

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

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

The nomination of directors to replace those who retire by rotation in 2023 was considered by the Nomination and Remuneration Committee as well as the Board of Directors. According to the Company's Articles of Association Article 17 stipulating that "At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office. The retiring directors shall be re-elected. The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first." **Therefore, the directors retiring by rotation in 2023 which is the eleventh year after becoming a listed company shall be considered based on the longest terms of office in directorship.**

2. Definition of Independent Director

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

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

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

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

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

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

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

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

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

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

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

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

1) Mrs. Punnee Worawuthichongsathit

Proposed Director Position : Chairman and Independent Director

Age : 71 Years

Education : Master of Accountancy, Chulalongkorn University

Bachelor of Accountancy, Chulalongkorn University

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

Certified Internal Auditor (CIA), IIA, USA

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

Chartered Directors, IOD

Tax Law Certification Class 1, Judicial Training Institute

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

- Director Leadership Certification Program (DLCP) 7/2022
- Ethical Leadership Program (ELP) Class 22/2021 (Online)
- Driving Company Success with IT Governance (ITG), Class 4/2017
- Ethical Leadership Program (ELP) Class 2/2015
- Anti-Corruption for Executive Program (ACEP) Class10/2014
- Anti-Corruption : The Practice Guide (ACPG) Class 10/2014
- Role of the Nomination and Governance Committee, Class 1/2011
- Role of the Chairman Program (RCP), Class 25/2011
- Monitoring Fraud Risk Management, Class1/2009
- Refresher Course DCP, Class 2/2009
- Monitoring the System of Internal Control and Risk Management, Class 2/2008
- Role of the Compensation Committee, Class 7/2008
- Monitoring the Internal Audit Function, Class 1/2007
- Monitoring the Quality of Financial Report, Class 5/2007
- Improving the Quality of Financial Report, Class 1/2006
- Audit Committee Program (ACP), Class 2/2004
- Director Certification Program (DCP), Class38/2003
- Director Accreditation Program (DAP), Class 2/2003



Experience

Present	Member of Audit Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
Present	Member of Audit Committee, The University of the Thai Chamber Commerce
Present	Member of Audit Committee, Chulabhorn Royal Academy
Present	Single Account Subcommittee Consultant, Accounting Professions Committee Consultant, Management Accounting and Member of Accounting Professions Committee–Tax Accounting, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
Present	Member of Audit Committee, Thai Investors Association
Present	Guest Lecturer of many government and private universities and Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2016 – 2019	Member of Audit Committee, Office of National Anti-Corruption Commission

Directorship in Listed Companies

Nov. 2019 – Present	Chairman of the Board of Directors
2012 – Present	Independent Director
2017 – 2019	Member of Nomination and Remuneration Committee
2012 – 2019	Chairperson of Audit Committee Mono Next PCL.
2016 – Present	Independent Director, Member of Audit Committee, and Chairperson of Corporate Governance and Sustainable Development Committee, WHA Utilities and Power PLC.
2016 – Present	Independent Director and Member of Audit Committee, Saha Pathana Inter-Holding PLC.
2010 – Present	Independent Director and Member of Audit Committee, Thai Wacoal PCL.
2004 – Present	Independent Director, Member of Audit Committee, Chairperson of the Nominating Committee and Chairperson of the Compensation Committee, The Brooker Group PLC.
2000 – 2016	Independent Director, Member of Audit Committee, and Member of Good Corporate Governance Committee, Hemaraj Land and Development PCL.

Directorship in other Companies

2016 – Present	Director, P.W. Consultants Co.,Ltd.
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Shareholding in the Company (%) : None (As of December 31, 2022)

Position of director/executive in other companies: None

which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 11 years

Duration of being director until this term : 14 years (tenure ends again in 2026)

Meeting attendance in 2022	: AGM 2022	: 1/1
	EGM 1/2022	: 1/1
	Board of Directors' Meeting	: 6/6

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

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

Criteria for Nomination of Director

The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion that **Mrs.Punnee Worawuthichongsathit** possesses the qualifications of being the Chairman of the Board of Directors and Independent Director as required by relevant law and regulations. Although she has been holding this position for more than 9 years, she possesses knowledge, ability, specialty with over 20 years of audit and accounting experience, and business management ability with good morality and professional ethics which can support the Board of Directors' operation. Thus, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the re-election of **Mrs.Punnee Worawuthichongsathit** to directorship for another term as the Chairman of the Board of Directors and an Independent Director.



2) Mr. Patompong Sirachairat

Proposed Director Position : Director (Executive Director)

Age : 43 Years

Education : Master Degree, Business Administration, Chulalongkorn University
Master of Software System Engineering, University of Technology, Sydney, Australia

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

Experience : Directorship in Listed Companies
Nov. 2019 – Present Chief Executive Officer
2017 – Present Director
2014 – Present Executive Director
2012 – Present Member of Risk Management and Sustainability Committee
2014 – Nov. 2019 Chief Operating Officer
2005 – 2015 Vice President – Internet Business
Mono Next PCL.
No Directorship in Listed Companies
Directorship in other Companies
2015 – Present Director and President, subsidiaries of Mono Next PCL.
(5 companies)

Shareholding in the Company (%) : 0.19 (As of December 31, 2022)

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

Family Relations among Directors, Executives or : None
the Majority Shareholders of the Company or its
Subsidiaries

Date of being appointed as director : February 21, 2017

Duration of being director : 6 years

Duration of being directors until this term : 9 years (tenure ends again in 2026)

Meeting attendance in 2022 : AGM 2022 : 1/1
EGM 1/2022 : 1/1
Board of Directors' Meeting : 6/6
Executive Committee Meeting : 15/15
Risk Management and Sustainability Committee's Meeting : 4/4

Criteria for Nomination of Director

The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion that it shall be deemed appropriate to propose to the shareholders for the consideration of the election of Mr. Patompong Sirachairat to directorship as a Director of the Company since Mr. Patompong Sirachairat possesses the requirements and qualifications as required by relevant law, knowledge, ability, specialty, information and technology experience, media and mass communications experience, and business management with good morality and professional ethics which is appropriate to the Company's business operation. Thus, it shall be deemed appropriate to propose to all shareholders for the consideration of the election of Mr. Patompong Sirachairat to directorship as a Director.

3) Miss Benjawan Rakwong

Proposed Director Position : Director (Executive Director)

Age : 52 Years

Education : Master of Administration, International Management,
Oxford Brookes University United Kingdom

Training for director course : Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) Class 189/2022

Experience : Mar.2022 – Present Member of Risk Management and Sustainability Committee
Nov. 2021 – Present Director
2018 – Present Senior Vice President – Administration
2017 – Present Executive Director
2008 – 2017 Vice President – Administration
Mono Next PCL.
No Directorship in Listed Companies
Directorship in other Companies
2008 – 2008 Vice President – Administration and Corporate Communication
Gossip Star Co., Ltd
2003 – 2008 Vice President – Human Resource and Administration
Mono Generation Co., Ltd.

Shareholding in the Company (%)* : 0.05 (As of December 31, 2022)

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

Family Relations among Directors, Executives or
the Majority Shareholders of the Company or its
Subsidiaries : The older sister of Mr.Bannasit Rakwong (Director)

Date of being appointed as director : November 10, 2021

Duration of being director : 2 years

Duration of being director until this term : 5 years (tenure ends again in 2026)

Meeting attendance in 2022 : AGM 2022 : 1/1
EGM 1/2022 : 1/1
Board of Directors' Meeting : 6/6
Executive Committee Meeting : 15/15
Risk Management and Sustainability Committee's Meeting : 3/3



Criteria for Nomination of Director

The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion that it shall be deemed appropriate to propose to the shareholders for the election of Miss Benjawan Rakwong to directorship as a Director of the Company since Miss Benjawan Rakwong possesses the requirements and qualifications as required by relevant law and regulations, knowledge, ability, specialty, business management experience, human resources management, and administrative management with good morality and professional ethics which is appropriate to the Company's business operation. Thus, it shall be deemed appropriate to propose to all shareholders for the consideration of the election of Miss Benjawan Rakwong to directorship as a Director.