

The Rights of Shareholders
to Propose Agendas for Annual General Meeting of Shareholders
and to Propose a Qualified Candidate for Directorship

In order to provide the equitable treatment to shareholders, Mono Technology Public Company Limited provides shareholders an opportunity to propose, in advance, matters to be included in agenda for Annual General meeting of Shareholders (AGM agenda) and a qualified candidate to be nominated for directorship, with reference to the criteria below.

1. Qualification of the Shareholder

Shareholder who has the right to propose an AGM agenda or a qualified candidate for directorship must possess the following qualifications;

- 1.1 be the Company's shareholder, with continuously holding minimum shares of not less than 5 percent of total number of the voting rights either for one shareholder or combined shareholders, and has continuously held shares at least 12 months until the date the shareholder proposes an AGM agenda or a qualified candidate for directorship, and
- 1.2 must have the evidence of shares held, such as copies of certificate of shares held issued by securities company, or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Proposal of the AGM Agenda

- 2.1 The proposal that will not be included as the AGM agenda
 - (1) Matter relating to normal business of the Company
 - (2) Matter that is beyond authority of the Company
 - (3) Matter that shareholders already proposed in shareholders' meetings within the past 12 months and was supported by less than 10 percent of total number of the voting rights, provided that the facts of said matters have not yet changed significantly
 - (4) Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
 - (5) Matter unlike to benefit the Company
 - (6) Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
 - (7) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
 - (8) Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company

- (9) Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company.
- (10) Matter already undertaken by the Company

2.2 Procedure to propose an AGM Agenda

- (1) The shareholder who possesses qualifications according to Item 1 above must fill in the “Proposed Agenda Form for Annual General Shareholders’ Meeting for the Year 2015” (**Form “A”**) with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder must fill in **Form A** and sign their names as evidence separately and gather into one set.
- (2) Shareholder must enclose the following documents with **Form A**:
 - (a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (“SET”) or Thailand Securities Depository Co., Ltd.
 - (b) Other required documents:
In case individual shareholder:
 - A copy of identity card/ government officer identity card/ driver’s license/ passport or alien identity card, which has not expired, must be enclosed and certified true and correct by the shareholders.
In case shareholder is a juristic person:
 - A copy of the juristic person certificate backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
 - A copy of identity card/ government officer identity card/ driver’s license/ passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

3. The Nomination of a Qualified Candidate for Directorship

- 3.1 The shareholder who possesses qualifications according to Item 1 above must fill in the “Nominated Qualified Candidate for Directorship Form” (**Form “B”**) with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in **Form B** and sign their names as evidence separately and gather into one set.
- 3.2 The proposed candidate must fill in the “Resume of Proposed Candidate for Directorship” (**Form “C”**) with his/her signature.

3.3 Shareholder must enclose the documents as mentioned in 2.2 (2) together with the supporting documents of candidate's qualification, i.e. a copy of identity card or passport, education and work experience (Curriculum Vitae).

Shareholders may send **Form A, B and/or C** with the required documents to email: companysec@mono.co.th or by a registered mail to: Investor Relations Unit, Mono Technology PCL., 16th Fl., 200 Jasmine International Tower, Moo 4 Chaengwattana Road, Pakkred, Nonthaburi 11120 within December 31, 2014.

The Company Secretary will initially review the accuracy and completeness of **Form A** and the required documents for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the Board of Directors will inform the rationales at the meeting.

The above nomination of a qualified candidate for directorship (as per **Form B and C**) shall meet scrutiny by the Nomination and Remuneration Committee before further submission to the Board of Directors for consideration. In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as "proposed by shareholders" in the notice to shareholders.

The Company has the rights to consider the proposal to be included as AGM agenda only the agenda items that benefit to the Company and shareholders as whole and comply with the related laws and regulations.