterprise Public Company Limited

บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
The One Enterprise Public Company Limited  
ทะเบียนเลขที่ / Registration No. 0107564000146

*-Translation-*

March 27, 2024

**Subject** : Invitation to the 2024 Annual General Meeting of Shareholders through electronic meeting (E-AGM)

**To** : The shareholders of The One Enterprise Public Company Limited

**Enclosures**

1. Objectives and rationale of the Board of Directors' opinions to facilitate shareholders' considerations
2. Financial Summary from the annual registration statement /the 2023 Annual Report (Form 56-1 One Report)
3. Profiles of the nominated candidates to replace directors who retired by rotation and the qualification of the Company's independent director (3.1 - 3.6) - Agenda 6
4. Details of the independent directors proposed as proxy holders (in the event that an independent director is appointed as a proxy holder)
5. The Company's Articles of Association concerning the Shareholders' Meeting
6. Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM)
7. QR Code Downloading Procedures for the annual registration statement / the 2023 Annual Report (Form 56-1 One Report)
8. Three types of Proxy Forms (Form A, B, and C), according to the announcement of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 and as amended and P.O. Box Envelope (in case of returning the form by post)
9. Documents and evidence that attendees have to identity proofing before joining the 2024 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.
10. Identity proofing and attend the 2024 AGM through Electronic Media (E-AGM)
  - Form of the Meeting notification with QR code for downloading meeting documents

The Board of Directors ("the Board") of The One Enterprise Public Company Limited ("the Company") has resolved to invite all shareholders to attend the 2024 Annual General Meeting of Shareholders ("the Meeting") which will be convened on **Friday, April 26, 2024, at 1.00 p.m., through electronic media (E-Meeting / E-AGM) only**, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

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

**The Board's opinion:** The Board was deemed appropriate to report the Company's operational results and submit the 2023 Annual Report to the Meeting for acknowledgment.

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

**The Board's opinion:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting is to acknowledge the change in use of IPO proceeds.

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

**The Board's opinion:**     The Board proposed to the Meeting to approve the Company's Statement of Financial Position and the Comprehensive Income Statement for the fiscal year ended December 31st, 2023, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

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

**The Board's opinion:**     The Board proposed to the Meeting to approve the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2023 ending December 31, 2023 of separate financial statements, the company had a total net profit of Baht 453,692,471.98. Therefore, the Company must statutory reserve of net profit the total amount of legal reserve is Baht 22,684,623.60. In order to comply with the Clause 51 of the Company's Articles of Association and Section 116 of the Public Limited Companies Act B.E.2535 (and its amendment).

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

**The Board's opinion:**     The Board agreed to propose to the Meeting to 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 to 84.61% of the Consolidate' s net profit from operating activities, ending December 31, 2023. Since, the Company already paid interim dividend at the rate of 0.05 Baht per share, totaling approximately 119,062,500 Baht to shareholders on September 15, 2023. Therefore, the remaining dividends that the Company must be paid additionally at the rate of 0.13 baht per share or approximately 309,562,500 Baht. 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.

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 2024 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 are not subjected to corporate income tax payment from business operations due to the exercise of the net loss entitled to deduct legally wherein individual shareholders shall not be entitled to a Dividend Tax Credit under Section 47 Bis of the Revenue Code.

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

**The Board's opinion:**     The Board (except those retired directors who have conflicts of interest in this agenda) has been carefully scrutinized, cautious to the appropriateness. This is to ensure that the persons nominated for this time are qualified for the Company's business operation. According to the opinion of the Nomination and Remuneration Committee, therefore resolved to proposed to the Meeting to endorse the appointment of directors who are due to retire by rotation namely (1) Mr.Paiboon Damrongchaitham, and (2) Ms. Suvabha

Charoenying as the Company's directors for another term and to proposed to the Meeting to approve the election of qualified person are (1) Ms. Boosaba Daorueng, (2) Mr. Sirot Setabandhu, and (3) Mr. Nalikatibhag Sangsnit to be directors of the Company in replacement of Mr. Pradit Theekakul, Mr. Unnop Senasuttipan, and Dr. Somruedee Srichanya, the retiring director who are due to retire but no intention to renew the director's term at the Annual General Meeting of Shareholders, respectively (Profiles of those 5 candidates and the qualification of the Company's independent director are described in Enclosure 3.1 - 3.6).

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

**The Board's opinion:**    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/.

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

**The Board's opinion:**    The Board proposed that the Meeting approve the Board of Director and subcommittee's remuneration for the year 2024 consist of (1) monthly remuneration (paid to the Board of Directors and the Audit Committee for a monthly basis at the specified rate), (2) Meeting Allowance per meeting (paid to directors and sub-committees, according to the actual attendance per meeting basis at the specified rate) and (3) the annual bonus for the year 2024 which is paid to company directors in the amount not exceeding baht 10,000,000 (allocated according to the criteria and details specified).

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

**The Board's opinion:**    The Board proposed that the Meeting appoint EY Office Limited as the Company's auditor for the fiscal year ended December 31, 2024, and that any one of the individuals below be responsible for reviewing or audit and provide an opinion on the financial statements of the Company, namely (1) Mr. Khitsada Lerdwana CPA No. 4958 or (2) Mrs. Ponnard Paچارoen CPA No. 5238 or (3) Ms. Sineenart Jirachaikhuankhan CPA No. 6287. In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2024 at the amount of not exceeding 1,350,000 Baht, which is the same rate as the previous year.

**Agenda 10**    **Other matters. (if any)**

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

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the 2024 AGM shall be recorded on March 20, 2024 (Record Date). The company would like to invite the shareholders to attend the meeting, via electronic media at the aforementioned date and time at the same time, which **the Company will open for registration in the E-AGM system to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) from 12.00 a.m. on Friday, April 26, 2024 onwards.**

The Company recommends Shareholders and/or Proxy holder to study the conditions and methods of registration procedure to attend the Annual General Meeting of Shareholders for the year 2024 via electronic media (E-AGM) and submit all relevant documents that require to identity proofing for receiving individual username and password to attend the E-AGM. The system access manual, together with study vote casting procedure as detailed in enclosure 9) and enclosure 10). In this regard, the pre-registration will be on April 17 - 24 , 2024.

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

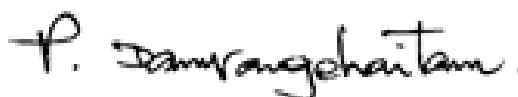
In the event that shareholders are unable to attend the meeting , able to grant a proxy to the Company's independent directors (Enclosure 4.) instead of attending the Meeting in person to vote on Shareholders' behalf according to the proxy form by sending a proxy that shows the desire to vote (Recommend to use the Proxy Form B (Enclosure 8)). To do so, please complete the Proxy Form B and give all vote instructions, and submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (No stamp needed) to the Company by April 22, 2024. **(Please study the details of documents and evidence that attendees have to identity proofing before joining the 2024 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting (Enclosure 9).**

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, please sending Form for Submitting Question in Advance for the 2024 AGM via Electronic Media (E-AGM) to the company secretary via email: [cs@onee.one](mailto:cs@onee.one) by April 22, 2024 ,as detailed in Enclosure 6.

To provide the shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2024 Annual General Meeting of Shareholders via Electronic Media (E-AGM), together with the proxy forms and all related documents, including document download on the Company's website (www.theoneenterprise.com), both in Thai and English, March 28, 2024 onwards, The 2023 Annual Report (Form 56-1 One report) shall be publicized on the Company's website prior to the meeting date, not less than 28 days.

Please be informed accordingly.

Yours Faithfully,



(Mr. Paiboon Damrongchaitham)

Chairman of the Board

By resolution of the Board

For information regarding the Shareholders' Meeting, please contact:  
Company Secretary Tel. (+662) 669 9712 or (+662) 669 9304 Email: [cs@onee.one](mailto:cs@onee.one)



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