

**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 2022 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 2022 which is the tenth 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. Kriengsak Thiennukul



Proposed Position : Independent Director and
Member of the Audit and Corporate Governance Committee

Age : 57 Years

Education/Training Courses : - Master of Business Administration, Chulalongkorn University
- Master of Business Administration, Assumption University
- Top Executive Program in Commerce and Trade Year 2019-2020 (TEPCoT)
Class 12, Commerce Academy
- Thai - Chinese Leadership Studies (TCL), Class 1/2017
- The National Defence Course (TNDC Diploma), Class 58/ Year 2015-2016
Thailand National Defence College
- Capital Market Academy Leadership Program, Class 7/2008, Capital Market Academy
(CMA)
- IOD Training Programs:
Director Accreditation Program (DAP) English Program Class 101/2013

Expertise : Business Management

Work Experiences : Directorship in Listed Company
2012 – Present Independent Director, Member of Audit and Corporate
Governance Committee, and Member of Nomination and
Remuneration Committee, Mono Next PCL.
Directorship in other Listed Company
Sep. 2021 – Present Independent Director, Member of Audit and Corporate Governance
Committee and Member of Nomination and Remuneration Committee
Jasmine Technology Solution PCL.
Directorship in other Companies
2021 – Present Director, Wawa Service and Marketing Group Co., Ltd.
2021 – Present Director, Wawa Innovation Group Co., Ltd.
2017 – Present Director, Wawa Land Co., Ltd.
2016 – Present Director, Four Strong Winds Co., Ltd
2004 – Present Director, I Advisory Co., Ltd.
1999 – Present Director, CDC One Co., Ltd.
1998 – Present Director and Managing Director, Banana and Sons Co., Ltd.
1992 – Present Director, Prestige Gift and Premium Co., Ltd
1989 – Present Director and Managing Director, New Waitek Co., Ltd.

Shareholding in the Company (%)* : 0.04 (As of December 31, 2021)

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 : 10 years

Total number of years of directorship until this term is completed: 13 years (The term will be completed in 2025.)

Meeting attendance in 2021 : AGM 2021 : 1/1

Board of Directors' Meeting : 7/7

Audit Committee Meeting : 7/7

Nomination and Remuneration Committee Meeting : 3/3

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

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

Criteria for Nomination of Director

The Board of Directors has considered the recommendation of the Nomination and Compensation Committee and deemed appropriate that Mr. Kriengsak Thiennukul is integrity and qualified as an independent director as required by law as well as possesses the ability, experience in business management and corporate governance. His qualifications could promote the Board of Directors' performance in the area of corporate governance. Further, although Mr. Kriengsak Thiennukul has been in his position for more than 9 years, he is moral and ethical, therefore, it is deemed appropriate to propose to the shareholders to re-elect Mr. Kriengsak Thiennukul as the independent director of the Company.

2) Mr.Charoen Sangvichaipat

Proposed Position : Independent Director

Age : 50 Years

Education : Bachelor of Engineering, Chulalongkorn University

Training Courses : IOD Training Programs:

- Director Certification Program (DCP) Class 292/2020

Expertise : Computer and Information Technology

Work Experiences : Directorship in Listed Company

2020 – Present Independent Director, Member of Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee, Mono Next PCL.

Directorship in other Listed Company

Sep. 2021 – Present Independent Director, Member of Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee Jasmine Technology Solution PCL.

Directorship in other Company

1993 – Present Amadeus Piano Co., Ltd.

Shareholding in the Company (%)* : None (As of December 31, 2021)

Position of director/executive in other companies

which may cause conflicts of interest to the Company : None

Date of being appointed as director : February 3, 2020

Duration of being director : 2 years

Total number of years of directorship until this term is completed: 5 years (The term will be completed in 2025.)

Meeting attendance in 2021 : AGM 2021 : 1/1

Board of Directors' Meeting : 7/7

Audit Committee Meeting : 7/7

Nomination and Remuneration Committee Meeting : 3/3

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

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



Criteria for Nomination of Director

The Board of Directors has considered the recommendation of the Nomination and Compensation Committee and deemed appropriate that. Mr. Charoen Sangvichaipat is integrity and qualified as an independent director as required by law as well as possesses the ability, experience in computer and information technology and corporate governance. His qualifications could promote the Board of Directors' performance in the area of corporate governance. Further, Mr. Charoen Sangvichaipat is moral and ethical, therefore, it is deemed appropriate to propose to the shareholders to re-elect Mr. Charoen Sangvichaipat as the independent director of the Company.

3) Mr. Siri Luengsawat

Proposed Director Position : Director (Non-executive)
 Age : 67 Years
 Education : Upper Secondary School, Mattayom Dan Samrong School
 Expertise : Media and Entertainment Industry
 Training for director course : IOD Training Programs:
 - Director Certification Program (DCP) Class 105/2008



Work Experiences : Directorship in Listed Company
 2012 – Present Director, Mono Next PCL.
 Directorship in other Listed Company : None
 Directorship in other Companies
 2006 – Present Director, Subsidiaries of Mono Next PCL.
 2003 – Present Director, Angel Trading International Co., Ltd.
 2003 – 2008 Executive Editor, Gossip Star Co., Ltd.

Shareholding in the Company : None (As of December 31, 2021)

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 : 10 years

Total number of years of directorship until this term is completed: 13 years (The term will be completed in 2025.)

Meeting attendance in 2021 : AGM 2021 : 1/1
 Board of Directors' Meeting : 7/7

Criteria for Nomination of Director

The Board of Directors has considered the recommendation of the Nomination and Compensation Committee and deemed appropriate that Mr. Siri Luengsawat is qualified as a director as required by law as well as possesses the ability and expertise in media and entertainment industry. Further, Mr. Siri Luengsawat is moral and ethical, therefore, it is deemed appropriate to propose to the shareholders to re-elect Mr. Siri Luengsawat as the director of the Company.