



Invitation to 2020 Annual General Meeting of Shareholders

Mono Technology Public Company Limited

Monday, August 10, 2020 at 14.00 hrs.

The registration will begin at 12.00 hrs.

Auditorium, 3rd Floor, Jasmine International Tower
No. 200, Moo 4, Chaengwattana Road, Pakkred Sub-district,
Pakkred District, Nonthaburi 11120

To reduce the risk of spreading COVID-19, the Company requests cooperation from all shareholders, even if you are not in a risk category, to appoint an Independent Director to act as your proxy.

- Snack, coffee, and tea will NOT be provided and snacking in the meeting area is not allowed.
- No souvenir will be given in order to minimize direct contact and to comply with the regulatory bodies' guidelines which encourage listed companies to refrain from/discontinue giving souvenirs to shareholders at a meeting of shareholders.
- Due to limited seats, shareholders cannot enter the meeting area when all the seats are occupied.

Content

Invitation to the 2020 Annual General Meeting of Shareholders	1
Enclosure 1 : A copy of the minutes of the 2019 Annual General Meeting of Shareholders, held on April 23, 2019	10
Enclosure 2 : The 2019 annual report, including the Company's financial statements and auditor's report ended December 31, 2019 accessible through QR Code	28
Enclosure 3 : Company's financial statements and summary of management discussion and analysis from the 2019 annual report	29
Enclosure 4 : Profile of auditors	46
Enclosure 5 : Preliminary details of the directors retiring by rotation and proposed for re-election	47
Enclosure 6 : Profile of independent directors proposed to act as proxies for shareholders	54
Enclosure 7 : Regulations and Articles of Association of the Company, concerning shareholders' meeting	55
Enclosure 8 : Process of attending the 2020 Annual General Meeting of Shareholders	61
Enclosure 9 : A map of Jasmine International Tower	63
Enclosure 10 : A proxy form (Form B)	



July 9, 2020

Re: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders of Mono Technology Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2019 Annual General Meeting of Shareholders, held on April 23, 2019
 2. The 2019 annual report, including the Company's financial statements and auditor's report ended December 31, 2019, accessible through QR Code
 3. Company's financial statements and summary of management discussion and analysis from the 2019 annual report
 4. Profile of auditors
 5. Preliminary details of the directors retiring by rotation and proposed for re-election
 6. Profile of independent directors proposed to act as proxies for shareholders
 7. Regulations and Articles of Association of the Company, concerning shareholders' meeting
 8. Process of attending the 2020 Annual General Meeting of Shareholders
 9. A map of Jasmine International Tower
 10. A proxy form (Form B)

Reference is made to the fact that Mono Technology Public Company Limited (the "Company") has notified the indefinite postponement of the 2020 Annual General Meeting of Shareholders (the "2020 AGM") of the Company by cancelling the date and agendas of the 2020 AGM including the date to determine list of shareholders entitled to attend the 2020 AGM (Record Date), as detailed in the letter to the President of the Stock Exchange of Thailand Ref. MONO 008/2020 dated March 30, 2020.

As the Centre for COVID-19 Situation Administration and relevant government agencies have announced to relieve the Precautionary Measures to Prevent the Outbreak of Coronavirus Disease 2019 ("COVID-19"), the Board of Directors' meeting No. 6/2020 held on June 22, 2020 therefore resolved to call for the 2020 Annual General Meeting of Shareholders ("AGM") on Monday, August 10, 2020 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 to consider the following agendas:

Agenda 1 To consider certifying the minutes of the 2019 Annual General Meeting of Shareholders, held on April 23, 2019

Fact and reason

The 2019 AGM was held on April 23, 2019. The Minutes was properly prepared and submitted to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the period specified

by law and published on the Company's website (www.mono.co.th). A copy of the minutes of the 2019 AGM is attached herewith (Enclosure 1).

Opinion of the Board

The Board of Directors has viewed that the minutes was true and complete in all respect and deemed it appropriate to propose the shareholders' meeting to certify the minutes of the 2019 AGM.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders attending and voting in the meeting.

Agenda 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2019

Fact and reason

The Company's operation result of the year 2019 is shown in the 2019 annual report (Enclosure 2 and Enclosure 3) which has been sent to the shareholders together with this invitation letter. The Board of Directors has considered such report and is of the opinion that it is correct and adequate to propose to the shareholders' meeting for acknowledgement.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to acknowledge the Board of Directors' annual report on the operation result of the Company for the year 2019.

Voting Rule

No voting is required since this agenda is for acknowledgement only.

Agenda 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2019

Fact and reason

The Company's financial statements and auditor's report for the year ended December 31, 2019 as shown in the 2019 annual report (Enclosure 2) have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors to propose to the shareholders' meeting for approval.

Opinion of the Board

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the Company's financial statements and the auditor's report for the year ended December 31, 2019.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders attending and voting in the meeting.

Agenda 4 To consider approving the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the year 2019

Fact and reason

Article 45 of Articles of Association of the Company stipulates that "the Company shall appropriate an amount of not less than five percent (5) of its annual net profits after the deduction of the accumulated loss brought forward (if any) until such reserve fund reaches the amount of not less than

ten percent (10) of the registered capital.” Furthermore, the Board of Directors has the policy to propose the shareholders’ meeting to consider paying dividend to general shareholders at the ratio of not less than 50 percent of the net profit after tax deduction as shown in the Company’s separate financial statements each year. 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.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders’ meeting to approve the omission of the allocation of net profit as legal reserve because currently the Company has allocated an amount of net profit as a complete legal reserve. The total amount of the legal reserve is 51,970,000.00 Baht, or at least 10 percent of the Company’s registered capital amounting 486,299,997.50 Baht. In addition, the Board of Directors also proposed the shareholders’ meeting to approve the omission of dividend payment for 2019 operation results, as in 2019, the Company’s operation results (according to the separate financial statement) showed a net loss of 113,969,959.77 Baht. This is also to reserve cash for a continual investment according to the Company’s business plan.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders attending and voting in the meeting.

Agenda 5 To consider an appointment of the auditor and to fix the audit fee for the year 2020

Fact and reason

To comply with Section 120 of the Public Limited Company Act B.E. 2535 which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof and by the opinion of the Audit Committee, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders’ meeting to approve the appointment of the following auditors from EY Office Limited be the auditor of the Company for the year 2020:

Name of Auditor	Register No.	Term of being Mono’s auditor (Year)	Period approved by SEC
1. Ms. Krongkaew Limkittikul	5874	4	2020 - 2025
2. Mr. Supachai Phanyawattano	3930	3	2017 - 2022
3. Mr. Nattawut Santipet	5730	-	2017 - 2022

These auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and are well recognized by several organizations. They have independence in performing their tasks.

The auditors whose names proposed above have neither the relationship nor any interest with the Company/subsidiaries/executives/major shareholders or related persons of these people. Besides, they belong to the same company with the auditors of the Company’s subsidiaries. The audit of

subsidiaries in foreign countries shall be done by auditors in each country. The Board of Directors shall be responsible that the financial reports finished in time.

Moreover, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the annual audit fee for the year 2020 as the following details.

Details	2020 (Proposed Year)	2019
1. Audit Fee	1,500,000	1,500,000
2. Non-audit Fee	-	-
Total	<u>1,500,000</u>	<u>1,500,000</u>

The audit fee of 2020 equals to that of 2019, nevertheless, the amount of reviewing and auditing work has increased. During the past year, the Company has never taken non-audit fee from EY Office Limited and from other individual or audit office relevant to the auditors and EY Office Limited. For the benefit of shareholders, the Company herewith submits the profiles of those three auditors (Enclosure 4) together with this invitation letter.

Opinion of the Board

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve an appointment of the auditor and fix the audit fee for the year 2020.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders attending and voting in the meeting.

Agenda 6 To consider and approve the election of directors to replace those who retire by rotation in 2020

Fact and reason

Article 17 of Articles of Association of the Company, "At every annual general meeting, one-third (1/3) of the directors shall retire from office. If their number is not a multiple of three, then the number nearest to one-third must retire from office. The retiring director is eligible for re-election. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the director who has been in the office for the longest term shall firstly be retired."

Currently there are 9 director positions. Thus, three directors retiring by rotation shall be considered based on the longest terms of office in directorship. The following 3 directors who have to retire from office are:

1. Mrs. Punnee Worawuthichongsathit
2. Mr. Siri Luengawat
3. Mr. Patompong Sirachairat

Opinion of the Board

The proposed persons have been considered appropriate by the Board of Directors. As for the appointment of independent directors, the Board of Directors deemed that the proposed persons shall

be able to give their opinion independently according to related regulations. The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion to propose the shareholders' meeting to approve the re-election of the 3 directors to directorship for another term as in view of the Board, these directors possess the qualifications, knowledge, ability and experiences which are appropriate for the Company's operation. Nevertheless, no shareholder proposed anyone to be elected as the directors.

(The preliminary details of directors retiring by rotation and proposed for the re-election are shown in Enclosure 5)

Remark

The Company's Regulations, Article 16, specifies the rules and method for voting directors as following:

- (1) One share (1) is equal to one vote (1).
- (2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.
- (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders attending and voting in the meeting.

Agenda 7 To consider and approve the annual remuneration for directors in 2020

Fact and reason

In 2019, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and other committees of the Company including the incentive fee at the amount of not exceeding 7 million Baht.

Opinion of the Board

The Company's Nomination and Remuneration Committee has carefully considered the remuneration for the Board of Directors and other committees of the Company by taking into account the remuneration paid by other companies of the same of industry, the Company's business expansion including the duties and responsibilities of the Board of Directors and other committees; then, is of the opinion that it is appropriate to approve the remuneration and incentive fee for the Board of Directors and other committees for the year 2020 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2019. Details are as follows:

Position	Remuneration per Month (Baht)	
	2020 (Proposed year)	2019
Chairman	70,000	70,000
Assistant Chairman	30,000	30,000
Director	20,000	20,000
Independent Director	20,000	20,000
Chairperson of the Audit Committee	20,000	20,000
Member of the Audit Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	20,000 (Baht/attendance)	20,000 (Baht/attendance)
Member of the Nomination and Remuneration Committee	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Incentive fee for the Company's directors	not exceeding 2 million Baht	not exceeding 2 million Baht
Other Benefits	None	None

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees. Please view detailed scopes of duties of the Board of Directors and other committees of the Company in Shareholding and Management Structures part, page 64-65 of the 2019 Annual Report.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than two-thirds of the total votes of shareholders attending the meeting.

Agenda 8 To consider approving the reduction of registered capital from 486,299,997.50 Baht to 347,105,403.80 Baht

Fact and reason

The Board of Directors approved the reduction of the Company's registered capital amounting 139,194,593.70 Baht, from the former registered capital amounting 486,299,997.50 Baht to the new registered capital amounting 347,105,403.80 Baht, by cancelling the ordinary shares which was reserved for the exercise of MONO-W1 totally 1,391,945,937 shares at the par value of 0.10 Baht.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the reduction of the Company's registered capital from 486,299,997.50 Baht to 347,105,403.80 Baht.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourth of the total votes of shareholders attending the meeting and having the right to vote.

Agenda 9 To consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction in registered capital

Fact and reason

The Board of Directors has approved the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the reduction in registered capital.

“Clause 4. Registered Capital 347,105,403.80 Baht (Three Hundred and Forty-Seven Million, One Hundred and Five Thousand, Four Hundred and Three Baht Eighty Satang)
Divided into 3,471,054,038 Shares (Three Billion, Four Hundred and Seventy-One Million, Fifty-Four Thousand and Thirty Eighty Shares)
Par value 0.10 Baht (Ten Satang)

Classified as:

Ordinary Shares 3,471,054,038 Shares (Three Billion, Four Hundred and Seventy-One Million, Fifty-Four Thousand and Thirty Eighty Shares)
Preferred Stock - Shares (-)”

In this regard, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar’s order.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders’ meeting to approve the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the reduction in registered capital.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders attending and have voting rights.

Agenda 10 To consider approving the change of the Company’s name

Fact and reason

The Board of Directors’ meeting approved the change of the Company’s name.

Existing Name	New Name
Mono Technology Public Company Limited	Mono Next Public Company Limited

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the change of the Company's name to Mono Next Public Company Limited.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders attending and have voting rights.

Agenda 11 To consider approving the amendment of Clause 1. of the Company's Memorandum of Association to conform with the change of the Company's name

Fact and reason

The Board of Directors' meeting approved the amendment of Clause 1. of the Company's Memorandum of Association to conform with the change of the Company's name.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the amendment of Clause 1. of the Company's Memorandum of Association to conform with the change of the Company's name.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders attending and have voting rights.

Agenda 12 To consider approving the amendment of the Company regulations Article 1, Article 2, and Article 46 to conform with the changes of the Company's name and the Company's seal

Fact and reason

The Board of Directors' meeting approved the amendment of the Company regulations Article 1, Article 2, and Article 46 to conform with the changes of the Company's name and the Company's seal.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the amendment of the Company regulations Article 1, Article 2, and Article 46 to conform with the changes of the Company's name and the Company's seal.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders attending and have voting rights.

Agenda 13 To consider other matters (if any)

Fact and reason

According to the Public Limited Company Act B.E.2535 (amended in B.E. 2544), Clause 2 of Section 105, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter.

Opinion of the Board

The Board of Directors deemed it appropriate to include this agenda to allow any shareholder to propose the meeting to consider matters other than those determined by the Board of Directors for this meeting.

The Company has fixed the record date for the shareholders to attend the 2020 AGM on Tuesday, July 7, 2020.

Please be invited to attend the meeting at the date, time and place specified above and bring the registration form to the 2020 Annual General Meeting of Shareholders. As a shareholder attending the meeting in person, kindly show your identification card upon your attendance. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form as appeared in Enclosure 10 (affix 20 Baht duty stamp) and enclose documents or evidences of the shareholder or proxy holder entitled to attend the shareholders' meeting, then submit them to the meeting prior to the convening of the meeting. For foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Form B or Form C. Other shareholders can use only one proxy form (Proxy Form A or Proxy Form B). For your convenience, the Company would like to recommend the Proxy Form B which provides more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Affairs Department of the Company or download these forms from www.mono.co.th, Investor Relations section, Shareholder Information sub-category.

As a shareholder, you may appoint any person or one of the following independent directors of the Company to attend the meeting and vote on your behalf:

- | | | |
|------------------|----------------------|--|
| 1. Mrs. Punnee | Worawuthichongsathit | Chairman and Independent Director |
| 2. Mr. Preecha | Leelasithorn | Independent Director, Chairman of the Audit Committee, and Chairman of Nomination and Remuneration Committee |
| 3. Mr. Kriengsak | Thiennukul | Independent Director, Member of the Audit Committee, and Member of Nomination and Remuneration Committee |

(Please view details of the recommended proxy holders in Enclosure 6)

Yours sincerely,

Mono Technology Public Company Limited



(Mr. Patompong Sirachairat)

Director



(Mr. Navamin Prasopnet)

Director

MONOTECHNOLOGY
PUBLIC COMPANY LIMITED



(Translation)

Mono Technology Public Company Limited
Minutes of 2019 Annual General Meeting of Shareholders

Date and place

The meeting was held on Tuesday, April 23, 2019 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Changwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120.

Directors attending the meeting

- | | | |
|--------------------|----------------------|---|
| 1. Mr. Pete | Bodharamik | Chairman |
| 2. Mr. Navamin | Prasopnet | Director, Assistant Chairman, Chairman of Executive Committee, Chairman of Risk Management Committee, and Chief Marketing Officer |
| 3. Mr. Sang Do Lee | | Director, Executive Director, and Chief Executive Officer |
| 4. Mr. Patompong | Sirachairat | Director, Executive Director, Member of Risk Management Committee, and Chief Operating Officer |
| 5. Mr. Komsak | Wattanasriroj | Director, Executive Director, and Chief Financial Officer |
| 6. Mr. Siri | Luengsawat | Director |
| 7. Mrs. Punnee | Worawuthichongsathit | Independent Director, Chairperson of Audit Committee and Member of Nomination and Remuneration Committee |
| 8. Mr. Preecha | Leelasithorn | Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 9. Mr. Kriengsak | Thiennukul | Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee |

Executives attending the meeting

- | | | |
|-------------------|----------------|---|
| 1. Mr. Jiraprawat | Boonyasen | Senior Vice President – Mobile Internet |
| 2. Miss Benjawan | Rakwong | Senior Vice President – Administration and Executive Director |
| 3. Miss Pitirudee | Sirisamphan | Vice President – Corporate Affairs and Company Secretary |
| 4. Miss Paweena | Poonpattanasuk | Vice President – Accounting and Finance |
| 5. Mr. Teerasak | Tharaworn | Vice President – Human Resources |

Relevant person attending the meeting

- | | | |
|------------------|-------------|--|
| 1. Ms. Krongkaew | Limkittikul | Auditor, EY Office Limited |
| 2. Mrs. Nittaya | Kietsarikul | Legal Advisor, Seri Manop & Doyle Ltd. |

Preliminary proceeding

Miss Pitirudee Sirisamphan, the Company Secretary, introduced directors. Currently the Company has nine directors. All of them participated in the meeting on April 23, 2019, calculated as 100 percent of all directors. Executives, auditors, and legal advisor attending the meeting and informed the meeting procedure and voting

process for each agenda. For voting in 2019 AGM, the Chairman of the meeting shall ask shareholders attending the meeting whether they disagree or abstain :

- In case that no shareholder disagrees or abstains his/her vote, this shall be considered they give approval for the said agenda.
- Those who would like to show their disagreement or abstention must raise their hands in order to ask staff to collect their ballots given to all shareholders at the registration process. The votes for disagreement or abstention will be subtracted from the total votes of shareholders attending the meeting and having the right to vote for each agenda. For proxy holders using the proxy form B or C in which shareholders has already specified their intention, the votes shall be recorded in the vote counting system at the registration process.
- After the presentation by directors in each agenda, the Chairman asks shareholders to make inquiries about each agenda as appropriate. Shareholders who would like to make inquiries were invited to stand in front of microphone or they can raise their hand in order to ask staff to give them the microphone. Then, they are invited to introduce themselves in terms of names, shareholding status and number of shareholders before making inquiries or expressing their opinion.

After the Chairman announces that time for receiving ballots is up, all ballots sent to the staff after such announcement shall be regarded as void and shall not be included in vote counting.

Also, any ballot with the following conditions shall be regarded as an invalid ballot:

1. A ballot of other agenda
2. A ballot with no mark
3. A ballot with several marks

Nevertheless, split of votes is allowed for the shareholder having appointed custodians.

4. A damaged ballot with unclear voting intention by shareholders

After the time for receiving ballots is up, the Chairman shall begin the new agenda while waiting for vote counting for time saving. After the vote counting is finished, the voting result of each agenda shall be announced by Miss Rungtiwa Charurattanaporn.

Regarding voting, one share is counted as one vote. In consideration for agenda regarding election of directors, Article 16 of the Company's Articles of Association shall be applied as per the following rules and methods:

- (1) One share (1) is equal to one vote (1).
- (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as directors, but he/she cannot split his/her votes among any such persons.
- (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceeding the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote

from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

During September 28, 2018 to December 31, 2018, the Company invited shareholders to send the question in advance for the 2019 Annual General Meeting of Shareholders. The announcement was posted on www.mono.co.th, under the “Investor Relations” page. On January 30, 2019, the Company informed The Stock Exchange of Thailand (SET) and shareholders that none of the shareholders sent any question to the Company.

After that, Mr. Pete Bodharamik, the Chairman of the meeting, announced that there were 76 shareholders holding 2,377,793,202 shares and 49 proxy holders holding 105,868,000 shares attended the meeting. The total number of shareholders and proxy holders attended the meeting was 125 with shareholding of 2,483,661,202 shares out of the entire shareholders of 9,985 with the total number of issued and subscribed shares with the right to vote of 3,471,029,658 shares, or equivalent to 71.55 percent of all the issued and subscribed shares of the Company which had the right to vote, thereby constituting a quorum according to Article 33 of the Company’s Article of Association. The Chairman declared the meeting convened and two proxy holders which were Ms. Ponpenpisut Leeprasomsong and Ms. Sopawadee Chumee volunteered to witness the vote counting throughout the meeting. Then, the Chairman asked the meeting to consider agendas respectively as mentioned in the notice:

Agenda 1 To consider certifying the minutes of the 2018 Annual General Meeting of Shareholders, held on April 25, 2018

The Chairman informed that the minutes of the 2018 Annual General Meeting of Shareholders held on April 26, 2018 had been set as an enclosure of the 2019 AGM notice to all shareholders.

When no recommendations and questions related to this agenda were made, the Chairman proposed the shareholders’ meeting to vote.

Resolution of the Meeting :

The shareholders’ meeting resolved to certify the minutes of the 2018 Annual General Meeting of Shareholders, held on April 26, 2018. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,484,179,802	100.0000
2. Disagree	0	0.0000
3. Abstain	17,600	-
4. Invalid Ballots	0	-
Total 131 Shareholders	2,484,197,402	-

Agenda 2 To acknowledge the Board of Directors’ annual report on the Company’s operation result during the year 2018

The Chairman informed the meeting that the Company’s operation result of the year 2018 was shown in the 2018 Annual Report according to Enclosure 2 and Enclosure 3 which were sent to all shareholders together with the 2019 AGM notice. The Board of Directors had considered such report and was of the opinion that it was correct and adequate to propose to the shareholders’ meeting for acknowledgement.

The Chairman assigned Mr. Sang Do Lee, Chief Executive Officer, to report on corporate governance policy and anti-corruption policy of the Company for the passing as follows:

Mono Group has always placed great importance on business operation based on morality and responsibility for all stakeholders under the principle of good corporate governance. This could be seen as the Company was evaluated in “Excellent” level for 2018 Good Corporate Governance Public Company for 4 consecutive years. The evaluation was conducted by Thai Institute of Directors (IOD). In addition, the fact that the Company has received the certification certifying the member of “Collective Action Coalition Against Corruption” since 2016, the Company adheres to transparency and to fight against all forms of corruption, as revealed in the 2018 Annual Report. On March 4, 2019, the Company has extended the issue on “Collective Action Coalition Against Corruption” to business partners, advisors, and business alliances, asking for cooperation to avoid all forms of corruption, support the policies and practices which are complied with the Company about making requests, receiving objects, and bribery, as well as promote straightforward business operation and fair business competition. Therefore, the Company shall be able to increase its reliability and create long term confidence for investors.

The Chairman assigned Mr. Komsak Wattanasriroj, Chief Financial Officer, to report the Company’s financial statement and the Company’s 2018 operation result to all shareholders, with details summarized as follows:

1. The total assets of Mono Technology PCL. and subsidiaries was 5,765 million Baht. Current assets totaled 740 million Baht. Land, buildings and equipment, and intangible assets amounted to 3,305 million Baht and non-current assets amounted to 1,720 million Baht. Comparing to the year 2017, the total assets increased by 28 million Baht or 0.5 percent. Buildings and intangible assets increased by 286 million Baht. Cash, debtor, and investment decreased by 131 million Baht.
2. The total liabilities of the year 2018 were 3,124 million Baht. Current liabilities was 868 million Baht and non-current liabilities was 2,256 million Baht. Comparing to the year 2017, the total liabilities increased by 127 million Baht or 4 percent as trade and other payable increased by 105 million Baht, and bank loan increased by 23 million Baht.
3. The total shareholders’ equity was 2,641 million Baht. Comparing to the year 2017, the number decreased by 98 million Baht or 4 percent. During the year 2018, there was a capital increase of 200 million Baht, whereas net loss was 193 million Baht. Dividend payment was 104 million Baht.

4. The total revenue of the year 2018 was 2,508 million Baht. The number decreased by 68 million Baht or 3 percent. The reduction of income came from the decreased of mobile phone service by 425 million Baht, whereas the increase of income from TV advertising did not cover the decrease of mobile phone service.
5. TV advertising. (Income from TV advertising increased by 557 million Baht. Income from subscription decreased by 169 million Baht. Income from online advertising increased 4 million Baht. Income from movie business increased 22 million Baht. Income from sponsorship increased 43 million Baht.)
6. EBITDA of the year 2018 was 1,202 million Baht. The number decreased only 5 million Baht. Net loss of the year 2018 was 193 million Baht. Loss increased 251 million Baht. The increase of loss came from the decrease of income from mobile phone service.

The important movements in 2018 included:

April

Website MThai.com received Best Website Award from Press Awards 2018 or Nas-Aiyara Award presented by Mass Communication Association of Thailand.

June

Mono Travel Co., Ltd., with the cooperation of MONO29 channel, starts home shopping business. “29Shopping” has aired on MONO29 presenting different kinds of quality products to enable ecommerce to generate more revenue for Mono Group.

August

Monomax, video-on-demand business of Mono Group, was rebranded for a better recognition. Live stream content was added to strengthen the content library and provide a variety of choices to satisfy customers.

September

Mono Group launched application TUTOR ME, a quality online knowledge library which covers all subjects. This application is available on any platforms like computer, smartphone, and smart devices. TUTOR ME is also available on iOS and Android devices.

Ms. Patsharin Chanmetha, a minor shareholder, asked the following questions.

- As the Company made a capital increase of 200 million Baht last year, which section of the increase went to? And why did the Company sustain a loss of over 200 million Baht in the 2 final quarters last year?
How did application development and added contents increase the Company’s revenues?

Mr. Komsak Wattanasriroj clarified that the capital increase of 200 million Baht was for the case that warrant holders exercised their rights to convert the warrant to 80 million units, which was not the latest capital increase. Regarding the loss last year, a revenue earning from mobile phone value added service declined 425 million Baht while TV revenue steadily and continually increased.

The Chairman assigned Mr. Navamin Prasopnet, Chief Marketing Officer, to report the turnover and the overview of Mono Group. These topics will be explained as follows.

Mr. Navamin reported important movements in 2018 concerning the operating result and financial performance which are the additional information regarding Mr. Komsak's report. Details of important movements in 2018 are as follows:

The rating of MONO29 rose from number 4 to number 3, which resulted in the growth of rating at 20 percent. As a result, advertisement rate during prime time was adjusted to increase by 50 percent. Another important point was that the rerun movies still gained rating. The rating did not drop, however, rose higher. For example, Fast and Furious 7 which gained the rating of 3.6 in 2017 gained the rating up to 4.2 for its rerun in 2018. G.I. Joe's first broadcasting gained the rating of 3.5 whereas its rerun gained the rating of 3.755. Fast and Furious 6 which was broadcasted in 2017 and gained the rating of 3.2, gained the rating of 3.6 for its rerun in 2018. This has shown that the movies still generated income and resulted in the growth of rating.

As for MThai, the website received Press Award for reporting the incident at Thamlung. MThai had kept a close update on the situation, and therefore, received awards from government and media sectors.

In the third quarter of 2018, Monomax, a video online streaming service similar to Netflix, was launched with a monthly service charge of 250 Baht per month. The Company tried to promote Monomax as another channel to increase the revenue of Mono Group. In addition, more contents were added from 10,000 hours to 20,000 hours, with series from Hollywood, Hong Kong, China, and Taiwan, including cartoons and awarded movies. Another factor for the success of Monomax was the marketing campaign with MONO29 channel, for example, series which were aired on MONO29 would also aired on Monomax. This marketing campaign brought a great success as it enabled the audience to see the contents through every channel, and the service would be developed continuously.

For the remaining airtime, the management utilized it to get more benefit by launching 29Shopping, a TV shopping program. The business was currently in the stage of learning. 29Shopping started its marketing in the third quarter with only 60 SKU (Stock Keeping Unit) initially. In 2019, it was targeted to reach 150 SKU. Revenue increased from 7 million Baht in the third quarter to 12 million Baht in the fourth quarter of 2018, and finally reached 23 million Baht in the first quarter of 2019, which was the growth of 92 percent approximately. It was expected that 29Shopping would be the new business to generate additional income for MONO Group.

As for financial highlights, the total revenue decreased by only 3 percent. Nevertheless, advertising income had risen from 2015 to 2018, with 15 percent growth during 2017 and 2018. Unfortunately, MVAS business was in its downturn and the Company had tried continuously to maintain the situation. In the previous year, revenue from this sector decreased considerably from 722 million Baht to 295 million Baht. As a result, the overall business operation of last year showed a loss, nevertheless, the total revenue was declined only by 2.6 percent.

Considering the cost, major cost came from contents which rose by 18 percent from the previous year. This was because the Company had to invest in the copyrights of series and movies to add more contents for Monomax. However, the total cost slightly increased by 3 percent and the management continuously put the effort on cost management with utmost efficiency.

The overall OPEX (Operating Expenditure) rose by 10 percent from heavy marketing investment as more movies were bought to theaters. That part of expense grew according to the revenue.

Expenditure on salary increased by 8 percent which considered normal. For both cost and expenditure, the management put the effort in keeping control of the increasing expenses with the most efficient practices.

The overall operating result of Mono Group showed a loss of 193 million Baht as the revenue from MVAS business declined, nevertheless, the Company had sought for additional income for substitution. Revenue from events and sponsorships appeared growth. In the previous year, the Company put more emphasis on organizing events which led to income mainly from selling ads and sponsorships. There were 4 major events in the former years. MThai Top Talk-About was held annually. New Year Countdown held in Pattaya at the beginning of the year with the cooperation of Pattaya City who requested for another countdown in the coming year and probably in other years so on. The latest event was Songkran Festival with the cooperation of Khonkaen City to close Khao Niao Rd. for Guinness Book record of Thailand Human Wave. People in Khonkaen were very interested in the event and the Company gained many sponsorships. Another event was basketball which Mono originally supported. The overall of sponsorship business appeared a continued growth from 2016 to 2018. Revenue from that sector in the previous year was higher than the other years as it increased from 81 million Baht to 150 million Baht, the expected number for the first quarter of 2019 which was likely to success.

Regarding Monomax, at present, the Company viewed itself as the number one video on demand streaming service provider in Thailand. There was a business synergy between MONO29 and Monomax, and the Company saw a lot of opportunity for the growth of this business. It was obvious that consumer behavior continued to shift from TV to video on demand and the Internet had an increasing role in daily life. The management had also prepared for the disruption. The Company had a good understanding about the market of Thai consumers, knowing what they wanted. The Company provided subtitles or soundtracks for all of the movies and series on Monomax whereas other provider had no or less of the service. The Company had good relationship with foreign suppliers as MONO29 channel always traded with oversea operators. Therefore, there was no problem concerning the relationship in purchasing movies and series. On the other hand, it could be regarded as the advantage of the

Company over other service providers as the Company could leverage the marketing campaign between MONO29 and Monomax. Some contents would be aired and promoted in the same period for both MONO29 and Monomax, which increased the efficiency of advertising campaign. The Company predicted that in the current year, Monomax would show a considerable growth as it appeared that in September 2018, there were 171 customers, at the end of the fourth quarter of 2018, the actual number of paid customers was 4,400, and recently at the end of the first quarter of the current year, the number of subscriptions rose to 11,000. This was due to the purchasing of more contents and heavy marketing. For the current year, the Company expected the number to double every quarter. The target expected to increase was 10,000 subscriptions in the first quarter, 30,000 in the second quarter, 60,000 in the third quarter, and 120,000 in the fourth quarter.

As for MONO29, rating was increased by 20 percent. Advertising rate during prime time rose by 50 percent. The Company had arranged various advertising packages as well as launched marketing campaigns with other business. The duration for airing movies and series after leaving the theater was also shortened to an approximately 16–18 months currently. This was regarded as the strength which enabled rating to rise higher. In January and February, the advertising rate slightly moved as the Company had not applied the new advertising rate. The new rate was applied lately in March, as it could be seen that the advertising rate rose from 220 million Baht to 235 million Baht. The utilization stayed the same while revenue increased as advertising rate moved higher. In April, change in the revenue from advertising could be seen. It was a predicted number, but it was close to the actual number of 190 million Baht, increasing from 168 million Baht as of the previous year. In May, the number was expected at 195 million Baht. The Company was rather certain to reach the predicted number and that the advertising rate would surely increase from last year, at least 20 percent approximately. As for rating, the Company continued to acquire new movies and series. A video record of trailers of new movies and series would be presented to the shareholders. The Company believed that these new contents would promote the increase of rating.

In conclusion of the year 2019, revenue was expected to grow by 15–25 percent. EBITDA margin was 50–60 percent, which the Company strived to maintain the same number as of the previous year. Depreciation and amortization was 1,000–1,200 million Baht.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Ms. Patsharin Chanmetha, a minor shareholder, asked the following question.

- Why did the TV advertising rate reach its peak in March?

Mr. Navamin Prasopnet answered that the TV advertising rate became highest in every March of each year; and this applied to every channel. This was probably due to activities occurring during Motor Show period, causing several car manufacturers to pay more for the advertisement.

Ms. Vilailuck Pratipanwat, a minor shareholder, asked the following questions.

- Will Monomax allow 1 account to stream 4 devices at the same time as Netflix?

- Will the concession fee waived in the remaining 2 final instalments make the Company return to profit this year? If so, how much profit will the Company earn?
- Suggested a comparison study of strengths and weaknesses between Monomax and Netflix to increase the number of members.
- Please clarify about the incomes and business trends of home shopping and music business.

Mr. Pete Bodharamik replied that Monomax business was likely to get much better with variety of contents. Netflix and Monomax had different original contents. MONO29 produced our own contents, for example, Bangkok Vampire, Naresuan, Angels, and others, which worked well when promoted. As seeming to be local contents, they could be sold in ASEAN region which could be our future step forward.

We could not compare Monomax with Netflix in the context of a worldwide brand, however, the interesting thing of this business was it could be compared video rental stores which had been widespread in the past, but not at the present as many people changed themselves to watch online instead. These people at the time started paying 250 Baht according to the price increase we designated at the end of the previous year. It was inexpensive, and they could view on 4-5 devices. Recently, Bangkok Vampire was aired at the same time with Monomax. Customers who desired to watch it for free were able to see it at the channel while series fans who wanted to watch from the first episode to the final episode could subscribe and watch on Monomax. With a great number of subscriptions, we believed that this was an intriguing strategy. It was estimated that the number of subscriptions could climb up to 120,000 by the end of this year. If this happened, the revenues would make a comeback to 300 million Baht a year from this business. When combined with other event businesses, it could probably generate revenues around 150-160 million Baht in the present year, making a total of 400-500 million baht which could substitute the loss of income from MVAS.

SMS business was at the time no longer supported, therefore, we did not expect, but sought new business to support. The ads on TV were doing well. There were, in fact, 2 periods which we could earn considerable revenues and another period was November, particularly Motor Show or Motor Expo event where car manufactures invested heavily on ads to increase their sales as a seasonal effect.

In case of the fall of share price, it was due to a downtrend in overall digital TV industry. As there were many channels, ads were shared to other channels. The first and second leading TV channels were facing this problem as well. What was interesting was that our prime time cost was approximately 150,000 Baht per minute. For Channel 3 and Channel 7, we believed, the price was 300,000 Baht per minute and this price was currently unusable, but they applied the strategy of buy 1 get 1 to lower their price closer to us which was an optimum point. Another great thing was Office of the National Broadcasting and Telecommunications Commissions (NBTC) announced relief measures allowing operators to return their license and offer license cost relief. This could be claimed that the Company would gain an extra profit in the second and third quarters which was good for the Company. Regarding the cash flow, we were not required to pay around 1 billion Baht, and as far as we knew, there were at least 5 channels leaving the screen, which would create an opportunity to sell more advertisements. The overall TV business could be better with less competitive business rivals. For us, we did not

put the highlight on only TV, but Monomax as well. Therefore, even if the watching trend was either on screen or online, we still had businesses supporting us in both ways. The growing revenues in the future would be sustainable. We wanted you to follow and see how well Monomax would perform. If its performance came out very well, it could be a snowball effect. If the business was growing gradually, our stock price would be better, which we brought into our consideration. We have done many things since late previous year, so those things would come to effect this year.

Ms. Patsharin Chanmetha, a minor shareholder, asked the following questions.

- How much growth of the event business is the Company targeting? How competitive is the business since everyone is doing the same thing?

Mr. Pete Bodharamik answered that the growth we were aiming was approximately 100%. This was from an example at the end of the previous year when the countdown was organized in Pattaya. The venue was chosen as there were many tourists and it was easy to find sponsors. During 3 days of the event, there were about 100,000 people, which was very successful. It could be claimed that it was the biggest countdown in the country. There was requirement from Pattaya governor to extend the event from 3 days to 7 days in the coming year. We also had Mono Music artists and many artist partnerships. The revenues would come from these big events which were easily sold. Also, we already had a channel to promote. Sponsors loved these big events in the provincial areas as they got to the location and participated in the event. We believed that it was hard for rivals to compete with us. If we did great in the present year, they would choose to work with us again in the coming year, and this would further continue.

Regarding the concert event at the studio, it made a continuous growth. We had several sponsors from Government Savings Bank and Dhipaya Insurance, as well as new customers. If it was not grand concert (300-400 seats), we would arrange a privilege package for the customer which we were able to use other artists from different record labels. This business segment was likely to grow.

When no more recommendations and questions related to this agenda were made, the Chairman informed the meeting that the Agenda 2 was for acknowledgement. Thus, no voting was required.

The meeting acknowledged the Company's operation result for 2018 as reported.

Agenda 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2018

The Chairman proposed the meeting to consider the Company's financial statements and auditor's report for the year ended December 31, 2018 that was audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors as shown in the financial statements and the auditor's report for the year ended December 31, 2018 (Enclosure 2 of the 2019 AGM notice)

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Ms. Patsharin Chanmetha, a minor shareholder, asked the following questions.

- According to page 136 of the Annual Report, what is the meaning of the statement saying that the profit from the modification of the terms of payment of the spectrum license fee was 75 million Baht in 2018?
- Did Profit (Loss) before finance cost and income (expenses) which was minus 50 million baht mean that the Company made the loss?
- According to page 137 of the Annual Report, what is the meaning of the statement saying that operating cash flows to operating profit ratio was approximately 700 million Baht?

Mr. Komsak Wattanasriroj answered that a profit of 75 million Baht from modification of terms of payment of the spectrum license fee was from the NBTC notification to postpone license fee payment in 2018, therefore, the accounting figures were adjusted, which was good for the Company, so a profit was shown in the profit section.

Mr. Pete Bodharamik further replied that since the Company won the TV license auction valued 2,200 million Baht, the Company has amortized for 15 years. When the remaining instalments were waived, the expense declined, so the expense of 5 years ago was revised as well. In the present year, we reconciled that expense, resulting in the additional profit like other companies. Until now, NBTC has been helping us. Once the relief measure was applied, the accounting figures would also be adjusted. Therefore, the announcement of Article No. 44 by National Council of Peace and Order (NCPO) was seen as an advantage for the Company.

Mr. Komsak Wattanasriroj further added that 50 million Baht was the amount of loss, but it was the loss before finance cost while the cash ratio margin (%) was the Company's cash. Profitability was minus, so, in 2018, when calculated, the number was in the minus.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the Meeting:

The shareholders' meeting resolved to approve the Company's financial statements and the auditor's report ended December 31, 2018. The resolution was passed by the unanimous vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,484,783,005	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 140 Shareholders	2,484,783,005	-

Agenda 4 To consider approving the allocation of net profit as legal reserve and the dividend payment for the year 2018

The Company Secretary informed the meeting that according to Article 45 of Articles of Association of the Company, “the Company shall appropriate not less than five (5) percent of its annual net profits after the deduction of accumulated loss brought forward (if any) as a reserve fund until such reserve fund reaches not less than ten (10) percent of its registered capital.” Also, the Board of Directors also had the policy to propose the shareholders’ meeting to consider paying dividend from the Company’s financial statements to general shareholders at the ratio of not less than 50 percent of the net profit after income tax deduction each year. 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.

The Board of Directors had considered this matter and deemed it appropriate to propose the shareholders’ meeting to approve the omission of the allocation of net profit as legal reserve because currently the Company has allocated an amount of net profit as a complete legal reserve. The total amount of the legal reserve is 51,970,000.00 Baht (Fifty-one million nine hundred seventy thousand Baht), or at least 10 percent of the Company’s registered capital amounting 486,299,997.50 Baht (Four hundred eighty-six million two hundred ninety-nine thousand nine hundred ninety-seven Baht and fifty Satang). In addition, the Board of Directors also proposed the shareholders’ meeting to approve the omission of dividend payment for 2018 operation results, as in 2018, the Company’s operation results (according to the separate financial statement) showed a net loss of 69,053,082.46 Baht (Sixty-nine million fifty-three thousand eighty-two Baht and forty-six Satang). This is also to reserve cash for a continual investment according to the Company’s business plan.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Ms. Patsharin Chanmetha, a minor shareholder, asked why no stock dividend were given in the year 2018.

Mr. Pete Bodharamik answered that the Company was capable of giving dividend in the case that it had gained profit. Dividend could be given in any forms, both cash and shares. Had the Company made profit, dividend would surely be considered.

When no recommendations and questions related to this agenda were made, the Chairman proposed the shareholders’ meeting to vote.

Resolution of the meeting:

The shareholders’ meeting approved the allocation of net profit as legal reserve and the dividend payment for the year 2018 as reported in detail above by the Company Secretary. The resolution was passed by the unanimous vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,484,767,805	100.0000
2. Disagree	0	0.0000
3. Abstain	15,200	-
4. Invalid Ballots	0	-
Total 140 Shareholders	2,484,783,005	-

Agenda 5 To consider approving an appointment of the auditor and to fix the audit fee for the year 2019

The Company Secretary informed the meeting that according to Section 120 of the Public Limited Company Act B.E. 2535 (1992) which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof and by the opinion of the Audit Committee, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the appointment of the following auditors from EY Office Limited be the auditor of the Company for the year 2019:

Name of Auditor	Register No.	Term of being Mono's auditor (Year)	Period approved by SEC
1. Ms. Krongkaew Limkittikul	5874	2	2015 - 2020
2. Mr. Supachai Phanyawattano	3930	3	2017 - 2022
3. Mr. Nattawut Santipet	5730	-	2017 - 2022

These auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and are well recognized by several organizations. They have independence in performing their tasks.

The auditors whose names proposed above have neither the relationship nor any interest with the Company/subsidiaries/executives/major shareholders or related persons of these people. Besides, they belong to the same company with the auditors of the Company's subsidiaries. The audit of subsidiaries in foreign countries shall be done by auditors in each country. The Board of Directors shall be responsible that the financial reports finished in time.

Moreover, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the annual audit fee for the year 2019 as the following details.

Details	2019 (Proposed Year)	2018
1. Audit Fee	1,500,000	1,500,000
2. Non-audit Fee	-	-
Total	1,500,000	1,500,000

The audit fee of 2019 equals to that of 2018, nevertheless, the amount of reviewing and auditing work has increased. During the past year, the Company has never taken non-audit fee from EY Office Limited and from other individual or audit office relevant to the auditors and EY Office Limited. For the benefit of shareholders, the Company herewith submits the profiles of those three auditors (Enclosure 4) together with invitation letter.

When no recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting:

The shareholders' meeting approved the appointment of the auditors from EY Office Limited, whose names appear above as the auditor of the Company for the year 2019 and fixed the annual audit fee for the year 2019 at the amount of not exceeding 1,500,000 Baht. The resolution was passed by the majority vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,484,782,805	100.0000
2. Disagree	0	0.0000
3. Abstain	200	-
4. Invalid Ballots	0	-
Total 140 Shareholders	2,484,783,005	-

Agenda 6 To consider approving the election of directors to replace those who retire by rotation

Before considering this agenda, the Chairman asked the three directors who retire from office to leave the meeting. The Company Secretary informed the meeting that according to Article 17 of Articles of Association of the Company, "At every annual general meeting, one-third (1/3) of the directors shall retire from office. The director who has been in the office for the longest term shall firstly be retired. If their number is not a multiple of three, then the number nearest to one-third must retire from office. The retiring director is eligible for re-election. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the directors who have been in office the longest shall retire first."

Currently, there are 9 director positions. Thus, 3 directors retiring by rotation shall be considered based on the longest terms of office in directorship. Thus, the following three directors who have to retire from office are:

1. Mr. Pete Bodharamik
2. Mr. Preecha Leelasithorn
3. Mr. Kriengsak Thiennukul

The proposed persons have been considered appropriate by the Board of Directors. As for the appointment of independent directors, the Board of Directors deemed that the proposed persons shall be able to give their opinion independently according to related regulations. The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion to propose the shareholders' meeting to approve the re-election of the 3 directors to directorship for another term as in view of the Board, these directors possess the qualifications, knowledge, ability and experiences which are useful for the Company's operation. Nevertheless, no shareholder proposed anyone to be elected as the directors.

The profile and preliminary details of the directors who retired by rotation and were proposed for the re-election were shown in Enclosure 5, page 44 to 47, of the 2019 AGM notice.

To elect the directors to replace those who retired by rotation, the shareholders may exercise their votes to elect an individual director. The election should be made in accordance with the Company's Article 16 of Articles of Association.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote for electing one director at a time.

Resolution of the meeting:

The shareholders' meeting approved electing the 3 directors to resume their positions for another term. The resolution was passed by the majority vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

1. Mr. Pete Bodharamik Position: Chairman
Total (140 shareholders) votes are equal to 2,484,783,005

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of	%	Number of shares	%	Number of	%
2,484,783,005	100.0000	0	0.0000	0	-	0	-

2. Mr. Sang Do Lee Position: Independent Director
Total (140 shareholders) votes are equal to 2,484,783,005

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of	%	Number of shares	%	Number of	%
2,484,783,005	100.0000	0	0.0000	0	-	0	-

3. Mr. Komsak Wattanasriroj Position: Independent Director
Total (140 shareholders) votes are equal to 2,484,783,005

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of	%	Number of shares	%	Number of	%
2,484,783,005	100.0000	0	0.0000	0	-	0	-

Agenda 7 To consider approving the annual remuneration for directors in 2018

The Company Secretary informed the meeting that in 2018, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and other committees of the Company, including the incentive fee at the amount of not exceeding 7 million Baht. For the remuneration in 2019, the Company's Nomination and Remuneration Committee has carefully considered the remuneration for the Board of Directors and other committees of the Company by taking into account the remuneration paid by other companies of the same of industry, the Company's business expansion including the duties and responsibilities of the Board of Directors and other committees; then, is of the opinion that it is appropriate to approve the remuneration and incentive fee for the Board of Directors and other committees for the year 2019 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2018. In addition, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees for the year 2019 at the amount not exceeding 7 million Baht. Details of annual remuneration for directors were as follows:

Position	Remuneration per Month (Baht)	
	2018 (Proposed year)	2017
Chairman	70,000	70,000
Assistant Chairman	30,000	30,000
Director	20,000	20,000
Independent Director	20,000	20,000
Chairperson of the Audit Committee	20,000	20,000
Member of the Audit Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	20,000 (Baht/attendance)	10,000 (Baht/attendance)
Member of the Nomination and Remuneration Committee	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Incentive fee for the Company's directors	not exceeding 2 million Baht	not exceeding 2 million Baht
Other Benefits	None	None

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees. Please view detailed scopes of duties of the Board of Directors and other committees of the Company in Shareholding and Management Structures part of the 2018 Annual Report.

The resolution of this agenda shall be adopted by the vote of not less than two-thirds of the total votes of shareholders attending the meeting.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Ms. Patsharin Chanmetha, a minor shareholder, asked that the remuneration which was not exceeding 2 million Baht was per person or per total amount. She also wanted to know the total amount of the remuneration paid to chairpersons and directors.

Mr. Pete Bodharamik answered that the total amount of the remuneration for directors was not exceeding 7 million Baht. The remuneration was paid to all committees. The detail about the remuneration appeared in 2018 Annual Report, page 64.

Mr. Komsak Wattanasriroj further added that in every occasion of the AGM, the Company would make a request for the remuneration for directors in an amount of 7 million Baht, nevertheless, in the former year, only 3,700,000 Baht had been spent. The detail about the issue appeared in MD&A on page 136. The amount was included in administrative expenses.

When no recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting:

The shareholders' meeting approved fixing the directors' and other committees' remuneration for the year 2019 at the amount of not exceeding 7,000,000 Baht (Seven Million Baht). The resolution was passed by the unanimous vote of shareholders attending the meeting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,484,782,805	100.0000
2. Disagree	0	0.0000
3. Abstain	200	0.0000
4. Invalid Ballots	0	0.0000
Total 140 Shareholders	2,484,783,005	100.0000

Agenda 8 To consider other matters (if any)

The Company Secretary informed that in agenda 10, according to the Public Limited Company Act B.E.2535 (amended in B.E. 2544), Clause 2 of Section 105, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter. Therefore, shareholders who want to propose other matters than those set out in the invitation letter must have the total amount of share of not less than 1,157,009,886 shares from the total issued shares with the right to vote of 3,471,029,658 shares. No shareholder proposed other matters to the meeting.

Some shareholders raised questions and showed their opinion concerning this agenda.

Ms. Patsharin Chanmetha, a minor shareholder, asked the following questions.

- Last year, there were shareholders who exercised their rights and converted MONO-W1 to 80 million units. As there were still approximately 800 million units left and some of the committee were holding around 1 billion unit, what would Mr. Pete do to the remaining warrant units? Would he leave them to zero or would he help the Company by exercising and converting them to the ordinary shares which were later added to the Company capital?
- Please explain why MVAS operational performance declined.

Mr. Pete Bodharamik replied to the first question in an overall picture that the Company should see how the share price was going in the remaining 5-6 months and whether the operational performance was getting better. Had Monomax grew rapidly, the share price would move and be exercised, which he could not give the shareholder a clear answer.


In response to the second question, the SMS business was almost gone due to the emerge of mobile internet as a business cycle. Therefore, once technology changed, the Company had to change as well. According to those changes, there were incomes from other businesses in addition to TV business which was performing well currently.


Ms. Patsharin Chanmetha, a minor shareholder, further asked whether MONO had a policy to buy back its shares to slow down the falling price; and as Mr. Pete loaned money from banks to repurchase, for example, JAS and JTS, why hadn't Mr. Pete done the same for MONO.

Mr. Pete Bodharamik answered no comment to the questions.

Mr. Chalermchai Joomdok, a minor shareholder, stated that digital TV business had been severely affected from internet technology and online media. He believed that things would be getting better and that the Board of Directors had a vision to turn everything back to normal. Advertising income was believed to increase from the restored prime time. He would like to encourage the Board of Directors to move forward the organization. He was confident that MONO was truly a public digital TV operator as noticing from several places, such as restaurants, having their TV tuned on MONO29 channel.

The meeting adjourned at 15.45 hrs.

Signed Chairman of the Meeting
(Mr. Pete Bodharamik)

Signed Minutes Taker
(Miss Pitirudee Sirisamphan)

The 2019 annual report, including the Company's financial statements and auditor's report

ended December 31, 2019, accessible through QR Code

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code below.



QR Code Downloading Procedures for the Annual Report 2019

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- Open Line application and click on “Add friend”
 - Choose “QR Code”
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

Company's financial statements and summary of management discussion and analysis from the 2019 annual report

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 judgment 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 judgment 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.

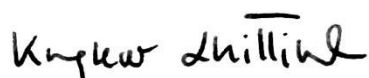
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies 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

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 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	

Statement of Comprehensive Income	Consolidated Financial Statements					
	For the year ended December 31					
	2019		2018		2017	
	Million Baht	%	Million Baht	%	Million Baht	%
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
<u>Liquidity Ratio</u>			
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
<u>Profitability Ratio</u>			
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
<u>Efficiency Ratio</u>			
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
<u>Financial Policy Ratio</u>			
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 the purchase of new contents from international film studios to continually support the broadcasting of “MONO29” and all media platforms, 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 in 2019, advertising revenue and subscription on multiscreen 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

Auditor's Profile

Name: Miss Krongkaew Limkittikul **Age:** 47 years

Nationality: Thai

Certified Public Accountant (Thailand) No. : 5874

Highest Educational Background: Master Degree in Business Administration from Assumption University

Work Experience: Miss Krongkaew has been working with EY for more than 20 years. She audits in various business fields both domestic and international such as manufacturing, distribution and service business. She is a certified auditor of Thailand and a certified auditor who has been approved by the Securities and Exchange Commission.

No. of Shareholding in the Company (%): none

Record of illegal action: none



Name: Mr. Supachai Phanyawattano **Age:** 56 years

Nationality: Thai

Certified Public Accountant (Thailand) No. : 3930

Highest Educational Background: Master Degree in Management from Sasin Graduate Institute of Business Administration of Chulalongkorn University

Work Experience: Mr. Supachai has been working with EY for more than 30 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in manufacturing, real estate, construction, telecommunications and entertainment.

No. of Shareholding in the Company (%): none

Record of illegal action: none



Name: Mr. Natthawut Santipet **Age:** 46 years

Nationality: Thai

Certified Public Accountant (Thailand) No. : 5730

Highest Educational Background: Master Degree in Accounting from Thammasat University

Work Experience: Mr. Natthawut has been working with EY for more than 20 years with expertise in manufacturing, distribution, service business, real estate development and construction business. He leads audits in various large companies including those multinational companies and he is a certified auditor who has been approved by the Securities and Exchange Commission (SEC).

No. of Shareholding in the Company (%): none

Record of illegal action: none



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

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

The nomination of directors to replace those who retire by rotation in 2020 was considered by the Nomination and Remuneration Committee as well as the Board of Directors. According to the Company's Articles of Association Article 17 stipulating that "At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office. The retiring directors shall be re-elected. The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first." **Therefore, the directors retiring by rotation in 2020 which is the eighth year after becoming a listed company shall be considered based on the longest terms of office in directorship.**

2. Definition of Independent Director

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

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

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

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

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

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

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

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

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

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

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

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

1) Mrs. Punnee Worawuthichongsathit

Proposed Director Position : Chairman and Independent Director

Age : 68 Years

Education : Master of Accountancy, Chulalongkorn University



Certified Public Accountant (CPA) Registration No. 2960 (Thailand)

Certified Internal Auditor (CIA), IIA, USA

Certified Professional Internal Auditor (CPIA) and Qualified Internal Auditor (QIA) , IIA, Thailand

Chartered Directors, IOD

Tax Law Certification Class 1, Judicial Training Institute

Training for director course : Thai Institute of Directors Association (IOD)

- Driving Company Success with IT Governance (ITG), Class 4/2017
- Ethical Leadership Program Class 2/2015
- Anti-Corruption for Executive Program (ACEP) Class10/2014
- Anti-Corruption : The Practice Guide (ACPG) Class 10/2014
- Role of the Nomination and Governance Committee, Class 1/2011
- Role of the Chairman Program (RCP), Class 25/2011
- Monitoring Fraud Risk Management, Class1/2009
- Refresher Course DCP, Class 2/2009
- Monitoring the System of Internal Control and Risk Management, Class 2/2008
- Role of the Compensation Committee, Class 7/2008
- Monitoring the Internal Audit Function, Class 1/2007
- Monitoring the Quality of Financial Report, Class 5/2007
- Improving the Quality of Financial Report, Class 1/2006
- Audit Committee Program (ACP), Class 2/2004
- Director Certification Program (DCP), Class38/2003
- Director Accreditation Program (DAP), Class 2/2003

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.		
Shareholding in the Company (%) ¹	:	None*	
Position of director/executive in other companies	:	None	
which may cause conflicts of interest to the Company			
Date of being appointed as director	:	March 9, 2012	
Duration of being director	:	8 years	
Meeting attendance in 2019	:	AGM 2019	: 1/1
		Board of Directors' Meeting	: 7/7
		Audit Committee Meeting	: 5/5
		Nomination and Remuneration Committee Meeting	: 2/2

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

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

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

2) Mr. Siri Luengsaawat

Proposed Director Position : Director

Age : 65 Years

Education : Upper Secondary School, Mattayom Dan Samrong School

Training for director course : Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP), Class 105/2008

Experience : Directorship in listed companies

2012 – Present Director, Mono Technology PCL.

Directorship in other Companies

2014 – Present Director, Herbal King Trading Co., Ltd.

2006 – Present Director, Subsidiaries of Mono Technology PCL. (5 subsidiaries)

2003 – Present Director, Angel Trading International Co., Ltd.

Shareholding in the Company (%)¹ : None

Position of director/executive in other companies : None

which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 8 years

Meeting attendance in 2019 : AGM 2019 : 1/1
Board of Director's Meeting : 7/7¹ Includes holdings by spouse and minor children as of December 31, 2019

3) Mr. Patompong Sirachairat

Proposed Director Position : Director

Age : 40 Years

Education : Master Degree, Business Administration,
Chulalongkorn University

Master Degree, Engineering, Software and System,
University of Technology, Australia



Training for director course : Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP), Class 237/2017

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.

(14 subsidiaries)

Shareholding in the Company (%)¹ : 0.19

Position of director/executive in other companies : None

which may cause conflicts of interest to the Company

Date of being appointed as director : February 21, 2017

Duration of being director : 3 Years

Meeting attendance in 2019 : AGM 2019 : 1/1

Board of Director's Meeting : 7/7

Executive Committee's Meeting : 22/23

Risk Management Committee's Meeting : 5/5

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

Profile of the Independent Directors Proposed to Act as Proxies for Shareholders

The shareholders who cannot attend the meeting may choose to appoint the following independent directors as the proxy to attend the meeting on their behalf.

1. Mrs. Punnee Worawuthichongsathit

Position : Chairman and Independent Director
Age : 68 years
Resident : Mono Technology Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120



Interest in considering each agenda :

Agenda 6 Directors who retiring by rotation and proposed the shareholders' meeting for re-election.

2. Mr. Preecha Leelasithorn

Position : Independent Director, Chairman of Audit Committee and
Chairman of Nomination and Remuneration Committee
Age : 57 years
Resident : Mono Technology Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120



Interest in considering each agenda : -None-

3. Mr. Kriengsak Thiennukul

Position : Independent Director, Member of Audit Committee and
Member of Nomination and Remuneration Committee
Age : 55 years
Resident : Mono Technology Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120



Interest in considering each agenda : -None-

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

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

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

1. Individual

1.1 Thai Shareholder

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

1.2 Foreign Shareholder

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

2. Corporation

2.1 Thai Corporation

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

2.2 Foreign Corporation

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

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

2) Proxy Process

1. There are 3 proxy forms :-

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

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

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

- | | |
|-------------------------------------|--|
| 1) Mrs. Punnee Worawuthichongsathit | Age 68 years
Chairman and Independent Director |
| 2) Mr. Preecha Leelasithorn | Age 57 years
Independent Director, Chairman of Audit Committee and
Chairman of Nomination and Remuneration Committee |
| 3) Mr. Kriengsak Thiennukul, | Age 55 years
Independent Director, Member of Audit Committee and
Member of Nomination and Remuneration Committee |
| Address | Mono Technology Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120 |

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

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

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

3) Registration for Attendance

A shareholder or a proxy holder may register and submit his/her documents or evidences for verification at the meeting venue on Monday, August 10, 2020 from 12.00 hrs.

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

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

4) How to Vote

1. In considering any agenda, the Chairman of the meeting or a person appointed to run the meeting shall ask the shareholders who disagree or abstain to raise their hands. Then, the Company's officer will collect his/her vote card for calculation. The total number of the shareholders attending the meeting and having the right to vote in the meeting will be subtracted by the vote of the shareholders who disagree or abstain according to the number of shares they hold. In case none of the shareholders disagree or abstain the vote, it shall mean that the meeting agrees or approves the proposed matter.
2. A shareholder, having special interest in any matter, cannot vote on that matter. The Chairman of the meeting may request such shareholder to leave the meeting room temporarily while the voting of that particular agenda is in process.
3. The election of directors shall be made in accordance with Article 16 of Articles of Association of the Company.

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

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

- (1) One share (1) is equal to one vote (1).
- (2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.
- (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

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

The retired director is eligible for re-election.

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

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

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

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

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

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

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

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

Article 32 In summoning a shareholders' meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board of Director's opinions on such matters. Such notice shall be sent to the

shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

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

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

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

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

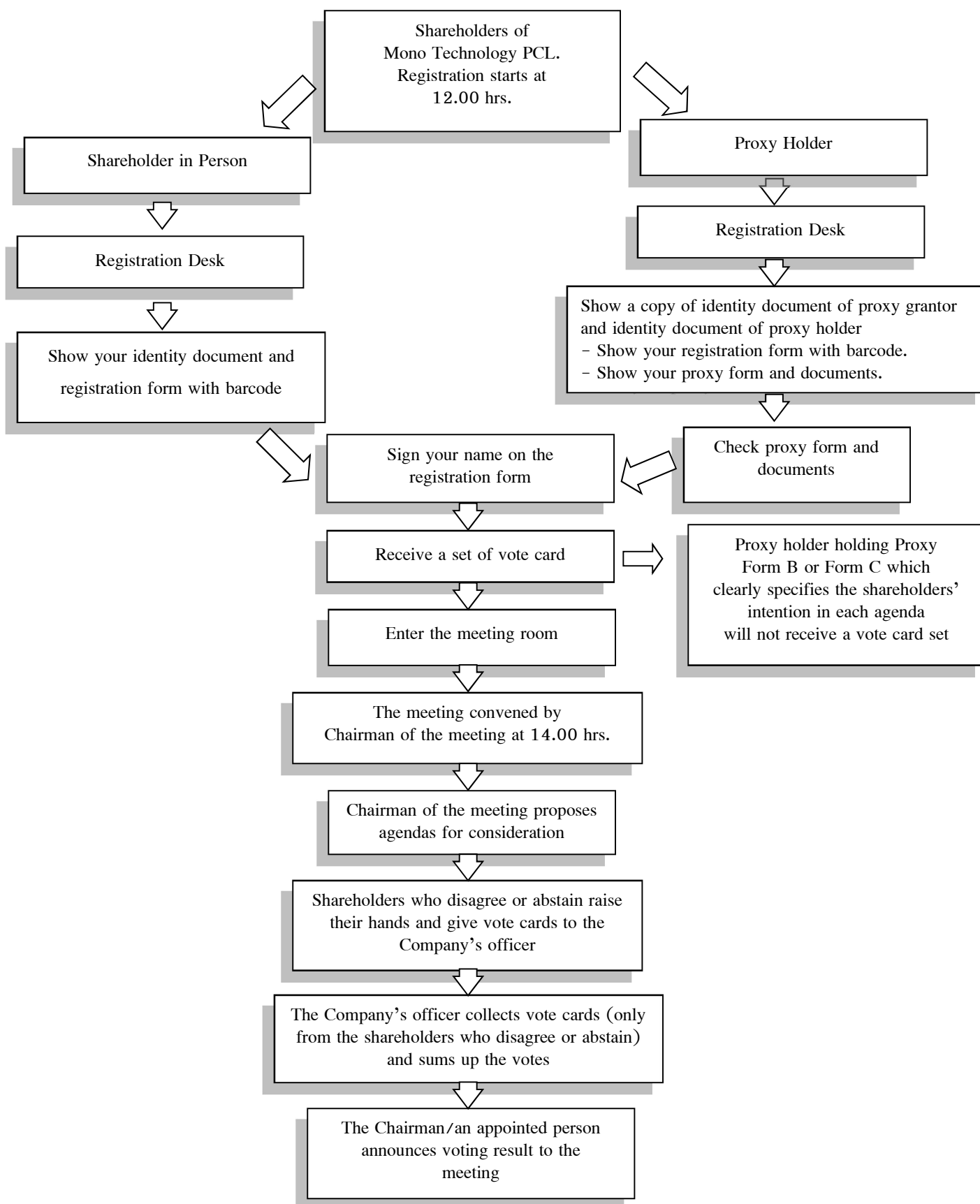
Article 35 For voting at the Annual General Meeting of Shareholders, one share is equal to one vote. Any shareholders has special interest in any matter, such shareholders does not have right to vote in such matter, other than voting for election of directors and the resolution of the meeting of shareholders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

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

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

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

Process of attending the 2020 Annual General Meeting of Shareholders
Mono Technology Public Company Limited
August 10, 2020



** Please return the vote cards for all agendas to the Company officers after the meeting adjourned **

Measures and Guidelines for Attending the 2020 Annual General Meeting of Shareholders

The current situation of the spread of the coronavirus disease 2019 (COVID-19) and the AGM that involves the gathering of a large number of the shareholders are risk factors that lead to the spread of COVID-19. With concern for the safety of all the meeting attendees against the risk of COVID-19 infection, Mono Technology Public Company Limited (the “Company”) has put in place the measures and the guidelines for attending the 2020 Annual General Meeting of Shareholders as follows.

1. Encourage for proxy voting instead of attending the AGM in person

1.1 Shareholders who might be of high risk e.g. those recently traveled to and from abroad, those in close contact with someone who traveled to and from abroad or communicable disease areas or places for COVID-19 announced by the Ministry of Public Health, within 14 days before the date of the AGM, those having a fever or a cold; coughing, gasping or sneezing symptoms and/or showing any respiratory symptoms or other symptoms suspected of being infected with COVID-19, are requested to follow the Department of Disease Control’s precaution by not attending the meeting and instead are suggested to appoint the Company’s Independent Director as their proxy to attend and vote on their behalf.

1.2 The Company requests cooperation from all shareholders even if you are not in a high-risk category to appoint an Independent Director to act as your proxy. The shareholders may use the proxy form and attach the required document as explained in Enclosure 10 of the Notice of the AGM and submit to the following address.

Corporate Affairs and Communication,

Mono Technology PCL.

29/9 Moo 4, Chaiyaphruek Road, Bang Phlap, Pakkred, Nonthaburi, 11120

2. For the shareholders who wish to attend the AGM in person, several measures prepared by the Company could add to the normal registration process on the AGM day. Thus, the Company would like to inform and request for all shareholders’ cooperation to follow the measures as stated herein below.

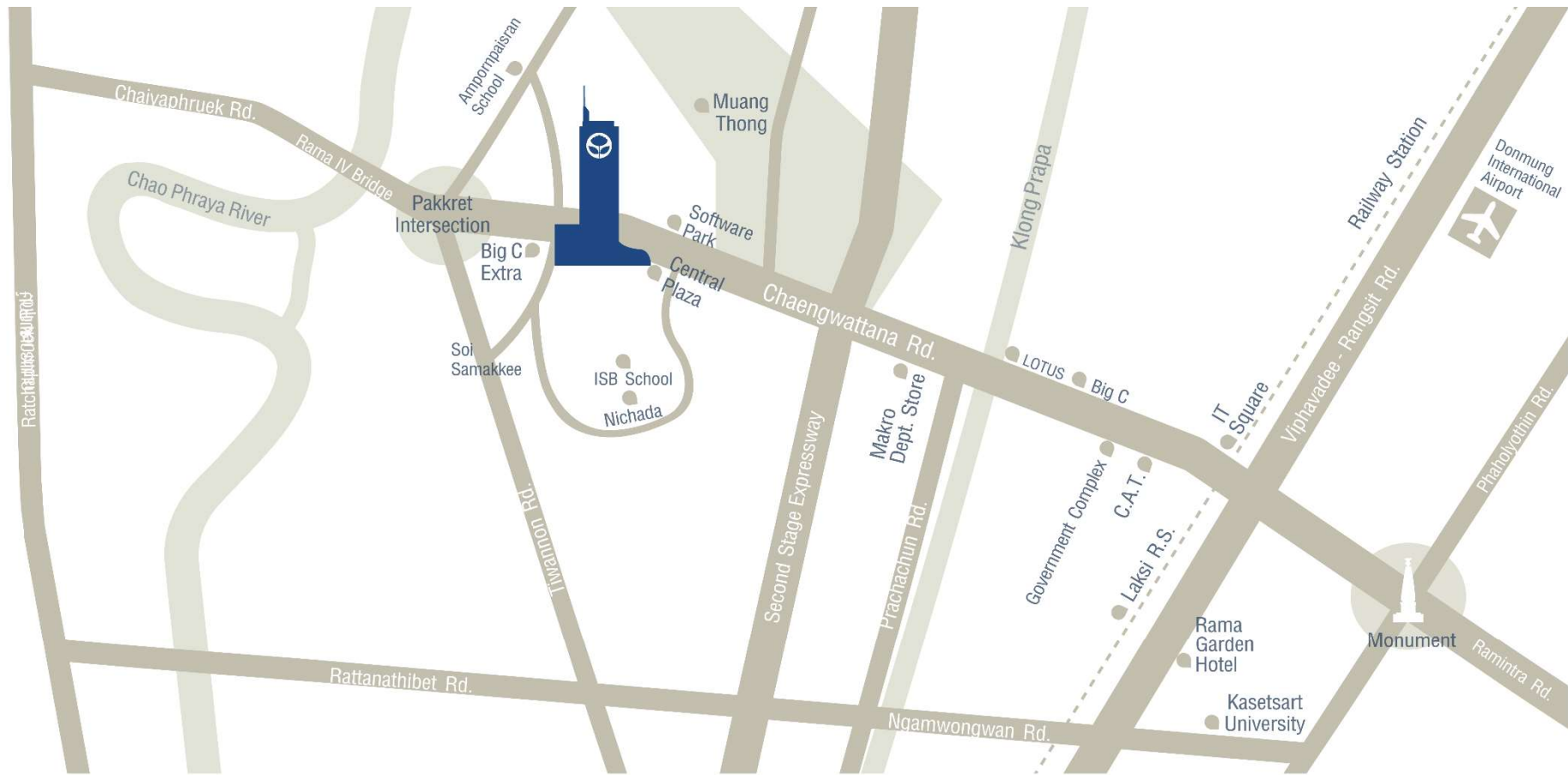
2.1 Screening measures as suggested by the Department of Disease Control: Everyone attending the AGM must be screened before entering the meeting area. Anyone who fails to pass the screening, i.e. having a body temperature higher than 37.5 degrees Celsius and/or having respiratory symptoms, including those who have traveled from abroad or communicable disease areas or places for COVID-19 within 14 days prior to the date of the AGM, will be denied the entry.

The shareholders who are denied the entry to the AGM can use proxy voting by assigning an Independent Director to vote on their behalf.

2.2 Measures upon venue arrangement and registration :

- (1) The registration will start at 12.00 p.m.
- (2) Queuing at the screening point, the document screening point and registration point will keep a distance of 1 meter from each other.
- (3) The space between the seats in the meeting room will be 1 meter apart; thus, the meeting room capacity will be limited. In addition, the Company will prepare additional meeting rooms with live broadcast.
- (4) Every attendee must wear a facemask at all time during the attendance.
- (5) Only bottled water is available (1person per 1 bottle). Neither food nor coffee or tea will be provided for the shareholders. In addition, the Company also requests that all the attendees not eat food in the AGM venue and its compound.

The Company apologizes for the delay in the screening and the registration processes that may occur due to these measures and guidelines.



Jasmin International Tower

200 Moo 4 Chaengwattana RD., Pakkred Nonthaburi Thailand

Bus: 52, 150, 166, 356 Van: (Jatujak, Meanburee, Victory Monument, Rangsit, Ram1) - Pakkred

หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท โมโน เทคโนโลยี จำกัด(มหาชน) (“บริษัทฯ”)

being a shareholder of Mono Technology Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง ดังนี้
holding shares at the total amount of _____	shares _____	and having the right to vote equal to _____	votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
ordinary share _____	shares _____	and having the right to vote equal to _____	votes _____
<input type="checkbox"/> หุ้นบุริมสิทธิ _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
preference share _____	shares _____	and having the right to vote equal to _____	votes _____

(3) ขอมอบฉันทะให้

hereby appoint

(1) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or
 (2) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code Or

กรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น

Independent Directors Proposed to Act as Proxies for Shareholders

(3) ชื่อ นางพรณี วรวุฒิจงสถิต อายุ 68 ปี
Name Mrs. Punnee Worawuthichongsathit Age 68 years
ตำแหน่ง กรรมการอิสระ และประธานกรรมการ
Position Independent Director and Chairman of the Board of Directors
ที่อยู่ เลขที่ 29/9 หมู่ที่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
Address No. 29/9, Village No. 4, Chaiyaphruk Road, Bang Phlap Sub-district, Pak Kret District, Nonthaburi 11120, Thailand.

ตามมาตรการป้องกันโรคที่ทางราชการกำหนดเพื่อป้องกันการแพร่ระบาดของโรคติดเชื้อไวรัสโคโรนา 2019 (COVID-19) บริษัทฯ ขอให้ผู้ถือหุ้นมอบฉันทะให้กรรมการอิสระแทนการเข้าร่วมประชุมด้วยตนเอง
In reference to the official measures on the prevention of the outbreak of Coronavirus Disease 2019 (COVID-19), the Company would like to request shareholders to propose Independent Directors as proxies to attend the meeting on their behalves.

- (4) ชื่อ นายปรีชา ลีละศิธร อายุ 57 ปี
 Name Mr. Preecha Leelasithorn Age 57 years
 ตำแหน่ง กรรมการอิสระ ประธานคณะกรรมการตรวจสอบ และประธานคณะกรรมการสรรหาและพิจารณา
 Position Independent Director, Chairman of Audit Committee and Chairman of Remuneration and Nomination Committee
 ที่อยู่ เลขที่ 29/9 หมู่ที่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
 Address No. 29/9, Village No. 4, Chaiyaphruek Road, Bang Phlap Sub-district, Pak Kret District, Nonthaburi 11120, Thailand.
- (5) ชื่อ นายเกรียงศักดิ์ เขียวรูกุล อายุ 55 ปี
 Name Mr. Kriengsak Thiennukul Age 55 years
 ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาคำตอบแทน
 Position Independent Director, Member of Audit Committee and Member of Remuneration and Nomination Committee
 ที่อยู่ เลขที่ 29/9 หมู่ที่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
 Address No. 29/9, Village No. 4, Chaiyaphruek Road, Bang Phlap Sub-district, Pak Kret District, Nonthaburi 11120, Thailand.

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันจันทร์ที่ 10 สิงหาคม 2563 เวลา 14.00 นาฬิกา ณ ออดิทอเรียม ชั้น 3 อาคารจัสมีน อินเตอร์เนชั่นแนล เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders held on Monday, August 10, 2020 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No.200 Moo4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 or on date at time and place as may be postponed or changed.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows :-

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 23 เมษายน 2562
 Agenda No. 1 To consider certifying the minutes of the 2019 Annual General Meeting of Shareholders, held on April 23, 2019
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- วาระที่ 2 รับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2562
 Agenda No. 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2019
 ไม่ต้องลงมติ เนื่องจากเป็นการรายงานให้ผู้ถือหุ้นรับทราบ
 This agenda is for shareholders' acknowledgment; therefore, voting is not required.
- วาระที่ 3 พิจารณานุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562
 Agenda No. 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2019
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- วาระที่ 4 พิจารณานุมัติจัดการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี 2562
 Agenda No. 4 To consider approving the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the year 2019
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนการตรวจสอบบัญชีประจำปี 2563
 Agenda No. 5 To consider an appointment of the auditor and to fix the audit fee for the year 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- วาระที่ 6 พิจารณานุมัติเลือกตั้งกรรมการที่ออกตามวาระ สำหรับปี 2563
 Agenda No. 6 To consider and approve the election of directors to replace those who retire by rotation in 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- การเลือกตั้งกรรมการทั้งหมด
 The election of the complete set of the Board of Directors
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้
 The election of the individual director, namely;
1. นางพรณี วรุดิศจงสถิต / Mrs. Punnee Worawuthichongsathit
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
2. นายปฐมพงษ์ สิริชัยรัตน์ / Mr. Patompong Sirachairat
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
3. นายศิริ เหลืองสวัสดิ์ / Mr. Siri Luengsawat
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2563
 Agenda No. 7 To consider and approve the annual remuneration for directors in 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- วาระที่ 8 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จาก 486,299,997.50 บาท เป็น 347,105,403.80 บาท
 Agenda No. 8 To consider approving the Company's capital reduction from 486,299,997.50 Baht to 347,105,403.80 Baht
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- วาระที่ 9 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda No. 9 To consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction in registered capital
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- วาระที่ 10 พิจารณานุมัติการเปลี่ยนแปลงชื่อบริษัท
- Agenda No. 10 To consider approving the change of the Company's name
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- วาระที่ 11 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 1. เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัท
- Agenda No. 11 To consider approving the amendment of Clause 1. of the Company's Memorandum of Association to conform with the change of the Company's name
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- วาระที่ 12 พิจารณานุมัติแก้ไขข้อบังคับของบริษัท ข้อ 1. ข้อ 2. และ ข้อ 46. เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัท และตราของบริษัท
- Agenda No. 12 To consider and approve the amendment of the Company regulations Article 1, Article 2, and Article 46 to conform with the changes of the Company's name and the Company's seal
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda No. 13 To consider other matters (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- The voting of the proxy holder in respect of any agenda in contrary to the manner set forth above shall be considered incorrect and shall not be my/our vote.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกจากเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case where my/our designation for the proxy holder to vote in respect of any agenda is not specified or not clearly specified or if there is any agenda considered in the meeting other than those specified above, including any amendment or additional thereof, the proxy holder shall be authorized to consider the matters and vote on my/ our behalf as the proxy holder deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าการลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และข้าพเจ้าได้กระทำเองทุกประการ

Any act or thing carried out by the proxy holder in the meeting except the case that the proxy holder not vote according to my/our intention as specified in the proxy form shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

The shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be divided to more than one proxy holder in order to divide the vote

2. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any other agendas to be considered in addition to those specified in the above mentioned, the proxy grantor may specify such agenda on the continued list of proxy form B attached hereto.

- | |
|---|
| <ol style="list-style-type: none"> 1. ผู้รับมอบฉันทะ โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
For a proxy holder, please bring this proxy form to show at the meeting. 2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ
Copy of identity document of proxy grantor is required to attach with proxy form. |
|---|

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

The continued list of proxy form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โมโน เทคโนโลยี จำกัด (มหาชน)

The proxy on behalf of the shareholder of Mono Technology Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันจันทร์ที่ 10 สิงหาคม 2563 เวลา 14.00 น. ณ ออดิทอเรียม ชั้น 3 อาคาร จัสมีน อินเตอร์เนชั่นแนล เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

At the 2020 Annual General Meeting of Shareholders held on Monday, August 10, 2020 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No.200 Moo4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 or on date at time and place as may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows :-
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda No. Subject : The election of the directors (continued)

ชื่อกรรมการ/Name of director

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain