



August 26, 2022

Re: Invitation to the Extraordinary General Meeting of Shareholders No.1/2022

To: Shareholders of Mono Next Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2022 Annual General Meeting of Shareholders, held on April 25, 2022
  2. Capital increase report form (F53-4)
  3. Profile of independent directors proposed to act as proxies for shareholders
  4. Regulations of Association of the Company, concerning shareholders' meeting
  5. Guideline for the shareholders on identity verification and procedures of attending the Extraordinary General Meeting of Shareholders No.1/2022 via Electronic Media (E-EGM)
  6. A proxy form (Form B)
  7. A map of the meeting place (The Meeting is conducted via electronic media only. There is no registration system at the meeting site.)

The Board of Directors' meeting No. 4/2022 of Mono Next Public Company Limited ("the Company") held on August 10, 2022 has resolved to call for the Extraordinary General Meeting of Shareholders No.1/2022 via Electronic Media (E-EGM) on Tuesday, September 27, 2022 at 14.00 hrs. at the Company's Meeting Room, address number 29/9 Moo 4 Chaiyapruerk Road, Bang Phlub, Pakkred, Nonthaburi to consider the following agendas:

**Agenda 1** To consider certifying the minutes of the 2022 Annual General Meeting of Shareholders, held on April 25, 2022

**Fact and reason**

The 2022 AGM was held on April 25, 2022. 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 2022 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 2022 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 consider approving the increase in registered capital from 347,105,403.80 Baht to 381,805,403.80 Baht.

**Fact and reason**

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

**Opinion of the Board**

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

**Voting Rule**

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

**Agenda 3** To consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital.

**Fact and reason**

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

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

In this regard, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with the Department of

Business Development, the Ministry of Commerce, as well as to amend and insert any statement or proceed complying with the registrar's order.

**Opinion of the Board**

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

**Voting Rule**

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

**Agenda 4** To consider approving the allotment of shares under General Mandate for the amount of not exceeding 347,000,000 shares at the par value of 0.10 Baht per share, or 10 percent of paid capital, for sales of securities via private placement.

**Fact and reason**

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

In this regard, the Board of Directors shall have the authority to consider and determine the conditions and other details concerning the allocation and sales of the said shares as well as to sign any relevant document and proceed any action as deemed necessary and appropriate for the allocation of the aforementioned ordinary shares. The details are stated in the Capital Increase Report Form (F53-4) shown in Enclosure 2.

**Opinion of the Board**

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

considered by the Board of Directors at the current market condition in order to facilitate the rapid funds raising for providing adequate working capital.

**Voting Rule**

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

**Agenda 5** 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 Extraordinary General Meeting of Shareholders No.1/2022 on Thursday, August 25, 2022.

Please be invited to attend the EGM No.1/2022 which will be held via electronic media (E-EGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2 5 6 3 ( 2 0 2 0 ) on Tuesday, September 27, 2022 at 14.00 hrs. at the Company's Meeting Room, address number 29/9 Moo 4 Chaiyapruak Road, Bang Phlub, Pakkred, Nonthaburi 11120. The electronic registration system will be opened for the shareholders to register for attending the meeting at 1 2 .0 0 hrs. The Company would like to ask the shareholders and/or the proxies for your kind cooperation to study Enclosure No.6) for the terms and conditions, the registration methods, the meeting procedures, and the vote casting process of the EGM No.1/2022, and accordingly prepare all the necessary documents for your identity verification as stated therein. Kindly submit your identity verification documents and the complete proxy form with your signature (in case of proxy) to the Company within September 21, 2 0 2 2. For your convenience, the Company would like to recommend Proxy Form B as it provides more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Affairs Department of the Company or download these forms from [www.mono.co.th](http://www.mono.co.th), Investor Relations section, Shareholder Information sub-category.

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

1. Mrs. Punnee Worawuthichongsathit Chairman and Independent Director
2. Mr. Preecha Leelasithorn Independent Director, Chairman of the Audit and Corporate Governance Committee, and Chairman of Nomination and Remuneration Committee
3. Mr. Kriengsak Thiennukul Independent Director, Member of the Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee
4. Mr. Charoen Sangvichaipat Independent Director, Member of the Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee

(Please view details of the recommended proxy holders in [Enclosure 3](#))

Yours sincerely,

Mono Next Public Company Limited



(Mr. Patompong Sirachairat)

Director



(Mr. Navamin Prasopnet)

Director



(Translation)

**Mono Next Public Company Limited**

**Minutes of 2022 Electronic Annual General Meeting of Shareholders**

**Date and place**

The meeting was held via electronic method (E-AGM) on Monday, April 25, 2022 at 14.00 hrs., at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruet Road, Bang Phlub, Pakkred, Nonthaburi.

**Directors attending the meeting**

- |                  |                      |  |
|------------------|----------------------|--|
| 1. Mrs. Punnee   | Worawuthichongsathit | Chairman and Independent Director  |
| 2. Mr. Preecha   | Leelasithorn         | Independent Director, Chairman of Audit and Corporate Governance Committee, and Chairman of Nomination and Remuneration Committee                    |
| 3. Mr. Kriengsak | Thiennukul           | Independent Director, Member of Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee                        |
| 4. Mr. Charoen   | Sangvichaipat        | Independent Director, Member of Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee                        |
| 5. Mr. Navamin   | Prasopnet            | Director, Assistant Chairman, Chairman of Executive Committee, Chairman of Risk and Sustainability Management Committee, and Chief Marketing Officer |
| 6. Mr. Patompong | Sirachairat          | Director, Executive Director, Member of Risk and Sustainability Management Committee, and Chief Executive Officer                                    |
| 7. Ms. Benjawan  | Rakwong              | Director, Executive Director, Member of Risk and Sustainability Management Committee, and Senior Vice President - Administration                     |
| 8. Mr. Siri      | Luengsawat           | Director   |

**Executives attending the meeting**

- |                  |                    |   |
|------------------|--------------------|---|
| 1. Mr. Bannasit  | Rakwong            | Executive Director, Member of Risk and Sustainability Management, and Chief Operating Officer |
| 2. Ms. Saranya   | Amornrattanasuchad | Chief Financial Officer   |
| 3. Ms. Nedpanit  | Potarakul          | Chief Production Officer  |
| 4. Ms. Pitirudee | Sirisamphan        | Vice President Corporate Affairs and Communication and Company Secretary                      |
| 5. Ms. Tassanee  | Kuantalaeng        | Assistant Vice President - Accounting and Finance   |

**Relevant person attending the meeting**

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

**Preliminary proceeding**

Miss Pitirudee Sirisamphan, the Company Secretary, acted as the Master of Ceremonies (MC). She informed the meeting that due to the situation of the new outbreak of COVID-19 pandemic in Thailand, the Board of Directors realized the risk of the spreading of the disease and concerned about the health and the safety of shareholders as well as participants in the meeting, therefore, the Board resolved that the 2021 Annual General Meeting of Shareholders (2021 AGM) be held via electronic method (E-AGM), pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020). For this time, the Company utilized the E-meeting system serviced by Conovance Company Limited, a system service provider that has been self-evaluated with the Electronic Transactions Development Agency (ETDA) to provide registration and undertake the vote counting process at the meeting.

The MC introduced the directors and informed that the Company currently has eight directors; all of them participated in the meeting, calculated as 100 percent of all directors. She also introduced the executives of the Company and the auditors attending the meeting. The legal advisor attending the meeting also witnessed and verified the vote counting. Then, she informed the meeting procedures and the voting processes to the meeting as detailed below.

Prior to voting in each agenda item, the Chairman of the meeting (the “Chairman”) shall ask the meeting whether there is any shareholder wishing to vote for disagreement or abstention.

- Any shareholder or proxy holder wishing to vote for agreement shall not press any button as it shall mean that he/she approves or agrees with the proposed matter.
- In case that any shareholder or proxy holder disagrees or abstains his/her vote, he/she has to declare the intention by pressing the button for voting disagreement or abstention shown in the PC to vote in each agenda. All the votes for disagreement or abstention will be subtracted from the entire votes of the shareholders attending the meeting and having the right to vote in that particular agenda item. Therefore, there shall be no voided ballot.

For proxies holding Proxy Form B or Form C in which the shareholders clearly specify their intentions, the staff of the Company has already recorded the votes of every agenda item apparent in the proxy forms during the meeting registration. These votes will be combined with the votes of other shareholders in each agenda item and counted as the meeting resolution prior to being announced to the meeting. After the vote counting is finished, the voting result of each agenda shall be announced by Ms. Rungtiwa Charurattanaporn.

Shareholder who would like to make inquiry in any agenda can press the hand symbol button for inquiry request when the Company allows shareholder to ask question. The system will show him/her the sequence for making inquiry. After that, the staff of the Company shall declare the name for shareholder to ask question or express his/her opinion respectively. For the accuracy of the information recording for the E-AGM minutes, shareholder is requested to inform his/her name and last name prior asking question.

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 30, 2021 to December 31, 2021, the Company invited shareholders to send the question in advance for the 2021 Annual General Meeting of Shareholders. The announcement was posted on [www.mono.co.th](http://www.mono.co.th), under the “Investor Relations” page. On January 31, 2022, the Company informed The Stock Exchange of Thailand (SET) and shareholders that none of the shareholders sent any question to the Company.

After that, Mrs. Punnee Worawuthichongsathit, the Chairman of the meeting, announced that there were 18 shareholders holding 109,721,241 shares, or 0.64 percent of shareholders and proxy holders attended the meeting, and 44 proxy holders holding 2,248,932,244 shares attended the meeting. Totally, there were 99.36 percent of shareholders and proxy holders attended the meeting. The total number of shareholders and proxy holders attended the meeting was 62 with shareholding of 2,358,653,485 shares out of the entire shareholders of 6,750 with the total number of issued and subscribed shares with the right to vote of 3,471,054,038 shares, or equivalent to 67.9521 percent, thereby constituting a quorum according to Article 33 of the Company’s Article of Association. Then, the Chairman asked the meeting to consider agendas respectively as mentioned in the notice:

**Agenda 1 To consider certifying the minutes of the 2021 Annual General Meeting of Shareholders, held on April 29, 2021**

The Chairman informed that the minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021 had been set as an enclosure of the 2020 AGM notice to all shareholders.

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

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

**Resolution of the Meeting :**

The shareholders’ meeting resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders, held on April 29, 2021. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:



<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,336,837,766	99.0044
2. Disagree	119	0.0000
3. Abstain	23,500,000	0.9956
4. Invalid Ballots	0	
Total 38 Shareholders	2,360,337,885	100.0000

**Agenda 2 To acknowledge the Board of Directors' Annual Report on the Company's operation result during the year 2020**

The Chairman informed the meeting that the Company's operation result of the year 2021 was shown in Form 56-1 One Report (Enclosure 2) and Financial Statement and Management Discussion and Analysis (Enclosure 3) which were sent to all shareholders together with the 2021 E- AGM notice. The Board of Directors had considered such report and was of the opinion that it was correct and adequate to propose to the shareholders' meeting for acknowledgement.

The Chairman assigned Ms. Saranya Amornrattanasuchad, Chief Financial Officer, to report the Company's 2021 operation result to all shareholders with details summarized as follows:

**Financial Status:** As of December 31, 2021, the total assets of the Company was 4,458 million Baht, compared to the year 2020 at 4,406 million Baht, total assets increased by 52 million Baht or 1%, mainly due to account receivable increased by 298 million Baht, building and equipment decreased by 50 million Baht, intangible assets decreased by 243 million Baht, income tax assets increased by 78 million Baht.

**Liabilities:** In 2021, total liabilities was 3,060 million Baht, compared to the year 2020 at 3,053 million Baht, total liabilities increased by 7 million Baht or 0.2%, mainly due to advance income decreased by 51 million Baht, short-term loans from unrelated persons decreased by 125 million Baht, cost of TV License decreased by 228 million Baht, and accounts payable and other payables increased by 407 million Baht.

**Shareholders' Equity:** In 2021, shareholders' equity was 1,398 million Baht, compared to the year 2020 at 1,353 million Baht, shareholders' equity increased by 45 million Baht or 3%, mainly due to net profit increased by 45 million Baht.

**Operating Results:** In 2021, the total revenue was 2,192 million Baht. Revenues from TV advertising was 1,539 million Baht, MonoMax was 302 million Baht, 3BB TV was 162 million Baht, and Shopping and other business were 155 million Baht, respectively. Comparing the revenue of 2021 to that of 2020 which was 1,692 million Baht, revenue increased by 500 million Baht or 30% according to the following details. TV advertising increased by 405 million Baht, MonoMax revenue increased by 104 million Baht, 3BB TV service revenue increased by 132 million Baht, Shopping revenue decreased by 8 million Baht, and other business revenue

decreased by 133 million Baht as some businesses were closed down due to the restructuring in the past year and some businesses were affected by COVID-19 such as events and movie business in terms of showing movies in theaters.

Total Cost and Expense: In 2021, the total costs and expenses amounted to 2,120 million Baht, compared to the year 2020 at 2,282 million Baht, costs and expenses decreased by 162 million Baht or 7%. The cost of major business increased as the cost of 3BB TV business increased by 68 million Baht. The cost of event business decreased by 29 million Baht. The cost of closed down business decreased by 40 million Baht. The cost of employees decreased by 21 million Baht. The cost of marketing decreased by 66 million Baht. The loss on exchange rate increased by 49 million Baht, and special expense from restructuring in 2020 decreased by 99 million Baht.

EBITDA and Net Profit (Lost): In 2021, EBITDA was 1,465 million Baht. Comparing to the year 2020 which the number was 896 million Baht, EBITDA increased by 569 million Baht or 64 percent. Concerning net profit (loss) in 2021, profit was 41 million Baht. Comparing to the year 2020 which loss was 661 million Baht, profit increased by 706 million Baht or 107%.

Important Movements in 2021: In April, the Annual General Meeting of Shareholders of Mono Next PCL. approved the allocation of common shares under General Mandate in an amount of not exceeding 347 million shares at the par value of 0.10 Baht or 10 percent of paid-up capital in order to offer to private placement. In this regard, there was no allocation of such newly issued ordinary shares which will be presented to reduce the registered capital today. The details are presented in the agenda 8.

Questions from the shareholder USER MONO4042127862 : Mr. Anupong Santawanon

1. Since MonoMax has been partners with AIS and DTAC, how many million will the revenue in each operator be? And how many million can be expected from MonoMax in the whole year?

- Ms. Saranya Amornrattanasuchad answered that in 2021, 3BB has been the major business partner of MonoMax for 3BB GIGATV service in terms of having MonoMax in the 3BB box. Last year, this service had the Minimum Guarantee of 350,000, with the service rate at 50 Baht per person per month. The excess of MG was 50 Baht per person as well. The growth of the business has been steadily following the promotions of 3BB. Although the COVID-19 breakout caused the box to stumble a bit, the overall business was good enough in the past year.

2. What is the percentage of the growth of MONO29 TV advertising revenue for QoQ and YoY? Concerning the number of advertising, what is the percentage of the increased ads? In terms of time, what is the percentage of growth in advertising? Did the Company increase the price of advertising? How many percent?

- Ms. Saranya Amornrattanasuchad replied that in 2021, the growth of MONO29 TV advertising revenue was higher than that of 2020. The revenue in 2021 was 1,539 million Baht, comparing to 1,134 million Baht in 2020, increasing by 36% YoY. During the time of COVID-19 pandemic in 2021, the sales department offered promotions to attract advertisers. Overall, revenue increased 405 million Baht.

Question from the shareholder USER MONO4027834345 : Mr. Pattarakit Netiniyom

What were the restructuring expenses?

- Ms. Saranya Amornrattanasuchad answered that in 2020, the Company had restructured by closing down many unprofitable businesses, and due to that, there were compensate for employees and write-off from the businesses that were closed.

Question from the proxy holder USER MONO4049702508 : Ms. Suthirat Achida

How is the Company content production plan progressing?

- Ms. Saranya Amornrattanasuchad replied that Mr. Patompong would give a report on that topic in the next discussion.

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

The Company and Mono Group placed importance on business ethics and adhered to accountability to all stakeholders under good corporate governance as seen through the “Excellent” rating of good corporate governance evaluation in year 2021 for the seventh consecutive years. Moreover, the Company received the certificate certifying its membership under “Thailand’s Private Sector Collective Action Coalition Against Corruption” since 2016. The Company upheld transparent operation policies and opposed corruptions of any kind as revealed in the 2020 Annual Report. In the previous year, the Company adjusted the self-evaluation form according to the guidelines on anti-corruption edited version 4.0, and applied it in the anti-corruption guideline of the Company. At present, the Company has certified the membership of Thailand’s Private Sector Collective Action Coalition Against Corruption for the second time, and on March 30, 2022, the Company has submitted the renewal of the membership which is an advance filing before the due date in the second quarter of 2022.

The report on the Group’s directions covered the following topics: 1. Operational highlights which the crucial factors will be mentioned including what will happen in 2021 2. Strategic direction in 2022 and 3. 2022 Outlook.

2021 operational highlights included MonoMax which provides Subscription Video On Demand (SVOD) service. Since SVOD businesses have been considerably brought to Thailand, the rate of charge for MonoMax is at 250 Baht per month. It offered the customers up to 3,000 movies and series, mostly are series packed with 40-50 episodes and over 20,000 hours of contents in total. The advantages that MonoMax holds are; 1. Thai audience can conveniently watch as Thai dub and subtitle are provided in every single film 2. It is compatible to use 3 devices at the same time 3. No advertisement 4. Variety of contents that match customers’ interest.

As the fans who support Chinese stars, the behaviors of Thai audience are to follow the series led by their favorite actors/ actresses and search for copy-right series. The Company noticed this trend and it is called “Content Power to Sale Lead” which allow customers to reach us from different social media. We acquired Chinese series, led by famous leading actors/ actresses who are well-received in China, to MonoMax and Thai language dubs

and subtitles were also provided. By the year 2021, the number of MonoMax's Chinese series viewing reached over 80 million views and the number of movie viewing was about 10 million views. Our large collection of contents included both Western and Eastern and we also provided Korean series, as well as Thai contents produced by MonoMax.

MONO29 channel was still considered as the third ranking in popularity vote for free TV business, the rating (TVR) in year 2021 was at 1.135. In the past years, there were many great movies with high rating and we provided various contents including action and fantasy. There were combinations of both old and modern, even old movie can receive good rating, and they could be viewed all-day-long which brought reliability to MONO29 channel.

Apart from movie and series contents which are MONO29's strength, the Company developed other contents for the channel as well. For instance, we adjusted the session for Nightly News to deliver news in the evening before the movie releasing. It was later found that the rating steadily improved and the advertising sale was fully booked which reflected positive reactions.

One of the phenomena that gain the most well-received reaction in the previous year was MONO29 Pattaya Countdown 2022 which we could organize performance of world-class artists such as Bam Bam. Moreover, there were praises for successfully managing the safety measurement. These are the conclusion of impressions in the last year of movies, series, news reports, and events.

Strategic direction in year 2022 are comprised of 3 parts. The first one to be mentioned is 1. Licensing and Production Line-ups, managing contents which we acquired or produced by ourselves. Our contents are exclusive for MonoMax and MONO29 to be released first and then can be sold to the foreign countries, 7 items already sold to Netflix. The cooperation with production houses in the other countries and project collaborations with foreigners were on the process.

Next, the Company's self-production of series and movies will be announced at the press-release in June. The trailers launched at Pattaya Countdown were the action-fantasy series "Sat Suer" led by Tao Somchai and Chakrit Yamnam and other 3 series that will be released this year will be action-drama and action-fantasy-romantic. The stories will be varied including family, married life, romance, legend, and belief. In addition, 2 self-produced movies were sexy-romantic-comedy sequel of Sex Doll and romantic-drama. The remake of 2 action Korean series, Ghost and Remember, from SBS have been on production.

Additionally, the Company will introduce skillful editors who joined Mono's series and movie project. Today we can announce that two of them are Chalerm Wongpim and Attaporn Teemakorn and the rest will be introduced in press release in June.

2. Strategic direction in 2022 on MonoMax will concern the competition in SVOD business. The Company believes that the competitiveness will be harsh since the penetration rate of SVOD providers in Thailand is at 7.4% of population or 5 million subscriptions. Moreover, saturation rate is at 40-50% of the population which can be interpreted that SVOD businesses can even grow much further. By year 2021, the average revenue of

service provider per one customer in Thailand was 1,280 Baht or 107 Baht per month and the average usage of SVOD service per customer was 4.5 applications.

Comparing to different perspectives on the SVOD business competition in Thailand, the obvious advantages of MonMax were; every series and movies were 100% Thai language dubbed and subtitled, there was no advertisement added, our price was affordable at 250 Baht per month, and the number of our contents available in the applications was high. The contents covered all Thai audience's interest including Western, Eastern, Chinese, Thai, European, and Korea. Our target groups covered teenagers, trendy, star fan clubs, sexy, and middle-aged, who need inspiration, entertainment, or relaxation from work, and elderly who want convenience on viewing Thai dub.

MonoMax's strategic summary were; 1. All contents were Thai dubbed, 2. More investment on the exclusive content production and cooperation with other countries will be performed, 3. Business reputation to be recognized and remembered will be increased, 4. Corporation with partnership and marketing will be expanded.

Exclusive content and semi-exclusive will be provided. The Company offered the highlighted Chinese series, The Blue Whisper Part 2 starring Ren Jia Lun and Dilraba Dilmurat, and 4 Thai movies in order to open simple content market, local style.

MonoMax has steadily gained more fan clubs in every region of Thailand by observing from the sales and the number of viewings in different regions. This is due to the availability of Thai dubbed contents and the partnership with 3BB, the customers have become our fan clubs more and more. Our business partners also included banks, department store privilege card, and gas station. In addition, there was cooperation with many telecommunication providers and we are currently launching campaign for customers, rewarding and activities, as marketing.

The growth of MonoMax in 2021 was that the customer membership reached 440,000. It was estimated that the number of 2022's customers will be around 700,000-1,000,000. In case there is no unpredictable incident, this growth rate can be calculated to gain even a million customers.

Strategy for managing MONO29 channel are; 1. Controlling content expenses and costs, 2. Wide selection of contents, and 3. Researching Web 3.0 technology for advertising, home shopping, and interactive in order to increase sales.

A wide variety of programs in year 2022 included 3 new programs that will be viral in social media and more channels for advertising sale to different groups of customers will be provided. For examples, 1. DNA Talk, hosted by Diana Jongjintanakarn, which is an inspirational talk show, 2. The Ladies: front-line women hosted by Katreeya English, Pimmara Charoenpukdi, and Chonnatee Aksornsingchai which provides information on women including beauty, fashion, and other trending, and 3. One Day with Matthew hosted by Matthew Deane which the program will exclusively explore the lives of favorite stars. These three programs are able to increase advertising sales in different platforms.

The Company has studied the Metaverse and once organized virtual concert with 3BB before. We believe that viewing MonoMax virtually is possible, even on Virtual Concert Virtual Theatre, Virtual Fan Meet&Greet, and Virtual Production. This allows the audience to be closer to stars, singers, or drama filming, especially, in time of COVID-19 situation which they cannot see them in person. The development is still in progress.

The overview of MonoMax included the partnership with 3BB and content selection. The Company has grown splendidly and what we need to improve is marketing and gaining more supporters. We also try to reinforce the advantages and correct disadvantage on TV business.

The estimated revenue in 2022 is that the worst case of revenue growth will be at 12% or 2.453 million Baht. If the COVID-19 situation does not improve, it will affect the advertising funds, lower activities and production funds. In case everything is alright and sale promotions are not affected by the pandemic, there is a possibility that business will grow as good as the way before COVID widespread, or even better. The Company believes that in the best case the revenue will grow by 31% or 2,871 million Baht. Both cases are considered better than what we gained in the past years. During 2019-2021, administrative team had effectively controlled costs and was able to find opportunity for increasing income and profit.

The overview of 2022 are as follows. The revenue grew by 12%-30% from the past year and EBITDA margin is at 60%-70%. Tangible assets worth 20-30 million Baht and Intangible assets, mostly contents, worth 800-1,000 million Baht.

Question from the shareholder USER MONO4027834345 : Mr. Pattarakit Netiniyom

Is there a plan to launch NFT?

- Mr. Patompong Sirachairat replied that there is a plan for NFT launching. NFT is about art, the some of the original works that will be produced can possibly create fan club base for followers.

Question from the shareholder USER MONO4028640927 : Mr. Chairat Kovitchindachai

Is there any new business that will become New S curve in the future?

- Mr. Patompong Sirachairat answered that the new business which will become New S Curve might be the continuation of what Mono business has been, not a pure invention. It is considered as expansion on contents and different platforms. For examples, investment on contents, investment with foreigners to sell to other countries, and content distribution to different platforms. Advertising technology on home shopping has also been research cooperated with agency and Korea for quite some time. If the system check in Thailand and law system are completed, we will see the New S Curve within this year.

Questions from the shareholder USER MONO4026433463 : Mr. Anuchat Montatip

How do they currently calculate TV rating in Thailand? And will they introduce the new calculation in the future?

- Mr. Patompong Sirachairat explained that Nielsen is the main organization on TV rating research. The methodology is to bring classified group of people or panelist as the representatives of overall population. The devices will be installed and whenever the channels change, Nielsen can collect the data on when this

channel is viewed, which remote controllers are used by son and father. The son and the father serve as the representatives of each age group and the panelist will be increased to improve reliability.

- Today's TVR collection in other countries is performed by trying to gather data along with number of views on the Internet. It is believed that there will be consolidation between TVR and Internet viewings to see the success of views together.

Questions from the shareholder USER MONO4039106607 : Mr. Kajorn Panarut

1. Will MonoMax revenue per subscription in 2020 be as close as in year 2021?

- Mr. Patompong Sirachairat pointed that we are trying to support the increase of revenue per subscription by finding more customers, however, the change might not suddenly occur. Revenue per subscription this year would be higher than the last year around +3: account: month.

2. What will the long-term goal of MonoMax subscribers be?

- Mr. Patompong Sirachairat answered that in the worst case scenario it might reach 700,000 by the end of 2022 and in the best case it would be a million subscribers.

3. Is the cost of MonoMax considered as fix cost? For instance, if the revenue increases, it will mostly go to net profit.

- Mr. Patompong Sirachairat explained that most funds are currently considered as fix cost for contents. The investment which might increase the overall cost will be part of marketing.

4. Which factors does the Company believe that they can increase the MonoMax subscribers up to 100% growth in year 2022?

- Mr. Patompong Sirachairat stated that there are many factors: 1. Joining hand with the right partner as 3BB allows the users to easily access to MonoMax and other functions via remote controller. This provides different age group to reach MonoMax easier and Monomax are also looking for additional partners. 2. Chinese contents are preferable by the audience on MonoMax. Long-term investment is needed to continue the acquisition of Chinese contents, and there are plans on cooperation with other countries. For Thai contents, there are exclusive content production that can further the business to the other countries. Based on experiences, we can pinpoint which content will be attractive and can also be improved later. Additionally, we have Ms. Thanya Wachirabunjong who is experienced and being production planner. This build trust among foreigners and editors to join force. The quality of finished production will be satisfied.

5. Will the Company plan to expand the business that help building synergy to the current businesses in the future? Could you provide basic information?

- Mr. Patompong Sirachairat summarized that there will be advertising, home shopping, production and cooperation on platforms.

Questions from the shareholder USER MONO4042127862 : Mr. Anupong Santawanon

Since MonoMax has been partners with AIS and DTAC, how many million will the revenue in each operator be? And how many million can be expected from MonoMax in the whole year?

- Mr. Patompong Sirachairat replied that the form of partnerships with AIS and DTAC is different from 3BB. This marketing cooperation consists 2-3 phrases which the outlook will be provided in the next quarter report.

Question from the shareholder MONO4028640927: Mr. Chairat Kovitchindachai

Will Mono plan to launch Opportunity Day and host Analyst Meeting within this year?

- Mr. Patompong Sirachairat said that we have continuously hold Analyst Meeting. If the pandemic situation improves, we will go to everywhere as always.

Question from the proxy holder USER MONO4049702508: Ms. Suthirat Achida

Was the sale of package deal to JAS already begin? How can we know the revenue?

- Mr. Patompong Sirachairat answered that the sale started last year and has been on progress. We secured the cooperation in form of 3-year continued contract, this is the second year.

Questions from the shareholder USER MONO4042127862 : Mr. Anupong Santawanon

How are relationships with business partners in Thailand and other countries? For examples, how is Korea cooperating? How is the cost-reducing content project progressing?

- Mr. Patompong Sirachairat explained that the internal situation in studios of other countries has been unpredictable, their organizations might have conflicts. Therefore, content sale faces problems because some movies has been delayed. Korean studios have been quite active on production so they eagerly search for production partners. They approached us and it is believed that Korean studios is looking for something new such as working with Thais.
- The sharing project on content's cost reduction has changed hands. At first, there might be 3 participants, however, today the negotiation with 2 of them are not successful. One is being discussed and two will be added. The form of talking has changed and there will be opportunities. Due to some conditions, we think we are at disadvantage so the deal is not accepted.

Question from the shareholder USER MONO4042127862 : Mr. Anupong Santawanon

Can the Company illustrate the business images linked with web 3.0, along with the development of NFT assets, and other virtual experiences (Metaverse)?

- Mr. Patompong Sirachairat replied that there will be content debut event and activity during the second and third quarter which will offer virtual experiences and NFT. The introduction of this business will be informed later.

Questions from the shareholder USER MONO4039106607: Mr. Kajorn Panarut

What will the long term goal of MonoMax subscribers be in year 2025?

- Mr. Patompong Sirachairat estimated that it will be around 2-3 million subscribers.



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

The meeting acknowledged the Company's operation result for 2021 as reported.

**Agenda 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2021**

The Chairman proposed the meeting to consider the Company's financial statements and auditor's report for the year ended December 31, 2021 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, 2021 (Enclosure 2 of the 2022 AGM notice)

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

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

**Resolution of the Meeting:**

The shareholders' meeting resolved to approve the Company's financial statements and the auditor's report ended December 31, 2021. The resolution was passed by the unanimous vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,360,337,766	100.0000
2. Disagree	119	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 39 Shareholders	2,360,337,885	100.0000

**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 2021**

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

The Board of Directors shall consider the dividend payment based mainly on the benefit of shareholders and take into account reserves of funds for future investment or loan repayment or working capital.

The Board of Directors had considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the omission of the allocation of net profit as legal reserve because currently the Company has allocated an amount of net profit as a complete legal reserve. The total amount of the legal reserve is 51,970,000.00 Baht (Fifty-one million nine hundred seventy thousand Baht), or at least 10 percent of the Company's registered capital amounting 347,105,403.80 Baht (Three hundred forty-seven million one hundred and five thousand four hundred and three Baht and eighty Satang). In addition, the Board of Directors also proposed the shareholders' meeting to approve the omission of dividend payment for 2020 operation results, as in 2020, the Company's operation results (according to the separate financial statement). In 2021, net profit was 44,667,812.47 million Baht as presented in the AGM notice page 2 and 3. The Company proposed the omission of dividend payment from the 2021 operation results since the Company has to reserve cash for a continual investment according to the business plan.

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

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

**Resolution of the meeting:**

The shareholders' meeting approved the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the year 2021 as reported in detail above by the Company Secretary. The resolution was passed by the unanimous vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,360,337,766	100.0000
2. Disagree	119	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 39 Shareholders	2,360,337,885	100.0000

**Agenda 5 To consider approving an appointment of the auditor and to fix the audit fee for the year 2022**

The Company Secretary informed the meeting that according to Section 120 of the Public Limited Company Act which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof and by the opinion of the Audit Committee, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the appointment of the following auditors from EY Office Limited be the auditor of the Company for the year 2022:

Name of Auditor	Register No.	Term of being Mono's auditor (Year)	Period approved by SEC
1. Ms. Krongkaew Limkittikul	5874	6	ปี 2020-2025
2. Mr. Supachai Phanyawattano	3930	3	ปี 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 2022 as the following details.

Details	2022 (Proposed Year)	2021
1. Audit Fee	1,300,000	1,500,000
2. Non-audit Fee	-	-
<b>Total</b>	<b>1,300,000</b>	<b>1,500,000</b>

The audit fee of 2021 was less than that of 2020 amounting 200,000 Baht or decreased by 13.33 percent. 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, page 43) together with invitation letter.

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

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

**Resolution of the meeting:**

The shareholders' meeting approved the appointment of the auditors from EY Office Limited, whose names appear above as the auditor of the Company for the year 2022 and fixed the annual audit fee for the year 2022 at the amount of not exceeding 1,300,000 Baht. The resolution was passed by the majority vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,360,337,766	100.0000
2. Disagree	0	0.0000
3. Abstain	119	0.0000
4. Invalid Ballots	0	0.0000
Total 39 Shareholders	2,360,337,885	

Next, the meeting considered approving the election of directors who retire from office in the year 2022 To comply with the principles of Good Corporate Governance, before considering this agenda, the Chairman asked the 3 directors who retire from office to leave the meeting.

**Agenda 6 To consider approving the election of directors to replace those who retire by rotation in 2022**

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

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

1. Mr. Kriengsak Thiennukul
2. Mr. Charoen Sangvichaipat
3. Mr. Siri Luengsawat

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

The profile and preliminary details of the directors who retired by rotation and were proposed for the re-election were shown in Enclosure 5, page 46-50 of the 2021 AGM notice.

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

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

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

**Resolution of the meeting:**

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

1. Mr. Kriengsak Thiennukul Position: Independent Director

Total (65 shareholders) votes are equal to 2,360,337,885

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,346,684,246	99.4215	13,653,639	0.5785	0	-	0	-

2. Mr. Charoen Sangvichaipat Position: Independent Director

Total (65 shareholders) votes are equal to 2,360,337,885

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,347,684,466	99.4639	12,653,419	0.5361	0	-	0	-

3. Mr. Siri Luengawat Position: Director

Total (65 shareholders) votes are equal to 2,360,337,885

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,347,684,466	99.4639	12,653,419	0.5361	0	-	0	-

Before considering the next agenda, the Chairman asked an officer to invite the 3 directors back to the meeting.

**Agenda 7 To consider approving the annual remuneration for directors in 2022**

The Company Secretary informed the meeting that in 2021, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and other committees of the Company, including the incentive fee at the amount of not exceeding 7,000,000 Baht (Seven Million Baht). For the remuneration in 2022, 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 2022 at the amount not exceeding 7,000,000 Baht (Seven Million Baht), which is of the same amount as that of the year 2021. Details of annual remuneration for directors were as follows:

Position	Remuneration per Month (Baht)	
	2021 (Proposed year)	2020
Chairman	70,000	70,000
Assistant Chairman	30,000	30,000
Director	20,000	20,000
Independent Director	20,000	20,000
Chairperson of the Audit and Corporate Governance Committee	20,000	20,000
Member of the Audit and Corporate Governance Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	20,000 (Baht/attendance)	20,000 (Baht/attendance)
Member of the Nomination and Remuneration Committee	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Incentive fee for the Company's directors	not exceeding 2 million Baht	not exceeding 2 million Baht
Other Benefits	None	None

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees. Please view detailed scopes of duties of the Board of Directors and other committees of the Company in 2021 Annual Report, Form 56-1 One Report, page 112-122.

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

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

**Resolution of the meeting:**

The shareholders' meeting approved fixing the directors' and other committees' remuneration for the year 2022 at the amount of not exceeding 7,000,000 Baht (Seven Million Baht). The resolution was passed by the vote of not less than two-thirds of the total votes of shareholders attending the meeting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,360,337,766	100.0000
2. Disagree	119	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 39 Shareholders	2,360,337,885	100.0000

**Agenda 8 To consider approving the reduction of registered capital from 381,805,403.80 Baht to 347,105,403.80 Baht**

The Company Secretary informed the meeting that the Board of Directors approved the decrease of registered capital in the amount of 34,700,000 Baht, from previously 381,805,403.80 Baht to 347,105,403.80 Baht, by cutting off 347,000,000 unissued registered shares at the par value of 0.10 Baht per share, since it was the remaining shares from the allocation of capital increase shares under General Mandate that was issued and offered in the 2021 AGM and expired in the 2022 AGM.

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

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

**Resolution of the meeting:**

The Shareholders' Meeting approved the decrease in registered capital in the amount of 34,700,000 Baht, from previously 381,805,403.80 Baht to 347,105,403.80 Baht, by issuing ordinary shares amounting 347,000,000 shares at the par value of 0.10 Baht per share, in order to increase the Company's registered capital by General Mandate. 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:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,360,337,766	100.0000
2. Disagree	0	0.0000
3. Abstain	119	0.0000
4. Invalid Ballots	0	0.0000
Total 39 Shareholders	2,360,337,885	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 decrease of registered capital**

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

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

Classified as:

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

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

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

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

**Resolution of the meeting:**

The Shareholders’ Meeting approved the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease 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	2,360,337,766	100.0000
2. Disagree	0	0.0000
3. Abstain	119	0.0000
4. Invalid Ballots	0	0.0000
Total 39 Shareholders	2,360,337,885	100.0000

**Agenda 10 To consider other matters (if any)**

The Company Secretary informed that in agenda 13, according to the Public Limited Company Act B.E.2535 (amended in B.E. 2544), Clause 2 of Section 105, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter. Therefore, shareholders who want to propose other matters than those set out in the invitation letter must have the total amount of share of not less than 1,157,018,013 shares (One billion, one hundred and fifty-seven million, eighteen thousand and thirteen shares) from the total issued shares with the right to vote of 3,471,054,038 shares (Three billion, four hundred and seventy-one million, fifty-four thousand and thirty eight Shares). No shareholder proposed other matters to the meeting.

The meeting adjourned at 16.16 hrs.



Signed .....Chairman of the Meeting  
(Mrs. Punnee Worawuthichongsathit)

**MONO NEXT**  
PUBLIC COMPANY LIMITED



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

(Translation)

(F 53-4)

**Capital Increase Report Form**  
**Mono Technology Public Company Limited**  
**August 10, 2022**

Mono Next Public Company Limited (the “Company”) hereby reports the resolutions of the Board of Directors’ meeting No. 4/2022 which was held on August 10, 2022 with respect to the capital increase and the allocation of shares as follows:

**1. Capital Increase**

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

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

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

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

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

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

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

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

- None -

**2.2 If under General Mandate**

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

<sup>1/</sup> Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under General Mandate.

**Remarks**

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

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

Convene the Extraordinary General Meeting of Shareholders No.1/2022 on Tuesday, September 27, 2022 at 14.00 p.m. by e-Meeting, under the Emergency Decree on Electronic Meetings, Set the Record Date to determine the list of shareholders entitled to attend the Shareholders' Meeting on August 25, 2022.

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

- 4.1 The Approval by the Extraordinary General Meeting of Shareholders No.1/2022
- 4.2 The Approval by the Office of the Securities and Exchange Commission
- 4.3 The Ministry of Commerce: To file for the capital increase and register the change in the paid-up capital with the Department of Business Development, the Ministry of Commerce.

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

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

Regarding the capital increase, the Company considers investors with funding potential who wish to invest in the Company's business in a long term to promote the potential for creating strength and stability in business operations. Since the Company plans to expand the business continuously, it is necessary to provide funding sources. Therefore, the Company has issued new shares for capital increase to enhance liquidity and working capital. The capital increase will also strengthen the Company's capital base so that the Company is well-prepared for future investment which will lead to the increase of revenue. In addition, it is expected that this will increase the profitability of the Company which will be beneficial to the Company and shareholders.

The Company will utilize proceeds received from the capital increase to support the expansion of investment in movie copyrights as well as producing and developing Thai movies and series content. Also, there are plans to collaborate with foreign partners to produce content that meets the needs of both domestic and international consumers. In the years 2022 to 2023, the Company has a total investment plan of approximately 2,200 million Baht for selling and distributing all platforms of Mono group, including supporting the growth of digital TV channel - MONO29, subscription streaming service - MonoMax, content service for the channels on 3BB GIGATV, and other platforms, as well as managing copyrights to increase distribution channels abroad. The issuance of the newly issued shares for capital increase and the operation on utilizing the proceeds have no negative effect on the Company's business operation, financial status, and operating result.

In the event that the Company did not receive the capital increase or received insufficient capital increase for the investment according to the plan, the Company will seek funding from other sources, for example, get a loan from financial institutions and/or cash flow from operations. The investment will enable the Company to expand the investment to increase the future revenue according to the plan. Nevertheless, if the received capital is insufficient to meet the required investment, the Company may reduce the investment size to meet the adequacy of the capital.

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

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

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

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

The Board of Directors commented that the capital increase under General Mandate was approved by the shareholders in advance. Therefore, the Board of Directors is authorized to consider the allotment of newly

issued shares through private placement as deemed appropriate. The reason and the need for capital increase is to improve liquidity of the Company by using the capital increase as working capital. Thus, the capital increase is appropriately streamlined the fund raising for each occasion. It also enables the operation to keep pace with the rapid change of different factors.

#### 7.1 Reasons and necessity for increase of capital

The reasons for capital increase are to maintain and increase liquidity of the Company. The Company will utilize proceeds received from the capital increase to support the expansion of investment in movie copyrights as well as producing and developing Thai movies and series content. Also, there are plans to collaborate with foreign partners to produce content that meets the needs of both domestic and international consumers. In the years 2022 to 2023, the Company has a total investment plan of approximately 2,200 million Baht for selling and distributing all platforms of Mono group, including supporting the growth of digital TV channel – MONO29, subscription streaming service – MonoMax, content service for the channels on 3BB GIGATV, and other platforms, as well as managing copyrights to increase distribution channels abroad. The issuance of the newly issued shares for capital increase and the operation on utilizing the proceeds have no negative effect on the Company's business operation, financial status, and operating result. This will benefit the Company in a long term.

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

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

#### 7.3 Reasonability of the increase of capital

The Board of Directors considered that the issuance of newly issued shares under General Mandate could maintain and increase liquidity of the Company. In the years 2022 to 2023, the Company has a total investment plan of approximately 2,200 million Baht for selling and distributing all platforms of Mono group, including supporting the growth of digital TV channel – MONO29, subscription streaming service – MonoMax, content service for the channels on 3BB GIGATV, and other platforms, as well as managing copyrights to increase distribution channels abroad. The issuance of the newly issued shares for capital increase has no effect on the Company's business operation, financial status, and operating result.

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

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

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

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

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

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

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

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

The Board of Directors considered that the issuance of newly issued ordinary share under General Mandate can maintain and increase liquidity of the Company. The capital increase and the operation on utilizing the proceeds have no negative effect to the Company's operation, financial status, and operating result. In the years 2022 to 2023, the Company has a total investment plan of approximately 2,200 million Baht for selling and distributing all platforms of Mono group, including supporting the growth of digital TV channel – MONO29, subscription streaming service – MonoMax, content service for the channels on 3BB GIGATV, and other platforms, as well as managing copyrights to increase distribution channels abroad. The issuance of the newly issued shares for capital increase has no effect on the Company's business operation, financial status, and operating result. This will benefit the Company in a long term. In addition, the Company will have sufficient working capital in order to support business operation and be able to raise funds in a short period.

The financial status of the Company as of June 30, 2022 appears that the debt to equity ratio equals to 2.15 times. Once includes the transaction of capital increase from newly issued ordinary shares, the debt to equity ratio decreases to 2.10 times.

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

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

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

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

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

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

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

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

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

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

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

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

No.	Procedures	Date
1.	The Board of Directors' Meeting	August 10, 2022
2.	The date of notifying the Board of Directors' resolutions to the Stock Exchange of Thailand	August 10, 2022
3.	The date of determining the names of shareholders entitled to the shareholders' meeting (Record Date)	August 25, 2022
4.	The date of publicizing the invitation of the Extraordinary General Meeting of Shareholders No.1/2022 on the Company's website	September 5, 2022
5.	The date of sending the invitation of the Extraordinary General Meeting of Shareholders No.1/2022 via TSD	September 5, 2022
6.	The Extraordinary General Meeting of Shareholders No.1/2022	September 27, 2022
7.	The date of notifying the resolutions of the Extraordinary General Meeting of Shareholders No.1/2022 to the Stock Exchange of Thailand	September 27, 2022
8.	The date of registering capital decrease and capital increase to the Department of Business Development, Ministry of Commerce according to the Extraordinary General Meeting of Shareholders' resolution	Within 14 days from the date of approval of the Extraordinary General Meeting of Shareholders
9.	The date of private placement transaction under General Mandate	After the approval from SEC (completed within the next AGM)

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

Signed .....Authorized Director

(Mr. Patompong Sirachairat )

Position Director

**MONO NEXT**  
PUBLIC COMPANY LIMITED

Signed .....Authorized Director

(Mr. Navamin Prasopnet)

Position Director



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

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

**1. Mrs. Punnee Worawuthichongsathit**

Position : Chairman and Independent Director  
Age : 70 years  
Resident : Mono Next Public Company Limited  
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,  
Pakkred, Nonthaburi 11120

Interest in considering each agenda : -None-



**2. Mr. Preecha Leelasithorn**

Position : Independent Director, Chairman of Audit and Corporate Governance Committee,  
and Chairman of Nomination and Remuneration Committee  
Age : 59 years  
Resident : Mono Next Public Company Limited  
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,  
Pakkred, Nonthaburi 11120

Interest in considering each agenda : -None-



**3. Mr. Kriengsak Thiennukul**

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

Age : 57 years

Resident : Mono Next Public Company Limited  
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,  
Pakkred, Nonthaburi 11120



Interest in considering each agenda : -None-

**4. Mr. Charoen Sangvichaipat**

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

Age : 50 years

Resident : Mono Next Public Company Limited  
29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,  
Pakkred, Nonthaburi 11120



Interest in considering each agenda : -None-

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

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

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

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

The retired director is eligible for re-election.

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

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

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

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

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

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

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

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

**Article 32** In summoning a shareholders' meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board of Director's opinions on such matters. Such notice shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

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

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

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

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

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

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and cast their vote.  
In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.

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

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

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

**Guideline for the shareholders on identity verification and procedures to attend  
The Extraordinary General Meeting of Shareholders No.1/2022 via electronic media (E-EGM)**

As the Company will hold the Extraordinary General Meeting of Shareholders No.1/2022 via electronic media (E-EGM), pursuant to the Emergency Decree on Electronic Meeting B.E.2563 (2020), at the Company's Meeting Room, address number 29/9 Moo 4 Chaiyaprupek Road, Bang Phlub, Pakkred, Nonthaburi, the Shareholders or the proxies who wish to attend this E-AGM are requested to state your intention and submit the identity documents specified below to the Company within September 21, 2022.

**Identity Verification**

**1. Individual**

1.1 Thai Shareholders

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

1.2 Foreign Shareholders

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

**2. Corporation**

2.1 Thai Corporation

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

2.2 Foreign Corporation

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

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

**Proxy Process**

1. There are 3 proxy forms :-

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

2. In case of foreign investor shareholders appointing a Thai resident as custodian, he/she can use any one of the following proxy forms :- Form A, Form B or Form C. Other shareholders can use only one proxy form: - Form A or Form B.

3. The Company attaches only proxy Form B with this invitation letter. A shareholder who would like to use proxy Form A or Form C, can contact the Corporate Affairs Department of the Company, telephone number 02-100-8100 Ext. 7787 or download the forms from website of the Company ([www.mono.co.th](http://www.mono.co.th))
4. Any shareholder who cannot attend the meeting in person may be present by proxy, appointing any person or any of the Independent Directors of the Company whose names appear below to vote on his/her behalf. The shareholders may specify three proxy holders for their convenience as in case any of the proxy holders cannot attend the meeting, other proxy holders who are authorized will attend it instead. However, only one proxy holder can attend the meeting. The Company's Independent Directors whom the shareholders may appoint as proxy holder are:

- |                                     |   |
|-------------------------------------|---|
| 1) Mrs. Punnee Worawuthichongsathit | Age 70 years<br>Chairman and Independent Director   |
| 2) Mr. Preecha Leelasithorn         | Age 59 years<br>Independent Director, Chairman of Audit and Corporate Governance Committee, and Chairman of Nomination and Remuneration Committee |
| 3) Mr. Kriengsak Thiennukul         | Age 57 years<br>Independent Director, Member of Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee     |
| 4) Mr. Charoen Sangvichaipat        | Age 50 years<br>Independent Director, Member of Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee     |
| Address                             | Mono Next Public Company Limited<br>29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,<br>Pakkred, Nonthaburi 11120                                       |

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

**How to submit the shareholders' identity documents**

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

E-mail: [ir@mono.co.th](mailto:ir@mono.co.th), or to

Corporate Affairs Department, Mono Next PCL.

Address number 29/9, Moo 4, Chaiyapruk Road, Bang Phlap, Pak Kret, Nonthaburi 11120

**within September 21, 2022.**

After the Company has already verified the list and the information of the shareholders as of the latest Record Date, the Company will send the Username and the Password to the shareholders or the proxies via e-mail addresses that they have previously given to the Company so that they can log in to enter the Extraordinary General Meeting of Shareholders No.1/2022 via electronic media (E-EGM). The Company would like to seek for the shareholders' kind cooperation to proxy the Company's Independent Directors to attend and vote on your behalf instead of attending this online meeting yourselves.

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

**Prior to the Meeting Date**

1. The shareholders or the proxies, who already stated the intention to attend the 2022 EGM, to be conducted via electronic media, are requested to download the E-EGM Meeting Program from [www.conovance.com/download.php](http://www.conovance.com/download.php), starting from September 5, 2022 onwards and also prepare the followings:-
  - Computer/Notebook/Tablet (\*Windows OS only\*): Windows XP/7/8/10
  - Internet Bandwidth 3.0 Mbps.
  - Microphone and camera to identify yourself before the commencement of the meeting
2. The shareholders or the proxies can download the manual and the video which demonstrate the procedures to attend the Electronic meeting from [www.conovance.com/support.php](http://www.conovance.com/support.php), starting from September 5, 2022 onwards. The system supports both the E-Meeting and E-Voting, facilitating the shareholders who attend the meeting in person or by proxy (Proxy Form B is set out in Enclosure No. 6)

**Sending questions in advance**

The shareholders who are interested in sending questions in relation to the agenda items proposed for the 2022 EGM in advance, are requested to send your questions to the Company within September 21, 2022 only via e-mail: [ir@mono.co.th](mailto:ir@mono.co.th) Relevant questions will be recorded in the minutes of the 2022 EGM. Nonetheless, the shareholders or the proxies who attend the meeting can still raise questions during the meeting, on the meeting date.

**The Meeting Day**

On September 27, 2022, the Meeting Date, the electronic registration system will be open for the shareholders to register to attend the Meeting at 12.00 hrs. The meeting will commence at 14.00 hrs.

**Vote Casting Process**

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



Vote Counting Criteria

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

The Company will take the video and audio recording of the whole proceedings of the EGM No.1/2022. The shareholders who are interested in obtaining the video file can make a request to the Company, 3 business days after the meeting date.

Contact Channels

1. Post:

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

2. E-mail: [ir@mono.co.th](mailto:ir@mono.co.th)

3. Tel: 02-100-8100 ext.7787 (Corporate Affairs Department: Company Secretary Section)



สงวนลิขสิทธิ์ 4 เมษายน 3 น. ภาพถ่ายด้วยกล้อง GREEN HOUSE ซึ่งตรงข้าม หมู่บ้านสีตารมย์