

***The Meeting is conducted via electronic method only.**

For your attendance, please register via electronic system.



Invitation to 2021 Annual General Meeting of Shareholders

Mono Next Public Company Limited

Thursday, April 29, 2021 at 14.00 hrs.

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March 26, 2021

Re: Invitation to the 2021 Annual General Meeting of Shareholders

To: Shareholders of Mono Next Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2020 Annual General Meeting of Shareholders, held on August 10, 2020
 2. The 2020 Annual Report, including the Company's financial statements and auditor's report ended December 31, 2020, accessible through QR Code
 3. Company's financial statements and summary of management discussion and analysis from the 2020 Annual Report
 4. Profile of auditors
 5. Preliminary details of the directors retiring by rotation and proposed for re-election
 6. Capital increase report form (F53-4)
 7. Profile of independent directors proposed to act as proxies for shareholders
 8. Regulations of Association of the Company, concerning shareholders' meeting
 9. Guideline for the shareholders on identity verification and procedures of attending the 2021 Annual General Meeting of Shareholders via electronic method (E-AGM)
 10. A proxy form (Form B)

The Board of Directors' meeting No. 1/2021 of Mono Next Public Company Limited ("the Company") held on February 24, 2021 has resolved to call for the 2021 Annual General Meeting of Shareholders held via electronic method (E-AGM) on Thursday, April 29, 2021 at 14.00 hrs. at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi to consider the following agendas:

Agenda 1 To consider certifying the minutes of the 2020 Annual General Meeting of Shareholders, held on August 10, 2020

Fact and reason

The 2020 AGM was held on August 10, 2020. 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 2020 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 2020 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 2020

Fact and reason

The Company's operation result of the year 2020 is shown in the 2020 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 2020.

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, 2020

Fact and reason

The Company's financial statements and auditor's report for the year ended December 31, 2020 as shown in the 2020 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, 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 4 To consider approving the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the year 2020

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 347,105,403.80 Baht. In addition, the Board of Directors also proposed the shareholders' meeting to approve the omission of dividend payment for 2020 operation results, as in 2020, the Company's operation results (according to the separate financial statement) showed a net loss of 168,384,287.90 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 2021

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 2021:

Name of Auditor	Register No.	Term of being Mono's auditor (Year)	Period approved by SEC
1. Ms. Krongkaew Limkittikul	5874	5	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 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 2021 as the following details.

Details	2021 (Proposed Year)	2020
1. Audit Fee	1,300,000	1,500,000
2. Non-audit Fee	-	-
Total	1,300,000	1,500,000

The audit fee of 2021 was less than that of 2020 although 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 2021.

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 2021

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 8 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. Mr. Preecha Leelasithorn
2. Mr. Navamin Prasopnet
3. Mr. Sang Do Lee

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 the 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 2021

Fact and reason

In 2020, 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 2021 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2020. Details are as follows:

Position	Remuneration per Month (Baht)	
	2021 (Proposed year)	2020
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 see the details in 2020 Annual Report, page 61-62, part Shareholding and Management Structures.

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 increase in registered capital from 347,105,403.80 Baht to 381,805,403.80 Baht.

Fact and reason

The Board of Directors has resolved the approval of the increase in registered capital in the amount of 34,700,000 Baht, from previously 347,105,403.80 Baht to 381,805,403.80 Baht, by issuing ordinary shares amounting 347,000,000 shares at the par value of 0.10 Baht per share, in order to increase the Company's registered capital by General Mandate.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the increase in registered capital from 347,105,403.80 Baht to 381,805,403.80 Baht.

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

Fact and reason

The Board of Directors has resolved the approval of the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the increase in registered capital as follows:

“Clause 4. Registered Capital 381,805,403.80 Baht (Three Hundred and Eighty-One Million, Eight Hundred and Five Thousand, and Four Hundred and Three Baht Eighty Satang)
Divided into 3,818,054,038 Shares (Three Billion, Eight Hundred and Eighteen Million, Fifty-Four Thousand, and Thirty-Eight Shares)
Par value 0.10 Baht (Ten Satang)

Classified as:

Ordinary Shares 3,818,054,038 Shares (Three Billion, Eight Hundred and Eighteen Million, Fifty-Four Thousand, and Thirty-Eight 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 increase 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 allotment of shares under General Mandate for the amount of not exceeding 347,000,000 shares at the par value of 0.10 Baht per share, or 10 percent of paid capital, for sales of securities via private placement.

Fact and reason

The Board of Directors has resolved the approval of the allotment of increase capital shares under General Mandate for the amount of 347,000,000 shares at the par value of 0.10 Baht per share for sales of securities via private placement.

In this regard, the Board of Directors shall have the authority to consider and determine the conditions and other details concerning the allocation and sales of the said shares as well as to sign any relevant document and proceed any action as deemed necessary and appropriate for the allocation of the aforementioned ordinary shares. The details are stated in the Capital Increase Report Form (F53-4) shown in Enclosure 6.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the allotment of shares under General Mandate for the amount of 347,000,000 shares as detailed previously. The Board of Directors will specify the offering share price approved by the shareholders' meeting which is the best market price at the time of the offering based on the maximum benefit of the Company and all shareholders. The offering price shall not be less than the weighted average price in the SET of not less than the past 7 consecutive business days but not exceeding 15 consecutive business days prior the day of pricing offering price. The Board of Directors may specify the share price with the discount of not more than 10% (according to Chapter 1 Article 8 (1) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to sell new shares to the private placement). The discount shall be considered by the Board of Directors at the current market condition in order to facilitate the rapid funds raising for providing adequate working capital.

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 11 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 2021 AGM on Thursday, March 11, 2021.

Please be invited to attend the 2021 AGM which will be held via electronic method (E-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) on Thursday, April 29, 2021 at 14.00 hrs. at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruke Road, Bang Phlub, Pakkred, Nonthaburi 11120. The electronic registration system will be open for the shareholders to register for attending the meeting at 12.00 hrs. The Company would like to ask the shareholders and/or the proxies for your kind cooperation to study Enclosure No.9) for the terms and conditions, the registration methods, the meeting procedures, and the vote casting process of the 2021 AGM, and accordingly prepare all the necessary documents for your identity verification as stated therein. Kindly submit your identity verification documents and the complete proxy form with your signature (in case of proxy) to the Company within April 21, 2021. For your convenience, the Company would like to recommend Proxy Form B as it 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
4. Mr. Charoen Sangvichaiapat Independent Director, Member of the Audit Committee, and Member of Nomination and Remuneration Committee

(Please view details of the recommended proxy holders in [Enclosure 7](#))

Yours sincerely,

Mono Next Public Company Limited



(Mr. Patompong Sirachairat)

Director



(Mr. Navamin Prasopnet)

กรรมการ

MONO NEXT
PUBLIC COMPANY LIMITED



(Translation)

Mono Technology Public Company Limited
Minutes of 2020 Annual General Meeting of Shareholders

Date and place

The meeting was held on Monday, August 10, 2020 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. Mrs. Punnee Worawuthichongsathit Chairman and Independent Director
2. Mr. Preecha Leelasithorn Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee
3. Mr. Kriengsak Thiennukul Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee
4. Mr. Charoen Sangvichaipat Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee
5. Mr. Navamin Prasopnet Director, Assistant Chairman, Chairman of Executive Committee, Chairman of Risk Management Committee and Chief Marketing Officer
6. Mr. Patompong Sirachairat Director, Executive Director, Member of Risk Management Committee and Chief Executive Officer
7. Mr. Sang Do Lee Director
8. Mr. Siri Luengsawat Director

Executives attending the meeting

1. Ms. Saranya Amornrattanasuchad Chief Financial Officer
2. Ms. Benjawan Rakwong Vice President – Administration and Executive Director
3. Mr. Veerayooth Bodharamik Senior Vice President – Corporate Relations Management
4. Ms. Pitirudee Sirisamphan Vice President Corporate Affairs and Communication and Company Secretary
5. Mr. Teerasak Tharaworn Vice President – Human Resources
6. Ms. Tassanee Kuantalaeng Assistant Vice President – Accounting and Finance

Relevant person attending the meeting

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

Preliminary proceeding

Miss Pitirudee Sirisamphan, the Company Secretary, introduced directors. Currently, the Company has eight directors. All of them participated in the meeting, 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 2020 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 Ms. 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 October 4, 2019 to December 31, 2019, the Company invited shareholders to send the question in advance for the 2020 Annual General Meeting of Shareholders. The announcement was posted on www.mono.co.th, under the “Investor Relations” page. On January 28, 2020, the Company informed The Stock Exchange of Thailand (SET) and shareholders that none of the shareholders sent any question to the Company.

After that, Mrs. Punnee Worawuthichongsathit, the Chairman of the meeting, announced that there were 30 shareholders holding 56,574,041 shares and 16 proxy holders holding 2,652,772,893 shares attended the meeting. The total number of shareholders and proxy holders attended the meeting was 46 with shareholding of 2,709,346,934 shares out of the entire shareholders of 6,231 with the total number of issued and subscribed shares with the right to vote of 3,471,054,038 shares, or equivalent to 78.0555 percent, 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. Anchalee Wittida and Ms. Jantarat Luaboriboon 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 2019 Annual General Meeting of Shareholders, held on April 23, 2019

The Chairman informed that the minutes of the 2010 Annual General Meeting of Shareholders held on April 23, 2019 had been set as an enclosure of the 2020 AGM notice to all shareholders.

The Chairman allowed the shareholders to 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.

Resolution of the Meeting :

The shareholders’ meeting resolved to certify the minutes of the 2019 Annual General Meeting of Shareholders, held on April 23, 2019. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:

Shareholders attending the meeting during the agenda		Total number of shareholders attending the meeting and having the right to vote	
2 Shareholders	628,800 Shares	48 Shareholders	2,709,975,734 Shares

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,709,975,734	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 48 Shareholders	2,709,975,734	100.0000

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

The Chairman informed the meeting that the Company's operation result of the year 2019 was shown in the 2019 annual report (Enclosure 2 and Enclosure 3) which was sent to all shareholders together with the 2020 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 Ms. Saranya Amornrattanasuchad, Chief Financial Officer, to report the Company's 2019 operation result to all shareholders with details summarized as follows:

Financial Status: In 2019, total assets of the Company amounted to 4,543 million Baht. This amount consisted of current assets totaled 534 million Baht, land, buildings, and equipment totaled 2,283 million Baht, intangible assets totaled 2,283 million Baht, and non-current assets totaled 1,013 million Baht. Comparing to the year 2018 which the total asset was 5,765 million Baht, the number decreased by approximately 1,222 million Baht or 21 percent. Cash and debtor decreased by 163 million Baht. Land, buildings, and equipment decreased by 19 million Baht. Intangible assets decreased by 290 million Baht. Digital TV license asset decreased by 735 million Baht due to the announcement of the NCPO on April 11, 2019 about the exemption of license fee for digital TV in the last 2 installments. Therefore, the value of digital TV license asset was improved.

Liabilities: In 2019, current liabilities was 978 million Baht and non-current liabilities was 1,554 million Baht; therefore, the total liabilities was 2,532 million Baht. Comparing to the year 2018 which the number was 3,124 million Baht, the total liabilities decreased by 592 million Baht or 19 percent. Overall, bank loans increased by 54 million Baht, whereas overdue payment of digital TV license decreased by 639 million Baht according to the announcement of the NCPO as reported previously.

Shareholders' Equity: In 2019, shareholders' equity was 2,011 million Baht. Comparing to the year 2018 which the number was 2,641 million Baht, shareholders' equity decreased by 630 million Baht or 24 percent. The major cause of the reduction was the net loss amounting 616 million Baht and loss from the actuarial gains and losses amounting 11 million Baht.

Total Revenue: In 2019, revenue mainly came from digital TV business which was amounted to 1,708 million Baht or 78 percent of the total revenue amounting 2,184 million Baht. Comparing to the year 2018 which the number was 2,508 million Baht, revenue decreased by approximately 324 million Baht or 13 percent. The major causes of the reduction was the decrease of the revenue from MVAS by 178 million Baht and TV by 95 million Baht, whereas the revenue from online increased by 8 million Baht.

Total Cost and Expense: In 2019, cost was 1,963 million Baht and expense was 781 million Baht, totally 2,744 million Baht. Comparing to the year 2018, cost and expense increased by 191 million Baht or 7 percent. Cost increased by 57 percent. As for expense, there were special listings including compensate amounting 19 million Baht, legal reserve for employees' long term benefit according to the Labor Protection Act amounting 18 million Baht, and marketing expense which increased from the year 2018 by approximately 110 million Baht.

EBITDA and Net Profit (Lost): In 2019, EBITDA was 808 million Baht. Comparing to the year 2018 which the number was 1,202 million Baht, EBITDA decreased by 394 million Baht or 33 percent. Concerning net profit (loss) in 2019, loss was 616 million Baht. Comparing to the year 2018 which the number was 193 million Baht, loss increased by 423 million Baht.

Important Movements in 2019: On October 17, 2019 (the last day of the conversion of MONO-W1), the exercise of MONO-W1 was 24,021 units, converted to 24,380 ordinary shares at the rate of 1: 1.015 (warrant per share) and at the exercise price of 2.464 (Baht per Share). Therefore, the Company received 60,072.32 Baht. In addition, on November 1, 2019, the capital increase from the conversion of MONO-W1 totally 24,380 shares were traded for the first day at the par value of 0.10 Baht. Consequently, the new registered capital consisted of paid-up capital totally 347,105,403.80 Baht, or ordinary share totally 3,471,054,038 shares.

The Chairman assigned Mr. Patompong Sirachairat, Chief Executives Officer, to report about good corporate governance and anti-corruption policies in the past year and the business direction of Mono Group to the shareholders.

The Company and Mono Group placed importance on business ethics and adhered to accountability to all stakeholders under good corporate governance as seen through the "Excellent" rating of good corporate governance evaluation in year 2019 for the fifth consecutive year. Moreover, the Company received the certificate certifying its membership under "Thailand's Private Sector Collective Action Coalition Against Corruption" since 2016. The Company upheld transparent operation policies and opposed corruptions of any kind as revealed in the 2019 Annual Report.

On March 4, 2019, the Company extended its anti-corruption alliance to business alliances, advisors, and business partners by supporting them to follow the same policies and guidelines as those of the Company's. In addition, on October 18, 2019, the Company received the certificate of "Thailand's Private Sector Collective Action Coalition Against Corruption" membership renewal for the second term.

The report on the Group's directions covered 3 topics including the operation in 2019, operation strategies in 2020, and the outlook in 2020. The operation in 2019 shall be divided into 4 parts 1) TV and Home Shopping Businesses 2) Video-On-Demand Subscription or MONOMAX 3) Online Advertising and Marketing Activities 4) Events and other activities.

The operation of MONO29 in 2019 still ranked third. TV rating was growing steadily with rating at 1.274 and yearly growth rate at 23 percent.

In 2019, the Company proposed TV advertising price increase strategies by adjusting the prices during the prime times to average of 300,000 Baht. Because TV rating had grown rapidly, price adjustments would support others in TV industry. The Company was working on risk management on the customers' lower spending power by averaging it out with in the same budgets so that the revenue would not drastically increase or decrease. However, the Company's miscalculation was the view that 7 TV channels returning their licenses to the NBTC would have resulted in a positive outcome in which the audience and advertising would have turned to other TV channels including MONO29. However, it turned out to have a negative effect as many channels proposed price cuts. Nevertheless, this price adjustment was meant to be long-term in response to the increase of rating. This adjustment and tense competition in TV business caused MONO29 to gain its revenue at 1,708 million Baht, decreasing by 5 percent comparing year-to-year. As for other utilizations of the channel, the Company operated Home Shopping business on MONO29 channel and made it different from other channels by not airing the Home Shopping program too long that it may interrupt the audience movie time, not using forceful persuasive voice, and being selective about the products. Home Shopping business in these 3 years displayed a positive outcome in 2019 by showing revenue increase. In 2019, the revenue increased by 64 million Baht or 276 percent. The combined revenues from advertising and Home Shopping in 2018 and 2019 were 1,820 million Baht and 1,772 million Baht respectively with a decrease of 3 percent.

In 2019, MONOMAX invested on marketing and offering great contents to compete with business competitors. A strategy used was to add popular Chinese series such as "Gilded Chopsticks" which started the trend "Fried Curds". Groups of teenagers were following good-looking TV actors and actresses. In 2019, there were 33,000 active members or 450 percent growth, and the viewing number was also growing by 388 percent.

MThai, formerly a website, has become the leader of news channel especially on Twitter and gained popularity as well as became highly credited. Last year, there were news reports on the Korat shooting spree, flooding, PM2.5, and COVID-19. The channel received praises on ethics, timeliness, validity, and straight to the point and so the website honorably received Thailand Zocial Awards 2019. Hence, in the following years, the plan for raising revenues by MThai shall be adjusted in order to support advertising and other campaigns with the sponsors. This topic shall be discussed later.

As for road-show events, a collaboration with the Ministry of Culture was established on a youth activity, a short film contest "Thai Dee Mee Marayat" promoting Thai culture. Movies broadcasted on MONO29 also initiated

activities in other provinces, for example, in Pitsanulok, an outdoor film festival created excitements and received many compliments. There were also Songkarn Concert in Khon Khaen and New Year Count Down in Pattaya. Many famous singers participated in these events and there were revenues from sponsors.

During the gap of 2019 and 2020, the Chief Executive Officer took the position and started the mission to push the Company toward digital transformation. In 2019, the Company was already operating many businesses. If supervision was lacked, there would be negative outcome. Therefore, in 2020, there was a downsizing and a restructuring of the organization starting since January. In March, there was an outbreak of COVID-19. Hence, the adjustments have been continuous and many policies for changes in 2020 must take COVID-19 into account as follows:

1) All budgets must be controlled including a) downsizing businesses, terminating unprofitable businesses, and focusing on the businesses that generate profits b) moving the office to the areas owned by the Company in order to utilize it as a co-working space and to cut down rental fees (The office has been moved to Stadium29 on Chaiyapreuk Road.) c) controlling content purchasing budgets by cutting down movies that would not generate ratings.

2) An emphasis was placed on the growth of the MONO29 TV business: a) The strength of this business was movies and series, while the weakness was the news program. Therefore, the news team was made stronger by the experienced members of “Rueng Lao Chao Nee”. As a result, TV rating was higher. b) During the COVID pandemic, many businesses suffered from advertising problems as they were not able to sell their products in department stores. Thus, the Company collaborated with those businesses to direct-sell their products via 29Shopping at the promotional prices.

3) Increase Monomax revenue by understanding that Netflix, a business competitor and a world class SVOD, would not change its contents to satisfy Thai audience as it would not be worthwhile. Thus, the Company decided to improve on the selection of Thai and Chinese contents to increase its revenues not only by users, but also D2D. Hence, Monomax put the highlight on understanding local tastes.

4) Because 3BB is planning to launch a new project, 3BB TV, and extremely in need for more contents, MONO assisted in making presentations, coordinating, and marketing.

In January, the Company began to control many expenses by terminating publishing businesses, hotel booking, music, radio stations, and sports, and was able to save 200 million Baht. Moreover, the Company was able to control content purchasing which saved another 200 million Baht and resulted in a total saving of 400 million Baht per year. In addition, the Company was downsizing by saving on employees hiring expenses and expenses relating to employees amounting 170 million Baht per year. Moving the head office to a new location which is the Company’s property helped saving on rental and other related expenses amounting 50 million Baht per year.

The expenses on marketing were saved by 100 million Baht per year. Therefore, expenses totally decreased by 320 million Baht per year. The overall saving was 720 million Baht per year.

The core businesses were as follows: 1) MONO29 ranking third of the most popular channel of the country and continuing to grow 2) MONOMAX comprising of 350,000 customers in March 3) MTHAI joining the marketing team and becoming an online consultant 4) 29Shopping being a Home Shopping business and being able to grow continuously 5) The partnership between MONO and 3BB.

The new office were redesigned to be a co-working space. In response to the COVID situation, currently, some employees are working from home with the check-in system. To comply to the government's regulations, if there is an outbreak, employees can work through applications and the number of employees entering the office could also be controlled to reduce the chance of infection.

In 2020, MONO29 channel has been trying to strengthen the news programs with 4 main news casters and more exciting contents. The news programs in both time slots have shown a significant increase. Good Morning Thailand has grown by 27 percent, and Top Talk Daily has grown by 119 percent. Therefore, MONO29 is outstanding throughout the day.

In product selling, the Company persuaded customers by these methods: 1) Pricing were adjusted to give volume discounts, the more they buy, the more discount they get. 2) MTHAI Twitter performed several CSR projects with many brands for promoting brand awareness. 3) The collaborations crossed platforms to other fans' and networked celebrities' pages and mobile applications as a way to promote outdoor activities and concerts. So far, 5 events have already been carried out, and 5-10 more are waiting. Nevertheless, the COVID situation is under observation.

For Home Shopping, the growth was apparent in the first half of 2020 and expected to raise 130 million Baht of revenue or growth of 91 percent. Top-selling products were kitchen appliances. Many of the sellers partnered up with the channel and the channel also offered many products in response to the COVID situation, such as hand gel or home exercise equipment.

For Monomax, in 2020, there were 350,000 users. The Company hopes to increase the number to 400,000, resulting in the 961-1112 percent growth. One of the main reasons for the growth was the fact that Monomax partnered up with 3BB to form Gigatainment Package. During the COVID pandemic, 3BB sales increased which made Monomax sales increased as well. Monomax views during COVID rose by 30percent. A factor behind the growth of Monomax was the contents that Thai audiences were interested in. A Chinese series "The Majesty of Wolf" will soon to be broadcasted. The main actors have a large fan base. This includes another series that is being broadcasted, "Fights Break Sphere". Some contents produced by Mono Original were "Still Missing" and "Invisible Cop". These Thai series also had large fan base as well.

A new business stemming from the partnership with 3BB TV would be the cable TV boxes, in which Mono would be assisting with content acquisitions, such as from HBO, BBC, CNN, WWE, or BLUEANT, content productions, and marketing. It is expected that 3BB TV will launch in the fourth quarter. And, on a year-to-year basis, Mono would raise 180 million Baht of revenue.

The overall picture of the revenue could be divided into 2 cases, and the cut-off point would be at the half of the year. The expenses on advertising may be affected if the COVID situation worsens. However, if the situation is stable, more partnerships from agencies will be increased. In the worst case, TV revenue might grow 160 percent compared to the first half of the year. If the situation is under controlled, businesses will increase their spending and the revenue should grow by 215 percent. Monomax sees that if it can make an alliance with more than 1 business partner, then it will be a good thing. For online advertising and activities, if those activities can be carried out normally, then the revenue will come back. In shopping sector, in addition to the programs on MONO29, opportunities shall be expanded to 3BB as well. Other influencing factors would be the opening of 3BB TV in the fourth quarter, which would be beneficial to Mono. But if the launch is delayed, there will be an effect as well. In the worst case, the revenue is expected to be at 1,742 million Baht. Most incomes would come from TV at 69 percent followed by Monomax, online advertising, and shopping. In the best case, the revenue would be at 2,103 million Baht, where most of the income comes from TV at 69 percent and Monomax at 18 percent.

The outlook for 2020 would be greatly affected by COVID. But since the Company has been adjusting since January, it is a continuous adjustment in terms of work culture. It is expected that the world economic would suffer the same impact, and the Company would lose its revenue by 4-20 percent compared to last year. EBITDA margin is expected to be at 30-40 percent, tangible assets at 40-60 million Baht, and intangible assets at approximately 0.8-1 billion Baht.

Mr. Wicha Chokepongpan, a minor shareholder, proposed the following suggestion.

Sports programs from Korea, such as football and golf, were interesting. These program should be broadcasted to the audience. This also included Korea movies.

Mr. Patompong Sirachairat responded that the Company had already been working on Korean movies and series. The launch should take place in the fourth quarter. For sports programs, the Company was happy to satisfy the needs of the audiences. In fact, the Company had been receiving knowledge sharing from Korea's KT Telecom.

When no 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 2019 as reported.

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

The Chairman proposed the meeting to consider the Company’s financial statements and auditor’s report for the year ended December 31, 2019 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, 2019 (Enclosure 2 of the 2020 AGM notice)

The Chairman allowed the shareholders to 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.

Resolution of the Meeting:

The shareholders’ meeting resolved to approve the Company’s financial statements and the auditor’s report ended December 31, 2019. The resolution was passed by the unanimous vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Shareholders attending the meeting during the agenda		Total number of shareholders attending the meeting and having the right to vote	
3 Shareholders	321 Shares	51 Shareholders	2,709,976,055 Shares

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 51 Shareholders	2,709,976,055	-

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

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 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 (One hundred thirteen million nine hundred sixty-nine thousand nine hundred fifty-nine Baht and seventy-seven 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.

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 approved the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the year 2019 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 51 Shareholders	2,709,976,055	-

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

The Company Secretary informed the meeting that according to Section 120 of the Public Limited Company Act 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	ปี 2020-2025
2. Mr. Supachai Phanyawattano	3930	3	ปี 2017-2022
3. Ms. Siraporn Ouaanunkun	3844	-	ปี 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	1,500,000	1,500,000

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 invitation letter.

The Chairman allowed the shareholders to raise questions concerning this agenda.

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 2020 and fixed the annual audit fee for the year 2020 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 51 Shareholders	2,709,976,055	-

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

Before considering this agenda, the Chairman asked the 3 directors who retire from office to leave the meeting. Since Mrs. Punnee Worawuthichongsathit, the Chairman, is a director retiring by rotation, she left the meeting and let Mr. Navamin Prasopnet, the Assistant Chairman, took the responsibility as the Chairman of the meeting until the consideration on this agenda was over.

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

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

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 of the 2020 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 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. Mrs. Punnee Worawuthichongsathit Position: Chairman and Independent Director

Total (51 shareholders) votes are equal to 2,709,976,055

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,709,975,835	100.0000	220	0.0000	0	-	0	-

2. Mr. Siri Luengswat Position: Director

Total (51 shareholders) votes are equal to 2,709,976,055

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,709,975,835	100.0000	220	0.0000	0	-	0	-

3. Mr. Patompong Sirachairat Position: Director

Total (51 shareholders) votes are equal to 2,709,976,055

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,709,976,055	100.0000	0	0.0000	0	-	0	-

Before considering the next agenda, the Chairman asked an officer to invite the 3 directors back to the meeting and asked Mrs. Punnee Worawuthichongsathit to take the role as the Chairman of the meeting.

Agenda 7 To consider approving the annual remuneration for directors in 2020

The Company Secretary informed the meeting that 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 7,000,000 Baht (Seven Million Baht). For the remuneration in 2020, 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 7,000,000 Baht (Seven Million Baht), which is of the same amount as that of the year 2019. Details of annual remuneration for directors were 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 of the 2019 Annual Report under the topic of Shareholding and Management Structures.

The Chairman allowed the shareholders to raise questions concerning this agenda.

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 2020 at the amount of not exceeding 7,000,000 Baht (Seven Million Baht). The resolution was passed by the vote of not less than two-thirds of the total votes 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 51 Shareholders	2,709,976,055	100.0000

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

The Company Secretary informed the meeting that the Board of Directors approved the reduction of the Company's registered capital amounting 139,194,593.70 Baht (One hundred and thirty-nine million, one hundred and ninety-four thousand, five hundred and ninety-three Baht seventy Satang), from the former registered capital amounting 486,299,997.50 Baht (Four hundred and eighty-six million, two hundred and ninety-nine thousand, nine hundred and ninety-seven Baht fifty Satang) to the new registered capital amounting 347,105,403.80 Baht (Three hundred and forty-seven million, one hundred and five thousand, four hundred and three Baht eighty Satang), by cancelling the ordinary shares which was reserved for the exercise of MONO-W1 totally 1,391,945,937 shares (One billion, three hundred and ninety-one million, nine hundred and forty-five thousand, nine hundred and thirty-seven Shares) at the par value of 0.10 Baht (ten Satang) expired on October 17, 2019. Details of the vote are set forth below.

The Chairman allowed the shareholders to raise questions concerning this agenda.

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 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 expired on October 17, 2019. This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders attending and having the right to vote in 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 51 Shareholders	2,709,976,055	100.0000

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

The Company Secretary informed that the Board of Directors’ meeting approved the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the reduction of registered capital as the following details.

“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 Eight 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 Eight Shares)

Preferred Stock – Shares (–)”

In this regards, 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 Ministry of Commerce as well as to amend and insert any statement or proceed complying with the registrar’s order.

The Chairman allowed the shareholders to raise questions concerning this agenda.

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 amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of registered capital as well as assigned the authorized director and/or a person who is assigned by such authorized director with 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. This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders attending and having the right to vote in 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 51 Shareholders	2,709,976,055	100.0000

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

The Company Secretary informed the meeting that the Board of Directors' meeting approved the change of the Company's name. The detail is as follows:

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

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

The Chairman allowed the shareholders to 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.

Resolution of the meeting:

The Shareholders' Meeting approved the change of the Company's name. as well as assigned the authorized director and/or a person who is assigned by such authorized director with authority to register for the change of the Company's name with Department of Business Development Ministry of Commerce as well as to amend and insert any statement or proceed complying with the registrar's order. This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders attending and having the right to vote in 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 51 Shareholders	2,709,976,055	100.0000

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

The Company Secretary informed the meeting that 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 to Mono Next Public Company Limited. In this regard, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the amendment of Clause 1. of the Company's Memorandum of Association with Department of Business Development Ministry of Commerce as well as to amend and insert any statement or proceed complying with the registrar's order.

The Chairman allowed the shareholders to 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.

Resolution of the meeting:

The Shareholders' Meeting approved the amendment of Clause 1. of the Company's Memorandum of Association to conform with the change of the Company's name to Mono Next Public Company Limited as well as assigned the authorized director and/or a person who is assigned by such authorized director with authority to register for the amendment of Clause 1. of the Company's Memorandum of Association with Department of Business Development Ministry of Commerce as well as to amend and insert any statement or proceed complying with the registrar's order. This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders attending and having the right to vote in 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 51 Shareholders	2,709,976,055	100.0000

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

The Company Secretary informed that 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 which shall be as following:



In this regard, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the amendment of the Company regulations Article 1, Article 2, and Article 46 with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order.

The Chairman allowed the shareholders to 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.

Resolution of the meeting:

The Shareholders' 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 and authorized the Board of Directors and/or the authorized person to register for the change in the Article of Association of the Company with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order. This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders attending and having the right to vote in 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	2,709,976,055	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 51 Shareholders	2,709,976,055	100.0000

Agenda 13 To consider other matters (if any)

The Company Secretary informed that in agenda 13, 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 1,157,018,013 shares (One billion, one hundred and fifty-seven million, eighteen thousand and thirteen shares) from the total issued shares with the right to vote of 3,471,054,038 shares (Three billion, four hundred and seventy-one million, fifty-four thousand and thirty eight Shares). No shareholder proposed other matters to the meeting.

The meeting adjourned at 15.45 hrs.



SignedChairman of the Meeting
(Mrs. Punnee Worawuthichongsathit)



Signed.....Minutes Taker
(Miss Pitirudee Sirisamphan)

The 2020 annual report, including the Company's financial statements and auditor's report

ended December 31, 2020, 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 2020

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 2020 annual report

Independent Auditor's Report

To the Shareholders of Mono Next Public Company Limited
(formerly known as "Mono Technology Public Company Limited")

Opinion

I have audited the accompanying consolidated financial statements of Mono Next Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, 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 Next 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 Next Public Company Limited and its subsidiaries and of Mono Next Public Company Limited as at 31 December 2020, 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.

Emphasis of Matters

I draw attention to Note 1.2 to the consolidated financial statements. The COVID-19 pandemic is resulting in an economic slowdown and impacting the Group's business activities. The Group's management has monitored the ongoing developments and amended its business plan to reflect the current circumstances. Moreover, the management has continuously assessed the impact, and adjusted the values of assets in the consolidated financial statements and investments in subsidiaries in the separate financial statements, in so far as they are relevant to the amendments to the business plan, as discussed in Note 10.7 to the consolidated financial statements. In preparing the consolidated and separate financial statements for the year ended 31 December 2020, the Group has elected

to apply the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic issued by the Federation of Accounting Professions, as discussed in Note 3 to the consolidated financial statements. My opinion is not modified in respect of these matters.

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 2020, intangible assets and cost of spectrum license totaled Baht 2,570 million, representing 58 percent of the Group's total assets in the consolidated statement of financial position, as described in Notes 12 and 13 to the consolidated financial statements. Moreover, the Company had investments in subsidiaries and loans to and interest receivable from subsidiaries amounting to Baht 4,148 million, representing 96 percent of total assets in the separate statement of financial position, as described in Notes 7 and 10 to the consolidated financial statements. Management's assessment was that there were indicators that these assets may be impaired. In determining the impairment loss, management had to exercise judgement with respect to the projections of future operating performance and plans for management of assets, and the determination of an appropriate discount rate and key assumptions, which directly affect the amount of allowance for impairment loss on such assets.

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

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

Deferred tax assets for unused tax losses

As at 31 December 2020, the Group had deferred tax assets for unused tax losses amounting to Baht 198 million. The Group has disclosed its accounting policy and details relating to deferred tax in Notes 5 and 26, respectively, to the consolidated financial statements. A deferred tax asset is recognised when it is highly probable that the Group's taxable profit will be sufficient to allow utilisation of the deferred tax in the future. Determining whether there will be sufficient future taxable profit to utilise taxable losses requires significant management judgement with respect to preparation of business plans and projections of future taxable profit based on approved business plans. Therefore, there is a risk with respect to the amount of deferred tax assets.

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

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

**Responsibilities of Management and Those Charged with Governance
for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Krongkaew Limkittikul

Certified Public Accountant (Thailand) No. 5874

EY Office Limited

Bangkok: 24 February 2021

Summary of Financial Statements

Statements of financial position of the Company and subsidiaries as of December 31, 2018 – 2020

Statements of Financial Position	As of December 31					
	2020		2019		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	173.22	3.93	45.07	0.99	91.47	1.59
Trade and other receivables	244.71	5.55	141.49	3.12	223.96	3.88
Contract assets – accrued revenues	140.14	3.18	189.12	4.16	224.17	3.89
Inventories	8.09	0.18	16.34	0.36	16.53	0.29
Current tax assets	44.68	1.01	66.94	1.47	69.31	1.20
Prepaid expenses	7.39	0.17	17.51	0.39	38.81	0.67
Other current assets	40.64	0.92	57.32	1.26	75.56	1.31
Total current assets	658.87	14.94	533.79	11.75	739.81	12.83
Non-current assets						
Restricted bank deposits	66.85	1.52	39.61	0.87	62.60	1.09
Investment in joint venture	-	-	0.88	0.02	-	-
Property, plant and equipment	652.40	14.81	712.97	15.69	732.36	12.70
Intangible assets	2,040.79	46.32	2,282.81	50.25	2,572.81	44.63
Cost of spectrum license	529.02	12.01	592.86	13.05	1,328.01	23.04
Deferred tax assets	364.29	8.27	300.53	6.62	245.45	4.26
Other non-current assets	93.87	2.13	79.33	1.75	84.04	1.45
Total non-current assets	3,747.22	85.06	4,008.99	88.25	5,025.27	87.17
Total assets	4,406.09	100.00	4,542.78	100.00	5,765.08	100.00

Statements of Financial Position	As of December 31					
	2020		2019		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities						
Current liabilities						
Bank overdrafts and short-term loans from banks	155.02	3.52	185.87	4.09	221.86	3.85
Trade and other payables	497.30	11.29	358.36	7.89	423.61	7.35
Contract liabilities – unearned revenues	124.39	2.82	72.61	1.60	48.41	0.84
Short-term loans from an unrelated party	215.00	4.88	-	-	-	-
Current portion of long-term liabilities						
Long-term loans from banks	199.24	4.52	300.79	6.62	109.64	1.90
Cost of spectrum license and interest payable	227.67	5.17	-	-	6.78	0.12
Liabilities under finance lease agreements	15.81	0.36	21.84	0.48	15.64	0.27
Income tax payable	0.63	0.01	0.39	0.01	1.34	0.02
Other current liabilities	25.09	0.57	37.53	0.83	41.10	0.71
Total current liabilities	1,460.15	33.14	977.39	21.52	868.38	15.06
Non-current liabilities						
Long-term liabilities, net of current portions						
Long-term loans from banks	1,502.68	34.11	1,233.08	27.14	1,333.82	23.14
Cost of spectrum license and interest payable	-	-	212.18	4.67	844.06	14.64
Lease liabilities	8.83	0.20	16.22	0.36	18.39	0.32
Deferred tax liabilities	3.68	0.08	5.83	0.13	7.48	0.13
Provision for long-term employee benefits	78.09	1.77	86.39	1.90	51.86	0.90
Total non-current liabilities	1,593.28	36.16	1,553.70	34.20	2,255.61	39.13
Total liabilities	3,053.43	69.30	2,531.09	55.72	3,123.99	54.19
Shareholders' equity						
Registered capital	347.11		486.30		486.30	
Issued and fully paid-up capital	347.11	7.88	347.11	7.64	347.10	6.02
Premium on ordinary shares	3,633.00	82.45	3,633.01	79.97	3,632.95	63.02
Differences on business combination under common control	(152.37)	(3.46)	(152.37)	(3.35)	(152.37)	(2.64)
Retained earnings						
Appropriated – statutory reserve	51.97	1.18	51.97	1.14	51.97	0.90
Unappropriated (deficit)	(2,527.11)	(57.35)	(1,865.88)	(41.07)	(1,238.98)	(21.49)
Other components of shareholders' equity	0.06	0.00	(2.15)	(0.05)	0.42	0.01
Total shareholders' equity	1,352.66	30.70	2,011.69	44.28	2,641.09	45.81
Total liabilities and shareholders' equity	4,406.09	100.00	4,542.78	100.00	5,765.08	100.00

Statement of comprehensive income of the Company and subsidiaries for the year ended December 31, 2018 – 2020

Statement of Comprehensive Income	Consolidated Financial Statements					
	For the year ended December 31					
	2020		2019		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue						
Revenue from contracts with customers	1,644.65	97.19	2,150.39	98.47	2,399.23	95.66
Profit from modification of the terms of payment of the spectrum license fee	-	-	-	-	75.23	3.00
Other income	47.63	2.81	33.36	1.53	33.66	1.34
Total Revenues	1,692.28	100.00	2,183.75	100.00	2,508.12	100.00
Expenses						
Cost of sales and services	1,729.15	102.18	1,963.11	89.89	1,905.89	75.99
Selling and servicing expenses	163.32	9.65	281.76	12.90	171.03	6.82
Administrative expenses	342.08	20.21	493.69	22.61	480.51	19.16
Expected credit losses (reversal)	9.78	0.58	(0.04)	-	-	-
Reversal of allowance for impairment of investment in a joint venture	-	-	-	-	(4.03)	(0.16)
Loss on impairment of other non-financial assets	37.34	2.21	5.25	0.24	-	-
Total Expenses	2,281.67	134.83	2,743.77	125.64	2,553.40	101.81
Operating loss	(589.39)	(34.83)	(560.02)	(25.64)	(45.28)	(1.81)
Share of profit (loss) from investment in an associate	(0.28)	(0.01)	0.81	0.03	-	-
Profit (loss) before finance cost and tax income (expenses)	(589.67)	(34.84)	(559.21)	(25.61)	(45.28)	(1.81)
Finance income	0.19	0.01	0.59	0.03		
Finance cost	(120.32)	(7.11)	(110.42)	(5.06)	(128.62)	(5.13)
Loss before income tax	(709.80)	(41.94)	(669.04)	(30.64)	(173.90)	(6.94)
Income tax income (expenses)	48.30	2.85	52.85	2.42	(19.37)	(0.77)
Profit (Loss) for the year	(661.49)	(39.09)	(616.19)	(28.22)	(193.27)	(7.71)
Exchange differences on translation of financial statements in foreign currency	2.21		(2.57)		(0.82)	
Actuarial gain (loss) – net of income tax	0.27		(10.72)		-	
Other comprehensive income for the year	2.48		(13.29)		(0.82)	
Total comprehensive income for the year	(659.02)		(629.48)		(194.09)	

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	(661.49)		(616.19)		(193.27)	
Profit for the year attributable to	(661.49)		(616.19)		(193.27)	
Loss per share						
Basic loss per share	(0.191)		(0.178)		(0.056)	
Loss attributable to equity holders of the Company	(0.191)		(0.178)		(0.050)	
Weighted average number of ordinary shares (million shares)	3,471.05		3,471.05		3,451.45	

Statement of cash flows of the Company and subsidiaries for the year ended December 31, 2018 – 2020

Statement of Cash Flows	Consolidated Financial Statements		
	For the year ended December 31		
	2020	2019	2018
	Million Baht	Million Baht	Million Baht
Net cash from operating activities	641.93	1,032.05	1,188.95
Net cash used in investing activities	(737.24)	(1,010.30)	(1,227.00)
Cash flows from financing activities	221.25	(65.58)	(2.11)
Increase (decrease) in translation adjustments	2.21	(2.57)	1.56
Net increase (decrease) in cash and cash equivalents	128.15	(46.40)	(38.60)

Key Financial Ratio

Financial Ratio	Consolidated Financial Statements		
	2020	2019	2018
<u>Liquidity Ratio</u>			
Liquidity Ratio (Time)	0.45	0.55	0.85
Quick Ratio (Time)	0.38	0.36	0.58
Cash Flow Liquidity Ratio (Time)	0.53	1.12	1.42
Account Receivable Turnover (Time)	4.67	5.85	5.49
Average Collection Period (Day)	78.18	62.41	66.46
Inventory Turnover (Time)	120.17	100.31	116.92
Average Sale Period (Day)	3.04	3.64	3.12
Payable Turnover (Time)	38.51	34.75	41.69
Average Payment Period (Day)	9.48	10.50	8.75
Cash Cycle (Day)	69.81	54.16	60.83
<u>Profitability Ratio</u>			
Gross Profit Margin (%)	(5.14)	8.71	20.56
Operating Profit Margin (%)	(38.73)	(27.59)	(6.43)
Other Profit Margin (%)	2.81	1.53	4.34
Operating Cash Flows to Operating Profit Ratio (%)	(100.77)	(173.93)	(771.21)
Net Profit Margin (%)	(39.09)	(28.22)	(7.71)
Return on Equity (ROE) (%)	(39.32)	(26.49)	(7.18)
<u>Efficiency Ratio</u>			
Return on Assets (ROA) (%)	(14.78)	(11.96)	(0.79)
Return on Fix Assets (ROFA) (%)	(85.28)	(71.80)	(12.09)
Total Assets Turnover (Time)	0.38	0.42	0.44
<u>Financial Policy Ratio</u>			
Debt to Equity Ratio (Time)	2.26	1.26	1.18
Interest Coverage (Time)	(4.90)	(5.06)	(0.35)
Cash Basic (Time)	0.72	0.86	0.80
Dividend Payout ^{1/} (%)	-	-	-

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 2020 amounted to 1,692.28 million Baht, compared to 2,183.75 million Baht in 2019, decreasing by 491.47 million Baht or 22.51 percent, with details summarized as follows:

Revenue	Consolidated Financial Statements			
	2020	2019	Increase (Decrease)	%
Sales and service income	1,644.65	2,150.39	(505.74)	(23.52)
Other income	47.63	33.36	14.27	42.78
Total	1,692.28	2,183.75	(491.47)	(22.51)

Sales and service income of the Company and subsidiaries for 2020 totaled 1,644.65 million Baht, compared to 2,150.39 million Baht in 2019, decreasing by 505.74 million Baht, or 23.52 percent. Details of sales and service income can be categorized in terms of business as follows:

Business	Consolidated Financial Statements			
	2020	2019	Increase (Decrease)	%
Media business	1,456.08	1,919.42	(463.34)	(24.14)
Content business	188.57	230.97	(42.40)	(18.36)
Total	1,644.65	2,150.39	(505.74)	(23.52)

Revenue from media business comprising of the TV, online and subscription video on demand business of the Company and subsidiaries for 2020 was 1,456.08 million Baht, comparing to 1,919.42 million Baht in 2019, dropping by 463.34 million Baht or 24.14 percent. The declining income was mainly due to Advertising revenue, directly affected by the COVID-19 situation, resulted in a decrease in advertising revenue of 569.0 million baht. However, the situation in Thailand is likely to improve in the fourth quarter of 2020, together with the sales promotion policy to stimulate the purchase of advertising. The feedback was satisfactory. As a result, the trend of advertising revenue has improved in the fourth quarter of 2020, and the Company has an increase in subscription video on demand revenue of 105.70 million baht.

Revenues from content business comprising movie, entertainment, commerce and master content provider businesses of the Company and subsidiaries in 2020 amounted to 188.57 million Baht, decreasing by 42.40 million Baht, or 18.36 percent from 230.97 million Baht of 2019. This is due to restructuring within the group from the first quarter of 2020 with a focus on core businesses causing the income in this section decrease.

Other income of the Company and subsidiaries in 2020 was 47.63 million Baht, compared with 33.36 million Baht in 2019, increasing by 14.27 million Baht or 42.78 percent.

Cost, Expense, Financial Cost and Income Tax

Cost, expense, finance income, financial cost and income tax of the Company and subsidiaries in 2020 totaled 2,353.78 million Baht, compared to 2,799.94 million Baht in 2019, decreasing by 446.16 million Baht or 15.93 percent.

Details	Consolidated Financial Statements			
	2020	2019	Increase (Decrease)	%
Cost of sales and services	1,729.15	1,963.11	(233.96)	(11.92)
Selling and servicing expenses	163.32	281.76	(118.44)	(42.04)
Administrative expenses	342.08	493.69	(151.61)	(30.71)
Expected credit losses (reversal)	9.78	(0.04)	9.82	24,550.0
Loss on impairment of other non-financial assets	37.34	5.25	32.09	611.24
Total expenses	2,281.67	2,743.77	(462.10)	(16.84)
Share of profit from investment in an associate	0.28	(0.81)	1.09	134.57
Finance income	(0.19)	(0.59)	0.40	67.80
Finance cost	120.32	110.42	9.90	8.97
Tax income (expenses)	(48.30)	(52.85)	4.55	8.61
Total	2,353.78	2,799.94	(446.16)	(15.93)

The reduction in operating expenses was mainly due to 1) the decrease in relation to the decrease in operating income 2) The restructuring within the group since the first quarter of the year 2020 with a focus on core business. This allows the Company and its subsidiaries to manage cost of sales and expenses more efficiently.

Net Loss

The Company and subsidiaries recorded the net loss for 2020 at 661.49 million Baht, comparing to net loss of 616.19 million Baht in 2019, loss increased by 45.30 million Baht or 7.35 percent. This is because advertising revenue had decreased in 2020, directly affected by the COVID-19 situation. But the revenue in the subscription video on demand business (MonoMax) grew, along with the restructuring within the core business-focused segment. This enables the group of companies to manage costs and expenses more efficiently causing it to compensate for the decline in advertising revenue.

(2) Financial Status Analysis**Assets**

The total assets of the Company and subsidiaries as of the end of 2020 amounted to 4,406.09 million Baht, decreasing by 136.69 million Baht of 2019. This was in consequence of non-current assets decreased in amount of 261.77 million Baht but current assets increased in amount of 125.08 million Baht. An increase in current assets was mostly because trade and other receivables increased by 103.22 million Baht. A decrease in non-current assets was mostly because intangible assets decreased by 242.02 million Baht.

Liabilities

As of the end of 2020, total liabilities of the Company and subsidiaries stood at 3,053.43 million Baht, increasing by 522.34 million Baht from 2019. The increase of liabilities was mainly due to an increase in loan from banks of 137.20 million baht, an increase in trade and other payables of 138.94 million baht and an increase in short-term loans from an unrelated party of 215 million baht.

Shareholders' equity

Shareholders' equity of the Company and subsidiaries as of the end of 2020 was 1,352.66 million Baht, decreasing by 659.03 million Baht from 2019 which was mainly due to the 2020 losses of 661.49 million Baht.

Investment Structure

As of December 31, 2020, the Company and subsidiaries recorded the total liabilities of 3,053.43 million Baht, accounting for 69.30 percent of total assets. Shareholders' equity was 1,352.66 million Baht, accounting for 30.70 percent of total assets. Debt to Equity Ratio was 2.26 times, increasing by 1.00 times from the year 2019.

Profitability

As of December 31, 2020, the Company and subsidiaries' gross profit margin was a contraction of -5.14 percent, decreasing by 13.85 percent from 2019. Net profit margin was a contraction of -39.09 percent, increasing by 10.87 percent from 2019. This is because the Company and subsidiaries' revenues had decreased in 2020.

Asset Management Ability

In 2020, the Company and subsidiaries' Return on Assets was a contraction of -14.78 percent, increasing by 2.82 percent from 2019 and Total Assets Turnover in 2020 was 0.38 times which decreased by 0.04 times from the 2019. This is because the Company and subsidiaries' revenues had decreased in 2020.

Liquidity and Capital Adequacy

In 2020, the Company and subsidiaries' liquidity ratio was 0.45 times, decreasing by 0.10 times from 2019. Quick Ratio was 0.38 times, increasing by 0.02 times from 2019. This was because the increase in current liabilities of the Company and subsidiaries.

In 2020, debt-to-equity ratio was 2.26 times, increasing by 1.00 times from 2019 because the Company and subsidiaries' total liabilities increased, whereas shareholders equity decreased from operating loss.

Liability Commitments

As of December 31, 2020, the subsidiaries had outstanding payment commitments in respect of service agreements amounting to Baht 190 million. The terms of the agreements were generally between 1 and 8 years.

Auditor's Profile

Name: Miss Krongkaew Limkittikul **Age:** 48 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:** 57 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:** 47 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 2021 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 2021 which is the ninth year after becoming a listed company shall be considered based on the longest terms of office in directorship.**

2. Definition of Independent Director

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

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

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

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

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

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

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

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

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

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

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

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

1) Mr. Preecha Leelasithorn



Proposed Director Position : Independent Director

Age : 58 Years

Education : Master Degree, Business Administration,

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

- Director Accreditation Program (DAP) English Program Class 101/2013
- Audit Committee Program (ACP) Class 25/2009

Experience : Directorship in Listed Company

Feb. 2020 – Present	Chairman of Audit Committee
2012 – Feb. 2020	Member of Audit Committee
2012 – Present	Independent Director and Chairman of Nomination and Remuneration Committee, Mono Next PCL.

Directorship in other Companies

2021 – Present	Thai Roum Chareon Keha (1988) Co., Ltd.
2021 – Present	Director, Reang Manakij Co., Ltd.
2019 – Present	Director, Suriwong Condominium Co., Ltd.
2013 – Present	Director, CPanel Co., Ltd.
2012 – Present	Deputy Chief Executive Officer, Wall Street Tower Co., Ltd.
2007 – Present	Executive Vice President, AIRA Securities PCL.
2002 – Present	Director, Alliance Co., Ltd.
2000 – Present	Director, Andaman Lanta Property Co., Ltd
1984 – Present	Director, Manakijcharoen Co., Ltd.

Shareholding in the Company (%)* : None

*Includes holdings by spouse and minor children as of December 31, 2020

Position of director/executive in other companies

which may cause conflicts of interest to the Company : None

Date of being appointed as director : March 9, 2012

Duration of being director : 9 years

Total number of years of directorship until this term is completed: 12 years (The term will be completed in 2024.)

Meeting attendance in 2020	: AGM 2020	: 1/1
	Board of Directors' Meeting	: 9/9
	Audit Committee Meeting	: 6/6
	Nomination and Remuneration Committee Meeting	: 4/4

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

2) Mr. Navamin Prasopnet

Proposed Director Position : Director (Executive Director)

Age : 49 Years

Education : Bachelor of Science, Computer Information System,
Bentley University, Massachusetts, USATraining for director course : Thai Institute of Directors Association (IOD)
- Role of the Chairman Program (RCP), Class 21/2009
- Director Certification Program (DCP), Class 104/2008

Experience : Directorship in listed companies

2019 – Present Independent Director and Member of Audit Committee,
Villa Kunalai PCL.2017 – Present Chairman of Executive Committee and
Chairman of Risk Management Committee2012 – Present Assistant Chairman and
Chief Marketing Officer,
Mono Next PCL.

Directorship in other Companies

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

2007 – Present Director, Green Star Environment Co., Ltd.

2006 – Present Director and President,
Subsidiaries of Mono Technology PCL. (7 companies)

2003 – Present Director, Navesco Co., Ltd.

Shareholding in the Company (%)* : 0.37

*Includes holdings by spouse and minor children as of December 31, 2020

Position of director/executive in other companies

which may cause conflicts of interest to the Company: None

Date of being appointed as director : March 9, 2012

Duration of being director : 9 years

Total number of years of directorship until this term is completed: 12 years (The term will be completed in 2024.)

Meeting attendance in 2020 : AGM 2020 : 1/1
Board of Directors' Meeting : 8/9
Executive Committee's Meeting : 34/34
Risk Management Committee's Meeting : 5/5

3) Mr. Sang Do Lee

Proposed Director Position : Director (Non-Executive)

Age : 46 Years

Education : Bachelor of Science, Computer Science and Industrial Engineering
Yinsei University, Seoul, KoreaTraining for director course : Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP), Class 103/2008

Experience : Directorship in Listed Company

2012 – Present Director

2012 – 2020 Executive Director

2012 – 2019 Chief Executive Office,
Mono Next PCL.

Directorship in other Companies

2020 – Present Executive Vice President – Business Partnership & Development,
Triple T Broadband PCL.

2006 – Present Director, Subsidiaries of Mono Next PCL. (6 companies)

Shareholding in the Company (%)* : 0.35

*Includes holdings by spouse and minor children as of December 31, 2020

Position of director/executive in other companies

which may cause conflicts of interest to the Company: None

Date of being appointed as director : March 9, 2012

Duration of being director : 9 years

Total number of years of directorship until this term is completed: 12 years (The term will be completed in 2024.)

Meeting attendance in 2020 : AGM 2020 : 1/1

Board of Directors' Meeting : 9/9

Executive Committee's Meeting : 34/34



(Translation)

(F 53-4)

Capital Increase Report Form
Mono Technology Public Company Limited
Date February 24, 2021

Mono Next Public Company Limited (the “Company”) hereby reports the resolutions of the Board of Directors’ meeting No. 1/2021 which was held on February 24, 2021 with respect to the capital increase and allocation of shares as follows:

1. Capital Increase

The meeting of the Board of Directors passed the resolution approving the reduction and increase of the Company’s registered capital as below:

- The increase of the Company’s registered capital from 347,105,403.80 Baht to 381,805,403.80 Baht by mean of the issuance of 347,000,000 ordinary shares with the par value of 0.10 Baht per share, totally 34,700,000 Baht. Details of each type of capital increase are as follows:

Type of Capital Increase	Type of Share	No. of Shares (Shares)	Par Value (Baht per share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	-	-	-
	Preferred share	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary share	347,000,000	0.10	34,700,000.-
	Preferred share	-	-	-

- If specifying the purpose of utilizing proceeds, all of the following items must be filled out, except item No. 2.2

- If under General Mandate, only items No. 2.2, No. 3 and No. 4 need to be filled out.

2. Allotment of new shares**2.1. If specifying the purpose of utilizing proceeds**

Allotted to	Number of Shares (Shares)	Ratio (Old : New)	Sale price (THB/share)	Subscription and Payment Period	Remark
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons	-	-	-	-	-
To support the conversion / exercising rights of a given instrument (specify)	-	-	-	-	-

2.1.1 The Company’s plan in case there is a fraction of shares remaining

- None -

2.2 If under General Mandate

Allotted to	Type of Shares	Number of Shares (Shares)	Percentage of paid-up capital ^{1/}	Remark
Existing Shareholders To support the exercise of transferable subscription rights	Ordinary	-	-	-
	Preferred	-	-	-
		-	-	-
General Public	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	347,000,000	10	Please consider other conditions in the remarks below.
	Preferred	-	-	-

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under General Mandate.

Remarks

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Supervisory Board on Application for and Approval of Offer for Sale of Newly Issued Shares (as amended).
- (2) The allotment of newly issued ordinary shares via private placement shall be completed prior to the date of the Company's next Annual General Meeting of Shareholders or the date required by laws to hold the next Annual General Meeting of Shareholders, whichever comes first.
- (3) The Board of Committee shall have authority to deliberate the conditions and details concerning the allotment and the offering of shares, sign the related documents and manage any process that may benefit the allotment of newly issued ordinary shares.

3. Schedule of the Annual General Meeting of Shareholders to approve the capital increase and the allocation of shares

To convene the 2021 Annual General Meeting of Shareholders will be held on Thursday, April 29, 2021 at 14.00 p.m. by e-Meeting, under the Emergency Decree on Electronic Meetings, B.E. 2563(2020), at the Company's meeting room at 29/9 Moo 4, Chaiyaphruek Road, Bang Phlap, Pak Kret, Nonthaburi 11120. Set the Record Date to determine the list of shareholders entitled to attend the Shareholders' Meeting on March 11, 2021.

4. Approval of the capital increase / allocation of shares by relevant governmental agency and related conditions thereto (if any)

4.1 The Approval by the 2021 Annual General Meeting of Shareholders

4.2 The Approval by the Office of the Securities and Exchange Commission

4.3 The Ministry of Commerce: To file for the capital increase and register the change in the paid-up capital with the Department of Business Development, the Ministry of Commerce.

4.4 The Stock Exchange of Thailand: To file for listing the newly issued ordinary shares offered to the private placement investors for capital increase when the issuance and trading of such shares are under General Mandate.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company will have sufficient working capital in order to support business operation and expansion, enhance liquidity, and to be suitable with the Company's capital structure.

In 2021, the Company has set up a budget for purchasing a variety of contents at about 1,000,000,000 Baht to 1,200,000,000 Baht. This budget is to support the growth of digital TV channel – MONO29, video on demand subscription service – MonoMax, and content for the channels on 3BB GIGATV which the Company produced. The allotment of newly issued shares and the operation on investment plan have no negative effect to the Company's operation, financial status, and operating result.

The Board of Directors considered that the issuance of newly issued shares under General Mandate will maintain and increase liquidity. The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion.

6. Benefits which the company will receive from the capital increase / allocation of shares

The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion as well as enhance liquidity.

7. Consideration of the Board of Director and the Audit Committee concerning the allocation of newly issued shares via private placement

The Board of Directors commented that the capital increase under General Mandate was approved by the shareholders in advance. Therefore, the Board of Directors is authorized to consider the allotment of newly issued shares through private placement as deemed appropriate. The reason and the need for capital increase is to improve liquidity of the Company by using the capital increase as working capital. Thus, the capital increase is appropriately streamlined the fund raising for each occasion. It also enables the operation to keep pace with the rapid change of different factors.

7.1 Reasons and necessity for increase of capital

The reasons for capital increase are to maintain and increase liquidity of the Company. In 2021, the Company has set up a budget for purchasing a variety of contents at about 1,000,000,000 Baht to 1,200,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, video on demand subscription service – MonoMax, and content for the channels on 3BB GIGATV

which the Company produced and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

7.2 Feasibility of the plan for utilizing proceeds received from the increase of capital

The Company has researched on the worthiness and the possibility for utilizing the contents which are favorable to customers of ages in order to support the growth of digital TV channel – MONO29, video on demand subscription service – MonoMax, and content for the channels on 3BB GIGATV which the Company produced.

7.3 Reasonability of the increase of capital

The Board of Directors considered that the issuance of newly issued shares under General Mandate could maintain and increase liquidity of the Company which has set up a budget for purchasing a variety of contents at about 1,000,000,000 Baht to 1,200,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, video on demand subscription service – MonoMax, and content for the channels on 3BB GIGATV which the Company produced. With the contents purchased, the Company will be able to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

7.4 Suitability of the offering price of the newly issued shares to be proposed to private placement and backgrounds for determination of such offering price

The Board of Directors will consider the offering price of newly issued shares under General Mandate via private placement concerning the ultimate benefits of the Company and shareholders. The Company will be restricted to the following rules:

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).

Pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering. The Board of Directors will specify the offering share price approved by the shareholders' meeting which is the best market price at the time of the offering based on the maximum benefit of the Company and all shareholders. The offering price shall not be less than the weighted average price in the SET of not less than the past 7 consecutive business days but not exceeding 15 consecutive business days prior the day of pricing offering price. The Board of Directors may specify the share price with the discount of not more than 10% (according to Chapter 1 Article 8 (1) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to sell new shares to the private placement). The discount shall be considered by the Board of Directors at the current market condition in order to facilitate the rapid funds raising for providing adequate working capital.

7.5 Reasons and necessity for capital increase under General Mandate via private placement

The Board of Directors considered that the reasons and necessity for capital increase under General Mandate via private placement is appropriate as the Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion as well as enhance liquidity.

The Company has set the criteria on the selection of private placement as follows:

1. The private placement possesses potentiality in investment.
2. The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

7.6 Impact on the business operation, financial status and overall operation of the Company as a result of the increase of capital and implementation of the proceeds utilization plan of the projects

The Board of Directors considered that the issuance of newly issued ordinary share under General Mandate can maintain and increase liquidity of the Company. The capital increase and operation on the investment plan have no negative effect to the Company's operation, financial status and operating result. In 2017, the Company has set up a budget for purchasing a variety of contents at about 1,000,000,000 Baht to 1,200,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, video on demand subscription service – MonoMax, and content for the channels on 3BB GIGATV which the Company produced and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term. In addition, the Company will have sufficient working capital in order to support business operation and be able to raise funds in a short period.

The financial status of the Company as of December 31, 2020 appears that the debt to equity ratio equals to 2.26 times. Once includes the transaction of capital increase from newly issued ordinary shares, the debt to equity ratio decreases to 2.20 times.

The Board of Directors considered that the issuance of newly issued shares under General Mandate will maintain and increase liquidity. The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion.

8. Benefits which the shareholders will receive from the capital increase /allocation of shares

The capital increase is intended to support the continuing business that is related to movie business, digital TV channel, satellite TV channel and member registering online video on demand which will enable the Company to offer services that meet customer's need even more comprehensive and ultimately to improve profits and dividends in the future.

9. Other details necessary for shareholders to approve the capital increase / allocation of shares

The reason that the Company offers new shares to private placement is the flexibility of the procedures and the shorter speed for fund raising. The Company can specify the target group of investors who have potential in investment as well as their financial limits. This enables the business operation to be done in time, thus, benefiting both the Company and shareholders.

10. Confirmation of the Board of Directors on the consideration and verification of investor

The Board of Directors confirms that the consideration and verification of investor is carefully performed under the criteria on the selection of private placement as follows:

1. The private placement possesses potentiality in investment.
2. The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

11. The responsibility of the Board of Directors to information memorandum of shareholders

The Board of Directors is responsible for information memorandum shareholders. Mr. Patompong Sirachairat and Mr. Navamin Prasopnet, directors who are authorized to act on behalf of the Company, have carefully reviewed this information memorandum and certified that the information presented in this information memorandum is true and complete in all respects. There is no information that could be resulted in any misunderstanding.


In the case that the directors do not perform their duties with honesty and do not maintain the benefits of the Company concerning the capital increase, if the neglect of such duties resulted in the destruction of the Company, the shareholders can sue the director for damages according to Clause 85 of Limited Public Company Act B.E.2535 (1992). Also, if the neglect of such duties resulted in the unfair benefits of the directors or related persons, the shareholders can sue the director to request for the return of such benefits in the name of the Company according to Clause 89/18 of Securities and Exchange Act B.E.2535 (1992).

12. Schedule of action where the Board of Directors passes a resolution approving the capital increase / allocation of shares


No.	Procedures	Date
1.	The Board of Directors' Meeting	February 24, 2021
2.	The date of notifying the Board of Directors' resolutions to the Stock Exchange of Thailand	February 24, 2021
3.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	March 11, 2021

No.	Procedures	Date
4.	The date of publicizing the invitation of the 2017 Annual General Meeting of Shareholders on the Company's website	March 26, 2021
5.	The date of sending the invitation of the 2017 Annual General Meeting of Shareholders via TSD	April 5, 2021
6.	The 2021 Annual General Meeting of Shareholders	April 29, 2021
7.	The date of notifying the resolutions of the 2021 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	April 29, 2021
8.	The date of registering capital decrease and capital increase to the Department of Business Development, Ministry of Commerce according to the Annual General Meeting of Shareholders' resolution	Within 14 days from the date of approval of the Annual General Meeting of Shareholders
9.	The date of private placement transaction under General Mandate	After the approval from SEC (completed within the next AGM)

The Company hereby certifies that the information contained in this report form is true and complete in all aspects.

Signed Authorized Director
(Mr. Navamin Prasopnet)

Position Director

Signed Authorized Director
(Mr. Patompong Sirachairat)

Position Director

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 : 69 years
Resident : Mono Next Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120
Interest in considering each agenda : -None-



2. Mr. Preecha Leelasithorn

Position : Independent Director, Chairman of Audit Committee, and
Chairman of Nomination and Remuneration Committee
Age : 58 years
Resident : Mono Next 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

3. Mr. Kriengsak Thiennukul

Position : Independent Director, Member of Audit Committee, and
Member of Nomination and Remuneration Committee
Age : 56 years
Resident : Mono Next Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120



Interest in considering each agenda : -None-

4. Mr. Charoen Sangvichaipat

Position : Independent Director, Member of Audit Committee, and
Member of Nomination and Remuneration Committee

Age : 49 years

Resident : Mono Next 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

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.

**Guideline for the shareholders on identity verification and procedures of attending the
2021 Annual General Meeting of Shareholders via electronic method (E-AGM)**

As the Company will hold the 2021 Annual General Meeting of Shareholders via electronic method (E-EGM), pursuant to the Emergency Decree on Electronic Meeting B.E.2563 (2020), at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruet Road, Bang Phlub, Pakkred, Nonthaburi, the Shareholders or the proxies who wish to attend this E-AGM are requested to state your intention and submit the identity documents specified below to the Company within April 21, 2021.

Identity Verification

1. Individual

1.1 Thai Shareholders

- (a) Identity Card of the shareholders (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 Shareholders

- (a) Passport of the shareholders
- (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.

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 shareholders appointing a Thai resident as custodian

2. In case of foreign investor shareholders 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 02-100-8100 Ext. 7878 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 shareholders may specify three proxy holders for their 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 shareholders may appoint as proxy holder are:

- | | |
|-------------------------------------|---|
| 1) Mrs. Punnee Worawuthichongsathit | Age 69 years
Chairman and Independent Director |
| 2) Mr. Preecha Leelasithorn | Age 58 years
Independent Director, Chairman of Audit Committee, and
Chairman of Nomination and Remuneration Committee |
| 3) Mr. Kriengsak Thiennukul | Age 56 years
Independent Director, Member of Audit Committee, and
Member of Nomination and Remuneration Committee |
| 4) Mr. Charoen Sangvichaipat | Age 49 years
Independent Director, Member of Audit Committee, and
Member of Nomination and Remuneration Committee |
| Address | Mono Next Public Company Limited
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,
Pakkred, Nonthaburi 11120 |

5. For the benefit and the right to attend the meeting, please complete the information, sign the proxy form and affix a 20-Baht duty stamp upon it. The shareholders are also requested to provide certified copies of both the grantor's and the proxy's identity cards and attach them to the Proxy Form (except for the case that the shareholders choose to appoint the Company's audit committee as their proxies).
6. The Company reserves the right to reject the proxy form therein stated the number of shares, exceeding the number of shares shown in the share registration book.

How to submit the shareholders' identity documents

It is requested that the shareholders or the proxies submit the signed identity documents and notice of the meeting (the page with QR Code) and the signed proxy forms (in case of appointing the proxy) to the Company via

E-mail: ir@mono.co.th, or to

Corporate Affairs and Communications Department, Mono Next PCL.

No. 29/9, Moo 4, Chaiyapruk Road, Bang Phlap,

Pak Kret, Nonthaburi 11120.

within April 21, 2021.

After the Company has already verified the list and the information of the shareholders as of the latest Record Date, the Company will send the Username and the Password to the shareholders or the proxies via e-mail addresses that they have previously given to the Company so that they can log in to enter the Electronic meeting program for the 2021 AGM (E-AGM). The Company would like to seek for the shareholders' kind cooperation to proxy the Company's Independent Directors to attend and vote on your behalf instead of attending this online meeting yourselves.

Procedures and methods to attend the Electronic AGM meeting (E-AGM)

Prior to the Meeting Date

1. The shareholders or the proxies, who already stated the intention to attend the 2021 AGM, to be conducted via electronic method, are requested to download the E-AGM Meeting Program from www.conovance.com/download.php, starting from April 7, 2021 onwards and also prepare the followings:-
 - Computer/Notebook/Tablet (*Windows OS only*): Windows XP/7/8/10
 - Internet Bandwidth 3.0 Mbps.
 - Microphone and camera to identify yourself before the commencement of the meeting
2. The shareholders or the proxies can download the manual and the video which demonstrate the procedures to attend the Electronic meeting from www.conovance.com/support.php, starting from April 7, 2021 onwards. The system supports both the E-Meeting and E-Voting, facilitating the shareholders who attend the meeting in person or by proxy (Proxy Form B is set out in Enclosure No. 10)

Sending questions in advance

The shareholders who are interested in sending questions in relation to the agenda items proposed for the 2021 AGM in advance, are requested to send your questions to the Company within April 21, 2021 only via e-mail: ir@mono.co.th. Relevant questions will be recorded in the minutes of the 2021 AGM. Nonetheless, the shareholders or the proxies who attend the meeting can still raise questions during the meeting, on the meeting date.

The Meeting Day

On April 29, 2021, the Meeting Date, the electronic registration system will be open for the shareholders to register to attend the Meeting at 12.00 hrs. The meeting will commence at 14.00 hrs.

Vote Casting Process

1. The Chairman of the Meeting shall propose the shareholders to cast the votes for each agenda item.
2. Only the shareholders who wish to vote for disapproval or to abstain your vote are required to accordingly put a tick in the checkboxes, specifically provided for disapproval or abstention, to facilitate the vote counting system.
3. In the case whereby the shareholders disagree with the proposed matter, but do not put any mark to indicate this intention, it will be assumed that such shareholders approve the agenda items as proposed by the Chairman of the Meeting.

Vote Counting Criteria

1. One share is counted as one vote. The majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman of the Meeting shall have the right to cast a deciding vote.
2. The vote counting result of each agenda item is derived by deducting the votes for disapproval and abstention, cast by the shareholders during the Meeting, from the total votes of the shareholders and the proxies, attending the Meeting, that are recorded prior to the meeting commencement.

The Company will take the video and audio recording of the whole proceedings of the 2021 AGM. The shareholders who are interested in obtaining the video file can make a request to the Company, 3 business days after the meeting date.

Contact Channels

1. Post:

Corporate Affairs and Communications Department,
Mono Next PCL.
29/9, Moo 4, Chaiyapruk Road, Bang Phlap,
Pak Kret, Nonthaburi 11120.

2. E-mail: ir@mono.co.th

3. Tel: 02-100-8100 ext.7878 (Corporate Affairs and Communications Department: Company Secretary Section)

ประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น

For E-AGM only

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท โมโน เน็กซ์ จำกัด(มหาชน) (“บริษัทฯ”)
being a shareholder of Mono Next Public Company Limited (“The Company”)

<input type="checkbox"/>	โดยถือหุ้นจำนวนทั้งสิ้นรวม _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
	holding shares at the total amount of	shares	and having the right to vote equal to	votes as
<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 นางพรรณี วรวุฒิจงสถิต อายุ 69 ปี
Name Mrs. Punnee Worawuthichongsathit Age 69 years
ตำแหน่ง กรรมการอิสระ และประธานกรรมการ
Position Independent Director and Chairman of the Board of Directors
ที่อยู่ เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
Address No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมบริษัท เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ 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 2021 Annual General Meeting of Shareholders held via electronic method (E-AGM) on Thursday, April 29, 2021 at 14.00 hrs. at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120 or on the date, at time and place, as may be postponed or changed.

- (4) ชื่อ นายปรีชา ลีละศิธร อายุ 58 ปี
 Name Mr. Preecha Leelasithorn Age 58 years
 ตำแหน่ง กรรมการอิสระ ประธานคณะกรรมการตรวจสอบ และประธานคณะกรรมการสรรหาและพิจารณาค่าตอบแทน
 Position Independent Director, Chairman of Audit Committee, and Chairman of Remuneration and Nomination Committee
 ที่อยู่ เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
 Address No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120
- (5) ชื่อ นายเกรียงศักดิ์ เขียวรูกุล อายุ 56 ปี
 Name Mr. Kriengsak Thiennukul Age 56 years
 ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาค่าตอบแทน
 Position Independent Director, Member of Audit Committee, and Member of Remuneration and Nomination Committee
 ที่อยู่ เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
 Address No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120
- (6) ชื่อ นายเจริญ แสงวิชัยภัทร อายุ 49 ปี
 Name Mr. Charoen Sangvichaipat Age 49 years
 ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาค่าตอบแทน
 Position Independent Director, Member of Audit Committee, and Member of Remuneration and Nomination Committee
 ที่อยู่ เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
 Address No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมบริษัท เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ 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 2021 Annual General Meeting of Shareholders held via electronic method (E-AGM) on Thursday, April 29, 2021 at 14.00 hrs. at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120 or on the 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 2563 ซึ่งประชุมเมื่อวันที่ 10 สิงหาคม 2563
 Agenda No. 1 To consider certifying the minutes of the 2020 Annual General Meeting of Shareholders, held on August 10, 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 2 รับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2563
 Agenda No. 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2020
 ไม่ต้องลงมติ เนื่องจากการรายงานให้ผู้ถือหุ้นรับทราบ
 This agenda is for shareholders' acknowledgment; therefore, voting is not required.
- วาระที่ 3 พิจารณานุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2563
 Agenda No. 3 To consider approving the Company's financial statements and auditor's report ended December 31, 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 4 พิจารณานุมัติงดการจ่ายกำไรเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี 2563
 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 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 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนการตรวจสอบบัญชีประจำปี 2564
 Agenda No. 5 To consider an appointment of the auditor and to fix the audit fee for the year 2021
- (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 2564
 Agenda No. 6 To consider approving the election of directors to replace those who retire by rotation for the year 2021
- (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 :-
- การเลือกตั้งกรรมการทั้งชุด
 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. นายปรีชา ลีละศิธร / Mr. Preecha Leelasithorn
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
2. นายวามินทร์ ประสพเนตร / Mr. Navamin Prasopnet
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
3. นายชัง โด ลี / Mr. Sang Do Lee
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
- วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2564
 Agenda No. 7 To consider approving the annual remuneration for directors for the year 2021
- (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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จาก 347,105,403.80 บาท เป็น 381,805,403.80 บาท
 Agenda No.8 To consider approving the increase in registered capital from 347,105,403.80 Baht to 381,805,403.80 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 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda No. 9 To consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase 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 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) จำนวน 347,000,000 หุ้น ซึ่งมีมูลค่าที่ตราไว้หุ้นละ 0.10 บาท คิดเป็นร้อยละ 10 ของทุนชำระแล้ว เพื่อเสนอขายให้แก่บุคคลในวงจำกัด
- Agenda No. 10 To consider approving the allotment of shares under General Mandate for the amount of 347,000,000 shares at the par value of 0.10 Baht per share, or 10 percent of paid capital, for sales of securities via private placement.
- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
- Agenda No. 11 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 ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน 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 ให้ถือเสมือนว่า การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

The continued list of proxy form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โมโน เน็กซ์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมบริษัท เลขที่ 29/9 หมู่ 4 ถนนชัยพฤกษ์ ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

At the 2021 Annual General Meeting of Shareholders held via electronic method (E-AGM) on Thursday, April 29, 2021 at 14.00 hrs. at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi 11120 or on the 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