



Annual Report 2019

Mono Technology Public Company Limited

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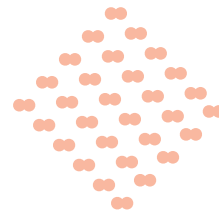
Message from Chairman



To Shareholders,

From the beginning of digital TV service in 2014 to present, it has been a great pleasure for Mono Technology Public Company Limited to achieve the success in promoting MONO29 digital TV channel by gaining the popularity in TV rating, online, and application. Throughout 6 years, MONO29, as an outstanding channel, has engrossed our audience with all-day world-class movies and imported top hit series. Revenue from the channel has shown a continuous growth which makes TV business becomes the core business of Mono Group.

Amidst digital TV business intense competition since 2019 which has become the problem for many TV channels, MONO29 continues to receive positive feedback due to the strength of our contents which are international movies and series as well as the fact that we are one of the top copyright content buyers in the industry; thus, the overall revenue from advertising has increased constantly. Nevertheless, the economic slowdown since 2015 combined with the emergence of new technologies that rapidly changes customer behavior are thrilling challenges for Mono Group. In response to these changes, the Company has adjusted our business structure, and at the same time, promoting the businesses which tend to generate more income every year and show the



potential to become prosperous in the future. These businesses include MonoMax (video-on-demand service), sponsorship business, and 29Shopping. In addition, the Company has planned to double the price for advertising on MONO29 Channel in order to boost the overall operating results.

In the previous year, Mono Group continually adhered to the business operation under the principles of good corporate governance. Consequently, we were rated “highest rank of excellence” for 5 consecutive years from the good governance assessment of the listed companies. Additionally, we received a full score for the Annual General Meeting of Shareholders assessment for 6 years repeatedly. Regarding anti-corruption issue, the Company expressed the commitment to fight against corruption by organizing the project “Extension of Collective Action Coalition Against Corruption”; and we also extended our membership of Thailand’s Private Sector Collective Action Coalition Against Corruption for the second time. Recently in December, the Company received the 2019 Sustainability Disclosure Award presented by Thaipat Institute. The award aims to promote the realization to the importance of information disclosure on business operation among listed companies as it will benefit the stakeholders and promotes a long-term sustainable organization development.

On behalf of the Board of Directors, we would like to express our gratitude to shareholders, customers, business partners as well as government and private sectors for your enduring trust and support. Also, thanks to our executives and employees of all levels for the contributions to drive the Company forward and reach the business goal we targeted. The Company remains deeply intended to undertake our business by focusing on the utmost benefit of all related sectors along with great concern on good corporate governance guidelines for a sustainable growth in the future.

Mrs. Punnee Worawuthichongsathit
Chairman

Message from Chief Executive Officer

To Shareholders,

In 2019, Mono Technology Public Company Limited has achieved a constant growth in digital TV business MONO29 Channel despite economic slowdown and intense competition in media industry. With a clear position as “Free TV with the greatest number of blockbuster movies and premium TV series”, the channel successfully maintains the third ranking among Thailand’s most popular TV channels. In early November, MONO29 was able to reach the first in the ranking as a result of airing Transformers : The Last Knight 5, with prime-time rating at 4.209 which was higher than the rating of evening drama series on other channels that were broadcasted in the same period. As the price of advertising remained the same for 2 years, the Company has adjusted the price in order to conform with the market, the rating of the channel, and the advertising price of other channels in TV industry.

Additionally, in the previous year, the Company has collaborated with business partners who are well-recognized for their remarkable content locally and internationally. Some of the alliances are as follows.

- GMM Grammy, Thailand famous entertainment company, with the cooperation in series production
- SBS Content Hub, South Korea leading content broadcaster, with the cooperation in series production
- 3BB, Thailand big internet provider, in the project 3BB TV (unofficial name) which will be launched within Q2 of 2020. In this project, the Company is the Master Content Provider.

MonoMax also has a satisfying growth after the modification of pricing and marketing strategy. By the end of 2019, subscription was expected to reach 50,000 and over 200,000 in 2020.

Regarding the business operation in 2020, the Company highlights the strategy on connecting 6 screen platforms, including TV, IPTV equipment, theater, smartphone, PC, and events. With the best content that audience can’t find anywhere showing on all screens, the Company hopes to gain popularity among the audience and recognition from entrepreneurs to advertise their products. Consequently, the Company targeted an increase of revenue in 3 years ahead (2020-2022) at 5 billion Baht.

Apart from developing business strengths, the Company puts emphasize on social development continuously by promoting sports, especially basketball, and organizing events to instill precious social values to youngsters. Last year the Company was the sponsor of several national basketball tournaments. There were projects on giving basketball boards, fixing and constructing basketball courts in many areas, and sending out Mono Vampire basketball players to teach basic basketball techniques to children. Other creative activities held by the Company were the project to promote Thai values and culture “Thai Dee Mee Marayat”, the project “Up Clip Pi-Chit San” under the topic “Creative or Destructive Is at the Fingertips”, and the project on constructing school buildings in remote areas.

Toward organization development, my opinion is that the Company will be stronger with the implementation of professional corporate culture and the utilization of adequate technology in terms of Digital Transformation. This is one of my missions as the new Chief Executive Officer. (from November 2019 onwards)

Nevertheless, the growth of the Company from past to present derives from the dedication of employees at all levels, as well as the support from shareholders, customers, business partners, and related government and private sectors. Trust from all supporters has been a boost to the morale of the management and the team to create quality products in order to enhance the strength of the Company which is committed to the business operation under ethical principles and corporate social responsibility. On behalf of the management, I would like to extend my gratitude to all those parties.



Mr. Patompong Sirachairat
Chief Executive Officer



Board of Directors



Mrs. Punnee Worawuthichongsathit

Chairman of the Board of Directors /
Independent Director



Mr. Navamin Prasopnet

Assistant Chairman / Chairman of Executive Committee /
Chairman of Risk Management Committee /
Chief Marketing Officer



Mr. Patompong Sirachairat

Director / Executive Director /
Member of Risk Management Committee /
Chief Executive Officer



Mr. Komsak Wattanasriroj

Director / Executive Director / Chief Financial Officer /
The Person Taking The Highest Responsibility
in Finance and Accounting

Board of Directors



Mr. Preecha Leelasithorn

Independent Director / Member of Audit Committee /
Chairman of Nomination and Remuneration Committee



Mr. Kriengsak Thiennukul

Independent Director / Member of Audit Committee /
Member of Nomination and Remuneration Committee



Mr. Sang Do Lee

Director / Executive Director



Mr. Siri Luengsawat

Director

Financial Summary

Summary of statement of financial position, statement of comprehensive income and financial ratios for the year ended on December 31 for the past three years :

Operating Results

	2019	2018	2017
Statement of Financial Position (Unit : million Baht)			
Total Assets	4,542.78	5,765.08	5,736.60
Total Liabilities	2,531.09	3,123.99	2,997.37
Total Shareholders' Equity	2,011.69	2,641.09	2,739.23
Statement of Comprehensive Income (Unit : million Baht)			
Sales and Service Income	2,150.39	2,399.23	2,528.67
Total Revenues	2,184.34	2,508.12	2,575.71
Profit (loss) before Finance Cost and Income Tax Expenses	(558.62)	(45.28)	148.71
Net profit (loss) Attributable to Equity Holders of the Company	(616.19)	(193.27)	58.17
Basic Earnings (loss) Per Share (Baht)	(0.18)	(0.06)	0.02
Weighted Average Number of Ordinary Shares (million shares)	3,471.05	3,451.45	3,351.57

Financial Ratio

	2019	2018	2017
Gross Margin (%)	8.71	20.56	27.28
Operating Profit Margin (%)	(27.59)	(6.43)	4.02
Net Profit Margin (%)	(28.21)	(7.71)	2.26
Return on Equity (%)	(26.49)	(7.18)	2.28
Return on Asset (%)	(10.84)	(0.79)	2.67
Debt to Equity Ratio (times)	1.26	1.18	1.09

Dividend Payment

	2019	2018	2017
Paid-up Ordinary Shares (million shares)	3,471.05	3,471.03	3,390.74
Par Value (Baht per share)	0.10	0.10	0.10
Total Dividend Payment (Baht per share)	-	-	0.060
Interim Dividend (Baht per share)	-	-	0.030
Annual Dividend (Baht per share)	-	-	0.030
Dividend Payout Ratio ^{1/} (%)	-	-	381.66

^{1/} Calculated from the Net Profit according to the Separate Financial Statements



Key Developments of the Company and Subsidiaries in 2019

- On February 28, 2019, MThai.com team received the award of Best Brand Performance on Twitter in the award announcement “Thailand Social Awards 2019”.



- On March 15, 2019, Government Saving Bank or GSB announced the third-year continuous support for basketball. GSB is the major official supporter of basketball in all levels with Mono Sport Entertainment Co., Ltd. under Mono Group.

- On March 21, 2019, Mono Technology PCL. under Mono Group witnessed the awards announcement and presented awards to the most talked about persons over the internet in “MThai Top Talk-About 2019”. The award giving which has been held for 9 years is presented by Mthai.com.





- **On April 12, 2019**, Khonkaen Municipality and MONO29 Channel held the grand entertainment event “2019 Fantastic Isan Songkran Dok Koon Siang Kaen Festival” on April 12-15, 2019 to celebrate Songkran Festival. In this event, MONO29 gorgeously created a huge stage for the fun free concert “MONO29 Khonkaen Songkran Festival 2019” with the shows from over 100 famous artists. The joyful event took place on Khao Niew Road, Khonkaen City Gate (Mitrphap Rd. zone).

- **On June 11, 2019**, Thai Professional Basketball League Co., Ltd. and Sports Authority of Thailand along with the executives from Toyota, the main sponsor of this competition held a press conference about the opening ceremony of “Thailand Professional Basketball League 2019” (TPBL) at Studio Stage1, GSB Stadium29. The establishment of Thai Professional Basketball League Co., Ltd. is the cooperation of 6 leading basketball clubs in Thailand with the same purpose to develop Thai professional basketball industry systematically and sustainably.



- **On June 21, 2019**, The Cultural Promotion Fund under the Department of Cultural Promotion along with Huaqiao Poh Tech Siang Tung Foundation, Huachiew Chalermprakiet University, and Mono Technology PCL. held a press conference on “Project on Supporting and Promoting the Value and Identity of Thai Culture” (Thai Dee Mee Marayat). The project consisted of 3 activities, including 1. Youth Short Film Contest, 2. Workshop/ Talk Show to promote Thai cultural values at leading universities and theaters in 5 regions by top speakers, and 3. Produce and broadcast a mini-series “Thai Dee Mee Marayat” for airing on MONO29 Channel.

- **On June 27, 2019**, The Takraw Association of Thailand and Mono Group participated in the recording of Good Morning Thailand news program, as MONOMAX and MONO PLUS channel, with the slogan “Prime Sports, Prime Series”, acquired the rights for the live broadcasting of “Takraw Thailand League 2019”.





- On September 7, 2019, Tourism Authority of Thailand, Phitsanulok Office, and Mono Group held the opening ceremony of “Doo Nung Tay Sanay Klang Plang 3D”, an event to promote tourism and film industry, in the City Garden of Phitsanulok province. The event was held under the project ‘Visit a Secondary City: Must Try, Must Love and Must Care’ to promote tourism and income distribution in secondary cities in every related sector. The event was a new campaign for film industry as tourism was integrated and then presented to people who were interested in film production, students, and general public who were interested in films and tourism. This outdoor 3D movie activity was held for the first time in Thailand in the City Garden of Phitsanulok.

- On September 13, 2019, 3BB under Jasmin International PCL. (JAS), KT Corporation (KT) from South Korea, and Mono Group (MONO) held a press conference on the MOU signing as technology partner and strategic consultant for the collaboration on IPTV business.



- On November 1, 2019, executives of MONO and GMM held the press conference on a business corporation “Super Giant Alliance”. The 3-year contract creates a corporation in 5 issues, including content, artist, sales, marketing, and technology.

- On November 2, 2019, Mono Group and GSB held the contest “GSB GEN CAMPUS STAR 2019” and announced the winners. The male winner was B03 Mr. Olarick Tanoi (Games) from Sripatum University and the female winner was G02 Miss Sirikan Wongsit (Mild) from Khon Kaen University. The contest was held at Central World Shopping Complex.





- On November 14, 2019, Mono Music signed an official MOU with business partner “WHAM” (Music and Art Community Digital Platform). The first activity was WHAM Challenge which music lovers can cover top chart songs from Mono Music and so new stars can rise and shine in the world of entertainment.

- On November 19, 2019, Mono Technology PCL. announced the appointment of Mr. Patompong Sirachairat as the Chief Executive Officer of Mono Technology PCL. Upon taking the new position, the new CEO met the media and revealed the business plan for 2020 which focus on the connection of 6 various platforms through the acquired contents to attract audiences who have different behavior. The 6 platforms are TV, theatre, smartphone, PC, events, and outdoor cinema.



- On December 12, 2019, Mr. Patompong Sirachairat, CEO of Mono Technology PCL., and Mr. Kim Yeong-Seop, CEO of SBS Content Hub Co., Ltd. which is a leading radio and television business operator and a big content broadcaster of South Korea, signed an official MOU to broadcast SBS contents on MONO29 channel. This includes the remake of Korean drama in Thai version and the collaboration to generate revenues together. The MOU signing took place at “ATF” (Asian TV Forum) in Singapore.

- On December 23, 2019, during the joyful celebration of the New Year festival, MONO29 aired more than 100 hit movies and hot series continuously without spots in the campaign “MONO29 NEW YEAR NON-STOP”. To celebrate the year 2020, MONO29 offered non-stop programs of hit movies and hot series without commercials for 10 days from December 23, 2019 to January 1, 2020.



- On December 29, 2019, Pattaya City and MONO29 Channel under Mono Group held a grand celebration “MONO29 PATTAYA COUNTDOWN 2020” to promote tourism in Pattaya City and enhance local tourism to international level. In this event, entertainment programs were held for 3 days and 3 nights on December 29-31, 2019 at Pattaya Pier (Bali Hai Pier), Chonburi.



Policy and Business Overview

Mono Technology Public Company Limited was established on March 15, 2002 by Mr. Pete Bodharamik, with the first registered capital of 50 million Baht. Currently, Mr. Pete Bodharamik is the major shareholder of the Company.

Mono Group, the leading of **“Media and Content Conglomerate”** in Thailand, started off with media and content business offering internet services via online game and online community websites. After becoming a variety website targeted at teenagers, Mthai.com has continuously developed to embrace larger web community with various contents available for different lifestyles and with the largest number of video clips, all of which have made Mthai.com one of the top favorite websites in Thailand.

Another key business at the early stage of the Company was mobile value added services, providing both information and entertainment content subscription. In collaboration with leading mobile operators, the Company started offering the Interactive SMS on TV to show viewers’ opinions via SMS while watching TV programs. This service was first launched via Royal Thai Army Radio and Television (Channel 5) and it has become the prototype of interactive SMS on TV that is widely used by other TV programs. At present, the business has converted to information and entertainment service via applications to meet the life style of the new generation.

In 2014, Mono Broadcast Company Limited, a subsidiary of Mono Technology PCL., had won the bid on the auction of digital TV license in the category of standard-definition (SD). As a result, MONO29 channel was established under the concept of “Free TV with the greatest number of blockbuster movies and premium TV series”. In more than six years of business operation, MONO29 has presented contents of world class quality, fresh, and satisfying all groups of customers. This has boosted the channel to be one of the leading digital TV business operators in Thailand with the third ranking in top favorite TV channels, and as a result, TV business has become the core businesses of Mono Group.

Throughout the years, the Company has focused on developing various contents, such as movies, series, sports, music, etc. Today, Rich Content of Mono Group has grown continuously. The Company has developed the channels to promote digital contents both on applications and social media. E-commerce business in the form of Home Shopping is promoted under the name “29Shopping”, so as Sport Entertainment business which organizes basketball leagues for youth, as well as competitions for regional and national levels. The Company also concerns about creating good relationship with business partners, sponsors, supporters, content production business partners, and other parties.

Capital Structure Changes

In 2012, the Company was registered as a public limited company and listed on Market for Alternative Investment (mai) on June 6, 2013, with a registered capital of 140 million Baht. Cash received from issuing new shares at that time was in a total of 2,702.75 million Baht which was allocated to invest in digital TV business.

On September 12, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 was held with a resolution to increase the registered capital from 140 million Baht to 462 million Baht. New ordinary shares in an amount of 3,220 million shares were issued and allocated to the existing shareholders in order to support the stock dividend payment and exercising of rights as per MONO-W1. Consequently, on January 29, 2015, the Company was qualified to register in the Stock Exchange of Thailand (SET) and to raise fund continuously in the future.

During 2015-2019, the Company had a capital increase under General Mandate by allocating shares through private placement. This also included the capital increase from the conversion of MONO-W1. As of December 31, 2019, the Company has a registered capital of 486,299,997.50 Baht and a paid-up capital of 347,105,403.80 Baht.

Vision

Mono Group aims to be the **Leading of Media and Content Conglomerate in Thailand** with comprehensive understanding and synergy of media technologies to fulfill all digital lifestyles.

Missions

To achieve the missions of the Company, the core values of Mono Group places importance on **teamwork, creativity, and continual learning and development.**



Create

To create relevant infotainment covering many genre



Reinforce

To reinforce social media network and keep pace with the revolutionizing of the world



Explore

To explore potential business opportunities, both domestic and international



Encourage

To encourage personnel to enhance their competence with continuous development



Strengthen

To strengthen environmental stewardship and social responsibility for sustainable growth

Business Goal

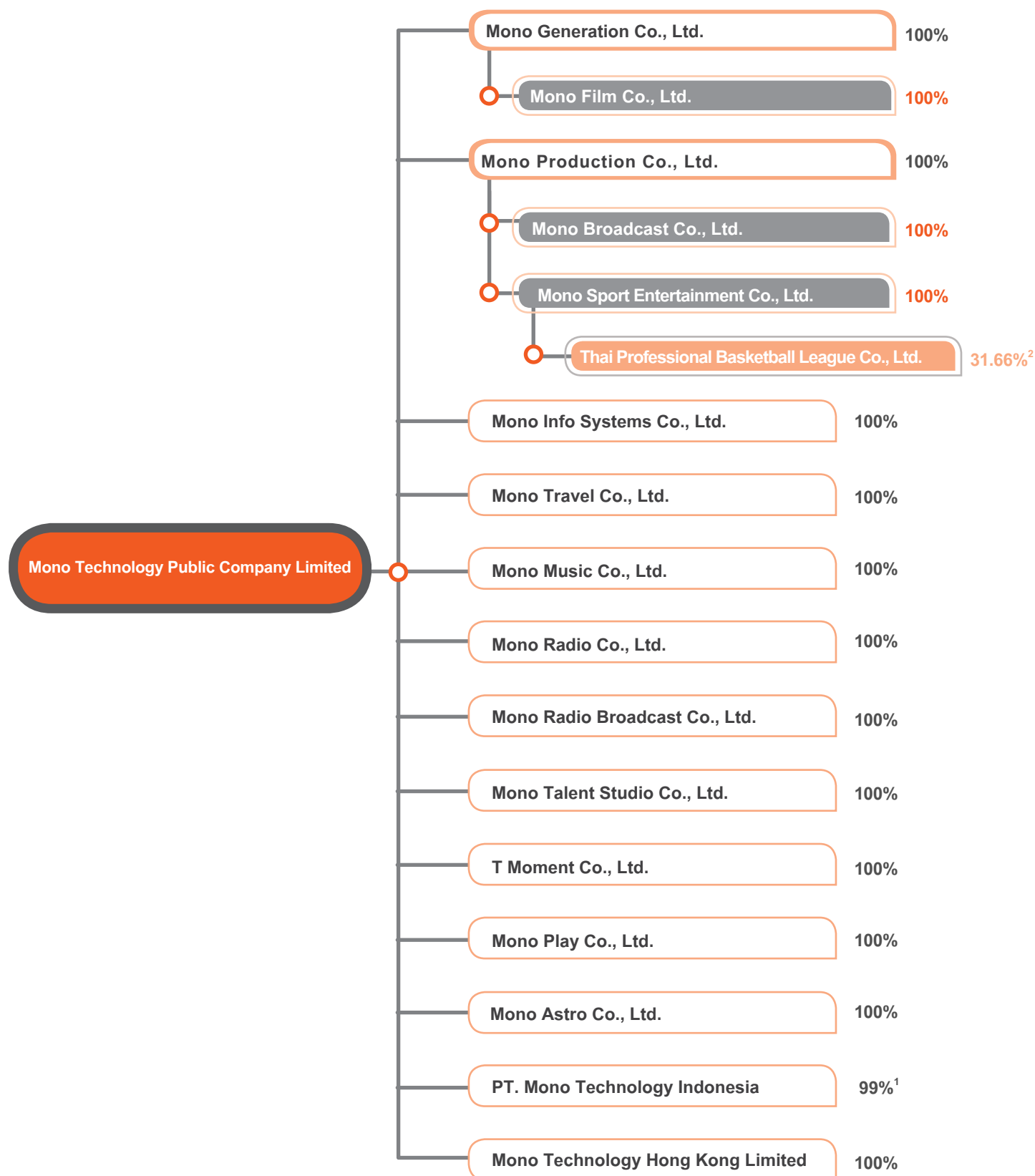
At present, TV business under the name MONO29 Channel ranks third for the most popular of all free TV channels and is regarded as the core business of Mono Group. MONO29 Channel has elucidated direction as **“Free TV with the greatest number of blockbuster movies and premium TV series”** with the intention to present quality contents from all around the world. Mono Group hopes to develop content quality continuously to generate growth in both rating and income as the channel has set its goal to be the second of the top TV channels with 5-10% market share of the total advertising value of the current TV media business. Dynamic strategic plan and marketing plan are arranged each year to urge the business towards the expected goal. These strategies include “Mega Movies Pack” programing - airing box office movies or movies with all their sequels continuously every day or on weekends, for example, Marvel Universe 7 days 7 movies, “Premium Blockbuster Thailand Premiere” – airing box office movie for the first time on free TV, “MONO29 JUD-HAI” – a voting campaign for audience to vote for the movie they want to see, so the channel can engage movie fans via Facebook, Twitter, and Instagram and the audience gets to see the movies they really want to see.

As for the business overview, Mono Group aims to be the leading in media business and content provider under the concept “Universe of Entertainment” which puts the highlight on Rich Contents, including vision, audio, and motion picture on various entertainment media. Hence, the Company invests in premium domestic and foreign content acquisition as well as sensational local content production. The Company employs “Content Leverage” strategy for the whole value chain, which means the value assessment of each content is anticipated, with content acquisition, production, marketing, and cost management, starting from theaters to MONO29 channel and Monomax application, or selling the copyrights in the international markets. These businesses encompass a complete management of the copyrights for all media, starting from managing the rights of the upstream businesses, marketing, and downstream consumers which includes the following:

- The production of Thai movies by Mono Pictures Production House
- The production of Thai dramas, series, and Thai movies by Mono Originals, a production team under MONO29 channel, with co-producers, GMM Grammy and SBS Content Hub (Korea), in a cooperation for quality movie productions, famous actors, and more dramatic contents
- The acquisition of movies and series from foreign countries by Mono Film Co., Ltd.
- The production of basketball programs by Mono Sport Entertainment Co., Ltd.
- The broadcasting of TV programs by Mono Broadcast Co., Ltd. (MONO29) and the streaming by Mono Film Co., Ltd. (Monomax)
- The organizing of marketing activity to promote movies or series along with products or sponsors by Mono Generation Co., Ltd. Online social network with fan page followers of very business unit totally over 15 fan pages will also be a great benefit for the synergy of marketing plan.

Shareholding Structure of the Mono Group as of December 31, 2019

Mono Technology PCL. has 16 subsidiaries and an associated company. The overview of Mono Group shareholding structure is summarized as follows:



¹ Subsidiary which Mono Technology PCL. holds 99% and Mono Generation Co., Ltd. holds 1%

² Associated company which Mono Sport Entertainment Co., Ltd. holds 31.66%

Mono Group has engaged in two main business groups which are detailed as follows:

Media Business

1. Media Business



TV Business operates the digital TV broadcasting business under the name “Mono Twenty Nine” (MONO29) channel. With the slogan **“Free TV with the greatest number of blockbuster movies and premium TV series”**, MONO29 offers quality TV programs for non-stop entertainment throughout 24 hours. Selected movies are imported from top international studios such as Hollywood and studios in Asia. Audience can enjoy watching in dual languages via TV, website, and application. Besides the digital TV, the Company’s TV business also includes the production and creation of entertainment TV programs broadcasted via satellite and cable TV under the name MONO PLUS channel with the slogan **“Prime Sports, Prime Series”**.



Online Business provides a wide range of contents online both on website and application. MThai.com, a large web community, presents contents and entertainment for customers of different life styles whereas Seeme.me provides a complete services of quality online video service and advertising service.



Subscription Business through Multiscreen develops technology for digital content communication on mobile phones and smart devices. Services are provided via the Internet and applications which are quick and convenient. Some of the services include Monomax – a limitless of online movies, series, cartoons, and TV shows service, Tutor Me – knowledge hub for students by Mono Mobile, and Horolive – online horoscope service with quality and famous fortunetellers.



Radio Business operates its business relevant to radio program production for broadcasting via radio station. Under the name “Mono Fresh 91.5 FM”, the music station is conceptualized as “Fresh Music All Day Long” with lively DJs to send happiness to listeners of all genders and ages. The station also provides social media channels for live chat and fun activities. Concerts are organized with cooperation from business partners as well.

2. Content Business



Movie Business focuses on renders full range of movie services. Mono Picture engages in the production of quality movies while Mono Film acquires movie licenses from Thai and foreign producers to be shown in cinemas. The copyrights of those films are sold to free TV channels, cable TV, and international movie companies. The entire acquired movies including those under its own production are also offered via the Company's online media.



Sports Business supports and promotes sports, especially basketball, by organizing national and international sports events. This includes supporting children and professional athletes to play in international levels. The Company is the founder and the sponsor of Mono Vampire Mono Scorpion, and Mono Warriors Basketball Clubs. Sepak takraw is also another sport that the Company has supported.

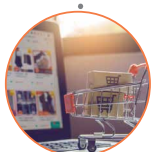


Music Business encompasses the production and creation of entertainment content relating to artists and music under Mono Music. This record label highlights services on digital formats via favored online streaming such as JOOX, iTunes, Apple Music, and Spotify. The business also includes artists management by Mono Talent Studio.



Entertainment Business includes production and distribution of content in printed media format which are books, magazines, and pocketbooks with infotainment contents on every lifestyle and various topics, all of which has received the copyrights from writers both domestic and international. E-book service under the name Mbookstore, an online digital book store, is also available for magazines under Mono Group production. These magazines include Gossip Star, Campus Star, Bioscope, A'Lure, and Rush. Books and pocket books from publishers under Mono Publishing are provided too. These publishers are Her Publishing, Horo Life Publishing, Maxx Publishing, Geek Book Publishing, and Move Publishing.

Note The above information is the business operation in 2019. In 2020, however, the Company has restructured and closed down this sector in order to reduce the expense from unprofitable business. Nevertheless, the Company still uses the branding and fan page in marketing plan to promote other products.



Commerce Business provides products and services for online shopping and TV home shopping on MONO29 channel under the name 29Shopping. Not only provides quality products, the service also includes free delivery nationwide. Previously, the Company provided a complete travel services on "Online Hotel Booking". The services which include hotel reservation, tourist activities, and online ticket booking are available on websites Hotelsthailand.com and Hotelthailand.com. Contents on a variety of attractions are suggested on social media as well.

Note The above information is the business operation in 2019. In 2020, however, the Company has restructured and closed down hotel booking business in order to reduce the expense from unprofitable business. (29Shopping business is still operating.)

Nature of Business Operation

Revenue Structure

The Company and subsidiaries' revenue structure during 2017 - 2019

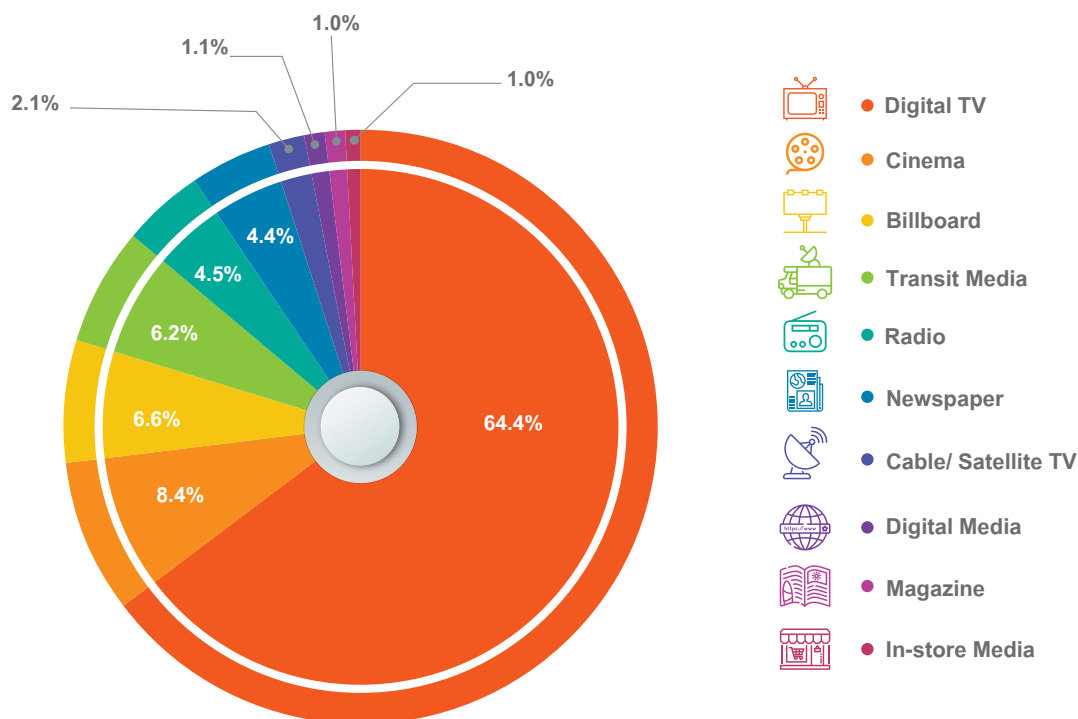
Business	Operated by	% of shareholding by the Company	2019		2018		2017	
			Million Baht	%	Million Baht	%	Million Baht	%
1. Media Businesses								
1) Advertising Revenue	Mono Tech	-	1,783.70	81.66	1,896.21	75.60	1,648.82	64.01
	Mono Gen	100						
	Mono Broadcast ^{1/}	100						
	Mono	100						
	Production							
	Mono Radio	100						
2) Subscription on Multiscreen Revenue	Mono Tech	-	135.72	6.21	297.44	11.86	722.08	28.03
	Mono Gen	100						
	Mono Info	100						
	Mono Travel	100						
	Mono Music	100						
	Mono Film ^{1/}	100						
	Mono Broadcast ^{1/}	100						
	Mono Radio	100						
	Mono Play	100						
	Mono Astro	100						

Business	Operated by	% of shareholding by the Company	2019		2018		2017	
			Million Baht	%	Million Baht	%	Million Baht	%
2. Content Business								
1) Movie Revenue	Mono Film ^{1/} T Moment	100	36.97	1.69	87.49	3.49	66.44	2.58
2) Sport Revenue	Mono Sport ^{1/}	100	51.72	2.37	43.04	1.72	41.20	1.60
3) Music Revenue	Mono Music	100	60.63	2.78	41.39	1.65	17.65	0.69
	Mono Radio	100						
	Mono Talent	100						
4) Revenues from other Businesses	Mono Gen	100	81.65	3.74	33.66	1.34	32.48	1.26
	Mono Travel	100						
	Mono	100						
	Production							
	Mono Play	100						
	Mono Astro	100						
Revenues from Sales and Services			2,150.39	98.45	2,399.23	95.66	2,528.67	98.17
Other revenues			33.95	1.55	108.89	4.34	47.04	1.83
Total Revenues			2,184.34	100.00	2,508.12	100.00	2,575.71	100.00

Remark : ^{1/}The Company is the indirect shareholder of Mono Broadcast and Mono Sport Entertainment due to our investment in Mono Production - a major shareholder of Mono Broadcast and Mono Sport Entertainment (100 %). The Company is the indirect shareholder of Mono Film due to our investment in Mono Gen - a major shareholder of Mono Film (100 %).

Overview of Industry and Competition of Media and Content Business

Advertising Spending by Media in 2019



Source: Report arranged by Nielsen Company (Thailand) Limited
available on website of The Advertising Association of Thailand

Media Business

The advertising spending value in 2019 totaled 105,637 million Baht. TV advertising, the largest portion, was worth up to 70,298 million Baht or 66.5%, divided into 68,032 million Baht for TV digital and 2,266 million Baht for cable/ satellite TV. Comparing to 2018 which advertising spending of digital and analog TV was 67,948 million Baht and cable/ satellite was 2,434 million Baht, the value of digital TV increased by 0.1% and cable/ satellite dropped by 6.9%.

In 2014 which was the first year of digital TV service, the income portion of the old free TV channels was 87.3%, whereas the new free TV channels was only 12.7%. However, in 2018, the value of the old free TV channels dropped to 56.7%, whereas the new channels rose to 43.3%. It can be seen that during the past 5 years, the new digital TV channels has occupied more and more of the market portion.

**Advertising spending on the former terrestrial TV channels
and the new digital TV channels in 2014-2018**

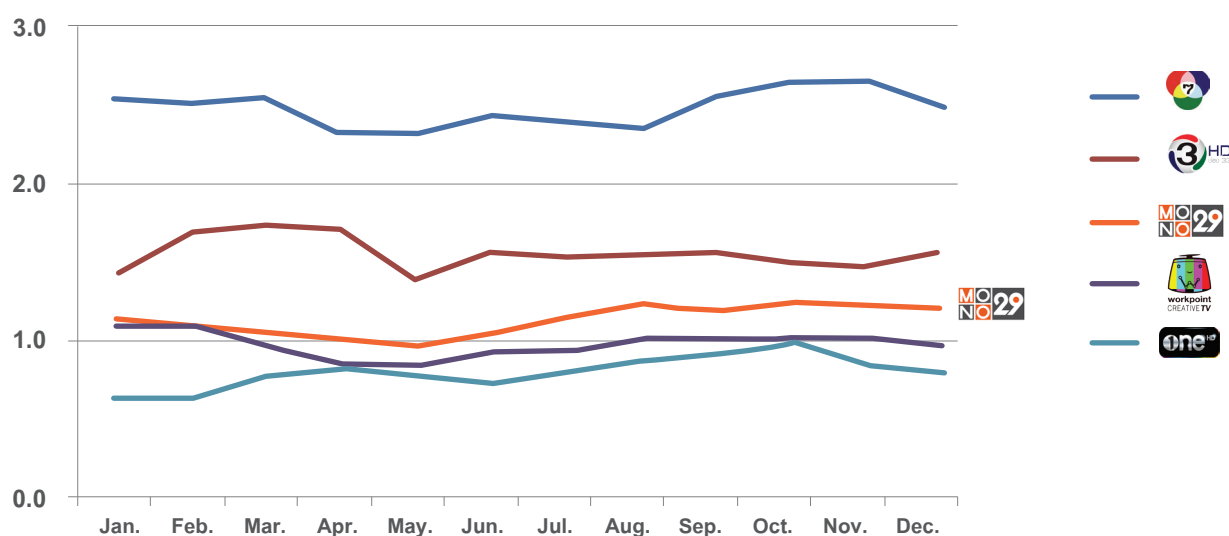
Year	Total value of 5 former free TV channels		Total value of new free digital TV channels		Total
	Income (Million Baht)	Income (%)	Income (Million Baht)	Income (%)	
2014	63,776.3	87.3	9,265.8	12.7	73,042.1
2015	57,412.3	73.3	20,931.4	26.7	78,343.8
2016	47,151.5	69.8	20,394.0	30.2	67,545.5
2017	40,967.5	65.2	21,905.9	34.8	62,873.5
2018	38,529.9	56.7	29,417.4	43.3	67,947.2

Source: Report on Ad Spending of Digital TV in 2014-2019 by NBTC based on the information of The Nielsen

Regarding digital TV industry in 2019, in April, National Council for Peace and Order (NCPO) announced the NCPO 4/2019 concerning the measure to solve the problems of TV and telecommunication. Furthermore, in May 2019, Office of The National Broadcasting and Telecommunications Commission (NBTC) made an announcement on rules, procedures, and conditions for compensation payments to be made on the return of the licenses for digital television service. Seven digital TV operators returned their licenses, including 2 SD channels, 3 news channels, and 2 kids and family channels. All of these channels gradually stopped broadcasting between August and September 2019, and from October 2019, TV rating and advertising spending started to change. Nevertheless, since the value of advertising spending of the returned channels was not much, there was no significant change to the overview of the advertising value.

The operating of digital TV business has continued for 6 years. Although there are 15 channels (business sector) remains in the industry, the competition in TV business is still intense. MONO29 continues to adjust the strategy to present the quality content in order to drive the rating high. Currently, the channel ranks third of all free TV channels and targets to be the second with all the premium contents, including Hollywood blockbusters, hot series, NBA, basketball leagues both national and international levels, etc. Not only exciting programs, marketing has been well-planned with movie pack program schedule, MONO29 World Trip 2019 activity, extension of viewers in provincial areas, and extension of income for Mono Group from TV home shopping business. In December 2019, MONO29 nationwide ratings on average audience per minute for 15+ years old, airing from Monday to Sunday at 6.00-23.59 hrs., was 1.233.

Nationwide Digital TV Ratings on Average Audience per Minute during January to December 2019



Source: Report arranged by Nielsen AGB Nielsen Media Research (Thailand) Limited

Channel			Jan.	Feb.	Mar.	Apr.	May	Jun.	Jul.	Aug.	Sep.	Oct.	Nov.	Dec.
1	35	Channel 7	2.531	2.514	2.533	2.265	2.274	2.406	2.337	2.294	2.555	2.657	2.650	2.473
2	33	Channel 3 HD	1.464	1.758	1.789	1.775	1.408	1.609	1.570	1.583	1.604	1.525	1.488	1.614
3	29	Channel MONO29	1.135	1.091	1.037	1.006	0.977	1.055	1.170	1.246	1.216	1.244	1.233	1.233
4	23	Channel WORKPOINT TV	1.089	1.083	0.959	0.852	0.839	0.923	0.931	0.977	0.978	1.018	1.002	0.947
5	31	Channel ONE(GMM)	0.646	0.652	0.790	0.823	0.776	0.741	0.839	0.890	0.915	0.976	0.853	0.817

In the future, although consumer behavior may shift as a result of technology disruption that leads more people to be online viewers, as MONO29 has underlined the importance of online platform from the beginning, the channel can fulfil the need for entertainment via website, internet TV, and application. This also includes MonoMax, the business extension of online movie subscription service.

Nevertheless, TV industry met another significant change in January 2019 as NCPO agreed on the draft rules, procedures, and conditions to recall the 700 MHz band which is used currently in digital TV business and reallocate to provide a 5G telecom service. Therefore, digital TV would have to switch to the new broadcasting spectrum and NBTC would compensate digital TV operators by exempting the last 2 auction fees for digital TV, the remaining 10 years MUX fee, and the signal fee according to the announcement of Must Carry. The plan is expected to complete by 2020.

Online and Subscription Business

A survey of advertising value on digital media in the first half of 2019 showed the expense of 9,019 million Baht with the expectation of the total annual expense of 20,163 million Baht, increasing 19% from 2018. The most popular platforms were still Facebook and Youtube, all of which have taken to 49% of the total digital media, whereas creative and display banners were at 10% and 9% respectively. Online media still showed a dramatic growth ever year resulting from the convenience and the speed of the Internet technology. Customers can easily access to contents via mobile device, including rich media or videos.

For online media and content service, the Company has one of the top favorite websites like MThai.com, a large hub of video clips with a large number of viewers. We also provide news and information on social media, such as facebook and twitter. Moreover, website Seeme.me has been developed to support copyright video contents from experts in various fields, such as news, entertainment, sports, and lifestyle, with more than 300 channels. Seeme.me continuously welcomes outsider content providers as our business partner.

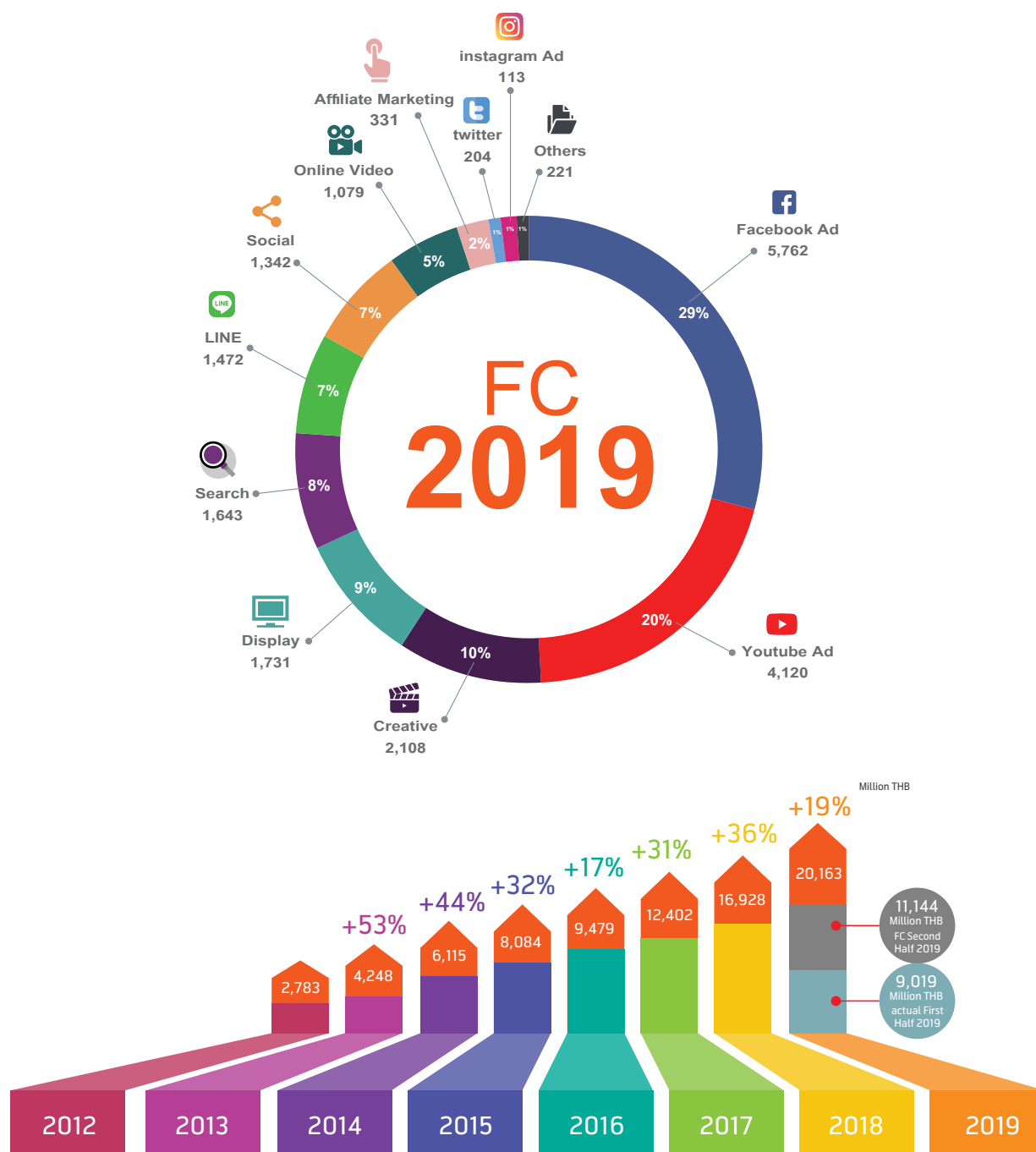
In 2019, Mthai.com along with The Cultural Promotion Fund under the Department of Cultural Promotion, Huaqiao Poh Tech Siang Tung Foundation, and Huachiew Chalermprakiet University held a short film contest “Thai Dee Mee Marayat”. The winning prize was the scholarships of over 300,000 Baht. Additionally, another short film competition was held with the cooperation of Office of The National Broadcasting and Telecommunications Commission (NBTC) in the project “Up Clup Pi-chit San Season 5” under the topic “Creative or Destructive Is at the Fingertips”. The winning prize was the scholarships of over 200,000 Baht.

In subscription business, due to the decrease in the popularity of information and entertainment SMS service, the Company has switched our business strategy to subscription service which serves both online and application customers. Services offered include the following:

- MonoMax, online video streaming with more than 20,000 hrs. of video content
- Horolive, the hub of quality and famous fortunetellers providing 24 hours of online fortunetelling

In September 2019, Mono Group signed the MOU with Triple T Broadband PCL., 3BB high speed internet service provider, and KT Corporation, the number one telecommunication service provider in South Korea, for the collaboration on IPTV business on 3BB high-quality fiber optic network with over 3.3 million users. As Master Content Provider (MCP), Mono Group provides and manages contents worldwide, and for this project, the Company sees an opportunity to enhance negotiation power and create the marketing plan that connects all screens together.

Digital Advertising Spending by Medium during 2012 – 2019 and Ratio of Digital Advertising in 2019



Source : Digital Advertising Association (Thailand) and Kantar TNS (Thailand)

Radio Business

By the end of 2019, the total advertising spending on radio was 4,735 million Baht, 4.5% of the total advertising value, comparing to 4,797 million Baht in 2018, slightly decreased by 1.3%. Radio is regarded as a traditional media which has been affected by a rapid growth of digital media. Nevertheless, during the latest 3-4 years, the number of listeners was rather stable or showed a slightly decrease comparing to many years before.

Despite the fact that the value of radio industry has declined and more listeners turn to online music applications, Mono Fresh 91.5 FM which started broadcasting in 2015 has transformed to the radio media and concert sponsorship since 2017. Throughout the year 2019, Mono Group along with Government Savings Bank (GSB), Dhipaya Insurance PCL., and Triple T Broadband PCL. held exclusive premium concerts for customers named GSB Duo Concert 2019, GSB&TIPlife Present Queens of Dance, and 3BB Exclusive Concert.

Content Business

The Company is the provider and the creator of various forms of contents, including images, songs, videos, TV programs, movies, applications, etc., focusing on the lifestyle of customers, content quality, technological support, and strategic distribution through the Company's media. These media include TV programs on MONO29 channel, video steaming on MonoMax, etc. The total value chain enables an effective management of the budget on contents and copyrights through our media.

At the end of 2019, Mono Group announced the business association with GMM Grammy PCL. and GMM Studios in the cooperation in content production, marketing strategy, and content access extension through a variety of series starring famous actors to satisfy MONO29 and MonoMax audience.

Later on, the Company also announced the business coalition with SBS Content Hub from South Korea in the collaboration to remake top hit Korean drama in Thai version.

Movie Business

Regarding as a high investment business, most movie businesses are big operators. Mono Film, having a long experience in the business and being a business partner of major studios and independent studios both domestic and overseas, could increase the chance and options for a variety of movie acquisition, as well as the purchase of a large number of copyrights, which leads to special privileges. In addition, Mono Group possesses movie and series production teams namely Mono Pictures and Mono Original. Directors and famous stars were invited to join the productions (For example, Lukkade - Metinee in Blood Valentine, Saiparn – Apinya and Golf - Pichaya in Bangkok Vampire). To satisfy teenager audience on MonoMax, novels from Jamsai Publishing were also made into movie and series, such as the series Touchdown Kiss and the movie Sugar Café. Our movie business can control the overall movie management including:



Theatrical movie
distribution



TV broadcasting
program MONO29 and
application MONO29



Video-on-demand
MonoMax

Due to the intense competition and the current situation on content piracy, the Company now emphasizes brand identity marketing strategy along with the fight against piracy websites.

Sports Business

For many years, Mono Group has put the spotlight on basketball development. Previously, the popularity of basketball dropped and remained only in specific groups due to lack of serious and continuous support until Mono Group gives it a deliberate support and development. With the management style of Sport Entertainment promoting through internal and external media, the popularity of basketball has continually increased. Factors, including rating on MONO29 channel, cooperation from the government sector and basketball institutes, and supports from private sectors as sponsorships, have led Mono Group to constantly improve basketball in Thailand in order to reach the international level by:

- Enhancing basketball professionalism and forming strong basketball team
- Organizing national basketball competitions in various ages from youth to professional
- Organizing international basketball competition
- Supporting Thai national basketball team to climb the world ranking
- Organizing CSR activities relating to the development of basketball

At present, success can be seen as consumers perceive the image that Mono Group comes with basketball. In May 2019, Mono Sport Entertainment Co., Ltd. (a subsidiary which holds 100% share) made an investment with 6 business operators/ people who support basketball to establish Thai Professional Basketball League Company Limited with the purpose to hold competitions and boost the development of basketball in the future.

Music Business

Nowadays, worldwide consumers of music industry have turn to music streaming services which show a constant growth and an increase of popularity in Thailand. A survey by JOOX Inprogress 2019 reveals that the music application with the highest number of listeners is JOOX (72%), follows by Spotify (25%), and Apple Music (11%). In 2018, people listened to music for more than 3,000 million times, which was a 50% growth comparing to the year 2016. Relating to this matter, Mono Music has promoted our music productions through all channels and become more recognized as we select familiarly well-known artists like Nueng – Apiwat and Maew – Jirasak, as well as creating new artists like Gelato, C-CRAY, Ice – Thitiwat, etc. Currently, the income from our music business derives from online music and concert events in schools with sponsorships.

Entertainment Business

Other than publishing media, online media which are website and social media have been added to entertainment business since 2015. Hence, the business has large audiences base, especially a favorable magazine like Gossip Star with its content presented on gossipstar.com and facebook.com/GossipstarFC which has more than 2.7 million fanpage. This also includes other magazines, such as Campus Star, Bioscope, A'Lure, and Rush, all of which Mono Group has created the fanpage on social media. As the advertising spending in magazines currently plummets, Mono Group has conformed our business activities to other entertainment businesses. Events relating to movies were held, for example, “Doo Nung Tay Sanay Klang Plang 3D”, an event held with Tourism Authority of Thailand at Phitsanulok. Other activities included the book publishing for Bangkok Metropolitan Council and “GSB Campus Star All Star Talent 2019”, the activity held with Government Saving Bank to find new stars from talented students nationwide.

In 2019, the Company published interesting pocketbooks which were translated from the writing of foreign authors whose work is about self-improvement, how-to, or psychology. Some of these books are “KINTSUGI” written by Tomas Navarro, a famous Spanish psychologist, A Guide to “Thriving in an Age of Disruption” written by Michael McQueen, a speaker, a strategic planner, and the world’s top trend forecaster.

Commerce Business

Considering commerce business, the Company started TV home shopping business namely 29Shopping in 2018 with the aim to generate extra income from the main business MONO29 channel. The market for TV home shopping business has shown the potential to rise constantly as the business growth is approximately 15% per year since 2015. The market value of TV home shopping from January to June 2019 was 7,351 million Baht, divided into TV shopping 4,234 million Baht and home shopping 3,107 million Baht, with the growth of 8% and 14% respectively compared to the same period of the previous year. Currently, there are 15 players in TV home shopping market of which 8 are TV shopping and 7 are home shopping.

Over a year of business operation, 29Shopping’s market share is 0.3% (source: TV Home shopping Association (Thailand), as of August 2019). Although it is not a high number, as we mainly care about the satisfaction of TV audience and so the advertising only appeared during some periods, 29Shopping attempts to expand our sale on various marketing channels such as websites and social media. In this year, we have also added more marketing channel in marketplace like Shopee.

Nature of Business Operation

Mono Group runs 2 main businesses which are Media Business and Content Business. Our businesses can be divided into 9 groups:

- | | |
|--------------------------|---------------------------|
| 1. TV Business | 6. Sports Business |
| 2. Online Business | 7. Music Business |
| 3. Subscription Business | 8. Entertainment Business |
| 4. Radio Business | 9. Commerce Business |
| 5. Movie Business | |

Nature of each business can be summarized as follows:



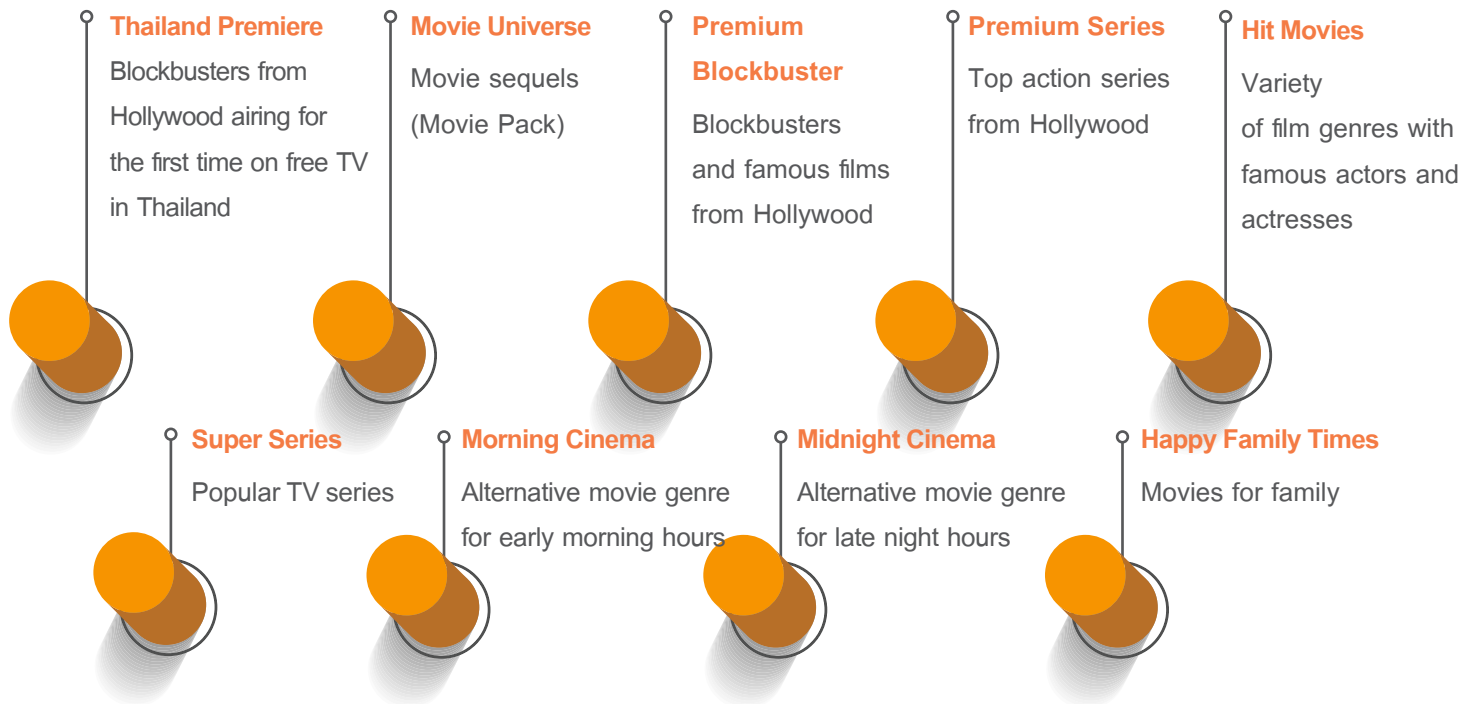
1. TV Business

Product and Service

1.1 Digital TV Business with the standard definition (SD) digital TV license operates the digital TV broadcasting business under the name “**MONO29**” via channel NO. 29. With business objectives to produce and present high-quality TV programs, MONO29 offers premium entertainment and information to audiences. MONO29 officially launched on April 29, 2014. Currently, the channel is one of the top digital TV business operators in Thailand. In 2019, MONO29 ranked the top 3 and keeps moving forward with its strong positioning “Great Movies and Popular TV Series”. The Company has long-term contracts with many production studios from Hollywood which produce films and series such as Warner Bros, Walt Disney, Universal, Paramount, Sony, CBS, and 20th Century Fox. All of the movies and series from international studios are the majority of 70 % of all contents presented on the channel. Audience can watch these contents on free TV, Mono29.com, and application MONO29 both on iOS and Android devices.



Premium Programs - Selected programs include:



Other Premium Contents



News

- Welcome World
- World News
- Good Morning Thailand
- The Day News Update



Special Interview

- Big Billionaire
- Next Millionaire
- Big Hero



Sports (Domestic and International)

- Basketball Leagues - TPBL, ABL, NBA
- Sepak Takraw Thailand League 2019



Special Activity

MONO29 World Trip 2019: Movie Destination, following the trail of famous movies in 4 trips through 4 cities in 4 countries, including Mosco (Russia), Venice (Italy), Dubai (United Arab Emirates), and London (England).

MONO29 held marketing activities with our business partners throughout Thailand. Some of the events were MONO29 Movie Preview, an activity which was held all year long, music events or concerts, such as Rare Bangkok 2019 (EDM Concert), J Adrenalin 360 Concert, The Real Nadech Concert, My Boyfriends Concert, Single Festival 2019, Season of Love Song 10, etc. as well as MONO29 Khonkaen Songkran Festival 2019, Colour Splash Songkran Music Festival, running events and e-sport competitions, such as Bangsan 42, Bangsan 21, Give and Run “Good for Life 2019”, 12 AUGUST Half Marathon Bangkok 2019, Ayutthaya Marathon 2019, Sukhothai Marathon 2019, and Thailand E-Sports Challenge 2019.

Furthermore, Pattaya City relied on MONO29 to hold a countdown party “Pattaya Countdown 2020: Universe of Entertainment” at Bali Hai Bay, Chonburi. The party, with over 200,000 participants, received a wonderful feedback from Pattaya City and all the supporters.



1.2 Satellite TV and Cable TV businesses, as a producer of entertainment programs since 2010, **MONO PLUS** presents the audience with nonstop, fun, and quality contents.



MONO PLUS, the channel under the concept of “**Prime Sports, Prime Series**”, presents high quality programs which are produced for the broadcasting in high-definition. Selected premium contents include movies, Thai dramas, Thai and international series, songs, varieties and sports, such as basketball leagues both domestic and internal, and Sepak Takraw Thailand League. Audience could watch these programs in C-Band system (black dish, such as Hisattel, Ideasat, Infosat, Leotech, PSI, Thaisat, Sunbox, and GMM Z), cable TV channel nationwide, Cloud IPTV box of 3BB, and TOT, or via <http://monoplus.mthai.com> 24 hours a day.

MONO29 and MONO PLUS have a major source of revenue from advertising, product tie-in, selling space for showing brand and selling airtime for promoting products via special scoop and Interactive TV.



2. Online Business



Product and Service

The Company is an online provider of information, news, and entertainment content with total online marketing solution service for business partners from planning campaign to providing advertising space which is appropriate for the target group.

At present, the Company focuses on developing and creating Rich Content in videos format so that viewers can choose to see what they like for free. With income from Advertising Video On Demand (AVOD), content providers will get the share of the AVOD income from the number of viewers who watch the videos. Services provided by the Company currently include **Mthai.com**, a website for Thai people which provides a wide range of contents including talk of the town, news, entertainment, women, men, and variety, and **Seeme.me**, a quality online video website of which the average number of viewers in 2019 was 26 million people (Source: Google Display Network). Other popular social media are facebook.com/mthaidotcom/ and twitter.com/mthai which present the following contents.

- Online advertising in the forms of banner, video, and semi-content
- Events which generate income from sponsorship such as Mthai Top Talk-About for online celebrities and short film contest “Thai Dee Mee Marayat”



The Company is the provider of information, news, and entertainment on smart devices. These contents are presented in video format, where customers can choose either Subscription Video on Demand (SVOD) (monthly charging, unlimited access) or Transactional Video on Demand (TVOD) (per-content charging). Currently the services include:

Mono Astro offers online horoscope service from famous fortune tellers and astrologers. Customers can easily video chat with our fortunetellers by using Horolive application, an online horoscope which is the hub of more than 100 fortune tellers. Income from Mono Astro derives from the time that customers purchase (minute) to consult with the fortunetellers and discount is provided from various business partners.



The information and entertainment service business of Mono Myanmar has shown a consistent development as it could be seen that at the beginning of the year, the revenue increased approximately by 20%. Nevertheless, during the second quarter, the information and technology controlling unit of Myanmar government launched strict regulations, and therefore, the growth of the total revenue during that period was slow. Considering the overall business operation in 2019 comparing to 2018, the business was rather steady.

Mono Technology Public Company Limited



4. Radio Business

Product and Service

The Company's radio station is called **Mono Fresh 91.5 FM** with the slogan "Fresh music all day long" for with Top Chart and new songs of both Thailand and international. Online channels are available on monofresh915.com and **Mono Fresh** application to enjoy the music from any place and any time via smartphones. They can also chat with attractive DJs and watch live streaming on facebook.com/MonoFresh91.5.

Income from radio business derives from 2 channels which are spots on radio station and showbiz business. Our sponsorship in 2019 were Government Savings Bank (GSB), Dhipaya Insurance PCL., and Triple T Broadband PCL. A total of 16 premium concerts were organized for customers in the events of GSB DUO Concert, Queens of Dance Concert, Rock of Ages Concert, and 3BB Member Exclusive Concert, all of which were held at Mono29 Studio on Chaiyapruk Rd., with artists from various music studios and the beautiful 270-degree LED screen.



Content Business



5. Movie Business

Product and Service

Mono Film operates a full range of film business, including producing many film categories, acquiring domestic and international film licenses for cinemas, cable TV channel, free TV channel, and the Internet as well as selling local license to international clients through many film festivals. Licenses of films, series, dramas, game shows, and interesting programs are also acquired to support TV business on MONO29 and MONO PLUS channels, as well as Monomax on the internet.

The Company has been partnering with leading movie production houses both domestic and overseas. Domestic production houses include Sahamongkhon Film, United Home Entertainment, Phranakorn Film, and Cartoon Club. International partners from Europe and America are Europacorp, Attitude Films, Lotus Entertainment, The Solution, and Bloom Media. As for Asia, Lotte Entertainment, JTBC, CJ Entertainment are partners from Korea whereas Golden Network, China Huace Film & TV, Pegasus Motion Pictures, Edko Films, and Toei Animation are partners from China, Hong Kong, and Japan. Not only movies, the Company also partners with worldwide documentary program providers, for example, National Geographic, Documentary Club (Movies Matter), etc.

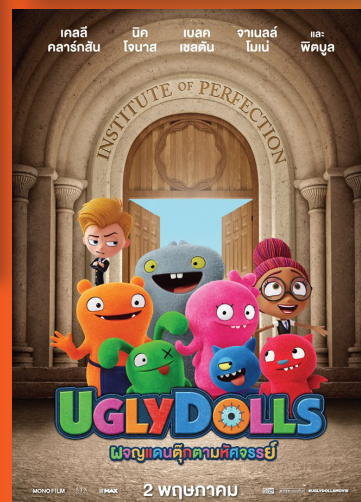
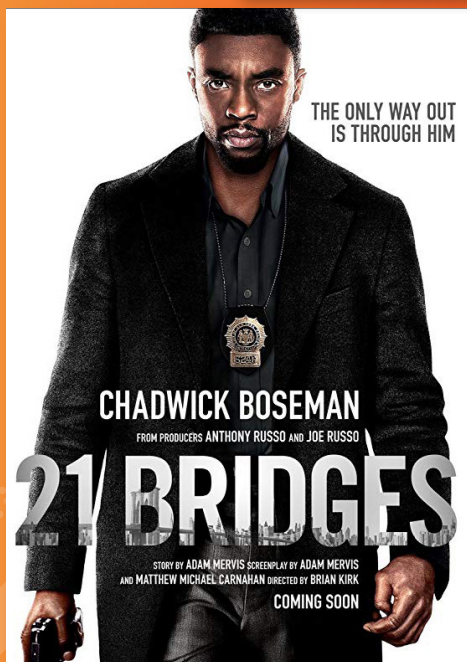
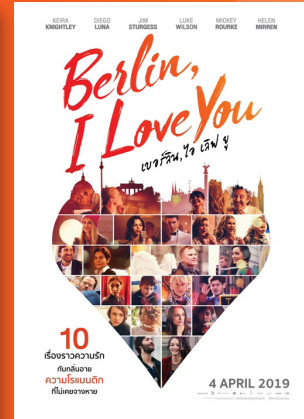
There were 11 theatrical movies launched shown in cinemas in 2019. All of these were selected quality movies. Some of them are award-winning movies from various film festivals. The Company plans to acquire quality films from Hollywood and Asia in order to continue providing movies for cinemas.

Income from movie business consists of direct income from theatrical audience and sublicense to other business units including MONO29 and MonoMax.

International Movies in Cinemas during 2019

Replicas	47 Meters Down: Uncaged
The Upside	Hustlers
Cold Pursuit	Little Monsters
Departure	21 Bridges
Berlin, I Love You	The Farewell
Ugly Dolls	







6. Sports Business

Product and Service

Mono Sports Entertainment focuses on supporting sports and managing basketball competitions. With the aim to promote basketball in a wider range and as mainstream a sport entertainment of Thailand, the Company hopes that basketball will gain more popularity as professional sports. The strategy includes broadcasting the matches on MONO29, MONO PLUS, and MThai.com.

In 2019, the Company supported basketball competitions with cooperation from government and private sectors, including Sports Authority of Thailand (SAT), Basketball Sport Association of Thailand (BSAT), Office of the Basic Education Commission (OBEC), and Government Saving Bank (GSB). Basketball leagues were held continuously as a challenge for basketball players and children to practice and develop their skills in order to step forward to international levels. Important basketball leagues were as follows:

OBEC – MONO Champion Cup held by Mono Group and the Office of the Basic Education Commission (OBEC), was the basketball competition for students to win Thailand championship. Being held for the third year, the program was held between June 4 and September 22, 2019. The competition of a total of 77 provinces from 5 regions was divided into 6 classes, male and female age 14, 16, and 18. The objective of this program was to support and increase the potential of Thai children in basketball.

Thailand Amateur Basketball League by GSB (TABL) was held between October 12 – December 10, 2019. The tournament which consisted of almost 200 basketball teams from 9 zones around the country was the competition for children competing for the national championship. As a semi-professional basketball league with the highest winning price in Thailand, the competition aimed to enhance the capability of Thai children so that they can compete in professional level.

Thailand Professional Basketball League (TPBL) was held between June 13 – September 7, 2019. Aimed to develop Thailand basketball to reach the international level, the tournament was the competition for professional basketball teams in the country which consisted of 6 leading basketball clubs. Mono Group sent two basketball teams, Mono Warriors and Mono Scorpions, to compete in the competition and won the first runner-up and the second runner-up respectively.

ASEAN Basketball League (ABL) held between November 16, 2019 and March 23, 2020, was the ASEAN basketball league with 10 basketball teams from participant countries. Mono Vampire also attended this competition.

Most of the income from sports business came from the sponsorship of the competitions and the basketball teams, as well as the right to broadcast the tournaments on MONO29, MONO PLUS, and MonoMax. Nevertheless, the income from the sale of basketball tickets at Stadium29 was not high since the Company intended to sell the tickets at an attractive price for audience of all ages. Also, school and university students could have the opportunity to see the competitions and create joyful moment watching basketball games.





7. Music Business



Product and Service

Mono Music produces and creates songs by talented artists. Not only working with experienced music artists, such as Maew – Jirasak, Nung – Apiwat, King – Pichet, Mon – Room39, HUM, PLUTONIUM in special project Pitches Music, Mono Music also promotes well-trained new artists both solo and group such as Ploy Chompoo, Gun – Ratchanon, Chayin, Ice – Thitiwat, Gelato, and C-CRAY to offer a variety of music choices for listeners. The production also includes the soundtrack of movies or series on MONO29 such as Bangkok Vampire, Diamond Eyes 2, Fist of Stardom, and Touchdown Kiss. Currently, the business focusses on digital services including downloadable songs, downloadable ring back call, online song library on JOOX, iTunes, Apple Music, and Spotify. Fans can follow the work of artists, chat, and update news on facebook.com/monomusic or Official Channel on youtube.com/MrMonoMusic. In addition, the Company can produce television commercials and organize concert tours in schools or concert parties in private companies according to customer requirements.

For actors and artists management operated by Mono Talent Studio, the business focuses on finding people with good personality, outstanding character, and packed with talents. These people will be auditioned to be the stars on MONO29 channel series, newscasters, presenters, music artists, DJs, etc. Mono Talent Studio also promotes artists on social media as well as creates fan club groups or followers for the artist to further their careers in entertainment business and show business.



8. Entertainment Business

Product and Service

Mono Group engages in magazine productions of various entertainment and lifestyle contents, for example, entertainment news, artists, fashion, dramas, and movies. Familiar magazines under Mono Group are Gossip Star, Rush, A'Lure, Campus Star, Snap Signature, and Bioscope, including the facebook of each brand totally more than 4 million fanpage.

The Company owns the copyrights of various books from famous celebrities and authors in Thailand and from other countries according to the concept of each publisher which are Her Publishing, Maxx Publishing, Geek Book Publishing, Move Publishing, and Horo Life Publishing.

Furthermore, Mono Group has developed cooperation with external sector such as Government Saving Bank (GSB) in the organizing of GSB Gen Campus Star 2019 which was held for the fourth year. The purpose of the contest was to give opportunity for college students to show their talents and improve their personality. The contest was held in 5 regions, including the central region, the north, the east, the northeastern, the south to cover all universities nationwide. The event was also one of the activities to promote magazines and other services among young people.

Bioscope magazine and Tourism Authority of Thailand also held the event “Doo Nung Tay Sanay Klang Plang 3D” in Phitsanulok with the aim to promote tourism and movie businesses to people who were interested.





9. Commerce Business



Product and Service

The Company is a distributor of products and services through home shopping and online service on MONO29 Channel under the name 29Shopping. With all types of quality products from Thailand and overseas, customers can easily place orders through call center 02 – 100 – 7066, website 29shopping.com, and social network. The service also includes free delivery nationwide.

Travel service, room reservation, tourist activity, and complete online hotel and flight booking are still available for Thai and foreign customers who wish to travel in Thailand, ASEAN countries, or other countries around the world. Trendy tourist attractions are also updated. These services are available on websites Hotelsthailand.com and Hotelthailand.com. With more than 600,000 followers, Facebook.com/HotelsThailand is another channel to present contents and talk about travelling. Furthermore, basketball and concert tickets are also available to support the business operation of subsidiaries.

Product and Service Provider

As the core business of Mono Group is media business and content service, the Company has places importance on the development and the acquisition of interesting contents. There are teams that are responsible for performing, collecting, and producing various contents, for example, TV program production team of MONO29, music production team of Mono Music, film production team of Mono Picture, publishing team of Gossip Star, etc. Moreover, the Company has acquired copyrights of domestic and international contents, as well as cooperates with business partners or outsources to produce various programs. Hence, the Company has different kinds of contents to satisfy every customer desire.

Products and services are contents which are presented through multiplatform including computer, mobile phone, smartphone, tablet, TV, internet TV, and other modern communication devices. Equipment and communication technology are provided and developed in order to connect and send contents to customers with regard to safety, stability of the system, and speed of service.

The Company recruits personnel with expertise in their field of work and gives importance to human development in every aspect. Trainings and personnel development courses are regularly provided for both presenters, like artists and actors of Mono Group, and internal employees.

Risk Factors

Operating business based on risk management policy, the Company manages, monitors, and controls risks at the acceptable level under the supervision of Risk Management Committee who regularly reports to the Board of Directors. Risk factors for the Company include the followings:

1. Risk from competition in digital TV business

The overall of the competition in digital TV business in the previous year had been drastic among the market leaders competing for market share. Each player tried various audience engagement strategies by changing and improving their contents to always capture audience's attention. Huge budget was invested on content acquisitions and program productions to satisfied audience and increase TV rating. Hence, TV channels could increase the advertising rate accordingly. Last year, with the strength on "Great Movies, Famous Series", MONO29 Channel was able to rank third and maintained that position steadily for almost throughout the year.

Mono Group has two television channels - MONO29 and MONO PLUS, a satellite channel. The strategy that the Company uses is distinct from the beginning as the channel constantly presents entertainment contents including movies, series, and quality programs to the public. Throughout six years of broadcasting, MONO29 has successfully elevated its rating popularity. Hence, many channels have changed their strategy and purchased more movies to air on their channels. Nevertheless, the Company has established strong relationships with new business partners and more major studios. It could be said that MONO29 is one of the channels with the highest portion of purchased copyright contents. The Company has secured special First Premiere content licensing that enables MONO29 to be the first free TV channel to broadcast such contents. Hollywood blockbuster or famous Asia movie which attracts audience and generates high rating is aired everyday in Premium Blockbuster hour. We also hold "MONO29 JUD-HAI" – a voting campaign on social media for audience to vote for the top hit movie they want to see on holiday. The campaign which engages the audience with the channel receives a lot of attention from movie fans. Other than entertainment content, MONO29 provides the program 29Shopping to respond to the popularity of online shopping. The program is able to create an increasing market share from the blooming home shopping business. Aside from that, the Company pays attention to audience's satisfaction by analyzing program schedule and selecting contents. Automatic computer processing system analyzing the response of the audience has also been introduced, and therefore, it enables the channel to select the contents for daily program schedule more appropriately.

2. Risk from changes of technology which effect customer behaviors

The constant development of technology and the Internet network significantly influences people's ways of living and society. Everyone can promptly and easily access contents on the Internet via smartphones, and the number of users tends to radically increase. Therefore, online business under Mono Group improves products and services to conform with the changes of technology and customer demands. As an example, the number of TV audience has declined and increasingly turned to online contents on smartphones. In response to the shift of behavior, the Company launched the application MONO29 to increase the service through online platforms and support the intensifying usage of smartphones and other devices. Movie lovers have more choice

to watch video-on-demand. They can select the movies they like and watch them anytime at their convenience. Currently, video-on-demand service on the Internet are becoming increasingly popular. The Company sees the significance in the demand of this group of customers so the service Monomax, with its highlight on over 20,000 hours of unlimited worldwide premium series, movies, and sports, has been provided for subscribers. The service is available in 2 languages with Thai soundtrack as well. Thus, due to the Company's expertise in technology at the outset, Mono Group can easily adjust our business to digital platform by connecting different platforms on hand and efficiently integrating them, which is the Company's strength and advantage.

3. Risk from the growth of social media which lessen the demand of Display Ads

Online and publishing businesses, whose major revenue come from display ads, are affected by the growth of social media. As social media is so popular, more and more business owners use it to promote their products and services. Consequently, display ads drops drastically which affects the total revenue of the Company. Therefore, we have adjusted our business strategy by using the same brandings, which are well-known and long experienced, to create value with the collaborations from our business partners to organize various events. Website Mthai along with government and private sectors held a project to support and promote the value and identity of Thai culture "Thai Dee Mee Marayat". Bioscope magazine and Tourism Authority of Thailand also held the event "Doo Nung Tay Sanay Klang Plang 3D" in Phitsanulok. Other activities included the book publishing for Bangkok Metropolitan Council and "GSB Campus Star All Star Talent 2019", the activity held with Government Saving Bank. These events were held to substitute the reduction of the income from advertising.

4. Risk from piracy

Film content is one of Mono Group's core contents; nevertheless, there were many forms of piracy on film content last year. In response to the problem, the Company has assigned a legal unit to take legal action on piracy. Information systems is adopted to trace and monitor film piracy, as well as to find piracy on websites, allowing the legal unit to compile relevant evidences to proceed with legal action. As for the prevention of internal piracy, the Company has provided the access control system in every process of content production. DRM system (Digital Right Management System) which requires coding for visual, audio, and video files with control access of information and protection of duplication is also employed for the prevention of contents broadcasted on digital channels.

Considering the collaboration from external sectors, the Company joined hands with the National Federation of Motion Pictures and Contents Association and other relevant agencies gathering Thai film producers in order to jointly plan and provide a system to monitor the piracy and lay out the long-term policy. Office of the National Broadcasting and Telecommunications Commission and relevant government agencies currently give more significance on piracy as seen from establishment of authorities, with clear punishment to help lessen the problem on piracy.

5. Risk from security control of important information and contents

Although the rapid change of technology has brought advantages on business, there are also the disadvantages on cautions of data loss and hacking. The Company, therefore, keeps the business information and movie files separately in a closed computer system which is inaccessible from the Internet. Accessibility to the room where the information is kept is merely authorized to specified persons. For general information, such as presentations, statistics, and document forms, cloud system has been adopted so that employees can work conveniently away from office. With this system, employees can work on mobile phones and customers can also access those presentations. Nevertheless, accessibility to the system requires a registration code to prevent data leakage. In addition, the Company hires a consultancy firm to set a protection system against external hacking, especially to enhance the safety of information continuously.

6. Risk from foreign exchange rate fluctuation

The core content of Mono Group includes international films and series. The agreement to acquire rights is often based on foreign currency which risks of fluctuation and is unpredictable due to many factors, such as internal economic fundamentals, monetary and financial policy, global economic conditions, speculation and political stability at home and internationally. The volatile foreign exchange rate may affect business sector, particular for those depending on foreign exchange rate that leads to gain or loss. As fluctuation of exchange rate is uncontrollable, the Company resolves the problem by using Forward FX that complies with international purchasing plan and other payments. the appropriate tool to prevent the risk. This is the appropriate tool to prevent the risk, and so cost management is more accurate.

7. Risk from major shareholder having power in directing management policy

As of December 31, 2019, Mr. Pete Bodharamik held up to 65.32 percent of total paid-up capital, accounting for more than a half of paid-up capital. As a result, this leads to his right to control the resolutions of shareholders' meeting as well as the Company's policy and management, except for some agendas that require three-fourths of votes in the shareholder's meeting as prescribed by the law or the Company's Article of Association. To ensure transparency as well as check and balance system of the Company's operation, the Company has appointed competent personnel to be the management team. The scope of our operations has been streamlined. The Company has clearly specified the delegation of authority to directors and executives and appointed outsiders to be the Company's three independent directors and members of the Audit Committee who will be responsible for auditing, balancing the decision making and considering approval of any agenda before proposing the shareholder's meeting. In addition, the Company formed the internal audit unit by hiring an experienced company that is directly supervised by the Audit Committee for promoting their independent operation. This unit shall be responsible for monitoring internal control system as specified by the Company in order to ensure transparency and balance of power in our business management.

Legal Dispute

The Company was sued by unrelated company as follows:

- In June 2015, a case of copyright violation of a sport competition live broadcast programs sued in a civil case and criminal case.

On January 29, 2018 and February 27, 2018, the Court of Appeal for Specialized Cases read its judgements in the civil case and criminal case, respectively, which were to order dismissal of the plaintiff's actions.

On May 7, 2018, the plaintiff appealed the judgements of the Court of Appeal for Specialized Cases in both the civil case and the criminal case to the Supreme Court. Subsequently, on September 25, 2019, the Supreme Court ordered the dismissal of the plaintiff's action in the criminal case, and the case is thus finalized. The appeal in the civil case is currently being considered by the Supreme Court.

In addition, the Company and subsidiaries were sued by unrelated person as follows:

- In August 2018, the Company and subsidiaries were sued in a criminal case, in a case of copyright infringement of literary work. The Central Intellectual Property and International Trade Court accepted the charge. Currently, the case is in the process of trial.

The management of the Company and subsidiaries believes that there shall be no significant damage from the legal dispute; therefore, debt which may occur from the litigation is not recorded in the reserve account. Debt which may occur from the legal dispute does not affect the asset of the Company or subsidiaries over 5 percent of shareholder's equity as of December 31, 2019. Moreover, there is no other significant dispute which may affect the operation of the Company or subsidiaries.



Corporate Social Responsibility

The Board of Directors and executives of Mono Group has shaped our policies toward the management under good corporate governance and adhered to morality and the business code of conduct, consideration of stakeholders, and business operations on the basis of responsibility for society, community, and environment. The Company has supported the business units to bring out their potential, personnel, and resources to create projects or activities. Cooperation was given to networks of all sectors including government and private which would establish a strong foundation for the organization along with the society.

The Board of Directors has set the plan for the operation on corporate social responsibility according to 8 principles of the Stock Exchange of Thailand with details as follows:

1. Fair Operating Practices

Mono Group determines to enhance our business growth along with the principles of ethics and fairness to build confidence for investors and shareholders. The Company has stipulated policies and practices, including the corporate governance policy, the business code of conduct, the code of conduct for directors, executives, and employees, as well as doing businesses legally under the law to ensure the honesty, the absence of conflict of interests, and the accountability of business operations. Implementation of the policies and the results of business operations are also being closely monitored by the Board of Directors and minor committees to ensure the transparency and accountability of business operations that shall continuously create satisfied benefits of the shareholders.

2. Anti - Corruption Practice

The Company certified membership of Thailand's Private Sector Collective Action Coalition Against Corruption or CAC in the third quarter of 2016, and in the second quarter of 2019, the Company has received the membership extension, and therefore, certified the membership of CAC for the second time with a three year membership duration. In this regard, the Company has always determined to do our business based on transparency and fight against all forms of corruption. The Company has established policies and practices on anti-corruption which are communicated to executives and employees through internal communication via intranet website. Employee training and orientation for new employees are also performed.



The Company has convinced our business partners to declare on collective action coalition against corruption and constantly emphasized on the policy about giving and accepting gifts. In addition to this, being a media business operator enables the Company to support the government sector in presenting news, information, and related activities relating to anti-corruption, such as anti-corruption organizations and other governmental authorities which promote good sense of honesty to the public in anti-corruption. The Company has provided complaint channels for employees and stakeholders to file complaints, opinions or suggestions, and blowing whistle on suspected act of corruption. As in 2019, there was no report or any act of corruption related to Mono Group.

3. Human Rights

Mono Group underlines the principles of Human Rights and Equality which are considered as the fundamental rights. Thus, it promotes the directors, executives, and employees to perform their duties with realization on human rights, duties and responsibilities of their own, other individuals and every stakeholder. Mono Group supports non-discrimination, non-disclosure of personal information, non-exploitation of personal information, and non-violation of individual privacy. Moreover, the guidelines have been set to monitor and ensure that the Company's operation and its employees' performance will not involve in infringement of human rights and equality principles.

4. Equitable Treatment of Labors

Mono Group gives importance to employees as one of the top priorities. The Company takes responsibility in taking care of the compensation, quality of life, working environment, welfare, personnel trainings and development, performance assessment, and opportunity to grow in career paths with the organization. Fair treatment under the labor laws and other relevant laws is also stipulated for the treatment of labors.

The Company provides communication channels for employees to report problems and file complaints. Malpractices within the Company can be reported to supervisors according to the work level or the human resource department and the Board of the Company in order to find solutions or punish the wrongdoers. Nonetheless, the Company shall safeguard the whistle blower by concealing his/her information as well as protecting him/her from the effect on the work status.

Compensation and Welfare Management Policy

Compensation and welfare are managed under the requirement of labor laws. Aside from the compensation under agreement, the Company provides incentive based on each employee's annual performance. Besides, extra welfares are fully provided to promote security and health, for example, provident fund contributions, insurances for life, health, and accident, sport club, loan, New Year Party, and recreations that promote morals and ethics such as monthly birthday merit making and social activities.

Occupational Health and Safety Policy (OHS)

The Company commits to develop the occupational health, safety, and working environment policy in compliance with the laws, international standards and other regulations that the company has adopted. By promoting the participation in the implementation of OHS practices, the Company deems that OHS activities are responsibilities of every employee to collaboratively create a good work environment.

In 2019, there was no report on any accident or injury related to work.

Personnel Development Policy

Since employees are regarded as valuable resources and the key to success for the Company, Mono Group has written the policy to focus on enhancing their quality in terms of their knowledge and abilities. Committed to be the **“Organization with Development and Learning Focus”**, the Company also embeds corporate culture and ethical values in their minds. The Company formulates the learning and development programs based on the following processes.

- **Learning through Practical Experiences:** Coaching and passing on experiences from supervisors to new employees, or on the job training, will lead to an actual self-development. Initiating new ideas and actions is also supported.
- **Knowledge Stream by Expert Personnel:** Regardless of position and level, every employee will be offered opportunity to pass on their knowledge and share their experiences. Three approaches which are Tutor Model, Buzz Model, and Note Model will be selected according to the content and the expertise of the lecturer.
- **Evaluation:** Mono Group promotes opportunities for supervisors and colleagues to coach and consult during meetings and evaluation period. This process will allow the team to share ideas, comments, and advice that benefits collaborative work.
- **Education:** Mono Group's training courses are arranged in compliance with the requirement of each department. Moreover, the Company is ready to provide training programs according to employees' interests as well as create knowledge management tools that will support and further develop their work skills continuously.

In 2019, the Company's total budget allocated on personnel development amounted to 0.9 million Baht and 74.67 percent out of all employees participated in the personnel development programs provided by the Company.

Besides, the Company encourages employees to participate in sport competitions both internal and external, such as “TV Samukkee Cup No.4 Badminton Competition”, “Mono Badminton Championship No.2”, and “Mono Street-Basketball 3x3”.



5. Accountability to Consumers

Mono Group underlines the accuracy of information and ready to handle with complaints, provide suggestions on services, and find the best solution for any problems related to the Company's products and services. There are also units to take care of customers, for example, sales and marketing team, call center unit, webmaster, social media officer, etc.

As a media provider, the Company is the medium for public relations on news, information, and social and

environmental development projects. Not only publicizing news to get public assistance, the Company also boosts inspiration for people to do good things as in "Big Hero", a section of "Good Morning Thailand" TV program, which presents the story of people who do good things for the society and the environment.

Regarding to this topic, in 2019, Mono Technology PCL. received the 2019 Sustainability Disclosure Acknowledgement Award held by Thaipat Institute.

6. Support Environment Responsibilities

The Company places importance on introducing technological systems to our operation in order to reduce costs and the use of natural resources. Employees are taught to be environmentally friendly through practices like using both sides of papers. They are also encouraged to participate in environmental conservation activities, for example, supporting VET CAMP 40th held by Nature & Environment Conservation Club of Chulalongkorn University Veterinary Student Club on June 8-16, 2019 at Huai Kum Wildlife and Nature Education Center, Amphoe Kaset Sombun, Chaiyaphum. Last year, none of the businesses under Mono Group affected the environment.

7. Community and Social Development

Community or society development along with business operation is still one of the Company's missions. In 2019, the Company held many projects on community or society development, focusing on basketball and education as listed:

- Project on Construction of School Building Mono Group 10 at Ban Dong Ta Wan Border Patrol Police School, Amphoe Kut Khaopun in Ubon Ratchathani. The Company has supported the construction of school buildings in several schools for 10 years.
- Project on Fixing and Building Basketball Court. The fifth basketball court renovation took place at Buengboon School, Amphoe Buengboon in Sisaket with the aim to create happiness for the communities and promoting basketball.
- Project on "Giving Basketball Board Nationwide". In 2019, the Company donated 75 pairs of basketball boards.
- "Big Cleaning Day, Return Space to Community", the activity under the project "Kubota Fights Flood". With the corporation from Mono Technology PCL. and Siam Kubota Corporation Co., Ltd., the activity was held to assist flood victims in Amphoe Warin Chamrap in Ubon Ratchathani.

- Blood Donation with “Bangkok Vampire Series” at National Blood Center Thai Red Cross Society on Angreedunung Road.
- Recreation and donation of things and school equipment for underprivileged children in remote areas with “Jan Yak” channel on website Seeme.me under Mono Group at Wat Chatthong School in Ayutthaya and Bankluai School in Suphanburi.
- Pa Bah merit making ceremony at Wat Sai Ngam to enhance the temple, promote education for the monks, and heal sick monks in Wat Sai Ngam in Chanthaburi.



The support on various projects was given to government and private sectors, academic institutes, foundations, clubs, associations, and organizations. Some of the projects are listed below.

- Heart Heroes Project, by Children’s Hospital Foundation
- Project on “Rural Development Volunteer Camp No.29”, by Volunteer Engineer Club, King Mongkut’s University of Technology North Bangkok
- Youth Camp for Next Step 2019 “Keng Dee Mee Jit A-Sa”, by Youth for Next Step Camp (public benefit organization)
- Project on occupational skill training for the orphan families, by The Amir Al-Mu’minin Foundation The Orphans of Southern Thailand and Yala Rajabhat University
- CIPITC Moot Court Competition 2019, by The Central Intellectual Property and International Trade Court and network organizations
- Hup Pa-Tat Marathon #2. The income from the project after the reduction of expenses was given to schools in Uthai Thani, hospitals, and the disabled.
- Supporting the golf team in King’s Cup Charity Golf Tournament, by Thai-Germany Alumni and Thai-German Cultural Foundation
- Supporting Ambassador Bilingual School Basketball Team in Chiang Mai
- Supporting the activities of the Bicycle Team of Waree Phirom Sport Center (Nong Jok) in 2019

In 2019, the Company supported walking and running events nationwide as well as encouraged Mono Runner, Mono Group’s running club, to join the events in order to promote good health and harmony among employees. Some of the events are as listed.

- | | |
|--|---|
| <ul style="list-style-type: none"> • Amazing Thailand Marathon Bangkok 2019 • Chongkho Run 2019 • Hup Pa Tat Marathon #2 • Bangsaen 42 Chonburi Marathon 2019 • Aloha Run Pak Nam Pran 2019 • Khaoyai Half Marathon 2019 | <ul style="list-style-type: none"> • Cold Night Run 2 (2019) • Give and Run “Fun 2 Share 2019” • Run for Heroes • Generali Selfie Run 2019 • Active Run @ Phra Chulachomklao Fort 2019
“Run through the Path of History
Rattanakosin Era 112 No.1” |
|--|---|

8. Creation and Dissemination of Innovations from Operations Relating to Social Responsibility

Mono Group has always underlined the development of basketball in Thailand. Mono Sport Entertainment Co., Ltd. has established basketball clubs and sent Mono Vampire Basketball Team, the representative of Thailand, to “ASEAN Basketball League 2019-2020” (ABL 2019-2020). Local basketball leagues were held at GSB Stadium 29 with the cooperation of network business partners in order to develop young basketball players. In 2019, the Company also created the applications “MONO VAMPIRE” and “TPBL” as a channel to promote news and updates of the basketball teams.

Furthermore, the Company has a project on basketball clinic “MONO BASKETBALL DREAM” which senior national basketball players were sent out to teach basketball from fundamental level to special techniques to students around Thailand. In the previous year, the project was held for 16 times with over 2,500 students from various schools participated in the program. Some of these schools are listed below.

- Thammislam Foundation School, Nonthaburi
- Krathumbaen Wisetsamutthakhun School, Samut Sakhon
- Samutsakhonwittayalai School, Samut Sakhon
- Banharnjamsaiwittaya 3 School, Suphanburi
- Watpasakae School, Suphanburi
- Ban Huai Rai Samakee School, Chiang Rai
- Fakkwan Wittayakom School, Phayao
- Sungmenchanupatham School, Phrae
- Wiliakiat Upatump School, Phrae
- Ambassador Bilingual School, Chiang Mai
- Thungsaiwitta School, Kamphaeng Phet
- Buengboom School, Sisaket
- Sompoypittayakhom School, Sisaket
- Kururatrungsarit School, Ratchaburi
- Tedsaban 4 the Demonstration School of Lopburi Municipality
- Pibulwiththayalai School, Lopburi
- Phachi Soonthornwiththayanukul School, Ayutthaya
- Muaklek Wittaya School, Saraburi
- Sutheewittaya School, Saraburi
- Triam Udomsuksa Patthanakarn, Saraburi

As for online media, website Mthai.com along with The Cultural Promotion Fund under the Department of Cultural Promotion, Huaqiao Poh Tech Siang Tung Foundation, and Huachiew Chalermprakiet University held a short film contest “Thai Dee Mee Marayat” to promote the proper social etiquette and the accurate use of Thai language among Thai youth. The Company and Office of The National Broadcasting and Telecommunications Commission (NBTC) also held a short film competition in the project “Up Clup Pi-chit San Season 5” under the topic “Creative or Destructive Is at the Fingertips”. The purpose of the project was to encourage young people to produce short films that promote or evoke a sense of consciousness among contemporary online users.



For the full report of corporate social responsibility (CSR), please refer to Annual Registration Statement (Form 56-1). Also, update of CSR news and activities are available via www.mono.co.th/corporate-social-responsibility/



General Information

General Information of the Company

Company Name	:	Mono Technology Public Company Limited		
Symbol	:	MONO		
Registration Date	:	June 6, 2013		
Registration Number	:	0107555000040		
Address	:	200 Jasmine International Tower 16 th Fl., Moo 4 Chaengwattana Road., Pakkred, Nonthaburi 11120		
Type of Business	:	Media and Content Business		
Website	:	www.mono.co.th		
Telephone	:	(66) 2502 0700		
Fax	:	(66) 2100 8148		
Total number and type of issued shares	:	Registered capital	486,299,997.50	Baht
		Paid-up capital	347,105,403.80	Baht*
		Registered ordinary shares	4,862,999,975	Shares
		Paid-up ordinary shares	3,471,054,038	Shares*
		Par value	0.10	Baht

* As of December 31, 2019

Juristic persons in which the Company's shareholding proportion is at 10 percent or higher

Company Name	Nature of Business	Total Paid-up Capital/ Investment	Proportion of Common Shareholding of Mono Technology and/or the Subsidiaries
Mono Generation Co., Ltd.	Entertainment business	9,820,000 shares	100%
Mono Film Co., Ltd.	Movie business	8,710,000 shares	Mono Generation Co., Ltd. 100%
Mono Production Co., Ltd.	TV business	20,200,000 shares (96.53% called up)	100%
Mono Broadcast Co., Ltd.	TV business	140,000,000 shares	Mono Production Co., Ltd. 100%
Mono Sport Entertainment Co., Ltd.	Sports business	25,000,000 shares (72% called up)	Mono Production Co., Ltd. 100%
Mono Info Systems Co., Ltd.	IT service and support business	80,000 shares	100%
Mono Travel Co., Ltd.	Travel business	4,000,000 shares	100%
Mono Music Co., Ltd.	Music business	270,000 shares	100%
Mono Radio Co., Ltd.	Radio business	2,000,000 shares	100%
Mono Radio Broadcast Co., Ltd.	Radio business	100,000 shares (25% called up)	100%
Mono Talent Studio Co., Ltd.	Artist management business	80,000 shares	100%
T Moment Co., Ltd.	Movie business	2,000,000 shares (57.50% called up)	100%
Mono Play Co., Ltd.	Game business	350,000 shares (35.71% called up)	100%
Mono Astro Co., Ltd.	Horoscope business	50,000 shares	100%
Mono Technology Hong Kong Limited	Investment in China	25,000,000 shares	100%
Thai Professional Basketball League Co., Ltd. (associated company)	Sport event business	9,474 shares	Mono Sport Entertainment Co., Ltd. 31.66 %

Company Name	Nature of Business	Total Paid-up Capital/ Investment	Proportion of Common Shareholding of Mono Technology and/or the Subsidiaries
Under Liquidation Companies			
PT. Mono Technology Indonesia	Under Liquidation	10,000 shares	Mono Technology PCL. 99% Mono Generation Co., Ltd. 1%
Liquidated Company			
Mono Technology Vietnam Company Limited	-	Investment of USD 300,000 or equal to THB 10,000,000	100%

Office Locations

Mono Generation Co., Ltd.	200 Jasmine International Tower 31 st Fl., Moo 4 Chaengwattana Rd., Pakkred, Nonthaburi 11120 Tel. (66) 2502 0700 Fax. (66) 2100 8148
Mono Production Co., Ltd.	Head Office: 200 Jasmine International Tower Moo 4 Chaengwattana Rd., Pakkred, Nonthaburi 11120 Tel. (66) 2502 0700 Fax. (66) 2100 8148 Branch Office: 29/9, Moo 4 Chaiyapruk Rd., Bangplub, Pakkred, Nonthaburi 11120
Mono Travel Co., Ltd.	200 Jasmine International Tower 16 th Fl., Moo 4 Chaengwattana Road., Pakkred, Nonthaburi 11120 Tel. (66) 2502 0700 Fax. (66) 2100 8148
Mono Film Co., Ltd.	200 Jasmine International Tower
Mono Broadcast Co., Ltd.	Moo 4 Chaengwattana Rd., Pakkred, Nonthaburi 11120
Mono Sport Entertainment Co., Ltd.	Tel. (66) 2502 0700 Fax. (66) 2100 8148
Mono Info Systems Co., Ltd.	
Mono Music Co., Ltd.	
Mono Radio Co., Ltd.	
Mono Radio Broadcast Co., Ltd.	
Mono Talent Studio Co., Ltd.	
T Moment Co., Ltd.	
Mono Play Co., Ltd.	
Mono Astro Co., Ltd.	
Thai Professional Basketball League Co., Ltd.	29/9, Moo 4 Chaiyapruk Rd., Bangplub, Pakkred, Nonthaburi 11120

Oversea Office Locations

Mono Technology Hong Kong Limited	401 Jardine House, 1 Connaught Place, Central, Hong Kong
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Reference Persons

Registrar	:	Thailand Securities Depository Co., Ltd. 93, Ratchadapisek Road, Dindang Sub-district, Dindang District, Bangkok 10400 Tel. (66) 0 2009-9000, (66) 0 2009-9999 Fax. (66) 0 2009-9991
Auditor	:	EY Office Limited 193/136-137, Lake Rajada Office Complex, 33 rd Floor, New Rajadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110 Tel. (66) 0 2264-9090 Fax. (66) 0 2264-0789-90
Legal Advisor	:	Seri Manop & Doyle Ltd. 21 Soi Amnuaiwat, Sutthisan Road, Samsennok Sub-district, Huaikhwang District, Bangkok 10310 Tel. (66) 0 2693-2036 Fax. (66) 0 2693-4189

Shareholding and Management Structures

Shareholding Structure Information

Number of registered and paid-up capital as of December 31, 2019

Registered capital	:	486,299,997.50	Baht
Paid-up capital	:	347,105,403.80	Baht
Registered ordinary shares	:	4,862,999,975	Shares
Paid-up ordinary shares	:	3,471,054,038	Shares
Par value 0.10 Baht per share			

Capital Movement in 2018-2019

As of December 31, 2018, the Company has the registered capital of 486,299,997.50 Baht and the paid-up capital of 347,102,965.80 Baht. As of October 22, 2019, the paid-up capital of the Company increased by 2,438 Baht due to the exercise of MONO-W1 of 24,021 units which is equal to 24,380 ordinary shares. Therefore, the paid-up capital of the Company is 347,105,403.80 Baht.

Shareholders

The top ten shareholders of the Company as of the closing date on March 8, 2019 are as follows:

List of Shareholders	Number of Shares	Percent
1. Mr. Pete Bodharamik	2,231,361,980	64.29
2. Mr. Pramote Pasawong	65,000,000	1.87
3. Mr. Soraj Asavaprapha	58,957,500	1.70
4. Mr. Visute Poolvorlaks	45,000,000	1.30
5. Mrs. Lalana Tharasuk	42,275,900	1.22
6. Miss Promsiri Sahaboontham	38,524,800	1.11
7. LGT BANK (SINGAPORE) LTD	36,820,000	1.06
8. Mr. Nipon Leelasithorn	26,800,000	0.77
9. Mr. Nuttapol Jurangkool	25,650,000	0.74
10. Thai NVDR Co., Ltd.	20,561,848	0.59
Other shareholders	880,077,630	25.35
Total	3,471,029,658	100.00

Warrant

The Extraordinary General Meeting of Shareholders No.1/2014 held on September 12, 2014 resolved to issue and allocate the warrants representing the right to purchase the ordinary shares of the Company No.1 (MONO-W1) of 1,500,002,627 units to existing shareholders of the Company according to the proposition of shareholding, providing that 14 existing shares equal 15 units of MONO-W1. The date of the issuance of MONO-W1 was October 17, 2014 with the Warrant term of 5 years from the day of the issuance. The current exercise price is 2.464 Baht per share and the current exercise ratio is 1 unit of Warrant for the right to purchase 1.015 ordinary share. In 2014 - 2019, the exercise of MONO-W1 was 147,673,565 units. On expiry date and last exercise date on October 17, 2019, the remaining MONO-W1 that was not exercised was 1,352,329,062 units.

Dividend Payment Policy

The Company shall make dividend payment at the rate of not less than 50 percent of net profit after tax and legal reserve. However, the Board of Directors shall consider the dividend payment based mainly on the benefit of shareholders and take into account reserves of funds for future investment or loan repayment or working capital. Annual dividend payment of the company must be approved by the Annual General Meeting of shareholders. Nevertheless, the Board of Directors shall have authority to occasionally approve the interim dividend payment if the profit is adequate. Also, the Board of Directors shall report such payment to the next Annual General Meeting of Shareholders.

Meanwhile, the subsidiaries will make dividend payment of at least 50 percent of net profit after tax and legal reserve. However, committees and/or shareholders of subsidiaries may consider dividend payment as per their business conditions, such as investment plan for business expansion. The said dividend policy shall be individually approved by meeting of the Board of Directors of each subsidiary.

Management Structure

Board of Directors

The Board of Directors consists of nine directors. In 2019, seven meetings of the Board of Directors were held and the details of directors' names and their attendances were as follows:

List of Directors	Positions	Number of Attendances/ Number of Meetings (Time)
1. Mr. Pete Bodharamik*	Chairman of the Board of Director (Resigned on September 17, 2019)	4/4

List of Directors	Positions	Number of Attendances/ Number of Meetings (Time)
2. Mrs. Punnee Worawuthichongsathit**	Chairman of the Board of Director and Independent Director (Appointed as the Chairman of the Board of Directors on November 6, 2019) Chairperson of Audit Committee and Member of Nomination and Remuneration Committee (Resigned on November 6, 2019)	7/7
3. Mr. Navamin Prasopnet	Assistant Chairman, Chairman of Executive Committee, and Chairman of Risk Management Committee	7/7
4. Mr. Patompong Sirachairat	Director, Executive Director, and Member of Risk Management Committee	7/7
5. Mr. Komsak Wattanasriroj	Director and Executive Director	7/7
6. Mr. Sang Do Lee	Director and Executive Director	7/7
7. Mr. Siri Luengsawat	Director	7/7
8. Mr. Preecha Leelasithorn	Independent Director, Member of Audit Committee, and Chairman of Nomination and Remuneration Committee	7/7
9. Mr. Kriengsak Thiennukul	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee	7/7

* Mr. Pete Bodharamik resigned from the position of director with effect on September 17, 2019. The meeting of Nomination and Remuneration Committee No.1/2020 and the meeting of the Board of Directors held on February 3, 2020 passed a resolution to appoint Mr. Charoen Sangvichaipa in replacement. To this regard, Mr. Charoen Sangvichaipat shall retain his office for the remaining term of the former director.

** The meeting of the Board of Directors No.5/2019 held on November 6, 2019 passed a resolution to appoint Mrs. Punnee Worawuthichongsathit as the Chairman. To this regard, Mrs. Punnee Worawuthichongsathit resigned from the position of Chairperson of Audit Committee and Member of Nomination and Remuneration Committee.

*** The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint subcommittee in replacement of the director who resigned as follows.

1. Mr. Preecha Leelasithorn, the former Member of Audit Committee, appointed as Chairman of Audit Committee
2. Mr. Charoen Sangvichaipat appointed as Member of Audit Committee and Member of Nomination and Remuneration Committee

Miss Pitirudee Sirisamphan is the Company Secretary and Miss Saranya Amornrattanasuchad is the Secretary to the Board of Directors.

Authorized Directors

Two out of top-four directors which are Mr. Navamin Prasopnet, Mr. Sang Do Lee, Mr. Komsak Wattanasriroj, and Mr. Patompong Sirachairat are authorized to collectively sign with the Company's seal affixed.

Terms of Office

At each Annual General Meeting of Shareholders, one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. The directors who must retire from the office in the first and second year after registration of a public limited company shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first. Retiring directors may be re-elected.

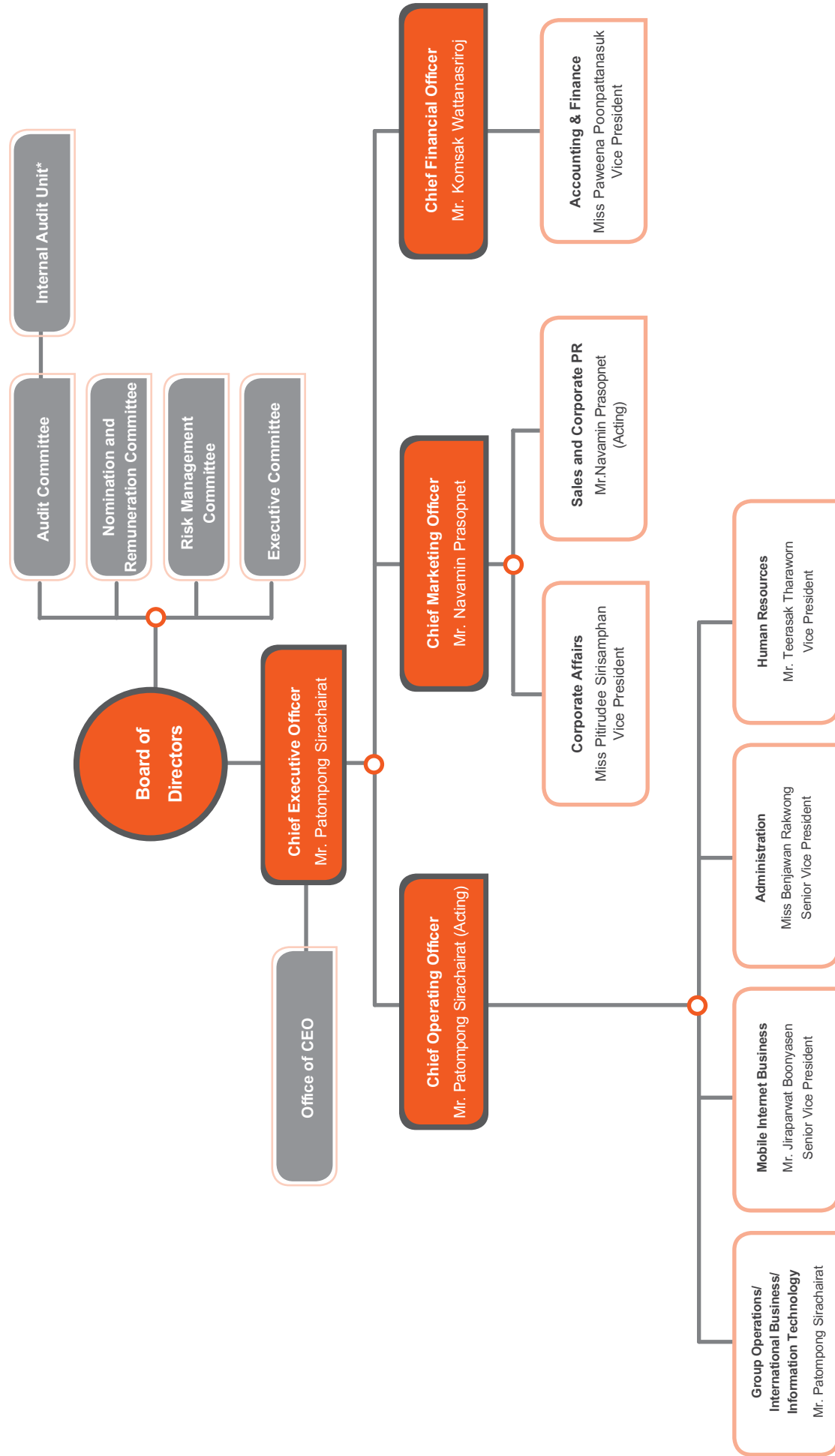
Authority, Duties, and Responsibilities of Board of Directors

1. To consider specify details and give approval towards vision, business strategies, direction, policy, financial and non-financial goals, business plan for short-term, medium-term, and long-term, and budget of the Company and subsidiaries as per details arranged by the Executive Committee and the management. Such topics are to be reviewed annually so that they are appropriate for the circumstance, business potential, and be able to create sustainability to the business.
2. To supervise and monitor the management of the Executive Committee, the Chief Executive Officer, and the employees that their performance is done with responsibility, caution, and honesty, as well as to ensure that their operation complies with the law, the objectives, the regulations of the Company, the resolutions of the Board of Directors, and the resolutions of the Meeting of Shareholders.
3. To give the management authority to the Executive Committee, the Chief Executive Officer, or the authorized persons with written statement, as well as to supervise and monitor that the management and the performance of such persons comply with the policy of the Board of Directors. This also includes consideration on clarifying the responsibility of the directors, the Executive Directors, and the Chief Executive Officer so that the management is in accordance with the trend of the Company.
4. To continuously monitor the Company's performance to ensure the compliance with the Company's strategy, work plan and budget.
5. To lead the Company and subsidiaries to arrange adequate and appropriate internal control system and risk management system in order to ensure that transactions are approved by authorized persons and risks with impact on the Company are being prevented.
6. To employ appropriate accounting system, arrange financial statement, sign off to certify the financial statement before presenting to the Annual General Meeting of Shareholders to consider approval.
7. To give opinion toward nomination, appointment, and termination of services of the auditor as well as considering appropriate remuneration presented by the Audit Committee before proposing the Annual General Meeting of Shareholders to consider approving.

8. To arrange the written policy of corporate governance, business ethics, and code of conduct for directors, executives, and employees so as to communicate the practices to employees of all levels and to monitor policies compliance. The policies are to be revised and practiced annually.
9. To arrange the Charter of the Board of Directors that specify the role and the responsibility of the directors and to approve the charters of other committees. The charters are to be revised at least once a year.
10. To consider approving the appointment of persons having required qualifications, without prohibited characteristics according to Public Limited Companies Act, B.E. 2535 (as well as the amendment), Securities and Exchange Act, B.E. 2535 (as well as the amendment), and relevant notifications, requirements and/or regulations to assume the position of directors in cases of vacancy for directors due to other reasons other than retirement by rotation. The Board of Directors shall consider and give approval on appointment of new directors to replace directors retiring due by rotation as well as specifying the remuneration for directors as presented by the Nomination and Remuneration Committee before proposing the Annual General Meeting of Shareholders to consider approving.
11. To appoint committees, such as the Audit Committee, the Executive Committee, the Good Corporate Governance Committee, the Nomination and Remuneration Committee and the Risk Management Committee, or other committees as well as defining authority and duties of those committees in order to support the performance of the Board of Directors.
12. To specify and change names of authorized directors.
13. To consider the appointment of executives according to the specification and definition by SEC or CMSB and the Company Secretary as well as specifying remuneration of those executives as presented by the Nomination and Remuneration Committee.
14. To ask for external professional associations' opinion to support their precise decision making.
15. To encourage the Company's directors and executives to participate in seminars organized by Thai Institute of Directors (IOD), particularly seminars which are relevant to the directors and executives' duties and responsibilities.

However, the delegation of authority and responsibilities shall not be made in the manner that the Board of Directors or other persons delegated or sub-delegated by the Board of Directors enable to approve transaction, which they or others may have stake in, or receive benefit, or have conflicts of interest (as defined by the notifications of SEC or CMSB) with the Company or subsidiaries, except for approval of transaction according to the established policy and criteria approved by the Annual General Meeting of Shareholders or the Board of Directors.

Management Structure (as of December 31, 2019)



Remarks: *S.C. Accounting & Business Consultant (1995) Co., Ltd. is employed to be the Company and subsidiaries' internal auditor

Executives

In 2019, the Company has 9 executives:

Executives	Positions
1. Mr. Patompong Sirachairat	Chief Executive Officer (appointed on November 6, 2019) Chief Operating Officer (held the position until November 5, 2019)
2. Mr. Sang Do Lee	Chief Executive Officer (resigned on November 5, 2019)
3. Mr. Navamin Prasopnet	Chief Marketing Officer
4. Mr. Komsak Wattanasriroj	Chief Financial Officer
5. Mr. Jiraparwat Boonyasen	Senior Vice President - Mobile Internet Business
6. Miss Benjawan Rakwong	Senior Vice President - Administration
7. Miss Pitirudee Sirisamphan	Vice President - Corporate Affairs
8. Mr. Teerasak Tharaworn	Vice President - Human Resources
9. Miss Paweena Poonpattanasuk	Vice President - Accounting and Finance

* The meeting of the Board of Directors No.5/2019 held on November 6, 2019 passed a resolution to appoint Mr. Patompong Sirachairat as Chief Executive Officer.

** There were 8 executives as of December 31, 2019.

The Company Secretary

The meeting of the Board of Directors No.1/2012 held on March 14, 2012 resolved to appoint Miss Pitirudee Sirisamphan to be the Company Secretary in compliance with the requirements of Securities and Exchange Act, B.E. 2535 (as well as the amendment). The Company Secretary shall be responsible for preparing and keeping registrations of directors, notices calling directors meeting, minutes of the Board of Directors Meeting, annual reports, notices calling shareholders' meeting, minutes of shareholders' meeting as well as keeping the report of interest filed by directors and executives and performing other duties as per the requirements of CMSB. The copy of report of interest under Section 89/14 arranged by the directors and executives must be submitted to the Chairman of the Board of Directors and the Chairperson of Audit Committee for their acknowledgement within seven business days from the date that the Company receives the report.

The Responsible Person in Accounting and Finance

The person taking the highest responsibility in finance and accounting is Mr. Komsak Wattanasriroj, Chief Financial Officer. The person supervising accounting is Miss Paweena Poonpattanasuk, the Vice President – Accounting and Finance.

Remuneration for Directors and Executives

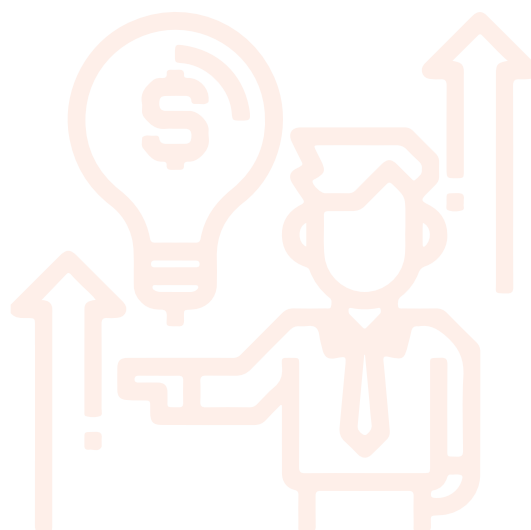
1) Remuneration in Cash

Remuneration for Director

The Company set a policy to fix appropriate remuneration for directors and executives based on other companies within the same industry. Also, experience, scope of authority and responsibility of each position were taken into account. Meanwhile, the members of Nomination and Remuneration Committee are responsible for considering the remuneration and asking the meeting of the Board of Directors and the shareholders' meeting to consider approval later on.

The 2019 Annual General Meeting of Shareholders resolved to approve the ceiling of remuneration for directors of not exceeding 5,000,000 Baht, with the gratuity for directors of not exceeding 2,000,000 Baht (equivalent to the gratuity for 2018). In addition, details of remuneration for the Board of Directors, the Audit Committee, and the Nomination and Remuneration Committee are as follows:

- Chairman of the Board of Directors received remuneration of 70,000 Baht per month.
- Vice Chairman received remuneration of 50,000 Baht per month.
- Assistant Chairman received remuneration of 30,000 Baht per month.
- Director/ Independent Director received remuneration of 20,000 Baht per month.
- Chairman of Audit Committee received remuneration of 20,000 Baht per month.
- Member of Audit Committee received remuneration of 10,000 Baht per month.
- Chairman of Nomination and Remuneration Committee received remuneration of 20,000 Baht per attendance.
- Member of Nomination and Remuneration Committee received remuneration of 10,000 Baht per attendance.



The details of individualized remuneration as of December 31, 2019 are as follows:

Directors	Positions	Remuneration (Baht)				
		Annual Remuneration		Meeting Allowance ¹⁾	Gratuity	Total
		Board of Directors	Audit Committee	Nomination & Remuneration Committee		
1. Mr. Pete Bodharamik	Chairman of the Board of Directors (Jan. - 16 Sep.)	597,333	-	-	-	597,333
2. Mrs. Punnee Worawuthichongsathit	Chairman of the Board of Directors (Nov. - Dec.), Independent Director (Jan. - Oct.), Chairperson of Audit Committee (Jan. - Oct.), and Member of Nomination and Remuneration Committee (2 times)	340,000	200,000	20,000	50,000	610,000
3. Mr. Navamin Prasopnet	Assistant Chairman	360,000	-	-	-	360,000
4. Mr. Patompong Sirachairat	Director	240,000	-	-	-	240,000
5. Mr. Komsak Wattanasriroj	Director	240,000	-	-	-	240,000
6. Mr. Sang Do Lee	Director	240,000	-	-	-	240,000
7. Mr. Siri Luengsawat	Director	240,000	-	-	-	240,000
8. Mr. Preecha Leelasithorn	Independent Director, Member of Audit Committee, and Chairman of Nomination and Remuneration Committee	240,000	120,000	60,000	50,000	470,000
9. Mr. Kriengsak Thiennukul	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee	240,000	120,000	30,000	40,000	430,000
Total		2,737,333	440,000	110,000	140,000	3,427,333

Remarks: 1) Remuneration per meeting attendance

2) The Company did not fix the remuneration for other committees, such as Executive Committee and Risk Management Committee. The Company did not fix the other benefits for any committee.

Remuneration for Executives

Total remuneration, including salaries, bonus, overseas allowances and social insurance contributions, for 9 executives as of December 31, 2019 amounted to 26.45 million Baht.

2) Other Remuneration

Other Remuneration for Directors - None -

Other Remuneration for Executives

On January 20, 2006, the Company established the provident fund under the management of TISCO Asset Management Co., Ltd. (TISCOASSET) in order to boost morale and promote long-term employee engagement. According to the provident fund policy, employees' contribution must be at least 3 percent of salary or they can select to adjust their contribution at the rate of not exceeding the contribution by the Company. In addition, the Company's contribution to the provident fund will be based on period of the provident fund membership of each employee. As of December 31, 2019, the Company's contribution to the provident fund for 9 executives amounted to 1.22 million Baht.

The Nomination and Remuneration Committee and the Audit Committee have deemed that the compensation structure is appropriate to the job and the responsibility, as well as attractive for directors and executives to work with their full effort in order to achieve the goal.

Personnel

As of December 31, 2019, the Company and subsidiaries has 1,011 employees (excluding executives). Remuneration, which is in the forms of salary, bonus, overtime wage, social security fund contribution, provident fund contribution, and others benefits for those employees amounted to 542 million Baht.

Mono Technology PCL.	198
Business Units	
Mobile Internet Business	59
International Business	4
Support Units	
Office of CEO	14
Group Operations	12
Sales and Corporate PR	21
Accounting and Finance	20
Administration	38
Human Resources	19
IT	7
Corporate Affairs	4
Subsidiaries	813
Total Employees (Person)	1,011

Compensation and Welfare Management Policy including Occupational Health and Safety Policy, and Personnel Development Policy are nevertheless described in the Corporate Social Responsibility section under sub-items of Labor Practice.

Corporate Governance

Corporate Governance Policy

The Board of Directors always gives significance to good corporate governance business operation, good governance management, transparency, accountability, protection of shareholders' rights, and consideration on the benefits of all stakeholders. The Company has formulated the good governance policy, the business code of conduct, and the code of conduct for directors, executives, and employees, all of which have been annually revised. In 2019, the Board agreed to review the policies according to the corporate governance guidelines for listed companies 2017 so that the Company's activities comply with the practice and be able to establish a sustainable business value for the future. This included the review of the announcement of The Securities and Exchange Commission (SEC) on the regulations, the information disclosure of finance and the Company's operating results which was revised so that the information disclosure is transparent and verifiable.

The Company has these regulations communicated and disclosed to directors, executives, and employees through all of the internal communication channels and the Company's website for acknowledgement and as guidelines to follow. Ethical activities, orientation, and other courses has also been provided. The implementation of the policy is monitored by the internal audit office and the corporate affairs department in order to report to the Risk Management Committee, the Audit Committee, and the Board of Directors for acknowledgement regularly. Moreover, as Mono Technology Public Company Limited highlights the importance of policy and practices on anti-corruption and risk assessment as well as keeps follow up with the monitor of business operating systems, the Company has certified a membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

In this regard, the Company was rated a five stars or excellent level by the Corporate Governance Report Evaluation (CGR) among Thai listed companies in 2019 and received a full score on the assessment of the Annual General Meeting of Shareholders by Thai Investors Association.

The corporate governance guidelines the Company highlights are as follows:

1. The Board of Directors, executives, and personnel shall emphasize and comply with Corporate Governance practices, business ethics, and code of conduct applicable for directors, executives, and employees.
2. The Board of Directors, executives, and employees shall perform their duties with dedication, accountability, caution, and honesty under the regulations of the Company and related guidelines.
3. The Company shall realize the responsibilities to supervise the Company to attain good governance and determine objectives, strategies, working policies, and resource allocation along with performance reports and disclosure of information.
4. The Company shall establish an apparent company structure by appointing sub-committee as appropriate to review the matter as well as defining the scope of work of each committee and clarifying the responsibilities of Chairman and Chief Executive Officer.

5. The Company shall establish an appropriate level of internal control system and risk management.
6. The Company shall prudently consider matters related to conflict of interests with emphasis on the Company's interest.
7. The Company shall prioritize rights and equitable treatment of shareholders. This likewise includes a convenient communication channel between the Company and the shareholders.
8. The Company shall realize sustainability value creation, business ethics, and responsibilities toward all stakeholders, society, and environment. This further includes responsive economical adaptation, innovation promotion, and technological implementation to enhance competitiveness and meet the customer's needs.
9. The Board of Directors shall disclose sufficient, accurate, and reliable information of the Company regarding financial and non-financial information.
10. The Company shall promote anti-corruption, human rights, and non-infringement of intellectual properties.
11. The Company shall cultivate values, virtues, ethics, and consciousness toward employees to have a mutual understanding and apply it as the organizational culture.

Corporate Governance Policy covers five parts as follows:

1. Rights of Shareholders

In recognizing the importance on the rights of every shareholders; regardless of major shareholders, minor shareholders, institutional investors, or alienated shareholders, the best practices have been defined below to ensure that the shareholders shall be protected for their basic legitimate rights, such as equitable right on share of profits/dividends, right to buy-sell-transfer shares, right on benefits of share repurchase, right to obtain clear, accurate, adequate corporate information, and vote on significant issue(s), and so on as follows:

Before the Meeting of Shareholders

1. The Board of Directors shall ensure that the points or important agendas which affect the business directions or as prescribed by law are being considered and/or approved by the shareholders so that the stakeholders can participate in the important decisions of the Company.
2. According to the law, shareholders shall be provided with prior notice of shareholders' meeting and supporting documents. The information presented shall be accurate, complete, and sufficient for exercising the shareholder's rights and considering the meeting agendas. Such documents consist of the details of the agendas, facts and reasons, the Board of Directors' opinions for each agenda's item, proxy forms on which shareholders are able to specify their votes, the names of independent directors whom the shareholders can appoint as their proxy, documents to be presented to clarify on the meeting date, and the Company's regulations relating to the meeting, the procedures, and the voting.
3. In the Annual General Meeting of Shareholders, the Company shall manage to mail the notice of shareholders' meeting and supporting documents to the shareholders at least 21 days ahead of the meeting date and disseminate both Thai and English versions via corporate website at least 28 days prior to the meeting date.

The Day of the Meeting of Shareholders

1. The Company shall manage to support and facilitate both shareholders and institutional investors with sufficient information, i.e. date, time and venue together with clearly identified map for the meeting. The meeting venue should be convenient and easily access to the mass transit system. Regarding the registration, the shareholders and institutional investors shall be allowed to register for the meeting at least one hour in advance and the registration counters should be sufficient. Barcode Technology shall be applied to facilitate the quick vote counting and exact result process. Besides, stamp duty shall be provided for proxy form.
2. The Board of Directors should prohibit any actions which hinder shareholders to attend the meeting or place an undue burden on the shareholders. In this regard, there is no regulation that requires shareholders or proxy to present the identification documents exceeding the applicable regulatory requirements.
3. Prior to the meeting, the Chairman shall inform the number and the proportion of self-attending shareholders and proxy holders as well as explain a meeting procedure, voting, and vote counting as specified in the Company's regulations. The Company shall clearly separate vote for each agenda and committee voting shall be voted individually. Moreover, the Company shall ask non-stakeholders or representatives of shareholders to witness the counting of vote in order to protect the shareholders' right.
4. The Chairman shall ensure that the meeting of shareholders is abided by the law, related rules, and the Company's regulations by allocating the meeting time sufficiently, and conducting the meeting appropriately and transparently. During the meeting, the shareholders shall be offered an opportunity to thoroughly express their opinions and raise their queries prior to voting and deciding resolution. All directors and executives in charge of core business shall attend the meeting so that the shareholders can raise any relevant questions to them.
5. The Company promotes the use of ballot papers on significant agenda(s) such as related party transaction, acquisition or disposal of corporate assets, collecting ballot papers in the meeting room and calculate the scores altogether with the scores taken in advance from proxy forms. Then, the resolution of each agenda shall be announced to the meeting with the results on agreement(s), disagreement(s), abstention(s), and voided ballot(s). Also, the resolutions shall be reported in the minutes of the meeting.

After the Meeting of Shareholders

1. The shareholders' resolutions and voting results categorized by each agenda's item shall be disclosed to the Stock Exchange of Thailand ("SET") and on the Company's website no later than the next day after the meeting.
2. The Company shall submit the minutes of the meeting to The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC) within 14 days after the meeting date and disseminate via the Company's website. The minutes of the shareholders' meeting shall be complete and accurate with the information including names of participating directors and executives and the proportion of participating and non-participating directors, clarification on the voting process and vote counting, resolutions, voting results in each agenda, questions and answers raised in the meeting, and name of the persons asking and answering.

2. Equitable Treatment of Shareholders

The Company has established guidelines of justified and equitable treatment of shareholders and undertook the following tasks:

1. The shareholders shall be offered an opportunity to propose extra issue(s) as the meeting agenda(s) and question(s) concerning the Company prior to the shareholders' meeting date. Consequently, this shall be notified via the SET's communication channel(s). In addition, explicit criteria for the rights of shareholders to propose agendas for Annual General Meeting of Shareholders and the questions being sent in advance shall be notified via corporate website.
2. The shareholders shall be offered an opportunity to nominate any candidate(s) for election as director prior to the shareholders' meeting via SET's communication channel(s). The notification of the nomination criteria shall be disseminated via corporate website. The candidate(s) shall have complete qualifications as defined in director's specifications and give their consent for nomination. Then, the application form including required documents shall be submitted to the Company in order to continue nomination procedures by the Nomination and Remuneration Committee.
3. The shareholders' meeting shall be convened in accordance with the agenda(s) notified in the meeting notice. Corporate policy of no extra agenda(s) added without prior notice shall be set. According to the Section 105 of Public Limited Company Act B.E. 2535 (1992), any extra issue(s) shall not be added in meeting agenda if it is not necessity, especially crucial issue(s) which the shareholders require a great deal of time to study relevant information before making decision.
4. The Company shall regularly disseminate information to shareholders through SET's communication channel(s), the Company's website, and The Securities and Exchange Commission (SEC) by considering the equitable rights to access news and prohibiting any actions which limit the shareholders to access such information or obstruct communication between the shareholders.
5. The Company shall have information security system and written procedures concerning the use and protection of inside information. The Company's Board of Directors, executives, employees, and all related persons, including spouse, minor children, and nominees or professional consultants shall be supervised to follow the rules and information security system.
6. The Company shall conduct market-sensitive information management by prohibiting the person(s) related to inside information to disclose the information prior to the public disclosure via SET. Directors and executives shall be notified to refrain from the Company's stock trading prior to the periodic disclosure of performance and financial status as well as the crucial market-sensitive information disclosure in order to promote fairness to the shareholders.
7. All Directors and high-level executives are designated to submit a report on their ownership of the Company's securities within 30 business days after they take office. In addition, they must report all subsequent sales or purchase of the Company's securities at least one day in advance to the Director in charge or the assigned person in order to notify SEC within three business days from the transaction date as stated by the Securities and Exchange Act B.E. 2535 (1992).

8. Each director shall notify the connected transaction(s) of oneself to the Company Secretary. The Board of Directors shall consider such transaction(s), especially one that may involve in the conflict of interest, to ensure the Company's and the shareholders' utmost benefits. The meeting minutes shall also contain the connected transaction(s) disclosed by the directors. The director(s) with significant connected transaction(s) shall be ensured to abstain from participating in the consideration of certain agenda(s).
9. The Company shall manage and monitor the matter(s) which may have the conflict of interest as well as determine the practice which complies with the operation procedures and rules on disclosure of information as prescribed by law. In doing so, the Company shall disclose any related party transaction that required the approval from the shareholders. The reasonable clarification for each transaction must be submitted to the Audit Committee and pass the Board of Directors' consideration before proposing to the Shareholders for approval respectively. The transaction can be proceeded after the approval only.

3. Roles of Stakeholders

The Company places great importance on the right of all stakeholders and conducts its business morally and ethically. The Business Code of Conduct is therefore stipulated to be guidelines for fair treatment towards all stakeholders, both within and outside the Company, in order to sustainably achieve the aim and the main target of the Company.

The Company has established criteria for the treatment of each group of stakeholders, as follows:

Shareholders

Emphasis shall be given to the transparent dissemination of important information, both financial and non-financial, to the stakeholders that are accurate, sufficient and timely. Dissemination shall be made through different channels, such as announcements through the SET's electronic media, the Company's web site, newspapers, press releases, letters, etc.

Clients

The Company recognizes the importance of customer satisfaction through the enhancement of existing services and development of new services. At the same time, the Company ensures ethical treatment and responds to all customers' complaints or suggestions immediately.

Employees

The Company emphasizes the ethical treatment and respect human rights of employees who shall be appropriately remunerated based on their qualifications relevant to their duties and comparable to other companies in the same industry. The occupational health and safety and work environment practices are arranged to ensure on-the-job safety for employees' lives and properties. The Orientation is the compulsory program for all employees. They must be advised through the employee's manual in which the Company's Articles of Association, policies, and code of conduct are explicated. Besides, the benefits and welfares provided for our employees exceeds that the laws has specified; for example, group medical insurance scheme, group life insurance plan and provident fund, etc.

The Company focuses on increasing knowledge, ability and experiences of employees through in-house and external training and seminars. This shall enable employees to perform their tasks efficiently and be able to cope with dynamic changes in products, technology, and rules of the various agencies. The topic of seminars includes notifications, requirements, rules and regulations of SET and SEC, accounting standards of various institutes, computer systems and programs, etc.

Creditors

The Company austere practices in compliance with terms and conditions that have been made with its creditors. In doing so, the Company shall focus on loan management in accordance with the objectives as specified in the contract, duly loan and interest payment, responsible acts towards collaterals to constitute creditor's trust. In case of failing to comply with the terms and conditions or default on loan, the Company shall notify the creditors in advance to collectively consider the potential solutions for the issue.

Business Partners

The Company underlines impartial and proper treatment and complies with business terms and conditions that have been made with its business partners in a fair manner. The Company shall also manage to develop and maintain good relationships with each business partner. The procedures for business partner selection are obviously identified in the Company's procurement policy to ensure that each prospective business partner shall be selected through the process of comparing and screening in accordance with the designated criteria and qualifications based on the Company's maximum benefits.

Business Competitors

The Company operates its business under principles of free and fair competition. It shall observe good business norm in competitive market, and avoid malpractice such as illegal acquisition on confidential information or using distorted information to jeopardize competitors. Besides, it shall promote any business cooperation with the competitors in a beneficial manner to the consumers or any cooperative project that is deemed a part of the country's sustainable development in terms of economy, society and environment.

Regulatory and Government Agencies

The Company adheres to the laws, notifications, rules and regulations stipulated by regulatory and related agencies, such as the Department of Business Development of the Ministry of Commerce, the Revenue Department of the Ministry of Finance, SET, SEC, etc. The Company also cooperates with relevant private agencies.

Community, Society and Environment

Responsibility towards community, society and environment is a part of the Company's missions that promotes its sustainable growth. To build knowledge and foster good sense for its employees, the Company provides abundant activities that enable them to be a part of the projects to strengthen the community, build the good society, and conserve the environment. The Company also initiates the campaigns that allows its employees to realize the importance on the conservation of energy and efficient resource exploitation, which is deemed an organizational culture. This includes monitoring as well as evaluating the progress and long-term success of the

projects. Besides, the Company gives assistance through donations to various foundations and organizations, which carry out social activities such as the donation of tools, equipment and office supplies to temples, foundations and other social organizations both in government and private sectors.

Compliance with the Policy

The directors, executives, and all employees must acknowledge, understand and strictly comply with Corporate Governance Policy, Business Code of Conduct, and Code of Conduct for directors, executives and employees. As a compulsory compliance, there shall be no such claim that these stipulated policies have been unknown.

The Company's executives shall ensure that their subordinates acknowledge, understand, and seriously comply with these policies. The Company has also stipulated the monitoring measure and disciplinary punishment in case of infringement or noncompliance with the Company's policies.

Complaint Consideration and Acceptance

To ensure good corporate governance in our business operation, the Company has established communication channels for its corporate governance (CG Hotline) through which complaints, comments, suggestions and whistle blowing about suspected wrongdoing at work can be made. The employees and other stakeholders can communicate their concerns about illegal or unethical practices by persons within the Company via five communication channels of "CG hotline":

1. Telephone
2. Facsimile
3. The Company's website or email to cghotline@mono.co.th
4. Written submission to the Company Secretary by mail or in person.
5. Email to the Company's three independent directors who are the member of the Audit committee

To gain confidence of those expressing their concerns via CG Hotline or whistle blowers, the Company shall keep the source of such information confidential. The Company has written procedures for acknowledging and investigating such concerns which shall involve only authorized persons and the relevant persons. The whistle blowers who are the Company's employees shall be guaranteed that their protection shall be taken and no action shall affect their work status.

In order to prevent and minimize unnecessary investigations that is not beneficial to the Company's operations and management and leads to the waste of the Company's resources, the Company Secretary together with the Audit Committee shall only investigate complaints that are considered beneficial to the Company's operations and management or related to the protection of the rights of shareholders and stakeholders before reporting to the Board of Directors, as follows:

- (a) Complaints or information that are useful for investigation of possible fraud or illegal practices of the Company or its directors or executives or employees that may cause damage or loss to the Company

- (b) Complaints about laws, rules and regulations with which the Company must comply
- (c) Complaints about the Company's operating and accounting policies which have already been set out
- (d) Complaints about transactions that constitute conflicts of interest or related party transactions as specified in the Notification of the Capital Market Supervisory Board (CMSB) or SET
- (e) Complaints about the Company's financial statements and financial information
- (f) Complaints about the Company's operations and operational results
- (g) Complaints about infringement on human rights, intellectual properties or copy rights as well as incidents or matters involving corrupt conduct
- (h) Complaints about other additional items as specified by the Board of Directors or the Audit Committee.

4. Disclosure, Transparency, and Financial Integrity

The Company places emphasis on accuracy, sufficiency, timeliness and impartiality in disclosing information to SET, the Company's shareholders and related agencies.

Financial and Non-financial Information Disclosure

1. The Company shall manage to perform the financial report. Financial statement disclosure is required to be reviewed by an independent auditor and also in accordance with the financial reporting standards and related practices. This includes disclosure of the Annual Report, Form 56-1, Management Discussion and Analysis (MD&A), and other important financial information in an accurate, sufficient, and timely manner. This is to acknowledge investors whether there is a change in financial status and performance of the Company in each operating period.
2. The Company shall disclose the financial reports by considering the result of the assessment on the sufficiency of the internal control system, independent auditor's opinion, notice on the internal control system, and notices from other communication channels. Audit Committee's opinion and consistency in the objective, the target, and the Company's policies shall also be considered.
3. The Company shall disclose non-financial information, including compliance with the law and policies (i.e. corporate governance; business ethics; code of conduct for directors, executives, and employees; transparent and fair management; anti-corruption policy; practice toward stakeholders; emphasis on human rights; social and environmental responsibilities). All of which are communicated toward the employees to implement as practice principles which can create long-term business value.
4. The Company shall ensure that the directors disclose their information accurately and completely.
5. The Company shall support and ensure that there is a sufficient number of personnel with competency to provide and disclose information. Development on knowledge, skills, and experience in accordance with the personnel responsibilities shall be provided as appropriate.

6. The Company shall disclose the apparent shareholding structure in subsidiaries and associated companies (if any) in order to ensure shareholders that the operational structure of the Company is transparent and accountable. In case of any shareholders' agreement, or policy effecting the shareholding structure, shareholders' relationship, or power to takeover the business, it is considered that the agreement or policy does not impose obstacles to the committee's duties. The matter shall also be disclosed in accordance with SET's regulation.
7. The Company shall regularly disclose financial and non-financial information by presenting the up-to-date information on the website of the Company both in Thai and English.
8. The Company shall provide minority shareholders the channel to inquire information through emails of independent directors or the Company Secretary for other matters, such as directors' activities, corporate governance, and audit.

Financial Status Management of the Company

1. The management shall monitor, assess financial status of the business, and report to the Board of Directors regularly. If there is an event or a sign which affect liquidity and debt paying ability, it should be monitored closely to jointly solve the problem and carefully operate the business. Information disclosure which is in accordance with criteria of related sectors shall also be provided.
2. The management shall establish the plan to solve financial problems by concerning about the fairness to stakeholders and debtors. Decision to implement any approach shall be reasonable and the progress of the report regarding the problem solving shall be regularly informed to the Board of Directors.
3. The meeting of shareholders shall approve any proposals or transactions and prudently consider such matter so that it does not affect business continuity, financial liquidity, and debt paying ability.

Investor Relations

1. The Chief Executive Officer, Chief Marketing Officer, and the Chief Financial Officer are assigned to be responsible for communicating with institutional investors, shareholders, analysts and relevant government agencies.
2. The management shall determine strategic directions and investor relations development which clearly specify duties and responsibilities of investor relations function, formulate information disclosure policy to third party in an appropriate, fair, and timely manner, and monitor the use of internal information and market-sensitive information in order to ensure effective information disclosure.
3. The Company's news, information, and financial reports are provided via communication channels as follows:
 - In 2019, the Company involved in investor relations activities to present the Company's information and operating result, as well as future business trend to analysts, investors, and the media. These activities were as follows.

- » Analyst Meeting which was held for 2 times
- » Press conference on the debut of the new Chief Executive Officer to announce about the business plan and business strategy
- Newsletters which show financial trends and financial status of the Company
- Websites of the Stock Exchange of Thailand (www.set.or.th) and the Company (www.mono.co.th)
- Investors Relations Unit, Tel.: 02-502-0787 , 02-502-0797
- Email : ir@mono.co.th

5. Responsibilities of the Board of Directors

5.1 Structure of the Board of Directors

1. The Board of Directors is divided into two groups.

Group 1: Characterized by their executive management roles:

- Executive Director
- Non-Executive Director

Group 2: Characterized by independency

- Independent Director
- Non-independent Director

As of December 31, 2019 the Board of Directors was comprised of eight members: three members were executive directors (Executive Director is defined as the top-four executives next to Chief Executive Officer) and five members were non-executive Directors. Among those five members of the non-executive directors, three members were the independent directors and the members of Audit Committee. Meanwhile, three members of executive directors were comprised of the Chief Executive Officer, the Chief Marketing Officer, and Chief Financial Officer. For the structure of Board of Directors, one-third of the total number of the Board of Directors are independent directors to ensure the checks and balances in voting as well as in the management of executives for the best benefit of the Company. In addition, the number of the Company's independent directors is in line with the SEC's regulations requiring one-third of the total number of the Board of Directors must be independent directors.

2. At each Annual General Meeting of Shareholders, one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. 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. Retiring directors may be re-elected in the Annual General Meeting of Shareholders.

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

- Passing Away
 - Resignation
 - Qualifications fall short of the criteria or incompatibility as specified by law
 - Resolution to be removed by the Annual General Meeting of Shareholders which require not less than three-fourths of the number of shareholders attending the meeting and having the right to vote. Total number of shares shall be not less than a half of shares held by shareholders attending the meeting and having the right to vote.
 - Order by the Court to resign
3. Persons to be appointed as independent directors must possess qualifications as required by SEC, CMSB and SET.
 4. At least one-third, but not less than three members of the Company's Board of Directors must be independent directors.
 5. The Chairman shall be elected by the Board of Directors, while the Chief Executive Officer shall be nominated by the Nomination and Remuneration Committee.
 6. The Company shall encourage the directors to have knowledge of their duties and dedicate enough time for the Company's operation.
 7. The Company's directors and executives can hold directorships or executive positions in the Company subsidiaries or other companies but these positions must be in accordance with the guidelines of SEC, CMSB, SET and other related agencies. Also, this matter must be disclosed to the Board of Directors' meeting. However, the Chief Executive Officer has been limited to hold a board seat or directorship in not more than one listed company (excluding the Company and its subsidiaries). This matter must be approved by the Board of Directors.
 8. Company Secretary who has appropriate qualification and experience has been appointed by the Board of Directors to provide legal and regulatory advice to the Board, take care of the Board's meeting as well as important documents and administrative activities, monitor compliance with the Board's resolutions, and communicate with the shareholders and other concerned regulatory agencies. The disclosure of the Company Secretary's qualification and experience appears in the Annual Report and the Company's website.

5.2 Committees

1. The Board of Directors can establish committees to assist in the study and screening of special tasks. The qualifications and scope of work of each committee shall be clearly defined.
 - The Executive Committee must be appointed to formulate policies and make decision on important tasks. The Executive Committee shall carefully consider various matters before presenting to the Board of

Directors for approval as well as checking and following up the policy implementation and management of the Company in compliance with the assignment of the Board of Directors.

The Chairman of the Board of Directors and the Chairman of Executive Committee must not be the same person for check and balance purposes by means of separation of supervision and management roles. The Chairman of the Board of Directors is the director without executive management role; he is the leader of the directors, with the responsibility of being the Chairman in the meeting of the directors and the Annual General Meeting of Shareholders. On the other hand, the Chairman of Executive Committee who is the head and leader of the Company's executives shall perform his management role for the Board of Directors in order to achieve the specified work plans.

- The Audit Committee must be established to help the Board of Directors to review all financial reports of the Company to ensure accuracy and disclosure adequacy. The Audit Committee also reviews the suitability and efficiency of the internal control and audit systems as well as ensuring that all Company's operations are complied with the Company's regulations and policies as well as all applicable laws and notifications.
- The Nomination and Remuneration Committee must be established to be responsible for nominating persons, with suitable qualification to be the Company's directors and proposing the Board of Directors or the Annual General Meeting of Shareholders (as the case may be) to consider those qualified persons for appointment as directors. Also, they must be responsible for considering the appropriate remuneration for the directors and high-ranking executives as well as the employment contract of high-ranking executives and overall rate for their salary increase. Consequently, the Board of Directors shall consider approving the remuneration of high-ranking executives and overall rate for salary increase. Nevertheless, the Annual General Meeting of Shareholders shall have the right to approve the remuneration for the directors.
- A Risk Management Committee must be also established to evaluate risks to the Company business operation.

In addition, each committee shall hold the meeting for performance appraisal or policy revision at least once a year.

2. The Chairman of the Nomination and Remuneration Committee must be an independent director and at least one member of Nomination and Remuneration Committee must also be an independent director.

5.3 Roles and Responsibilities of the Board of Directors

The Separation of duties of policy establishment and regular task management

The Board of Directors considered and decided to clearly separate duty and responsibility for policy establishment and regular task management. The Chairman of the Board of Directors shall not be the same person as the Chief Executive Officer. The Chairman of the Board of Directors is the leader who takes an important role to make decision on the Company's policy according to the meeting of the Board of Directors that joins hands with the management team to consider and define business target. The Chairman of the Board of Directors is

also the head to effectively run the meeting of the Board of Directors by encouraging all directors to take part in the meeting through freely expressing their opinion as well as to act as the Chairman of Annual General Meeting of Shareholders. The Chairman of the Board of Directors shall not engage in the management of regular works, but giving supports and suggestions for business undertaking by the management team through the Chief Executive Officer. Typically, the Chief Executive Officer is responsible for management under the scope of authority assigned by the Board of the Directors.

Moreover, the Chairman of the Board of Directors is not the Chairman or a member of any committee in order to truly promote the independency of the committee.

5.4 Board of Directors' Meeting

1. The meeting of the Board of Directors shall be scheduled in advance and at least five meetings must be held per year (once every three months). The regular agenda for each meeting shall be clearly defined, such as the consideration of the financial statements reviewed or audited by auditors. The Chairman of the Board of Directors, Chief Executive Director and directors shall jointly consider the importance and necessity for inclusion of the other agenda items. In case where the Board of Directors' meetings are not held every month, the Company shall prepare a monthly report of its performance for the Board of Directors so that they can continuously monitor and control the performance of the management unit.
2. The quorum of not less than two thirds of all Board members is eligible to vote at the meeting to pass a resolution.
3. All committees can hold meetings to approve matters, within authority and power assigned by the Board of Directors and the Company Secretary shall act as the coordinator.
4. Invitation, details of the meeting and supporting documents shall be sent to each director at least 7 days in advance of the meeting date. The documents shall be concise. In cases where details of the agenda cannot be disclosed in writing, the confidential issue shall be brought up for discussion during the meeting. The meeting minutes shall be taken with accurate and complete details while the approved version of minutes shall be kept for verification by the Board of Directors and relevant persons.
5. The meeting of non-executive directors, without the presence of the management team can be arranged as appropriate. The Company Secretary shall act as the coordinator and inform the executive directors of the meeting result.
6. Directors can access additional information via the Chief Executive Officer, the Company Secretary or the executives designated as a contact person. If necessary, the Board may seek independent professional advice at the Company's expense.
7. Independent Directors are encouraged to express their opinion and propose useful information toward the Company in the meeting agendas.
8. Executives of the Company and other related persons shall attend Board meetings to present information and details to support the Board's accurate and timely decision-making.

5.5 Performance Assessment

The Board of Directors promotes assessment of the Board as a whole at least once a year so that their performance can be improved upon accordingly. At the end of each year, The Company Secretary must provide every director with the Assessment Form of which the topic shall be clearly defined. The assessment form shall be divided into the Board of Directors performance assessment, Individual Director Self-Assessment, performance assessment of other committees, and Chief Executive Officer Performance Assessment. The assessment result shall be summarized and reported to meeting of the Board of Directors for acknowledgement and consideration, which can be adopted for continuous improvement. Each assessment is detailed as follows:

1) **The Board of Directors Performance Assessment** follows the guideline specified by the Stock Exchange of Thailand and adjusts to fit the structure of the Boards of Directors and improve their performances. The topics are defined, as follows:

- Structure and Qualifications of the Board of Directors
- Roles and Responsibilities of the Board of Directors
- The Meeting of the Board of Directors
- The Board of Directors' function
- Relationship with the Executive
- Self-improvement of the Board of Directors and Development of Executives

In 2019, the Board of Directors assessment score averagely equals to 95.52%.

2) **Individual Director Self-Assessment** is defined with the topics in coherence with each director's roles and responsibilities, Corporate Governance Policy, Code of Conduct for Directors, as follows:

- Qualifications, knowledge, and competency
- Strategic formulation, governance, performance tracking
- Roles and Responsibilities of the Board of Directors
- Self-Improvement

In 2019, the individual Director self-assessment score averagely equals to 96.69%.

3) **Performance Assessment of Other Committees** is conducted yearly in order to improve their roles and responsibilities supporting the Board of Directors' performance. In 2019, each committee assessment score is detailed, as follows:

- Audit Committee assessment score averagely equals to 98.59%.
- Nomination and Remuneration Committee assessment score averagely equals to 96.76%.

4) Chief Executive Officer Performance Assessment

The Chief Executive Officer's responsibility is to set goals and manage every task to achieve them. Therefore, the Chief Executive Officer Performance Assessment as well as Self-Assessment shall be processed at the end of each year. The Company Secretary shall summarize and presents the assessment result to the meeting of the Nomination and Remuneration Committee. The assessment result will be a reference in defining the performance improvement plan and the remuneration for the Chief Executive Officer. The CEO assessment topics are defined in accordance with the requirements of SET as follows:

- Leadership
- Strategic Formulation
- Planning and financial performance
- Relationships with the Board of Directors
- External relationships
- Working management and relationships with personnel
- Succession Plan
- Knowledge on Products and Services
- Personal Qualifications
- Self-Development

5.6 Remuneration for Directors and Executives

1. The Nomination and Remuneration Committee shall determine the structure and the remuneration, and evaluate the performance of the directors, the executive directors and the Chief Executive Director before proposing to the Board of Directors and/or the shareholders' meeting for consideration by concerning each pay components as appropriate, in both fixed rates and remuneration paid in accordance with the Company's performance.
2. Remuneration for the directors is considered as to comply with the Company's business strategy and long-term objectives, then compared with the remuneration in the industry. The experiences, scope of work, and responsibilities of the directors in each committee shall also be considered appropriately at the fixed rate.
3. The Board of Directors shall establish standard performance assessment criteria and approve supportive compensation structures for Chief Executive Officer, high level executives, and employees so as to achieve the objectives and the targets of the business both in short-term and long-term. Such matter shall be managed by communicating the performance assessment criteria in advance, monitoring the performance, and considering the result of the performance assessment with consistent criteria stated above.

4. The Chief Executive Officer shall consider and review the remuneration for the executives and employees at least once a year based on the Company's performance, the employees' performance, years of employment, etc. The result of consideration shall be submitted to the Nomination and Remuneration Committee, the Executive Committee and Board of Directors to be considered approval.

5.7 Professional Development for Directors, Executives and Employees

1. The Company encourages the directors, executives and Company Secretary to attend seminars and training programs hosted by the Thai Institute of Directors, SET, SEC, or other sectors, as well as holds annual development projects for the executives, as the knowledge gained will be beneficial and can help improve their performances. Basically, the directors must attend all development programs as required by SET and SEC.

Summary of the training programs attended by directors, executives, and responsible persons in accounting and finance in 2019

- Mr. Komsak Wattanasriroj Director / Executive Director / Chief Financial Officer and the person taking the highest responsibility in finance and accounting

No.	Training Course	Type
1	Board Nomination and Compensation Program (BNCP) Class 8/2019 Thai Institute of Directors (IOD)	External
2	Observation, Recognition, Introduction to Financial Statement Risk Assessment	Internal

- Miss Paweena Poonpattanasuk Vice President – Accounting and Finance and the person supervising accounting

No.	Training Course	Type	Training Hours
1	Observation, Recognition, Introduction to Financial Statement Risk Assessment	Internal	3
2	TAS 38 Intangible Asset	Internal	3
3	TAS 37 Provisions Contingent Liabilities and Contingent Assets	Internal	3
4	TAS 8 Accounting Policies, Changes in Accounting Estimates, and Errors	Internal	3
5	TFRS 16 Leases	Internal	3

The Audit Committee deemed that the internal training courses above conform to the business operation and benefit the Company. The training hours is also in accordance with the requirement of SEC.

2. The Company shall provide orientation for new directors together with all relevant documents and necessary information that benefits their duties, such as the Director's Handbook, annual registration statements (Form 56-1), annual reports (Form 56-2), minutes of the Board of Directors' and shareholders' meetings and the Corporate Governance Policy, Business Code of Conduct, Code of Conduct for Directors, Information pertaining to business operation and management, financial report, and director training courses shall be also provided in order to enhance knowledge and understanding on their performances as director, which will efficiently improve the business operation.
3. The Company shall prepare the succession plan and arrange executives and employees to rotate their tasks as appropriate, based on their abilities, work assignment and timing. The Chief Executive Officer shall determine the duration of their assignment and evaluate their performances in preparation of the development and succession plans. This shall increase the capabilities of the executives and employees and enable them take over each other's position as required.

Committees

The Company's management structure consists of Board of Directors, Audit Committee, Executive Committee, Nomination and Remuneration Committee and Risk Management Committee. All directors and executives of the Company possess qualifications that meet requirements of Section 68 of Public Limited Companies Act, B.E. 2535, Securities and Exchange Act, and relevant notifications of Capital Market Supervisory Board (CMSB). The management structure of the Company is as follows:

1. Audit Committee

In 2019, the Audit Committee comprised three members and details of their meeting attendances were as follows:

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mrs. Punnee Worawuthichongsathit *	Chairperson of Audit Committee (Resigned on November 6, 2019)	5/5
2. Mr. Preecha Leelasithorn **	Member of Audit Committee (Appointed as Chairman of Audit Committee on February 3, 2019)	5/5
3. Mr. Kriengsak Thiennukul	Member of Audit Committee	5/5

* Mrs. Punnee Worawuthichongsathit resigned from the position of the Chairperson of Audit Committee on November 6, 2019

** The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint:

1. Mr. Preecha Leelasithorn, the former Member of Audit Committee, appointed as Chairman of Audit Committee
2. Mr. Charoen Sangvichaipa appointed as Member of Audit Committee

The Audit Committee who has adequate expertise and experience to review creditability of the financial statements is Mrs. Punnee Worawuthichongsathit and the Secretary to the Audit Committee is Miss Suansri Suankul.

Term of Office

The Audit Committee serves a term of three years since the appointment date. The retiring members of the Audit Committee shall be re-elected. In cases of vacancy for the member of Audit Committee due to other reasons aside from retirement by rotation, the Board of Directors shall appoint those possessing complete qualification to be the member of Audit Committee in order to replace the vacant position as specified by the Board of Directors. The replacement member will serve only the remaining term of the Audit Committee member whom he/she replaces.

Authority, Duties and Responsibilities of Audit Committee

1. To review the Company's financial reports and ensure its accuracy and adequacy.
2. To review the Company's internal control and internal audit systems and ensure that they are suitable and effective.
3. To review and ensure the Company's compliance with the law on securities and exchange, regulations of SET, the laws, and the standards relating to the Company's business.
4. To consider, select, nominate and terminate an independent person for appointment as the Company's auditor and propose remuneration for such person, and for the termination of such appointment; as well as to attend a non-management meeting with the auditor at least once a year.
5. To consider related party transactions or transactions that may lead to conflicts of interest and ensure that they are in compliance with the laws and the regulations of SET and reasonable as well as creating the highest benefit for the Company.
6. To report the performance to the Board of Director as well as to prepare and to disclose the Report of the Audit Committee in the Company's annual report. This report must be signed by the Chairperson of the Audit Committee and must contain at least the following information:
 - an opinion on the accuracy, completeness and credibility of the Company's financial reports;
 - an opinion on the adequacy of the Company's internal control system and risk management system;
 - an opinion on the compliance with the law on securities and exchange, the regulations of SET, or the laws relating to the Company's business;
 - an opinion on the suitability of an auditor;
 - an opinion on the transactions that may lead to conflicts of interest;
 - the number of the Audit Committee's meetings and the attendance at such meetings by each committee member;

- an opinion or overview of comments received by the Audit Committee from its performance of duties in accordance with the charter; and
 - other reports which should be disclosed to the shareholders and general investors within the scope of duties and responsibilities designated by the Board of Directors.
7. To review Internal Audit unit's operations in the following aspects :
- Consider the scope of operations, annual audit plan and budget, and performance of personnel to ensure that they are suitable and aligned with the scope of operations and adequate for supporting the performance of duties of the Audit Committee, as well as the development and the verification of internal control system and risk management efficiency;
 - Consider the appointment, rotation or termination of employment of head of Internal Audit unit;
 - Consider the performance report; and
 - Consider the independence of Internal Audit unit.
8. To verify the correctness of self-assessment form on the anti-corruption practice of the Company, including the documents relating to Thailand's Private Sector Collective Action Coalition Against Corruption, and to ensure that the policy and the anti-corruption practices are being followed.
9. To review the auditing rules and procedures and ensure they always fit with business circumstances.
10. To report the Board of Directors when the Audit Committee finds or suspects any of the following transactions or acts, which could materially affect the Company's financial position and operating results, in order to inspect and take a corrective action within the period of time that the Audit Committee deems fit:
- a transaction which causes conflicts of interest;
 - a complaint or whistleblowing on a fraud or unusual practice or material defect in relation to the internal control system; and
 - a violation of the law on securities and exchange, the SET's regulations or the laws and standards relating to the Company's business.

In the event that the Board of Directors or executives fails to have the corrective action taken within the time period specified in the first paragraph, any member of the Audit Committee may report the occurrence of any such transaction or act specified in the first paragraph to SEC or SET.

11. To perform duties as mentioned in No. (1) - (10) in the part that is related to business operation of subsidiaries as the Audit Committee has been assigned to do so or upon request from the subsidiaries. Also, such performance must be within scope of their authority and duties.
12. To perform any other act as assigned by the Board of Directors, provided that such matter must be approved by the Audit Committee.

The Audit Committee has authority to take following actions: inviting directors, employees, staff to attend the meeting to clarify and answer any question relating to the Committee's duties and responsibilities; discussing with the Company's expert or consultant (if any) or hiring a third-party consultant or specialist if necessary at the Company's expenses; requesting the Company's employees to submit necessary documents about the Company's operations for auditing or investigation for work accomplishment; assigning any employee or staff to take particular action to support auditing activities; and taking action specified above in relations to subsidiaries as assigned or requested by subsidiaries and within scope of their authority and duties.

As the Internal Audit Unit has not been established, S.C. Accounting & Business Consultant (1995) Co., Ltd., a third party company, with no relationship with the Company and subsidiaries, was employed to be the internal auditor responsible for auditing internal control system of the Company and subsidiaries in order to ensure adequacy and appropriateness of our internal control system.

2. Executive Committee

As of December 31, 2019, the Executive Committee comprised five members and details of their meeting attendances were as follows :

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Navamin Prasopnet	Chairman of Executive Committee	23/23
2. Mr. Patompong Sirachairat	Executive Director	22/23
3. Mr. Komsak Wattanasriroj	Executive Director	22/23
4. Mr. Sang Do Lee	Executive Director	20/23
5. Miss Benjawan Rakwong	Executive Director	22/23

Miss Saranya Amornrattanasuchad is the Secretary to the Executive Committee

Term of Office of Executive Committee

The Executive Committee serves a term of two years since the appointment date. The retiring members of the Executive Committee shall be re-elected.

Authority, Duties and Responsibilities of the Executive Committee

1. To be responsible for management of the Company's business to meet the established objectives of business operation. The business management must be in line with the policy, requirements or orders designated by the Board of Directors. Moreover, the Executive Committee shall consider and screen relevant matters before proposing the Board of Directors to consider approving.
2. To arrange the Company's vision, business strategy, operational policy as well as budget of the Company and subsidiaries before proposing the Board of Directors to consider approving.
3. To monitor, examine and follow up management policy and guideline implementation by the Company to ensure that they are in compliance with the assignment of the Board of Directors.

4. To have authority to consider approving some cases or operations regarded as regular business of the Company under financial limit or annual budget approved by the Board of Directors and to perform any action as specified above. In details, the Executive Committee shall have authority to approve expenses or procurement or lease or hire purchase that are relevant to the Company's operation and investment for both core business or supporting units at the financial limit of 60 million Baht; and have authority to approve borrowing from financial institutions to continue regular transactions of the Company at the financial limit of 60 million Baht.
5. To report the operation results to the Board of Directors according to following topics and time limit:
 - 5.1 Quarterly report of operation results must be submitted within the period of time specified by SET
 - 5.2 Reports of Auditor on the Company's financial statements as well as annual and quarterly financial Statements must be submitted within the period of time specified by SET
 - 5.3 The submission of other reports will be made within the period of time that the Executive Committee deems fit.
6. At the meeting of the Executive Committee for considering any operations as per authority, duties and responsibilities specified in this orders, at least half of all members of Executive Committee must attend the meeting to constitute a quorum, allowing the Executive Committee to continue such operations.
7. For voting at the meeting of the Executive Committee, each director shall have 1 (one) vote. In case of an equality of votes, the Chairman of the Executive Committee shall cast 1 (one) vote to make the final decision.
8. For a resolution on each agenda at the Meeting of the Executive Director, votes for approval must reach at least half of entire votes at that meeting.
9. The meeting of the Executive Committee must be arranged as necessary and appropriate. Each director can convene the special meeting aside from the normal meeting. Nevertheless, the notification of meeting agenda(s) shall be presented to other directors prior to the meeting as appropriate, allowing other directors to have sufficient time to consider the said agenda(s).
10. The Executive Committee can appoint any working team and/or persons to consider and screen works before presenting to the Committee; or to perform other actions beneficial to the performance of duties of the Committee; or to perform other actions on their behalf as per their assignment and within their scope of authority, duties and responsibilities.
11. The Executive Committee shall have authority of sub-delegation. Moreover, the Executive Committee shall be able to designate any person to perform a particular works on their behalf. Such sub-delegation of authority and/or assignment must be under the scope of delegation of authority as per the given power of attorney and/or comply with regulations, requirements or orders specified by the Board of Directors. However, the delegation of authority and responsibilities of the Executive Committee shall not be made in the manner that the Executive Committee or other persons delegated by the Executive Committee enable to approve transaction, which they or others may have stake in, or receive benefit, or have conflicts of interest (as defined by the notifications of SEC or CMSB) with the Company or subsidiaries.

3. Nomination and Remuneration Committee

In 2019, the Nomination and Remuneration Committee comprised three members and details of their meeting attendances were as follows:

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Preecha Leelasithorn	Chairman of Nomination and Remuneration Committee	3/3
2. Mrs. Punnee Worawuthichongsathit *	Member of Nomination and Remuneration Committee (Resigned on November 6, 2019)	2/2
3. Mr. Kriengsak Thiennukul	Member of Nomination and Remuneration Committee	3/3

* Mrs. Punnee Worawuthichongsathit resigned from the position of Member of Nomination and Remuneration Committee on November 6, 2019.

** The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint Mr. Charoen Sangvichaipa as Member of Nomination and Remuneration Committee in replacement.

Miss Pitirudee Sirisamphan is the Secretary to the Nomination and Remuneration Committee.

Term of Office of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee serves a term of two years since the appointment date. The retiring members of the Nomination and Remuneration Committee shall be re-elected.

Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

1. To consider the policy and criteria on selection of qualified persons to be the Company's directors and executives as well as to select persons and nominate names of qualified persons before proposing the meeting of the Board of Directors and/or the shareholder's meeting to consider approval of the appointment of the Company's directors and high-ranking executives. This includes the revision on the criteria and the procedure of the selection prior the term of the committee selection.
2. To consider revision of the policy and criteria on remuneration and benefits of the Company's directors, high-ranking executives, and employees annually.
3. To advise the Board of Directors about presentation of the remuneration of directors and high-ranking executives to the meeting of the Board of Directors and/or the shareholders' meeting in order to ask for their approval. The Board of Directors shall have authority to approve remuneration and benefits of high-ranking executives, while the shareholders' meeting shall have authority to approve remuneration and benefits of the Board of Directors.

4. Risk Management Committee

As of December 31, 2019, the Risk Management Committee comprised five members and details of their meeting attendances were follows:

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Navamin Prasopnet	Chairman of Risk Management Committee	5/5
2. Mr. Patompong Sirachairat	Member of Risk Management Committee	5/5
3. Mr. Jiraparwat Boonyasen	Member of Risk Management Committee	5/5
4. Mr. Bannasit Rakwong	Member of Risk Management Committee	5/5
5. Miss Paweena Poonpattanasuk	Member of Risk Management Committee	5/5

Miss Pitirudee Sirisamphan is the Secretary to the Risk Management Committee.

Term of Office of the Risk Management Committee

The Risk Management Committee serves a term of two years since the appointment date. The retiring members of the Risk Management Committee shall be re-elected.

Authority, Duties and Responsibilities of the Risk Management Committee

1. To review and screen policy and guidelines on overview of the Company's risk management covering key risks relevant to financial matters, investment and the Company's reputation before proposing the Board of Directors to consider approving.
2. To formulate strategies and guidelines on the Company's risk management to be in line with the established risk management policy as well as to evaluate, monitor and control the Company's risk at acceptable and appropriate level.
3. To monitor and ensure that risk management activities are in compliance with risk management policy and guidelines as approved by the Board of Directors.
4. To specify risk measurement criteria and the Company's risk appetite limit.
5. To set appropriate risk management measures that can cope with all different situations.
6. To review sufficiency of risk policy and management system as well as effectiveness of risk management system and compliance with the policy.

7. The Company's management, operation, risk status, changes and areas of improvement to keep risk management in line with the Company's policy and strategy must be regularly reported to the Board of Directors.
8. To appoint a working team of risk management as necessary as well as to support the working team of risk management in terms of personnel, budget and other necessary resources under the scope of responsibilities of the team.

5. Scope of Work and Responsibilities of the Chairman

- Accountable to be the leader of the Board of Directors as well as decide with the management in topics relevant to the Company's policies and business objectives which resulted from the meeting of the Board.
- Supervising and monitoring the Board's and sub-committee's exercise of duties to perform effectively and achieve the Company's objectives.
- Performing as the Chairman of the Board's meeting and shareholders' meeting with an ability to control the meeting effectively, allocate meeting time to consider important points sufficiently, manage the meeting in accordance with the specified agendas and regulations of the Company.
- Determining the meeting agendas with the management and proposing important topics to be filed in the agenda. The Chairman shall encourage all directors to participate in the meeting and share their opinions.
- Promoting business ethics and good governance as the Company's culture.
- Establishing a good relationship between executive directors and non-executive directors as well as between the Board and the management.
- Performing other duties as assigned according to the resolutions of the meeting of the Board of Directors and/or the Meeting of Shareholders.

6. Scope of Work and Responsibilities of the Chief Executive Officer

- Managing the Company, subsidiaries, and associated companies in accordance with the visions, missions, and policies under the scope of authority assigned by the Board of Directors.
- Ensuring the Company's operations in compliance with the main objectives of the Company as well as monitoring the performance of the management and reporting the Company performance and operating results to the Board of Directors regularly.
- Establishing policies and regulations supporting the operations of all units as specified by the Board.
- Promoting business ethics and code of conduct under the scope of corporate governance.
- Taking care of human resources management, personnel recruitment, remuneration management, and benefits, as well as enhancing the capabilities of employees to perform their duties effectively.

- Taking care of financial management and effective implementation of resources and budget.
- Performing other duties as assigned according to the resolutions of the Meeting of the Board of Directors and/or the Meeting of Shareholders.

Recruitment and Appointment of Directors and Executives

For the selection of persons to assume the position of the Company's directors and executives, the Nomination and Remuneration Committee shall be responsible for recruiting and selecting persons to take the said position as well as nominating names of qualified persons to the Board of Directors and/or the shareholders' meeting (as the case may be). Persons to be appointed as directors and executives must possess complete qualifications required by Section 68 of Public Limited Companies Act, B.E., 2535 (as well as the amendment), Securities and Exchange Act and relevant notifications of CMSB. Moreover, their knowledge and competency as well as working experiences shall be taken into consideration.

Details of composition and appointment of the Board of Directors/ independent directors, the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee and the Risk Management Committee are as follows:

Composition and Appointment of the Board of Directors

The Board of Directors shall comprise no less than five members and half of them shall be resident in Thailand. The directors need not be the Company's shareholders. Regarding the appointment of the Board of Directors, the Nomination and Remuneration Committee shall be responsible for selecting persons to assume the positions in the Board of Directors by taking into account their qualifications in accordance with the Board's rules and specifications. Besides, the Board Diversification in terms of knowledge, competency, professional skills, business-related experiences, specialization, gender, and other necessary skills as appropriately required for the Company's business strategy should be included in the consideration. Moreover, the Nomination and Remuneration Committee may consider appointing the Company's major shareholders to assume the positions in the Board of Directors as their business experience that may be beneficial to the Company's operation.

Recruitment of new director shall be completed by the selection from various sources including director pool of creditable institutes or agencies. In case of no persons from such director pool be qualified for assuming the position of director, Professional Search Firm service shall be taken and the relevant expenditure shall be responsible by the Company.

However, the appointment of new directors must be approved by the meeting of the Board of Directors and/or the shareholders' meeting (as the case may be). In addition, the Company's Articles of Association requires that the directors shall be elected at the shareholders' meeting as per these following criteria and procedures.

1. One share is entitled to one vote.
2. Each shareholder must exercise votes as per (1) above to elect one or several directors but cannot separate the votes among directors.

3. Persons who receive the largest number of votes, in descending order, shall be elected to be the directors until the vacancies are filled. In the event of persons receiving equal votes and exceeding the number of vacancies to be filled, the Chairman of the meeting shall cast the vote to make the final decision.

At each Annual General Meeting of Shareholders, one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. 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. Retiring directors may be re-elected.

Composition and Appointment of Independent Directors and Audit Committee

Independent Directors

As specified by the Company, at least one-third, but not less than three members of the Company's Board of Directors must be independent directors which shall be appointed by the Board of Directors or the shareholders' meeting (as the case may be).

Based on the criteria of the selection of the Board of Directors, those who will be appointed to be independent directors shall possess qualifications, without prohibited characteristics of directors according the Public Limited Companies Act and law on securities and exchange, as well as relevant notifications, requirements and/or regulations. Qualifications of independent directors will be considered from their independence factor, educational qualification, specialized expertise, working background and other preferable characteristics. Moreover, the independent director candidates shall be considered independent from executive team and major shareholders. Well qualified candidates for being independent directors shall be presented to the shareholders' meeting for consideration. In cases of vacancy for independent directors before the end of their term of office, the Board of Directors shall appoint those possessing complete qualifications to be the independent directors in order to replace the vacant position. The replacement member will serve only the remaining term of independent directors whom he/she replaces.

Qualifications of independent directors as specified by the Board of Directors are as follows:

1. Holding not more than one percent of shares (with voting right) of the Company, holding company, subsidiaries, associated company, a major shareholder or controlling person of the Company, which shall be inclusive of the shares held by any related person of such independent director;
2. Neither being nor having been an executive director, employee, staff or advisor receiving regular salary or controlling person of the Company, holding company, subsidiaries, associated company, subsidiaries of the same level or a major shareholder or controlling person of Company, unless the foregoing status has ended for more than two years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). This condition does not include an independent director who used to be a government officer or advisor to any government agencies who is a major shareholder or controlling person of the Company.
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child of any executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or subsidiaries.

4. Neither holding nor having held a business relationship with the Company, holding company, subsidiaries, associated company, major shareholder or a controlling person of the Company in a manner which may interfere with his/her independent judgement, and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Company, holding company, subsidiaries, associated company, major shareholder or controlling person of the Company unless the foregoing relationship has ended for more than two years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). The abovementioned 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 three percent of net tangible assets of the Company or more than 20,000,000 Baht, whichever is lower. Mutatis mutandis, in calculating such debt, the method of calculating the value of related party transactions stated in the announcement of CMSB's regulations on the execution of related party 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. Neither being nor having been an auditor of the Company, holding company, subsidiaries, associated company, a major shareholder or controlling person, and not being a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, holding company, subsidiaries, associated company, major shareholder or controlling person unless the foregoing relationship has ended for more than two years prior to the date of submitting the application to the Securities and Exchange Commission (SEC).
6. Neither being nor having been any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding 2,000,000 Baht from the Company, holding company, subsidiaries, associated company, a major shareholder or controlling person, and not being a substantial shareholder, controlling person, or partner of the professional adviser, unless the foregoing relationship has ended for more than two years prior to the date of submitting the application to SEC.
7. 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;
8. Not operating any business that is of the same nature as or that significantly competes with the business of the Company or subsidiaries 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 one percent 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 subsidiaries' business operation.
9. Not having any characteristics that prohibit the expression of independent opinion towards the Company's business operation.

Audit Committee

The Audit Committee comprises of at least three independent directors who serve a term of three years since the appointment date. The Company set policy of selection of the Audit Committee and independent director that is in line with the Notification of CMSB No. Tor Chor. 28/2551 Re: Application for Permission and Grant Permission to Offer Newly Issued Shares, dated December 15, 2008 (as well as the amendment), with following details:

1. They must be appointed by the Board of Directors or the shareholders' meeting (as the case may be)
2. They must possess qualifications of independent directors as mentioned above and;
 - 2.1 They shall not be directors delegated by the Board of Directors to make decision on operations of the Company, subsidiaries, subsidiaries at the same level, major shareholders or controlling person of the Company and;
 - 2.2 They shall not be directors of subsidiaries or same-level listed subsidiaries.

In addition, at least one of independent director assuming the position of the Audit Committee must have sufficient knowledge and experience in accounting or finance to perform reviewing the creditability of financial statements. Meanwhile, business-related experiences, specialized expertise relating to business and ethics of the said member of Audit Committee shall be taken into account.

Based on the criteria and methods of the appointment of the Board of Directors, the retiring members of the Audit Committee shall be re-elected. In cases of vacancy for the member of Audit Committee due to other reasons aside from retirement by rotation, the Board of Directors shall appoint those possessing complete qualification to be the member of Audit Committee in order to replace the vacant position as specified by the Board of Directors. The replacement member will serve only the remaining term of the Audit Committee member whom he/she replaces.

Composition and Appointment of the Executive Committee

The Board of Directors shall appoint the Executive Committee from the Company's directors or high-ranking executives who can perform management of the Company's normal business activities and can formulate policy, business plan, budget and management structure as well as auditing and monitoring the Company's operation results according to the policy specified by the Board of Directors.

Composition and Appointment of the Nomination and Remuneration Committee

Some directors of the Company shall be appointed as the Nomination and Remuneration Committee and one-third of the total number of the Nomination and Remuneration Committee must be the independent director and the Chairman of the Nomination and Remuneration Committee must be the independent director.

Composition and Appointment of the Risk Management Committee

The Board of Directors shall appoint the Risk Management Committee by selecting from the Company's directors or high-ranking executives in both business and supporting units to be responsible for considering risk-related issues of the Company.

Control of Subsidiaries and Associated Companies' Business

The Company's Board of Directors shall be responsible for business management and operation of the Company as well as the operation of subsidiaries in compliance with our main business plan, resolutions of shareholders, laws as well as objectives and Articles of Association of the Company. The Board of Directors must control the operations of the Company and subsidiaries to comply with the regulations of SET, through the supervision of Board of Directors in order to control, manage and be responsible for the operation of the Company and subsidiaries, with details summarized as follows:

1. The Board of Directors sets the policy to appoint their representative to be the director or executive of subsidiaries and associated companies in order to monitor the operation of such companies to be in line with the Company's policy.
2. The Board of Directors continues to monitor the operation of subsidiaries or associated companies and sets guidelines to control the operation of such companies for a person who was appointed as the director or executive.
3. The Board of Directors continues to control the business operation of subsidiaries or associated companies to meet the approved business policy, goals, operation plan, strategy and budget.
4. The Board of Directors considers designing the organization structure and management of subsidiaries or associated companies to add their business operation efficiency and suit current business circumstances.
5. The Board of Directors shall consider approving the budget and spending for investment, operations, transactions of acquisition or disposition of assets, borrowing from financial institutions, lending, capital increase and decrease or business closure that may significantly affect subsidiaries or associated companies' operations.
6. The Audit Committee shall review accuracy and reliability of financial reports, internal control system, internal auditing works, related party transactions, compliance with related law and regulations as well as monitoring and controlling of subsidiaries and associated companies' operations.
7. The Risk Management Committee shall consider screening the policy and risk management guidelines of subsidiaries and associated companies.
8. The Board of Directors focuses on improving management as well as providing good corporate governance and efficient risk management system of subsidiaries and associated companies.
9. The subsidiaries and associated companies must report their performance to the Board of Directors of the Company. Also, the Board of Directors must consider such performance regularly in order to support their planning and goals of business operation in the future.

Control of the Use of Inside Information

The Company has a policy and practices to control the exploitation of inside information by the directors and executives for their personal benefit, including securities trading:

1. The Company formulates the written guidelines for keeping information and preventing inside information exploitation in order to promote fairness to shareholders, customers, business partners and all stakeholders according to laws and principles of good corporate governance.
2. The directors, executives and employees are forbidden from exploitation of inside information that has a significant impact on the Company's securities trading and the change in share price that has not yet been declared to the public for their personal or other's interest.
3. The directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above and employees in the unit where inside information is available must refrain from the Company's stock trading for one month prior to the date of announcement of operation results and financial statement or important information that have impact on the change in the Company's stock price until such information is declared to the public.
4. The directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above shall report ownership of all securities issued by the Company, pertaining to themselves, spouses and/or minor children to the Company Secretary within 30 days after formally assuming the position. Besides, the directors and high-ranking executives shall report to the Board of Directors or the delegated person all of their securities trading at least 1 day in advance in order to notify SEC within three business day after transaction date as specified by the Securities and Exchange Act.
5. The directors shall make and submit their connected transaction(s) report to the Company Secretary.
6. The directors shall report all the change of their securities holding and their connected transaction(s) to the meeting of the Board of Directors. Then, the Company Secretary shall submit a summary report on the said connected transaction(s) to the next Board's meeting. The change in securities holding of the directors and executives that occurs during the particular year shall be disclosed in the Company's annual report.
7. The Company gives significance on inside information exploitation that may affect the Company's benefits or create the conflict of interest by specifying details in the Good Corporate Governance policy, the Code of Conduct, best practices for working, employment contract and working-related regulations.
8. The Company gives significance on strict and consistent protection of customers' confidential information and prevention of the use of such information for benefits of directors, executives, employees and relevant persons, unless otherwise prescribed by laws.
9. The Company gives significance on protection of information on IT system by controlling and/or preventing the access to the Company's information by outsiders and designing the access control for each level of employee based on their authority and responsibilities.
10. In cases where external parties are involved in special projects dealing with information undisclosed to the public and during the negotiation stage, such projects shall be regarded as inside information as it may affect Company's share price. These external parties must sign a confidentiality agreement with the Company until the information is disclosed to SET and SEC.
11. Directors, executives or employees that fail to comply with the Company's regulations of inside information must be subject to penalties according to the Company's disciplinary action and/or laws (as the case may be).

Information Technology Policy

The Board of Directors established the policy and the guideline regarding information technology (IT) management to control the use of IT system effectively, ensure IT security, and enable the Company to operate continuously by achieving the objectives which respond to business utmost outcomes and facilitating employees' operations. This also includes risk management to control the risk which may damage the IT system as well as internal and external threats. The guidelines are provided below:

1. Ensuring the segregation of duties in order to perform cross-checking among employees and prevent a case that only a person takes sole responsibility throughout a process of operation, which may cause risks to make edits or changes to the IT system wrongfully.
2. Implementing an access control and computer center security which only authorized person can access to edit and make changes in the computer center and preventing any incidents that may occur in the computer center which may cause the computer system to be terminated.
3. Providing information, network, and computer security by limiting authority of each person to access the system appropriately and implementing password and network security which can prevent external threats.
4. Providing control or change in the computer system so that the system is accurate, complete, and in the compliance with the needs of the users.
5. Providing a back-up and IT continuity plan in case of emergency so that the computer system of the Company can operate continuously.
6. Maintaining the regular computer operation with clear procedures to utilize the computer system correctly and effectively together with information security to secure data imported and exported from the computer system.
7. Monitoring IT outsourcing, beginning from the selection, confidentiality agreement, and computer system access control.
8. Maintaining IT risk management in order to prevent any risks or minimize the risks to the Company's acceptance level and prepare to handle new risks that may occur.
9. Employees are required to apply IT system in compliance with related laws by not violating Cybercrime act or causing damage to other people.
10. Employees of the Company shall cooperate to audit, control, and monitor any activities so as to ensure that the Company's IT system is safe and secured.

Human Right Policy

Mono Group underlines the principles of Human Rights, which are considered as the fundamental rights, by treating every stakeholder fairly and impartially. Thus, it promotes the directors, executives, and employees to perform their duties with realization on human rights, duties and responsibilities of their own and other individuals under the following guidelines.

1. Every stakeholder shall be treated under the principles of Human Rights with realization of their human rights and dignity.
2. The Company shall promote impartiality and equitable treatment without any discrimination. There shall be no violation of an individual's rights neither by verbal or action because of his/her difference in terms of nationality, gender, age, religious, place of birth, language, culture, education, physical appearance, economic and social status, attitude, believe, etc.
3. Respect for human dignity shall be provided to all employees who will be encouraged to exercise their legitimate rights in accordance with the Constitution and other laws. In doing so, knowledge should be given to all employees in a manner that benefits their understanding on the laws prescribing about rights and duties, and responsibilities of themselves as well as respect for other's rights and duties. The Company shall also promote the good relationship building activities that every employee can adopt as guidelines.
4. Personal information of stakeholders shall be kept confidential. There shall be no breach of or unlawful exploitation from such personal information. The disclosure or utilization of such personal information must be approved by the owner, except for the lawful action according to the laws, regulations and the Company's Articles of Association.
5. There shall be the follow-up process that monitors and controls the Company's business operation and performance of employees to avoid any action that involves in human rights infringement.

Copyright and Intellectual Property Policy

The Company commits to act in strict compliance with the copyright and intellectual property laws by upholding the following guidelines.

1. Any work that employees generate as assigned or for the Company in the course of their employment shall be deemed copyrighted by the Company. Consequently, all copyrighted works as stipulated by this policy shall be submitted to the Company; regardless of any format they are created.
2. The Company shall protect the Company's benefits by undertaking the official registration of trademark, patent, copyright, and intellectual properties in order to avoid any infringement by other individuals.
3. To ensure the appropriate use of computers and information technology in compliance with the laws and regulations namely "Computer Network and Internet Safety Regulations" and the Computer Related Crime Act. B.E. 2550 (2007), there shall be the Information Technology Unit that is responsible for monitoring

and controlling the use of computer network and internet. For example, all computer programs and software needs license verification and their installation must be authorized by Information Technology Unit. Any wrongful action or noncompliance with the regulations shall be considered as a disciplinary offence.

4. The Company shall comply with the copyright and intellectual property laws, for example, Thai Trademark Act, Thai Patent Act, and Thai Copyright Act, including other related laws. The Company shall provide the employees with the training course on intellectual property laws as well as promote their participation.
5. The use of external party's copyrighted work or information, of which the rights are acquired , or for internal use, shall be ensured that it shall not cause a liability for breaches of intellectual property rights.

Anti-Corruption Policy

Adhering to good corporate governance practices, the Company operates its businesses and carries out the management within the frame of laws, ethical principles and code of conducts. With its commitment to act against any corrupted conduct which can affect the development of national economy, society, and security. The Company therefore announces the intention to become a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) and establishes Anti-Corruption Policy in the Company's Business Code of Conduct that institutes the groundwork of efficient internal control system as well as cultivates a good sense of honesty and morality for employees. Details of the practice are as follows:

1. The anti-corruption shall be embedded into corporate culture which cultivates a good sense and values towards anti-corruption. Employees will be encouraged to work with honesty as well as to respect rules, laws, regulations, and the Company's policies.
2. Risk assessment shall be carried out on a periodic basis in order to set appropriate measures for risk management and be able to prevent risks to an accepted level. The Risk Management Committee shall monitor the process.
3. Internal control system shall include checking over finance, accounting, document keeping, and other business processes. There shall be internal control procedures, monitor, and assessment in order to report to executives, the Audit Committees, and the Board of Directors for acknowledgement.
4. The Company shall communicate, disseminate, and educate employees and business related persons via intra net and bulletin boards so that they comply with the policy. The Company held a knowledge sharing course on risk management and anti-corruption to executives and supervisors. The Anti-Corruption Policy was also included in the orientation course for new employees.
5. It shall be prohibited to support any offerings, or facilitations, or bribes to external parties in exchange for doing or refraining from doing any acts in an unethical manner for inappropriate business settlements.
6. It shall be prohibited to receive any properties or extra-benefits from external parties which are given to influence unethical decision making of one's duties or refrain from doing one's duties. However, there is an exception for gifts that are presented in traditional occasions. In addition, the gifts should not be cash and their values must not exceed 3,000 Baht.

7. The Company shall provide channels for whistle-blowing on any suspicious acts of corruption involved with the Company either directly or indirectly. Such acts shall be informed to the Audit Committee or the Company Secretary or antifraud@mono.co.th. Whistleblower and confidentiality protection shall be provided to prevent any problems or injustice arising from the whistle-blowing. Investigating procedures and penalties for persons who violate the rule shall be determined as well.
8. As being a part of prevention and promotion on anti-corruption practices, the Company shall give support to any kind of activities organized by the anti-corruption bodies and organizations.

On August 5, 2019, the Company was certified a membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) for the second time according to the resolution of CAC committee in the second quarter of 2019. The Company received the certificate of membership from the Director of CAC. The certification of the membership lasts for 3 years.

Remuneration of Auditor

In 2019, the Company and subsidiaries incurred audit fee for auditor from EY Office Limited and other audit firms overseas, with details as follows:

Type	Fee as of 2018 (Baht)
Audit fee	5,521,000
Non-audit fee	-
Total	5,521,000

Report on Compliance with Corporate Governance Policy

In 2019, the Company applied the principles of corporate governance for listed company 2017 to the business operation. In the regard, the Company's Corporate Governance Policy is reviewed annually, and the practice is being applied to conform with the management in order to achieve the goal and sustainable development. The detail is as follows.

1. Rights of Shareholders and 2. Equitable Treatment of Shareholders

1. The Company invited shareholders to propose agenda for the Annual General Meeting of Shareholders and nominate a candidate to be elected as director as well as sending the questions for the meeting from October 4, 2019 to December 31, 2019.
2. The Company arranged the 2019 Annual General Meeting of Shareholders on April 23, 2019. This practice is regarded as the compliance with the regulations of SET and SEC as well as corporate governance policy. Also, the invitation to the annual shareholders' meeting as well as attachment (as specified in the policy) was sent by registered mail at least 21 days prior to the meeting and disclosed on the Company's website at least 30 days prior the meeting. All members of the Board of Directors participated in the shareholders' meeting, with a quorum of shareholders attending.

3. The Company gives the equal rights to shareholders to express their opinions and raise inquiries before voting and deciding resolution of each agenda. One share is equal to one vote. For the normal agenda, a resolution of the meeting shall be decided by a majority vote of the shareholders attending the Meeting and being entitled to vote.
4. The Company completely and accurately reported its performance to all shareholders. The minutes of the 2019 Annual General Meeting of Shareholders was also completely recorded and reported within 14 days from the meeting of shareholders.
5. The Company discloses information via the SET and SEC's website as specified in the related regulations as well as via the Company's website <http://www.mono.co.th> Information about corporate governance policy and code of conducts of directors and executives is disclosed in the "Corporate Governance" section. Also, the Company reported news and information and financial information in the "Investor Relations" section and provided a communication channel for retail investors to raise any inquiry via Email: ir@mono.co.th.
6. The policy on the control of the use of inside information can be viewed from the Annual Registration Statement (56-1 form) No. 9.5 governing the control of the use of inside information. Also, the Company regularly sent a mail to prohibit the directors and executives to reveal the inside information which may significantly affect securities trading, especially before the disclosure of performance and financial position or other information that may result in any change in price of securities.
7. Directors and top executives had their securities trading reported according to SEC regulations and interest was also reported according to the requirement of the Company.

Assessed by Thai Investors Association, the Company's 2019 AGM quality received 100 full score for six consecutive years. Assessment covers the overall AGM process (pre-, during- and post-meeting).

3. Role of Stakeholders

The Company has been conducting business based on ethical principal and gives significance on stakeholders. For the business operation, the Company established Customer Service unit in order to be responsible for giving news and information about products and services of the company, receiving complaints as well as coordinating works in order to help resolve problems that the customers may have. On the part of Corporate Affairs unit, the Company provided a communication channel to hear matters relating to corporate governance via "CG Hotline." During the previous year, there was no complaint from stakeholders through the channels provided.

Furthermore, the Company successfully received the 2019 Sustainability Disclosure Award held by Thaipat Institute.

4. Disclosure and Transparency

The Company accurately and completely disclosed important information, such as financial as well as non-financial information in equitable manner according to the requirements of SET and SEC in order to enhance the confidence of shareholders. Related information was disseminated continuously via the Company's website. In addition, communication with analysts and the media about the disclosure of the operating results and business direction was performed continuously.

5. Responsibilities of the Board of Directors

1. Structure of Board of Directors comprised of three independent directors from the entire number of nine directors. The three independent directors are also in the Audit Committee of the company, with qualification required by SEC, CMSB and SET and independency in the management of auditing works.
2. The Board of Directors clearly separated the duties and roles of the Chairman of the Board of Directors and Chief Executive Officer(CEO). That is to say, the Chairman of the Board of Directors shall not participate in the normal business management, but regular giving support and advices for business operation of management team via CEO. On the other hand, CEO shall be responsible for management under the scope of authority empowered by the Board of Directors. In November 2019, the Board of Directors passed a resolution to appoint the Chairman who was the Member of Audit Committee in replacement of the resigned Chairman.
3. The Company clearly separated the roles, duties and responsibilities among the Board of Directors, the Executives by specifying (in writing) the scope of authority, duties and financial limit that each level of management can approve.
4. The Company set good practices relating to the code of conduct of the directors, executives and employees in order to use as the principle of business operation. During their operations, all directors and executives must comply with this principle which is disseminated via the Company's website.
5. In 2019, the Board of Directors held 7 meetings in order to consider normal agendas of each quarter. Meanwhile, the Executive Committee held 23 meetings in order to approve operational budget, acknowledge the Company's performance and management as well as dividing authority for other committees as per their scope of responsibilities. Such Committee shall screen information and monitor operations in order to promote efficiency and timeliness of the management and business operation.
6. Every year, at least one performance appraisal of directors was arranged in line with the Self-Assessment Program of the Director improved by the Corporate Governance Center of SET. Moreover, the members of the Board of Directors can use this performance appraisal as a guideline to develop their future performance.

Due to the fact that all members of the Board of Directors are qualified and highly competent, and devote their time in fulfillment of their management roles with excellent performance, the Board of Directors has not specified the term limit for an independent director and the limit on the number of board seats or directorship in listed companies in the Corporate Governance Policy. Although, the Company does not establish the Corporate Governance Committee, the Corporate Affairs Department shall serve as an internal unit with the roles and responsibilities to ensure that the Company's businesses are operated in accordance with the laws and related regulations; the compliance with Corporate Governance Policy, Good Governance, the Code of Business conducts, etc.; as well as to report the Audit Committee and the Board of Director concerning the Corporate Governance conduct.

Report on Changes in Securities Holding of Directors and Executives

According to the Company's policy, the directors and executives shall report the changes of securities holding pertaining to themselves, spouses and/or minor children. The Company Secretary shall submit a summary report on the said changes in Securities Holding to the forthcoming Board's meeting. Report on Changes of Capital in 2019 appears in Shareholding and Management Structures.

Summary Report on the Securities Holding of Directors and Executives

Ordinary Shares

Name	Number of Shares as of Dec. 31 *		Changes	Shareholding Percentage
	2019	2018	(Increase / Decrease)	As of Dec 31, 2019 (%)
Directors				
1. Mr. Pete Bodharamik	2,267,361,980**	2,231,361,980	36,000,000	65.32
2. Mr. Navamin Prasopnet	12,900,000	12,900,000	-	0.37
3. Mr. Patompong Sirachairat	6,600,000	6,600,000	-	0.19
4. Mr. Komsak Wattanasriroj	10,185,000	9,635,000	550,000	0.29
5. Mr. Sang Do Lee	13,000,000	13,100,000***	(100,000)	0.37
6. Mr. Kriengsak Thiennukul	1,500,000	1,500,000	-	0.04
Executives				
1. Mr. Jiraparwat Boonyasen	6,600,000	6,600,000	-	0.19
2. Miss Benjawan Rakwong	1,602,900	1,602,900	-	0.05
3. Miss Pitirudee Sirisamphan	2,050,000	2,050,000	-	0.06
4. Mr. Teerasak Tharaworn	1,000,000	1,000,000	-	0.03
5. Miss Paweena Poonpattanasuk	830,000	900,000	(70,000)	0.02

* The Company's Paid-up Capital as of December 31, 2018 amounted to 3,471,029,658 shares and as of December 31, 2019, amounted to 3,471,054,038 shares.

** The number of shares of Mr. Pete Bodharamik and the total amount of share in foreign juristic persons account were 36,000,000 shares.

*** The number of shares of Mr. Sang Do Lee in 2018, the total amount of share in Thailand Securities Depository Company Limited for Depositors was 100,000 shares.

**** In 2019, all three directors, including Mrs. Punnee Worawuthichongsathit, Mr. Preecha Leelasithorn, and Mr. Siri Luengsawat, as well as their spouses and minor children reported no shareholding. Furthermore, there had been no report on the securities holding by spouses and/or minor children of all 14 directors and executives.

Warrants (MONO-W1)

Expiration date and the last warrant exercise date: October 17, 2019

Name	Number of MONO-W1 as of Oct. 18,2019 **	Number of MONO-W1 as of Dec. 31, 2018*	Changes
			(Increase / Decrease)
Directors			
1. Mr. Pete Bodharamik	807,694,165	807,694,165	-
2. Mr. Navamin Prasopnet	-	-	-
3. Mr. Sang Do Lee	9,000,044	3,992,944	5,007,100
4. Mr. Patompong Sirachairat	-	3,214,286	(3,214,286)
5. Mr. Komsak Wattanasriroj	-	750,000	(750,000)
6. Mr. Siri Luengsawat		-	-
Executives			
1. Mr. Jiraparwat Boonyasen	3,214,286	3,214,286	-
2. Miss Benjawan Rakwong	-	1,442,858	(1,442,858)
3. Miss Pitirudee Sirisamphan	-	-	-
4. Mr. Teerasak Tharaworn	16	30,016	(30,000)
5. Miss Paweena Poonpattanasuk	-	-	-

* The allocation of warrants which was outstanding or was not exercised as of December 31, 2018 amounted to 1,352,353,083 units

** The allocation of warrants which was outstanding or was not exercised as of October 18, 2019 (Expiration Date) amounted to 1,352,329,062 units.

** In 2019, all three independent directors, including Mrs. Punnee Worawuthichongsathit, Mr. Preecha Leelasithorn and Mr. Kriengsak Thiennukul as well as their spouses and minor children reported no shareholding. Furthermore, there had been no report on the securities holding by spouses and/or minor children of all 14 directors and executives.

Board of Directors

Mr. Pete Bodharamik

Aged 47

Chairman of the Board of Directors / Authorized Director

(Appointed Director on March 9, 2012 and resigned from the position on September 17, 2019)

Education / Training Courses

- Bachelor of Science, Management London School of Economics and Political Science, UK
- IOD Training Programs: -

Shareholding (%)¹

MONO : 65.32%

Experience

Directorship in Listed Companies

2012 - Sep. 2019 Chairman, Mono Technology PCL.
2008 - Sep. 2019 Director and CEO
Jasmine International PCL.

Directorship in other Companies

2018 - Present Director,
Pinvest Food and Restaurant Co., Ltd.
2015 - Present Director, Pinvest Corporation Co., Ltd.
2008 - Sep. 2019 Director, Subsidiaries of
Jasmine International PCL.
2007 - Sep. 2019 Director and Chairman of
Triple T Internet Co., Ltd.
2006 - Sep. 2019 Director and Chairman of
Triple T Broadband PCL.
2002 - Oct. 2019 Director, Subsidiaries of
Mono Technology PCL.
1995 - Present Director, Emerald Farm Co., Ltd.

Family Relations among Executives: None

Mrs. Punnee Worawuthichongsathit

Aged 67

Chairman of the Board of Directors / Independent Director

(Appointed Director on March 9, 2012 and appointed Chairman of the Board of Director on November 6, 2019)

Education/ Training Courses

- Master/ Bachelor of Accountancy, Chulalongkorn University
- Certified Public Accountant (CPA) Registration No. 2960 (Thailand)
- Certified Internal Auditor (CIA), IIA-USA
- Certified Professional Internal Auditor (CPIA), IIAT-Thailand
- Qualified Internal Auditor (QIA) , IIAT-Thailand
- Chartered Directors, IOD
- IOD Training Programs:
 - Driving Company Success with IT Governance (ITG), Class 4/2017
 - Ethical Leadership Program (ELP), Class 2/2015
 - Anti-Corruption for Executive Program (ACEP), Class 10/2014
 - Anti-Corruption: The Practice Guide (ACPG), Class 10/2014
 - Role of the Chairman Program (RCP), Class 25/2011
 - Role of the Nomination and Governance Committee, Class 1/2011
 - DCP Refresher Course, Class 2/2009
 - Monitoring Fraud Risk Management, Class 1/2009
 - Role of the Compensation Committee, Class 7/2008
 - Chartered Director Class, Class 3/2008
 - Monitoring the System of Internal Control and Risk Management, Class 2/2008
 - Monitoring the Quality of Financial Report, Class 5/2007
 - Monitoring the Internal Audit Function, Class 1/2007
 - Improving the Quality of Financial Report, Class 1/2006
 - Audit Committee Program (ACP), Class 2/2004
 - Director Certification Program (DCP), Class 38/2003
 - Director Accreditation Program (DAP), Class 2/2003

Shareholding (%)¹

MONO : None

¹Includes holdings by spouse and minor children as of December 31, 2019

Experience

Present	Member of Audit Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
Present	Member of Audit Committee, The University of the Thai Chamber Commerce
Present	Member of Audit Committee, Chulabhorn Royal Academy
Present	Single Account Subcommittee, Branch Committee Consultant, and Accounting Professions Committee Consultant - Tax Accounting, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
Present	Member of Audit Committee, Thai Investors Association
Present	Guest Lecturer of many government and private universities and Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2016 - 2019	Member of Audit Committee, Office of National Anti-Corruption Commission

Directorship in Listed Companies

Nov. 2019 - Present	Chairman of the Board of Directors
2012 - Present	Independent Director
2017 - Nov. 2019	Member of Nomination and Remuneration Committee
2012 - Nov. 2019	Chairperson of Audit Committee, Mono Technology PCL.
2016 - Present	Independent Director, Member of Audit Committee, and Chairperson of Corporate Governance, WHA Utilities and Power PLC.
2016 - Present	Independent Director and Member of Audit Committee, Saha Pathana Inter-Holding PLC.
2010 - Present	Independent Director and Member of Audit Committee, Thai Wacoal PCL.
2004 - Present	Independent Director, Member of Audit Committee, Chairperson of the Nominating Committee, and Chairperson of the Compensation Committee, The Brooker Group PLC.
2000 - 2016	Independent Director, Member of Audit Committee, and Member of Good Corporate Governance Committee, Hemaraj Land and Development PCL.

Directorship in other Companies

2016 - Present	Director, P.W. Consultants Co., Ltd.
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Family Relations among Executives: None

Mr. Navamin Prasopnet

Aged 47

Assistant Chairman / Chairman of Executive Committee / Chairman of Risk Management Committee / Chief Marketing Officer / Authorized Director

(Appointed Director on March 9, 2012)

Education / Training Courses

- Bachelor of Science, Computer Information System, Bentley University, Massachusetts, USA
- IOD Training Programs:
 - Role of the Chairman Program (RCP), Class 21/2009
 - Director Certification Program (DCP), Class 104/2008

Shareholding (%)¹

MONO : 0.37%

Experience

Directorship in Listed Companies

2019 - Present	Independent Director and Member of Audit Committee, Villa Kunalai PCL.
2017 - Present	Chairman of Executive Committee and Chairman of Risk Management Committee, Mono Technology PCL.
2012 - Present	Assistant Chairman and Chief Marketing Officer, Mono Technology PCL.

Directorship in other Companies

2014 - Present	Director, Herbal King Trading Co., Ltd.
2007 - Present	Director, Green Star Environment Co., Ltd.
2006 - Present	Director and President, Subsidiaries of Mono Technology PCL.
2003 - Present	Director, Navesco Co., Ltd.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Mr. Patompong Sirachairat

Aged 39

Director / Executive Director /

Member of Risk Management Committee /

Chief Executive Officer / Authorized Director

(Appointed Director on February 21, 2017)

Education / Training Courses

- Master of Business Administration (Young Executive), Chulalongkorn University
- Master of Software System Engineering, University of Technology, Sydney, Australia
- IOD Training Programs:
 - Director Certification Program (DCP), Class 237/2017

Shareholding (%)¹

MONO : 0.19%

Experience

Directorship in Listed Companies

Nov. 2019 - Present Chief Executive Officer

2017 - Present Director

2005 - Present Executive Director and
Member of Risk Management

2014 - Nov. 2019 Chief Operating Officer

2005 - 2015 Vice President - Internet Business
Mono Technology PCL.

Directorship in other Companies

2015 - Present Director Subsidiaries of
Mono Technology PCL.

Family Relations among Executives: None

Mr. Komsak Wattanasriroj

Aged 51

Director / Executive Director / Chief Financial Officer /

**Authorized Director / The person taking the highest
responsibility in finance and accounting**

(Appointed Director on March 9, 2012)

Education / Training Courses

- Master of Business Administration, Srinakharinwirot University
- IOD Training Programs:
 - Board Nomination and Compensation Program (BNCP), Class 8/2019
 - Advanced Audit Committee Program (AACP), Class 30/2018
 - Director Certification Program (DCP), Class 105/2008
- Thai Investors Association Training Program
 - Thai Intelligent Investor Program (TIIP), Class 10/2015
- 2019 Internal Training Program (Accounting):
Observation, Recognition, Introduction to Financial Statement
Risk Assessment

Shareholding (%)¹

MONO : 0.29%

Experience

Directorship in Listed Companies

2016 - Present Independent Director, Member of
Audit Committee, and Member of
Nomination and Remuneration Committee
T.A.C. Consumer PCL.

2012 - Present Director, Executive Director, and
Chief Financial Officer
Mono Technology PCL.

Directorship in other Companies

2005 - 2008 Vice President - Accounting and Finance
Mono Generation Co., Ltd.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Mr. Sang Do Lee

Aged 44

Director / Executive Director / Authorized Director

(Appointed Director on March 9, 2012)

Education/ Training Courses

- Bachelor of Science, Computer Science and Industrial Engineering Yonsei University, Seoul, Korea
- IOD Training Programs:
 - Director Certification Program (DCP), Class 103/2008

Shareholding (%)¹

MONO : 0.37%

Experience

Directorship in Listed Companies

2012 - Present	Director and Executive Director
2012 - Nov. 2019	Chief Executive Office Mono Technology PCL.

Directorship in other Companies

2006 - Present	Director Subsidiaries and associated company of Mono Technology PCL.
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Family Relations among Executives: None

Mr. Siri Luengsawat

Aged 64

Director

(Appointed Director on March 9, 2012)

Education/ Training Courses

- Upper Secondary School, Mattayom Dan Samrong School
- IOD Training Programs:
 - Director Certification Program (DCP), Class 105/2008

Shareholding (%)¹

MONO : None

Experience

Directorship in listed companies

2012 - Present	Director, Mono Technology PCL.
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Directorship in other Companies

2014 - Present	Director, Herbal King Trading Co., Ltd.
2006 - Present	Director, Subsidiaries of Mono Technology PCL.
2003 - Present	Director, Angel Trading International Co., Ltd.
2003 - 2008	Executive Editor, Gossip Star Co., Ltd.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Mr. Preecha Leelasithorn

Aged 56

**Independent Director / Member of Audit Committee /
Chairman of Nomination and Remuneration Committee**

(Appointed Director on March 9, 2012)

Education / Training Courses

- Master Degree, Business Administration, Chulalongkorn University
- IOD Training Programs:
 - Director Accreditation Program (DAP) (English Program), Class 101/2013
 - Audit Committee Program (ACP), Class 25/2009

Shareholding (%)¹

MONO : None

Experience

Directorship in Listed Companies

2012 - Present Independent Director,
Member of Audit Committee, and
Chairman of Nomination and
Remuneration Committee
Mono Technology PCL.

Directorship in other Companies

2019 - Present Director,
Suriwong Condominium Co., Ltd.

2013 - Present Director, CPanel Co., Ltd.

2012 - Present Deputy Chief Executive Officer,
Wall Street Tower Co., Ltd.

2007 - Present Executive Vice President,
AIRA Securities PCL.

2002 - Present Director, Alliance Co., Ltd.

2000 - Present Director,
Andaman Lanta Property Co., Ltd

1984 - Present Director, Manakijcharoen Co., Ltd.

Family Relations among Executives: None

Mr. Kriengsak Thiennukul

Aged 54

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

(Appointed Director on March 9, 2012)

Education / Training Courses

- Master of Business Administration, Chulalongkorn University
- Master of Business Administration, Assumption University
- Thai - Chinese Leadership Studies (TCL), Class 1/2017
- The National Defence Course (TNDC Diploma), Class 58/
Year 2015-2016 Thailand National Defence College
- IOD Training Programs:
 - Director Accreditation Program (DAP) (English Program),
Class 101/2013
- Capital Market Academy Leadership Program, Class 7/2008,
Capital Market Academy (CMA)

Shareholding (%)¹

MONO : 0.04%

Experience

Directorship in Listed Companies

2012 - Present Independent Director, Member of
Audit Committee, and Member of
Nomination and Remuneration Committee
Mono Technology PCL.

Directorship in other Companies

2017 - Present Director, The Loco Motion Co., Ltd.

2016 - Present Director, Four Strong Winds Co., Ltd.

2005 - Present Director,
Media Shaker Development Co., Ltd.

2004 - Present Director, I Advisory Co., Ltd.

2002 - Present Director and Managing Director,
Media Shaker Co., Ltd.

1999 - Present Director, CDC One Co., Ltd.

1998 - Present Director and Managing Director,
Banana and Sun Co., Ltd.

1992 - Present Director,
Prestige Gift and Premium Co., Ltd.

1989 - Present Director and Managing Director,
New Waitek Co., Ltd.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Executives

Mr. Jiraparwat Boonyasen

Aged 51

Senior Vice President – Mobile Internet Business
Member of Risk Management Committee

(Appointed Executive on March 15, 2002)

Education / Training Courses

- Bachelor of Science, Computer Science,
King Mongkut's University of Technology
North Bangkok
- IOD Training Programs:
 - How to Develop a Risk Management (HRP)
Class 1/2012

Shareholding (%)¹

MONO : 0.19%

Experience

2016 - Present	Senior Vice President - Mobile Internet Business Mono Technology PCL.
2002 - Present	Member of Risk Management Committee Mono Technology PCL.
2002 - 2015	Vice President - Mobile Internet Business Mono Technology PCL.

Family Relations among Executives: None

Miss Benjawan Rakwong

Aged 48

Senior Vice President - Administration
Executive Director

(Appointed Executive on April 1, 2008)

Education / Training Courses

- Master of Management, International Affairs
Management, Oxford Brookes University, UK

Shareholding (%)¹

MONO : 0.05%

Experience

2018 - Present	Senior Vice President - Administration Mono Technology PCL.
2017 - Present	Executive Director Mono Technology PCL.
2008 - 2017	Vice President - Administration Mono Technology PCL.
2008	Vice President - Administration and Corporate Communication Gossip Star Co., Ltd.
2003 - 2008	Vice President - Human Resources and Administration Mono Generation Co., Ltd.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Miss Pitirudee Sirisamphan

Aged 50

Company Secretary

Vice President - Corporate Affairs

(Appointed Executive on March 14, 2012)

Education / Training Courses

- Master of Business Economics
Dhurakit Pundit University
- Diploma of Business Management for Internal Audit 2014
Federation of Accounting Professions under
the Royal Patronage of His Majesty the King
- IOD Training Programs:
 - Anti - Corruption : The Practice Guide (ACPG)
Class 24/2015
 - Board Reporting Program (BRP) Class 9/2012
 - How to Develop a Risk Management (HRP)
Class 1/2012
 - Effective Minute Taking (EMT) Class 13/2009
 - Company Secretary Program (CSP) Class 28/2008

Shareholding (%)¹

MONO : 0.06%

Experience

2012 - Present	Company Secretary and Vice President - Corporate Affairs Mono Technology PCL.
2008 - 2012	Company Secretary and Vice President - Human Resources Mono Technology PCL.
2004 - 2007	Vice President - Human Resources Mono Generation Co., Ltd.

Family Relations among Executives: None

Mr. Teerasak Tharaworn

Aged 45

Vice President - Human Resources

(Appointed Executive on July 1, 2012)

Education / Training Courses

- Master of Business Administration, Management,
Ramkhamhaeng University

Shareholding (%)¹

MONO : 0.03%

Experience

2016 - Present	Vice President - Human Resources Mono Technology PCL.
2012 - 2015	Assistant Vice President - Human Resources Mono Technology PCL.
2008 - 2012	Assistant Vice President - Human Resources Jasmin International PCL.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Miss Paweena Poonpattanasuk

Aged 49

Vice President - Accounting and Finance

Member of Risk Management Committee

The person supervising accounting

(Appointed Executive on January 1, 2013)

Education / Training Courses

- Master of Science in Information Technology
in Business Program Chulalongkorn University
- IOD Training Programs:
 - How to Develop a Risk Management (HRP)
Class 1/2012
- 2019 Internal Training Program (Accounting): 5 programs

Shareholding (%)¹

MONO : 0.02%

Experience

2016 - Present	Vice President - Accounting and Finance Mono Technology PCL.
2013 - Present	Member of Risk Management Committee Mono Technology PCL.
2013 - 2016	Assistant Vice President - Accounting and Finance Mono Technology PCL.
2005 - 2012	Senior Manager - Accounting and Finance Mono Technology PCL.

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Head of Internal Audit

Mrs. Suansri Suansakul

Aged 59

Head of Internal Audit

Secretary of the Audit Committee

Education / Training Courses

- Master of Accountancy Chulalongkorn University
- Certification of Auditing Chulalongkorn University
- Issues for Auditors to Concern in Accordance with TFRS 9, TFRS 15, and Problems Found in Auditing Listed Companies Ending Q2/2019 by 75 CPE Co., Ltd. (November 26, 2019)
- Accounting as Financial Tool by 75 CPE Co., Ltd. (September 28, 2019)
- Taxation System and Financial Standard by PATANA KARN OP ROM Co., LTD (June 29-30, 2019)
- Effective Single Account - Pay Tax without Penalties by Faculty of Commerce and Accountancy Chulalongkorn University Alumni (May 23, 2019)
- Format of Working Paper to Support Anti-Corruption in Organization by Federation of Accounting Professions Under The Royal Patronage of His Majesty The King (March 28-29, 2019)
- Training Program for Auditors as Consultants of Entrepreneurs Using Application SME Sabaijai, Class 1/2019 by Federation of Accounting Professions Under The Royal Patronage of His Majesty The King (February 15, 2019)

Shareholding (%)¹

MONO : None

Experience

- | | |
|----------------|--|
| 2007 - Present | Head of Internal Audit and Secretary of the Audit Committee Mono Technology PCL. |
| 1996 - Present | Executive Director - Accounting and Audit S.C. Accounting & Business Consultant Co., Ltd. (1995) |

Family Relations among Executives: None

Head of Corporate Operations of the Company

Miss Pitirudee Sirisamphan

Aged 50

Company Secretary / Vice President - Corporate Affairs

(Appointed Executive on March 14, 2012)

Education / Training Courses

- Master of Business Economics Dhurakit Pundit University
- Diploma of Business Management for Internal Audit 2014 Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- IOD Training Programs:
 - Anti - Corruption : The Practice Guide (ACPG) Class 24/2015
 - Board Reporting Program (BRP) Class 9/2012
 - How to Develop a Risk Management (HRP) Class 1/2012
 - Effective Minute Taking (EMT) Class 13/2009
 - Company Secretary Program (CSP) Class 28/2008

Shareholding (%)¹

MONO : 0.06%

Experience

- | | |
|----------------|---|
| 2012 - Present | Company Secretary and Vice President - Corporate Affairs Mono Technology PCL. |
| 2008 - 2012 | Company Secretary and Vice President - Human Resources Mono Technology PCL. |
| 2004 - 2007 | Vice President - Human Resources Mono Generation Co., Ltd. |

Family Relations among Executives: None

¹Includes holdings by spouse and minor children as of December 31, 2019

Details of Directors, Executives, and Controlling Persons' Directorship in Subsidiaries, Associated Companies, and other Related Companies (as of December 31, 2019)

List of Directors and Executives	MONO TECH	Domestic Subsidiaries					
		MONO GEN	MONO TRAVEL	MONO MUSIC	MONO FILM	MONO INFO	MONO PD
1. Mr. Pete Bodharamik ¹	-	-	-	-	-	-	-
2. Mrs. Punnee Worawuthichongsathit ²	*						
3. Mr. Navamin Prasopnet	D,ED, Exec	D,ED, Exec	D,ED	D,ED, Exec	D,ED	D,ED	D,ED, Exec
4. Mr. Patompong Sirachairat	D,ED, Exec	D,ED	D,ED, Exec	D,ED	D,ED, Exec	D,ED	ED
5. Mr. Komsak Wattanasriroj	D,ED, Exec	ED	ED	ED	ED	ED	ED
6. Mr. Sang Do Lee	D,ED	D,ED	D,ED	D,ED	D,ED	D,ED, Exec	D,ED
7. Mr. Siri Luengsawat	D	D		D	D	D	D
8. Mr. Preecha Leelasithorn	D						
9. Mr. Kriengsak Thiennukul	D						
10. Mr. Jiraparwat Boonyasen	Exec		D				
11. Miss Benjawan Rakwong	ED,Exec	ED	ED	ED	ED	ED	ED
12. Miss Pitirudee Sirisamphan	Exec						
13. Mr. Teerasak Tharaworn	Exec						
14. Miss Paweena Poonpattanasuk	Exec						

- 1. **MONO TECH** = Mono Technology PCL.
- 2. **MONO GEN** = Mono Generation Co., Ltd.
- 3. **MONO TRAVEL** = Mono Travel Co., Ltd.
- 4. **MONO MUSIC** = Mono Music Co., Ltd.
- 5. **MONO FILM** = Mono Film Co., Ltd.
- 6. **MONO INFO** = Mono Info Systems Co., Ltd.
- 7. **MONO PD** = Mono Production Co., Ltd.
- 8. **MONO BC** = Mono Broadcast Co., Ltd.
- 9. **MONO SPORT** = Mono Sport Entertainment Co., Ltd.

Remarks : * = Chairman of the Board of Directors D = Director ED = Executive Director Exec = Executive

¹ Mr. Pete Bodharamik resigned from the position of Chairman of the Board of Directors of Mono Technology PCL. on September 17, 2019 and resigned from the position of Director of every subsidiary in October 2019.

² Mrs. Punnee Worawuthichongsathit was appointed Chairman of the Board of Directors on November 6, 2019.

Domestic Subsidiaries								International Subsidiaries		Associated Company
MONO BC	MONO SPORT	MONO RADIO	MONO RADIO BC	MONO TALENT	T MOMENT	MONO PLAY	MONO ASTRO	MONO HK	MONO INDO	TPBL
-	-	-	-	-	-	-	-	-		
D,ED, Exec	D,ED	D,ED, Exec	D,ED	D,ED, Exec	D,ED	D,ED	D,ED	D,ED	D,ED	
ED	D,ED	D,ED	D,ED	D,ED	D,ED	D,ED, Exec	D,ED, Exec	ED	ED	
ED	ED	ED	ED	ED	ED	ED	ED	ED	ED	
ED	D,ED, Exec	ED	ED	D,ED	D,ED	D,ED	D,ED	D,ED, Exec	D,ED, Exec	D
ED	ED	ED	ED	ED	ED	ED	ED	ED	ED	

-
10. **MONO RADIO** = Mono Radio Co., Ltd.
11. **MONO RADIO BC** = Mono Radio Broadcast Co., Ltd.
12. **MONO TALENT** = Mono Talent Studio Co., Ltd.
13. **T MOMENT** = T Moment Co., Ltd.
14. **MONO PLAY** = Mono Play Co., Ltd.
15. **MONO ASTRO** = Mono Astro Co., Ltd.
16. **MONO HK** = Mono Technology Hong Kong Limited
17. **MONO INDO** = PT. Mono Technology Indonesia
18. **TPBL** = Thai Professional Basketball League Co., Ltd.

Details of Directors, Executives and Controlling Persons' Directorship in Related Companies

List of Directors ¹	Related Companies							
	TTTI	JASTEL	PA	JINET	ACES	PBF	PINVEST	GS
1. Mr. Pete Bodharamik ²	-	-	-	-	-	D	D	
2. Mr. Navamin Prasopnet								D

1. TTTI = Triple T Internet Co., Ltd
2. JASTEL = JasTel Network Co., Ltd.
3. PA = Premium Asset Co., Ltd.
4. JINET = Jasmine Internet Co., Ltd.
5. ACES = ACES Regional Services Co., Ltd.
6. PBF = Dr. Phichani Bodharamik Foundation for Children and Seniors
7. PINVEST = Pinvest Corporation Co., Ltd.
8. GS = Green Star Environment Co., Ltd.

Details of Directorship in Subsidiaries with revenue of over 10 percent of income

List of Directors	Subsidiaries ³	
	MONO BC	MONO FILM
1. Mr. Pete Bodharamik ⁴	-	-
2. Mr. Navamin Prasopnet	D,ED,Exec	D,ED
3. Mr. Sang Do Lee	ED	D,ED
4. Mr. Komsak Wattanasriroj	ED	ED
5. Mr. Patompong Sirachairat	ED	D,ED,Exec
6. Mr. Siri Luengsawat	-	D
7. Mr. Bannasit Rakwong	D,Exec	-

MONO BC = Mono Broadcast Co., Ltd.

MONO FILM = Mono Film Co., Ltd.

Remarks: D = Director ED = Executive Director Exec = Executive

¹ Other directors and executives have no related companies.

² Mr. Pete Bodharamik resigned from the position of directors of related companies (company no. 1-5) which are subsidiaries of Jasmine International PCL. in September 2019.

³ Subsidiaries are companies that have significant business operation, for example, their revenues are over 10 percent of the total revenues as of the 2019 Statement of Comprehensive Income.

⁴ Mr. Pete Bodharamik resigned from the position of director of every subsidiary in October 2019.

Assets Used in Business Operations

1. Fixed assets used in business operations

Details about fixed assets used in business operations of the Company and subsidiaries are as follows:

Category/ Property	Net Book Value as of December 31, 2019 (million Baht)	Proprietary Characteristics	Obligation
1. Land and land improvement	252.96	owner	Some properties are under suretyship of long-term loan from banks, limited to 519 million Baht.
2. Building, building and leasehold improvement	283.32	owner	
3. Furniture, fixtures and office equipment	82.08	owner / hire-purchase	Some properties are under suretyship of hire-purchase/ lease agreements with leasing companies, limited to 21.64 million Baht.
4. Computer and equipment	55.09	owner / hire-purchase	Some properties are under suretyship of hire-purchase/ lease agreements with leasing companies, limited to 65.21 million Baht.
5. Motor vehicles	21.48	owner / hire-purchase	Some properties are under suretyship of hire-purchase/ lease agreements with financial institutes, limited to 7.10 million Baht.
6. Assets under installation	18.04		
Total	712.97		

2. Intangible assets

As of December 31, 2019, the Company and subsidiaries is the ownership of website copyright, computer programs, and copyright of films, music, and videos. Details are as follows:

List	Net Book Value as of December 31, 2019 (million Baht)	Details of Amortization
Website copyright	16.06	Amortizing according to the useful life
Films, music, and videos copyright	1,500.77	Amortizing according to agreement period/ the useful life
Other copyright	392.69	Amortizing according to agreement period/ the useful life
Computer programs	28.77	Amortizing according to agreement period/ the useful life
Advance payments and work in process	344.52	
Total	2,282.81	

3. Important agreements of the Company

3.1 Lease agreements

The Company and subsidiaries signed lease agreements for building to utilize it as the head office. The lease agreements were signed with the person related to the Company. Details of the agreements are as follows:

Agreement Party	Rental Place	Rental Period			Area (Sq.m.)
		Duration	From	To	
1. Premium Asset Company Limited	Floor 5 room 501	3 years	1-Oct.-17	30-Sep.-20	98
2. Premium Asset Company Limited	Floor 5 room 502	3 years	1-Sep.-19	31-Aug.-22	91
3. Premium Asset Company Limited	Floor 5 room 505	3 years	1-Oct.-17	30-Sep.-20	100
4. Premium Asset Company Limited	Floor 5 room 508	3 years	1-Oct.-17	30-Sep.-20	138
5. Premium Asset Company Limited	Floor 5 room 509	3 years	1-Oct.-17	30-Sep.-20	119
6. Premium Asset Company Limited	Floor 5 room 510	2 years 11 months 15 days	15-Jun.-17	31-May-20	94
7. Premium Asset Company Limited	Floor 5 room 511	3 years	1-Sep.-19	31-Aug.-22	119
8. Premium Asset Company Limited	Floor 5 room 512	3 years	1-Sep.-19	31-Aug.-22	119
9. Premium Asset Company Limited	Floor 5 room 513	3 years	1-Oct.-17	30-Sep.-20	103
10. Premium Asset Company Limited	Floor 5 room 517	3 years	1-Sep.-19	31-Aug.-22	35
11. Premium Asset Company Limited	Floor 5 room 519	3 years	1-Oct.-17	30-Sep.-20	111
12. Premium Asset Company Limited	Floor 11	3 years	1-Sep.-19	31-Aug.-22	1,417
13. Premium Asset Company Limited	Floor 12 room 1202B	3 years	1-Sep.-17	31-Aug.-20	260
14. Premium Asset Company Limited	Floor 14 room 1404B	3 years	1-Jul.-17	30-Jun.-20	110
15. Premium Asset Company Limited	Floor 14 room 1401C	3 years	1-Aug.-17	31-Jul.-20	98
16. Premium Asset Company Limited	Floor 14 room 1401B	3 years	1-Nov.-17	31-Oct.-20	169
17. Premium Asset Company Limited	Floor 16	3 years	1-Jun.-17	31-May-20	1,417
18. Premium Asset Company Limited	Floor 17	3 years	1-Mar.-17	29-Feb.-20	1,417
19. Premium Asset Company Limited	Floor 31	2 years	1-Jan.-20	31-Dec.-22	1,788
20. Premium Asset Company Limited	Floor R1 room UPS	3 years	1-May-17	30-Apr.-20	53
21. Premium Asset Company Limited	Floor R2 room R201	3 years	1-Dec.-19	30-Nov.-22	342

Agreement Party	Rental Place	Rental Period			Area (Sq.m.)
		Duration	From	To	
22. Premium Asset Company Limited	Floor R2 room R202	3 years	1-Oct.-19	30-Sep.-22	60
23. Premium Asset Company Limited	Floor P1 room 1	2 years	1-Feb.-18	31-Jan.-20	21
24. Premium Asset Company Limited	Floor P3 room 2	2 years	1-Aug.-18	31-Jul.-20	21
25. Premium Asset Company Limited	Floor P5 room 9	2 years	1-Apr.-18	31-Mar.-20	12
26. Premium Asset Company Limited	Floor P5 room 7	2 years	1-Jun.-18	31-May-20	15
27. Premium Asset Company Limited	Floor P8 room 15	2 years	1-Aug.-18	31-Jul.-20	11
28. Premium Asset Company Limited	Floor P9 room 18	2 years	1-Apr.-18	31-Mar.-20	21
29. Premium Asset Company Limited	Floor P9 room 19	2 years	1-Apr.-18	31-Mar.-20	11
30. Premium Asset Company Limited	Floor P9 room 20	2 years	1-Apr.-18	31-Mar.-20	11
31. Premium Asset Company Limited	Roof top for satellite dish	3 years	15-Mar.-19	14-Mar.-22	-
32. Premium Asset Company Limited	Billboard area	2 years	1-Feb.-18	31-Jan.-20	-
33. Premium Asset Company Limited	Roof top R2 for evaporator	3 years	1-Apr.-18	31-Mar.-21	8
34. Premium Asset Company Limited	Floor 4 room 3	3 years	1-Jul.-19	30-Jun.-22	11

3.2 Mobile phone service provider agreements

1) Agreements with Advanced Info Service PCL. (Later Advance Info Service PCL. transferred the right to receive payment to MIMO Tech Co.,Ltd.)

Agreement	Detail	Agreement Period
SMS WAP MMS and VOICE Service Provider Agreement	Provide information for AIS mobile phone customers	Agreement starts on July 1, 2010 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
SMS Provider Agreement	Provide SMS on AIS mobile phone network	Agreement starts on April 1, 2014 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another six-months term.

2) Agreements with Total Access Communication PCL.

Agreement	Detail	Agreement Period
Content Provider Agreement	Provide information for DTAC mobile phone customers	Agreement starts on June 1, 2007 under two-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
AUDIOTEXT Content Provider Agreement	Provide audiotext on DTAC mobile phone network for phone number 1900-xxx-xxx	Agreement starts on June 1, 2005 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
SMS Provider Agreement	Provide SMS on DTAC mobile phone network	Agreement starts on July 1, 2012 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.

3) Agreements with True Move Co., Ltd.

Agreement	Detail	Agreement Period
AUDIOTEXT Content Provider Agreement	Provide audiotext on TRUE mobile phone network for phone number 1900-xxx-xxx	Agreement starts on August 15, 2014 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
Content Provider on Mobile Phone Agreement	Provide information for True Move mobile phone customers	Agreement starts on August 15, 2014 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.

4) Agreements with Real Move Co., Ltd.

Agreement	Detail	Agreement Period
Content Provider on Mobile Phone Agreement	Provide information for Real Move mobile phone customers	Agreement starts on August 15, 2014 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.

3.3 Other Agreements

1) Digital TV Broadcasting Agreements

Agreement	Detail	Agreement Period
Satellite Channel Service Agreement with Thaicom PCL.	To use satellite for broadcasting TV programs on KU-Band and C-Band	Agreement started from December 20, 2019 to December 19, 2020. Renewal of the agreement can be made by mutual agreement of the parties.
Signal Combination Service Agreement with TC Broadcasting Co., Ltd.	To combine signal and use TV network service	Agreement started from December 20, 2019 to December 19, 2020. Renewal of the agreement can be made by mutual agreement of the parties.
TV Network for Digital SD Ground Frequency Rental Service Agreement	To transmit, compress, and mix satellite signal, as well as convert the frequency and send the compressed signal to the network station, in order to broadcast TV signal in different parts of Thailand	Agreement started from January 17, 2014 to May 31, 2028. Renewal of the agreement can be made by mutual agreement of the parties.

2) Satellite TV Broadcasting Agreement

Agreement	Detail	Agreement Period
Satellite Channel Service Agreement with PSI Broadcasting Co., Ltd.	To use satellite for broadcasting TV programs on C-Band	Agreement started from June 1, 2019 to May 31, 2020. Renewal of the agreement can be made by mutual agreement of the parties.

3) Television Broadcasting Business License

Agreement	Detail	Agreement Period
License for television broadcasting business	To provide TV digital SD ground service on MONO29 channel as National business service	Starts on April 25, 2014 and ends on April 24, 2029
License for Television Broadcasting Business MONO Plus Channel with NBTC	To broadcast programs on MONO Plus channel	Starts on March 25, 2016 and ends on March 24, 2021
Memorandum on the Agreement of Program Production for Broadcasting on Royal Thai Army Radio and Television Station FM Frequency 91.5 MHz.	To broadcast program on radio station everyday	Starts on January 1, 2019 and ends on December 31, 2020

4) Property Insurance Contract

Insurance	Insurance Company	Insured Property	Sum Insured (million Baht)	Insurance Period	Assured
Property Risk Insurance	Dhipaya Insurance PCL.	<ol style="list-style-type: none"> 1. Furniture, decoration, fixture, extensions, office equipment, electronic machines, server, computer and computer devices, and all other properties that belong to the assured and the assured use them for business operation <ul style="list-style-type: none"> • Rental area on floor 5,11,12,14,16,17,31, and R2 of Jasmine International Tower • Rental house in Soi Lotus, Si Chai Thong Village • Server at KSC Geneva Building, floor 8, Muang Thong Thani/ JASTEL Jasmine International Tower, floor 5,6, and 8/ channel 9/ NTT Bangna/ INET Bangkok Thai Tower, floor 10/ Yan Kraw Radio Station 2. Inventory and rewards, books, and office equipment in rental areas <ul style="list-style-type: none"> • Storerooms in Jasmine International Tower, floor PG, P3, P5, P8, and P9 	104.10	28 Dec. 2019 - 28 Dec. 2020	Mono Technology PCL. and/or subsidiaries
Property Risk Insurance	Dhipaya Insurance PCL.	<ol style="list-style-type: none"> 1. Construction parts of studio building (excluding the foundation of the building), renovations, stadium, and public utility systems 2. Furniture, extensions, office equipment, electronic machines, server, computer and computer devices, and all other properties that belong to the assured and the assured use them for business operation 	273.98	31 Mar. 2019 - 31 Mar. 2020	Mono Production Co., Ltd.

Related Party Transactions

Summary of related party transactions between Mono Group and persons that may have conflicts of interest throughout 2019 :

Related party transactions between Mono Group, and individual and juristic persons can be summarized as follows:

Connected Company	Relationship
1. Jasmine International Group (“JAS”) <ul style="list-style-type: none"> Triple T Internet Company Limited (“TTTI”) JasTel Network Company Limited (“JASTEL”) Premium Asset Company Limited (“PA”) Jasmine Internet Company Limited (“JINET”) 	<ul style="list-style-type: none"> Mr. Pete Bodharamik is the major shareholder of both the Company (64.29 percent) and JAS (56.37 percent). TTTI offers internet service solution. Mr. Pete Bodharamik is the major shareholder of both TTTI and the Company. TTTBB is the major shareholder of TTTI (99.99 percent). ACU is the major shareholder of TTTBB (99.87 percent) and is the subsidiary of JAS, holding share of 100 percent. JASTEL offers circuit leasing service and local and international data communication services. Mr. Pete Bodharamik is the major shareholder of both JASTEL and the Company. Jasmine Submarine Telecommunications (JSTC) is the major shareholder of JASTEL (100 percent). JSTC is the subsidiary of JAS, holding share of 100 percent. PA operates office rental business and offers related service. Office space under its management is Jasmine International Tower. Mr. Pete Bodharamik is the major shareholder of both PA and the Company. ACU and JSTC is the first and second largest shareholder of PA, with shareholding of 53.85 and 46.15 percent respectively. ACU and JSTC are the subsidiaries of JAS, holding share of 100 percent. JINET is a provider of various types of internet service, i.e. broadband Internet (ADSL) for individual and corporate customers. Mr. Pete Bodharamik is the major shareholder of both JINET and the Company. JAS is the major shareholder of JINET (98.33 percent).

Connected Company	Relationship
<ul style="list-style-type: none"> • ACeS Regional Services Company Limited (“ACES”) 	<ul style="list-style-type: none"> • ACES is a provider of all types of calling services; offering telecommunications equipment for sale, retail and rental. • Mr. Pete Bodharamik is the major shareholder of both ACES and the Company. • ACES (Thailand) is the major shareholder of ACES, with shareholding of 98.04 percent. ACES (Thailand) is 58.84 percent held by JAS OVERSEAS, which is 39.82 percent held by JAS.
<ul style="list-style-type: none"> 2. Green Star Environment Company Limited (“GS”) 	<ul style="list-style-type: none"> • GS is a waste buyer and operates recycling business. • Mr. Navamin Prasopnet is the shareholder and the director of both GS and the Company and he is the authorized director of both GS and the Company. He is also the major shareholder of Green Star (59.96 percent)
<ul style="list-style-type: none"> 3. Dr. Phichani Bodharamik Foundation for Children and Seniors (“PBF”) 	<ul style="list-style-type: none"> • The Foundation is established to assist children and the elderly by being recognized as a charitable organization by the Revenue Department. • Mr. Pete Bodharamik is the Vice Chairman of Dr. Phichani Bodharamik Foundation for Children and Seniors • Mr. Pete Bodharamik is the major shareholder of the Company.
<ul style="list-style-type: none"> 4. Pinvest Corporation Co., Ltd. (“PINVEST”) 	<ul style="list-style-type: none"> • PINVEST is a business of buying, selling, renting, renting real estates and movable properties. • PINVEST and the Company have a common shareholder, Mr. Pete Bodharamik, the authorized director of PINVEST. He is the major shareholder of PINVEST holding 99.99% of shares.

Note: Please find the details of related party transactions in the last 3 years from Annual Registration Statements (Form 56-1) and Annual Report 2016-2018 on the Company’s website <https://www.mono.co.th/investor-relations/annual-report/>

The Company and subsidiaries' related party transactions that can be categorized as normal business, with fair trading conditions:

1. Normal business, with general trading conditions:

Connected Company / Transactions	Value (Million Baht) As of December 31, 2019	Necessity and Appropriateness/ Opinion of Audit Committee
1. Triple T Internet Company Limited		
Sales and service income		
<ul style="list-style-type: none">The Company and subsidiaries provided advertising space via online media, magazine, radio and digital TV for TTTI.	28.42	Such services are a normal business transaction of the Company and subsidiaries as channels to promote TTTI's services. The price is comparable with the rate that the Company charges other customers. Therefore, this transaction is regarded as reasonable at a fair price
<ul style="list-style-type: none">A subsidiary sold movie copyright to TTTI.	13.64	
Cost and Expense		
<ul style="list-style-type: none">The Company and subsidiaries paid for the space rental for co-location server.	7.18	The space rental for co-location server is a normal business transaction. TTTI provides Internet service solution with complete system and infrastructure including high speed internet connection and offers space rental for co-location server at a specially designed room. Service fee is based on the market rate. Therefore, the transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none">The Company and subsidiaries paid TTTI for:<ul style="list-style-type: none">1) Expense of high speed internet service for supporting TV, Mobile Internet and Radio businesses2) Expense of high speed internet service for supporting the office work.	11.24	The use of high speed internet service is a normal business transaction. TTTI provides Internet service solution with complete system and infrastructure. Also, the office of TTTI is located in the same building as the Company. Thus, it is convenient for maintenance and this helps save travelling cost. Service fee is comparable with other providers. Therefore, the transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none">The Company paid TTTI for fixed-line telephone service for supporting call center operation. Meanwhile, the Company and a subsidiary used such telephone service for office communication purpose.	0.46	The use of fixed-line telephone service is a normal business transaction and the service fee is based on the market rate and is comparable with other providers. Therefore, this transaction is regarded as reasonable at a fair price.

Connected Company / Transactions	Value (Million Baht) As of December 31, 2019	Necessity and Appropriateness/ Opinion of Audit Committee
2. JasTel Network Company Limited		
<u>Cost and Expense</u>		
<ul style="list-style-type: none"> The Company paid JASTEL for the use of telecommunication network linking between systems of Jasmine International Tower and DTAC (Rangsit). 	0.16	The use of telecommunication network is a normal business transaction. JASTEL is a provider of telecommunication via fiber-optic cable network with complete infrastructure. Service fee is based on the market rate comparable with that of other providers offering similar type of service. Therefore, this transaction is regarded as reasonable at fair price.
<ul style="list-style-type: none"> The Company and a subsidiary paid JASTEL for the rental of co-location server. 	2.31	The space rental for co-location server is a normal business transaction. JASTEL provides Internet service solution with complete infrastructure and offers space rental for co-location server at a specially designed room. Service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.
3. Premium Asset Company Limited		
<u>Cost and Expense</u>		
<ul style="list-style-type: none"> The Company and subsidiaries paid PA for office related expenses, such as electricity charges as well as service fee for security guards and parking which are the expenses as per agreement. 	14.65	Such service is a normal transaction. PA is the owner of Jasmine International Tower and the fee is comparable to the rate collected from other tenants. Therefore, this transaction is regarded as reasonable at fair price.
4. Jasmine Internet Company Limited		
<u>Cost and Expense</u>		
<ul style="list-style-type: none"> The Company paid JINET for Internet corporate leased line service. 	0.18	The Internet corporate leased line service is normal business. JINET is the Internet service solution, with efficient system and infrastructure. The service fee is at market rate. Therefore, this transaction is regarded as reasonable at fair price.

Connected Company / Transactions	Value (Million Baht) As of December 31, 2019	Necessity and Appropriateness/ Opinion of Audit Committee
5. Jasmine International Public Company Limited (“JAS”)		
<u>Sales and service income</u>		
<ul style="list-style-type: none"> The Company provided website and application development and maintenance service for JAS. The service fee appeared on the price list. 	0.31	The website and application development and maintenance service is normal business. The service fee is at the same rate as that of other customers. Therefore, this transaction is regarded as reasonable at fair price.
6. Jasmine International Group , such as TTTI, JINET, JASTEL, ACU, and PA		
<u>Sales and service income</u>		
<ul style="list-style-type: none"> Subsidiaries received monetary sponsorship for organizing activities. 	9.30	Such service is a normal transaction of the Company for publicizing and promoting activities in each event. The service fee is at the same rate as other customers. Therefore, this transaction is regarded as reasonable at fair price.
7. Green Star Environment Company Limited		
<u>Sales and service income</u>		
<ul style="list-style-type: none"> A subsidiary earned revenues from sales of old books in form of paper scraps for recycling at higher price, compared with the rate that the subsidiary sold to other trade partners and the market rate. 	0.07	Such transaction is normal business transaction and the service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.
8. ACeS Regional Services Company Limited		
<u>Cost and Expense</u>		
<ul style="list-style-type: none"> A subsidiary paid ACES for back-up power service for the Company’s Studios which are used for program productions. 	0.89	Such service is normal business transaction and the service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.

2. Transactions supporting normal business:

Connected Company / Transactions	Value (Million Baht) As of December 31, 2019	Necessity and Appropriateness/ Opinion of Audit Committee
1. Premium Asset Company Limited		
<u>Space Rental</u> <ul style="list-style-type: none"> The Company and subsidiaries paid PA for office rental. 	40.79	Such service is a normal transaction of Mono Group. PA is the owner of Jasmine International Tower and the fee is comparable to the rate collected from other tenants. Therefore, such transaction is regarded as reasonable at a fair price.
2. Dr. Phichani Bodharamik Foundation for Children and Seniors		
<u>Cost and Expense</u> <ul style="list-style-type: none"> The Company made donations to the foundation to support the construction of school buildings for charitable purpose. 	2.35	The transaction is a supporting item for CSR of the Company, which is a normal expense item.

3. Asset or service transactions

Connected Company / Transactions	Value (Million Baht) As of December 31, 2019	Necessity and Appropriateness/ Opinion of Audit Committee
1. Pinvest Corporation Co., Ltd.		
<u>Cost and Expense</u> <ul style="list-style-type: none"> Subsidiary paid video camera rental to PINVEST for use in business operation. The rates are comparable to the rates charged by the Group to other subscribers. 	15.00	The transaction is a normal business transaction and the rental rates is based on general commercial terms. Therefore, the transaction is reasonable and fair.

Internal Control and Risk Management

The Board of Directors realizes and gives importance to internal control system and risk management to enable Mono Group to achieve its business goals with efficiency and sustainability. The Company appointed the Audit Committee to review the adequacy and the reliability of financial reports of the internal control and audit system. Also, the Committee shall review business operation of the Company in order to ensure the compliance with the law and related rules, both domestic and international levels.

The Company adopts SEC's internal control system assessment form which follows the guideline of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) as the guideline for the assessment of the Company and subsidiaries. The Audit Committee shall consider the assessment form written by the management and discuss it with the internal audit annually, then present the result to the Board of Directors. The meeting of the Board of Directors No.3/2020, held on March 4, 2020 where all members of the Audit Committee participating in the meeting, assessed the internal control system by discussing with the management and the Members of the Audit Committee. The discussion aimed to consider the adequacy of the internal control system based on 5 aspects as follows:

Part 1 Internal Control of the Organization

The Company set a clear business goal with vision and strategy. Appropriate plan and budget which conformed to the target was arranged as well as the organization structure which complied with the change of business. The Company delegated management authority and set applicable plan on human resource. To lead internal control adequacy and sustainable growth, the Company stresses on good corporate governance, business ethics, and code of conducts.

Part 2 Risk Assessment

The Company appointed the Risk Management Committee, consisting of high-ranking executives of Mono Group to be responsible for considering risk management policy and guidelines, assessing the efficiency of risk management as well as regularly monitoring and reporting the assessment to the Board of Directors.

- Approving and reviewing risk management policy so that it conforms with the objective and the goal of the business as well as organizing the acceptable level of risk to set the same operation framework
- Analyzing all risk possibilities both from internal and external factors which affect the business operation, planning risk management, assessing risk opportunities and effects as well as the chances on corruption to level the risk according to their importance, realizing the signals or errors in order to find the appropriate practice for risk management
- Receiving the membership of Thailand's Private Sector Collective Action Coalition Against Corruption, organizing the plan to investigate and control risk in corruption, and communicating the policy and the practice to employees.
- Monitoring the practice of risk management according to the established plan
- Supervising subsidiaries under the practice of good internal control system and risk management

Part 3 Operation Control

The Company formulated the policy and the process to control different sectors of business operation. Management authority and financial approval limit of the management was clearly and appropriately organized. To enable mutual inspection, the approval authority was separated from the financial details and information recording and the responsibility for asset custody. General controlling activity using information technology system was adopted for an easy verification. In addition, the Company set the practice to ensure that business transactions followed the procedures established and conflict of interest was prevented.

Part 4 IT System and Data Communication

The Company always makes decision based on correct, appropriate, sufficient, and accessible data. Moreover, the Company provides applicable internal and external communication channels and process to communicate information to related persons thoroughly and in time.

Part 5 Monitoring System

The Company set the regular monitoring system for correcting errors in timely manners. The quarterly audit report shall be submitted directly to the Audit Committee and the Board of Directors.

The Board of Directors views that internal control system and risk management of the Company and subsidiaries are sufficient and appropriate for business management. The Company has set up the adequate and appropriate internal control system and employees for the operation as well as the internal control system for transactions among the major shareholder, directors, the management team and other related persons.

Furthermore, the Audit Committee and the management continue to put emphasis on internal control and risk management, ensure the adequate and appropriate internal control for the business operation, control risk at the acceptable level, comply with business operation-related law and regulations, and provide accurate and reliable financial report.

Head of Internal Audit

S.C. Accounting & Business Consultant (1995) Co., Ltd. has been employed to be the internal auditor of the Company since 2007. Miss Suansri Suankul has been appointed Head of the Internal Audit Unit and Secretary of the Audit Committee. Under the direct control of the Audit Committee, her responsible includes organizing the annual internal audit plan, following and auditing the accuracy of each unit operation, assessing the internal control system, reviewing, and giving opinion and suggestions to increase the efficiency of the internal control management. Report on such topics shall be submitted directly to the Audit Committee and the copy of report shall be quarterly sent to the relevant management. Also, the summarized internal audit report shall be quarterly presented to the meeting of the Board of Directors for their acknowledgement. In this regard, Miss Pitirudee Sirisamphan, the Company Secretary, shall collaborate with the Internal Audit Unit.

The Audit Committee views that the Head of the Internal Audit Unit of the Company, possesses appropriate qualification to effectively perform her duty. She is responsible for complying with the approved annual working plans and reporting the audit results directly to the Audit Committee. After reviewing the internal control system of the Company, the Audit Committee found no significant errors that may affect the Company's operation.

Head of Corporate Operations

Head of Corporate Operations is responsible for ensuring that the Company's operation follows the principles of good corporate governance, the Company's regulations and policies, as well as laws and related regulations, such as Securities and Exchange Act, announcements of The Securities and Exchange Commission (SEC), and Public Limited Companies Act. B.E. 2535. Hence, Head of Corporate Operations has to give advice to the Board of Directors and executives on practices which need to be followed. This includes ensuring that the Board of Directors, executives, and employees follow those practices correctly. New regulations relating to the Company shall also be observed. In this regard, Miss Pitirudee Sirisamphan, Vice President - Corporate Affairs and Company Secretary, holds responsibility for the tasks mentioned. Furthermore, the Company has employed Seri Manop & Doyle Co., Ltd., an external legal counsellor, to consult and provide suggestions on the accuracy of such practices.

The information on the position of Head of Internal Audit and the Head of Corporate Operations appears in the topic on Details of Head of Internal Audit and Head of Corporate Operations of the Company.

Report of Board of Directors' Responsibilities to the Financial Statements

To Shareholders,

The Board of Directors is responsible for separate financial statements of Mono Technology Public Company Limited and consolidated financial statements of Mono Technology Public Company Limited and subsidiaries, including financial information presented in this annual report. The aforementioned financial statements have been prepared in accordance with appropriate accounting policies applied on a consistent basis. Where judgment and estimates were required, these were made with careful and reasonable consideration, and adequate disclosures have been made in the notes to the financial statements. These financial statements have been audited by independent certified auditors who have given their unqualified opinions.

The Board of Directors supports the practice of good corporate governance, risk management system and appropriate and efficient internal controls to ensure that the Company's financial information is accurate and complete, thus promoting our efficient, transparent and reliable business operation.

In this regard, the Board of Directors has appointed an Audit Committee comprising of three independent directors to be responsible for reviewing the accounting policy, financial reports, internal controls, internal audit and risk management system. The Audit Committee has also reviewed a disclosure of related party transactions. All comments of the Audit Committee on these issues have included in the Report of the Audit Committee, which is presented in this annual report.

The separate financial statements of the Company and the consolidated financial statements of Company and subsidiaries for the year ended December 31, 2019 have been audited by EY Office Limited - an external auditor. To conduct the audits and express an opinion in accordance with generally accepted auditing standards, the auditor was provided with all of the Company's records and related data. The auditor's opinion is presented in the independent auditor's report as part of this annual report.

The Board of Directors is of the opinion that the Company's overall internal control system is adequate and appropriate and can reasonably assure the creditability of the separate financial statements of the Company and the consolidated financial statements of the Company and subsidiaries for the year ended December 31, 2019.



Mrs. Punnee Worawuthichongsathit

Chairman

Report of Audit Committee

The Board of Directors of Mono Technology Public Company Limited appointed the Audit Committee which is three independent directors with expertise in accounting, finance, and organizational management. Name and attendances at meeting of each member of the Audit Committee is shown in the table below:

Name	Position	Attendances / Total of meetings (Times)
1. Mrs. Punnee Worawuthichongsathit *	Chairperson of Audit Committee (Resigned on November 6, 2019)	5/5
2. Mr. Preecha Leelasithorn **	Member of Audit Committee (Appointed Chairman of Audit Committee on February 3, 2020)	5/5
3. Mr. Kriengsak Thiennukul	Member of Audit Committee	5/5

* Mrs. Punnee Worawuthichongsathit resigned from the position of Chairperson of Audit Committee on November 6, 2019.

** The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint directors as follows.

1. Mr. Preecha Leelasithorn, the former Member of Audit Committee, appointed as Chairman of Audit Committee
2. Mr. Charoen Sangvichaipat appointed as Member of Audit Committee.

Miss Suansri Suankul was appointed as the Head of Internal Audit Unit and the Secretary to Audit Committee.

The Audit Committee has performed their duties according to the Audit Committee Charter specifying the scope of duties and responsibilities assigned by the Board of Directors and the Company's regulations that were stipulated in compliance with the SET's requirements. The committee also conducted self-assessment for evaluating their performance according to the Audit Committee Charter and good guidelines annually. In 2019, the Audit Committee held 5 meetings, including discussions between the Audit Committee and the management, the external auditor, and the internal auditor. There was also non-executive session that only the Audit Committee and auditors attended the meeting. In addition, the Audit Committee discussed with other committees such as Risk Management Committee and Nomination and Remuneration Committee.

Duties of the Audit Committee can be summarized as follows:

1. **To review the Company's quarterly and annual financial statements of 2019** and consolidated financial statements of the Company and subsidiaries before submission to the Board of Directors for approval. The Audit Committee inquired and listened to feedback from executives and auditors about the accuracy, completeness, and reliability of financial statements. The Audit Committee agreed with the external auditors that the financial statements were adequate and accurate in accordance with financial reporting standards.
2. **To review related party transactions or the transactions which may have conflicts of interest and disclosure of such transactions** in order to be in compliance with the laws, SET regulations, and SEC's requirements. The external auditors had an opinion that such significant transactions and related party transactions were completely disclosed in the notes to the financial statements. The Audit Committee agreed to the external auditors and also viewed that such transactions were in line with the related requirements and beneficial to business operations of the Company and subsidiaries.
3. **To review the internal control, internal audit system, risk management as well as corruption risk prevention.** The Audit Committee worked in collaboration with auditors and the Head of Internal Audit Unit independently and with no limit to information every quarter to consider the auditing results, hear clarification, findings, recommendations, and feedback of responsible person so that the measures were adequate and met the

established objectives by concerning about the enterprise risk management. The measures concern about having efficient resource management, appropriate asset maintenance, and measures to prevent corruption. The assessment of internal control was conducted according to guidelines of SEC. The Audit Committee had an opinion that the internal control and risk management of the Company were adequate and appropriate without significant problems and weak points. In 2019, the committee also reviewed the self-assessment on anti-corruption practice and successfully received the membership extension of Thailand's Private Sector Collective Action Coalition Against Corruption for the second time continuously.

4. **To review the compliance with laws governing securities and exchange, business of the Company and subsidiaries as well as the Company's regulations.** Based on the report of the internal auditor, executives, and external auditor, the Audit Committee viewed that there was no significant issues of the non-compliance with relevant laws or requirements.
5. **To review the practice of good corporate governance.** The Audit Committee reviewed and revised the corporate governance policy that the Company arranged in line with the SET's corporate governance guidelines. The Company arranged the Statements of Business Conducts, Code of Conduct for directors and employees with fair treatment of all customers, trade partners, and stakeholders. The Audit Committee also conducted evaluations on the compliance of their performance to the policy annually.
6. **To review the internal audit function.** The Audit Committee quarterly reviewed the audit results, gave suggestions, and monitored operation and correction as per significant results in order to promote good corporate governance, anti-corruption practice, and sufficient and appropriate internal control. The Audit Committee also reviewed the revision of internal audit charter to meet the international standard and suit the Company. In addition, the annual budget for employment of the Internal Audit Unit, the assessment of independency of the internal auditor's performance, the adequacy and appropriateness of staff, and the assessment of the internal auditor performance were also considered. After consideration on those matters, the Audit Committee viewed such issues were appropriate, without significant weak points.
7. **To consider the nomination and appointment of the independent auditors and fix their remuneration in 2020** in order to propose the Board of Directors and the Annual General Meeting of Shareholders. After considering performance, independency, and remuneration level, the Audit Committee agreed to appoint Miss Krongkaew Limkittikul (Certified Public Accountant No. 5874), or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930), or Mr. Nattawut Santipet (Certified Public Accountant No. 5730) of EY Office Limited to serve as the Company and subsidiaries' external auditor again for 2020. The Company will incur auditor remuneration to the amount that is not exceeding 1,500,000 Baht and expense recognition of the audit fees for the Company and subsidiaries in consolidated financial statements for 2020 to the amount that is not exceeding 5,390,000 Baht.

The Audit Committee gives significance to corporate governance, adequate internal control that suit the Company's business operation, and taking into account the acceptable operational risk appetite so that accounting systems and financial reports are accurate and reliable. This includes being complied with laws and regulations related to the Company's business operation on continuing basis.

On Behalf of Audit Committee



(Mr. Preecha Leelasithorn)

Chairman of Audit Committee

Report of Nomination and Remuneration Committee

Appointed by the Board of Directors, Nomination and Remuneration Committee consists of three members which are three independent directors. Name and attendances at meeting of each member of the committee is shown in the table below:

Name	Position	Attendances / Total of meetings (Times)
1. Mr. Preecha Leelasithorn	Chairman of Nomination and Remuneration Committee	3/3
2. Mrs. Punnee Worawuthichongsathit *	Member of Nomination and Remuneration Committee (Resigned on November 6, 2019)	2/2
3. Mr. Kriengsak Thiennukul	Member of Nomination and Remuneration Committee	3/3

* Mrs. Punnee Worawuthichongsathit resigned from the position of Member of Nomination and Remuneration Committee on November 6, 2019.

** The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint Mr. Charoen Sangvichaipat as Member of Audit Committee and Member of Nomination and Remuneration Committee in replacement.

Nomination and Remuneration Committee perform their duties according to the scope and responsibility defined by the charter of the Nomination and Remuneration Committee in order to:

1. Consider and express opinion on the election of directors and executives in replacement of the resigned position and propose to the meeting of the Board of Directors for approval.
2. Consider and express opinion on the election of directors retiring by rotation and propose this matter to the Board of Directors before seeking approval from the Annual General Meeting of Shareholders 2019.
Also, the Company complies with corporate governance principles by giving opportunity to all shareholders to nominate qualified person to be elected as the director. However, there was no nomination sent to the Company.
3. Consider and express opinion on fixing remuneration for directors and propose to the Board of Directors before seeking approval from the Annual General Meeting of Shareholders 2019.
4. Consider allowance payment for directors and bonus payment for executives for 2019.
5. Consider self-assessment results of the Nomination and Remuneration Committee.
6. Consider performance appraisal results of Chief Executive Officer.

Annually reporting to the Board of Directors, Nomination and Remuneration Committee shall appropriately perform their duties with efficiency and transparency for the benefits of the Company.

On behalf of Nomination and Remuneration Committee



(Mr. Preecha Leelasithorn)

Chairman of Nomination and Remuneration Committee

Management Discussion and Analysis

Financial Statements

The Company's Auditors

Year	Name of Auditor	Registration No.	Audit Firms
2017	Miss Krongkaew Limkittikul	5874	EY Office Limited
2018	Miss Krongkaew Limkittikul	5874	EY Office Limited
2019	Miss Krongkaew Limkittikul	5874	EY Office Limited

Audit Report Summary

The Company's consolidated and separate financial statements for 2017 - 2019 were audited by the aforementioned auditors, who were approved by SEC. In addition, financial statements of some subsidiaries overseas during 2017 - 2019 were audited by auditors in each country.

Regarding the financial statements for 2017 - 2019, the auditors expressed their unconditioned opinion toward the audited financial statements and were of opinion that the Company's statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity and cash flow statement for each year ended as the same day were correct in accordance with Thai Financial Reporting Standards (TFRS).

Summary of Financial Statements

Statements of financial position of the Company and subsidiaries as of December 31, 2017 - 2019

Statements of Financial Position	As of December 31					
	2019		2018		2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	44.83	0.99	91.23	1.58	129.83	2.26
Current investments - deposits with banks	0.24	0.01	0.24	-	0.23	0.00
Trade and other receivables	330.61	7.28	448.13	7.77	492.66	8.59
Inventories	16.34	0.36	16.53	0.29	10.50	0.18
Current tax assets	66.94	1.47	69.31	1.20	72.59	1.26
Prepaid expenses	17.51	0.39	38.81	0.67	23.51	0.41
Other current assets	57.32	1.25	75.56	1.31	96.82	1.70
Total current assets	533.79	11.75	739.81	12.82	826.14	14.40
Non-current assets						
Restricted bank deposits	39.61	0.87	62.60	1.09	46.06	0.80
Investment in joint venture	0.88	0.02	-	-	46.83	0.82
Property, plant and equipment	712.97	15.69	732.36	12.70	760.55	13.26
Intangible assets	2,282.81	50.25	2,572.81	44.63	2,258.10	39.36
Cost of spectrum license	592.86	13.05	1,328.01	23.04	1,456.79	25.39
Deferred tax assets	300.53	6.62	245.45	4.26	258.97	4.51
Other non-current assets	79.33	1.75	84.04	1.46	83.16	1.46
Total non-current assets	4,008.99	88.25	5,025.27	87.18	4,910.46	85.60
Total assets	4,542.78	100.00	5,765.08	100.00	5,736.60	100.00

Statements of Financial Position	As of December 31					
	2019		2018		2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities						
Current liabilities						
Bank overdrafts and short-term loans from banks	185.87	4.09	221.86	3.85	120.00	2.09
Trade and other payables	358.36	7.89	423.61	7.35	319.04	5.56
Current portion of long-term liabilities						
Long-term loans from banks	300.79	6.62	109.64	1.90	81.89	1.43
Cost of spectrum license payable	-	-	6.78	0.12	206.18	3.59
Liabilities under finance lease agreements	21.84	0.48	15.64	0.27	6.60	0.12
Income tax payable	0.39	0.01	1.34	0.02	3.40	0.06
Other current liabilities	110.14	2.43	89.51	1.55	65.29	1.14
Total current liabilities	977.39	21.52	868.38	15.06	802.40	13.99
Non-current liabilities						
Long-term liabilities, net of current portions						
Long-term loans from banks	1,233.08	27.14	1,333.82	23.14	1,440.84	25.12
Cost of spectrum license payable	212.18	4.67	844.06	14.64	695.32	12.12
Liabilities under finance lease agreements	16.22	0.36	18.39	0.32	6.03	0.11
Provision for long-term employee benefits	86.39	1.90	51.86	0.90	43.79	0.76
Deferred tax liabilities	5.83	0.13	7.48	0.13	8.99	0.15
Total non-current liabilities	1,553.70	34.20	2,255.61	39.13	2,194.97	38.26
Total liabilities	2,531.09	55.72	3,123.99	54.19	2,997.37	52.25
Shareholders' equity						
Registered capital	486.30		486.30		519.70	
Issued and fully paid-up capital	347.11	7.64	347.10	6.02	339.07	5.91
Premium on ordinary shares	3,633.01	79.97	3,632.95	63.02	3,440.90	59.98
Retained earnings						
Appropriated - statutory reserve	51.97	1.14	51.97	0.90	51.97	0.91
Unappropriated	(1,865.88)	(41.07)	(1,238.98)	(21.49)	(941.58)	(16.41)
Other components of shareholders' equity	(154.52)	(3.40)	(151.95)	(2.64)	(151.13)	(2.63)
Total shareholders' equity	2,011.69	44.28	2,641.09	45.81	2,739.23	47.75
Total liabilities and shareholders' equity	4,542.78	100.00	5,765.08	100.00	5,736.60	100.00

Statement of comprehensive income of the Company and subsidiaries for the year ended December 31, 2017 - 2019

Statement of Comprehensive Income	Consolidated Financial Statements					
	For the year ended December 31					
	2019		2018		2017	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue						
Sales and service income	2,150.39	98.45	2,399.23	95.66	2,528.67	98.17
Profit from modification of the terms of payment of the spectrum license fee	-	-	75.23	3.00	-	-
Other income	33.95	1.55	33.66	1.34	47.04	1.83
Total Revenues	2,184.34	100.00	2,508.12	100.00	2,575.71	100.00
Expenses						
Cost of sales and services	1,963.11	89.87	1,905.89	75.99	1,833.83	71.20
Selling and servicing expenses	281.76	12.90	171.03	6.82	139.39	5.41
Administrative expenses	493.65	22.60	480.51	19.16	448.34	17.41
Loss on impairment of intangible assets	5.25	0.24	-	-	4.94	0.19
Doubtful account	-	-	-	-	0.50	0.02
Reversal of allowance for impairment of investment in a joint venture	-	-	(4.03)	(0.16)	-	-
Total Expenses	2,743.77	125.61	2,553.40	101.81	2,427.00	94.23
Profit (loss) before share of profit from investment in an associate, finance cost and tax income (expenses)	(559.43)	(25.61)	(45.28)	(1.81)	148.71	5.77
Share of profit from investment in an associate	0.81	0.04	-	-	-	-
Profit (loss) before finance cost and tax income (expenses)	(558.62)	(25.57)	(45.28)	(1.81)	148.71	5.77
Finance cost	(110.42)	(5.06)	(128.62)	(5.13)	(133.40)	(5.18)
Profit (loss) before income tax income (expenses)	(669.04)	(30.63)	(173.90)	(6.94)	15.31	0.59
Income tax income (expenses)	52.85	2.42	(19.37)	(0.77)	42.86	1.66
Profit (Loss) for the year	(616.19)	(28.21)	(193.27)	(7.71)	58.17	2.26
Exchange differences on translation of financial statements in foreign currency	(2.57)		(0.82)		(6.70)	
Actuarial loss - net of income tax	(10.72)		-		-	
Other comprehensive income for the year	(13.29)		(0.82)		(6.70)	
Total comprehensive income for the year	(629.48)		(194.09)		51.47	
Profit attributable to						
Profit attributable to equity holders of the Company	(616.19)		(193.27)		58.17	
Profit for the year attributable to	(616.19)		(193.27)		58.17	
Earnings per share						
Basic earnings (loss) per share	(0.178)		(0.056)		0.017	
Diluted earnings (loss) per share	(0.178)		(0.050)		0.015	
Weighted average number of ordinary shares (million shares)	3,471.05		3,451.45		3,351.57	

Statement of cash flows of the Company and subsidiaries for the year ended December 31, 2017 - 2019

Statement of Cash Flows	Consolidated Financial Statements		
	For the year ended December 31		
	2019	2018	2017
	Million Baht	Million Baht	Million Baht
Net cash from operating activities	1,032.05	1,188.95	1,185.86
Net cash used in investing activities	(1,010.30)	(1,227.00)	(1,473.10)
Cash flows from financing activities	(65.58)	(2.11)	332.57
Increase (decrease) in translation adjustments	(2.57)	1.56	(2.31)
Net decrease in cash and cash equivalents	(46.40)	(38.60)	43.02

Key Financial Ratio

Financial Ratio	Consolidated Financial Statements		
	2019	2018	2017
Liquidity Ratio			
Liquidity Ratio (Time)	0.55	0.85	1.03
Quick Ratio (Time)	0.36	0.58	0.74
Cash Flow Liquidity Ratio (Time)	1.12	1.42	1.37
Account Receivable Turnover (Time)	5.98	5.49	5.76
Average Collection Period (Day)	61.02	66.46	63.38
Inventory Turnover (Time)	100.31	116.92	132.34
Average Sale Period (Day)	3.64	3.12	2.76
Payable Turnover (Time)	34.75	41.69	43.61
Average Payment Period (Day)	10.50	8.75	8.37
Cash Cycle (Day)	54.16	60.83	57.77
Profitability Ratio			
Gross Profit Margin (%)	8.71	20.56	27.28
Operating Profit Margin (%)	(27.59)	(6.43)	4.02
Other Profit Margin (%)	1.55	4.34	1.83
Operating Cash Flows to Operating Profit Ratio (%)	(173.93)	(771.21)	1,166.38
Net Profit Margin (%)	(28.21)	(7.71)	2.26
Return on Equity (ROE) (%)	(26.49)	(7.18)	2.28
Efficiency Ratio			
Return on Assets (ROA) (%)	(10.84)	(0.79)	2.67
Return on Fix Assets (ROFA) (%)	(71.80)	(12.09)	20.01
Total Assets Turnover (Time)	0.42	0.44	0.46
Financial Policy Ratio			
Debt to Equity Ratio (Time)	1.26	1.18	1.09
Interest Coverage (Time)	(5.06)	(0.35)	1.11
Cash Basic (Time)	0.86	0.80	0.70
Dividend Payout ^{1/} (%)	-	-	381.66

Remark : ^{1/} Calculated from the Net Profit according to the separate finance statements.

Management Discussion and Analysis

1) Overview of Operation Results

Revenue

Total revenue of the Company and subsidiaries for 2019 amounted to 2,184.34 million Baht, compared to 2,508.12 million Baht in 2018, decreasing by 323.78 million Baht or 12.91 percent, with details summarized as follows:

Revenue	Consolidated Financial Statements			
	2019	2018	Increase (Decrease)	%
Sales and service income	2,150.39	2,399.23	(248.84)	(10.37)
Profit from modification of the terms of payment of the spectrum license fee	-	75.23	(75.23)	100.00
Other income	33.95	33.66	0.29	0.86
Total	2,184.34	2,508.12	(323.78)	(12.91)

Sales and service income of the Company and subsidiaries for 2019 totaled 2,150.39 million Baht, compared to 2,399.23 million Baht in 2018, decreasing by 248.84 million Baht, or 10.37 percent. Details of sales and service income can be categorized in terms of business as follows:

Business	Consolidated Financial Statements			
	2019	2018	Increase (Decrease)	%
Media business	1,919.42	2,193.64	(274.22)	(12.50)
Content business	230.97	205.59	25.38	12.34
Total	2,150.39	2,399.23	(248.84)	(10.37)

Revenue from media business comprising of the advertising and subscription business of the Company and subsidiaries for 2019 was 1,919.42 million Baht, comparing to 2,193.64 million Baht in 2018, dropping by 274.22 million Baht or 12.50 percent. The major cause of the decreased revenue was that at the end of 2019, seven TV channels gave up their TV licenses, as a result the Company increased the cost of advertising as the cost of advertising on MONO29 Channel was much lower than the market price. In addition, during such period, other channels launched attractive advertising promotions. These two factors affected the sales of advertising of the Company. Nevertheless, the negotiation on sales of advertising has reached the conclusion in the beginning of 2020. The result is satisfying as the average price per minute increases approximately 30 percent from that of 2019. Regarding the decrease of subscription service, the Company has planned on a marketing cooperation with leading telecommunication service providers, and therefore, the Company expects that revenue from MonoMax will increase dramatically.

Revenues from content business comprising movie, sport, music and other businesses of the Company and subsidiaries in 2019 amounted to 230.97 million Baht, increasing by 25.38 million Baht, or 12.34 percent from 205.59 million Baht of 2018. This is due to the income from sponsors who come to support sporting events, concerts of the group, and other promoting events.

Other income of the Company and subsidiaries in 2019 was 33.95 million Baht, compared with 33.66 million Baht in 2018, increasing by 0.29 million Baht or 0.86 percent.

Cost, Expense, Financial Cost and Income Tax

Cost, expense, financial cost and income tax of the Company and subsidiaries in 2019 totaled 2,800.53 million Baht, compared to 2,701.39 million Baht in 2018, increasing by 99.14 million Baht or 3.67 percent.

Details	Consolidated Financial Statements			
	2019	2018	Increase (Decrease)	%
Cost of sales and services	1,963.11	1,905.89	57.22	3.00
Selling and servicing expenses	281.76	171.03	110.73	64.74
Administrative expenses	493.65	480.51	13.14	2.73
Loss on impairment of intangible assets	5.25	-	5.25	100.00
Reversal of allowance for impairment of investment in a joint venture	-	(4.03)	4.03	100.00
Total expenses	2,743.77	2,553.40	190.37	7.46
Share of profit from investment in an associate	(0.81)	-	(0.81)	(100.00)
Finance cost	110.42	128.62	(18.20)	(14.15)
Tax income (expenses)	(52.85)	19.37	(72.22)	(372.84)
Total	2,800.53	2,701.39	99.14	3.67

The increase in operating expenses was due to the Company and subsidiaries had increased amortization of copyrights from purchasing new contents from international film studios to support broadcasting in “MONO29” and on all media platforms continually, especially MonoMax which the Company has adjusted the business strategy to subscription responding both website and application customers. The Company and subsidiaries also used more public relation media within the organization and external public relation media together with partners and sponsors.

Net Loss

The Company and subsidiaries recorded the net loss for 2019 at 616.19 million Baht, comparing to net loss of 193.27 million Baht in 2018, loss increased by 422.92 million Baht or 218.82 percent. This is because advertising revenue and subscription revenue had decreased comparing to the year before as mentioned.

2) Financial Status Analysis

Assets

The total assets of the Company and subsidiaries as of the end of 2019 amounted to 4,542.78 million Baht, decreasing by 1,222.30 million Baht of 2018. This was in consequence of current assets decreased in amount of 206.02 million Baht and non-current assets decreased in amount of 1,016.28 million Baht.

A decrease in current assets was mostly because:

Cash and bank deposits decreased by 46.40 million Baht, whereas trade and other receivables decreased by 117.52 million Baht which was mainly due to the decrease of income.

A decrease in non-current assets was mostly because:

Cost of spectrum license decreased by 735.15 million Baht and the intangible assets decreased by 290 million Baht.

Liabilities

As of the end of 2019, total liabilities of the Company and subsidiaries stood at 2,531.09 million Baht, decreasing by 592.90 million Baht from 2018. The decrease of liabilities was mainly due to the reduction of the accrued expense of the cost of spectrum license which was decreased by 638.66 million Baht.

Shareholders' equity

Shareholders' equity of the Company and subsidiaries as of the end of 2019 was 2,011.69 million Baht, decreasing by 629.40 million Baht from 2018 which was mainly due to the 2019 losses of 616.19 million Baht.

Investment Structure

As of December 31, 2019, the Company and subsidiaries recorded the total liabilities of 2,531.09 million Baht, accounting for 55.72 percent of total assets. Shareholders' equity was 2,011.69 million Baht, accounting for 44.28 percent of total assets. Debt to Equity Ratio was 1.26 times, increasing by 0.08 times from the year 2018.

Profitability

As of December 31, 2019, the Company and subsidiaries' gross profit margin was 8.71 percent, decreasing by 11.85 percent from 2018. Net profit margin was a contraction of -28.21 percent, increasing by 20.50 percent from 2018 due to the increase of losses of the Company and subsidiaries in 2019.

Asset Management Ability

In 2019, the Company and subsidiaries' Return on Assets was a contraction of -10.84 percent, increasing by 10.05 percent from 2018 and Total Assets Turnover in 2019 was 0.42 times which decreased by 0.02 times from the previous year. This was because last year the Company and subsidiaries had loss from operation.

Liquidity and Capital Adequacy

In 2019, the Company and subsidiaries' liquidity ratio was 0.55 times, decreasing by 0.30 times from the previous year. Quick Ratio was 0.36 times, decreasing by 0.22 times from 2018. This was because the decrease in current asset of the Company and subsidiaries, whereas current liabilities increased.

In 2019, debt-to-equity ratio was 1.26 times, increasing by 0.08 times from the previous year because the Company and subsidiaries' total liabilities decreased, whereas shareholders equity decreased more.

Liability Commitments

In 2019, the future minimum lease payments required under these operating lease and service contracts were as follows:

Unit: Million Baht

Payment Period	Amount
Within one year	177
More than one year but not exceeding 5 years	291
More than 5 years	194

Independent Auditor's Report

To the Shareholders of Mono Technology Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Mono Technology Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2019, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Mono Technology Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mono Technology Public Company Limited and its subsidiaries and of Mono Technology Public Company Limited as at 31 December 2019, 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 as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. 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 matters 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 is principally engaged in both media and content businesses. As a result, the Group has a variety of revenues from sales of goods and rendering of services. The amount of the Group's revenue is significantly and directly affected its operating performance, to which users of financial statements pay attention. I have therefore focused on the Group's revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's 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, and expanding the scope of the testing of the internal controls with respect to revenue recognition
- On a sampling basis, examining supporting documents for actual sales and service transactions occurring during the year and near the end of the reporting period
- Reviewing credit notes that the Group issued after the period-end
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales and service transactions throughout the period, particularly for accounting entries made through journal vouchers

Impairment of assets

As at 31 December 2019, intangible assets and cost of spectrum license totaled Baht 2,876 million, representing 63 percent of the Group's total assets in the consolidated statement of financial position, as described in Notes 12 and 13 to the financial statements. Moreover, the Company had investments in subsidiaries and loans to subsidiaries amounting to Baht 3,849 million, representing 85 percent of total assets in the separate statement of financial position, as described in Notes 6 and 9 to the financial statements. Management's assessment was that there were indicators that these assets may be impaired. In determining the impairment loss, management had to exercise judgement with respect to the projections of future operating performance and plans for management of assets, and the determination of an appropriate discount rate and key assumptions, which directly affect the amount of allowance for impairment loss on such assets.

I gained an understanding of and assessed the assumptions applied in preparing plans and cash flow projections, based on

- Gaining an understanding of the process by which the figures were arrived at
- Comparing the assumptions with external and internal sources of information
- Comparing past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections
- Evaluating the discount rate applied by management through analysis of the moving average finance costs of the Group and of the industry
- Testing the calculation of the realisable values of the assets using the selected financial model
- Considering the impact of changes in key assumptions on realisable values, especially changes in the discount rate and long-term revenue growth rates
- Reviewing the disclosures made with respect to the impairment assessment for assets

Deferred tax assets for unused tax losses

As at 31 December 2019, the Group had deferred tax assets for unused tax losses amounting to Baht 119 million. The Group has disclosed its accounting policy and details relating to deferred tax in Notes 4 and 25, respectively, to the consolidated financial statements. A deferred tax asset is recognised when it is highly probable that the Group's taxable profit will be sufficient to allow utilisation of the deferred tax in the future. Determining whether there will be sufficient future taxable profit to utilise taxable losses requires significant management judgement with respect to preparation of business plans and projections of future taxable profit based on approved business plans. Therefore, there is a risk with respect to the amount of deferred tax assets.

I assessed the estimates of future taxable profit by checking the required information and key economic assumptions used in the projections against information from both external and internal sources, with particular consideration given to information and assumptions that directly affect revenue growth and gross profit margin. Furthermore, I compared past profit projections with actual taxable profits to assess the exercise of management judgement in estimating taxable profits. I also tested the calculation of future taxable profit based on the above information and assumptions, and considered the effects of changes to key assumptions on the projected future taxable profits, especially in respect of long-term revenue growth. In addition, I reviewed the disclosures of information regarding temporary differences and unused tax losses for which deferred tax assets were not recognised by the Group.

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:

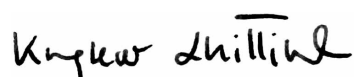
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting 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 those 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.



Krongkaew Limkittikul

Certified Public Accountant (Thailand) No. 5874

EY Office Limited

Bangkok: 27 February 2020

Consolidated Financial Statements

Mono Technology Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Assets					
Current assets					
Cash and cash equivalents		44,832,896	91,230,440	1,793,298	8,724,852
Current investments - bank deposits		238,679	235,762	3,057	3,020
Trade and other receivables	7	330,608,431	448,129,583	548,025,776	511,400,338
Inventories	8	16,339,225	16,528,479	-	-
Current tax assets		66,941,755	69,310,492	9,016,168	13,920,311
Prepaid expenses		17,512,728	38,809,034	3,361,698	5,124,495
Other current assets		57,315,861	75,568,809	5,568,493	3,370,248
Total current assets		533,789,575	739,812,599	567,768,490	542,543,264
Non-current assets					
Restricted bank deposits	31.2	39,607,007	62,597,359	912,668	262,293
Loans to subsidiaries	6	-	-	623,500,000	619,250,000
Investments in subsidiaries	9	-	-	3,225,225,288	3,298,825,288
Investment in an associate	10	882,569	-	-	-
Property, plant and equipment	11	712,971,761	732,357,721	21,705,798	29,987,884
Intangible assets	12	2,282,813,234	2,572,809,832	56,454,717	67,573,304
Cost of spectrum license	13	592,853,734	1,328,014,066	-	-
Deferred tax assets	25	300,533,705	245,446,620	13,237,906	11,910,849
Other non-current assets		79,324,735	84,037,754	20,495,886	30,418,509
Total non-current assets		4,008,986,745	5,025,263,352	3,961,532,263	4,058,228,127
Total assets		4,542,776,320	5,765,075,951	4,529,300,753	4,600,771,391

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

Mono Technology Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from banks	14	185,870,778	221,856,786	19,226,996	27,985,771
Trade and other payables	15	358,355,579	423,612,461	151,636,370	115,618,271
Short-term loan from a subsidiary	6	-	-	48,514,400	52,183,680
Current portion of long-term liabilities					
Long-term loans from banks	16	300,788,136	109,640,369	-	-
Cost of spectrum license payable	17	-	6,777,697	-	-
Liabilities under finance lease agreements	18	21,842,919	15,637,689	632,895	-
Income tax payable		386,833	1,341,836	-	-
Other current liabilities		110,145,015	89,504,313	14,000,235	12,429,204
Total current liabilities		<u>977,389,260</u>	<u>868,371,151</u>	<u>234,010,896</u>	<u>208,216,926</u>
Non-current liabilities					
Long-term liabilities - net of current portion					
Long-term loans from banks	16	1,233,075,755	1,333,820,773	-	-
Cost of spectrum license payable	17	212,180,000	844,058,013	-	-
Liabilities under finance lease agreements	18	16,219,267	18,392,448	975,484	-
Provision for long-term employee benefits	19	86,394,755	51,861,054	42,436,881	22,035,519
Deferred tax liabilities	25	5,834,091	7,476,746	-	-
Total non-current liabilities		<u>1,553,703,868</u>	<u>2,255,609,034</u>	<u>43,412,365</u>	<u>22,035,519</u>
Total liabilities		<u>2,531,093,128</u>	<u>3,123,980,185</u>	<u>277,423,261</u>	<u>230,252,445</u>

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

Mono Technology Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Shareholders' equity					
Share capital	20				
Registered					
4,862,999,975 ordinary shares of Baht 0.1 each		486,299,998	486,299,998	486,299,998	486,299,998
Issued and fully paid-up					
3,471,054,038 ordinary shares					
(2018: 3,471,029,658 ordinary shares)					
of Baht 0.1 each		347,105,404	347,102,966	347,105,404	347,102,966
Premium on ordinary shares	20	3,633,007,963	3,632,950,329	3,633,007,963	3,632,950,329
Differences on business combination under common control		(152,365,167)	(152,365,167)	-	-
Retained earnings					
Appropriated - statutory reserve	22	51,970,000	51,970,000	51,970,000	51,970,000
Unappropriated (deficit)		(1,865,882,536)	(1,238,978,792)	219,794,125	338,495,651
Other components of shareholders' equity		(2,152,472)	416,430	-	-
Total shareholders' equity		2,011,683,192	2,641,095,766	4,251,877,492	4,370,518,946
Total liabilities and shareholders' equity		4,542,776,320	5,765,075,951	4,529,300,753	4,600,771,391
		-	-	-	-

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

Mono Technology Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Profit or loss:					
Revenues					
Revenues from contracts with customers	23	2,150,389,052	2,399,232,338	190,676,165	380,001,130
Difference from modification of the terms of payment of the spectrum license fee	13	-	75,226,956	-	-
Other income	6	33,953,918	33,657,090	204,258,578	112,099,552
Total revenues		<u>2,184,342,970</u>	<u>2,508,116,384</u>	<u>394,934,743</u>	<u>492,100,682</u>
Expenses					
Cost of sales and services		1,963,107,585	1,905,894,039	189,557,687	314,092,255
Selling and servicing expenses		281,760,405	171,025,775	10,474,894	20,103,231
Administrative expenses		493,652,485	480,511,768	232,523,971	233,605,063
Loss on impairment of investments in subsidiaries	9	-	-	73,600,000	-
Reversal of allowance for impairment of investment in a joint venture		-	(4,037,996)	-	-
Loss on impairment of intangible assets	12	5,250,905	-	-	-
Total expenses		<u>2,743,771,380</u>	<u>2,553,393,586</u>	<u>506,156,552</u>	<u>567,800,549</u>
Loss before share of profit from investment in an associate, finance cost and income tax		<u>(559,428,410)</u>	<u>(45,277,202)</u>	<u>(111,221,809)</u>	<u>(75,699,867)</u>
Share of profit from investment in an associate	10	807,594	-	-	-
Loss before finance cost and income tax		<u>(558,620,816)</u>	<u>(45,277,202)</u>	<u>(111,221,809)</u>	<u>(75,699,867)</u>
Finance cost		(110,417,646)	(128,619,609)	(2,878,510)	(1,896,738)
Loss before income tax		<u>(669,038,462)</u>	<u>(173,896,811)</u>	<u>(114,100,319)</u>	<u>(77,596,605)</u>
Tax income (expenses)	25	52,849,774	(19,372,486)	130,359	8,543,523
Loss for the year		<u>(616,188,688)</u>	<u>(193,269,297)</u>	<u>(113,969,960)</u>	<u>(69,053,082)</u>
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currencies		(2,568,902)	(818,670)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Actuarial loss - net of income tax	19	(10,715,056)	-	(4,731,566)	-
Other comprehensive income for the year		<u>(13,283,958)</u>	<u>(818,670)</u>	<u>(4,731,566)</u>	<u>-</u>
Total comprehensive income for the year		<u>(629,472,646)</u>	<u>(194,087,967)</u>	<u>(118,701,526)</u>	<u>(69,053,082)</u>
Loss per share	27				
Basic loss per share					
Loss attributable to equity holders of the Company		<u>(0.178)</u>	<u>(0.056)</u>	<u>(0.033)</u>	<u>(0.020)</u>

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

Mono Technology Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from operating activities				
Loss before tax	(669,038,462)	(173,896,811)	(114,100,319)	(77,596,605)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation	97,295,648	103,025,385	12,766,810	15,905,178
Amortisation	1,145,611,907	981,942,962	15,800,220	10,735,748
Amortisation of spectrum license cost	81,503,301	128,779,260	-	-
Doubtful debts (reversal)	(40,640)	1,903,504	(1,382,984)	-
Reduction of inventories to net realisable value (reversal)	850,660	(679,759)	-	-
Loss on impairment of investments in subsidiaries	-	-	73,600,000	-
Reversal of allowance for impairment of investment in a joint venture	-	(4,037,996)	-	-
Difference from modification of the terms of payment of the spectrum license fee	-	(75,226,956)	-	-
Loss (gain) on disposals of equipment	1,836,899	(1,190,819)	(212,739)	(113,459)
Loss on disposals of intangible assets	-	3	-	-
Loss on impairment of intangible assets	5,250,905	-	-	-
Unrealised loss (gain) on exchange	(5,968,307)	668,487	(3,939,517)	2,430,088
Share of profit from investment in an associate	(807,594)	-	-	-
Provision for long-term employee benefits	21,930,184	8,498,912	13,793,889	2,969,532
Interest income	(589,970)	(780,584)	(18,697,674)	(21,349,490)
Interest expenses	110,417,646	128,619,609	2,878,510	1,896,738
Profit (loss) from operating activities before changes in operating assets and liabilities	788,252,177	1,097,625,197	(19,493,804)	(65,122,270)
Operating assets decrease (increase)				
Trade and other receivables	109,900,937	42,642,511	(35,769,432)	45,152,492
Inventories	(661,406)	(5,352,193)	-	-
Prepaid expenses	20,927,597	(14,907,492)	1,807,828	718,642
Other current assets	25,908,866	24,726,513	(2,123,245)	4,671,688
Other non-current assets	2,341,745	(257,607)	(339,444)	(196,208)
Operating liabilities increase (decrease)				
Trade and other payables	63,189,784	27,022,804	35,840,482	(61,559,220)
Other current liabilities	20,640,702	24,218,288	1,571,030	(16,730)
Cash flows from (used in) operating activities	1,030,500,402	1,195,718,021	(18,506,585)	(76,351,606)
Cash paid for corporate income tax	(68,277,583)	(69,849,263)	(9,016,168)	(14,103,507)
Cash received from withholding tax refundable	69,822,934	63,081,384	24,168,574	25,672,925
Net cash flows from (used in) operating activities	1,032,045,753	1,188,950,142	(3,354,179)	(64,782,188)

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

Mono Technology Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from investing activities				
Interest income	589,970	780,584	17,766,810	6,248,867
Increase in current investments - bank deposits	(2,918)	(3,069)	(37)	(41)
Decrease (increase) in loans to subsidiaries	-	-	(2,867,016)	104,000,000
Decrease (increase) in restricted bank deposits	22,990,352	(16,538,794)	(650,375)	(42,000)
Cash paid for additional capital of subsidiaries	-	-	-	(286,499,663)
Cash received from a joint venture's liquidation	-	48,488,349	-	-
Cash paid for purchase of investment in an associate	(74,975)	-	-	-
Dividend income	-	-	-	26,298,908
Acquisition and cash paid to settle payables				
from purchases of equipment	(45,411,889)	(36,661,507)	(2,601,839)	(3,901,041)
Acquisition and cash paid to settle payables				
from purchases of intangible assets	(990,333,621)	(1,224,957,869)	(4,681,633)	(12,327,503)
Proceeds from sales of equipment	1,943,723	1,895,872	260,597	145,277
Net cash flows from (used in) investing activities	(1,010,299,358)	(1,226,996,434)	7,226,507	(166,077,196)
Cash flows from financing activities				
Cash paid for interest expenses	(95,404,597)	(103,420,904)	(1,537,775)	(983,017)
Increase (decrease) in bank overdrafts and short-term loans				
from banks	(35,986,008)	101,856,786	(8,758,775)	27,985,771
Increase in short-term loan from a subsidiary	-	-	-	50,992,000
Cash received from long-term loans from banks	200,000,000	-	-	-
Repayment of long-term loans from banks	(109,597,251)	(79,269,517)	-	-
Repayment of liabilities under finance lease agreements	(24,642,120)	(17,169,321)	(562,271)	(1,405,955)
Proceeds from exercises of warrants	60,072	200,081,270	60,072	200,081,270
Dividend paid	(5,133)	(104,192,706)	(5,133)	(104,192,706)
Net cash flows from (used in) financing activities	(65,575,037)	(2,114,392)	(10,803,882)	172,477,363
Increase (decrease) in translation adjustments	(2,568,902)	1,563,476	-	-
Net decrease in cash and cash equivalents	(46,397,544)	(38,597,208)	(6,931,554)	(58,382,021)
Cash and cash equivalents at beginning of year	91,230,440	129,827,648	8,724,852	67,106,873
Cash and cash equivalents at end of year	44,832,896	91,230,440	1,793,298	8,724,852
	-	-	-	-
Supplemental disclosures of cash flow information				
Non-cash transactions				
Payable of acquisition of equipment	17,287,642	9,683,390	22,308	262,214
Payable of acquisition of intangible assets	19,086,957	154,258,971	-	-
Assets acquired under finance lease agreements	28,674,169	38,570,928	2,170,650	-

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

Mono Technology Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2019

(Unit: Baht)

Consolidated financial statements									
	Retained earnings				Other components of shareholders' equity			Total shareholders' equity	
					Appropriated	Unappropriated (deficit)	Exchange differences on translation of financial statements in foreign currencies	Other comprehensive income	Total other components of shareholders' equity
	Issued fully paid-up share capital	Premium on ordinary shares	Differences on business combination under common control						
Balance as at 1 January 2018	339,074,023	3,440,898,002	(152,365,167)	51,970,000	(941,578,833)	1,235,100	1,235,100	2,739,233,125	
Loss for the year	-	-	-	-	(193,269,297)	-	-	(193,269,297)	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	-	-	-	-	
The warrant holders exercised warrants (Note 21)	8,028,943	192,052,327	-	-	(193,269,297)	-	-	(194,087,967)	
Dividend paid (Note 29)	-	-	-	-	(104,130,662)	-	-	(104,130,662)	
Balance as at 31 December 2018	347,102,966	3,632,950,329	(152,365,167)	51,970,000	(1,238,978,792)	416,430	416,430	2,641,095,766	
Balance as at 1 January 2019	347,102,966	3,632,950,329	(152,365,167)	51,970,000	(1,238,978,792)	416,430	416,430	2,641,095,766	
Loss for the year	-	-	-	-	(616,188,688)	-	-	(616,188,688)	
Other comprehensive income for the year	-	-	-	-	(10,715,056)	(2,568,902)	(2,568,902)	(13,283,958)	
Total comprehensive income for the year	-	-	-	-	(626,903,744)	(2,568,902)	(2,568,902)	(629,472,646)	
The warrant holders exercised warrants (Note 21)	2,438	57,634	-	-	-	-	-	60,072	
Balance as at 31 December 2019	347,105,404	3,633,007,963	(152,365,167)	51,970,000	(1,865,882,536)	(2,152,472)	(2,152,472)	2,011,683,192	

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

Mono Technology Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2019

(Unit: Baht)

	Separate financial statements				
	Issued and fully paid-up share capital	Premium on ordinary shares	Retained earnings		Total shareholders' equity
			Appropriated	Unappropriated	
Balance as at 1 January 2018	339,074,023	3,440,898,002	51,970,000	511,679,395	4,343,621,420
Loss for the year	-	-	-	(69,053,082)	(69,053,082)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(69,053,082)	(69,053,082)
The warrant holders exercised warrants (Note 21)	8,028,943	192,052,327	-	-	200,081,270
Dividend paid (Note 29)	-	-	-	(104,130,662)	(104,130,662)
Balance as at 31 December 2018	<u>347,102,966</u>	<u>3,632,950,329</u>	<u>51,970,000</u>	<u>338,495,651</u>	<u>4,370,518,946</u>
Balance as at 1 January 2019	347,102,966	3,632,950,329	51,970,000	338,495,651	4,370,518,946
Loss for the year	-	-	-	(113,969,960)	(113,969,960)
Other comprehensive income for the year	-	-	-	(4,731,566)	(4,731,566)
Total comprehensive income for the year	-	-	-	(118,701,526)	(118,701,526)
The warrant holders exercised warrants (Note 21)	2,438	57,634	-	-	60,072
Balance as at 31 December 2019	<u>347,105,404</u>	<u>3,633,007,963</u>	<u>51,970,000</u>	<u>219,794,125</u>	<u>4,251,877,492</u>

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

Mono Technology Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2019

1. General information

Mono Technology Public Company Limited (the “Company”) is a public company incorporated and domiciled in Thailand. Mr. Pete Bodharamik is the major shareholder of the Company. The registered office of the Company is at 200 Jasmine International Tower 16th Floor, Moo 4 Chaengwattana Road, Pakkred, Nonthaburi. The Group is principally engaged in the following businesses:

- a) Media business, consisting of TV, radio, online and portable devices
- b) Content business, consisting of movie business, sports business, music business, entertainment business, games business, travel business and horoscope business

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Mono Technology Public Company Limited (the “Company”) and the following subsidiary companies (the “subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2019 (Percent)	2018 (Percent)
<u>Held by the Company</u>				
Mono Generation Company Limited	Production, distribution and provision of entertainment content services, magazines and general books, together with motion pictures, music and other entertainment media	Thailand	100	100
Mono Travel Company Limited	Provision of hotel accommodation, tour package, air ticket and online shopping services, together with content production and provision of content services	Thailand	100	100
Mono Production Company Limited	Provision of location services, production of TV and other programming, together with provision of entertainment content services	Thailand	100	100
Mono Info Systems Company Limited	Production and provision of enterprise software and digital content	Thailand	100	100
Mono Music Company Limited	Production and distribution of entertainment content and provision of related services, including organisation of entertainment-related activities through all types of media	Thailand	100	100
Mono Radio Company Limited	Radio station and broadcasting business, together with organisation of activities	Thailand	100	100
Mono Radio Broadcast Company Limited	Radio station and broadcasting business	Thailand	100	100
Mono Talent Studio Company Limited	Provision of actor and artist services and provision of entertainment content through all types of media	Thailand	100	100

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2019 (Percent)	2018 (Percent)
T Moment Company Limited	Production and distribution of motion pictures, together with provision of entertainment content services	Thailand	100	100
Mono Play Company Limited	Provision of a range of game software services for the purpose of online entertainment through mobile and website platforms	Thailand	100	100
Mono Astro Company Limited	Provision of horoscope services by fortune-tellers and astrologists through various channels	Thailand	100	100
PT Mono Technology Indonesia (1 percent held by Mono Generation Company Limited)	Provision of entertainment content through various channels (dissolved and currently in process of liquidation)	Indonesia	99	99
Mono Technology Vietnam Company Limited	Provision of entertainment content through various channels (dissolved and completed liquidation on 30 January 2019)	Vietnam	-	100
Mono Technology Hong Kong Limited	Provision of entertainment content through various channels	Hong Kong	100	100
<u>Held by the subsidiaries</u>				
<u>A subsidiary held by Mono Generation Company Limited</u>				
Mono Film Company Limited	Production and distribution of motion pictures, television programs, together with provision of entertainment content services	Thailand	100	100
<u>Subsidiaries held by Mono Production Company Limited</u>				
Mono Sport Entertainment Company Limited	Organisation of sports events and all types of related activities, including management of sport teams and clubs	Thailand	100	100
Mono Broadcast Company Limited	Broadcasting and television business	Thailand	100	100

- b) The Group is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
 - c) Subsidiaries are fully consolidated, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
 - f) Material balances and transactions between the Group companies have been eliminated from the consolidated financial statements.
- 2.3 The separate financial statements present investments in subsidiaries and an associate under the cost method.

3. New financial reporting standards

a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group’s financial statements. However, the new standard involves changes to key principles, which are summarised below:

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related interpretations.

TAS 11 (revised 2017)	Construction Contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

This standard does not have any significant impact on the Group's financial statements.

b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards except the following new standards which involve changes to key principles, which are summarised below.

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Group's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group expects the adoption of these accounting standards to result in the recognition of credit losses. The Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The Group plans to adopt TFRS 16 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The management of the Group is currently evaluating the impact of this standard on the financial statements in the year when it is adopted.

4. Significant accounting policies

4.1 Revenue recognition

Revenues from advertising, mobile value-added services and other services are recognised over the period of service, taking into account the stage of completion, which is determined based on comparison of the amount of service rendered as of the period-end with the total service to be rendered under the agreement.

Where royalties from rights are charged at fixed amounts, the royalties cannot be refunded by the licensee and the licensor has no obligations subsequent to granting the rights, the royalties are recognised as income in full when the licensee is entitled to exploit the rights under the terms of the agreement.

Revenues from sales of goods are recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration receivable, excluding value-added tax, of goods supplied after deducting returns and discounts to customers.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

4.4 Inventories

Compact discs, video compact discs, digital versatile discs and souvenirs are valued at the lower of cost (under the first-in, first-out method) and net realisable value.

Magazines and pocket books are valued at the lower of cost (under the specific identification method) and net realisable value.

Goods expected to be returned are valued at the former cost (under the average method), less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

4.5 Investments

- a) Investments in an associate are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries and an associate are accounted for in the separate financial statements using the cost method, net of allowance for impairment loss (if any).

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

4.6 Property, plant and equipment/Depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

	Useful lives
Building	40 years
Land improvement	20 years
Building and leasehold improvement	10 years
Furniture, fixtures and office equipment	5 years
Computer and equipment	5 years
Motor vehicles	5 years

Depreciation is charged to profit or loss. No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.8 Intangible assets and cost of spectrum license/Amortisation

Intangible assets and cost of spectrum license are recognised at cost, with the cost of the spectrum license measured at the cash equivalent price, which is the present value of the installments payable. The difference between the total payment to be made and the cash equivalent price is recognised as a finance cost over the license fee payment period, and amortised from the time the Group is ready to provide commercial service.

Following the initial recognition, the intangible assets and cost of spectrum license are carried at cost less accumulated amortisation and allowance for loss on impairment (if any) of assets.

Intangible assets and cost of spectrum license with finite lives are amortised on a systematic basis over the economic useful lives and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	Useful lives
Cost of spectrum license	Contract period
Cost of website	10 years
Films, music and video copyright	5, 10 years or contract period
Other copyright	3, 5, 10 years or contract period
Computer software	5, 10, 20 years or contract period

4.9 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors, and officers with authority in the planning and direction of the Group's operations.

4.10 Long-term leases

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the asset.

Leases of office building space and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

4.11 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are charged to profit or loss.

4.12 Impairment of assets

At the end of each reporting period, the Group performs impairment reviews in respect of the assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit and loss.

4.13 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.14 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.15 Income tax

Income tax represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.16 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Revenue from contracts with customers

Identification of performance obligations

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately. The entity will allocate a portion of the transaction price to goods and services based on relative stand-alone selling prices.

Determination of timing of revenue recognition

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time. Determination of whether performance obligations are satisfied over time is made based on the customer's receipt and consumption of the benefits, the characteristics of the assets derived from the performance and the Group's entitlement to payment for the work completed to date. In addition, in determining the revenues to be recognised over a particular period, the management is required to use judgement to measure the stage of completion to reflect the Group's performance in relation to the performance obligations to be completed. Where revenue is recognised at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Impairment of investments

The Group treats investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement of the management.

Property, plant and equipment and intangible assets

In determining depreciation and amortisation of assets, the management is required to make estimates of the useful lives and residual values of the assets and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment and intangible assets for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires management to make estimates of cash flows to be generated by the asset or the cash generating units, judgements regarding forecast of future revenues and expenses relating to the assets subject to the review, and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group companies and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2019	2018	2019	2018	
<u>Transactions with the subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Sales and service income	-	-	5	8	Contract price or as agreed upon
Interest income	-	-	19	21	3 percent per annum
Other income					
Management fees	-	-	143	69	Contract price
Office building space rental					
and service income	-	-	26	16	Contract price
Others	-	-	6	1	Contract price
Service revenue sharing payments	-	-	82	153	Contract price or as agreed upon
Marketing expenses	-	-	1	7	Contract price or as agreed upon
Rental and service expenses	-	-	2	1	Contract price or as agreed upon
Other expenses	-	-	-	1	Contract price or as agreed upon
Interest expenses	-	-	2	1	3 percent per annum
<u>Transactions with an associate</u>					
Sales and service income	4	-	-	-	Contract price or as agreed upon
Other income	2	-	-	-	Contract price or as agreed upon
Cost of sales and services	3	-	-	-	Contract price or as agreed upon
<u>Transactions with related companies</u>					
Sales and service income	51	23	6	6	Contract price or as agreed upon
Cost of sales and services	12	14	3	6	Contract price or as agreed upon
Rental and service expenses	60	58	36	37	Contract price or as agreed upon
Other expenses	8	15	7	14	Contract price or as agreed upon
Purchases of intangible assets	13	11	-	-	Contract price or as agreed upon

The balances of the accounts between the Group companies and those related parties were as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Trade receivables - related parties (Note 7)</u>				
Subsidiaries	-	-	21	18
Associate	2	-	-	-
Related companies (related by common shareholders and directors)	15	2	3	1
Total trade receivables - related parties	<u>17</u>	<u>2</u>	<u>24</u>	<u>19</u>
<u>Accrued revenues - related parties (Note 7)</u>				
Subsidiaries	-	-	109	108
Associate	1	-	-	-
Related companies (related by common shareholders and directors)	11	1	-	-
Total accrued revenues - related parties	<u>12</u>	<u>1</u>	<u>109</u>	<u>108</u>
<u>Other receivables - related parties (Note 7)</u>				
Subsidiaries	-	-	377	326
Associate	1	-	-	-
Total other receivables - related parties	<u>1</u>	<u>-</u>	<u>377</u>	<u>326</u>
<u>Deposits and retentions - related parties</u>				
Related companies (related by common shareholders and directors)	<u>7</u>	<u>7</u>	<u>6</u>	<u>6</u>
<u>Trade payables - related parties (Note 15)</u>				
Subsidiaries	-	-	43	27
Related companies (related by common shareholders and directors)	12	6	-	-
Total trade payables - related parties	<u>12</u>	<u>6</u>	<u>43</u>	<u>27</u>
<u>Other payables - related parties (Note 15)</u>				
Subsidiaries	-	-	22	19
Related companies (related by common shareholders and directors)	58	31	45	24
Total other payables - related parties	<u>58</u>	<u>31</u>	<u>67</u>	<u>43</u>

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Accrued expenses - related parties (Note 15)				
Subsidiaries	-	-	3	2
Related companies (related by common shareholders and directors)	13	9	1	3
Total accrued expenses - related parties	13	9	4	5
Unearned revenues - related parties				
Related companies (related by common shareholders and directors)	19	-	-	-

Loans to subsidiaries

The balances of loans between the Company and its subsidiaries and the movements were as follows:

(Unit: Million Baht)

	Separate financial statements			
	Balance as at 31 December 2018	Increase during the year	Decrease during the year	Balance as at 31 December 2019
Mono Generation Company Limited	38	-	-	38
Mono Travel Company Limited	1	-	(1)	-
Mono Production Company Limited	122	-	-	122
Mono Info Systems Company Limited	15	5	-	20
PT Mono Technology Indonesia	12	-	-	12
Mono Technology Vietnam Company Limited	11	-	(11)	-
Mono Radio Company Limited	8	-	-	8
Mono Radio Broadcast Company Limited	5	-	-	5
Mono Broadcast Company Limited	430	-	-	430
Total	642	5	(12)	635
Less: Allowance for doubtful accounts	(23)	-	11	(12)
Total loans to subsidiaries - net	619	5	(1)	623

The balances represent loans to subsidiaries in the form of promissory notes, which are unsecured and carry interest at a rate of 3 percent per annum. The loans are repayable on demand. However, the Company has no intention to call for loan repayment from the subsidiaries within one year; therefore, the Company classifies these loans as non-current assets.

Short-term loan from a subsidiary

As at 31 December 2019, the Company had a loan of USD 1.6 million or equivalent to approximately Baht 49 million (2018: USD 1.6 million or equivalent to approximately Baht 52 million) from Mono Technology Hong Kong Limited in the form of a promissory note. The loan is unsecured, carries interest at a rate of 3 percent per annum, and is repayable within one year.

Directors and management's benefits

During the years, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Short-term employee benefits	47	49	30	31
Post-employment benefits	19	17	14	14
Total	66	66	44	45

Guarantee obligations with related parties

The Group has outstanding guarantee obligations with its related parties, as described in Note 31.2 a) to the consolidated financial statements.

7. Trade and other receivables

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade receivables - related parties (Note 6)	17	2	24	19
Trade receivables - unrelated parties	108	193	16	17
Accrued revenues - related parties (Note 6)	12	1	109	108
Accrued revenues - unrelated parties	177	224	20	38
Other receivables - related parties (Note 6)	1	-	377	326
Other receivables - unrelated parties	24	36	2	3
Total	339	456	548	511
Less: Allowance for doubtful accounts	(8)	(8)	-	-
Trade and other receivables - net	331	448	548	511

The balances of trade receivables, aged on the basis of due dates, are summarised below.

(Unit: Million Baht)

Age of receivables	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Trade receivables - related parties</u>				
Not yet due	5	2	3	2
Past due				
Up to 3 months	10	-	5	3
3 - 6 months	2	-	3	5
6 - 12 months	-	-	3	1
Over 12 months	-	-	10	8
Total trade receivables - related parties	17	2	24	19

(Unit: Million Baht)

Age of receivables	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade receivables - unrelated parties				
Not yet due	66	145	14	15
Past due				
Up to 3 months	36	49	2	2
3 - 6 months	5	4	-	-
6 - 12 months	8	3	-	-
Over 12 months	21	28	-	-
Total	136	229	16	17
Less: Allowance for sales return	(28)	(36)	-	-
	108	193	16	17
Less: Allowance for doubtful accounts	(8)	(8)	-	-
Total trade receivables - unrelated parties - net	100	185	16	17
Total trade receivables - net	117	187	40	36

8. Inventories

(Unit: Million Baht)

	Consolidated financial statements					
	Cost		Reduction of cost to net realisable value		Inventories - net	
	2019	2018	2019	2018	2019	2018
Finished goods	12	9	(4)	(3)	8	6
Work in process	1	1	-	-	1	1
Goods expected to be returned	7	10	-	-	7	10
Total	20	20	(4)	(3)	16	17

During the current year, a subsidiary reduced cost of inventories by Baht 1 million, to reflect the net realisable value. This was included in cost of sales. (2018: The subsidiary reversed the write-down of cost of inventories by Baht 1 million, and reduced the amount of inventories recognised as expenses during the year.)

9. Investments in subsidiaries

(Unit: Million Baht)

Company's name	Separate financial statements			
	Paid-up capital		Cost	
	2019	2018	2019	2018
Mono Generation Company Limited	982	982	902	902
Mono Travel Company Limited	20	20	9	9
Mono Info Systems Company Limited	8	8	8	8
Mono Production Company Limited	1,950	1,950	1,950	1,950
Mono Music Company Limited	27	27	123	123
Mono Radio Company Limited	20	20	100	100
Mono Radio Broadcast Company Limited	-	-	-	-
Mono Talent Studio Company Limited	8	8	25	25
T Moment Company Limited	115	115	115	115
Mono Play Company Limited	12	12	12	12
Mono Astro Company Limited	5	5	5	5
PT Mono Technology Indonesia	4	4	4	4
Mono Technology Hong Kong Limited	107	107	107	107
Mono Technology Vietnam Company Limited	-	10	-	10
Total			3,360	3,370
Less: Allowance for impairment of investments			(135)	(71)
Total investments in subsidiaries - net			3,225	3,299

On 30 January 2019, Mono Technology Vietnam Company Limited registered the completion of its liquidation.

As at 31 December 2019, the net asset value of the subsidiaries was Baht 433 million (2018: Baht 397 million) lower than the cost of the investments in the separate financial statements. The Company assessed the recoverable amount of its investment in subsidiaries based on the higher of the calculated fair value less costs to sell and the value-in-use, calculated using cash flow projections that were prepared with reference to the financial estimates approved by management. Significant assumptions included those regarding revenue growth rates and discount rates. It was concluded that the recoverable amounts of the investments in subsidiaries were lower than the carrying amounts, by amounts totaling Baht 73 million. The Company therefore recognised allowance for impairment loss on these investments in subsidiaries in profit or loss in the separate financial statements

for the current year. The Company's management believes that the allowance for impairment of investments in subsidiaries is sufficient in the current circumstances.

10. Investment in an associate

On 31 May 2019, Mono Sport Entertainment Company Limited and unrelated parties jointly established Thai Professional Basketball League Company Limited in Thailand to organise basketball events. The subsidiary acquired 31.66 percent of all issued shares of Thai Professional Basketball league Company Limited (with 25 percent of the registered share capital being called up) at a price of Baht 74,975.

During the current year, the subsidiary recognised its share of profit from investment in the associate in the consolidated financial statements amounting to Baht 0.8 million.

11. Property, plant and equipment

(Unit: Million Baht)

	Consolidated financial statements						
	Land and land improvement	Building, building and leasehold improvement	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Assets under installation	Total
Cost:							
1 January 2018	258	382	239	283	25	1	1,188
Additions	-	4	20	38	6	7	75
Disposals	-	-	(1)	(17)	(3)	-	(21)
Transfers in (out)	1	-	1	-	-	(2)	-
31 December 2018	259	386	259	304	28	6	1,242
Additions	-	1	39	11	10	21	82
Disposals	-	(3)	(4)	(4)	(2)	-	(13)
Transfers in (out)	-	7	2	-	-	(9)	-
31 December 2019	259	391	296	311	36	18	1,311
Accumulated depreciation:							
1 January 2018	3	59	139	211	15	-	427
Depreciation for the year	1	25	40	36	1	-	103
Depreciation on disposals	-	-	(1)	(17)	(2)	-	(20)
31 December 2018	4	84	178	230	14	-	510
Depreciation for the year	2	25	39	30	1	-	97
Depreciation on disposals	-	(1)	(3)	(4)	(1)	-	(9)
31 December 2019	6	108	214	256	14	-	598
Net book value:							
31 December 2018	255	302	81	74	14	6	732
31 December 2019	253	283	82	55	22	18	713
Depreciation for the year							
2018 (Baht 78 million included in cost of services, and the balance in administrative expenses)							103
2019 (Baht 71 million included in cost of services, and the balance in administrative expenses)							97

(Unit: Million Baht)

	Separate financial statements				
	Leasehold improvement	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Total
Cost:					
1 January 2018	36	30	123	7	196
Additions	-	1	3	-	4
Disposals	-	-	(14)	-	(14)
31 December 2018	36	31	112	7	186
Additions	-	-	3	-	3
Disposals	-	(1)	(1)	(1)	(3)
Transfers in (out)	-	1	-	-	1
31 December 2019	36	31	114	6	187
Accumulated depreciation:					
1 January 2018	20	27	102	5	154
Depreciation for the year	4	1	11	-	16
Depreciation on disposals	-	-	(14)	-	(14)
31 December 2018	24	28	99	5	156
Depreciation for the year	4	1	8	-	13
Depreciation on disposals	-	(1)	(2)	(1)	(4)
31 December 2019	28	28	105	4	165
Net book value:					
31 December 2018	12	3	13	2	30
31 December 2019	8	3	9	2	22
Depreciation for the year					
2018 (Baht 4 million included in cost of services, and the balance in administrative expenses)					16
2019 (Baht 2 million included in cost of services, and the balance in administrative expenses)					13

As at 31 December 2019, the Group had vehicles and equipment with net book value of Baht 56 million (2018: Baht 48 million) (the Company only: Baht 2 million (2018: Baht 2 million)) which were acquired under finance lease agreements.

As at 31 December 2019, certain items of equipment had been fully depreciated but were still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 321 million (2018: Baht 221 million) (the Company only: Baht 113 million (2018: Baht 112 million)).

A subsidiary has mortgaged land with structures thereon with a net book value of Baht 520 million (2018: Baht 533 million) as collateral against a long-term loan facility of Baht 519 million (2018: Baht 295 million) from a bank.

12. Intangible assets

(Unit: Million Baht)

	Consolidated financial statements					
	Website copyright	Films, music and video copyright	Other copyright	Program computer	Advance payments and work in process	Total
Cost:						
1 January 2018	83	2,259	303	72	735	3,452
Additions	-	3	1	2	1,291	1,297
Disposals	-	(789)	(2)	-	-	(791)
Transfers in (out)	-	1,157	121	15	(1,293)	-
31 December 2018	83	2,630	423	89	733	3,958
Additions	-	3	63	2	793	861
Disposals	-	(838)	(4)	-	(1)	(843)
Transfers in (out)	-	1,035	139	3	(1,178)	(1)
31 December 2019	83	2,830	621	94	347	3,975
Accumulated amortisation:						
1 January 2018	38	985	101	38	-	1,162
Amortisation for the year	9	910	49	13	-	981
Amortisation on disposals	-	(789)	(1)	-	-	(790)
31 December 2018	47	1,106	149	51	-	1,353
Amortisation for the year	7	1,048	77	14	-	1,146
Amortisation on disposals	-	(838)	(4)	-	-	(842)
31 December 2019	54	1,316	222	65	-	1,657

(Unit: Million Baht)

	Consolidated financial statements					
	Website copyright	Films, music and video copyright	Other copyright	Program computer	Advance payments and work in process	Total
Allowance for impairment loss:						
1 January 2018	13	12	4	-	3	32
31 December 2018	13	12	4	-	3	32
Increase during the year	-	1	2	-	-	3
31 December 2019	13	13	6	-	3	35
Net book value:						
31 December 2018	23	1,512	270	38	730	2,573
31 December 2019	16	1,501	393	29	344	2,283
Amortisation for the year						
2018 (Baht 977 million included in cost of services, and the balance in administrative expenses)						981
2019 (Baht 1,142 million included in cost of services, and the balance in administrative expenses)						1,146

(Unit: Million Baht)

	Separate financial statements				
	Website copyright	Films, music and video copyright	Program computer	Advance payments and work in process	Total
Cost:					
1 January 2018	11	21	23	50	105
Additions	-	-	1	7	8
Transfers in (out)	-	54	-	(54)	-
31 December 2018	11	75	24	3	113
Additions	-	-	1	5	6
Transfers in (out)	-	6	-	(7)	(1)
31 December 2019	11	81	25	1	118

	Separate financial statements				
	Website copyright	Films, music and video copyright	Program computer	Advance payments and work in process	Total
Accumulated amortisation:					
1 January 2018	4	9	9	-	22
Amortisation for the year	1	7	3	-	11
31 December 2018	5	16	12	-	33
Amortisation for the year	2	12	3	-	17
31 December 2019	7	28	15	-	50
Allowance for impairment loss:					
1 January 2018	1	11	-	-	12
31 December 2018	1	11	-	-	12
31 December 2019	1	11	-	-	12
Net book value:					
31 December 2018	5	48	12	3	68
31 December 2019	3	42	10	1	56
Amortisation for the year					
2018 (Baht 8 million included in cost of services, and the balance in administrative expenses)					11
2019 (Baht 13 million included in cost of services, and the balance in administrative expenses)					16

13. Cost of spectrum license

Mono Broadcast Company Limited ("Mono Broadcast") won a digital TV spectrum license auction for variety Standard Definition (SD) ("the license") held by the National Broadcasting and Telecommunications Commission ("NBTC"). The license is valid for 15 years from the date of the license (25 April 2014). Mono Broadcast was required to make payment for the bid price of Baht 2,250 million (exclusive of VAT) under the following payment conditions:

- 1) Payment of the minimum bid price, amounting to Baht 380 million, was to be paid in 4 installments, in accordance with the conditions stipulated by NBTC, within 3 years of the date the license was granted. (As at 31 December 2019, Mono Broadcast had cost of spectrum license of the minimum bid price payable amounting to Baht 19 million.)
- 2) The portion of the license fees in excess of the minimum bid price, amounting to Baht 1,870 million, was to be paid in 6 installments, in accordance with the conditions stipulated by NBTC, within 5 years from the date the license was granted. (As at 31 December 2019, Mono Broadcast had the portion of cost of spectrum license in excess of the minimum bid price payable amounting to Baht 187 million.)

Mono Broadcast is required to pay license fee, other fees and fee for the Broadcasting and Telecommunications Research and Development Fund for the Public Interest as specified by NBTC.

In compliance with preconditions to receive the license, on 17 January 2014, Mono Broadcast entered into a lease agreement to lease for digital terrestrial television service with the Royal Thai Army Radio and Television Station ("RTART") to broadcast digital television signal via RTART multiplexes. The service will be valid from 17 January 2014 to 31 May 2028 and Mono Broadcast must pay a monthly service fee as stipulated in the agreement.

Subsequently, on 5 June 2018, Mono Broadcast received a letter from the Office of NBTC approving a suspension of payment of the remaining spectrum license fee, together with interest, in accordance with the terms and conditions stipulated by NBTC, following an announcement in the Government Gazette on 23 May 2018. Following the suspension, Mono Broadcast is therefore required to pay the remaining license fee of Baht 954 million (the cost of the spectrum license based on the bid price as at that date (exclusive of VAT)) as follows:

- 1) The remainder of the minimum bid price, amounting to Baht 19 million, is to be paid in full, in accordance with the conditions stipulated by NBTC, within 7 years of the date the license was granted.
- 2) The portion of the license fees in excess of the minimum bid price, amounting to Baht 935 million, is to be paid in 5 installments, in accordance with the conditions stipulated by NBTC, within 11 years from the date the license was granted.

As a result of the above matter, Mono Broadcast recalculated the cost of spectrum license payable, using the existing effective interest rate and new payment terms approved by NBTC, and recorded the difference of Baht 75 million resulting from this recalculation as a separate item in profit or loss for the year ended 31 December 2018.

Subsequently, on 11 April 2019, the order of the Head of National Council for Peace and Order regarding measures on solving issues in operating the television and telecommunication business was announced that licensees of digital TV spectrum are to be granted a waiver of the final installment payment of the minimum bid price of the spectrum license fee and the final two installments of the license fee in excess of the minimum bid price. As a result, Mono Broadcast reduced Baht 654 million for the carrying value of the cost of spectrum license and the value of the cost of spectrum license payable, to reflect the present value of the entity's future cash outflows under the new regulations.

In addition, pursuant to the above order of the Head of National Council for Peace and Order, the licensees are required to fully settle the remaining amounts within 120 days from the date on which the order is effective. Subsequently, on 17 June 2019, Mono Broadcast received a letter from the Office of NBTC informing Mono Broadcast to make payment of the remaining amounts within 8 August 2019. If it did not make full settlement within the due date, interest would need to be paid at a rate of 7.5 percent per annum. However, payment must not be later than 23 May 2021. Mono Broadcast has not yet made payment of the remaining amounts.

Movements in the cost of spectrum license and cost of spectrum license and interest payable accounts during the years are summarised below.

(Unit: Million Baht)

	Consolidated financial statements	
	Cost of spectrum license	Cost of spectrum license and interest payable (Note 17)
Balance as at 1 January 2018	1,457	901
Amortisation / Amortisation of deferred interest expenses for the year	(129)	31
Less: Difference from the recalculation of the cost of spectrum license payable as a result of modification of the terms of payment of the spectrum license fee	-	(75)
Interest payment during the year	-	(6)
Balance as at 31 December 2018	1,328	851
Amortisation / Amortisation of deferred interest expenses and interest expenses for the year	(81)	15
Less: Reduction of the carrying value of the cost of spectrum license and the value of the cost of spectrum license payable as a result of the waiver of the payment of the spectrum license fee	(654)	(654)
Balance as at 31 December 2019	593	212

The net book value of cost of spectrum license is presented below.

(Unit: Million Baht)

	Consolidated financial statements	
	2019	2018
Cost	1,278	1,932
Less: Accumulated amortisation	(685)	(604)
Net book value	593	1,328

14. Bank overdrafts and short-term loans from banks

Bank overdrafts and short-term loans from banks of the Group, on which interest is charged at a rate close to the Minimum Overdraft Rate and Minimum Loan Rate, respectively, are secured by the Group.

15. Trade and other payables

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade payables - related parties (Note 6)	12	6	43	27
Trade payables - unrelated parties	61	34	19	12
Other payables - related parties (Note 6)	58	31	67	43
Other payables - unrelated parties	89	79	12	15
Accrued expenses - related parties (Note 6)	13	9	4	5
Accrued expenses - unrelated parties	89	101	7	14
Accounts payable for purchases of assets	36	164	-	-
Total trade and other payables	358	424	152	116

16. Long-term loans from banks

(Unit: Million Baht)

Loan	Interest rate (Percent)	Repayment schedule	Consolidated financial statements	
			2019	2018
1	Reference to Minimum Loan Rate (MLR)	Quarterly basis in 24 installments, from 30 September 2017 to 30 June 2023	1,200	1,275
2	Reference to Minimum Loan Rate (MLR)	Monthly basis in 84 installments, from 31 December 2017 to 31 May 2023	134	168
3	Reference to Minimum Loan Rate (MLR)	Monthly basis in 84 installments, from 31 May 2020 to 30 April 2022	200	-
Total			1,534	1,443
Less: Current portion			(301)	(109)
Long-term loans from banks - net of current portion			1,233	1,334

Movements in the long-term loan from bank account during the year are summarised below.

(Unit: Million Baht)

	Consolidated financial statements
Balance as at 1 January 2019	1,443
Add: Additional borrowings	200
Less: Repayment	(109)
Balance as at 31 December 2019	1,534

The subsidiaries' long-term loans are secured by the mortgage of a subsidiary's land with structures thereon, as described in Note 11 to the consolidated financial statements, the assignment of rights to receive all service income from areas and the provision of guarantees by the Company.

The loan agreements stipulate certain practices and covenants such as the maintenance of certain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements, and the shareholdings of current shareholders.

As at 31 December 2019 and 2018, the Group had no long-term credit facilities which have not yet been drawn down.

17. Cost of spectrum license and interest payable

(Unit: Million Baht)

	Consolidated financial statements	
	2019	2018
Cost of spectrum license payable	206	997
Less: Deferred interest expenses	-	(146)
	206	851
Add: Interest payable	6	-
Total	212	851
Less: Portion due within one year	-	(7)
Cost of spectrum license and interest payable - net of current portion	212	844

Cost of spectrum license and interest payable are required to be settled in full by 23 May 2021, as described in Note 13 to the consolidated financial statements.

18. Liabilities under finance lease agreements

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Liabilities under finance lease agreements	40	37	2	-
Less: Deferred interest expenses	(2)	(3)	-	-
Total	38	34	2	-
Less: Portion due within one year	(22)	(16)	(1)	-
Liabilities under finance lease agreements - net of current portion	16	18	1	-

The Group has entered into the finance lease agreements with leasing companies for rental of motor vehicles and equipment for use in its operations, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally between 3 and 4 years.

Future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Million Baht)

	As at 31 December 2019					
	Consolidated financial statements			Separate financial statements		
	Less than 1 year	1-4 years	Total	Less than 1 year	1-4 years	Total
Future minimum lease payments	24	17	41	1	1	2
Deferred interest expenses	(2)	(1)	(3)	-	-	-
Present value of future minimum lease payments	22	16	38	1	1	2

(Unit: Million Baht)

	As at 31 December 2018					
	Consolidated financial statements			Separate financial statements		
	Less than 1 year	1-4 years	Total	Less than 1 year	1-4 years	Total
Future minimum lease payments	18	19	37	-	-	-
Deferred interest expenses	(2)	(1)	(3)	-	-	-
Present value of future minimum lease payments	16	18	34	-	-	-

19. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Provision for long-term employee benefits				
at beginning of year	52	44	22	19
Included in profit or loss:				
Current service cost	10	6	3	2
Interest cost	3	2	1	1
Past service costs and losses on settlement	29	-	15	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	1	-	1	-
Financial assumptions changes	5	-	2	-
Experience adjustments	6	-	3	-
Benefits paid during the year	(20)	-	(10)	-
Transfers employees from the subsidiaries	-	-	5	-
Provision for long-term employee benefits at end of year	86	52	42	22

On 5 April 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Government Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law is effective from 5 May 2019. This change is considered a post-employment benefits plan amendment and the Group has additional long-term employee benefit liabilities of Baht 18 million (The Company only: Baht 8 million) as a result. The Group reflected the effect of the change as expenses in the current year.

The subsidiary expects to pay Baht 2 million (2018: Baht 3 million) of long-term employee benefits during the next year.

As at 31 December 2019 and 2018, the weighted average duration of the liabilities for long-term employee benefit was 17 years.

Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated / Separate financial statements	
	2019	2018
Discount rate	3.25	3.5
Salary increase rate	5.25	5

The result of sensitivity analysis on significant assumptions that increase (decrease) the present value of the long-term employee benefit obligation is summarised below:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Discount rate				
Increase 50 basis points	(6)	(5)	(3)	(2)
Decrease 50 basis points	7	5	4	2
Salary increase rate				
Increase 100 basis points	15	11	8	5
Decrease 100 basis points	(13)	(9)	(7)	(4)

20. Share capital

	Ordinary shares (Baht 0.1 per share) (Share)	Issued and fully paid-up share capital (Baht)	Premium on ordinary shares (Baht)	Registration date
Balance as at 1 January 2018	3,390,740,224	339,074,023	3,440,898,002	
1) On 29 December 2017, the Company allotted additional ordinary shares as a result of the exercise of warrants to purchase newly issued ordinary shares (Note 21)	6,448	645	15,424	8 January 2018
2) On 30 March 2018, the Company allotted additional ordinary shares as a result of the exercise of warrants to purchase newly issued ordinary shares (Note 21)	80,282,986	8,028,298	192,036,903	4 April 2018
Balance as at 31 December 2018	3,471,029,658	347,102,966	3,632,950,329	
On 17 October 2019, the Company allotted additional ordinary shares as a result of the exercise of warrants to purchase newly issued ordinary shares (Note 21)	24,380	2,438	57,634	22 October 2019
Balance as at 31 December 2019	3,471,054,038	347,105,404	3,633,007,963	

21. Warrants

On 12 September 2014, the Extraordinary General Meeting of the Company's shareholders passed a resolution approving the issuance of a first tranche of 1,540 million warrants to purchase the Company's ordinary shares (MONO-W1) to existing shareholders, free of charge. The warrants, which were issued in a ratio of 15 warrants for every 14 existing ordinary shares, have an exercise period of 5 years from the date of issuance, and are exercisable every 3 months. One warrant provides the right to purchase 1 ordinary share (with a par value of Baht 0.1 each) at an exercise price of Baht 2.5. The first exercise date is the last business day of December 2014. The Company issued and allocated the warrants to the existing shareholders on 17 October 2014.

On 2 June 2016, the Company passed a resolution approving an adjustment of the exercise price and the exercise ratio of MONO-W1 for the purpose of preserving the interests of the holders, from the existing exercise price of Baht 2.5 per share to Baht 2.492 per share and from the existing exercise ratio of 1 warrant to 1 ordinary share to 1 warrant to 1.003 ordinary shares.

Subsequently, on 3 May 2018, the Company passed a resolution approving an adjustment of the exercise price and the exercise ratio of MONO-W1 for the purpose of preserving the interests of the holders, from the existing exercise price of Baht 2.492 per share to Baht 2.464 per share and from the existing exercise ratio of 1 warrant to 1.003 ordinary shares to 1 warrant to 1.015 ordinary shares.

Details of the exercises of warrants are as follows:

Exercise date	Exercised warrants (Warrants)	Cash received from exercises (Million Baht)	Issued and fully paid-up share capital (Million Baht)	Registration date
23-29 December 2014	121,183	-	308	8 January 2015
31 March 2015	814,379	2	308	8 April 2015
30 September 2015	20,000,000	50	310	5 October 2015
29 September 2017	46,664,694	117	339	4 October 2017
29 December 2017	6,430	-	339	8 January 2018
30 March 2018	80,042,858	200	347	4 April 2018
17 October 2019 *	24,021	-	347	22 October 2019

* The date on which MONO-W1 warrants, which have an exercise period of 5 years from the date of issuance, expired.

As at 31 December 2019, no warrants (2018: 1,352,353,083 warrants) were unexercised.

22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

23. Revenue from contracts with customers

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Type of goods or service:				
Advertising services	1,784	1,896	80	90
Subscription services	136	296	97	289
Content services	230	207	14	1
Total revenue from contracts with customers	<u>2,150</u>	<u>2,399</u>	<u>191</u>	<u>380</u>

24. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Salaries, wages and other employee benefits	547	527	139	158
Cost of mobile value-added services	9	73	58	170
Depreciation and amortisation	1,243	1,214	29	27
Advertising and sales promotion expenses	269	154	9	17
Utilities expenses	76	43	34	69

25. Income tax

Income tax for the years are made up as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Current income tax:				
Current income tax charge	1	2	-	-
Withholding tax written off	1	5	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(55)	12	-	(9)
Tax expenses (income) reported in profit or loss	(53)	19	-	(9)

The amounts of income tax relating to each component of other comprehensive income for the years are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Deferred tax on actuarial loss	(2)	-	(1)	-

The reconciliation between accounting loss and income tax (income) expenses is shown below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Accounting loss before tax	(669)	(174)	(114)	(78)
Applicable tax rate (percent)	20	20	20	20
Accounting loss before tax multiplied by income tax rate	(134)	(35)	(23)	(16)
Withholding tax written off	1	5	-	-
Utilisation of previously unrecognised tax losses	(3)	(6)	-	-
Effects of reversal of temporary differences and tax loss recognised in the past	23	15	-	-
Effects of eliminating entries on the consolidated financial statements	40	20	-	-
Effects of:				
Exception of income	-	(15)	-	-
Promotional privileges (Note 26)	-	(1)	-	-
Non-deductible expenses	-	1	-	1
Additional expense deductions allowed	(3)	(3)	-	-
Tax loss for the year for which a deferred tax asset was not recognised	34	38	23	6
Temporary differences relating to the waiver of the payment of the spectrum license fee for which deferred tax assets were recognised (Note 13)	(11)	-	-	-
Tax expenses (income) reported in profit or loss	(53)	19	-	(9)

The tax rates enacted at the end of the reporting period of the subsidiaries in overseas countries are between 16.5 and 25 percent (2018: 16.5 and 25 percent).

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	Statements of financial position As at 31 December		Statements of comprehensive income For the years ended 31 December	
	2019	2018	2019	2018
Deferred tax assets (liabilities)				
Accumulated amortisation - intangible assets	4	(8)	12	2
Cost of spectrum license	161	23	138	(14)
Provision for long-term employee benefits	11	7	4	1
Unused tax loss	119	215	(96)	(1)
Others	-	1	(1)	-
Deferred tax relating to origination and reversal of temporary differences			57	(12)
Deferred tax assets - net	295	238		
Presented as follows:				
Deferred tax assets	301	245		
Deferred tax liabilities	(6)	(7)		
	295	238		

(Unit: Million Baht)

	Separate financial statements			
	Statements of financial position As at 31 December		Statements of comprehensive income For the years ended 31 December	
	2019	2018	2019	2018
Deferred tax assets (liabilities)				
Accumulated amortisation - intangible assets	(1)	(1)	-	-
Provision for long-term employee benefits	6	5	1	1
Unused tax loss	8	8	-	8
Deferred tax relating to origination and reversal of temporary differences			1	9
Deferred tax assets - net	13	12		

As at 31 December 2019, the Group had deductible temporary differences and unused tax losses totaling Baht 996 million (2018: Baht 998 million) (the Company only: Baht 124 million (2018: Baht 114 million)), on which deferred tax assets have not been recognised as the Group believes that future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 910 million will expire by 2024.

26. Promotional privileges

Mono Info Systems Company Limited ("MIS") has received promotional privileges from the Board of Investment for the software business, pursuant to the investment promotion certificate No. 1029(7)/2554 issued on 11 January 2011. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 7 years from the date the promoted operations begin generating revenue (31 July 2011). The corporate income tax exemption expired on 30 June 2018.

MIS had domestic service income revenues of promoted operations for the year 2018 amounting to Baht 25 million.

27. Loss per share

Basic loss per share is calculated by dividing loss for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place at the beginning of the year (the warrants are excluded from the potential ordinary shares since their exercise price is in excess of the fair value of the ordinary shares).

The following table sets forth the computation of basic loss per share:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Loss attributable to equity holders of the Company (million Baht)	(616)	(193)	(114)	(69)
Weighted average number of ordinary shares (million shares)	3,471	3,451	3,471	3,451
Basic loss per share (Baht)	(0.178)	(0.056)	(0.033)	(0.020)

Since the conversion to ordinary shares of the warrants would decrease loss per share (anti-diluted). Therefore, the Company does not present diluted earnings per share.

28. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group and its employees contribute to the fund monthly at rates of between 3 and 7 percent of basic salary. The fund, which is managed by TISCO Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2019 amounting to Baht 19 million (2018: Baht 18 million) (the Company only: Baht 6 million (2018: Baht 7 million)) were recognised as expenses.

29. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht per share)
Final dividends for 2017	Annual General Meeting of the shareholders on 25 April 2018	104	0.03
Total dividends paid for 2018		104	0.03

30. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The Group's operations are carried on mainly in Thailand. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable geographical area.

The following table presents revenue and profit (loss) information regarding the Group's operating segments for the years.

(Unit: Million Baht)

	Media business ⁽¹⁾		Content business ⁽²⁾		Adjustments and eliminations		Consolidation	
	2019	2018	2019	2018	2019	2018	2019	2018
Sales and service income								
Revenues from external customers	1,919	2,193	231	206	-	-	2,150	2,399
Inter-segment revenues	-	-	675	459	(675)	(459)	-	-
Total revenues	<u>1,919</u>	<u>2,193</u>	<u>906</u>	<u>665</u>	<u>(675)</u>	<u>(459)</u>	<u>2,150</u>	<u>2,399</u>
Segment profit (loss)	495	725	(308)	(232)			187	493
Unallocated income and expenses:								
Other income							34	109
Selling and servicing expenses							(282)	(171)
Administrative and other expenses							(499)	(476)
Share of profit from investment in an associate							1	-
Finance cost							(110)	(129)
Tax income (expenses)							53	(19)
Loss for the year							<u>(616)</u>	<u>(193)</u>

⁽¹⁾ Media business consists of TV, radio, online and portable devices.

⁽²⁾ Content business consists of movie business, sports business, music business, entertainment business, games business, travel business and horoscope business.

The Group has revenues from 2 major customers, arising from the media and content businesses.

31. Commitments and contingent liabilities

31.1 Capital commitments

As at 31 December 2019, the subsidiaries had capital commitments of Baht 660 million (2018: Baht 380 million), relating to the purchases of movie rights.

31.2 Guarantees

- a) The Company has guaranteed bank credit facilities of its subsidiaries (exclusive of guarantees provided for bank guarantees as described in Note 31.2 c) to the consolidated financial statements) totaling Baht 1,775 million (2018: Baht 1,727 million).
- b) The subsidiaries have guaranteed bank credit facilities of the Company amounting to Baht 35 million (2018: Baht 35 million).
- c) As at 31 December 2019, the Group had outstanding bank guarantees of Baht 237 million and USD 6 million (2018: Baht 1,038 million and USD 10 million) (the Company only: Baht 3 million (2018: Baht 2 million)) issued by banks on behalf of the Group to guarantee contractual performance. The bank guarantees are secured by guarantees provided by the Group and pledges of its saving deposits.

31.3 Operating lease and service commitments

The Group had entered into several lease agreements in respect of the lease of office building space and service contracts. The terms of the agreements were generally between 1 and 15 years.

Future minimum lease and service payments required under these operating lease and service contracts were as follows.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Payable:				
in up to 1 year	177	151	21	35
in over 1 year and up to 5 years	291	238	21	8
in over 5 years	194	250	-	-

31.4 Litigation

- a) In June 2015, the Company was sued by an unrelated company through the Central Intellectual Property and International Trade Court in a civil case and criminal case that the Company infringed the copyright to broadcast a live sports program, seeking compensation of Baht 34 million plus interest at a rate of 7.5 percent per annum on the principal until settlement is completed.

On 29 January 2018 and 27 February 2018, the Court of Appeal for Specialized Cases read its judgements in the civil case and criminal case, respectively, which were to order dismissal of the plaintiff's actions.

However, on 7 May 2018, the plaintiff appealed the judgements of the Court of Appeal for Specialized Cases in both the civil case and the criminal case to the Supreme Court. Subsequently, on 25 September 2019, the Supreme Court ordered the dismissal of the plaintiff's action in the criminal case, and the case is thus finalised. The appeal in the civil case is currently being considered by the Supreme Court.

- b) In August 2018, the Group was sued by an unrelated individual through the Central Intellectual Property and International Trade Court in a criminal case for infringement of copyright in literary works, seeking compensation of Baht 7 million. On 22 May 2019, the Central Intellectual Property and International Trade Court accepted the lawsuit against the Company, and is considering the case.

The Group's management is confident that no significant losses will be incurred as a result of the lawsuits, and therefore no provision has been made for the contingent liabilities in its accounts.

32. Financial instruments

32.1 Financial risk management

The Group's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and bank deposits, trade and other receivables, loans, trade and other payables, short-term and long-term borrowings. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables and loans. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. However, the Group is exposed to concentrations of credit risk with respect to trade receivables because they have a few major customers who are in the same industry. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loans as stated in the statement of financial position.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, loans, short-term and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from trading and service transactions or loans that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into forward exchange contracts from time to time when they consider appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2019, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements				Average exchange rate	
	Financial assets		Financial liabilities			
	2019 (Million)	2018 (Million)	2019 (Million)	2018 (Million)	2019	2018
					(Baht per 1 foreign currency unit)	
Kyat	4	2	-	27	0.0203	0.0209
US dollar	-	-	6	3	30.1540	32.4498

Foreign currency	Separate financial statements				Average exchange rate	
	Financial assets		Financial liabilities			
	2019 (Million)	2018 (Million)	2019 (Million)	2018 (Million)	2019	2018
					(Baht per 1 foreign currency unit)	
Kyat	4	2	-	27	0.0203	0.0209

Foreign exchange contracts outstanding are summarised below.

As at 31 December 2018				
Foreign currency	Bought amount (Million)	Contractual exchange rate of bought amount (Baht per 1 foreign currency unit)	Maturity date	Fair value loss (Million Baht)
US dollar	1	33.02 - 33.17	14 and 22 February 2019	0.4

32.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

During the current year, there were no transfers within the fair value hierarchy.

33. Capital management

The primary objective of the Group's capital management is to ensure that they have appropriate capital structure in order to support their business and maximise shareholder value. As at 31 December 2019, the Group's debt-to-equity ratio was 1.26:1 (2018: 1.18:1) and the Company's was 0.07:1 (2018: 0.05:1).

34. Events after the reporting period

- a) In January 2020, the Group paid laid-off employees compensation amounting to Baht 23 million (the Company only: Baht 4 million).
- b) On 27 February 2020, a meeting of the Company's Board of Directors passed a resolution to approve a decrease of Baht 139 million in the Company's registered share capital, from Baht 486,299,998 (4,862,999,975 ordinary shares with a par value of Baht 0.1 each) to Baht 347,105,404 (3,471,054,038 ordinary shares with a par value of Baht 0.1 each) by cancelling 1,391,945,937 unissued ordinary shares with a par value of Baht 0.1 each to accommodate the exercise of warrants (MONO-W1) which expired on 17 October 2019.

35. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 27 February 2020.



Mono Technology Public Company Limited

Jasmine International Tower 16th Fl., 200 Moo 4
Chaengwattana Rd., Pakkred, Nonthaburi Thailand
11120 Tel: +66 2502 0700 Fax: +66 2100 8148
www.mono.co.th

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