



March 20, 2019

Re: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders of Mono Technology Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2018 Annual General Meeting of Shareholders, held on April 25, 2018
 2. The 2018 annual report, including the Company's financial statements and auditor's report ended December 31, 2018, accessible through QR Code
 3. Company's financial statements and summary of management discussion and analysis from the 2018 annual report
 4. Profile of auditors
 5. Preliminary details of the directors retiring by rotation and proposed for re-election
 6. Profile of independent directors proposed to act as proxies for shareholders
 7. Regulations and Articles of Association of the Company, concerning shareholders' meeting
 8. Process of attending the 2019 Annual General Meeting of Shareholders
 9. A map of Jasmine International Tower
 10. A proxy form (Form B)

The Board of Directors' meeting No. 1/2019 of Mono Technology Public Company Limited ("the Company") held on February 20, 2019 has resolved to call for the 2019 Annual General Meeting of Shareholders ("AGM") on Wednesday, April 23, 2019 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 to consider the following agendas:

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

Fact and reason

The 2018 AGM was held on April 25, 2018. 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 2018 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 2018 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 2018

Fact and reason

The Company's operation result of the year 2018 is shown in the 2018 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 2018.

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, 2018

Fact and reason

The Company's financial statements and auditor's report for the year ended December 31, 2018 as shown in the 2018 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, 2018.

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 2018

Fact and reason

Article 45 of Articles of Association of the Company stipulates that "the Company shall appropriate an amount of not less than five percent (5) of its annual net profits after the deduction of the accumulated loss brought forward (if any) until such reserve fund reaches the amount of not less than ten percent (10) of the registered capital." Furthermore, the Board of Directors has the policy to propose the shareholders' meeting to consider paying dividend to general shareholders at the ratio of not less than 50 percent of the net profit after tax deduction as shown in the Company's separate financial statements each year. However, the Board of Directors shall consider the dividend payment

based mainly on the benefit of shareholders and take into account reserves of funds for future investment or loan repayment or working capital.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the omission of the allocation of net profit as legal reserve because currently the Company has allocated an amount of net profit as a complete legal reserve. The total amount of the legal reserve is 51,970,000.00 Baht, or at least 10 percent of the Company's registered capital amounting 486,299,997.50 Baht. In addition, the Board of Directors also proposed the shareholders' meeting to approve the omission of dividend payment for 2018 operation results, as in 2018, the Company's operation results (according to the separate financial statement) showed a net loss of 69,053,082.46 Baht. 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 2019

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 2019:

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

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

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

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

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

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

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 2019

Fact and reason

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

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

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

Opinion of the Board

The proposed persons have been considered appropriate by the Board of Directors. As for the appointment of independent directors, the Board of Directors deemed that the proposed persons shall be able to give their opinion independently according to related regulations. The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion to propose

the shareholders' meeting to approve the re-election of the 3 directors to directorship for another term as in view of the Board, these directors possess the qualifications, knowledge, ability and experiences which are appropriate for the Company's operation. Nevertheless, no shareholder proposed anyone to be elected as the directors.

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

Remark

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

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

Voting Rule

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

Agenda 7 To consider and approve the annual remuneration for directors in 2019

Fact and reason

In 2018, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and other committees of the Company including the incentive fee at the amount of not exceeding 7 million Baht.

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 2019 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2018. Details are as follows:

Position	Remuneration per Month (Baht)	
	2019 (Proposed year)	2018
Chairman	70,000	70,000
Assistant Chairman	30,000	30,000
Director	20,000	20,000
Independent Director	20,000	20,000
Chairperson of the Audit Committee	20,000	20,000
Member of the Audit Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	20,000 (Baht/attendance)	10,000 (Baht/attendance)
Member of the Nomination and Remuneration Committee	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Incentive fee for the Company's directors	not exceeding 2 million Baht	not exceeding 2 million Baht
Other Benefits	None	None

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

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 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 2019 AGM on Friday, March 8, 2019.

Please be invited to attend the meeting at the date, time and place specified above and bring the registration form to the 2019 Annual General Meeting of Shareholders. As a shareholder attending the meeting in person, kindly show your identification card upon your attendance. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form as appeared in Enclosure 10 (affix 20 Baht duty stamp) and enclose documents or evidences of the shareholder or proxy holder entitled to attend the shareholders' meeting, then submit them to the meeting prior to the convening of the meeting. For foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Form B or Form C. Other shareholders can use only one proxy form (Proxy Form A or Proxy Form B). For your convenience, the Company would like to recommend the Proxy Form B which provides more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Affairs Department of the Company or download these forms from www.mono.co.th, Investor Relations section, Shareholder Information sub-category.

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

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

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

Yours sincerely,

Mono Technology Public Company Limited



(Mr. Sang Do Lee)

Director



(Mr. Navamin Prasopnet)

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MONOTECHNOLOGY
PUBLIC COMPANY LIMITED



(Translation)

Mono Technology Public Company Limited
Minutes of 2018 Annual General Meeting of Shareholders

Date and place

The meeting was held on Wednesday, April 25, 2018 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Changwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120.

Directors attending the meeting

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

Executives attending the meeting

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

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 nine directors. All of them participated in the meeting on April 25, 2018, 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 2018 AGM, the Chairman of the meeting shall ask shareholders attending the meeting whether they disagree or abstain :

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

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

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

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

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

4. A damaged ballot with unclear voting intention by shareholders

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

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

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

During September 29, 2017 to December 31, 2017, the Company invited shareholders to send the question in advance for the 2018 Annual General Meeting of Shareholders. The announcement was posted on www.mono.co.th, under the “Investor Relations” page. On January 30, 2018, the Company informed The Stock Exchange of Thailand (SET) and shareholders that none of the shareholders sent any question to the Company.

After that, Mr. Pete Bodharamik, the Chairman of the meeting, announced that there were 82 shareholders holding 2,346,689,101 shares and 460 proxy holders holding 449,367,567 shares attended the meeting. The total number of shareholders and proxy holders attended the meeting was 542 with shareholding of 2,796,056,668 shares out of the entire shareholders of 7,563 with the total number of issued and subscribed shares with the right to vote of 3,390,746,672 shares, or equivalent to 82.4614 percent of all the issued and subscribed shares of the Company which had the right to vote, thereby constituting a quorum according to Article 33 of the Company’s Article of Association. The Chairman declared the meeting convened and two proxy holders which were Ms. Pongpimon Pakdeekobkul and Mr. Nitipon Chuaychana 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 2017 Annual General Meeting of Shareholders, held on April 26, 2017

The Chairman informed that the minutes of the 2017 Annual General Meeting of Shareholders held on April 26, 2017 had been set as an enclosure of the 2018 AGM notice to all shareholders.

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

Resolution of the Meeting :

The shareholders’ meeting resolved to certify the minutes of the 2017 Annual General Meeting of Shareholders, held on April 26, 2017. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,796,199,168	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 546 Shareholders	2,796,199,168	100.0000

Agenda 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2017

The Chairman informed the meeting that the Company's operation result of the year 2017 was shown in the 2017 Annual Report according to Enclosure 2 and Enclosure 3 which were sent to all shareholders together with the 2018 AGM notice. The Board of Directors had considered such report and was of the opinion that it was correct and adequate to propose to the shareholders' meeting for acknowledgement.

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

Mono Group has always placed great importance on business operation based on morality and responsibility for all stakeholders under the principle of good corporate governance. This could be seen as the Company was evaluated in "Excellent" level for 2017 Good Corporate Governance Public Company for 3 consecutive years. The evaluation was conducted by Thai Institute of Directors (IOD). In addition, the fact that the Company has received the certification certifying the member of "Collective Action Coalition Against Corruption" since 2016, the Company has announced that directors, executives, and every employee to adhere to transparency and to fight against all forms of corruption. The policy is regarded as part of the duties since that time. The details is revealed in the 2017 Annual Report.

The Chairman assigned Mr. Komsak Wattanasriroj, Chief Financial Officer, to report the Company's financial statement and the Company's 2017 operation result to all shareholders, with details summarized as follows:

1. The total assets of Mono Technology PCL. and subsidiaries was 5,737 million Baht. Current assets totaled 754 million Baht. Land, buildings and equipment, and intangible assets amounted to 3,019 million Baht and non-current assets amounted to 1,964 million Baht. Comparing to the year 2016, the total assets increased by 345 million Baht or 6 percent. Buildings and intangible assets increased by 290 million Baht (Movies increased by 143 million Baht. Clips increased by 100 million Baht. Series increased by 85 million Baht) Cash and bank deposit increased by 43 million Baht.
2. The total liabilities of the year 2017 were 2,997 million Baht. Current liabilities was 802 million Baht and non-current liabilities was 2,195 million Baht. Comparing to the year 2016, the total liabilities decreased by 29 million Baht or 1 percent as long-term loan increased by 129 million Baht (Bangkok Bank increased by 159 million Baht and Government Saving Bank decreased by 30 million Baht.), whereas debt payment for the cost of TV digital license was completed by 168 million Baht.
3. The total shareholders' equity was 2,739 million Baht. Comparing to the year 2016, the number increased by 373 million Baht or 16 percent. During the year 2017, the net profit was 58 million Baht whereas capital increase was 524 million Baht. (The allotment of shares for capital increase under General Mandate to private placement was 408 million Baht and the exercise of MONO-W1 was 116 million Baht.) Dividend payment was 202 million Baht.

4. The total revenue of the year 2017 was 2,576 million Baht. The number increased by 463 million Baht or 22 percent. The increase of income came from TV advertising. (Income from TV advertising increased by 557 million Baht. Income from subscription decreased by 169 million Baht. Income from online advertising increased 4 million Baht. Income from movie business increased 22 million Baht. Income from sponsorship increased 43 million Baht.)
5. EBITDA of the year 2017 was 1,207 million Baht. The number increased by 369 million Baht or 44 percent. Net profit of the year 2017 was 58 million Baht. Profit increased 308 million Baht or 123 percent. The increase of profit came from TV advertising income in 2017.

The important movements in 2017 included:

February

Two subsidiaries were established with Mono Technology PCL. holding 100 percent share.

1. Mono Play Co., Ltd., a content business which distributes online or mobile game products and services
2. Mono Astro Co., Ltd., a content business which provides horoscope information and talent to support life, investment, feng shui consultation.

March

Mono Astro Co., Ltd. penetrated the market by the launch of Neptune application, the latest online horoscope service which is convenience and easy to use. Neptune is available on both iOS and Android devices with over a hundred fortune tellers of different techniques to serve customers.

April

Mono Sport Entertainment Co., Ltd., Government Savings Bank, Sports Authority of Thailand, and Professional Basketball Sport Association of Thailand held a press conference on “Government Savings Bank Thailand Basketball League” (GSB TBL 2017) which was held for 6 consecutive years. The price was over 1.2 million Baht.

June

Mono Radio Co., Ltd. increased its potential by starting a Showbiz Business. With the cooperation of the Government Savings Bank, seven concerts were held under the name GSB 2 TONE CONCERT. Artists of different music styles met for the first time on stage throughout the year 2017.

October

MONO Group acquired the right to broadcast NBA, the best basketball league in the world with more than 80 million audiences worldwide. Live broadcast of the competitions is available on digital free TV “MONO29” channel and satellite TV “MONO PLUS” channel all through Season 2017-1018. Reruns of the match highlights are also available on seeme.me.

The Chairman assigned Mr. Navamin Prasopnet, Chief Marketing Officer, to report the overview and the turnover of Mono Group businesses by focusing on the current situation, the trend for future business in 3 years ahead, and the strategy which will lead to achievement. These topics will be explained as follows.

Currently, major businesses of Mono Group consist of TV business, online business, subscription business, and other businesses.

- **TV Business**

Since MONO29 began broadcasting in 2014, the TV business has been the business which has made a continuous growth. TV rating rises continuously, and finally reached 1.000 in 2017. Whereas the advertising rate per minute relates to the increase of TV rating, the advertising rate was 28,000 Baht per minute in that year. In 2018, the target for the whole year average rating will increase to 1.200 with average advertising rate at 40,000 Baht and utilization rate at 65–70 percent. The target is expected to be possible.

- **Subscription Business**

Mobile value-added service business used to be the major business of Mono Group, nevertheless, nowadays the business has been shifted. The fact that in 2015 and 2016, the income from this business section continued to decline, Mono executives realized the situation and adjusted the business form to subscription business and video streaming under the name Monomaxxx. Currently, there are more than 2 million downloads of the application with 120,000 subscribers each month. Service fee is 129 Baht monthly. The executives are confident to see a high growth of this business. Moreover, as Mono Group produces contents on movies and series, the subscription business can utilize all these existing contents.

- **Online Business**

Online business is regarded as one of the starting businesses of the Company. Mthai.com produces contents and video service. At the end of 2017, the website launched a video portal service under the name **Seeme.me** to promote online video business. The pageview of Seeme.me has increased constantly.

- **Three Years Outlook and Strategy**

The future revenue of Mono Group mainly comes from advertising and subscription. Advertising revenue derives from TV and online media. In the next 3 to 4 years, growth is expected to increase continuously with TV media still be the major source of income for Mono Group. During 2018 to 2020, it is expected that the growth of the total advertising market will be more than 70,000 million Baht. MONO29 must compete for a higher market share by increasing TV rating and advertising rate to maintain the growth of the business.

As for the business of Monomaxxx 2 to 3 years previously, heavy marketing campaigns from other players were obvious and the number of customer tended to increase significantly. It was not too hard for Mono Group to create a market as we had the platforms and the technology we created, as well as the contents that we bought from film festivals and Hollywood. We plan to put more investment in Monomaxxx in the coming years both on the contents and marketing to promote a constant growth of the business. For online business, tendency shows that

the money from advertising in global market seems to go to online media. With MThai as our online business foundation, we can still expect income from this business in the future.

We are media and content business operator with a complete service for TV and online media. The strategy which will lead us to our goal is the content. In other word, content is very important to our business. The variety of contents can be divided into 5 groups including movies, series, music, varieties, and sports. For movies, we have contacted Hollywood studios since we started airing on TV. We also have our production team from T Moment. For series, we have the copyrights of both Hollywood and Asia, plus 4 to 5 series production teams of our own. For music, Mono Music releases songs to the market regularly whereas varieties and news are the additional contents which are required by Office of The National Broadcasting and Telecommunications Commission. Lastly, for sports, we highlight 2 kinds of sports. First is boxing which we hold the program “Top King World Series” annually. Second is basketball which the Company considers very important and holds many basketball leagues from juvenile to professional divisions.

Another important strategy is the utilization of platforms and contents which support one another in each business. Contents of movies, series, and others can be utilized on many channel, for example, movies that are shown in cinemas will later go to Monomaxxx and online channel. This is the advantage of Mono Group comparing to other operators.

As for business growth in the next 3 years, there will be a continuous investment in contents. In 2018, we plan the budget for investment at 1,200 million Baht, 1,800 million Baht for 2019, and 2,000 million Baht for 2020. We believe that quality contents bring rating and great income. Moreover, we still need to expand business deals with foreign movie studios. At the moment, most of the deals are the copyrights purchased for broadcasting on TV. There might be additional deals for broadcasting on Monomaxxx in order to enlarge viewer base. Output deal is also needed for the first premiere on free TV.

Finally, for contents on sports, we gained a satisfying rating for boxing program at 2.000. As for basketball which we started promoting about 3 to 4 years ago, the result has become clearer every year as it could be seen that the rating in 2015 was at 0.1000, but for the latest competition, rating went up to 1.200. Therefore, we believe that there is possibility for basketball to be one of Thai’s favorite sports other than football.

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

Ms. Jenjira Tangwongsamart, a minor shareholder, asked the following questions.

- Why did utilization rate drop to 40 percent in January this year, and what was the utilization rate in October the previous year?
- What is the reason for the Company to produce its own contents?
- What is Output Deal?
- As Baht is strong at the moment, could the Company purchase contents for a cheaper price? How much would the advertising rate per minute be in order to reach the breakeven point?

Mr. Navamin Prasopnet clarified that it was normal for TV industry that utilization rate often dropped during seasonal time from December to February. In the previous year, the utilization rate in October was 50 percent.

The reason for producing its own contents was that the Company still gave importance to the local market. Moreover, such contents could be utilized on various platforms and could be useful for the Company in a long term.

Output deal was the contract which the Company signed with foreign movie studios. In that case, the Company would get the rights over new movies from each studio. As the time the Baht was strong, contents could be cheaper. As for the breakeven, the Company had reached that point last year.

Mr. Chokchai Kanjanakul, a minor shareholder, asked the following questions and gave the following suggestions.

- According to the news about article no.44, what was Mr. Pete's opinion on the matter? How much would cost reduced? And would that be the reason for other channels to transfer to new comers?
- As it appeared that the rating calculated by ACNielsen had included the rating online, whereas some of Mono contents could only be aired on TV. Would the factor affect rating as nowadays the number of online viewers had increased?
- It could be an advantage if the Company offered a free trial for Monomaxxx not only for the customers of its alliance like 3BB. The Company should enlarge its customer base to other business partners who placed the ads on the Company's media. There might be promotional package to purchase the service or the code to get a free trial on Monomaxxx. It could be seen that subscription was a shiny business.

Mr. Pete Bodharamik answered that the case of article no.44 would save the Expense of the Company for about 7 million Baht each quarter or 28-30 million Baht each year which would result at the bottom line. Whether it was good or not, the Company focused mainly on its business. At present, the rating was among the top three and the Company had the strategy to render the contents to Monomaxxx and online channel. Content shall be utilized to the maximum. The business pattern of the Company was different from other channels. Many companies relied on the income from foreign social media. Although the number of views were high, the income sharing was slightly low. The advantages went to foreign service providers. So, the Company created the platform for Thai people. As for the transference of business, there was no comment on such matter. Whether it would be good or not, it depended on the possession of quality contents and the ability to develop such business. These factors were not easy for new comers.

It is believed that viewers on other platforms had not received income, or got only a small amount. Such viewers were not the target group, so there was no worry on that case. Example can be seen in America as TV series were not available on Youtube, but for Thailand it may be the act in response to the wrong concept. TV service providers should know what to do. Contents were not supposed to appear on other platforms. Such matter depended on the management of each business, but Mono contents would not appear on Youtube on the same day they were broadcasted.

Mr. Pete was thankful for the suggestion on Monomaxxx. The business was going under a big adjustment. There would be more Hollywood contents and service fee would increase. We had good relationship with foreign movie studios and a one-month free trial. Our team was preparing for the task within the current year and feedback should be followed.

Mr. Apirat Bangsiri, a minor shareholder, gave the following suggestions.

- As there were foreign music videos broadcasted on Mono Plus, it should be great to air the content on MONO29 so that there would be different contents other than movies.
- Marketing on the promoting of movies on cinemas should be improved, especially focusing on well-known actors. Promoting on movies which appear on MONO29 for the first time should also be improved so that number of viewers would increase.
- There should be more promoting on the soundtracks of Thai series as many songs were great. With good promoting strategies, more people would get to know the channel and revenue shall increase. This include the promoting of artists in Mono Music Studio.

Mr. Pete Bodharamik stated that the rating of Mono Plus was in the same level as the low level of free TV currently. Agencies started to place advertisements on the channel. In that case, the team considered the position of the channel different from MONO29. Suggestions of the shareholder on marketing would be taken in concern. The Company was grateful for the shareholder's suggestions and the team would consider that for future improvement.

Mr. Korakot Justin Thadathumrongwet, a minor shareholder, asked the following questions.

- Due to the fact that active subscribers of Monomaxxx had increased, was the number accounted for domestic customers only or including customers in the neighboring countries?
- It was understood that the business pattern of Seemee.me was different from other video portal service providers abroad as ads appeared despite the video was a short clip. Was the payment of these ads done instantly?
- Would there be other movies from T Moment for the present year?

Mr. Pete Bodharamik replied that Monomaxxx was the launched in Thailand only. Most of the purchased copyrights were the ones for airing in the country. There may be some airing in Myanmar but not much. The business had grown fast due to more deals on content purchasing plus as the views from those who missed the content on MONO29. They could see the content on Monomaxxx as well. Therefore, contents should be better, and if marketing had been improved, the income should reach the number expected.

As for Seemee.me, the platform is for Thai people. The Company has set the income sharing for its alliances at quite a high level from 40 to 60 percent depend on each alliance. The advertisements appeared in the clips were real paid which was different from service providers abroad. Despite high number of viewers, the income sharing was low. It was expected that many potential alliances would be interested and there should be a long-term benefit concerning advertising.

Two movies from T Moment were expected to be launched in the third quarter of 2018. The first one was a romantic comedy and the other one was a teenage movie. There were other movie productions which had not produced for theaters but launched as the Exclusive Content on Monomaxxx and TV. These productions were worthwhile.

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

The meeting acknowledged the Company's operation result for 2017 as reported.

Agenda 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2017

The Chairman proposed the meeting to consider the Company's financial statements and auditor's report for the year ended December 31, 2017 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, 2017 (Enclosure 2 of the 2018 AGM notice)

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

Ms. Jamjuree Sangsawang, a proxy holder, questioned about the percentage of fixed cost and variable cost in 2018, as referred to the year 2015 - 2017 that the Company could control the expenses quite well. She also wanted to know whether refinance would be possible if, in the future, the operating result got better and long-term loan from financial institute was about 1,500 million Baht.

Mr. Pete Bodharamik answered that the fixed cost did not show a significant rise whereas the variable cost would be the cost on more contents for Monomaxxx. It was expected that the cost for such content should not be over 10-15 percent of the current content cost as the Company had made deals with foreign partners, so cost would not increase so much. Considering future investment, there would be reduction on depreciation and amortization for intangible asset according to the longer period for utilization, for example, movies which had produced 10 years ago could still be broadcasted and gained rating. Contents under our own production would benefit the Company in a long term. And there was not much spending on other expenses.

As for refinance, the decision would be made as appropriate to the situation. At the present time, debt to equity ratio was 1 : 1, which was not high if the Company had enough cash flow for repayment. Bangkok Bank and Government Savings Bank were still the Company's great alliance.

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, 2017. 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	2,796,356,968	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 552 Shareholders	2,796,356,968	100.0000

Agenda 4 To consider approving the allocation of net profit as legal reserve and the dividend payment for the year 2017

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 allocation of net profit as legal reserve and the dividend payment from the 2017 operation results as detailed follows:

- 4.1 In 2017, the Company earned the net profit of 53,936,002.03 Baht. The meeting approved the allocation of the net profit as the additional legal reserve at the amount of 2,120,000.00 Baht. When includes the former legal reserve of 49,850,000.00 Baht, the total legal reserve amounted to 51,970,000.00 Baht. As a result, the legal reserve of the Company accounted for at least 10% of the registered capital. Currently, the Company's registered capital is 519,699,997.50 Baht, so the amount of legal reserve is in line with the Public Limited Companies Act, B.E. 2535, and the regulation of the Company No. 45.

4.2 The meeting approved the additional dividend payment of 2017 for shareholders from separate financial statement. The dividend is paid in cash at the rate of 0.03 Baht per share with the total number of 3,471,029,658 ordinary shares. The said number of shares included ordinary shares that the Company issued according to the conversion of MONO-W1 on March 30, 2018 to the warrant holders who will purchase MONO-W1 which was converted to ordinary shares for capital increase at the total of 80,282,986 shares. These ordinary shares for capital increase obtain the right to receive the dividend from the operating result of 2017 and the retained earnings. The total dividend payment is 104,130,889.74 Baht. The total dividend payment from the operating result of 2017 and retained earnings at the rate of 0.06 Baht amounted to 205,853,096.46 Baht. The rate of dividend payment per net profit equals to 381.66% which is in accordance with the Company's dividend payment policy, with cash remaining for the working capital.

Referring to the meeting of the Board of Directors No.5/2017 held on November 8, 2017, the meeting approved the interim dividend payment for shareholders from the operating results of the first 9 months of 2017 (the operating results from January 1, 2017 to September 30, 2017) and the retained earnings, paying in cash at the rate of 0.03 Baht (Three Satang) per share, amounting to 101,722,206.72 Baht. The interim dividend was paid to shareholders on December 1, 2017.

Therefore, the remaining final dividend payment is 0.03 Baht per share and shall be paid to the Company's shareholders on Wednesday, May 23, 2018 under the following conditions:

- The first day that the XD sign appears will be on May 3, 2018.
- The Company fixes the list of shareholders who have the rights to receive dividend payment on May 4, 2018.

Comparison of dividend payment as of 2016 and 2017 is as follows:

List	Fiscal period ended date (separate financial statements)			
	December 31, 2017 (Proposed Year)		December 31, 2016	
1. Net profit (Baht)	53,936,002.03 Baht		259,484,207.31 Baht	
2. Retained earnings (Baht)	511,679,395.10 Baht		661,903,419.78 Baht	
3. Earnings per share (Baht)	0.016 Baht		0.082 Baht	
4. Amount of share and dividend payment per share	Amount of shares	Dividend (Baht/Share)	Amount of shares	Dividend (Baht/Share)
Interim dividend	3,390,740,224	0.03	-	-
Annual dividend	3,471,029,658 ⁽¹⁾	0.03	3,343,935,537	0.03
5. Total dividend per share (Baht)	0.06 Baht per share		0.03 Baht per share	
6. Total dividend payment (Baht)	205,853,096.46 Baht		100,318,066.11 Baht	
7. Dividend payout ratio	381.66 percent		38.66 percent	

Note

- (1) The said number of shares included ordinary shares that the Company issued according to the conversion of MONO-W1 on March 30, 2018 to the warrant holders who will purchase MONO-W1 which was converted to ordinary shares for capital increase at the total of 80,282,986 shares. These ordinary shares for capital increase obtain the right to receive the dividend from the operating result of 2017 and the retained earnings.

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

Resolution of the meeting:

The shareholders' meeting approved the allocation of net profit as legal reserve and the dividend payment for the year 2017 as reported in details 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	2,796,356,968	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 552 Shareholders	2,796,356,968	100.0000

Agenda 5 To consider approving an appointment of the auditor and to fix the audit fee for the year 2018

The Company Secretary informed the meeting that according to Section 120 of the Public Limited Company Act B.E. 2535 (1992) which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof and by the opinion of the Audit Committee, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the appointment of the following auditors from EY Office Limited be the auditor of the Company for the year 2018:

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

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

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

Moreover, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the annual audit fee for the year 2018 as the following details.

Details	2018 (Proposed Year)	2017
1. Audit Fee	1,500,000	1,500,000
2. Non-audit Fee	-	-
Total	<u>1,500,000</u>	<u>1,500,000</u>

The audit fee of 2018 equals to that of 2017, nevertheless, the amount of reviewing and auditing work has increased. During the past year, the Company has never taken non-audit fee from EY Office Limited and from other individual or audit office relevant to the auditors and EY Office Limited. For the benefit of shareholders, the Company herewith submits the profiles of those three auditors (Enclosure 4) together with invitation letter.

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

Resolution of the meeting:

The shareholders' meeting approved the appointment of the auditors from EY Office Limited, whose names appear above as the auditor of the Company for the year 2018 and fixed the annual audit fee for the year 2018 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	2,796,341,968	100.0000
2. Disagree	0	0.0000
3. Abstain	15,000	0.0000
4. Invalid Ballots	0	0.0000
Total 552 Shareholders	2,796,356,968	100.0000

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

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

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

1. Mr. Navamin Prasopnet
2. Mr. Sang Do Lee
3. Mr. Komsak Wattanasriroj

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)

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

Resolution of the meeting:

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

1. Mr. Navamin Prasopnet Position: Director
Total (552 shareholders) votes are equal to 2,796,356,968

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of	%	Number of shares	%	Number of	%
2,796,356,968	100.0000	0	0.0000	0	0.0000	0	0.0000

2. Mr. Sang Do Lee

Position: Director

Total (552 shareholders) votes are equal to 2,796,356,968

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of	%	Number of shares	%	Number of	%
2,796,356,968	100.0000	0	0.0000	0	0.0000	0	0.0000

3. Mr. Komsak Wattanasriroj

Position: Director

Total (552 shareholders) votes are equal to 2,796,356,968

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of	%	Number of shares	%	Number of	%
2,796,356,968	100.0000	0	0.0000	0	0.0000	0	0.0000

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

The Company Secretary informed the meeting that in 2017, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and other committees of the Company, including the incentive fee at the amount of not exceeding 7 million Baht. For the remuneration in 2018, 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 2018 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2017. In addition, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees for the year 2018 at the amount not exceeding 7 million Baht. Details of annual remuneration for directors were as follows:

Position	Remuneration per Month (Baht)	
	2018 (Proposed year)	2017
Chairman	70,000	70,000
Vice Chairman	50,000	50,000
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	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Member of the Nomination and Remuneration Committee	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Incentive fee for the Company's directors	not exceeding 2 million Baht	not exceeding 2 million Baht
Other Benefits	None	None

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees. Please view detailed scopes of duties of the Board of Directors and other committees of the Company in Shareholding and Management Structures part of the 2017 Annual Report.

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

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 2018 at the amount of not exceeding 7,000,000 Baht (Seven Million Baht). The resolution was passed by the unanimous vote of shareholders attending the meeting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,796,356,968	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 552 Shareholders	2,796,356,968	100.0000

Agenda 8 To consider approving the Company's capital reduction from 519,699,997.50 Baht to 486,299,997.50 Baht

The Company Secretary informed that the Board of Directors has resolved the approval of the capital reduction in amount of 33,400,000 Baht, from 519,699,997.50 Baht to 486,299,997.50 Baht, by cancelling 334,000,000 authorized but unissued shares at the par value of 0.10 Baht per share as a result of ordinary shares remaining under General Mandate with the approval of 2017 Annual General Meeting of Shareholders and ending in 2018 AGM.

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 registered capital reduction, in amount of 33,400,000 Baht, from 519,699,997.50 Baht to 486,299,997.50 Baht by cancelling 334,000,000 authorized but unissued shares at the par value of 0.10 Baht per share. 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	2,796,341,968	99.9995
2. Disagree	0	0.0000
3. Abstain	15,000	0.0005
4. Invalid Ballots	0	0.0000
Total 552 Shareholders	2,796,356,968	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	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)
	Divided into	4,862,999,975	Shares	(Four Billion, Eight Hundred and Sixty-Two Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five Shares)
	Par value	0.10	Baht	(Ten Satang)
	Classified as:			
	Ordinary Shares	4,862,999,975	Shares	(Four Billion, Eight Hundred and Sixty- Two Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five 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 as well as to amend and insert any statement or proceed complying with the registrar’s order.

The resolution of this agenda regarding amendment of Clause 4 of memorandum of association shall be 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.

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 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	2,796,341,968	99.9995
2. Disagree	0	0.0000
3. Abstain	15,000	0.0005
4. Invalid Ballots	0	0.0000
Total 552 Shareholders	2,796,356,968	100.0000


Agenda 10 To consider other matters (if any)

The Company Secretary informed that in agenda 10, according to the Public Limited Company Act B.E.2535 (amended in B.E. 2544), Clause 2 of Section 105, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter. Therefore, shareholders who want to propose other matters than those set out in the invitation letter must have the total amount of share of not less than 1,130,248,891 shares from the total issued shares with the right to vote of 3,390,746,672 shares. No shareholder proposed other matters to the meeting.

The meeting adjourned at 15.46 hrs.

MONO TECHNOLOGY
PUBLIC COMPANY LIMITED

Signed Chairman of the Meeting
(Mr. Pete Bodharamik)

Signed Minutes Taker
(Miss Pitirudee Sirisamphan)

The 2018 annual report, including the Company's financial statements and auditor's report

ended December 31, 2018, 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 2018

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 2018 annual report

Independent Auditor's Report

To the Shareholders of Mono Technology Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Mono Technology Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2018, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Mono Technology Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mono Technology Public Company Limited and its subsidiaries and of Mono Technology Public Company Limited as at 31 December 2018, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial

statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

The Group is principally engaged in both media and content businesses. As a result, the Group has a variety of revenues from sales of goods and rendering of services. The amount of the Group's revenue is significantly and directly affected its operating performance, to which users of financial statements pay attention. I have therefore focused on the Group's revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls, and expanding the scope of the testing of the internal controls with respect to revenue recognition.
- On a sampling basis, examining supporting documents for actual sales and service transactions occurring during the year and near the end of the reporting period.
- Reviewing credit notes that the Group issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales and service transactions throughout the period, particularly for accounting entries made through journal vouchers.

Impairment of intangible assets and cost of spectrum license

As at 31 December 2018, intangible assets and cost of spectrum license totaled Baht 3,901 million, representing 68 percent of the Group's total assets, as described in Notes 12 and 13 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 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 the understanding I gained of the process by which the figures were arrived at, comparison of the assumptions with external and internal sources of information and comparison of past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections. I also evaluated the discount rate applied by management through analysis of the moving average

finance costs of the Group and of the industry, tested the calculation of the realizable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realizable values, especially changes in the discount rate and long-term revenue growth rates. Moreover, I reviewed the disclosures made with respect to the impairment assessment for intangible assets and cost of spectrum license.

Impairment of investments in subsidiaries and loans to subsidiaries

As at 31 December 2018, the Company had investments in subsidiaries and loans to subsidiaries amounting to Baht 3,299 million and Baht 619 million, respectively, representing 72 percent and 13 percent of total assets, respectively, as described in Notes 9 and 6 to the consolidated financial statements. Management's assessment was that there were indicators of impairment of these investments and loans. In determining the impairment loss, management had to exercise judgement with respect to the projections of future operating performance and plans of the subsidiaries, and determination of an appropriate discount rate and key assumptions, which directly affect the amount of allowance for impairment loss on such investments and loans.

I gained an understanding of and assessed the assumptions applied in preparing plans and cash flow projections, based on the understanding I gained of the process by which the figures were arrived at, comparison of the assumptions with external and internal sources of information and comparison of past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections. I also evaluated the discount rate applied by management through analysis of the moving average finance costs of the subsidiaries and of the industry, tested the calculation of the realizable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realizable values, especially changes in the discount rate and long-term revenue growth rates. Moreover, I reviewed the disclosures made with respect to the impairment assessment for investments in subsidiaries and loans to subsidiaries.

Deferred tax assets for unused tax losses

As at 31 December 2018, the Group had deferred tax assets for unused tax losses amounting to Baht 215 million, representing 4 percent of total assets. The Group has disclosed its accounting policy and details relating to deferred tax in Note 4 and Note 24, respectively, to the consolidated financial statements. A deferred tax asset is recognized when it is highly probable that the Group's taxable profit will be sufficient to allow utilization of the deferred tax in the future. Determining whether there will be sufficient future taxable profit to utilize 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 recognized 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: 20 February 2019

Summary of Financial Statements

Statements of financial position of the Company and subsidiaries as of December 31, 2016 – 2018

Statements of Financial Position	As of December 31					
	2018		2017		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	91.23	1.58	129.83	2.26	86.81	1.61
Current investments – deposits with banks	0.24	–	0.23	0.00	0.23	0.01
Trade and other receivables	448.13	7.77	492.66	8.59	465.98	8.64
Inventories	16.53	0.29	10.50	0.18	8.83	0.16
Current tax assets	69.31	1.20	72.59	1.26	58.83	1.09
Prepaid expenses	38.81	0.67	23.51	0.41	22.90	0.42
Other current assets	75.56	1.31	96.82	1.70	89.33	1.66
Total current assets	739.81	12.83	826.14	14.40	732.91	13.59
Non-current assets						
Restricted bank deposits	62.60	1.09	46.06	0.80	9.13	0.17
Investment in joint venture	–	–	46.83	0.82	51.23	0.95
Property, plant and equipment	732.36	12.70	760.55	13.26	777.36	14.42
Intangible assets	2,572.81	44.63	2,258.10	39.36	1,951.97	36.20
Cost of spectrum license	1,328.01	23.04	1,456.79	25.39	1,585.57	29.41
Deferred tax assets	245.45	4.26	258.97	4.51	210.85	3.91
Other non-current assets	84.04	1.46	83.16	1.46	72.64	1.35
Total non-current assets	5,025.27	87.17	4,910.46	85.60	4,658.75	86.41
Total assets	5,765.08	100.00	5,736.60	100.00	5,391.66	100.00

Statements of Financial Position	As of December 31					
	2018		2017		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities						
Current liabilities						
Bank overdrafts and short-term loans from banks	221.86	3.85	120.00	2.09	135.00	2.50
Trade and other payables	423.61	7.35	319.04	5.56	295.06	5.47
Current portion of long-term liabilities						
Long-term loans from banks	109.64	1.90	81.89	1.43	54.89	1.02
Cost of spectrum license payable	6.78	0.12	206.18	3.59	360.57	6.69
Liabilities under finance lease agreements	15.64	0.27	6.60	0.12	6.04	0.11
Income tax payable	1.34	0.02	3.40	0.06	0.30	0.01
Other current liabilities	89.51	1.55	65.29	1.14	77.37	1.43
Total current liabilities	868.38	15.06	802.40	13.99	929.23	17.23
Non-current liabilities						
Long-term liabilities, net of current portions						
Long-term loans from banks	1,333.82	23.14	1,440.84	25.12	1,338.99	24.83
Cost of spectrum license payable	844.06	14.64	695.32	12.12	708.84	13.15
Liabilities under finance lease agreements	18.39	0.32	6.03	0.11	3.09	0.06
Provision for long-term employee benefits	51.86	0.90	43.79	0.76	36.21	0.67
Deferred tax liabilities	7.48	0.13	8.99	0.15	9.69	0.18
Total non-current liabilities	2,255.61	39.13	2,194.97	38.26	2,096.82	38.89
Total liabilities	3,123.99	54.19	2,997.37	52.25	3,026.05	56.12
Shareholders' equity						
Registered capital	486.30		519.70		498.50	
Issued and fully paid-up capital	347.10	6.02	339.07	5.91	320.09	5.95
Premium on ordinary shares	3,632.95	63.02	3,440.90	59.98	2,935.69	54.45
Retained earnings						
Appropriated – statutory reserve	51.97	0.90	51.97	0.91	49.85	0.92
Unappropriated	(1,238.98)	(21.49)	(941.58)	(16.41)	(795.59)	(14.76)
Other components of shareholders' equity	(151.95)	(2.64)	(151.13)	(2.63)	(144.43)	(2.68)
Total parent 's equity	2,641.09	45.81	2,739.23	47.75	2,365.61	43.88
Non-controlling interests	–	–	–	–	–	–
Total shareholders' equity	2,641.09	45.81	2,739.23	47.75	2,365.61	43.88
Total liabilities and shareholders' equity	5,765.08	100.00	5,736.60	100.00	5,391.66	100.00

Statement of comprehensive income for the year ended December 31, 2016 – 2018

Statement of Comprehensive Income	Consolidated Financial Statements					
	For the year ended December 31					
	2018		2017		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue						
Sales and service income	2,399.23	95.66	2,528.67	98.17	2,076.76	98.30
Profit from modification of the terms of payment of the spectrum license fee	75.23	3.00	–	–	–	–
Other income	33.66	1.34	47.04	1.83	35.94	1.70
Total Revenues	2,508.12	100.00	2,575.71	100.00	2,112.70	100.00
Expenses						
Cost of sales and services	1,905.89	75.99	1,833.83	71.20	1,633.84	77.33
Selling and servicing expenses	171.03	6.82	139.39	5.41	107.57	5.09
Administrative expenses	483.43	19.27	448.34	17.41	417.92	19.78
Loss on impairment of investment in joint venture	–	–	–	–	21.30	1.01
Loss on impairment of intangible assets	–	–	4.94	0.19	23.78	1.13
Doubtful account	1.90	0.08	0.50	0.02	1.37	0.07
Reversal of allowance for impairment of investment in a joint venture	(4.03)	(0.16)	–	–	–	–
Total Expenses	2,558.22	102.00	2,427.00	94.23	2,205.78	104.41
Profit (loss) before share of loss from investment in a joint venture, finance cost and income tax income (expenses)	(50.10)	(2.00)	148.71	5.77	(93.08)	(4.41)
Share of loss from investment in joint venture	–	–	–	–	(1.81)	(0.09)
Profit (loss) before finance cost and income tax income (expenses)	(50.10)	(2.00)	148.71	5.77	(94.89)	(4.50)
Finance cost	(128.62)	(5.13)	(133.40)	(5.18)	(145.01)	(6.86)
Profit (loss) before income tax income (expenses)	(178.72)	(7.13)	15.31	0.59	(239.90)	(11.36)
Income tax income (expenses)	(14.55)	(0.58)	42.86	1.66	(9.65)	(0.45)
Profit (Loss) for the year	(193.27)	(7.71)	58.17	2.26	(249.55)	(11.81)
Exchange differences on translation of financial statements in foreign currency	(0.82)		(6.70)		0.92	
Actuarial gains (losses)	–		–		(7.15)	
Income tax effect	–		–		1.33	
Other comprehensive income for the year	(0.82)		(6.70)		(4.90)	
Total comprehensive income for the year	(194.09)		51.47		(254.45)	

Statement of Comprehensive Income	Consolidated Financial Statements					
	For the year ended December 31					
	2018		2017		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Profit attributable to						
Profit attributable to equity holders of the Company	(193.27)		58.17		(249.55)	
Profit attributable to Non-controlling interests of the subsidiary	-		-		-	
Profit for the year attributable to	(193.27)		58.17		(249.55)	
Earnings per share						
Basic earnings (loss) per share	(0.056)		0.017		(0.079)	
Diluted earnings (loss) per share	(0.056)		0.015		(0.079)	
Weighted average number of ordinary shares (million shares)	3,451.45		3,351.57		3,172.66	

Statement of cash flows of the Company and subsidiaries for the year ended December 31, 2016 – 2018

Statement of Cash Flows	Consolidated Financial Statements		
	For the year ended December 31		
	2018	2017	2016
	Million Baht	Million Baht	Million Baht
Net cash from operating activities	1,188.95	1,185.86	749.61
Net cash used in investing activities	(1,227.00)	(1,473.10)	(1,536.68)
Cash flows from financing activities	(2.11)	332.57	678.67
Increase (decrease) in translation adjustments	1.56	(2.31)	0.92
Net decrease in cash and cash equivalents	(38.60)	43.02	(107.48)

Key Financial Ratio

Financial Ratio	Consolidated Financial Statements		
	2018	2017	2016
<u>Liquidity Ratio</u>			
Liquidity Ratio (Time)	0.85	1.03	0.79
Quick Ratio (Time)	0.58	0.74	0.54
Cash Flow Liquidity Ratio (Time)	1.42	1.37	0.77
Account Receivable Turnover (Time)	5.49	5.76	5.04
Average Collection Period (Day)	66.46	63.38	72.42
Inventory Turnover (Time)	116.92	132.34	107.99
Average Sale Period (Day)	3.12	2.76	3.38
Payable Turnover (Time)	41.69	43.61	23.22
Average Payment Period (Day)	8.75	8.37	15.72
Cash Cycle (Day)	60.83	57.77	60.08
<u>Profitability Ratio</u>			
Gross Profit Margin (%)	20.56	27.28	20.18
Operating Profit Margin (%)	(6.63)	4.02	(6.21)
Other Profit Margin (%)	4.34	1.83	1.70
Operating Cash Flows to Operating Profit Ratio (%)	(747.83)	1,166.38	(580.98)
Net Profit Margin (%)	(7.71)	2.26	(11.81)
Return on Equity (ROE) (%)	(7.18)	2.28	(10.42)
<u>Efficiency Ratio</u>			
Return on Assets (ROA) (%)	(0.87)	2.67	(1.78)
Return on Fix Assets (ROFA) (%)	(12.09)	20.01	(22.74)
Total Assets Turnover (Time)	0.44	0.46	0.40
<u>Financial Policy Ratio</u>			
Debt to Equity Ratio (Time)	1.18	1.09	1.28
Interest Coverage (Time)	(0.39)	1.11	(0.65)
Cash Basic (Time)	0.80	0.70	0.48
Dividend Payout ^{1/} (%)	-	381.66	38.66

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

Management Discussion and Analysis

(1) Overview of Operation Results

Revenue

Total revenue of the Company and subsidiaries for 2018 amounted to 2,508.12 million Baht, compared to 2,575.71 million Baht in 2017, decreasing by 67.59 million Baht or 2.62 percent, with details summarized as follows:

Revenue	Consolidated Financial Statements			
	2018	2017	Increase (Decrease)	%
Sales and service income	2,399.23	2,528.67	(129.44)	(5.12)
Profit from modification of the terms of payment of the spectrum license fee	75.23	-	75.23	100.00
Other income	33.66	47.04	(13.38)	(28.44)
Total	2,508.12	2,575.71	(67.59)	(2.62)

Sales and service income of the Company and subsidiaries for 2018 totaled 2,399.23 million Baht, compared to 2,528.67 million Baht in 2017, decreasing by 129.44 million Baht, or 5.12 percent. Details of sales and service income can be categorized in terms of business as follows:

Business	Consolidated Financial Statements			
	2018	2017	Increase (Decrease)	%
Media business	2,193.64	2,370.90	(177.26)	(7.48)
Content business	205.59	157.77	47.82	30.31
Total	2,399.23	2,528.67	(129.44)	(5.12)

Revenue from media business comprising of the advertising and subscription business of the Company and subsidiaries for 2018 was 2,193.64 million Baht, comparing to 2,370.90 million Baht in 2017, dropping by 177.26 million Baht or 7.48 percent. The decrease of revenue resulted from the decline in the popularity of SMS. The Company has adjusted the business strategy and turn to subscription with emphasis on Monomax, a video-on-demand service which was rebranded and added interesting contents. Revenue from TV advertising still shows a continuous growth as a subsidiary has run business on SDTV under the name MONO29 channel with the concept of “Free TV with the greatest number of blockbuster movies and premium TV series”, offering world-class quality contents which are fresh and accessible via all groups of audience. MONO29 has gained TV rating and become the third of free digital TV channels, drawing attention of advertising agencies and customers to advertise their products and services via our channel. This trend is continuously increasing.

Revenues from content business comprising movie, sport, music and other businesses of the Company and subsidiaries in 2018 amounted to 205.59 million Baht, increasing by 47.82 million Baht, or 30.31 percent from 157.77 million Baht of 2017. This is due to the import of international films of Mono Film and the production of Thai films of T-Moment to be released through cinemas have gained more popularity as well as the income from sponsors who come to support sporting events and concerts of Mono Group.

Other income of the Company and subsidiaries in 2018 was 33.66 million Baht, compared with 47.04 million Baht in 2017, decreasing by 13.38 million Baht or 28.44 percent.

Cost, Expense, Financial Cost and Income Tax

Cost, expense, financial cost and income tax of the Company and subsidiaries in 2018 totaled 2,701.39 million Baht, compared to 2,517.54 million Baht in 2017, increasing by 183.85 million Baht or 7.30 percent.

Details	Consolidated Financial Statements			
	2018	2017	Increase (Decrease)	%
Cost of sales and services	1,905.89	1,833.83	72.06	3.93
Selling and servicing expenses	171.03	139.39	31.64	22.70
Administrative expenses	483.43	448.34	35.09	7.83
Loss on impairment of investment in joint venture	–	–	–	–
Loss on impairment of intangible assets	–	4.94	(4.94)	(100.00)
Doubtful account	1.90	0.50	1.40	280.00
Reversal of allowance for impairment of investment in a joint venture	(4.03)	–	(4.03)	(100.00)
Total expenses	2,558.22	2,427.00	131.22	5.41
Share of loss from investment in joint venture	–	–	–	–
Finance cost	128.62	133.40	(4.78)	(3.58)
Tax income (expenses)	14.55	(42.86)	57.41	(133.95)
Total	2,701.39	2,517.54	183.85	7.30

The increase in operating expenses was due to the Company and subsidiaries had increased amortization of copyrights from purchasing new contents from international film studios to support broadcasting in “MONO 29” and on all media platforms continually, especially Monomax which the Company has adjusted the business strategy to subscription responding both website and application customers. The Company and subsidiaries also used more public relation media within the organization and external public relation media together with partners and sponsors.

Net Loss

The Company and subsidiaries recorded the net loss for 2018 at 193.27 million Baht, comparing to net profit of 58.17 million Baht in 2017, loss increased by 251.44 million Baht or 432.25 percent. This is because the revenue from Mobile Value Added Service had decreased comparing to the year before as mentioned.

(2) Financial Status Analysis**Assets**

The total assets of the Company and subsidiaries as of the end of 2018 amounted to 5,765.08 million Baht, increasing by 28.48 million Baht of 2017. This was in consequence of current assets decreased in amount of 86.33 million Baht and non-current assets increased in amount of 114.81 million Baht.

A decrease in current assets was mostly because:

Cash and bank deposits decreased by 38.60 million Baht and trade and other receivables decreased by 44.53 million Baht.

An increase in non-current assets was mostly because:

The intangible assets amounted to 2,572.81 million Baht, increasing by 314.71 million Baht from content acquisition in support of the growth of Digital TV business and movie business, especially the film acquisition with top film studios.

Liabilities

As of the end of 2018, total liabilities of the Company and subsidiaries stood at 3,123.99 million Baht, increasing by 126.62 million Baht from 2017 from trade and other payable of 104.57 million Baht.

Shareholders' equity

Shareholders' equity of the Company and subsidiaries as of the end of 2018 was 2,641.09 million Baht, decreasing by 98.14 million Baht from 2017 due largely to the 2018 losses in operating performance of 193.27 million Baht. A final dividend for 2017 was paid to the shareholders in amount of 104.13 million Baht. Therefore, the retained earnings decreased by 297.40 million Baht. During 2018, the Company's paid-up share capital rose by 80 million shares or 200 million Bath.

Investment Structure

As of December 31, 2018, the Company and subsidiaries recorded the total liabilities of 3,123.99 million Baht, accounting for 54.19 percent of total assets. Shareholders' equity was 2,641.09 million Baht, accounting for 45.81 percent of total assets. Debt to Equity Ratio was 1.18 times, increasing by 0.09 times from the year 2017.

Profitability

As of December 31, 2018, the Company and subsidiaries' gross profit margin was 20.56 percent, decreasing by 6.72 percent from 2017. Net profit margin was a contraction of -7.71 percent, increasing by 9.97 percent from 2017.

Thus, the decreasing profitability ratio and Return on Equity (ROE) for 2018 was a contraction of -7.18 percent, increasing by 9.46 percent from 2017.

Asset Management Ability

In 2018, the Company and subsidiaries' Return on Assets was a contraction of -0.87 percent, increasing by 3.54 percent from 2017 and Total Assets Turnover in 2018 was 0.44 times which decreased by 0.02 times from the previous year. This was because last year the Company and subsidiaries had loss from operation.

Liquidity and Capital Adequacy

In 2018, the Company and subsidiaries' liquidity ratio was 0.85 times, decreasing by 0.09 times from the previous year. Quick Ratio was 0.58 times, decreasing by 0.16 times from 2017. This was because the decrease in current asset of the Company and subsidiaries, whereas current liabilities increased.

In 2018, debt-to-equity ratio was 1.18 times, increasing by 0.09 times from the previous year because the Company and subsidiaries' total liabilities increased, whereas shareholders equity decreased.

Liability Commitments

In 2018, the future minimum lease payments required under these operating lease and service contracts were as follows:

Unit: Million Baht

Payment Period	Amount
Within one year	151
More than one year but not exceeding 5 years	238
More than 5 years	250

Auditor's Profile

Name: Miss Krongkaew Limkittikul **Age:** 46 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:** 55 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:** 45 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 2019 was considered by the Nomination and Remuneration Committee as well as the Board of Directors. According to the Company's Articles of Association Article 17 stipulating that "At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office. The retiring directors shall be re-elected. The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first." **Therefore, the directors retiring by rotation in 2019 which is the sixth year after becoming a listed company shall be considered based on the longest terms of office in directorship.**

2. Definition of Independent Director

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

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

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

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

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

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

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

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

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

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

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

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

1) Mr. Pete Bodharamik



Proposed Director Position : Chairman of the Board of Director

Age : 47 Years

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

Training for director course : -None-

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

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

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

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

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

Date of being appointed as director : March 9, 2012

Duration of being director : 7 years

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

2) Mr. Preecha Leelasithorn

Proposed Director Position : Independent Director

Age : 56 Years

Education : Master Degree, Business Administration,
Chulalongkorn University

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

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

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

Position of director/executive in other listed companies : None

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

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

Date of being appointed as director : March 9, 2012

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

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

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

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

3) Mr. Kriengsak Thiennukul

Proposed Director Position : Independent Director

Age : 54 Years

Education : Master Degree, Business Administration, Chulalongkorn University
Master Degree, Business Administration, Assumption University

Training for director course : Thai Institute of Directors Association (IOD)
– Director Accreditation Program (DAP) (English Program),
Class 101/2013
– Audit Committee Program (ACP), Class 25/2009
Thai – Chinese Leadership Studies (TCL), Class 1/2017
The National Defence Course (TNDC Diploma), Class 58/ Year 2015–2016
Thailand National Defence College of Thailand
Capital Academy Leadership Program (CMA), Class 7/2008

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

Shareholding in the Company (%) : MONO; 0.04 (as of December 31, 2018)
(As of December 31, 2018) MONO-W1; None (as of December 31, 2018)

Position of director/executive in other listed companies : None

Position of director/executive : 9 Companies;
in other companies (non- listed companies) Director – The Loco Motion Co., Ltd.
Director – Four Strong Winds Co., Ltd.
Director – Media Shaker Development Co., Ltd.
Director – I Advisory Co., Ltd.
Director and Managing Director – Media Shaker Co., Ltd.
Director – CDC One Co., Ltd.
Director and Managing Director – Banana and Sun Co., Ltd.
Director – Prestige Gift and Premium Co., Ltd.
Director and Managing Director – New Waitek Co., Ltd.

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

Date of being appointed as director : March 9, 2012

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

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

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

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

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

Age : 67 years

Resident : Mono Technology Public Company Limited No. 200 Moo 4
Jasmine International Tower 16th Fl., Chaengwattana Rd.,
Pakkred, Nonthaburi Thailand 11120

Interest in considering each agenda : -None-



2. Mr. Preecha Leelasithorn

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

Age : 56 years

Resident : Mono Technology Public Company Limited No. 200 Moo 4
Jasmine International Tower 16th Fl., Chaengwattana Rd.,
Pakkred, Nonthaburi Thailand 11120

Interest in considering each agenda : -None-



3. Mr. Kriengsak Thiennukul

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

Age : 54 years

Resident : Mono Technology Public Company Limited No. 200 Moo 4
Jasmine International Tower 16th Fl., Chaengwattana Rd.,
Pakkred, Nonthaburi Thailand 11120

Interest in considering each agenda : -None-



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

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

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

1. Individual

1.1 Thai Shareholder

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

1.2 Foreign Shareholder

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

2. Corporation

2.1 Thai Corporation

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

2.2 Foreign Corporation

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

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

2) Proxy Process

1. There are 3 proxy forms :-

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

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

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

- | | |
|-------------------------------------|--|
| 1) Mrs. Punnee Worawuthichongsathit | Age 67 years
Independent Director, Chairperson of Audit Committee and
Member of Remuneration and Nomination Committee |
| 2) Mr. Preecha Leelasithorn | Age 56 years
Independent Director, Member of Audit Committee and
Chairman of Nomination and Remuneration Committee |
| 3) Mr. Kriengsak Thiennukul, | Age 54 years
Independent Director, Member of Audit Committee and
Member of Nomination and Remuneration Committee |
| Address | Mono Technology Public Company Limited
No. 200 Moo 4 Jasmine International Tower 16 th Fl.,
Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120 |

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

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

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

3) Registration for Attendance

A shareholder or a proxy holder may register and submit his/her documents or evidences for verification at the meeting venue on Tuesday, April 23, 2019 from 12.00 hrs.

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

1. A shareholder attending the meeting in person will receive one set of vote card.

2. Proxy holder

2.1 In case any shareholder does not specify his/her intention to vote in the proxy form, the proxy holder will receive a set of vote card for voting.

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

4) How to Vote

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

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

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

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

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

The retired director is eligible for re-election.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

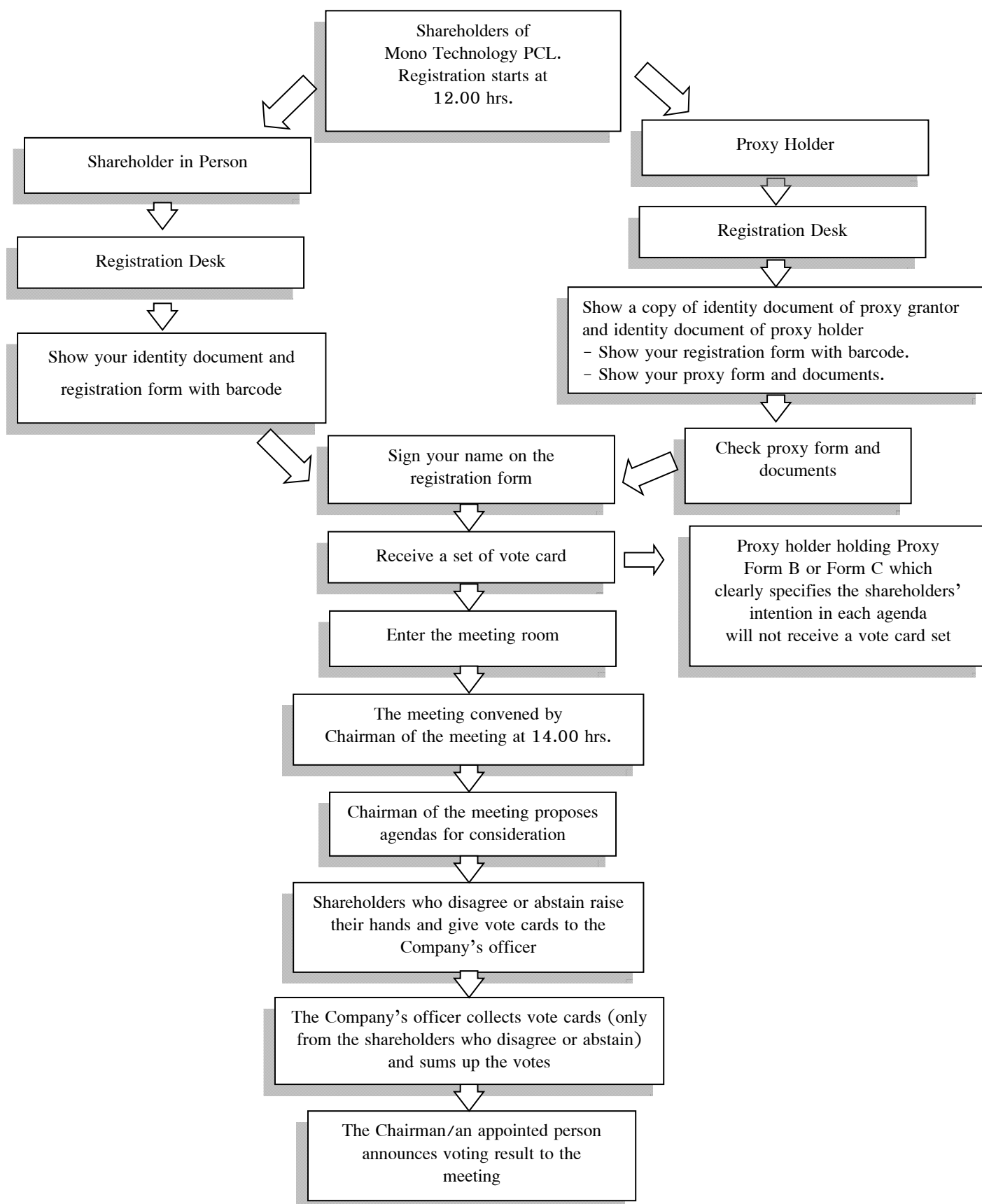
Article 36 The business to be transacted at the annual ordinary meeting are as follows:

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

Process of attending the 2019 Annual General Meeting of Shareholders

Mono Technology Public Company Limited

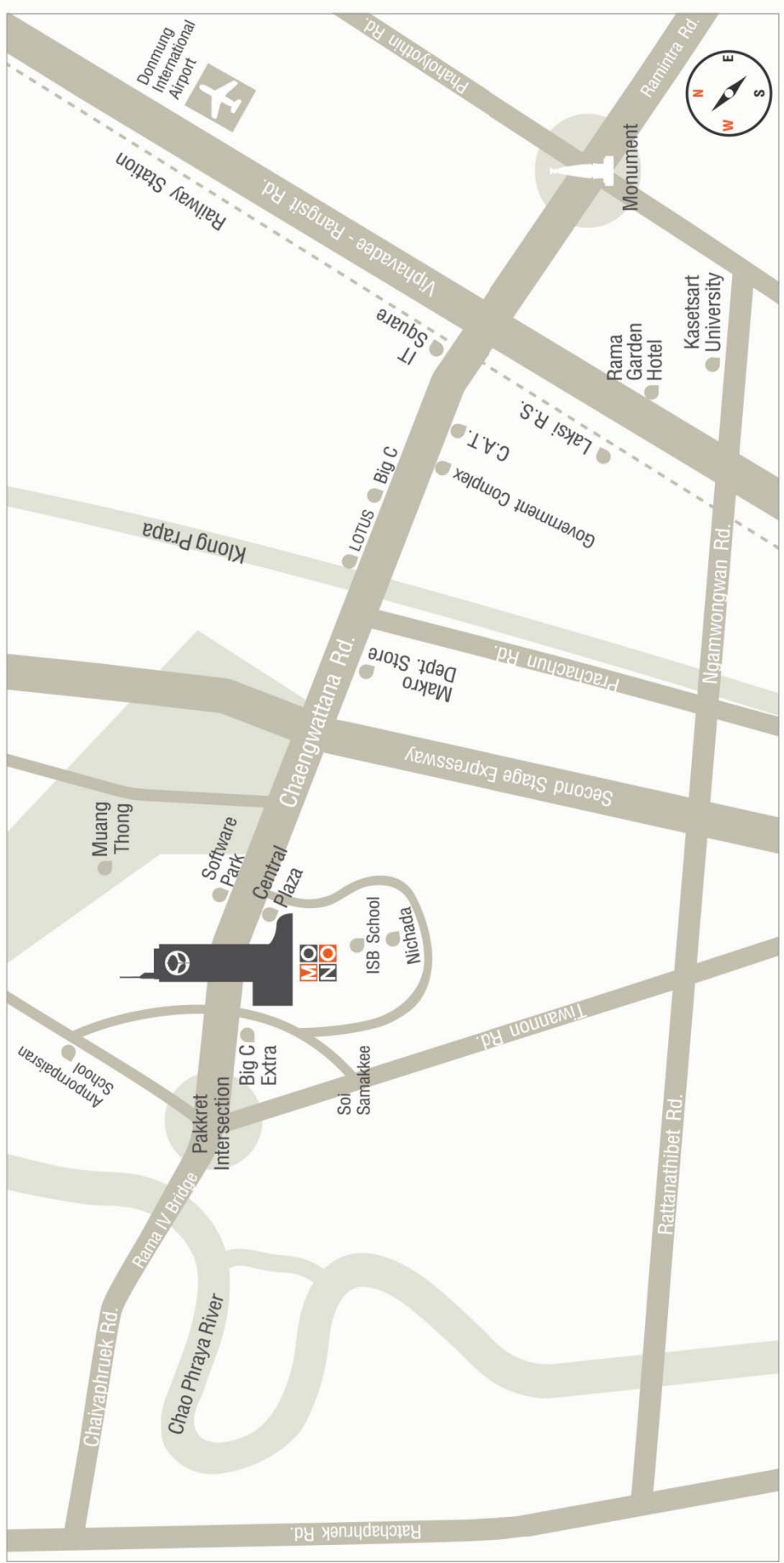
April 23, 2019



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



MONO GROUP Map 200 Moo 4 Chaengwattana RD., Pakkred Nonthaburi Thailand 11120 TEL: +66 2502 0700
AT JASMINE INTERNATIONAL TOWER Bus No.: 51 52 150 166 356 Van: (Jatujak/ Meanburee/ Ram1/ Rangsi/ Victory Monument) - Parkred



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

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

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

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

(3) ขอมอบฉันทะให้

hereby appoint

<input type="checkbox"/>	(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 _____
<input type="checkbox"/>	(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.

<input type="checkbox"/>	(3) ชื่อ นางพรรณี วรุฒิจสงสถิต	อายุ 67	ปี
	Name Mrs. Punnee Worawuthichongsathit	Age 67	years
	ตำแหน่ง กรรมการอิสระ ประธานคณะกรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาค่าตอบแทน		
	Position Independent Director, Chairperson of Audit Committee, and Member of Nomination and Remuneration Committee		
	ที่อยู่ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ชั้น 16 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด		
	Address No. 200 Moo 4 Jasmine International Tower 16th Fl., Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120		

1. ผู้รับมอบฉันทะ โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
For a proxy holder, please bring this proxy form to show at the meeting.2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ
Copy of identity document of proxy grantor is required to attach with proxy form.

- ☐ (4) ชื่อ นายปรีชา ลีละศิริ อายุ 56 ปี
 Name Mr. Preecha Leelasithorn Age 56 years
 ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และประธานคณะกรรมการสรรหาและพิจารณาค่าตอบแทน
 Position Independent Director, Member of Audit Committee, and Chairman of Nomination and Remuneration Committee
 ที่อยู่ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ชั้น 16 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด
 จังหวัดนนทบุรี 11120
 Address No. 200 Moo 4 Jasmine International Tower 16th Fl., Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120
- ☐ (5) ชื่อ นายเกรียงศักดิ์ เอียรณกุล อายุ 54 ปี
 Name Mr. Kriengsak Thiennukul Age 54 years
 ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาค่าตอบแทน
 Position Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee
 ที่อยู่ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ชั้น 16 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด
 จังหวัดนนทบุรี 11120
 Address No. 200 Moo 4 Jasmine International Tower 16th Fl., Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันอังคารที่ 23 เมษายน 2562 เวลา 14.00 นาฬิกา ณ ออดิทอเรียม ชั้น 3 อาคารจัสมิน อินเตอร์เนชั่นแนล เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders held on Tuesday, April 23rd, 2019 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No.200 Moo4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 or on date at time and place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ซึ่งประชุมเมื่อวันที่ 25 เมษายน 2561
 Agenda No. 1 To consider certifying the minutes of the 2018 Annual General Meeting of Shareholders, held on April 25, 2018
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/
☐ งดออกเสียง/Abstain
- วาระที่ 2 รับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2561
 Agenda No. 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2018
- ไม่ต้องลงมติ เนื่องจากเป็นการรายงานให้ผู้ถือหุ้นรับทราบ
 This agenda is for shareholders' acknowledgment; therefore, voting is not required.
- วาระที่ 3 พิจารณามติงบการเงินและรายงานผู้สอบบัญชีประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561
 Agenda No. 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2018
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/
☐ งดออกเสียง/Abstain

- วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี 2561
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 2018
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/ ☐ งดออกเสียง/Abstain
- วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนการตรวจสอบบัญชีประจำปี 2562
Agenda No. 1 To consider an appointment of the auditor and to fix the audit fee for the year 2019
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/ ☐ งดออกเสียง/Abstain
- วาระที่ 6 พิจารณานุมัติเลือกตั้งกรรมการที่ออกตามวาระ สำหรับปี 2562
Agenda No. 6 To consider and approve the election of directors to replace those who retire by rotation in 2019
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all
- ☐ (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/ ☐ งดออกเสียง/Abstain
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้
The election of the individual director, namely;
1. นายพิชญ์ โพธารามิก / Mr. Pete Bodharamik
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/ ☐ งดออกเสียง/Abstain
2. นายปรีชา ลีละศิธร / Mr. Preecha Leelasithorn
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/ ☐ งดออกเสียง/Abstain
3. นายเกรียงศักดิ์ เขียวรณกุล / Mr. Kriengsak Thiennukul
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/ ☐ งดออกเสียง/Abstain
- วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2562
Agenda No. 7 To consider and approve the annual remuneration for directors in 2019
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/ ☐ งดออกเสียง/Abstain
- วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda No. 8 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าการลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

- 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

- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 เทคโนโลยี จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันอังคารที่ 23 เมษายน 2562 เวลา 14.00 น. ณ ออดิทอเรียม ชั้น 3 อาคาร จัสมิน อินเตอร์เนชั่นแนล เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders held on Tuesday, April 23rd, 2019 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No.200 Moo4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 or on date at time and place as may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject : _____

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

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)

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

ชื่อกรรมการ/Name of director _____

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

ชื่อกรรมการ/Name of director _____

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

ชื่อกรรมการ/Name of director _____

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain