

**Regulations and Articles of Association of the Company Concerning the Shareholders' Meeting**

**1 ) Documents or Evidences of Shareholders or Proxy Holders Entitled to Attend the Shareholders' Meeting**

Pursuant to the policy of the Stock Exchange of Thailand Committee, regarding Procedures in Organizing Shareholders' Meeting of Listed Companies, dated February 19, 1999, issued for listed companies as a guideline of good conduct to create confidence among shareholders, investors and all related parties, and to properly arrange a shareholders' meeting with transparency and fairness for the benefits of the shareholders, the Company deems it appropriate to verify documents and evidences of the shareholders or proxy holders entitled to attend the meeting as a tendency for future practice. The Company hereby reserves its right to relax the submission of documents or evidences of the shareholders or proxy holders who are entitled to attend the meeting on a case by case basis at its discretion.

**1. Individual**

1.1 Thai Shareholder

- (a) Identity Card of the shareholder (citizen identity card, civil servant identity card or state enterprise identity card)
- (b) In case of proxy granting, a copy of the identity card of the proxy grantor and the identity card or the passport (in case of foreigner) of the proxy holder

1.2 Foreign Shareholder

- (a) Passport of the shareholder
- (b) In case of proxy granting, a copy of the passport of the proxy grantor and the identity card or the passport (in case of foreigner) of the proxy holder

**2. Corporation**

2.1 Thai Corporation

- (a) A copy of the affidavit issued by the Department of Business Development, Ministry of Commerce dated not more than 30 days.
- (b) A copy of the identity card or the passport (in case of foreigner) of the authorized director(s) who signed the proxy, and the identity card or the passport (in case of foreigner) of the proxy holder.

2.2 Foreign Corporation

- (a) A copy of affidavit
- (b) A copy of the identity card or the passport (in case of foreigner) of the authorized director(s) who signed the proxy, and the identity card or the passport (in case of foreigner) of the proxy holder.

All the copies of documents must be certified. Documents issued outside Thailand should be certified by a notary public.

**2) Proxy Process**

1. There are 3 proxy forms :-

- Form A : A general proxy form which is easy and not complicated
- Form B : A proxy form which provides more definite details of the authorization
- Form C : A proxy form used only for foreign investor shareholder appointing a Thai resident as custodian

2. In case of foreign investor shareholder appointing a Thai resident as custodian, he/she can use any one of the following proxy forms :- Form A, Form B or Form C. Other shareholders can use only one proxy form: - Form A or Form B.
3. The Company attaches only proxy Form B with this invitation letter. A shareholder who would like to use proxy Form A or Form C, can contact the Corporate Affairs Department of the Company, telephone number 02-502-0787 or download the forms from website of the Company ([www.mono.co.th](http://www.mono.co.th))
4. Any shareholder who cannot attend the meeting in person may be present by proxy, appointing any person or any of the independent directors of the Company whose names appear below to vote on his/her behalf. The shareholder may specify three proxy holders for his/her convenience as in case any of the proxy holders cannot attend the meeting, other proxy holders who are authorized will attend it instead. However, only one proxy holder can attend the meeting.

The Company's independent directors whom the shareholder may appoint as proxy holder are:

- |                                     |  |
|-------------------------------------|--|
| 1) Mrs. Punnee Worawuthichongsathit | Age 64 years<br>Independent Director and Chairperson of Audit Committee  |
| 2) Mr. Preecha Leelasithorn         | Age 53 years<br>Independent Director, Member of Audit Committee and<br>Chairman of Remuneration and Nomination Committee   |
| 3) Mr. Kriengsak Thiennukul,        | Age 51 years<br>Independent Director, Member of Audit Committee and<br>Member of Remuneration and Nomination Committee   |
| Address                             | Mono Technology Public Company Limited<br>No. 200 Moo 4 Jasmine International Tower 16 <sup>th</sup> Fl.,<br>Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120 |

All of the above mentioned independent directors have no interest in any matter of each agenda.

A shareholder who would like to appoint the Company's independent directors to be his/her proxy holders shall send the proxy form prepared and executed in accordance with the rules stated above to the Corporate Affairs Department together with the relevant documents. The proxy form and the documents are required to reach the Company at least 1 day prior to the meeting date.

5. Please completely fill in the proxy form and attach a copy of identity documents of proxy grantor as for your benefit and right to attend the meeting.
6. The Company reserves the right to reject the proxy form which specifies number of shares exceeding those shown in the share registration book.

### **3) Registration for Attendance**

A shareholder or a proxy holder may register and submit his/her documents or evidences for verification at the meeting venue on Wednesday, April 27, 2016 from 12.00 hrs.

After the shareholder or the proxy holder has already registered for attendance, the Company's officer will give him/her a set of vote card for voting as detailed below:-

1. A shareholder attending the meeting in person will receive one set of vote card.

2. Proxy holder

2.1 In case any shareholder does not specify his/her intention to vote in the proxy form, the proxy holder will receive a set of vote card for voting.

2.2 The proxy holder holding proxy form B or form C, in which the intention to vote is already specified by the shareholder, will not receive a vote card set since the Company's officer has already recorded the shareholder's votes according to the proxy form when making attending registration. These votes will be combined altogether with the votes from other attending shareholders. (The proxy holder who needs a vote card set for copying the proxy grantor's vote for verification can obtain it from the Company's officer but he/she cannot re-vote in the meeting.)

#### **4) How to Vote**

1. In considering any agenda, the Chairman of the meeting or a person appointed to run the meeting shall ask the shareholders who disagree or abstain to raise their hands. Then, the Company's officer will collect his/her vote card for calculation. The total number of the shareholders attending the meeting and having the right to vote in the meeting will be subtracted by the vote of the shareholders who disagree or abstain according to the number of shares they hold. In case none of the shareholders disagree or abstain the vote, it shall mean that the meeting agrees or approves the proposed matter.

2. A shareholder, having special interest in any matter, cannot vote on that matter. The Chairman of the meeting may request such shareholder to leave the meeting room temporarily while the voting of that particular agenda is in process.

3. The election of directors shall be made in accordance with Article 16 of Articles of Association of the Company.

#### **5) Articles of Association of the Company concerning shareholders' meeting**

**Article 16** The election of the Company's directors shall be made by a general meeting of shareholders in accordance with the following rules and methods:

(1) One share (1) is equal to one vote (1).

(2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.

(3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

**Article 17** At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office.

The retired director is eligible for re-election.

The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first.

**Article 18** Aside from retirement due by rotation, the directors shall retire due to:

- (1) Passing Away
- (2) Resignation
- (3) Qualifications fall short of the criteria or incompatibility as specified by the Public Company Limited law as well as the security and exchange law
- (4) Resolution by the Annual General Meeting of Shareholders as mentioned in Article 20
- (5) Order by the Court to resign

**Article 20** The shareholders meeting may adopt a resolution to remove any director from office prior to his retirement by rotation by a vote of not less than three-fourth of the number of shareholders who attend and have the right to vote in the meeting and collectively hold not less than half of the shares held by the shareholders attending and have the right to vote in such meeting.

**Article 22** The Company's Directors are entitled to remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or other kinds of benefit as considered and approved by the shareholders meeting with the votes of not less than two-thirds ( $2/3$ ) of the total shareholders attending the meeting. Such remuneration may be fixed in an exact amount or by a specific principle and may be fixed from time to time or perpetually until the shareholders meeting will resolve to change in otherwise. In addition, the Company's Directors is entitled to allowance and welfare pursuant to the Company's regulations.

The provision in Paragraph one shall not affect the rights of the directors appointed from the Company's employees or staff who is entitled to the remuneration and benefits as the Company's employees or staff.

**Article 31** The Board of Directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company. All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it thinks fit.

The shareholders holding altogether not less than one-fifth ( $1/5$ ) of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth ( $1/10$ ) of all issued shares make a request in writing to the Board of Directors to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The Board of Directors shall summon a shareholders' meeting within one month (1) from the date the shareholders' request is received.

**Article 32** In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board of Director's opinions on such matters. Such notice shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The venue to be used for the meeting can be located in the province where the head office of the company or any other place as the Board of Directors stipulates.

**Article 33** At a shareholders meeting, there must be not less than 25 shareholders and/or the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third (1/3) of the total issued shares attending the meeting to constitute a quorum.

In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.

**Article 34** The Chairman shall be appointed as the Chairman of Shareholders' Meeting. In the cases where the Chairman is not in attendance or cannot perform his duty as the Chairman of the Shareholders' Meeting, the Vice Chairman shall be appointed as the Chairman. In case of no Vice Chairman or that the Vice Chairman is unable to occupy the Chair immediately or perform his duty as Chairman, the Meeting shall appoint one of present shareholders to be the Chairman of the Shareholders' Meeting.

**Article 35** For voting at the Annual General Meeting of Shareholders, one share is equal to one vote. Any shareholders has special interest in any matter, such shareholders does not have right to vote in such matter, other than voting for election of directors and the resolution of the meeting of shareholders shall be supported by the following votes:

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and cast their vote.  
In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) In the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
  - (a) The sale or transfer of whole or essential parts of business of the Company to other persons.
  - (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
  - (c) Entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
  - (d) Amendment of the Memorandum of Association or Articles of Association of the Company.
  - (e) Increase or decrease of the capital of the Company.
  - (f) The liquidation of the Company.
  - (g) The issuance of debentures.
  - (h) Merging of business of the company with other companies.

**Article 36** The business to be transacted at the annual ordinary meeting are as follows:

- (1) To consider the report proposed to the meeting by the Board of Directors on the Company's business operation during the past year.
- (2) To consider and approve the statement of financial position and Statement of Comprehensive Income of the Company.
- (3) To consider appropriation of profit and dividend payment.
- (4) Election of directors in place of those retiring by rotation.
- (5) To fix the directors' remuneration
- (6) Appointment of an auditor and fix the audit fee and
- (7) Other businesses.