

**Preliminary Details of Directors Retiring by Rotation and Have Been Proposed to  
the Shareholders' Meeting for Re-election**

**1. The principles and procedures of nomination of the directors.**

The nomination of directors to replace those who retire by rotation in 2019 was considered by the Nomination and Remuneration Committee as well as the Board of Directors. According to the Company's Articles of Association Article 17 stipulating that "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 retiring directors shall be re-elected. 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." **Therefore, the directors retiring by rotation in 2019 which is the sixth year after becoming a listed company shall be considered based on the longest terms of office in directorship.**

**2. Definition of Independent Director**

The Company defines the qualification of "Independent Director" of the Company equal to the regulation of Securities and Exchange Commission and the Stock Exchange of Thailand No. Tor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (as well as the amendments) as follows:

(1) Holding no more than 1 % of all the shares having the right to vote in the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company, including the shares held by the persons who are related to him.

(2) Not assuming, both at present and in the past of at least 2 years prior to the date of submitting the application to SEC, the position of executive director, employee, staff or advisor receiving regular salary or having controlling authority in the company, holding company, subsidiary, associated company, subsidiary of the same level or a major shareholder or any person having controlling authority in the company; this condition does not include an Independent Director who used to be a government officer or advisor to any official sector who is a major shareholder or a person having the controlling authority in the company.

(3) Not having the relationship by blood line or legal registration as parents, spouses, brothers, sisters, children, including as spouses of children of executives, major shareholders, authorized persons or persons nominated as executives or authorized persons of the company or the subsidiary.

(4) Not having, both at present and in the past of at least 2 years prior to the date of submitting the application to SEC, any business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company in the manner that may hinder his own freedom of judgment in addition to not being both in the past and at present, a significant shareholder, or a person with controlling authority of any person having business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company

The above mentioned business relationship includes normal business transaction, rental or lease of immovable property, the transaction relating to assets or services as well as the offer or the receipt of financial aids by way of borrowing or loan, guarantee, collateral loan and other transactions of similar manner which may cause debt burden between the company and the party to agreement from the amount of 3 percent of net tangible assets of the company or 20,000,000 Baht up, whichever is lower. Mutatis mutandis, in calculating such debt, the method of calculating the value of related transactions stated in the announcement of Capital Market Supervisory Board regulations on the execution of related transaction should be applied. Any debt burden occurring during the period of one year prior to the date of the business relationship with the same person must be included when considering such debt burden.

(5) Not being, both at present and in the past of at least 2 years prior to the date of submitting the application to SEC, an auditor of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company as well as not being a significant shareholder and a person having controlling authority, or a partner of the audit firm in which the auditors of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority are working for.

(6) Not being, both at present and in the past of at least 2 years prior to the appointment date, a provider of any occupational services inclusive of legal and financial advising service offering, obtaining the service charge of over 2,000,000 Baht per annum from the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company in addition to not being a significant shareholder, a person with controlling authority or a partner of any occupational service provider.

(7) Not being a director appointed to be the representative of the company's directors, major shareholders or shareholders who are related to the major shareholders.

(8) Not operating any business that is of the same nature as or that significantly competes with the business of the company or subsidiary as well as not being a significant partner in a limited company, an executive director, employee, staff, advisor receiving regular salary or a person holding over 1% of the total number of shares with voting rights of other companies which operate the same type of business and which significantly competes with the company's and the subsidiary's business operation.

(9) Possessing no other traits which impede the ability to independently give opinions on the company's operation.

**3. Personal information and work experience of directors retiring by rotation and proposed the shareholders' meeting for re-election :-**

**1) Mr. Pete Bodharamik**



Proposed Director Position : Chairman of the Board of Director

Age : 47 Years

Education : Bachelor of Science, Management,  
London School of Economics & Political Science, UK

Training for director course : -None-

Work Experience : 2012 – Present Chairman  
Mono Technology Public Company Limited  
2008 – Present Director and Chief Executive Officer  
Jasmine International PCL.

Shareholding in the Company (%) : MONO; 64.29 (as of December 31, 2018)  
(As of December 31, 2018) MONO-W1; 59.73 (as of December 31, 2018)

Position of director/executive : Director and Chief Executive Officer  
in other listed companies Jasmine International Public Company Limited


Position of director/executive : 30 Companies;  
in other companies (non- listed companies) Director – 15 Subsidiaries of Mono Technology PCL.  
Director – 10 Subsidiaries of Jasmine International PCL.  
Director – Pinvest Food and Restaurant Co., Ltd.  
Director – Jas Holding 2017 Co., Ltd.  
Director – Pinvest Corporation Co., Ltd.  
Director – PVS Development Co., Ltd.  
Director – Emerald Farm Co., Ltd.

Position of director/executive in other companies : None  
which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 7 years

Meeting attendance in 2018 : AGM 2018 : 1/1  
Board of Directors' Meeting : 5/5

**2) Mr. Preecha Leelasithorn**


Proposed Director Position : Independent Director

Age : 56 Years

Education : Master Degree, Business Administration,  
Chulalongkorn University

Training for director course : Thai Institute of Directors Association (IOD)  
- Director Accreditation Program (DAP) (English Program),  
Class101/2013  
- Audit Committee Program (ACP), Class 25/2009

Work Experience : 2012 – Present Independent Director, Member of Audit Committee  
and Chairman of Nomination and Remuneration Committee  
Mono Technology Public Company Limited.

Shareholding in the Company (%) : MONO; None (as of December 31, 2018)  
(As of December 31, 2018) MONO-W1; None (as of December 31, 2018)

Position of director/executive in other listed  
companies : None

Position of director/executive : 6 Companies;  
in other companies (non- listed companies) Director – CPanel Co., Ltd.  
Deputy Chief Executive Officer – Wall Street Tower Co., Ltd.  
Executive Vice President , AIRA Securities PCL.  
Director – Alliance Co., Ltd.  
Director – Andaman Lanta Property Co., Ltd  
Director – Manakijcharoen Co., Ltd.

Position of director/executive in other companies : None  
which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 7 years (If the director is re-elected to the position, duration of being  
director shall be a total of 10 years.)

Meeting attendance in 2018 : AGM 2018 : 1/1  
Board of Directors' Meeting : 5/5  
Audit Committee Meeting : 4/4  
Nomination and Remuneration Committee Meeting : 2/2

Relationship with the Company/subsidiaries/associates or other corporates which may have conflicts at present or during  
the past 2 years:

- Having no relationship as close relative of executives or major shareholders of the Company/subsidiaries/associates  
or other corporates which may have conflicts
- Not being a director getting involved in day-to-day management, staff, employee or advisor receiving regular salary
- Not being a professional service provider (such as auditor or legal advisor)
- Having no significant business relationship with Mono Group that may affect the dependency in performing his duties
- Not being a director who has been appointed as a representative of the Company's director, major shareholder, or  
shareholder related to the major shareholder

**3) Mr. Kriengsak Thiennukul**

Proposed Director Position	:	Independent Director
Age	:	54 Years
Education	:	Master Degree, Business Administration, Chulalongkorn University Master Degree, Business Administration, Assumption University
Training for director course	:	Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) (English Program), Class 101/2013 - Audit Committee Program (ACP), Class 25/2009 Thai - Chinese Leadership Studies (TCL), Class 1/2017 The National Defence Course (TNDC Diploma), Class 58/ Year 2015-2016 Thailand National Defence College of Thailand Capital Academy Leadership Program (CMA), Class 7/2008
Work Experience	:	2012 – Present Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee  Mono Technology Public Company Limited.
Shareholding in the Company (%) (As of December 31, 2018)	:	MONO; 0.04 (as of December 31, 2018) MONO-W1; None (as of December 31, 2018)
Position of director/executive in other listed companies	:	None
Position of director/executive in other companies (non- listed companies)	:	9 Companies; Director - The Loco Motion Co., Ltd. Director - Four Strong Winds Co., Ltd. Director - Media Shaker Development Co., Ltd. Director - I Advisory Co., Ltd. Director and Managing Director - Media Shaker Co., Ltd. Director - CDC One Co., Ltd. Director and Managing Director - Banana and Sun Co., Ltd. Director - Prestige Gift and Premium Co., Ltd. Director and Managing Director - New Waitek Co., Ltd.
Position of director/executive in other companies which may cause conflicts of interest to the Company	:	None
Date of being appointed as director	:	March 9, 2012
Duration of being director	:	7 years (If the director is re-elected to the position, duration of being director shall be a total of 10 years.)
Meeting attendance in 2018	:	AGM 2018 : 1/1 Board of Directors' Meeting : 5/5 Audit Committee Meeting : 4/4 Nomination and Remuneration Committee Meeting : 2/2

Relationship with the Company/subsidiaries/associates or other corporates which may have conflicts at present or during the past 2 years:

- Having no relationship as close relative of executives or major shareholders of the Company/subsidiaries/associates or other corporates which may have conflicts
- Not being a director getting involved in day-to-day management, staff, employee or advisor receiving regular salary
- Not being a professional service provider (such as auditor or legal advisor)
- Having no significant business relationship with Mono Group that may affect the dependency in performing his duties
- Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder related to the major shareholder