



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





-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. Poonnard Paucharoen CPA No. 5238 or (3) Ms. Sineenart Jirachaikhuan Khan 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 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

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)

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
1. Investing in the development of program production potential and increase production budget	500	387	By 2566	500	324	By 2568
2. Investing in improving the capabilities of Information Technology systems	130	17	By 2567	130	15	By 2568



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	-
Total	3,900	1,306		3,900	1,215	

(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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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:

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

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, 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:

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|------------|---|
| 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)
The Board of Directors						
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
The Sub-Committees'						
The Audit Committee						
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
The Nomination and Remuneration Committee						
Chairman	- None -	15,000	- None -	15,000	- None -	15,000
Member	- None -	15,000	- None -	15,000	- None -	15,000
The Executive Committee						
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 -
The Risk Management, Corporate Governance and Sustianability Committee (starting in 2023)						
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 ⁽¹⁾ or,	4958	2022 - 2023	2
2. Mrs. Ponnard Paocharoen ⁽²⁾ or,	5238	2022 - 2023	2
3. Ms. Sineenart Jirachaikhuan Khan ⁽²⁾	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. Poonnard Paucharoen CPA No. 5238 or,
3. Ms. Sineenart Jirachaikhuan Khan 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.

.....

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.



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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 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.



The ONE Enterprise Public Company Limited

Financial Summary
from the 2023 Annual Report
The One Enterprise Public Company Limited

Independent Auditor's Report

To the Shareholders of The ONE Enterprise Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of The ONE Enterprise Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of The ONE Enterprise Public Company Limited (the Company) for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The ONE Enterprise Public Company Limited and its subsidiaries, and of The ONE Enterprise Public Company Limited as at 31 December 2023, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matter below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

The Group's revenue is significant to the financial statements and directly affects its operating results, to which users of financial statements pay attention. The Group has numerous types of revenue and it is derived through various channels, under agreements with a large number of customers that contain a variety of conditions, pertaining to matters such as sales promotions and discounts. In addition, changes in consumer behavior and industry trends have directly affected the competitive environment in media and entertainment industry. There are therefore risks with respect to the amount and timing of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales and service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for sales and service transactions occurring during the year and near the end of the accounting period, and with special consideration given to expanding the scope of the examination supporting documentation for transactions occurring near the end of the accounting period.
- Reviewing credit notes that the Group issued after the period-end, with special consideration given to expanding the scope of sampling of documentation.
- Performing analytical procedures on disaggregated data to detect possible irregularities in revenues transactions throughout the period, including accounting entries made through journal vouchers.

Goodwill and intangible assets with indefinite useful lives

I have focused my audit on the consideration of the impairment of goodwill and intangible assets with indefinite useful lives, as discussed in Notes 16 to the consolidated financial statements, because the assessment of impairment of goodwill and intangible assets with indefinite useful lives are a significant accounting estimate requiring management to exercise a high degree of judgment in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill and intangible assets with indefinite useful lives.

I assessed the identification of cash generating units and the financial models selected by management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the average costs of the Company and of the industry, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate. Moreover, I reviewed the disclosures made with respect to the impairment assessment for goodwill and intangible assets with indefinite useful lives.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine these matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Khitsada Lerdwana
Certified Public Accountant (Thailand) No. 4958

EY Office Limited
Bangkok: 23 February 2024

The ONE Enterprise Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Assets					
Current assets					
Cash and cash equivalents	7	1,589,597,950	1,570,233,639	953,214,807	982,983,122
Trade and other receivables	8	1,689,975,628	1,346,547,584	667,691,118	646,451,611
Short-term loans to subsidiaries	6	-	-	960,500,000	905,500,000
Inventories	9	642,914,826	646,961,189	-	600,000
Advance payments		100,171,733	41,106,145	5,420,000	-
Other current financial assets	10	161,988,184	400,000,000	155,000,000	400,000,000
Other current assets	11	178,612,977	144,591,244	9,594,824	4,334,535
Total current assets		4,363,261,298	4,149,439,801	2,751,420,749	2,939,869,268
Non-current assets					
Investments in subsidiaries	12	-	-	5,218,976,255	5,225,783,577
Investment in joint venture	13	38,358,228	11,235,000	-	-
Investment in associate		9,284,996	10,689,417	1,499,900	1,499,900
Property, plant and equipment	14	745,223,416	833,144,665	25,636,644	36,969,914
Cost of spectrum license	15	719,840,095	855,304,940	-	-
Goodwill	16	1,536,142,732	1,536,142,732	-	-
Intangible assets	17	1,415,522,093	1,359,280,469	37,840,579	17,843,368
Deferred tax assets	26	128,619,296	149,534,746	23,677,117	31,781,456
Other non-current financial assets		-	200,000	-	-
Other non-current assets	18	543,999,637	489,644,511	36,250,978	26,737,806
Total non-current assets		5,136,990,493	5,245,176,480	5,343,881,473	5,340,616,021
Total assets		9,500,251,791	9,394,616,281	8,095,302,222	8,280,485,289

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts		-	6,191,255	-	-
Trade and other payables	19	1,337,676,302	1,160,168,332	61,053,375	33,153,413
Short-term loan from subsidiary	6	-	-	-	160,000,000
Unearned income		460,257,438	436,004,973	3,560,000	3,560,000
Current portion of long-term loans		892,543	2,547,064	-	-
Current portion of lease liabilities	21	81,107,602	72,984,693	6,949,520	5,945,136
Income tax payable		8,826,911	15,376,518	-	-
Other current liabilities	20	198,426,752	226,728,087	29,739,149	31,455,233
Total current liabilities		2,087,187,548	1,920,000,922	101,302,044	234,113,782
Non-current liabilities					
Long-term loans, net of current portion		-	862,938	-	-
Lease liabilities, net of current portion	21	24,040,313	98,391,744	2,433,284	8,854,270
Provision for long-term employee benefits	22	196,635,589	184,399,506	23,170,745	22,756,543
Deferred tax liabilities	26	57,911,588	62,843,708	-	-
Total non-current liabilities		278,587,490	346,497,896	25,604,029	31,610,813
Total liabilities		2,365,775,038	2,266,498,818	126,906,073	265,724,595
Shareholders' equity					
Share capital					
Registered					
2,381,250,000 ordinary shares of Baht 2 each		4,762,500,000	4,762,500,000	4,762,500,000	4,762,500,000
Issued and fully paid					
2,381,250,000 ordinary shares of Baht 2 each		4,762,500,000	4,762,500,000	4,762,500,000	4,762,500,000
Ordinary share premium		2,817,115,250	2,817,115,250	2,817,115,250	2,817,115,250
Retain earnings					
Appropriated - statutory reserve	23	63,715,783	41,031,159	63,715,783	41,031,159
Unappropriated (deficit)		(504,463,515)	(486,814,270)	325,065,116	394,114,285
Equity attributable to owners of the Company		7,138,867,518	7,133,832,139	7,968,396,149	8,014,760,694
Non-controlling interests of the subsidiaries		(4,390,765)	(5,714,676)	-	-
Total shareholders' equity		7,134,476,753	7,128,117,463	7,968,396,149	8,014,760,694
Total liabilities and shareholders' equity		9,500,251,791	9,394,616,281	8,095,302,222	8,280,485,289

The accompanying notes are an integral part of the financial statements.

Directors

The ONE Enterprise Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Profit or loss:					
Revenues					
Sales of goods	24	329,692,577	227,708,265	-	-
Service income	24	5,114,022,910	4,555,432,037	304,296,387	262,129,647
Revenues from copyrights	24	988,491,572	1,345,220,195	41,173,881	15,718,164
Dividend income	6	-	-	408,425,798	663,143,738
Other income		82,687,763	98,393,722	1,113,269	1,956,633
Total revenues		6,514,894,822	6,226,754,219	755,009,335	942,948,182
Expenses					
Cost of sales		137,410,754	103,552,577	-	-
Cost of services		3,774,207,316	3,450,688,430	41,928,633	778,328
Selling and servicing expenses		400,973,599	305,462,526	13,629,751	1,334,100
Administrative expenses		1,561,726,269	1,507,048,435	257,948,343	277,103,481
Total expenses		5,874,317,938	5,366,751,968	313,506,727	279,215,909
Profit from operations		640,576,884	860,002,251	441,502,608	663,732,273
Share of profit (loss) from investment in joint venture and associate		(2,393,652)	1,927,153	-	-
Finance income		18,599,615	9,212,315	20,916,494	12,033,472
Finance cost		(7,440,923)	(13,961,111)	(622,292)	(1,477,727)
Profit before income tax income (expenses)		649,341,924	857,180,608	461,796,810	674,288,018
Income tax income (expenses)	26	(142,773,172)	(118,906,218)	(8,104,339)	19,206,997
Profit for the year		506,568,752	738,274,390	453,692,471	693,495,015
Other comprehensive income:					
Other comprehensive income for the year		-	-	-	-
Total comprehensive income for the year		506,568,752	738,274,390	453,692,471	693,495,015
Profit attributable to:					
Equity holders of the Company		505,092,395	738,530,893	453,692,471	693,495,015
Non-controlling interests of the subsidiaries		1,476,357	(256,503)	-	-
		506,568,752	738,274,390		
Total comprehensive income attributable to:					
Equity holders of the Company		505,092,395	738,530,893	453,692,471	693,495,015
Non-controlling interests of the subsidiaries		1,476,357	(256,503)	-	-
		506,568,752	738,274,390		
Basic earnings per share	27				
Profit attributable to equity holders of the Company		0.21	0.31	0.19	0.29

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements						
	Equity attributable to owners of the Company				Total equity		Total shareholders' equity
	Issued and paid-up share capital	Share premium	Appropriated statutory reserve	Retained earnings - Unappropriated (deficit)	attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	
Balance as at 1 January 2022	4,762,500,000	2,817,115,250	6,356,408	(740,627,513)	6,845,344,145	162,101	6,845,506,246
Profit for the year	-	-	-	738,530,893	738,530,893	(256,503)	738,274,390
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	738,530,893	738,530,893	(256,503)	738,274,390
Setting aside to statutory reserve	-	-	34,674,751	(34,674,751)	-	-	-
Dividend payment	-	-	-	(450,042,899)	(450,042,899)	(7,437)	(450,050,336)
Investment in newly established subsidiaries	-	-	-	-	-	200	200
Acquisition of a subsidiary	-	-	-	-	-	(5,613,037)	(5,613,037)
Balance as at 31 December 2022	<u>4,762,500,000</u>	<u>2,817,115,250</u>	<u>41,031,159</u>	<u>(486,814,270)</u>	<u>7,133,832,139</u>	<u>(5,714,676)</u>	<u>7,128,117,463</u>
Balance as at 1 January 2023	4,762,500,000	2,817,115,250	41,031,159	(486,814,270)	7,133,832,139	(5,714,676)	7,128,117,463
Profit for the year	-	-	-	505,092,395	505,092,395	1,476,357	506,568,752
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	505,092,395	505,092,395	1,476,357	506,568,752
Setting aside to statutory reserve (Note 23)	-	-	22,684,624	(22,684,624)	-	-	-
Dividend payment (Note 30)	-	-	-	(500,057,016)	(500,057,016)	(151,846)	(500,208,862)
Investment in newly established subsidiaries	-	-	-	-	-	200	200
Acquisition of a subsidiary	-	-	-	-	-	(800)	(800)
Balance as at 31 December 2023	<u>4,762,500,000</u>	<u>2,817,115,250</u>	<u>63,715,783</u>	<u>(504,463,515)</u>	<u>7,138,867,518</u>	<u>(4,390,765)</u>	<u>7,134,476,753</u>

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

	Separate financial statements					(Unit: Baht)
	Issued and paid-up share capital	Share premium	Retained earnings		Total shareholders' equity	
			Appropriated - statutory reserve	Unappropriated (deficit)		
Balance as at 1 January 2022	4,762,500,000	2,817,115,250	6,356,408	185,336,920	7,771,308,578	
Profit for the year	-	-	-	693,495,015	693,495,015	
Other comprehensive income for the year	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	693,495,015	693,495,015	
Setting aside to statutory reserve	-	-	34,674,751	(34,674,751)	-	
Dividend payment	-	-	-	(450,042,899)	(450,042,899)	
Balance as at 31 December 2022	<u>4,762,500,000</u>	<u>2,817,115,250</u>	<u>41,031,159</u>	<u>394,114,285</u>	<u>8,014,760,694</u>	
Balance as at 1 January 2023	4,762,500,000	2,817,115,250	41,031,159	394,114,285	8,014,760,694	
Profit for the year	-	-	-	453,692,471	453,692,471	
Other comprehensive income for the year	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	453,692,471	453,692,471	
Setting aside to statutory reserve (Note 23)	-	-	22,684,624	(22,684,624)	-	
Dividend payment (Note 30)	-	-	-	(500,057,016)	(500,057,016)	
Balance as at 31 December 2023	<u>4,762,500,000</u>	<u>2,817,115,250</u>	<u>63,715,783</u>	<u>325,065,116</u>	<u>7,968,396,149</u>	

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from operating activities				
Profit before tax	649,341,924	857,180,608	461,796,810	674,288,018
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation	174,448,031	148,251,649	16,690,508	12,477,123
Amortisation	1,117,898,723	1,130,419,036	19,616,763	658,251
Amortisation of cost of spectrum license	135,464,845	133,488,774	-	-
Amortisation of prepayment for marketing agent	8,040,000	8,040,000	-	-
Impairment loss on financial assets (reversal)	44,359,890	2,562,539	2,794	(28)
Impairment loss on Investment in subsidiary	-	-	8,807,122	-
Gain from lease agreement cancellation	(268,021)	(16,007,961)	-	(1,414,683)
Reduction of cost of inventory to net realisable value (reversal)	4,182,380	(32,397,413)	-	-
Losses (gains) on disposal and write-off equipments and intangible assets	2,462,051	1,662,068	(610)	-
Loss on write-off withholding tax	2,286	480,405	-	-
Share of loss (profit) from investment in joint venture and associate	2,393,652	(1,927,153)	-	-
Long-term employee benefits expenses	22,858,773	20,886,196	2,786,772	3,278,980
Dividend income	-	-	(408,425,798)	(663,143,738)
Finance income	(18,599,615)	(9,212,315)	(20,916,494)	(12,033,472)
Finance cost	7,440,923	13,961,111	622,292	1,477,727
Profit from operating activities before changes in operating assets and liabilities	2,150,025,842	2,257,387,544	80,980,159	15,588,178
Operating assets (increase) decrease				
Trade and other receivables	(387,787,934)	(187,184,899)	(65,879,057)	(16,498,538)
Inventories	(1,135,688,706)	(1,265,438,111)	600,000	-
Advance payments	(59,065,588)	(4,951,743)	(5,420,000)	-
Other current assets	(30,658,234)	(55,687,520)	(5,260,289)	9,740,731
Other non-current assets	(1,432,073)	(7,468,222)	(827,768)	82,988
Operating liabilities increase (decrease)				
Trade and other payables	287,378,652	105,442,196	24,769,045	(23,205,525)
Unearned income	24,252,465	(135,973,508)	-	(4,586,353)
Other current liabilities	(28,301,335)	56,137,860	(1,716,084)	(9,136,565)
Long-term employee benefits paid	(10,622,690)	(30,350,384)	(2,372,570)	(13,364,362)
Cash flows from (used in) operating activities	808,100,399	731,913,213	24,873,436	(41,379,446)
Interest paid	(7,440,923)	(12,743,045)	(1,019,331)	(1,928,620)
Income tax paid	(202,955,099)	(188,798,989)	(8,685,406)	(8,042,277)
Cash received from tax refund	5,286,811	10,938,581	-	-
Net cash from (used in) operating activities	602,991,188	541,309,760	15,168,699	(51,350,343)

The accompanying notes are an integral part of the financial statements.

The ONE Enterprise Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from investing activities				
Decrease in bank restricted deposit	-	4,559,075	-	-
Acquisition of equipment	(104,046,263)	(129,132,386)	(8,332,403)	(11,817,075)
Acquisition of intangible assets	(111,241,983)	(27,682,503)	(32,551,974)	(11,002,965)
Increase in short-term loans to subsidiaries	-	-	(55,000,000)	(300,000,000)
Decrease (increase) in other current financial assets	238,011,816	(400,000,000)	245,000,000	(400,000,000)
Decrease in other non-current financial assets	200,000	800,000	-	-
Net cash paid for investment in subsidiary	-	(5,313,919)	(1,999,800)	(39,999,800)
Net cash paid for investment in joint venture	(41,847,292)	-	-	-
Proceeds from sales of equipment and intangible asset	1,038,916	853,887	935	-
Interest received	18,599,615	9,212,315	20,493,255	13,612,585
Dividend received	2,499,833	2,999,800	453,485,794	303,103,772
Cash paid for spectrum license	-	(55,330,000)	-	-
Net cash from (used in) investing activities	<u>3,214,642</u>	<u>(599,033,731)</u>	<u>621,095,807</u>	<u>(446,103,483)</u>
Cash flows from financing activities				
Increase (decrease) in bank overdrafts	(6,191,255)	1,536,435	-	-
Increase (decrease) in short-term loan from subsidiary	-	-	(160,000,000)	160,000,000
Repayment of long-term loan	(2,517,459)	(312,500,000)	-	-
Payment of principal portion of lease liabilities	(77,923,343)	(72,933,227)	(5,975,805)	(4,993,122)
Dividend paid	(500,057,016)	(450,042,899)	(500,057,016)	(450,042,899)
Dividend payment from subsidiaries to non-controlling interest	(151,846)	(7,437)	-	-
Cash paid to non-controlling interest to				
acquire investment in subsidiary	(800)	-	-	-
Proceeds from non-controlling interest from investing in subsidiary	200	200	-	-
Net cash used in financing activities	<u>(586,841,519)</u>	<u>(833,946,928)</u>	<u>(666,032,821)</u>	<u>(295,036,021)</u>
Net increase (decrease) in cash and cash equivalents	<u>19,364,311</u>	<u>(891,670,899)</u>	<u>(29,768,315)</u>	<u>(792,489,847)</u>
Cash and cash equivalents at beginning of year	<u>1,570,233,639</u>	<u>2,461,904,538</u>	<u>982,983,122</u>	<u>1,775,472,969</u>
Cash and cash equivalents at end of year	<u><u>1,589,597,950</u></u>	<u><u>1,570,233,639</u></u>	<u><u>953,214,807</u></u>	<u><u>982,983,122</u></u>

Supplemental cash flows information:

Non-cash transactions:

Increase (decrease) in payables for purchase of equipment and

 intangible assets

(98,635,681) 98,656,379 7,625,367 196,931

Increase in right-of-use assets and lease liabilities

15,766,972 155,029,336 559,204 18,477

Inventories were transferred to intangible assets

1,135,552,689 1,216,120,246 - -

The accompanying notes are an integral part of the financial statements.

**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.**

The One Enterprise Public Company Limited

Name – Surname	• Mr. Paiboon Damrongchaitham
Age	• 74 years
Nationality	• Thai
Appointment Date of Directorship	• 3 May 2021
Period of Directorship	• 2 Years11months (until the date of AGM)
Type of Director to be Appointed	• Director (Non-Executive Director)

**Education**

- Ph.D. in Business Administration, Honorary Doctorate Degree, Christian University of Thailand
- Bachelor's degree in communication arts, Chulalongkorn University

Training Program: -None-

Position in the Company

Period	Position
3 May 2021 –Present	Chairman of the Board

Directorship and Executive Position in Other Company

- **Listed Company:** 1 company.

Period	Position	Company
2008 - Present	Chairman of the Company Advisory Board	GMM Grammy Plc.
1998-Present	Chairman of the Board	GMM Grammy Plc.

- **Non-Listed Company:** 9 companies

Period	Position	Company
7 Apr 2023 – Present	Director	GMM Music Co., Ltd.
13 Aug 2020 - Present	Director (Authorized director)	Fah Damrongchaitham Co.,Ltd.
11 Apr 2018 - Present	Director	GDH 559 Co.,Ltd.
2009 - present	Director (Authorized director)	Ruam Fah Deaw Gun Co.,Ltd.



**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.
The One Enterprise Public Company Limited**

Period	Position	Company
2005 - present	Director (Authorized director)	Tri Naga Co.,Ltd.
2001 - present	Director (Authorized director)	Geurt Far Co.,Ltd.
1998 - Present	Director	Global Music and media (China) Co., Ltd.
1998 - Present	Chairman / Founder / Director (Authorized director)	Damrongchaitham Foundation
1987 – present	Director (Authorized director)	Ruam Fah Co., Ltd.

Working Experience (at least for the past 5 years)

Period	Position	Company
<u>Listed Companies:</u>		
24 Apr 2021 – 11 Aug.2021	Member of Nomination and Remuneration Committee	The One Enterprise Plc. (The One Enterprise Co., Ltd. transformed into a listed company on 3 May 2021)
Jul 2011 -13 Jul. 2014	Member of Nomination and Remuneration Committee	GMM Grammy Plc.
2005 - Jul. 2011	Chairman of the Nomination and Remuneration Committee	GMM Grammy Plc.
1998 – 2008	Chairman of the Executive Committee Advisor	GMM Grammy Plc.
<u>Non-Listed Company:</u>		
21 Dec 2019 - 30 Nov 2021	Chairman of the Executive Committee	GMM Channel Holding Co., Ltd.
31 May 2017 - 2 May 2021	Chairman of the Board	The One Enterprise Co., Ltd.
12 Mar 2021 – 23 Apr 2021	Chairman of the Nomination and Remuneration Committee	The One Enterprise Co., Ltd.
7 Dec 2017 – 30 Nov 2020	Director (Authorized director)	GMM Channel Holding Co., Ltd.
1 Dec 2017 – 23 Nov 2020	Director	GMM Media Plc.
21 Dec 2017 – 20 Dec 2019	Chairman of the Board	GMM Channel Holding Co., Ltd.



**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.
The One Enterprise Public Company Limited**

Period	Position	Company
Apr 2015 – 9 Dec 2019	Director	Judtungen Co., Ltd. (Completion of liquidation)
Nov 2011 - 4 Dec 2019	Chairman of the Board	GMM O Shopping Co., Ltd. (Former name: O Shopping Co., Ltd. / GMM CJ O Shopping Co., Ltd.)
2009 - 26 Dec 2018	Chairman of the Board	Family Know How Co., Ltd. (Dissolution)
2002 – 12 Nov 2018	Director	H.Y. Infinite Co., Ltd. (Former name: Hou You) (Completion of liquidation)
2008 – Jun 2017	Chairman of the Company Advisory Board	GMM Media Plc.
Mar 2012 – Sep 2012	Director	GMM Z Co., Ltd.
2005 – 2009	Chairman of the Nomination and Remuneration Committee	GMM Media Plc.
6 Sep 2002 – 27 Feb 2009	Chairman of the Board	GMM Media Plc.
2007 - 2008	Advisor to the Executive Committee	GMM Media Plc.
2005 – 2007	Chairman of the Risk Management Committee	GMM Media Plc.
2002 – 2007	Chairman of the Executive committee	GMM Media Plc.

- **Directorship and Executive Position in other company that may cause any conflict of interest to the Company:** - None-
- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor).	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support).	- None -



**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.**

The One Enterprise Public Company Limited

Area of expertise	<ul style="list-style-type: none"> - Have knowledge and experience regarding the business of the group of companies expertly (Able to give useful suggestions in running the business very well) - Vision and strategic planning 	<ul style="list-style-type: none"> - Business Administration and manage the organization. - Marketing - Investment and new business development - Good corporate governance (Corporate Governance - CG) - Risk Management
Percentage of Share Holding as of February 23,2024	<p>Direct: 0.01% Indirectly: GRAMMY holds 25.09%, Mr. Paiboon holds shares through</p> <p>1) Fah Damrong Chaitham Co., Ltd. holds shares in GRAMMY 52.05% (Mr. Paiboon has 99% of voting rights in Fah Damrongchaitham Co., Ltd. and is an authorized director)</p> <p>2) Geurt Far Co.,Ltd. holds shares in GRAMMY 0.05% (Mr. Paiboon is the chairman of the board as an Authority Signatory and has 4 adult children who are reach the one's majority holding 100% of the total shares).</p>	
Executive Related Relationship	The father of Mr.Fahmai Damrongchaitham (Director) Mr.Rafah Damrongchaitham (Director and Executive) and Ms.Ingfah Damrongchaitham (Director of Subsidiaries).	
Legal Disputes	- None -	
Criteria and Recruitment Procedure	<p>The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee in proposing that Mr. Paiboon Damrongchaitham be re-elected as a director for another term. He is qualified as directors as specified in the laws related to the requirements relating to directors and suitable for the business of the Company able to express opinions independently This is in accordance with the criteria and process of recruiting directors of the Company. (As being disclosed in the 2023 Annual Report (56-1 One Report) > under the heading "8.1 Summary of the Board of Directors' Performance in 2023 > 8.1.1 Recruitment, Development and Evaluation of the Board of Directors' Performance > (1) Nomination and Appointment of Company Directors).</p>	
<u>Meeting Attendance in 2023</u>	<ul style="list-style-type: none"> • The Shareholder Meeting in 2023: Attended 1 / 1 times. • The Board of Directors' Meeting: Attended 5 / 5 times. 	

**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.**

The One Enterprise Public Company Limited

Name – Surname	▪ Ms. Suvabha Charoenying
Age	▪ 60 years
Nationality	▪ Thai
Appointment Date of Directorship	▪ 3 May 2021
Period of Directorship	▪ 2 Years11months (until the date of AGM)
Type of Director to be Appointed	▪ Independent Director



Education

- Master of Business Administration in Finance and Marketing, Assumption University
- Bachelor of Business Administration in Finance and Banking, Assumption University

Training Program:

Course	Class of	Year	Organized by
Board Nomination and Compensation Program (BNCP)	12	2021	Thai Institute of Directors Association (IOD)
Strategic Board Master class (SBM)	2,7	2017 ,2019	Thai Institute of Directors Association (IOD)
Boardroom Success through Financing and Investment (BFI)		2016	Thai Institute of Directors Association (IOD)
Corporate Governance for Capital Market Intermediaries (CGI)		2014	Thai Institute of Directors Association (IOD)
Financial Institutions Governance Program	5	2014	Thai Institute of Directors Association (IOD)
Audit Committee Program (APC)	35	2011	Thai Institute of Directors Association (IOD)
Successful Formulation & Execution of Strategy (SFE)	6	2011	Thai Institute of Directors Association (IOD)
Finance For Non-Finance Director (FND)	1	2001	Thai Institute of Directors Association (IOD)
Director Certificate Program (DCP)	1	2000	Thai Institute of Directors Association (IOD)



**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.
The One Enterprise Public Company Limited**

Position in the Company

Period	Position
24 Apr 2021 – Present	Chairman of the Nomination and Remuneration Committee
3 May 2021 - present	Independent Director/ Member of the Audit Committee

Directorship and Executive Position in Other Company

- **Listed Company:** 2 companies.

Period	Position	Company
8 May 2018 - present	Independent Director / Chairman of the Corporate Governance and Governance Committee	TQM Corporation Plc.
22 Jan 2016 - Present	Independent Director / Chairman of the Audit Committee / Member of Compensation Committee / Chairman of the Nominating and Corporate Governance Committee	Minor International Plc.

- **Non-Listed Company:** 7 companies

Period	Position	Company
8 Feb 2022 - Present	Director	AirAsia Aviation Group Limited (Malaysia)
Oct 2021 - Present	Director (Non-Executive Director)	Learn Corporation Co., Ltd.
2019 – Present	Director	Thai Institute of Directors Association (IOD)
2018 – Present	Independent Director	SF Corporation Plc.
2017 – Present	Director	Gourmet Enterprise Co., Ltd.
2015 – Present	Director as an Authorized Signatory	Family Office Co., Ltd.
2014 – Present	Vice President	Thai Financial Planners Association (TFPA)



**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.**

The One Enterprise Public Company Limited

Working Experience (at least for the past 5 years)

Period	Position	Company
Listed Companies:		
2001 - 2018	Director / Managing director	Thanachart Securities Plc.
2015 - 2017	Director / Executive Director	Thanachart Securities Plc.
2015 - 2017	Independent Director	Big C Supercenter Plc.
2015 - 2016	Independent Director	T.K.S. Technologies Plc.
2010 - 2015	Independent Director	GMM Grammy Plc.
Non-Listed Company:		
2018 - Apr 2022	Director	Intermart (Thailand) Co., Ltd.
2016 - Present	Director as an Authorized Signatory	Gourmet Asia Co., Ltd.
22 Jan 2020 - 2 May 2021	Independent Director / Member of the Audit Committee	The One Enterprise Co., Ltd.
12 Mar 2021 - 23 Apr 2021	Member of the Nomination and Remuneration Committee	The One Enterprise Co., Ltd.
2015 - 2017	Independent Director	Humanica Co., Ltd.

- **Directorship and Executive Position in other company that may cause any conflict of interest to the Company:** - None-
- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor).	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support).	- None -

Area of expertise	- Have knowledge and experience regarding the business of the group of companies expertly (Able to give useful suggestions in running the business very well) - Accounting and Finance - Vision and strategic planning	- Marketing - Investment and new business development - Good corporate governance (Corporate Governance - CG) - Risk Management
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**Profile of the directors who retired by rotation for the year 2024
and be proposed to act as Company's director for another term.**

The One Enterprise Public Company Limited

	- Business Administration and manage the organization's risk management.	- Rules and regulations of the SET or other regulatory agencies.
Percentage of Share Holding as of February 23,2024	Direct: 0.04% Indirectly: -None-	
Executive Related Relationship	-None-	
Legal Disputes	-None-	
Criteria and Recruitment Procedure	The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee in proposing that Ms. Suvabha Charoenying be re-elected as an independent director for another term. She is qualified as an independent director as specified in the laws related to the requirements relating to independent directors and suitable for the business of the Company able to express opinions independently. This is in accordance with the criteria and process of recruiting directors of the Company. (As being disclosed in the 2023 Annual Report (56-1 One Report) > under the heading "8.1 Summary of the Board of Directors' Performance in 2023 > 8.1.1 Recruitment, Development and Evaluation of the Board of Directors' Performance > (1) Nomination and Appointment of Company Directors)	
<u>Meeting Attendance in 2023</u>	<ul style="list-style-type: none"> • The Shareholder Meeting in 2023: Attended 1 / 1 times. • The Board of Directors' Meeting: Attended 5 / 5 times. • Audit Committee Meeting: Attended 4/4 times. • The Nomination and Remuneration Committee Meeting: Attended 4/4 times. 	

**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Name – Surname	▪ Ms. Boosaba Daorueng
Age	▪ 71 years
Nationality	▪ Thai
Appointment Date of Directorship	▪ Propose to the 2024 Annual General Meeting of Shareholders on April 26, 2024 to consider and approve the appointment of new directors. In place of directors who intend not to be considered for a renewal of directorship term.
Type of Director to be Appointed	▪ Director ▪ Director (Authorized director)



Education

- Bachelor of Liberal Arts, Thammasat University

Training Program: -None-

Position in the Company: -None-

Directorship and Executive Position in Other Company

- **Listed Company:** 1 company.

Period	Position	Company
13 May 2017 – Present	Chairman of the Corporate Governance and Ethics Committee	GMM Grammy Plc.
11 May 2012– Present	Chairman of the Group Executive Committee	GMM Grammy Plc.
27 Feb 2012 – Present	Group Chief Executive Officer	GMM Grammy Plc.
2008 – Present	Vice Chairman of the Board	GMM Grammy Plc.
2005 – Present	Chairman of the Risk Management Committee	GMM Grammy Plc.
Mar 1994 – Present	Director (Authorized director)	GMM Grammy Plc.

- **Non-Listed Company:** 22 companies

Period	Position	Company
15 Dec 2021 - Present	Director (Authorized director)	Special Destiny Co., Ltd.
20 May 2020 - Present	Director (Authorized director)	GMMZ Co., Ltd.
2020 – Present	Director (Authorized director)	Nam Dee Mai Ngarm Co., Ltd.



**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Period	Position	Company
17 Aug 2018 – Present	Director (Authorized director)	OSP TV Co., Ltd.
29 Mar 2018 – Present	Director (Authorized director)	EXACT Co., Ltd.
15 Jul 2016 – Present	Director (Authorized director)	Sawasdee Thaweesuk Co., Ltd.
15 Jul 2016 – Present	Director (Authorized director)	Siangdee Thaweesuk Co., Ltd.
14 Dec 2015 – Present	Director (Authorized director)	GDH 559 Co., Ltd.
27 May 2015 – Present	Director (Authorized director)	Ngandee Thaweesuk Co., Ltd.
Oct 2012 – Present	Director (Authorized director)	GDC Co., Ltd
Jul 2005 – Present	Director (Authorized director)	Fan TV Co., Ltd.
Apr 2004 – Present	Director	Scenario Co., Ltd.
Jul 2003 – Present	Director (Authorized director)	Digital Arms Co., Ltd.
May 2000 – Present	Director (Authorized director)	GMM Holding Co., Ltd.
Dec 1998 – Present	Director (Authorized director)	GMM Digital Domain Co., Ltd.
Nov 1998 – Present	Director (Authorized director)	MGA Co., Ltd.
Nov 1998 – Present	Director (Authorized director)	Grammy Publishing House Co., Ltd.
Aug 1998 – Present	Director	GMM Music Publishing International Co., Ltd.
1998 – Present	Director	Global Music and Media (China) Co., Ltd.
Aug 1996 – Present	Director (Authorized director)	Magic Film Co., Ltd.
Nov 1995 – Present	Director (Authorized director)	More Music Co., Ltd.
Sep 1994 – Present	Director (Authorized director)	Extraorganizer Co., Ltd.

Working Experience (at least for the past 5 years)

Period	Position	Company
<u>Listed Company:</u>		
27 Feb 2009 – May 2012	Co – Chief Executive Director	GMM Grammy Plc.
27 Feb 2009 – Feb 2012	Co – Chief Executive Officer	GMM Grammy Plc.



**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Period	Position	Company
<u>Non-Listed Company:</u>		
Oct 2010 - 30 Jun 2023	Director (Authorized director)	GR Vocal Studio Co., Ltd.
15 Jul 2016 – 9 Sep 2022	Director	Nadao Bangkok Co., Ltd.
Jul 2013 – 9 Dec 2021	Director (Authorized director)	G200M Co.,Ltd. (Former Digistream Co., Ltd.)
29 Mar 2018 – 29 Nov 2021	Director (Authorized director)	Teen Talk Co., Ltd. (Liquidation Completed)
18 Apr 2018 – 25 Aug 2021	Director (Authorized director)	GS ONE Co., Ltd. (Liquidation Completed)
18 May 2020 – 24 Aug 2021	Director (Authorized director)	Bravo Studio Co., Ltd. (Liquidation Completed)
19 Apr 2017– 14 Jun 2021	Director (Authorized director)	Z Trading Co., Ltd
20 May 2020 – 9 Dec 2020	Director (Authorized director)	Tee Fah Studio Co., Ltd. (Liquidation Completed)
20 May 2020 – 4 Dec 2020	Director (Authorized director)	Gung Ho Studio Co., Ltd. (Liquidation Completed)
2004 – 4 Dec 2020	Director (Authorized director)	Deetalk Co., Ltd. (Liquidation Completed)
Apr 2004 – 29 Jun 2020	Director (Authorized director)	GMM Tai Hub Co., Ltd. (Liquidation Completed)
21 Jul 2016 – 16 Jun 2020	Director	Good Things Happen Co., Ltd.
Feb 2006 – 2 Mar 2020	Director (Authorized director)	GMM Goods Co., Ltd.
Nov 1998 – 5 Aug 2019	Director (Authorized director)	Digital Gen Co., Ltd. (Liquidation Completed)
Jan 1997 – 5 Aug 2019	Director (Authorized director)	GMM Studio Co., Ltd. (Liquidation Completed)
Aug 1999 – 24 Sep 2018	Director (Authorized director)	G Broadcast Co., Ltd.
20 Apr 2018 – 24 Sep 2018	Director (Authorized director)	Change2561 Co., Ltd.
4 Apr 2018 – 24 Sep 2018	Director (Authorized director)	A – Time Media Co., Ltd.
4 Apr 2018 – 24 Sep 2018	Director	GMM TV Co., Ltd.



**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Period	Position	Company
4 Apr 2018 – 20 Sep 2018	Chairman of the Board / Director	GMM Media Plc.
4 Apr 2018 – 20 Sep 2018	Director	GMM Channel Co., Ltd.
4 Apr 2018 – 14 Sep 2018	Director	GMM Channel Holding Co., Ltd.
Aug 2015 – 12 Jan 2018	Director	A – Time Media Co., Ltd.
Aug 2015 – 12 Jan 2018	Director (Authorized director)	GMM TV Co., Ltd.
2015 – 12 Jan 2018	Director (Authorized director)	GMM Media Plc.
Sep 2013 – 12 Jan 2018	Director (Authorized director)	GMM Channel Co., Ltd.
Aug 2015 – 7 Dec 2017	Director (Authorized director)	GMM Channel Trading Co., Ltd.
May 2010 – 2 Jun 2017	Director (Authorized director)	Acts Studio Co., Ltd.
Sep 2015 – 1 Jun 2017	Director (Authorized director)	Exact Scenario Co., Ltd.
Sep 2013 – 1 Jun 2017	Director (Authorized director)	GMM One TV Co., Ltd
21 Jul 2015 – 31 May 2017	Director (Authorized director)	The One Enterprise Co., Ltd
Sep 2015 – 3 Mar 2017	Director (Authorized director)	Memiti Co., Ltd.
Nov 1998 – 31 Jan 2017	Director (Authorized director)	GTH On – air Co., Ltd. (Liquidation Completed)
Sep 2004 – 20 Jan 2016	Director	Luckdee Thaweek Co., Ltd. (Liquidation Completed)
Jul 2005 – 1 Jul 2015	Director	Index Creative Village Plc.
2003 - 2008	Advisor to the Executive Committee and the Board of Directors	GMM Media Plc

- **Directorship and Executive Position in other company that may cause any conflict of interest to the Company:** - None-
- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
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**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

2. Being a professional service provider. (i.e., auditor or legal advisor).	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support).	- None -

Area of expertise	<ul style="list-style-type: none"> - Have knowledge and experience regarding the business of the group of companies expertly (Able to give useful suggestions in running the business very well) - Business Administration and manage the organization. - Marketing - Human Resources
Percentage of Share Holding as of February 23,2024	Direct: 0.02% Indirectly: - None -
Executive Related Relationship	- None -
Legal Disputes	- None -
Criteria and Recruitment Procedure	<p>The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee to proposed to the Meeting to approve the election of qualified person is Ms.Boosaba Daorueng to be director of the Company in replacement of Mr.Pradit Theekakul, the retiring director who are due to retire but no intention to renew the director's term at the Annual General Meeting of Shareholders.</p> <p>Ms.Boosaba Daorueng is qualified as directors as specified in the laws related to the requirements relating to directors and suitable for the business of the Company able to express opinions independently This is in accordance with the criteria and process of recruiting directors of the Company.(As being disclosed in the 2023 Annual Report (56-1 One Report) > under the heading "8.1 Summary of the Board of Directors' Performance in 2023 > 8.1.1 Recruitment, Development and Evaluation of the Board of Directors' Performance>(1) Nomination and Appointment of Company Directors).</p>

**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

- Name – Surname** • **Mr. Sirot Setabandhu**
- Age** • 52 years
- Nationality** • Thai
- Appointment Date of Directorship** • Propose to the 2024 Annual General Meeting of Shareholders on April 26, 2024 to consider and approve the appointment of new directors. In place of directors who intend not to be considered for a renewal of directorship term.
- Type of Director to be Appointed** • **Director (Non-Executive Director)**
- Education**
- Master of MBA George Washington University, Washington D.C., U.S.A.
 - Bachelor of Engineering, King Mongkut's Institute of Technology Ladkrabang



Training Program:

Course	Class of	Year	Organized by
Directors Accreditation Program (DAP)	27	2004	Thai Institute of Directors Association (IOD)

Position in the Company: -None-

Directorship and Executive Position in Other Company

- **Listed Company:** 2 companies.

Period	Position	Company
2021 - Present	Director	Asia Aviation Plc.
2023 - Present	Director/ Executive Director	Power Solution Technology Plc.

- **Non-Listed Company:** 9 companies

Period	Position	Company
2024- Present	Director	Apex Profound Beauty Co., Ltd.
2021 - Present	Director	Thai AirAsia Co., Ltd.
2023 - Present	Director	Biggas Technology Co., Ltd.
2023 - Present	Director	Thai Pipeline Network Co., Ltd.



**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Period	Position	Company
2023 - Present	Director	A List Venture Co., Ltd.
2023 - Present	Director	Beyond Ventures Co., Ltd.
2011 - Present	Managing Partner	EXFORMAT Co., Ltd.
2004 - Present	Director	KEV International Co., Ltd.
2003 - Present	Director	Vichitranant Property Co., Ltd.

Working Experience (at least for the past 5 years)

Period	Position	Company
<u>Listed Company:</u> -None-		
<u>Non-Listed Company:</u>		
2013 - 2021	Managing Partner	EXFORMAT FILM Co., Ltd.

- **Directorship and Executive Position in other company that may cause any conflict of interest to the Company:** - None-
- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor).	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support).	- None -

Area of expertise	- Accounting and Finance - Investment and new business development - Business administration and organization administration	- Rules and regulations of the SET or other regulatory agencies - Vision and strategic planning
Percentage of Share Holding as of February 23, 2024	Direct: -None- Indirectly: - None -	



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Executive Related Relationship	- None -
Legal Disputes	- None -
Criteria and Recruitment Procedure	<p>The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee to proposed to the Meeting to approve the election of qualified person is Mr. Sirot Setabandhu to be director of the Company in replacement of Mr.Unnop Senasuttipan, the retiring director who are due to retire but no intention to renew the director's term at the Annual General Meeting of Shareholders.</p> <p>Mr. Sirot Setabandhu is qualified as directors as specified in the laws related to the requirements relating to directors and suitable for the business of the Company able to express opinions independently This is in accordance with the criteria and process of recruiting directors of the Company.(As being disclosed in the 2023 Annual Report (56-1 One Report) > under the heading “8.1 Summary of the Board of Directors' Performance in 2023 > 8.1.1 Recruitment, Development and Evaluation of the Board of Directors' Performance>(1) Nomination and Appointment of Company Directors).</p>

**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Name – Surname• **Mr. Nalikatibhag Sangsnit****Age**

• 58 years

Nationality

• Thai

**Appointment Date of
Directorship**

• Propose to the 2024 Annual General Meeting of Shareholders on April 26, 2024 to consider and approve the appointment of new directors. In place of directors who intend not to be considered for a renewal of directorship term.

**Type of Director to be
Appointed**• **Independent Director****Education**

- Doctor of Philosophy (Ph.D.), interdisciplinary, Massachusetts Institute of Technology (M.I.T), the United State of America Master of Science in
- Operation Research Stanford University, United States of America
- Operation Research Massachusetts Institute of Technology (M.I.T), United States of America
- Bachelor of Science in Statistics (Gold Medal, 1st class honor), Chulalongkorn University

Training Program:

Course	Class of	Year	Organized by
Director Certificate Program (DCP)	82	2006	Thai Institute of Directors Association (IOD)
Role of the Chairman Program (RCP)	17	2007	Thai Institute of Directors Association (IOD)
Role of the Compensation Committee (RCC)	4	2007	Thai Institute of Directors Association (IOD)
Audit Committee Program (ACP)	26	2009	Thai Institute of Directors Association (IOD)

Position in the Company: -None-**Directorship and Executive Position in Other Company**

- **Listed Company:** -None-
- **Non-Listed Company:** 1 company

Period	Position	Company
2019 – Present	Managing Director	Dhanarak Asset Development Co., Ltd.



**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Working Experience (at least for the past 5 years)

Period	Position	Company
<u>Listed Company:</u> -None-		
<u>Non-Listed Company:</u>		
2018 - 2020	Director	GMM Channel Holding Co., Ltd.
2018 - 2020	Director	GMM Channel Co., Ltd.
2018 - 2020	Director	GMM Media Plc.
2010 - 2018	Director	Designated Areas for Sustainable Tourism Administration

- **Directorship and Executive Position in other company that may cause any conflict of interest to the Company:** - None-
- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor).	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support).	- None -

Area of expertise	- Business Administration and manage the organization. - Risk Management	
Percentage of Share Holding as of February 23,2024	Direct: 0.16% Indirectly: - None -	
Executive Related Relationship	- None -	
Legal Disputes	- None -	



**Profile of the persons nominated to be Company's director.
The One Enterprise Public Company Limited**

Criteria and Recruitment Procedure	<p>The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee to proposed to the Meeting to approve the election of qualified person is Mr. Nalikatibhag Sangsnit to be director of the Company in replacement of 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.</p> <p>Mr. Nalikatibhag Sangsnit is qualified as an independent director as specified in the laws related to the requirements relating to independent directors and suitable for the business of the Company able to express opinions independently. This is in accordance with the criteria and process of recruiting directors of the Company. (As being disclosed in the 2023 Annual Report (56-1 One Report) > under the heading "8.1 Summary of the Board of Directors' Performance in 2023 > 8.1.1 Recruitment, Development and Evaluation of the Board of Directors' Performance > (1) Nomination and Appointment of Company Directors)</p>
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Qualifications of the Independent Director The One Enterprise Public Company Limited

The qualification of the Company's independent director is in compliance with (equal to) the minimum requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, which is in accordance with the Notification of the Capital Market Supervisory Board. The details are as followings:

1. Holding no more than 1% of the Company, the parent company, subsidiaries, associate companies, the Company's major shareholders or controlling parties' total voting shares including the shareholding of persons related to the independent director.
2. Not currently be or never been the Company, the parent company, subsidiaries, associate companies, subsidiaries at the same level, the Company's major shareholders or controlling parties's executive director, worker, employee, salaried consultant, or controlling parties. Exception: It has been at least two years after the person has held the position before assuming the position of the Audit Committee Director. Such prohibited characteristics exclude the case that the independent director has been a civil servant or a consultant of a state agency which is the Company's major shareholder or controlling parties.
3. Not by blood or legally registered as father, mother, spouse, family member and child including spouse of child with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the Company or subsidiaries.
4. Not currently having or never had any relations with the Company, the parent company, subsidiaries, associate companies, the Company's major shareholders or controlling parties in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the Company, the parent company, subsidiaries, associate companies, subsidiaries at the same level, the Company's major shareholders or controlling parties. Exception: It has been at least two years after the person has held the position.

Such the business relationship extends from normal trade transactions in operating property rent or lease, transactions concerning assets or services or providing or accepting financial assistance through means of borrowings or lending, a guarantee, use of assets as collaterals against debts, to other equivalent actions which result in the Company or a contractual party having debt obligations for repayment to the other party in the amount of 3% of the Company's net tangible assets or higher, or 20 million baht or more, whichever is lower. Meanwhile, the calculation of the debt obligations shall follow the calculation method for value of related-parties transactions according to notifications of the Capital Market Supervisory Board on the principles for related-parties transactions. It is inclusive of debt obligations arising within one year prior to the date of business relation with the same party.

5. Not currently being or never been the Company, the parent company, subsidiaries, associate companies, the Company's major shareholders or controlling parties' auditor. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of the Company, the parent company, subsidiaries, associate companies, the Company's major shareholders or controlling parties' current auditor's auditing firm. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the Company, the parent company, subsidiaries, associate companies, the Company's major shareholders or controlling parties with a fee more than 2 million baht per year. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers.

Exception: It has been at least two years after the person has held the position.

7. Not currently a director appointed to represent the Company's directors, major shareholders, or the shareholder related to the major shareholders.
8. Not currently be operating under similar business nature and significant competition to the Company or subsidiaries; or not a significant partner of the partnership, executive director, worker, employee, or salaried consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the Company and subsidiaries.
9. Not under any conditions that may impede the person from having independent views toward the Company's operations.

**Details of the Independent Directors Proposed as Proxy Holders
for the 2024 Annual General Meeting of Shareholders
through electronic meeting (E-AGM)**

Name	Position	Age	Address	Interest in agenda item	Special Interest in agenda item *
1. Mrs.Sauwanee Thairungroj	<ul style="list-style-type: none"> - Chairman of the Audit Committee - Independent Director 	64 years	No.9/32, Soi Sukhumvit 39 (Phrom Phong), Khlong Tan Nuea, Watthana, Bangkok 11110	Agenda 8	None
2. Mrs. Duangjai Lorlertwit	<ul style="list-style-type: none"> - Member of the Audit Committee - Member of the Nomination and Remuneration Committee - Independent Director 	61 years	No. 23 Soi Pibulwattana Building, Rama 6 Road, Sam Sen Nai, Phaya Thai, Bangkok. 10400	Agenda 8	None

* **Special Interest** Special interest means having a special interest that is different from other directors in every agenda item proposed, include receive the benefits or compensation beyond the normal criteria.

** Additional condition as per Department of Business Development's Announcement dated February 4, 2013 regarding Proxy Granting, Proxy Holders' Voting Rights, and Delivery of an Invitation to Shareholders' Meeting of Public Company

G. The vote casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxy holders who are independent directors that may have conflict of interest in any agenda, can still cast a vote on that agenda, on behalf of a proxy grantor who has no conflict of interest.

Note:

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

The Company's Articles of Association Concerning the Shareholders' Meeting

CHAPTER V

BOARD OF DIRECTORS

Article 19. The Company shall have a board of directors which consists of at least five (5) directors and not less Than one-half (1/2) of the total number of directors shall reside in the Kingdom of Thailand. The board of directors shall elect one director to be the chairman of the board of directors and may elect one or several directors the vice-chairman and may elect other positions as it deems appropriate. The vice-chairman shall have duties according to the Article of Association in respect of the missions delegated to him/her in by the Chairman of the Board of Directors.

A director is not required to be the shareholder of the Company.

Article 20. The shareholders meeting shall elect directors in accordance with the following rules and procedures:

- (1) One shareholder shall have one (1) vote per one (1) share;
- (2) Each of shareholder may exercise all the votes he/she has under (1) to elect one or several persons as director or directors. In case where election directors of the Company, the shareholder cannot split his or her votes between more than one person or in the basis extent;
- (3) The persons obtaining the highest votes in descending order shall be elected as directors equal to the number of the directors required at such meeting. In case several persons obtain equal votes, and the number of candidates exceeds the number of the directors to be elected, the chairman of the meeting shall have a casting vote.

Article 21. 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.

Article 25. 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.

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 or published through electronic media not less than three (3) consecutive days prior to the date of the meeting.

Article 26. A meeting of shareholders removes any director from office before the expiration of his/her term by a passing a resolution with the votes not less than three-quarters (3/4) of the total number of shareholders attending the meeting and eligible to vote and holding in aggregate number of shares not less than one-half of the total number of shares held by the shareholders attending the meeting and eligible to vote at the meeting.

Article 27. The board of directors must perform its duties and carry on the business of the Company in accordance with the laws, the Company's objectives and Articles of Association, including any the resolutions of the shareholder's meetings. The board of directors may appoint one or more persons to perform any task on its behalf.

The board of directors may appoint one or more persons to perform any tasks on its behalf.

The Company's Articles of Association Concerning the Shareholders' Meeting

Article 31. No Director shall, either for his/her own benefit or the benefit of others, operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in any limited partnership or become a director of any limited company or public limited companies which has the same nature and is in competition with the business of the Company, unless he or she has notified to the shareholders meeting prior to the resolution for his or her appointment.

Article 33. 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 in the first paragraph 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.

Article 34. The directors who authorize to sign on behalf of the Company are:

Any Three (3) directors jointly sign with the Company seal affixed.

The board of directors shall be authorized to determine the names of the directors authorized to sign on behalf of the Company.

CHAPTER VI

MEETING OF SHAREHOLDERS

Article 35. The shareholders' meeting may be conducted via electronic media as provided in the law on electronic meeting. 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.

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 or 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.

If the board of directors does not arrange for the meeting of shareholders within the period as mentioned in the second 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 second 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. In the event that the shareholders call the meeting by themselves as in the second paragraph. The shareholders who calling 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.

In the case where the number of shareholders present at the meeting convened by the shareholders under the third paragraph is not sufficient to constitute a quorum as required in Article 37, the shareholders under the third paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such Meeting.

The Company's Articles of Association Concerning the Shareholders' Meeting

Article 36. In calling a shareholders' meeting, whether in person meeting and/or a meeting via that electronic media, 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 or published through electronic media for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

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. 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.

Article 37. At a shareholders' meeting, regardless of whether the shareholders' meeting is conducted in the physical same place or by electronic meeting, at least twenty-five (25) shareholders and proxies (if any), or not less than one-half (1 / 2) of the total number of shareholders, holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders' meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum under the first paragraph, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called, and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required to be constituted.

Article 38. At a meeting of shareholders, the shareholder may appoint other person to attend who has reached the age of majority, any person, and vote at any meeting on his behalf. The instrument appointing a proxy shall be made in write the dated 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:

- (1) the number of shares held by the shareholder;
- (2) the name of the proxy;
- (3) the time of the meeting where the proxy is authorized to attend the meeting and vote.

The proxy 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.

Article 39. The chairman of the board of directors shall preside over a shareholders' meeting. In case the chairman is absent or unable to perform the duty, the vice-chairman shall act as the presiding chairman. If there is no vice-chairman, or the vice-chairman is absent or unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.

Article 40. In vote casting at the shareholders' meeting, each shareholder shall have voting rights equal to the number of shares held, one (1) vote for each share of which he is holder. Voting shall be conducted openly, except that voting shall be by secret ballot where so requested by not less than five subscribers and so resolved by the meeting, in which case the procedure for voting by secret ballot shall be as determined by the person presiding over the meeting.

Article 41. A resolution of a meeting of shareholders requires votes as follows:

The Company's Articles of Association Concerning the Shareholders' Meeting

- (1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) in any of the following cases, votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote are required:
 - (a) selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
 - (b) purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company; or
 - (c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
 - (d) amendment to the Memorandum of Association or Articles of Association;
 - (e) increase or decrease of the registered capital of the Company;
 - (f) merger of business with other company;
 - (g) execution of any other matters required by laws to obtain a vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Article 42. Businesses to be duly transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the board of directors on the Company's business operations during the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss account as at the end of the accounting year of the Company;
- (3) To approve the appropriation of profits and dividend payment;
- (4) To elect directors in place of those retired by rotation, and to fix remuneration for directors;
- (5) To appoint auditors and to fix audit fee; and
- (6) To consider other businesses

CHAPTER VII

SUPERVISORY AND MANAGEMENT IN SUBSIDIARY OPERATING MAIN BUSINESS

The provisions in this chapter are intended to set measures and mechanisms, both direct and indirect, so that the Company can supervise and manage business operation of a subsidiary operating main business. This includes monitoring the subsidiaries' compliance, as if it is their own function, also in accordance with the Company's policies, the laws governing public limited companies, the laws governing securities and exchange, and relevant laws, announcement, regulations, and other related criteria of the Capital Market Supervisory Board, SEC, and SET. The **"subsidiary operating main business"** means the subsidiary that operates the business of producing programs for broadcasting on television, radio and online channels, which is the main business.

Article 43. Any transaction or action of a subsidiary operating main business of the following cases must be approved by the board of directors' meeting. and/or the Company's shareholders' meeting (as the case may be)

- (1) The Matters that must get approval from a meeting of the board of directors of the Company:
 - (a) Appointment or nomination of persons as director or executive in a subsidiary operating main business for at least in accordance with the proportion of the Company's shareholding in the subsidiary, except that this Articles of Association or the corporate governance policy of the Company's subsidiaries or the board of directors stipulates otherwise, with the

The Company's Articles of Association Concerning the Shareholders' Meeting

director or executive nominated by the Company having judgments in voting in a meeting of the board of directors of the subsidiary on matters related to general management and normal business operations of the subsidiary as deemed appropriate by the director and executive of the subsidiary for maximum benefits of the Company and/or the subsidiary (as the case may be), except for the matters requiring approval from the board of directors' meeting and/or the shareholders' meeting of the Company.

The nominated director or executive in the above paragraph must be a person listed in the information system of directors and executives of securities issuing companies (White List), including qualifications, roles, duties and responsibilities, not possessing characteristics lacking credibility under SEC's notification prescribing the characteristics lacking credibility of company directors and executives.

- (b) Approval of the payments of annual dividends and interim dividends (if any) of a subsidiary operating main business, except the case that the subsidiary pays dividends for the whole year not less than the amount specified in the annual consolidated budget of each company.
- (c) Amendment of the articles of association of a subsidiary operating main business, except for the amendment of articles of association on significant matters under Article 43 (2) (b) that must be approved by a meeting of the shareholders of the Company.
- (d) Approval of the annual budget of a subsidiary operating main business, except the case that is specified in the Delegation of Authority which has been approved by the board of directors' meeting.
- (e) Capital increase by issuing capital increase shares of the subsidiary operating main business and share allotment including registered capital reduction of the subsidiary operating main business that will change shareholding proportion of the existing shareholders or that will result in the direct and/or indirect proportion of the vote of the Company in a meeting of the shareholders of the subsidiary, in any level of the subsidiaries, decreasing more than ten (10) percent of the total registered capital of the subsidiary, or the vote of meeting of the shareholders of the subsidiary (as the case may be), except the case that the business plan or the annual budget of the subsidiary operating main business which has been approved by the board of directors of the Company.

The items from (f) to (n) are deemed to have materiality that will have significant impact on financial position and operating results of the subsidiary operating main business. Therefore, before the subsidiary operating main business will have the board of directors' meeting, there is a need to have prior approval in the matters from the board of directors of the Company. This must be the case when consider the nature of transaction, such as the transaction size and the person who enter into a transaction as prescribed in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding acquisition or disposal of assets and/or regarding connected transactions (as the case may be), mutatis mutandis, the results under the cases that have to be approved by the Board of Directors. The transactions are as follows:

- (f) The subsidiary operating main business agrees to enter into a transaction with a connected person of the Company or the subsidiary operating main business or a transaction related to the acquisition or disposal of assets of the subsidiary operating main business.
- (g) Transfer or waiver of a benefit including waiver of claims against the person causing damage to the subsidiary operating main business.
- (h) Sale or transfer of the whole business or important part of the business of subsidiary operating main business to others.
- (i) Purchase or accept the transfer of business from another company to belong to the subsidiary operating main business;
- (j) Entering into, revising, or terminating an agreement related to the lease of the whole business or important part of the business of the subsidiary operating main business,

The Company's Articles of Association Concerning the Shareholders' Meeting

delegating others to manage business of the subsidiary operating main business or merging business of the subsidiary operating main business with other persons, with the purpose of sharing profit and loss;

- (k) Rent or lease of the whole business or assets of the subsidiary operating main business or significant part thereof;
 - (l) Borrowing money, lending money, granting credit, guarantee, entering into a binding legal activity causing an increased financial burden to the subsidiary operating main business, or providing financial assistance in any other manner to other persons and that is not a normal business of the subsidiary operating main business, except for loans between the Company and the subsidiaries operating main business or between subsidiaries within the Company's group.
 - (m) Dissolution of the subsidiary operating main business.
 - (n) Any other transaction that is not a normal business transaction of the subsidiary operating main business and is a transaction with significant impact on the subsidiary operating main business.
- (2) The matters that must get approval from a meeting of the shareholders of the Company with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present and entitled to vote:
- (a) A subsidiary operating main business agreeing to enter into a transaction with a connected person of the Company or the subsidiary operating main business, or a transaction related to an acquisition or disposal of assets of the subsidiary operating main business. This case must be approved by a meeting of the shareholders of the Company.
 - (b) Amendment of the articles of association of the subsidiary operating main business on matters that may have significant impact on the financial position and operating results of the subsidiary, including but not limited to amending the articles of association of the subsidiary operating main business that may affect the vote of the Company in a meeting of the board of directors of the subsidiary operating main business and/or a meeting of the shareholders of the subsidiary operating main business or the dividend payment of the subsidiary operating main business etc.
 - (c) Dissolution of a subsidiary.

The items from (d) to (n) are deemed to have materiality that will have significant impact on financial position and operating results of the subsidiary operating main business. Therefore, before the subsidiary operating main business will have the meeting of the shareholders, there is a need to have prior approval in the matters from the board of directors of the Company. This must be the case when consider the nature of transaction, such as the transaction size and the person who enter into a transaction as prescribed in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding acquisition or disposal of assets and/or regarding connected transactions (as the case may be), mutatis mutandis, the results under the cases that have to be approved by the meeting of the shareholders of the Company. The transactions are as follows:

- (d) A subsidiary operating main business agreeing to enter into a transaction with a connected person of the Company or the subsidiary operating main business or a transaction related to an acquisition or disposal of assets of the subsidiary operating main business.
- (e) Capital increase by issuing capital increase shares of the subsidiary operating main business and share allotment including registered capital reduction of the subsidiary operating main business that will change shareholding proportion of the existing shareholders or that will result in the direct and/or indirect proportion of the vote of the Company in a meeting of the shareholders of the subsidiary, in any level of the subsidiaries, decreasing more than the proportion stipulated in the law applicable to the subsidiary, resulting in the Company having no control over subsidiaries operating main business.

The Company's Articles of Association Concerning the Shareholders' Meeting

- (f) Transfer or waiver of a benefit including waiver of claims against the person causing damage to the subsidiary operating main business.
- (g) Sale or transfer of the whole business or important part of the business of subsidiary operating main business to others
- (h) Purchase or accept the transfer of business from another company to belong to the subsidiary operating main business;
- (i) Entering into, revising, or terminating an agreement related to the lease of the whole business or important part of the business of the subsidiary operating main business, delegating others to manage business of the subsidiary operating main business or merging business of the subsidiary operating main business with other persons, with the purpose of sharing profit and loss;
- (j) Rent or lease of the whole business or assets of the subsidiary operating main business or significant part thereof;
- (k) Borrowing money, lending money, granting credit, guarantee, entering into a binding legal activity causing an increased financial burden to the subsidiary operating main business, or providing financial assistance in any other manner to other persons and that is not a normal business of the subsidiary operating main business, except for loans between the Company and the subsidiaries operating main business or between subsidiaries within the Company's group.
- (l) Dissolution of the subsidiary operating main business.
- (m) Any other transaction that is not a normal business transaction of the subsidiary operating main business and is a transaction with significant impact on the subsidiary operating main business.

In the case where the provisions in this chapter require that any transaction or action, which have significant impact on financial position and operating results of the subsidiary operating main business, need to have approval from the board of directors of the Company or the meeting of the shareholders of the Company (as the case may be), therefore, the director of the Company has the duty to set the board of directors' meeting of the Company or the meeting of the shareholders' meeting of the Company (as the case may be) to consider and approve such matter before the subsidiary operating main business convenes a meeting of its board of directors and/or its shareholders to consider and approve before entering into a transaction or taking action on such matter; in this regard, the Company shall disclose the information and comply criteria, conditions, procedures and methods relating to the matter to be approved are as stipulated in the public limited companies law, civil and commercial code, securities and exchange law, other relevant laws, and notifications, regulations and rules of the Capital Market Supervisory Board, Securities and Exchange Commission and the Stock Exchange of Thailand, mutatis mutandis (Insofar as it is not conflicting or inconsistent with each other), completely and accurately.

CHAPTER VIII

INCREASE AND REDUCTION OF CAPITAL

Article 45. The Company may increase its registered capital by issuing new shares. The issuance of new shares under paragraph one may be made when:

- (1) all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants;
- (2) the issuance has been approved by a resolution of a meeting of shareholders with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present and entitled to vote; and

The Company's Articles of Association Concerning the Shareholders' Meeting

- (3) registration has been made with the registrar, in pursuance of such resolution, for an alteration of the registered capital within fourteen (14) days as from the date on which such resolution was passed by the meeting;

Article 46. The Company may offer for sale, in whole or in part, the additionally issued share and may offer for sale to existing shareholders in proportion to the number of shares held by each shareholder or may offer for sale to the public or to other persons in whole or in part, in accordance with the resolution of the meeting of shareholders.

Article 47. The Company may reduce its registered capital by reducing the value of each share or reducing the number of shares, upon approval by a resolution of a meeting of shareholders with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

The Company shall not reduce the capital to be below one-fourth (1/4) of the total capital. Unless the case where the company has incurred accumulated loss and, after making compensation for the accumulated loss respectively by law, such accumulated loss remains, the Company may reduce its capital to the amount below one-fourth (1/4) of the total capital.

The reduction of the capital to the amount below one-fourth (1/4) of the total capital under the second paragraph shall be made only upon approval by a resolution of a meeting of shareholders with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote, provided that the company must cause such resolution to be registered within fourteen (14) days as from the date on which such resolution was passed by the meeting.

Article 48. 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 or published through electronic media, not less than three (3) consecutive days, within the said fourteen (14) day time limit.

CHAPTER IX

DIVIDEND AND RESERVE

Article 49. 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.

Dividends shall be distributed according to the number of shares on an equal basis. Payment of dividends shall be approved by the shareholders meeting.

In the case where a company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders.

Article 50. 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.

Payment of dividends shall be made within one (1) month from the date the resolution therefor 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 or published through electronic media, for not less than three (3) consecutive days.

Article 51. 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

The Company's Articles of Association Concerning the Shareholders' Meeting

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 Company may, upon approval by a meeting of shareholders, transfer any other reserve funds, the reserve fund by law and the surplus reserve fund respectively in compensation for its accumulated loss.

CHAPTER X

ACCOUNTING, FINANCES AND AUDITS

- Article 52. The accounting period of the Company shall commence on 1st January and end on 31st December of every year.
- Article 54. The board of directors shall arrange for the preparation of the balance sheet or statement of financial position, and the profit and loss account as at the end of the accounting period and propose them to the annual general meeting of shareholders for consideration and approval. The board of directors shall arrange for the auditor to complete the auditing before proposing them to the shareholders meeting.
- Article 55. The board of directors shall send the following documents to the shareholders together with the notice of the annual general meeting:
- (1) A copy of the audited balance sheet or statement of financial position, and the profit and loss account, together with the auditor's report; and
 - (2) An annual report of the board of directors, together with supporting documents.
- Article 56. The board of directors must make available and keep a register of directors, the minutes of meetings of the board of directors and the minutes of meetings of shareholders at the principal business office of the company but the company may entrust any person to keep such documents and register on its behalf at the locality where the its principal business office is located or in a nearby province, provided that prior notification thereof shall be given to the registrar pursuant to the laws governing public limited company.
- Article 57. The auditors shall be elected every year at an annual general meeting of shareholders. A retiring auditor is eligible for re-election. The remuneration of the auditors shall be determined as appropriated in any general meeting.
- Article 59. The auditor has the right to prepare written explanations for submission to a meeting of shareholders and is obligated to be present at every meeting of shareholders at which a balance-sheet, a profit and loss account and any problem concerning accounts of the company is scheduled to be considered, for giving shareholders explanations on the auditing, and the company shall also furnish the auditor with the company's reports and documents which are to be received by shareholders at such meeting of shareholders.



แบบฟอร์มส่งคำถามล่วงหน้าสำหรับประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์
Form for Submitting Question in Advance for the 2024 AGM via Electronic Media (E-AGM)

วันที่.....เดือน.....พ.ศ.....
Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

Being a shareholder of The One Enterprise Public Company Limited (“the Company”)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders' Registration No

โดยถือหุ้นสามัญรวมทั้งสิ้น หุ้น
Holding the ordinary share in the amount of shares

- (3) ข้อมูลการมีส่วนได้เสีย (ถ้ามี)
Interest information (if any)

- (4) คำถาม / Question

- 1)
.....
2)
.....
3)
.....

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder
(.....)

ท่านสามารถส่งคำถามล่วงหน้าก่อนวันประชุม โดยส่งถึงเลขานุการบริษัท ทางอีเมล: cs@once.one หรือ ส่งเอกสารฉบับจริงทางไปรษณีย์ โดยใส่ซองจดหมายตอบรับที่
บริษัทฯ ได้จัดส่งให้ผู้ถือหุ้นพร้อมกับหนังสือเชิญประชุมฯ (ไม่ต้องคิดเสตมป์) ซึ่งได้จำหน่ายจนถึง เลขานุการบริษัท ชั้น 15

บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เฟส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110.

You can submit questions in advance of the meeting date, please sending Form for Submitting Question in Advance for the 2024 AGM via Electronic Media (E-AGM) to the
company secretary via email: cs@once.one or send the original documents in the envelope enclosed with the Notice (No stamp needed) to the Company Secretary, 15th Floor,

The One Enterprise Public Company Limited, No.50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110.



QR Code Downloading Procedures for Documents of the shareholders' meeting and the annual registration statement /the 2023 Annual Report (Form 56-1 One Report)

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the annual registration statement /the 2023 Annual Report (Form 56-1 One Report) in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease. The aforementioned documents could be downloaded from the QR Code by following the steps below.

For iOS Operating System (iOS 11 and above)

1. Turn on the mobile phone camera.
2. Turn the mobile phone camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android Operating System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting.



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

สิ่งที่ส่งมาด้วย 8/ Enclosure 8

โปรดติด
อากรแสตมป์
20 บาท
Duty Stamp
Affixed
(Baht 20)

แบบหนังสือมอบฉันทะ แบบ ก Proxy Form A

1. ข้าพเจ้า _____
I/We _____
ที่อยู่ _____
Address _____

- สัญชาติ _____
Nationality _____
2. เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) ("บริษัท")
Being a shareholder of The One Enterprise Public Company Limited ("the Company")
- โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
holding the ordinary share in the amount of _____ shares, and eligible for _____ votes

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

เลขทะเบียนผู้ถือหุ้น
Shareholders'
Registration No.

3. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 4)

นางสาวณีย์ ไทยรุ่งโรจน์ / นางดวงใจ หล่อเลิศวิทย์

Mrs. Sauwanee Thairungroj / Mrs. Duangjai Lorlertwit

- ☐ กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) _____ อายุ _____ ปี
Independent Director (please choose only one person) Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address Road Sub-District
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Zip Code

- ☐ นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address Road Sub-District
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Zip Code

- ☐ นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address Road Sub-District
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 at 1.00 p.m. via electronic media or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any act performed by the proxy at such meeting shall be deemed as my/our own act in all respects.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder
ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder

หมายเหตุ / Remarks:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อ
แยกการลงคะแนนเสียงได้

The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the Meeting and shall not split the number of shares to several
proxies to vote separately.



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

สิ่งที่ส่งมาด้วย 8 / Enclosure 8

แบบหนังสือมอบฉันทะ แบบ ข
(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว)
Proxy Form B
(Explicit Form)

โปรดติด
อากรแสตมป์
20 บาท
Duty Stamp
Affixed
(Baht 20)

1. ข้าพเจ้า _____
I/We _____
ที่อยู่ _____
Address _____

- สัญชาติ _____
Nationality _____
- เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year
- เลขทะเบียนผู้ถือหุ้น
Shareholders'
Registration No.
2. เป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) ("บริษัทฯ")
Being a shareholder of The One Enterprise Public Company Limited ("the Company")
- โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
holding the Ordinary share in amount of _____ shares, and eligible for _____ votes
3. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 4)
- นางสาวณีย์ ไทยรุ่งโรจน์ / นางดวงใจ หล่อเลิศวิทย์
Mrs. Sauwanee Thairungroj / Mrs. Duangjai Lorlertwit
- ☐ กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) _____ อายุ _____ ปี
Independent Director (please choose only one) Age Years
- อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address Road Sub-District
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Zip Code หรือ
- ☐ นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Miss Age Years
- อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address Road Sub-District
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Zip Code หรือ
- ☐ นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Miss Age Years
- อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address Road Sub-District
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Zip Code หรือ

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday, April 27, 2024 at 1.00 p.m. via electronic media or at any adjournment thereof to any other date, time and venue.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

วาระที่ 1 รับทราบการแถลงผลการดำเนินงานในรอบปี 2566 และรับทราบรายงานประจำปี 2566

Agenda 1 To acknowledge the declaration of the 2023 operational results and the Company's annual report.

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ

This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

วาระที่ 2 รับทราบการเปลี่ยนแปลงรายงานการใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนต่อประชาชนทั่วไปเป็นครั้งแรก (IPO)

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

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ

This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

วาระที่ 3 พิจารณออนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 4 พิจารณออนุมัติจัดสรรเงินกำไรส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมายจากผลการดำเนินงานปี 2566

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 5 พิจารณออนุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2566

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 6 พิจารณออนุมัติแต่งตั้งกรรมการ แทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2567
Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy holder shall vote according to my / our following instruction.

☐ เลือกกรรมการ ทั้ง 5 ท่าน ตามที่เสนอ

Vote for all 5 directors who are propose by the Company.

(1) นายไพบูลย์ ดำรงชัยธรรม
 Mr. Paiboon Damrongchaitham

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Agreed _____ Disagreed _____ Abstained _____

(2) นางสาวสุภา เจริญยิ่ง
 Ms. Suvabha Charoenying

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Agreed _____ Disagreed _____ Abstained _____

(3) นางสาวบุษบา ดาวเรือง
 Ms. Boosaba Daorueng

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Agreed _____ Disagreed _____ Abstained _____

(4) นายศิริโรตม์ เสตะพันธุ์
 Mr. Sirot Setabandhu

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Agreed _____ Disagreed _____ Abstained _____

(5) นายนพโกติภักดิ์ แสงสนิท
 Mr. Nalikatibhag Sangsnit

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Agreed _____ Disagreed _____ Abstained _____

วาระที่ 7 พิจารณออนุมัติการเปลี่ยนแปลงอำนาจกรรมการซึ่งลงลายมือชื่อแทนบริษัท
Agenda 7 To approve the Change the authority of the directors who sign on behalf of the company.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Agreed _____ Disagreed _____ Abstained _____

วาระที่ 8 พิจารณานุมัติการกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2567

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 9 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2567

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 10 เรื่องอื่นๆ (ถ้ามี)

Agenda 10 Other matters. (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.



กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder

หมายเหตุ:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Remarks:

1. The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
3. In case the Meeting considers any matters other than those specified above, the shareholder may mark additional statement in the regular continued list attached to the Proxy Form B.



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Regular Continued Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)
Authorization on Behalf of the Shareholder of The One Enterprise Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom)
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2024 Annual General Meeting of Shareholders on Friday 26, 2024 at 1.00 p.m. via electronic media (Zoom)
or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง : _____

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Agreed _____ Disagreed _____ Abstained _____

วาระที่ _____ เรื่อง : _____

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Agreed _____ Disagreed _____ Abstained _____

วาระที่ _____ เรื่อง : _____

Agenda Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Agreed _____ Disagreed _____ Abstained _____

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certified that the information contained in this Regular Continued Proxy Form B is complete and true.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder
ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder



บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

สิ่งที่ส่งมาด้วย 8 / Enclosure 8

โปรดติด
อากรแสตมป์
20 บาท
Duty Stamp
Affixed
(Baht 20)

แบบหนังสือมอบฉันทะ แบบ ค Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

1. ข้าพเจ้า _____
I/We _____
ที่อยู่ _____
Address _____

สัญชาติ _____
Nationality _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the Custodian of _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน) ("บริษัทฯ")
Being a shareholder of The One Enterprise Public Company Limited ("the Company")

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
holding the Ordinary share in amount of _____ shares, and eligible for _____

2. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 4)

นางสาวณีย์ ไทยรุ่งโรจน์ / นางดวงใจ หล่อเลิศวิทย์

Mrs. Sauwanee Thairungroj / Mrs. Duangjai Lorlertwit

☐ กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) _____ อายุ _____ ปี
Independent Director (please choose only one) _____ Age _____ Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address _____ Road _____ Sub-District _____
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District _____ Province _____ Zip Code _____

☐ นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Miss _____ Age _____ Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address _____ Road _____ Sub-District _____
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District _____ Province _____ Zip Code _____

☐ นาย / นาง / นางสาว _____ อายุ _____ ปี
Mr. / Mrs. / Miss _____ Age _____ Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address _____ Road _____ Sub-District _____
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District _____ Province _____ Zip Code _____

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น
ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.
2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Friday,
April 26, 2024 at 1.00 p.m. via electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) or at any
adjournment thereof to any other date, time and venue.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่มีถือ และมีสิทธิออกเสียงลงคะแนนได้
Appoint my/our proxy for all shares held and eligible to cast votes.
- ☐ มอบฉันทะบางส่วน คือ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Appoint my/our proxy for partial shares of: Ordinary share _____ shares, eligible for _____ votes

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

วาระที่ 1 รับทราบการแถลงผลการดำเนินงานในรอบปี 2566 และรับทราบรายงานประจำปี 2566

Agenda 1 To acknowledge the declaration of the 2023 operational results and the Company's annual report.

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ
This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

วาระที่ 2 รับทราบการเปลี่ยนแปลงรายงานการใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนต่อประชาชนทั่วไปเป็นครั้งแรก(IPO)

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

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ
This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my / our following instruction.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agreed _____ Disagreed _____ Abstained _____

วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมายจากผลการดำเนินงานปี 2566

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my / our following instruction.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Agreed _____ Disagreed _____ Abstained _____

วาระที่ 5 พิจารณานุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2566

Agenda 5 To approve the dividend payment for the 2022 operational results.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed _____

Disagreed _____

Abstained _____

วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2567

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เลือกกรรมการ ทั้ง 5 ท่าน ตามที่เสนอ

Vote for all 5 directors who are propose by the Company.

(1) **นายไพบูลย์** **ดำรงชัยธรรม**
Mr. Paiboon Damrongchaitham

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed _____

Disagreed _____

Abstained _____

(2) **นางสาวสุภา** **เจริญยิ่ง**
Ms. Suvabha Charoenying

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed _____

Disagreed _____

Abstained _____

(3) **นางสาวบุษบา** **ดาวเรือง**
Ms. Boosaba Daorueng

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed _____

Disagreed _____

Abstained _____

(4) **นายศิริโรตม์** **เสตะพันธุ์**
Mr. Sirot Setabandhu

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed _____

Disagreed _____

Abstained _____

(5) **นายนาฬิกอติภัค** **แสงสนิท**
Mr. Nalikatibhag Sangsnit

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed _____

Disagreed _____

Abstained _____

วาระที่ 7 พิจารณาพิจารณาอนุมัติการเปลี่ยนแปลงอำนาจกรรมการซึ่งลงลายมือชื่อแทนบริษัท

Agenda 7 To approve the Change the authority of the directors who sign on behalf of the company.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 8 พิจารณาอนุมัติการกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2567

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 9 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2567

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

วาระที่ 10 เรื่องอื่นๆ (ถ้ามี)

Agenda 10 Other matters. (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed_____

Disagreed_____

Abstained_____

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder
ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature (_____)	Proxy Grantor	Signature (_____)	Proxy Holder

หมายเหตุ:

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Remarks:

- This Proxy Form C. is used only in case of shareholder whose name appears in the registration book as a foreign investor and has appointed a Custodian in Thailand as a custodian.
- Evidence which must be attached with the Proxy are:
 - Power of attorney from shareholder assigning the custodian to execute the proxy on his/her behalf.
 - A document confirming that the custodian has the permission to conduct the custodian business.
- The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
- For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
- In case the Meeting considers any matters other than those specified above, the shareholder may mark additional statement in the regular continued list attached to the Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
Regular Continued Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เดอะ วัน เอ็นเตอร์ไพรส์ จำกัด (มหาชน)
Authorization on Behalf of the Shareholder of The One Enterprise Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom)

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2024 Annual General Meeting of Shareholders on Friday, April 27, 2024 at 1.00 p.m. via electronic media (Zoom)

or at any adjournment thereof to any other date, time and venue.

วาระที่ _____	เรื่อง : _____
Agenda	Subject:
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.
<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to my / our following instruction.
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/>งดออกเสียง
Agreed _____	Disagreed _____ Abstained _____

วาระที่ _____	เรื่อง : _____
Agenda	Subject:
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.
<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to my / our following instruction.
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/>งดออกเสียง
Agreed _____	Disagreed _____ Abstained _____

วาระที่ _____	เรื่อง : _____
Agenda	Subject:
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.
<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to my / our following instruction.
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/>งดออกเสียง
Agreed _____	Disagreed _____ Abstained _____

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certified that the information contained in this Regular Continued Proxy Form C is complete and true.

ลงชื่อ _____ Signature (_____)	ผู้มอบฉันทะ Proxy Grantor	ลงชื่อ _____ Signature (_____)	ผู้รับมอบฉันทะ Proxy Holder
ลงชื่อ _____ Signature (_____)	ผู้มอบฉันทะ Proxy Grantor	ลงชื่อ _____ Signature (_____)	ผู้รับมอบฉันทะ Proxy Holder



Document for attending 2024 Annual General Meeting of Shareholders by Electronic Method (E-AGM)

Ordinary Person

1. **In case the shareholders attend the meeting by themselves.**
Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).
2. **In case of granting proxy holder.**
 - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.
 - 2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.
 - 2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

Juristic Person

1. **In case of shareholder's representative (director) attend the meeting by themselves.**
 - 1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.
 - 1.2 Copy of shareholder's Affidavit not over three months, and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.
2. **In case of shareholder appoint proxy holder**
 - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.
 - 2.2 Copy of shareholder's Affidavit not over three months, and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.
 - 2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.
 - 2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item 1.
3. **In case of Foreign Shareholder appointing a Custodian in Thailand**
 - 3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.
 - 3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
 - 1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
 - 2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

** By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) **

Guideline for Proxy Preparation

The Company has provided 3 proxy forms: Form A/ Form B / Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

Form A: simple and general proxy form

Form B: specific proxy form

Form C: proxy form for foreign shareholder appointing the custodian in Thailand



The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Select only one of the three forms provided above as follows:
 - 1.1 General shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the three proxy forms.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty and specify the date on the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:
 - 1) **Email:** CS@onee.one and
 - 2) **(Original document) Postal delivery:**
Attention to: **"Company Secretary (Floor 15)"**
Address: No. The One Enterprise Public Company Limited
50 GMM Grammy PLACE, Sukhumvit 21 Rd. (Asoke),
Klongtoeinuea, Vadhana, Bangkok 10110, Thailand

No later than 5.00 p.m. (Thailand time) on April 22, 2024 so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

Meeting Registration

The registrations for attending the meeting will be opened at 12.00 hours on Friday, April 26, 2024 via Teleconference of Electronic Device (Only) by broadcasting live at the Company's headquarters.

Vote

Voting Process

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders, who cast votes as approval or do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman. They do not have to check any box.

Vote Counting Procedures

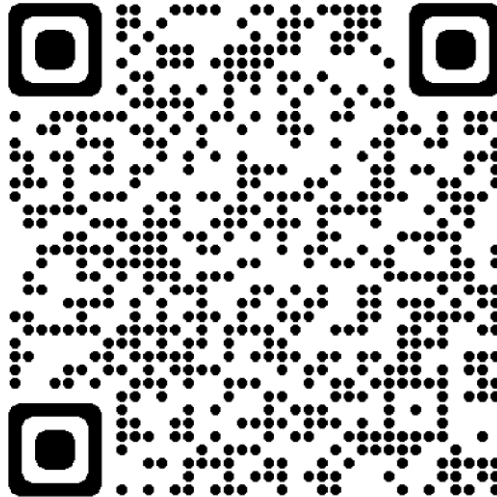
1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the latest number of shares held by attendants in the meeting.

**Guidelines for attending 2024 Annual General Meeting of Shareholders by Electronic Method (E-AGM)**

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at

URL- <https://onee.foqus.vc/registration/>

or scan this QR Code.



The system will be available to access from **April 17- April 26, 2024.**

1. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Securities holder registration number
- Identification Card Number/Passport Number/ Registration Number for juristic person
- E-Mail address for receiving the Web Link, Username and Password for attending the Meeting • Mobile Phone Number
- Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 9. And original documents to send by post.	Details as shown in Enclosure 9. And original documents to send by post.

2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.
 - Username and Password
 - WebLink for attending E-AGM system
 - User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

*Note: If you need assistance submitting document please contact Quidlab
at Phone: 02-013-4322 Email: info@quidlab.com*



3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by April 24, 2024 , please contact the Company immediately.
4. Please study the manual on how to use the E-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 1 hours before the start of the meeting. However, the live broadcast of the conference will only start at 1:00 PM
5. For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
6. In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.



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สร้างสรรค์ความสุขในทุกวัน

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