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**Minutes of the 2025 Annual General Meeting of Shareholders**

**The One Enterprise Public Company Limited**

**Through Electronic Media (E-AGM 2025)**

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The 2025 Annual General Meeting of Shareholders (the “Meeting”, “E-AGM”) held on Monday, April 28, 2025, at 2.07 p.m., Broadcasting live from Studio 2, GMM Grammy Place Building 50 Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok, with Mr. Paiboon Damrongchaitham, Chairman of the Company, presided as the Chairman of the Meeting (the “Chairman”). The Chairman delegated the role to Ms. Srisupang Tamawut, to conduct the Meeting (the “Conductor”)

**Quorum Announcement**

The Conductor announced the statistic of The 2025 Annual General Meeting of Shareholders (the “Meeting”) of The One Enterprise Public Company Limited (the “Company”) that there were total of 29 shareholders attending in person, representing 165,891,106 shares, and 81 by proxies, representing 1,181,899,049 shares, The total number of attendants who were shareholders and proxy holders were equal to 110 persons, representing 1,347,790,155 shares or 56.6001% of total 2,381,250,000 subscribed shares. The quorum was thereby constituted according to the Company’s Articles of Association.

**Meeting Commencement**

Ms. Srisupang Tamawut, being assigned by Mr. Paiboon Damrongchaitham, Chairman of the Company, presided as the Chairman of the Meeting (the “Chairman”), welcomed all shareholders and proxies to the 2025 Annual General Meeting of Shareholders of The One Enterprise Public Company Limited and opened the meeting as well as the conductor moderated the meeting according to the agenda.

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

**Directors attending the Meeting** 13 persons (equivalent to 100 percent of all directors) as follows:

- |    |             |                 |   |
|----|-------------|-----------------|---|
| 1. | Mr. Paiboon | Damrongchaitham | Chairman of the Board   |
| 2. | Ms. Boosaba | Daorueng        | Vice Chairman of the Board Director and Member of Executive Committee   |
| 3. | Ms. Suvabha | Charoenying     | Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee |

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|-----|----------------------------|--|
| 4.  | Mrs. Duangjai Lorlertwit   | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, and Chairman of Risk Management, Corporate Governance and Sustainability Committee |
| 5.  | Mrs. Duangmanee Sukhum     | Independent Director and Member of the Nomination and Remuneration Committee   |
| 6.  | Dr. Nalikatibhag Sangsnit  | Independent Director and Member of the Audit Committee   |
| 7.  | Mr. Kanchit Bunajinda      | Independent Director   |
| 8.  | Mr. Takonkiet Viravan      | Director, Chairman of the Executive Committee and Group Chief Executive Officer  |
| 9.  | Mr. Rafah Damrongchaitham  | Director, Member of Risk Management, Corporate Governance and Sustainability Committee, Executive Director and Group Chief Marketing Officer   |
| 10. | Mr. Piya Sosothikul        | Director and Member of Risk Management, Corporate Governance and Sustainability Committee  |
| 11. | Mr. Sirot Setabandhu       | Director   |
| 12. | Ms. Ingfah Damrongchaitham | Director   |
| 13. | Ms. Sireetorn Srisungworn  | Director, Executive Director   |

**Management attending the Meeting (8 persons) as follows:**

- |    |                                    |   |
|----|------------------------------------|---|
| 1. | Mr. Naran Poomsiri                 | Member of Risk Management Corporate Governance and Sustainability Committee and Group Chief Financial Officer |
| 2. | Mrs. Somsri Preutthipan            | Chief Corporate Officer   |
| 3. | Mr. Nipon Pewnen                   | Executive Director and Chief Production Officer - TV Drama and Executive Director                             |
| 4. | Ms. Suthasinee Busrapan            | Chief Production Officer - Variety  |
| 5. | Mrs. Saithip Montrikul Na Ayudhaya | Chief Executive Officer of CHANGE 2561 Co., Ltd.  |
| 6. | Mr. Sataporn Panichraksapong       | Chief Executive Officer of GMM TV Co., Ltd.   |
| 7. | Mr. Ekachai Uekrongtham            | Managing Director of GMM Studios International Co., Ltd.  |
| 8. | Mr. Somrote Vasupongsotorn         | Managing Director of GMM Media Plc.   |

**Legal Department of the company (1 persons) as follows:**

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|----|------------------------|----------------|
| 1. | Mrs. Suchanya Villegas | Legal Director |
|----|------------------------|----------------|

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

- |    |                      |                                      |
|----|----------------------|--------------------------------------|
| 1. | Ms. Yuchira Tuaton   | Audit Partner of EY Office Co., Ltd. |
| 2. | Ms. Narumol Klinklad | Audit Partner of EY Office Co., Ltd. |

Acting as an inspector in counting votes and supervising the meeting to be in accordance with the law and the Company's regulations.

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

The Conductor informed the meeting that the Board of Directors (“the Board”) of The One Enterprise Public Company Limited (“the Company”) No.1/2025 on February 21, 2025 has resolved to invite all shareholders to attend the 2025 Annual General Meeting of Shareholders (“the Meeting”) which will be convened on Monday, April 28, 2025, at 2.00 p.m., through electronic media (E-Meeting / E-AGM) only, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) , according to the announcement of the Ministry of Digital Economy and Society on Security Standards of Electronic Conferences B.E. 2563 (2020) and other related laws and regulations.

The Conductor said that in this Meeting, it was a form of meeting through the E-AGM system, which the Company assigned Online Asset Co., Ltd., which is the system service, which has been certified by the Electronic Transactions Development Agency ("ETDA") by providing registration services and processing the vote counting system in the meeting. At the same time, the Company delivered the E-AGM Operation Manual to the shareholders and proxies attending the meeting at this time had been informed in advance.

The Company concern the privacy of the information of the shareholders and the proxies and to comply with Thailand Personal Data Protection Act 2019, the Company has announced the personal data protection for the 2025 Annual General Meeting of Shareholders. Once again, the Company would like to inform you that the Company will take photographs and record the video during the E-AGM for the use of reporting and publicizing the E-AGM via electronic means and printing. You may appear in the picture or video recording of the E-AGM, but the details of your identity will not be identified, including the company has asked for consent to disclose the names-surnames of shareholders or proxies who have asked questions, directors, executives, auditors who attended the meeting and answered questions of shareholders in the minutes of the meeting.

The Company was aware of the importance of Good Corporate Governance Policy and provided strong support to maintain greater transparency and confidence to shareholders, investors, and all stakeholders. In organizing the Annual General Meeting of Shareholders, the Company considers the rights and equitable treatment of shareholders; therefore, the Company had invited all shareholders to nominate qualified persons to stand for the election as a Company’s director as well as to propose agenda for the Meeting in advance on the Company’s website [www.theoneenterprise.com](http://www.theoneenterprise.com) from October 1, 2024 to December 31, 2024. However, there was neither proposals of director candidates nor agenda submitted to the Company.

In addition, the company has published the notice of the 2025 Annual General Meeting of Shareholders, auditor’s report, financial statements, the 2024 Annual Report and all related attachments both in Thai and in English on the Company’s website, not less than 28 days prior to the Meeting, that was from March 27, 2025 onwards. For the shareholders’ convenience in accessing the information and considering the agenda and related

documents, including the company has sent the 2024 Annual Registration Statement or Form 56-1 One Report in electronic format via QR Code, which the shareholders and the proxies can scan the QR Code that appears on the Notice of the 2025 Annual General Meeting of Shareholders, which had already been sent to shareholders in advance.

The Conductor invited shareholders and proxy holders to acknowledge the voting and counting processes to be the resolution of the 2025 Annual General Meeting of Shareholders via Electronic Media, with details as follows:

1. According to Section 107(1) of the Public Company Act and Clause 41(1) of the Company's Articles of Association, in general case, the resolution shall be passed by the majority votes of the total number of votes of shareholders who attend the meeting and have the right to vote and in the case of equality of votes, the Chairman shall be entitled to a final casting vote.

Clause 40 of the Company's Articles of Association, in voting shareholder have the right to vote whereby one (1) share shall have one (1) vote,

and Clause 33 of the Company's Articles of Association," The directors shall be entitled to receive remuneration from the Company in the form of award, meeting allowance, gratuity, bonus or benefits of other nature as considered and approved by the shareholders meeting by a vote of not less than two-third (2/3) of the total votes of shareholders attending the meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company's regulations...."

2. This Meeting It is a meeting via electronic media. So, there is no printing of ballots for shareholders and/or proxies. Therefore, voting for resolutions in the form of E-Voting for Electronic Conferencing can be performed as follows:

- 1) In voting via E-Voting System shareholders/proxies can vote for each agenda by voting "Agree", "Disagree" or "Abstain" only. In case of not voting on any agenda, the system will assume that you vote as "Agree".
- 2) In Voting, Shareholders/ Proxies go to Vote menu to vote for each agenda within the specified time (1 minute), when the voting is selected, the system will display a pop-up ("pop-up") and confirm voting. If that time voting has been closed, Shareholders and Proxies will not be able to vote, or change the vote.
- 3) The system will collect votes from shareholders who vote via E-Voting system and shareholders who vote in advance according to the proxy document.

3. Each shareholder is permitted to have only one proxy attending and voting at the meeting. Having multiple proxies holding shares and separately casting votes is not permitted.
4. In the case where the proxy holder represents the shareholder by proxy, it shall be deemed that the proxy holder has the number of votes equivalent to the total number of shares held by the shareholder who granted the proxy. Therefore, in such case, the number of votes given in the proxy for each agenda shall be counted as the votes for the resolution.
5. Votes casted by those holding Proxy Forms “A” and “B” cannot be split for each agenda article. Votes casted by those holding Proxy Form “C” can be split and are only granted to foreign shareholders who have appointed a custodian in Thailand to manage their shares.
6. To count the votes for each agenda, the "disagree" and "abstain" ballot is deducted from total shares of shareholders and proxy holders attending the meeting and pertain the right to vote. The result of each agenda would be announced in the meeting.

In case of no shareholder casting Disagree or Abstain (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.

The vote counting process which would be conducted by computer system as follows:

- Step 1: Total shares of shareholders and proxy holders attending the meeting will be recorded as “Agree” votes.
- Step 2: The votes of “Disagree” and “Abstain” will be deducted according to the proxy authorization.
- Step 3: The votes of “Disagree” and “Abstain” will be deducted from voting through the E-Voting system.

The Conductor then summarized the result of each agenda.

In order to the meeting concise and efficient for all attendees, any shareholders and proxies who have questions or comments can be done in 2 ways: 1) by sending the message via chat and 2) by turning on camera and microphone (voice) via click on “Hand”.

To comment or ask questions by sending the message and by voice, all attendees shall inform your name and surname including state that you were attending by yourself or by proxy before ask your question. Attendees shall ask the question within 1 minute after finishing the presentation of each agenda.

All the questions and suggestions should be concise and related to each agenda. Shareholders or proxies wish to ask or suggest on other topics not related to the agenda, to submit in agenda 8 or submit to the management executives at the end of the meeting.

Then the conductor proposed agenda as follows:

**Agenda 1 To acknowledge the declaration of the 2024 operational results and the Company's Annual Report**

The Conductor invited Mr. Takonkiet Viravan (“Mr. Takonkiet”), Group Chief Executive Officer who declared that the previous year was the challenge year and the Company’s revenue in 2024 was growth from 2023.

Performance results and important events in 2024

The year 2024 was a challenging year for the Media and Entertainment industry amid a volatile global economy, intense competition, limited advertising budgets and rapidly changing consumer behavior. The inevitable impact on industry is a challenge that the company has to face. Despite the challenges, the company has overcome all obstacles and created proud achievements, including continuous revenue growth because ONEE is not just a TV channel, but the company is a Content Creator and lifestyle Entertainment with income from many channels including Content Marketing, Idol Marketing and Production Business.

Despite the challenges, ONEE has continued to grow. Both the Content Marketing business, which comes from the Copyrights and Radio sub-businesses, continue to grow by creating high-quality content that has gained popularity from viewers. In addition, the ratings have improved significantly.

In addition, in the Idol Marketing business group last year, the company was successful in creating quality artists with a large fan base, including concerts and fan meetings with many participants. The company also pays attention to ESG operations, including Environment, Social, and Governance.

- In 2024, the company's total revenue was 6,669.25 million baht divided into operating income of 6,609.92 million baht and other income of 59.23 million baht, operating income is divided into 3 main business groups:
- Content Marketing 4,245.63 million baht, an increase of 1.5%, accounting for 64.2% of operating income.
- Idol Marketing 2,223.47 million baht, an increase of 11.93%, accounting for 33.6% of operating income.
- Production Business 140.82 million baht, down 46.43%, accounting for 2.1% of operating income.
- Net profit in 2024 is 426.23 million baht, which may decrease slightly by 15.86% compared to the previous year due to an increase in marketing and management expenses, which are investments in preparation for industry changes and create timely growth in the future.
- In addition, ONEE has a strong financial position, with no interest-bearing debts from financial institutions, and we have consistently paid dividends to shareholders.

- The year 2025 will still be a challenging year, but ONEE is prepared to face the changes. We will focus on creating content that meets the needs of modern consumers, expand our customer base, and seek new business opportunities without neglecting to generate income from abroad.
- The year 2025 will still be a challenging year, but ONEE is prepared to face the changes. We will focus on creating content that meets the needs of modern consumers, expand our customer base, and seek new business opportunities without neglecting to generate income from abroad ready to expand to generate income and focus more on the Idol Marketing business. In addition, the company also focuses on developing the oneD application to be another strong main channel for viewing content in the future. In line with changes in consumer behavior and technology, the oneD application has currently been downloaded with over 22 million downloads.

Mr. Takonkiet concluded that from the conclusion of the year 2024, despite facing challenges from all sides, both from the economy and the industry, we still grow steadily with a total income of more than 6,669 million baht, which reflects the strength of the Content Creator & Lifestyle Entertainment strategy continue to develop quality content, create potential artists, invest in innovations, and continuously seek new business opportunities to generate diverse income and grow sustainably in the future. All of this is consistent with the MD&A management's discussion and analysis for 2024 operating results.

Additionally, the Company conducted under good corporate governance which is used as a guideline for business operation. The Company is aware of the importance of anti-corruption. In 2024, the Company reviewed and distributed the good corporate governance of the Company called “CG handbook” for transparent business operations.

Whistleblower could submit complaints or details and evidence regarding corruption matters via the company's website. when receiving complaints and/or tips, the Company will investigate, inquire, and consider penalties (if any), which are in accordance with the tips and complaints policy, which is part of the operations manual and the policy on good corporate governance.

The Conductor asks shareholders and proxies to post their inquiries. The inquiries and opinions mentioned in this agenda. It turned out that no shareholders or proxies asked for any other details.

During the conduct of this agenda, there were 1 additional shareholders attending the Meeting, representing 6,000 shares. Thus, there were 111 shareholders attendee the Meeting and the total number of shares present in the Meeting was **1,347,796,155 shares**.

Whereas this agenda is proposed for acknowledgment, there was no vote. The conductor summarized that the meeting acknowledged the operation result of year 2024 and the 2024 annual report as proposed above

**Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2024.**

The Conductor invited Ms. Suvabha Charoenying (“Ms.Suvabha”), as a Chairman of the Audit Committee, to inform the details of this agenda to the Meeting.

Ms. Suvabha said that Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2024 was reviewed by the Audit Committee. The Audit Committee expressed their opinion that the auditor's report, financial statement and note to the financial statement contained accurate information, in accordance with facts and was made in accordance with general accepted accounting standards. The financial statement was reviewed and certified by the Company's auditor – **Ms. Sineenart Jirachaikhuan** from EY Office Co., Ltd. He expressed his opinion that the financial statement of the Company showed accurate information in accordance with appropriate content stipulated for the financial report standard.

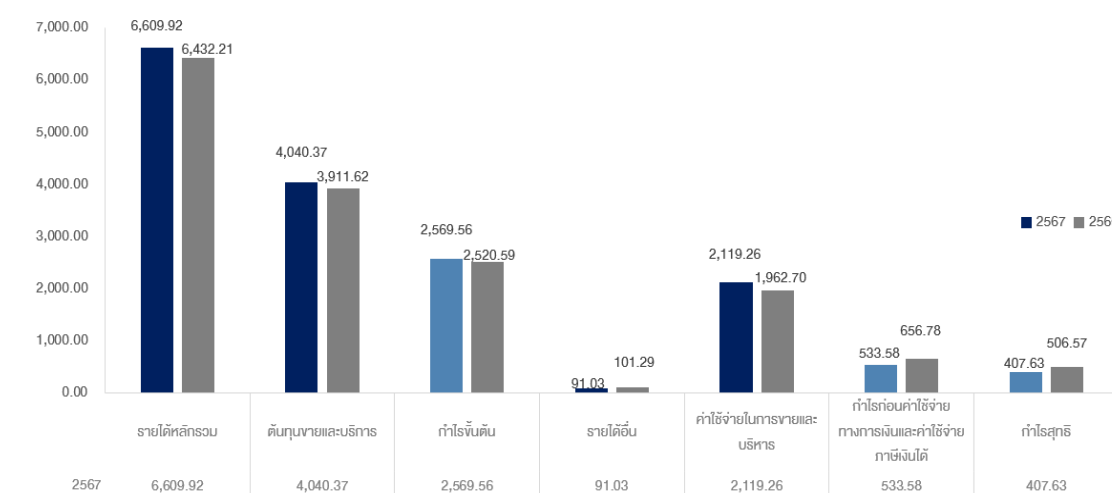
Thereafter, Ms. Suvabha assigned Mr. Naran Poomsiri (“Mr. Naran”) to summarize the information of the financial statement to the Meeting that the company had prepared financial statements. As shown in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report 2024) delivered to the shareholders in the form of QR Code together with the meeting invitation letter and summarized the essence of the financial statements as follows:

- **Statement of Comprehensive Income**

**งบกำไรขาดทุนรวม**



หน่วย: ล้านบาท

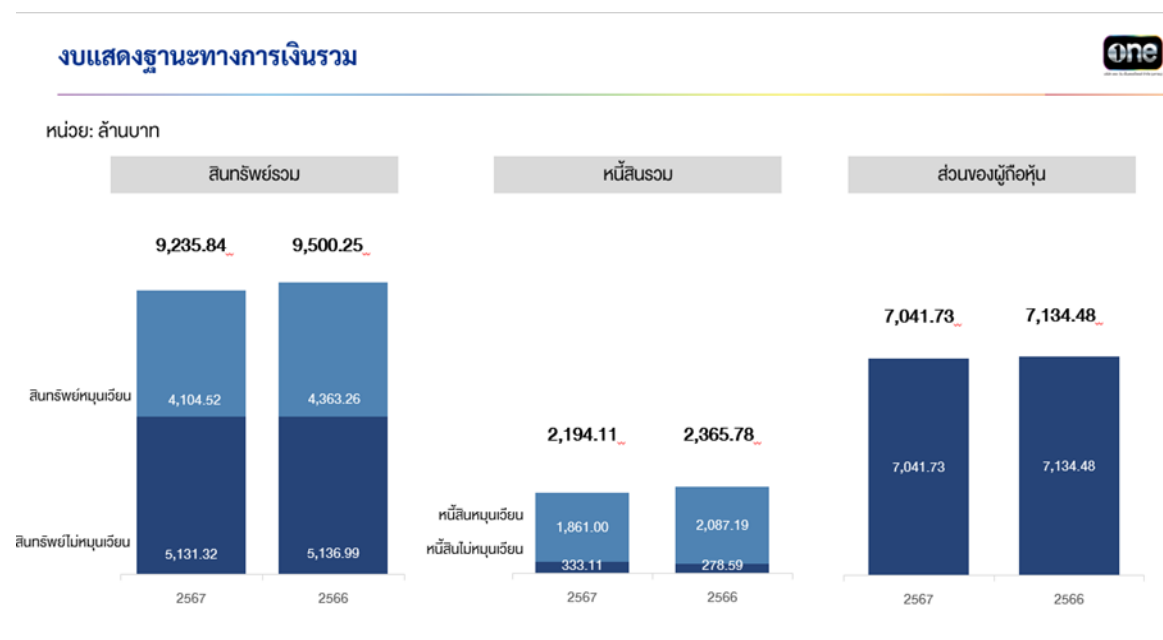


For the year 2024, the Company had total operating income of 6,609.92 million baht increase of 177 million baht from last year, or 2.76%.



- Profit equal to 2,569.56 million baht increase of 49 million baht from last year or 1.94%.
- Other incomes equal to 91.03 million baht decreased by approximately 10 million baht from last year.
- Selling and administrative expenses were 2,119.26 million baht, an increase of 156.56 million baht from the last year. Profit before finance cost and tax equal to 533.58 million baht decreased by 123.2 million baht from last year and net profit. (after tax) equal to 407.63 million baht decreased by approximately 99 million baht from last year or 19.5%

▪ **Statement of Financial Position**



For the year ended 31 December 2024, the Company had total assets of 9,235.84 million baht, divided into current assets of 4,104.52 million baht and non-current assets of 5,131.32 million baht,

- The Company has total liabilities of 2,194.11 million baht, divided into current liabilities of 1,861.00 million baht and non-current liabilities of 333.11 million baht.
- The Company group had shareholders' equity equal to 7,041.73 million baht and has total debt and shareholders' equity of 9,235.84 million baht.

The details of Financial Statement was shown in the Annual Report 2024 (Form 56-1 One Report 2024) delivered to the shareholders in the form of QR Code together with the meeting invitation letter.

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

### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2024 by majority votes of the shareholders attending the Meeting and casted their votes. The voting results were as below:

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,796,155	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,796,155	100.0000
Abstained	0	0.0000

### **Agenda 3 To approve the apportionment as statutory reserve fund from the 2024 operational results.**

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

The Conductor invited Mr. Naran Poomsiri ("Mr. Naran") to present the details to the Meeting. Mr. Naran declared according to separate financial statements for the fiscal year ended 31 December 2024 in the separate financial statements in the amount of Baht 529,706,591.32. 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 2024 ending December 31, 2024 of separate financial statements, totaling Baht 26,485,329.57.

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

### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2024 ending December 31, 2024, totaling Baht 26,485,329.57. by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below:

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,796,155	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,796,155	100.0000
Abstained	0	0.0000

**Agenda 4 To approve the dividend payment for the 2024 operational results.**

The Conductor announced to the Meeting that the Company has a policy paying the dividends to shareholders at a rate of not less than 40% of the Company's net profit from normal operation from the Company's consolidated financial statements (after taxes and reserves, as required by applicable laws and as determined by the Company) However, it must not exceed the retained earnings of the Company. that appear in the separate financial statements. However, it must not exceed the retained earnings of the Company, that appear in the separate financial statements. According to Section 115 of the Public Act and the Company's Articles of Association Clause 49 which stated that "Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid." In this regard, the Board of Directors may determine the dividend payment and the rate of dividend payment different from the rate specified herein. taking into account the performance Financial status, cash flow, working capital, investment and business expansion plans, market conditions, liabilities, conditions and restrictions as specified in the loan agreement. and other suitability in the future of the Company Group. including the necessity as well as other relevant factors which the Board of Directors deems appropriate.

The Conductor invited Mr. Naran Poomsiri ("Mr. Naran") who was assigned to be the representative of the board of directors to present details to present the details of this agenda to the Meeting. Mr. Naran said the Board of Directors agreed that the ordinary shareholder meeting should acknowledge the Board of Directors Meeting No. 6/2024, which was held on August 23, 2024, resolved to approve the payment of the interim dividend from the unappropriated retained earnings pursuant to the separate financial statement as at June 30, 2024 to the shareholders of the Company, at the rate of Baht 0.08 per share, totaling approximately Baht 190,500,000 .The said dividend was paid to shareholders on September 20, 2024.

According to the Company's performance in 2024, the company has the Net profit after income tax expenses, ending December 31, 2024 of separate financial statements in the amount Baht 529,706,591.32. The Board of Director agreed to propose the ordinary shareholder meeting to consider and approve the dividend payment for the 2024 operational results at the rate of 0.17 Baht per share to the shareholders of 2,381,250,000 shares or totaling Baht 404,812,000 equivalent to 94.98% of the Consolidate' s net profit from operating

activities, ending December 31, 2024. 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 0.08 Baht per share on September 20, 2024. Therefore, the remaining dividends that the Company must be paid additionally at the rate of 0.09 Baht per share to the shareholders of 2,381,250,000 shares or in amount of Baht \*214,312,500. 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, 2025 and the payment of the dividend will be made on May 26, 2025.

The dividend paid at the rate of 0.09 Baht per share will be paid from net profit (after tax) for the last six months of 2024 years. (From July,1 2024 – December 31, 2024) according to the separate financial statements which is net profit and profit from dividends which was paid from subsidiaries, 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

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

During the conduct of this agenda, there were 1 additional shareholder attending the Meeting, representing 20,000 shares. Thus, there were 112 shareholders attendees of the Meeting and the total number of shares present in the Meeting was **1,347,816,155 shares**.

*\*Remark: According to Mr. Naran's report, the dividend payment has increased by 0.09 baht per share to shareholders of 2,381,250,000 shares, totaling an increase in dividend payment of 240.31 million baht. Please amend it to pay an additional dividend of 0.09 baht per share to shareholders of 2,381,250,000 shares, totaling an additional dividend payment of 214.31 million baht. However, the information presented on the screen (Presentation) is correct.*

### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved the dividend payment for the 2024 operational results at the rate of 0.17 Baht per share to the shareholders of 2,381,250,000 shares or totaling Baht 404,812,500 which the details are as proposed and approved the Record Date to entitle rightful shareholders who may receive the dividend will be on May 7, 2025 and the payment of the dividend will be made on May 26, 2025 by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below:

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,816,155	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,816,155	100.0000
Abstained	0	0.0000

**Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2025**

The Conductor declared to the meeting that pursuant to Public Limited Companies Act B.E. 2535, Section 71 and Clause 21 of the Company’s Articles of Association, which stated that; “At every annual general meeting, one-third (1/3) of directors at that time shall retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall be retired. The directors to retire in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held longest shall retire. The directors retiring from office may be re-elected.”

Due to Ms. Suvabha Charoenying (“Ms. Suvabha”), as the Chairman of the Nomination and Remuneration Committee announced to the meeting that at the 2025 Annual General Meeting of Shareholders, there will be 4 directors who are due to resign from their positions according to the 2025 term, out of a total of 13 directors, consisting of the following persons:

Name	Position in the Board	Position in the Sub-Committees
1. Mrs. Duangjai Lorlertwit	Independent Director	<ul style="list-style-type: none"> <li>• Member of the Audit Committee</li> <li>• Chairman of Risk Management Corporate Governance and Sustainability</li> <li>• Member of Nomination and Remuneration Committee</li> </ul>
2. Mrs. Duangmanee Sukhum	Independent Director	<ul style="list-style-type: none"> <li>• Member of the Nomination and Remuneration Committee</li> </ul>
3. Mr. Piya Sosothikul	Director (Non-Executive Director)	<ul style="list-style-type: none"> <li>• Member of the Risk Management, Corporate Governance and Sustainability Committee</li> </ul>

Name	Position in the Board	Position in the Sub-Committees
4. Mr. Rafah Damrongchaitham	Director (Executive Director)	<ul style="list-style-type: none"> <li>• Member of the Risk Management, Corporate Governance and Sustainability Committee</li> <li>• Member of the Executive Committee</li> </ul>

Ms. Suvabha informed that for transparency and compliance with good corporate governance principles, therefore, invite all 4 directors who are due to retire by rotation, namely Mrs. Duangjai Lorlertwit, Mrs. Duangmanee Sukhum, Mr. Piya Sosothikul and Mr. Rafah Damrongchaitham to leave the meeting room and will be invited back again when the voting on this agenda was completed.

Ms. Suvabha stated that with respect to the Company's Good Corporate Governance Policy, the shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance for the 2024 Annual General Meeting of Shareholders via the Company's website [www.theoneenterprise.com](http://www.theoneenterprise.com), from October 1, 2024, to December 31, 2024. However, no shareholder nominated qualified people to the Company.

Therefore, the Nomination and Remuneration Committee (the "NRC") at the Meeting No.1/2025 held on February 20, 2025 had deliberately considered carefully screened and considered the suitability, scope of roles and responsibilities of each retiring director taking into account the best interests of the Company under the policy, criteria and nomination process of the Company (Details appear in the 2024 Annual Report (Form 56-1 One report) under the heading "8.1. Report on Major Operating Performance in 2024 Corporate Governance" > "8.1.1 Recruitment, Development and Evaluation of the Board's Performance" > "(1) Nomination")

The Nomination and Remuneration Committee and found that the 4 retired directors, namely Mrs. Duangjai Lorlertwit, Mrs. Duangmanee Sukhum, Mr. Piya Sosothikul and Mr. Rafah Damrongchaitham are suitable 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.

The NRC has considered proposing to Mrs. Duangjai Lorlertwit, Mrs. Duangmanee Sukhum, 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 Mrs. Duangjai Lorlertwit, as 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 3.5

Therefore, the Board of Directors (excluding interested directors) has therefore carefully screened and considered the suitability to ensure that the person nominated this time Have qualifications suitable for the business of the company and the scope of roles and responsibilities of the 4 directors who retired by rotation, taking into account the highest benefits of the Company as the main principle, according to the opinion of the Selection and Remuneration Committee above, and it is appropriate to propose to the general meeting of shareholders to consider appointing the following 4 persons:

- (1) To consider and approve the appointment of Mrs. Duangjai Lorlertwit, as an Independent Director, Member of the Audit Committee, Chairman of Risk Management Corporate Governance and Sustainability, and Member of Nomination and Remuneration Committee for another term.
- (2) To consider and approve the appointment of Mrs. Duangmanee Sukhum, as an independent director and Member of Nomination and Remuneration Committee for another term.
- (3) To consider and approve the appointment of Mr. Piya Sosothikul, as a Director (Non-Executive Director), Authorized Director and Member of Risk Management Corporate Governance and Sustainability for another term.
- (4) To consider and approve the appointment of Mr. Rafah Damrongchaitham as a Director (Executive Director), Authorized Director, Member of Risk Management Corporate Governance and Sustainability, Member of Executive Committee for another term.

The background and related information of such person and the definition of an independent director appeared in the invitation letter to the 2025 Annual General Meeting of Shareholders as per the attachments 3.1 – 3.4 which had already delivered to the shareholders.

After that, the Conductor explained to the meeting that in order to comply with the Company's good corporate governance policy. This vote, the shareholders will be able to vote for the appointment of each director individually.

After the vote closed, the Conductor invited 4 directors to return into the conference room.

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

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

The Meeting considered the matter and casted the votes. The Meeting approved the appointment of 4 directors, (1) Mrs. Duangjai Lorlertwit, (2) Mrs. Duangmanee Sukhum, (3) Mr. Piya Sosothikul, and (4) Mr. Rafah

Damrongchaitham to serve as the Director of the Company by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below:

**1) Mrs. Duangjai Lorlertwit**

**Independent Director, Member of the Audit Committee, Chairman of Risk Management Corporate Governance and Sustainability, Member of Nomination and Remuneration Committee**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,816,155	100.000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,816,155	100.0000
Abstained	0	0.0000

**2. Mrs. Duanmanee Sukhum**

**Independent Director and Member of Nomination and Remuneration Committee**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,816,155	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,816,155	100.0000
Abstained	0	0.0000

**3. Mr. Piya Sosotikul**

**Director (Non-Executive Director), Authorized Director and Member of Risk Management Corporate Governance and Sustainability**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,816,155	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,816,155	100.0000
Abstained	0	0.0000



**4. Mr. Rafah Damrongchaitham**                      **Director (Executive Director), Authorized Director,  
Member of Risk Management Corporate Governance and  
Sustainability, Member of Executive Committee**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,816,155	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,816,155	0.0000
Abstained	0	0.0000

**Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2025**

The Conductor briefed that 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."

The Conductor invited Ms. Suvabha Charoenying, as the Chairman of the Nomination and Remuneration Committee ("Ms. Suvabha") to announce the details of this agenda to the Meeting.

For the 2025 Annual General Meeting of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2025 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 2024 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 2025 as follows as the followings:

- **Remuneration of the Company's Directors and committees for the year 2025** will consist of:
  1. The monthly remuneration (paid to the Board of Directors and the Audit Committee for a monthly basis at the specified rate)
  2. The Meeting Allowance per meeting (paid to directors and sub-committees, according to the actual attendance per meeting basis at the specified rate)
  3. The annual bonus for the year 2025 which is paid to company directors in the amount not exceeding baht 10,000,000 (allocated according to the criteria and details specified)
- **Non-Monetary Remuneration / Other Benefits:** The Company provided the Directors and Officers Liability Insurance (D&O), with a total coverage of 200,000,000 baht, covering the Company's directors and executive officers. and affiliated companies including sub-committees.

**The Board of Directors' and Sub- Committees' Remuneration Criteria** (using the same rate as last year)

**(1) Monthly Remuneration and Meeting Allowance**

Committee	2023		2024		2025 (Proposed)	
	Monthly Remuneration	Meeting Allowance	Monthly Remuneration	Meeting Allowance	Monthly Remuneration	Meeting Allowance
	(baht /person / month)	(baht /person /time)	(baht /person / month)	(baht /person /time)	(baht /person / month)	(baht /person /time)
<b>The Board of Directors</b>						
Chairman of the Board	30,000	20,000	30,000	20,000	<b>30,000</b>	<b>20,000</b>
Non-Executive Director	20,000	20,000	20,000	20,000	<b>20,000</b>	<b>20,000</b>
Executive Director	-None-	20,000	-None-	20,000	<b>-None-</b>	<b>20,000</b>
<b>Sub-Committee:</b>						
<b>Audit Committee</b>						
Chairman	10,000	20,000	10,000	20,000	<b>10,000</b>	<b>20,000</b>
Member	5,000	20,000	5,000	20,000	<b>5,000</b>	<b>20,000</b>
<b>Nomination and Remuneration Committee</b>						
Chairman	-None-	15,000	-None-	15,000	<b>-None-</b>	<b>15,000</b>
Member	-None-	15,000	-None-	15,000	<b>-None-</b>	<b>15,000</b>
<b>Executive Committee</b>						

Committee	2023		2024		2025 (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)
Chairman	-None-	10,000	-None-	10,000	-None-	10,000
Non-Executive Director	-None-	10,000	-None-	10,000	-None-	10,000
Executive Director	-None-	-None-	-None-	-None-	-None-	-None-
<b>Risk Management, Corporate Governance and Sustainability</b>						
Chairman	-None-	15,000	-None-	15,000	-None-	15,000
Non-Executive Director	-None-	15,000	-None-	15,000	-None-	15,000
Executive Director	-None-	-None-	-None-	-None-	-None-	-None-

## (2) 2025 Annual Bonus

It is deemed appropriate to set the limit for the allocation of the 2025 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 2025 are as follows: (using the same criteria as last year).

1. Assign the Nomination and Remuneration Committee to consider the allocation of the 2025 annual bonus.
2. The annual bonus payment is not exceeding 0.15% of the total income according to the annual financial statements 2025 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.

## (3) 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 2024 by individual are shown on annual information report/ the annual report year 2024 (form 56-1 one report)

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

During the conduct of this agenda, there were 1 additional shareholders attending the Meeting, representing 11,000 shares. Thus, there were 113 shareholders attendee the Meeting and the total number of shares present in the Meeting was **1,347,827,155 shares**.

### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved the Board of Director and subcommittee's remuneration for the year 2025 for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Executive Committee and the Risk Management and Corporate Governance Committee which comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and the annual bonus will be paid not exceeding Baht 10,000,000 (allocated according to the criteria and details specified), According to the rules and details set forth as per the details proposed above by not less than two-third of the total votes casted by shareholders attending the Meeting. The voting results are as below:

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,827,155	100.0000
Disagreed	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	1,347,827,155	100.0000

### **Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2025**

The Conductor informed the Meeting that pursuant to the Public Act and the Company's Articles of Association Clause 57, shareholders are responsible for the appointment of the Company's auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor. 75/2561 (No.14) Re: Rules, conditions, and procedures for information disclosure relating to the financial condition and operating results of issuing companies on "Auditor Rotation" whose key points can be summarized as follows: "Listed companies must ensure the rotation of its auditor. In case the auditor has reviewed and/or audited and commented on the financial statements of the

Company for seven consecutive accounting periods, whether consecutive or not, the company will be able to appoint the above auditor at least after the end of the next five accounting periods.”

The Conductor invited Ms. Suvabha Charoenying (“Ms. Suvabha”), as a Chairman of the Audit Committee to present the details of this agenda to the Meeting.

Ms. Suvabha proposed the Meeting that for the 2025 Annual General Meeting of Shareholders, after due consideration by the Board, with a consent from the Audit Committee, it was deemed appropriate to re-elect **EY Office Limited (“EY”)**, the Company’s auditor, and is certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2025. That was because of their excellent working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below to be responsible for reviewing, audit, and provide an opinion on the financial statements of the Company:

**The Company’s Auditors:**

Name of The Company’s Auditors:	CPA No.	As the Company’s Auditors	
		Year	Period (years)
1. Ms. Yuchira Tuaton <sup>(2)</sup> or,	10725	-	-
2. Mr. Kitti Teachakasembundit <sup>(2)</sup> or	9151	-	-
3. Ms. Sineenart Jirachaikhuan Khan <sup>(1)</sup> or	6287	2024	1
4. Mrs. Poonnard Paچارoen <sup>(2)</sup>	5238	-	-

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:**

Name of The Company’s Auditors:	CPA No.
1. Ms. Yuchira Tuaton <sup>(2)</sup> or,	10725
2. Mr. Kitti Teachakasembundit <sup>(2)</sup> or	9151
3. Ms. Sineenart Jirachaikhuan Khan <sup>(1)</sup> or	6287
4. Mrs. Poonnard Paچارoen <sup>(2)</sup>	5238

Ms. Yuchira TuatonCPA No. 10725 of EY will be certified in the Company's financial statements, The aforementioned auditors will be responsible for reviewing and auditing. and giving opinions on the financial statements of the Company and its affiliates for the first year. In the event that the auditors are unable to perform their duties, EY will replace the aforementioned auditors to conduct the audit work and give an opinion on the financial statements of the Company.

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

### **The Audit Fee**

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2025 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 2023 - 2025 could be summarized as follows:

(Unit: Baht)

Company	2025 Audit fee (Proposed)	% Change	2024 Audit fee	2023 Audit fee
The One Enterprise Plc.	1,350,000	-	1,350,000	1,350,000
Non-audit service fee	- None -	-	- None -	- None -

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

### **Resolution of the Meeting**

The Meeting considered the matter and casted the votes. The Meeting approved appointment of EY Office Limited, as the Company's auditor for the fiscal year ending December 31, 2025 and the determination of the audit fee amounting to 1,350,000 (Baht one million three hundred fifty thousand) for the year 2025 as proposed above, by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below:

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	1,347,827,155	100.0000
Disagreed	0	0.0000

Eligible Voter	Number of Vote (shares)	Percentage
Voided Ballot	0	0.0000
Total	1,347,827,155	100.0000
Abstained	0	0.0000

### **Agenda 8 Other matters (If any)**

The Conductor asked the shareholders and proxies whether there were any other matters for consideration, to be in accordance with Section 105 of the Public Act., it is stipulated that shareholders holding shares in aggregate of not less than one-third of the total number of shares sold of the Company which is equivalent to 793,750,000 shares (seven hundred and ninety three million seven hundred and fifty thousand shares), They will ask the meeting to consider other matters. other than those specified in the meeting notice. But it turned out that no other matter was raised to the Meeting to consider apart from the agenda specified in the notice of the Meeting (Other questions and comments were provided in the appendix attached to this minutes)

Thereafter, the Conductor invited Mr.Takonkiet to declare the adjournment.

The Chairman expressed his appreciation to all shareholders for taking their time to attend the Meeting and support the company as well, making various agendas presented today went well. and then declared the Meeting adjourned.

**The Meeting adjourned at: 3.32 p.m.**

Signature - Mr. Paiboon Damrongchaitham - The Chairman of the Meeting  
(Mr. Paiboon Damrongchaitham)

Signature - Mrs. Kanokwan Kosakanan - Minutes Recorder  
(Mrs. Kanokwan Kosakanan)

**Summary of Queries and Answers**

**The 2025 Annual General Meeting of Shareholders is on Monday, April 28<sup>th</sup>, 2025.**

**The One Enterprise Public Company Limited**

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General opportunity for shareholders to inquire and make suggestions

Question Mr. Piyapong Prasaththong, the shareholder who submitted the question on the chatting channel, inquired as follows.

- What measures does the company have to protect stars, singers, actors of Channel One 31 so that no one can sue for defamation, have their personal rights violated, or pretend to be a presenter for advertising products without permission, including regarding copyrights and intellectual property because the stars, singers, and actors of Channel One 31 have signed legal employment contracts, they are the property of the company.

Answer Mr. Takonkiet Viravan answered as follows.

- Company as a manager of artists' work, in the event of an infringement of the artists' rights, the company will take legal action to protect the artists and will take legal action against the infringers, whether it be copyright, intellectual property, or personal rights of the artists.