



# Annual Report 2020

Mono Next Public Company Limited

3BB BROADBAND GIGATV  
Master Content Provider

MONO  
MAX



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For further information of the Company issuing securities, please refer to Annual Registration Statement (Form 56-1) of the Company on [www.sec.or.th](http://www.sec.or.th) and [www.mono.co.th](http://www.mono.co.th).



# Message from Chairman





The year 2020 was considered the year of changes for Mono Group, starting from the reorganization to increase the flexibility of the organization by closing down unprofitable businesses and reducing the size of the Company during the early of the year to the relocation of the headquarters at Jasmine International Tower to MONO29 Studio on Chaityapruk Road. Conventional office culture was also altered to the concept of Work from Anywhere in order to comply with the government measure which requested for private business cooperation to apply Work from Home policy in order to stop the first Coronavirus or COVID-19 outbreak in Thailand. Consequently, on June 29, 2020, the Company had its name changed from Mono Technology Public Company Limited to Mono Next Public Company Limited to conform with the new business direction.

The adjustment made by the management was not only suitable for the immediate respond to COVID-19 pandemic, but also reducing the cost of internal expense. Moreover, the Company was able to operate its business under the pressure of sluggish economy and the New Normal way of living due to severe COVID-19 outbreak worldwide.

Free TV MONO29 Channel has always been the business which generates the highest revenue for Mono Group. In the previous year, the Company has placed more emphasis on Online Movie Streaming business like MonoMax by synergizing with Triple T Broadband PCL. or 3BB. The Company acquires content and operates the marketing for 3BB by bundling MonoMax as a special service for the group of customers who subscribed for 3BB GIGA TV package. The exclusive content can be viewed only on MonoMax and 3BB. Thai soundtrack is provided for all movies and series, so these contents are easy to enjoy, and they are also the contents that meet the Thai tastes. In addition, the Company is the content creator for various channels on 3BB GIGA TV. The collaboration brings about not only the increasing of revenue, but being the content provider and the marketing operator for 3BB also renders the Company more content purchasing power. In other words, the Company is capable of selecting good movies before other content service providers. Furthermore, as the Company has a wide selection of entertainment content windows, including cinema, SVOD on MonoMax, and Free TV MONO29 Channel, cost management can be achieved wisely.

Regarding other businesses, 29Shopping and MThai have adjusted the operations according to the situation and social changes. 29Shopping showed sales growth of products relating to stay-at-home during the time of social distancing to prevent the spread of COVID-19. As for MThai, the website has taken a new role as an online influencer who collaborates with other sectors in organizing social creative activities and creating positive image for organizations. The Company expects that when the COVID-19 pandemic is unfold, purchasing power will return, and more profit will appear from the businesses.

Concerning good corporate governance, the Company constantly adheres to the principle of good governance. It was pleasing that last year the Company received the "Highest Rank of Excellence" from good governance assessment for six consecutive years and also gained a full score on the Annual General Meeting of Shareholders Assessment for seven consecutive years. The Company has also certified the membership of Thailand's Private Sector Collective Action Coalition Against Corruption for the second time. In addition, the Company does not only commits to the business operation under ethics but also values social development, as collaboration with government sectors were held through social creative activities such as producing a video clip to promote the prevention of COVID-19 with the Department of Health, organizing the project "Up Clip Pi-Chit San Season 6" with NBTC, organizing the project to support and promote Thai values and national identity with the Department of Cultural Promotion, as well as organizing the activities to promote tourism with TAT in the events "What's Up Hat Yai" and "Khon Tay Tiaw Thai - Loh Ban Isan Tai"

Lastly, the Board of Directors, executives, along with all employees are ready to give the best performance to overcome the economic crisis and drive the Company towards a strong growth. On behalf of the Chairman of the Board of Directors, I would like to express gratitude to shareholders, customers, business partners, government and private agencies, and relating sectors for your continuing trust and support in our business operations. The Company truly hopes to receive support from all parties as always in the years to come.



**Mrs. Punnee Worawuthichongsathit**  
**Chairman**



# Message from Chief Executive Officer

In 2020, the world has faced economic slowdown due to the outbreak of Coronavirus (Covid-19) which has started in the first quarter of the year and continued to affect global economy considerably until the last quarter. Focusing on media industry which already has intense competition, the industry has confronted a new challenge when business sectors necessarily reduce marketing expenses in order to cope with the sluggish economy. Fortunately, the Company has changed several aspects and cultures to sustain unexpected uncertainty just before the spread of the virus. These changes include downsizing the organization, relocating the headquarters to cut down some expenses, creating a new organizational culture highlighting the concept of “New Normal”, and most importantly, establishing a marketing collaboration with business partner to increase the revenues. This has been the biggest transformation of Mono, in the company’s chronicle, to sustain with improved efficiency and performance in a long term.

Concerning the overall business operations in the previous year, MONO29 Channel remained the main business generating the highest revenues for Mono Group. The fact that the channel successfully maintains the third rank clearly reflects the viewership stability of MONO29 for the last 4 years. During the lockdown period, MONO29 highlighted the “Movie Pack” TV program presenting “the movies of the week” theme for a better recognition, for example, superheroes, actions, monsters, 007, as well as, the theme of Hollywood actors showcasing various movie starred by the same actor all through the week. Other than great movies from famous studios worldwide, the channel also strengthen the news programs with the strategy to present only creative news, provide intensive news analysis yet easy to understand, as well as extended the period of the evening news program. As a result, the overall tv rating has increased from both news programs and entertainment contents. As for video streaming service MonoMax, the rising star business of the Company has achieved a constant growth with a clear position to present “Best Content for Thais’ Tastes”. This includes streaming top hit Chinese series, providing Thai dubbing, and producing various genres of mainstream Thai series from elite producers. Moreover, MonoMax has cooperated with MONO29 airing the same movies at the same time on both screens (cross platform strategy) to satisfy different content viewing behaviors, either watching one episode at a time on MONO29 or watching all episodes at once on MonoMax. With several proof-of-concept experiments, the total content plays of MonoMax increased double.

Business outlook of MonoMax focuses on the synergy with 3BB internet provider in forming the Internet package “3BB GIGATainment” and “3BB GIGATV”. Upon applying, 3BB customers can enjoy contents on MonoMax and HBO GO which contain over 40,000 movies, in total. The synergy between both companies, 3BB technology and MONO content expertise, would complement each other obviously during the Coronavirus outbreak, where both still grow fast and unaffected due to the increasing demand of the Internet as people work and crave for entertainment at home. The situation, therefore, widen the business opportunity to generate revenues from bundled sales, and diversify the risk in shrinking TV consumption in the future. In this collaboration, the Company is the Master Content Provider, a new business sector of Mono Group. The Company provides and produces contents for 3BB, as well as creates the marketing plan. Being in this position, the Company not only generates revenues from the partnership, but also receives more bargaining power in purchasing contents and be able to save the budget from co-marketing strategy. The collaboration between MonoMax, 3BB, and MONO29 apparently increases the number of subscribers so rapidly that MonoMax targets 1 million subscribers within 3 years.

Regarding Mono Group’s other businesses, the website MThai has become a trusted news influencer presenting factual news and, in several cases, has become an informal online announcer between governmental sectors and the society. For 29Shopping business, the revenue has grown potentially with additional men-fashion and women-beauty products. In the near future, the business will cooperate on 3BB platform, sales on which is expected to rise accordingly.

As MONO has always conformed to Good Governance in parallel with the business operation and being a member of Thailand's Private Sector Collective Action Coalition Against Corruption, the Company has received the "Excellent" level in Good Governance Assessment of the Listed Companies for 6 consecutive years. The Company also places value on social responsibility. Last year, several CSR projects were held through the cooperation of MONO employees such as donating objects to The Mirror Foundation, donating soft drink bottles to a hospital to be recycled into volumetric spacers for patients, and donating clothes for firefighters and volunteers for combating wildfire in the north of Thailand. Additionally, the projects to promote the prevention of Coronavirus were launched including the project "MONO MASKS FOR KIDS", where the Company and MONO employees donated small-size disposable masks for students in shortage of masks in more than 20 schools nationwide, and the project where MONO employees made face shields and donated them to hospitals and medical staffs.

On behalf of the executive team and the employees, I would like to thank shareholders, customers, business partners, government and private sectors, and all related persons for your continuing trust and support in MONO's business operations. Please be reaffirmed that the Company deliberately drives the organization on the basis of effective management system while keeping pace with changes. Mono Next will surely strive through the economic crisis for the goal of being the leader in modern entertainment content industry.



**Mr. Patompong Sirachairat**  
Chief Executive Officer





# Board of Directors



**1. Mrs. Punnee Worawuthichongsathit**

Chairman of the Board of Director  
and Independent Director

**2. Mr. Preecha Leelasithorn**

Independent Director, Chairman of Audit  
Committee, and Chairman of Nomination  
and Remuneration Committee

**3. Mr. Kriengsak Thiennukul**

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

**4. Mr. Charoen Sangvichaipat**

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

\* Appointed directors as of December 31, 2020



**5. Mr. Navamin Prasopnet**

Assistant Chairman,  
Chairman of Executive Committee,  
Chairman of Risk Management  
Committee, and Chief Marketing Officer

**6. Mr. Patompong Sirachairat**

Director, Executive Director,  
Risk Management Committee,  
and Chief Executive Officer

**7. Mr. Sang Do Lee**

Director

**8. Mr. Siri Luengsawat**

Director



\* Appointed directors as of December 31, 2020

# Financial Summary

Summary of statement of financial position, statement of comprehensive income and financial ratios for the year ended on December 31 for the past three years :

## Operating Results

	2020	2019	2018
<b>Statement of Financial Position (Unit : million Baht)</b>			
Total Assets	4,406.09	4,542.78	5,765.08
Total Liabilities	3,053.43	2,531.09	3,123.99
Total Shareholders' Equity	1,352.66	2,011.69	2,641.09
<b>Statement of Comprehensive Income (Unit : million Baht)</b>			
Sales and Service Income	1,644.65	2,150.39	2,399.23
Total Revenues	1,692.28	2,183.75	2,508.12
Operating profit (loss)	(589.39)	(560.02)	(45.28)
Net profit (loss) Attributable to Equity Holders of the Company	(661.49)	(616.19)	(193.27)
Basic Earnings (loss) Per Share (Baht)	(0.19)	(0.18)	(0.06)
Weighted Average Number of Ordinary Shares (million shares)	3,471.05	3,471.05	3,451.45
Paid-up Ordinary Shares (million shares)	3,471.05	3,471.05	3,471.03
Par Value (Baht per share)	0.10	0.10	0.10

## Financial Ratio

	2020	2019	2018
Gross Margin (%)	(5.14)	8.71	20.56
Operating Profit Margin (%)	(38.73)	(27.59)	(6.43)
Net Profit Margin (%)	(39.09)	(28.22)	(7.71)
Return on Equity (%)	(39.32)	(26.49)	(7.18)
Return on Asset (%)	(14.78)	(11.96)	(0.79)
Debt to Equity Ratio (times)	2.26	1.26	1.18



# Key Developments of the Company and Subsidiaries in 2020



- On January 1, 2020, Mono Shopping Co., Ltd. signed a partnership agreement with TV Home Shopping business partner, aiming for a variety of products to satisfy customer demand of all groups, genders, and ages, as well as strengthen the product line up of 29Shopping. The collaboration also targeted to expand distribution channel on Marketplace platform so that shopping became more convenient, and to satisfy contemporary lifestyle which preferred online shopping and people could shop all through 24 hours.



- On February 7, 2020, NBTC and MThai held a press conference about the project "UP CLIP PI-CHIT SAN SEASON 6" under the topic "CYBERBULLYING?" to support and encourage young people, students, undergraduates, and general public to show their ability and creativity in producing short films for social promotion. The project also campaigned for a proper use of social media and reducing cyberbullying.

- On March 9, 2020, MonoMax collaborated with 3BB and HBO GO held the campaign "3BB GIGA Tainment", entertainment from around the world. 3BB customers subscribing for "3BB GIGA Tainment" would get 1Gbps internet speed with unlimited movies and series from MonoMax and HBO GO services only by increasing their monthly service fee from 39 baht to 629 baht. Music and karaoke services on "OKE" app also included.





- **On June 29, 2020**, an auspicious day, Mr. Patompong Sirachairat, CEO of Mono Next PCL., along with executives and employees of Mono Group moved to the new headquarters at Studio 29 on Chaiyapruke Road and enjoyed a cozy party “Open House: New Normal New Office”.

- **On June 29, 2020**, the company was restructured and three subsidiaries were renamed to highlight the business operations. MONO FILM, renamed MONO STREAMING, focuses on subscription video streaming business “MonoMax”. MONO GENERATION, renamed MONO CYBER, emphasizes on MThai as a strong online influencer and providing services on planning and holistic communications for product brands and government agencies. MONO TRAVEL, renamed MONO SHOPPING, operates home shopping business “29Shopping” advertised on digital TV and online websites.



- **On August 20, 2020**, the company registered a new name with the Ministry of Commerce, changing from Mono Technology Public Company Limited to Mono Next Public Company Limited, following the resolution of the 2020 Annual General Meeting of Shareholders held on August 10, 2020.







- On October 30, 2020, the movie “MY SEX DOLL”, a sexy romantic comedy produced by Mono Originals, was launched. The story was uniquely different from other Thai movies of the year and received high popularity with more than 2 million minutes views in the first five days of the launch. The movie only streamed on MonoMax video streaming. Pichana Yoosuk (Mook) also won “Siamrath Online Award” for Best Actress.

- On November 6, 2020, the news program “Top Talk Daily” on MONO29 Channel honorably received “Tachang Tong Awards” for Social Supporter of the Year 2020 (Ninth), in the category Public Information and Knowledge Provider. The award was presented by Child and Youth Orphanage Association of Thailand and Consumer’s Right Protection Institute.



- On November 26, 2020, MonoMax collaborated with 3BB launched the campaign “3BB GIGATV” in the concept “Best Content for Thais’ Tastes”. The service included high speed home internet with new set-top box that enabled customers to watch free TV and a variety of cable TV channels smoothly in FULL HD and 4K quality via 3BB internet. Customers could also enjoy movies and series on high quality video on demand like MonoMax and HBO GO.

- On December 7, 2020, Department of Cultural Promotion - Cultural Promotion Fund Division and Mono Next PCL. announced award winners in short film contest under the project to support and promote Thai values and national identity “Thai Dee Mee Marayat Season 2”. The topic of the contest was “Thai Dee Mee Marayat New Normal” aiming to promote proper Thai manners and appropriate use of Thai language. COVID-19 related contents were also added. This project received well-feedback from students nationwide.







## Policy and Business Overview

Mono Next Public Company Limited, formerly Mono Technology Public Company Limited, was established on March 15, 2002 by Mr. Pete Bodharamik, with the first registered capital of 50 million Baht. Currently, Mr. Pete Bodharamik is the major shareholder of the Company which has its name changed since August 20, 2020.

Mono Next and subsidiaries have been committed to be **the leading of media and content conglomerate in Thailand** specializing in entertainment businesses, especially movies and series. Throughout the years, the Company has operated various businesses such as mobile value added business, online business, publishing business, TV business, radio business, music business, movie business, basketball business, showbiz (organizing concerts), and tourism business. Since the end of 2019, there has been huge restructuring in the Company to prioritize the businesses that have prospecting future, to terminate unprofitable businesses, and to seek opportunities to expand businesses vertically and horizontally based on Mono Next's potential.

The core business of the Company with stable growth has been the TV business. Since Mono Broadcast Company Limited, a subsidiary, had won the bid on the auction of digital TV license in the category of standard-definition (SD), in 2014, MONO29 channel was established under the concept of "Free TV with the greatest number of blockbuster movies and premium TV series". In more than seven years of business operation, MONO29 has showcased fresh world-class content, always entertaining for mass audiences. This has boosted the channel to be ranked the third of the top favorite leading digital TV business operators. With the strength of MONO29 channel, in 2018, the Company expanded its operation to TV home shopping and online shopping under the name 29Shopping.

Online business website MThai.com has adapted to the new era of social media. The content team has become the most trusted source of information via Facebook and Twitter. Besides plenty of success stories internally, our creative consulting team also provides holistic marketing initiatives to several corporate clients in private and public sectors which results in greater social engagement and awareness thanks to our expertise in online marketing and event marketing.

Regarding movie business, the Company recently puts more focus on video-streaming subscription service, MonoMax. The business provides movies and series to target mainly local subscribers. With the increasing opportunities, according to recent media consumption behavior, the audiences prefer to watch most of the contents on the Internet. All of SVODs in Thailand have spotted continuously increasing number of memberships. Hence, this business is considered to be one of the mainstream businesses in the future by having exclusive content and having strategic co-sale partners. In addition to movie streaming platform, the Company has its own international content acquisition and local content production units which are parts of content leverage mechanism where the Company can efficiently manage marketing and promotion of each content from upstream to downstream of the licensing to various audiences.

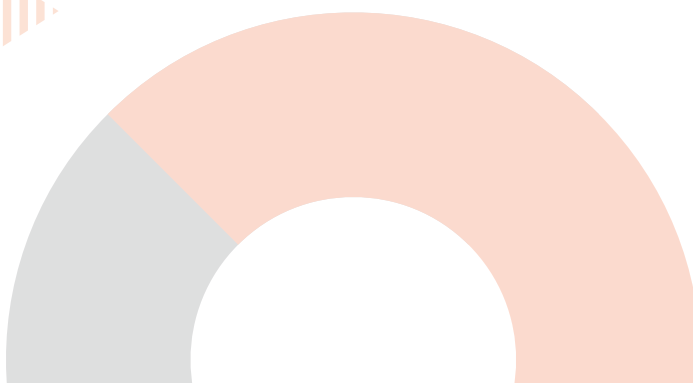
With nearly 20 years of content expertise, Mono Next and subsidiaries established a partnership with Triple T Broadband PCL. or 3BB broadband Internet provider. 3BB operates services on IPTV box and online video on demand. In mid-2020, Mono Next has become the content provider, the content producer, and the assistant on content marketing for 3BB due to long experience in media business and expertise in acquiring international content. In late November 2020, 3BB has launched “3BB GIGATV” IPTV box which provides 30 premium tv channels including movies, series, cartoons, sports, variety shows, documentaries, domestic and international news, and HBO with high resolution ranging from full HD to 4K.

## Capital Structure Changes

In 2012, the Company was registered as a public limited company and listed on Market for Alternative Investment (mai) on June 6, 2013, with a registered capital of 140 million Baht. Cash received from issuing new shares at that time was in a total of 2,702.75 million Baht which was allocated to invest in digital TV business.

On September 12, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 was held with a resolution to increase the registered capital from 140 million Baht to 462 million Baht. New ordinary shares in an amount of 3,220 million shares were issued and allocated to the existing shareholders in order to support the stock dividend payment and exercising of rights as per MONO-W1. Consequently, on January 29, 2015, the Company was qualified to register in the Stock Exchange of Thailand (SET) and to raise fund continuously in the future.

During 2015-2019, the Company had a capital increase under General Mandate by allocating shares through private placement. This also included the capital increase from the conversion of MONO-W1. In 2019, the Company has a registered capital of 486,299,997.50 Baht and a paid-up capital of 347,105,403.80 Baht. In this regard, on August 10, 2020, the 2020 Annual General Meeting of Shareholders resolved to reduce the registered capital of 139,194,593.70 Baht by reducing the reserved shares for the conversion of MONO-W1 which expired on October 17, 2019. Therefore, on December 31, 2020, the Company has the registered capital and the paid-up capital in a total of 347,105,403.80 Baht.





## Vision

Mono Next and subsidiaries aims to be the Leading of Media and Content Conglomerate in Thailand with comprehensive understanding and synergy of media technologies to fulfill all digital lifestyles.



## Missions

To achieve the missions of the Company, the core values of Mono Next and subsidiaries places importance on teamwork, creativity, and continual learning and development. The Company is committed to the following aspirations :



Maintaining the expertise and the leadership in movies and series contents, both local and international, by acquiring unlimited fresh entertainment content for audience



Highlighting the new direction of effective business operation under the strategies of each business by concerning about positive market feedback as well as developing and looking for other business prospective



Synergizing a variety of media by connecting all digital platforms together for audience to enjoy entertainment on all screens



Transforming MONO NEXT to a versatile and progressive organization with the working process and the organizational culture under the concept of New Normal



Committing to sustainable and transparent business operation along with the growth of turnover, as well as concerning about working environment and surrounding community



## Business Goal

**Mono Technology, later renamed as Mono Next in 2020**, operated technology business which offered mobile value-added services via interactive SMS including gaming, voting for TV programs, etc. Furthermore, there were community websites as part of online business. When there are changes in technology and consuming behaviors, the Company also adapts to the circumstance. After the digital TV license auction in 2014, MONO29 channel was established under the concept of “Free TV with the greatest number of blockbuster movies and premium TV series” and became successful new TV channel. Now the channel has been recognized as one of the leading digital TV business operators in Thailand with the third ranking in top favorite TV channels since 2018. As a result, TV business has become the core business of the Company. According to the recent Coronavirus pandemic (COVID-19), the economy and society of Thailand and countries around the world greatly suffer and every aspect of business is affected as well. For TV business, the management team aims to offer quality contents and appropriate marketing approach to maintain the growth of rating and the remaining market share.

As the lifestyles have changed and the New Normal is introduced, people are more likely to stay at home resulting in the increase of positive response to MononMax, subscription video-streaming business. It is predicted that TV viewing will turn to Internet TV, hence the organization restructure prioritizes in becoming **expertise in entertainment business, movies, and series**. Some former businesses have been reduced the roles and the business and organization restructuring is performed to create a smaller and more versatile unit. To take a strong footstep toward the objectives, the Company was renamed Mono Next PCL. and in mid-2020 the headquarters was relocated from Jasmine Tower, Chaengwattana Road, to MONO29 Studio on Chaiyaphruek Road which is the Company’s own property. The Company urges its employees to adapt themselves between “Mobile Office” and “Work From Home” as a new working style and organizational culture, where the new office has developed Co-working space design with mobile projector screens without department territories (partitions) anymore. The year 2020 is regarded as a huge restructuring to focus on profitable businesses and the efficiency of cost and expense management.

To promote MonoMax as one of the core businesses, the Company aims to reach 1 million viewers within 3 years with the strategy to exclusively acquire movies and series that has no complication but only entertaining and to join partnership with Triple T Broadband PCL., or 3BB, offering video streaming with monthly Internet plan. In March 2020, the package “3BB GIGATainment” under the concept “World class blockbuster movies and premium series on HBO Go & MONOMAX” was launched. The content plan, sales plans and marketing plans were developed with close collaboration from both companies to introduce “3BB GIGATV” box in late November 2020, and the first lot of the box was quickly sold out. The content roadmap for the following years is to have over 100 channels, of which 6 channels will be produced by the Company such as 3BB Asian and 3BB Sports 1. Thus, the profit from this sector will be gained starting the end of this year and more for next year.

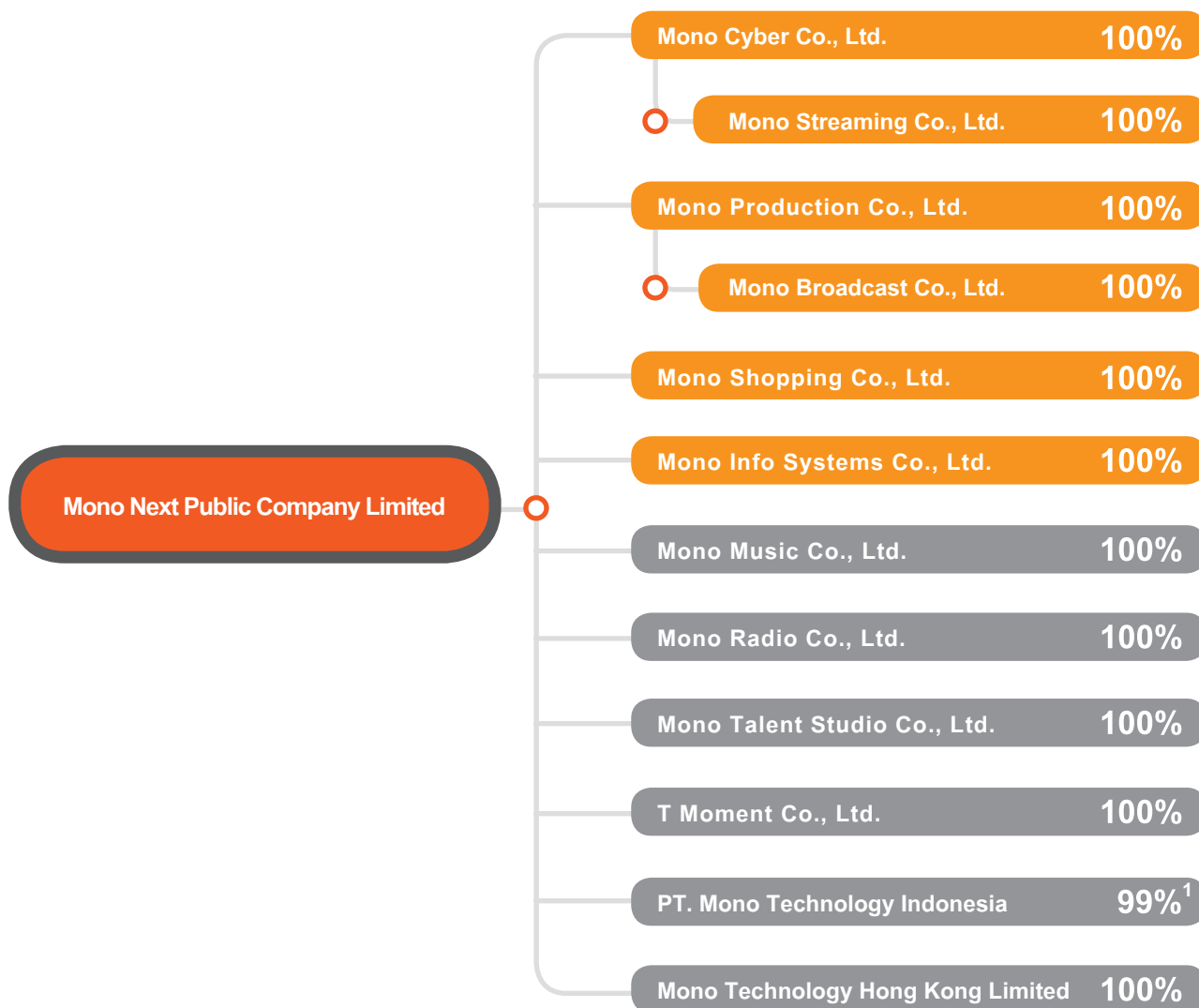
Being the Master Content Provider for 3BB, the Company also gains more benefits and bargaining power. The Company employs “Content Leverage” strategy for the whole value chain, which means the value assessment of each content is anticipated, with content acquisition, production, marketing, and cost management, starting from theaters to MONO29 channel and MonoMax application, or selling the copyrights in the international markets. The content can also be provided on “3BB GIGATV”. These businesses encompass a complete management of the copyrights for all media, starting from managing the rights of the upstream businesses, marketing, and downstream consumers.





## Shareholding Structure of the Mono Group as of December 31, 2020

Mono Next PCL. has 12 subsidiaries and an associated company. The overview of Mono Group shareholding structure is summarized as follows:



Discontinued companies

<sup>1</sup> Subsidiary which Mono Next PCL. holds 99% and Mono Cyber Co., Ltd. holds 1%

# Media Business



Mono Next and subsidiaries have engaged in five main business groups which are detailed as follows:



## 1. TV Business

operates the digital TV broadcasting business under the name “Mono Twenty Nine” (MONO29) channel. With the slogan **“Free TV with the greatest number of blockbuster movies and premium TV series”**, MONO29 offers quality TV programs for non-stop entertainment throughout 24 hours. Selected movies are imported from top international studios such as Hollywood and studios in Asia. Audience can enjoy watching in dual languages via TV, website, and application.



## 2. Subscription Video on Demand Business

provides over 20,000 hours of video-streaming content under the name **“MonoMax”**. The service includes a variety of series, blockbuster movies, award-winning movies, Indy movies or contents for particular groups like sports, cartoons, and documentaries from Hollywood and Asia. The contents can be viewed via different devices at any place and any time. In addition, the business acquires and distributes local and international movies for showing in the cinemas and MONO29 TV channel.







### 3. Online Business Intelligence

provides online content under the name **MThai.com**. As a professional online society leader, the website has become a Brand Influencer delivering “Clear and Accurate” news on social media like Facebook and Twitter. With over 3 million followers and the potential of 20-year experience team, the business offers holistic online marketing plan starting from planning, designing, collecting and analyzing data to searching for new technology for marketing and CSR activities both online and on social media. The service also includes offline marketing activities or Event Marketing for private and public sectors.



### 4. Commerce Business

provides products and services for online shopping and TV home shopping on MONO29 channel under the name 29Shopping. The business provides wide selection of quality products, for example, kitchenware, home appliance, daily products, etc. These products are guaranteed by experienced professionals in Thailand and other countries. The orders can be made from different advertising channels including MONO29 channel, website 29shopping.com, 29shopping Facebook fan page, and Call Center 02-100-7066. The business also includes convenient payment methods, fast and reliable services, and nationwide delivery.



### 5. Master Content Provider

offers production and acquisition service for quality Thai and foreign contents to business alliance by joining partnership with Triple T Broadband PCL. or 3BB to promote 3BB GIGATV business and to strengthen the contents that meet the need of the audience. The business operates as the provider, content creator, and setting content marketing strategy for 3BB as the result of previous experience on free TV production and the good relationship between MONO and world class studios plus numerous content providers. Some of the channels produced by Mono Next and subsidiaries for 3BB are Mono Plus, Mono29 Music Station, 3BB Asian, 3BB Sports 1, etc. The programs are aired in full HD and the “3BB GIGATV” service for 3BB customers started in late November 2020.



# Nature of Business Operation

## Revenue Structure

The Company and subsidiaries' revenue structure during 2018 - 2020

Business	Operated by	% of shareholding by the Company	2020		2019		2018	
			Million Baht	%	Million Baht	%	Million Baht	%
1. Media Businesses								
1) Advertising Revenue	Mono Next	-	1,214.66	71.78	1,783.70	81.68	1,896.21	75.60
	Mono Cyber	100						
	Mono Broadcast <sup>1)</sup>	100						
	Mono Production	100						
	Mono Radio <sup>4)</sup>	100						
2) Subscription video on demand Revenue	Mono Next	-	241.42	14.27	135.72	6.21	297.44	11.86
	Mono Cyber	100						
	Mono Info	100						
	Mono Shopping	100						
	Mono Streaming <sup>1)</sup>	100						
	Mono Broadcast <sup>1)</sup>	100						
	Mono Radio <sup>4)</sup>	100						
2. Content Business								
1) Movie Revenue	Mono Streaming <sup>1)</sup>	100	42.10	2.49	36.97	1.69	87.49	3.49
2) Commerce Revenue	Mono Shopping	100	41.64	2.46	22.81	1.04	6.36	0.25
3) Content Provider Revenue	Mono Next	-	30.00	1.77	-	-	-	-



Business	Operated by	% of shareholding by the Company	2020		2019		2018	
			Million Baht	%	Million Baht	%	Million Baht	%
4) Revenue from other Businesses	Mono Cyber	100	74.83	4.42	171.19	7.84	111.73	4.66
	Mono Shopping	100						
	Mono Production	100						
	Mono Sport <sup>1) 2)</sup>	100						
	Mono Music <sup>3)</sup>	100						
	Mono Radio <sup>4)</sup>	100						
	Mono Talent <sup>3)</sup>	100						
	Mono Play <sup>2)</sup>	100						
	Mono Astro <sup>2)</sup>	100						
Revenues from Sales and Services			1,644.65	97.19	2,150.39	98.47	2,399.23	95.66
Other revenues			47.63	2.81	33.36	1.53	108.89	4.34
Total Revenues			1,692.28	100.00	2,183.75	100.00	2,508.12	100.00

Remark :

<sup>1)</sup> The Company is the indirect shareholder of Mono Broadcast and Mono Sport Entertainment due to our investment in Mono Production - a major shareholder of Mono Broadcast and Mono Sport Entertainment (100%). The Company is the indirect shareholder of Mono Streaming due to our investment in Mono Cyber – a major shareholder of Mono Streaming (100%).

<sup>2)</sup> In 2020 The subsidiaries are going out of business and has been liquidated.

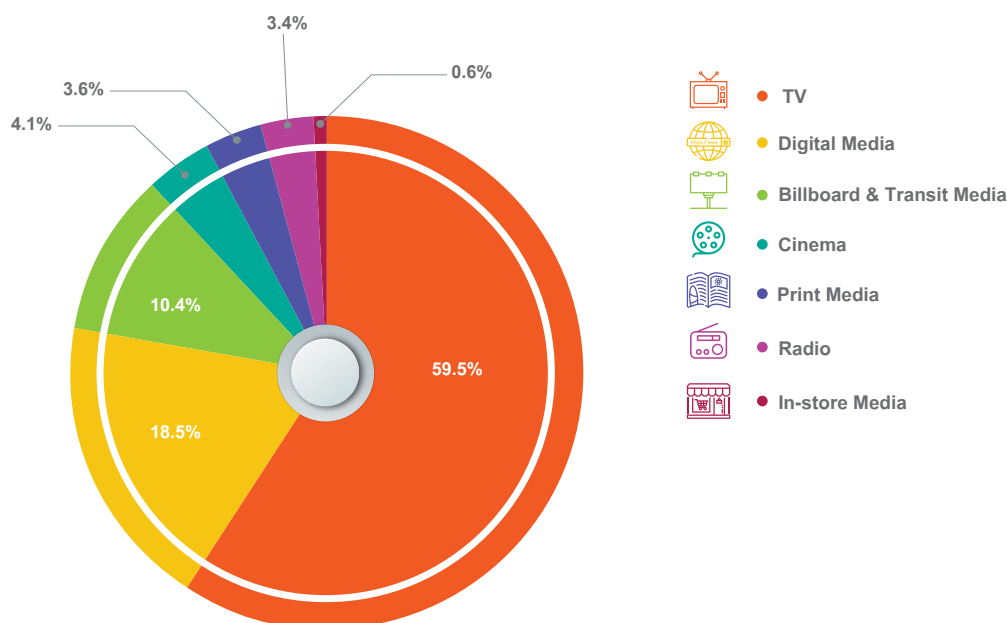
<sup>3)</sup> In 2020 The subsidiaries are going out of business and in the process of liquidation.

<sup>4)</sup> In 2020 The Company has resolved to close down a subsidiary.



## Overview of Industry and Competition of Media and Content Business

### Advertising Spending by Media in 2020



Source: Report arranged by Nielsen Company (Thailand) Limited available on website of The Advertising Association of Thailand

### TV Business

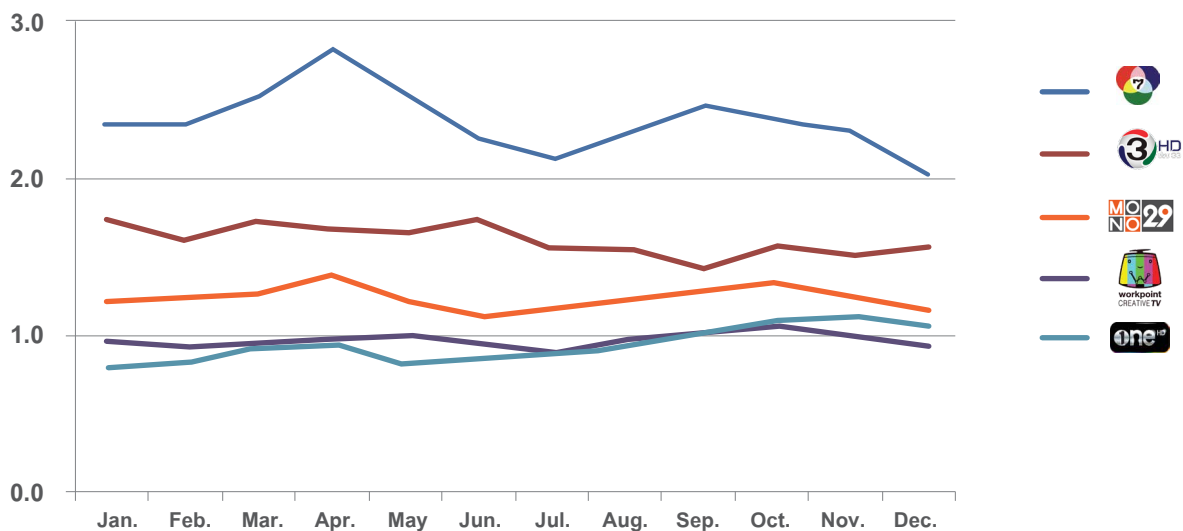
The total value of advertisement market in 2020 was worth 106,254 million Baht, TV advertisement was considered as the biggest with 63,177 million Baht or 59.5% of the whole market. Comparing to 70,310 million Baht of 2019 TV advertisement total value, the value decreased by 10.1%. In 2020, not only the value of TV market went down, but the other media businesses were also affected too. The cause was the wide spread of the COVID-19 which damaged throughout the year. Moreover, the suffering continued in 2021 that many businesses were interrupted. Most owners of products and services cut down their advertisement budgets because the consumers were more likely to purchase less and more cautious about their expenses.

It has been the 7th year of business for MONO29 channel. As mentioned, this year the Company will confront with great economic and social challenges. Many business sectors had to decrease their advertising costs due to the economic struggle. As a result, the Company must change sales strategy and the cost of advertisement in order to support business partners, the importance of reducing necessary cost and expense was considered as well. Before the COVID-19 incident (end of 2019), the management planned to perform the restructure and focused on entertainment business, movies, and series which the Company was already specialized in. The restructure included the downsizing to increase the flexibility of the organization, and the relocation of the headquarters. The Company could adjust to the changes in a short time and was able to save a lot of cost and expense.

Other TV channels performed the adjustment to the current situation as well. There were the reruns of the programs due to the risk of filming and content production outdoor. The lock down announcement and the cost and expense cutting led to the decrease of intense content competition. However, MONO29 Channel still gave importance to the quality of the content and marketing strategy. To maintain the third ranking, there were news and staff development to increase the rating of news program by expanding the evening news report

session, improving style and content to be more creative and neutral, and recruiting more professional staffs. For entertainment content, a program schedule strategy namely the Movie Pack was used to assist viewers' memory such as Keanu Reeves Pack, Triple Apes Big Pack, etc. and it also included popular Asian series such as Goodbye My Princess, The Wolf, etc. In December 2020, MONO29 nationwide ratings on average audience per minute for 15+ years old, airing from Monday to Sunday at 6.00-23.59 hrs., was 1.123.

### Nationwide Digital TV Ratings on Average Audience per Minute during January to December 2020



Source: Report arranged by Nielsen AGB Nielsen Media Research (Thailand) Limited

Channel		Jan.	Feb.	Mar.	Apr.	May	Jun.	Jul.	Aug.	Sep.	Oct.	Nov.	Dec.
1	35 Channel 7	2.362	2.382	2.578	2.915	2.586	2.261	2.130	2.337	2.517	2.396	2.315	2.023
2	33 Channel 3 HD	1.752	1.631	1.764	1.704	1.691	1.772	1.558	1.558	1.426	1.564	1.524	1.567
3	29 Channel MONO29	1.215	1.222	1.274	1.394	1.198	1.096	1.173	1.228	1.265	1.319	1.247	1.123
4	23 Channel WORKPOINT TV	0.901	0.873	0.887	0.934	0.932	0.879	0.845	0.932	0.962	1.018	0.948	0.893
5	31 Channel ONE(GMM)	0.726	0.767	0.867	0.861	0.772	0.773	0.819	0.871	0.952	1.070	1.090	1.027

According to the policy of the government relating to TV industry, 700 MHz frequency, originally for digital TV business, was reclaimed and provided for 5G mobile telecommunication. It was stated in the order 4/2562 of Head of The National Council for Peace and Order on April 11, 2019 relating the measure of solving problems of the frequency allocation and sound broadcasting, television, and telecommunications. The money was divided to compensate each TV owners so they didn't have to pay the last 2 digital TV payments from the auction and the remaining cost of multiplexer (MUX), MONO29 was also paid starting June 1, 2020. The network service providers, totally 147 stations, must improve broadcasting equipment and change frequency channels. The operation was performed from September 2020 to February 2021. After the frequency adjustment, it could affect the performance at the beginning, so the receiving box must be tuned in order to view the program properly. In the long run, the signal would be better.

## Subscription on Demand Service Business

At present, there is a growth of global trend focusing on digital media. Every business tends to approach the consumers online and the technological development plays important role to provide more comfortable lifestyle. Due to the recent pandemic, the living behaviors has changed. The lockdown leads to the New Normal lifestyle including working from home, social distancing, searching information, news, and entertainment from online digital media. Therefore, the video platforms, including Streaming Video on Demand and Premium Content, gain much more attention from the consumers than cinema and television. The Company has provided video streaming service namely MonoMax under Mono Film Co., Ltd. For the last 2-3 years, the Company realized the importance of the business and put continuous effort on marketing to expand the membership subscription. Especially in this year, the business has shown an apparent growth. Later, Mono Film Co., Ltd. was renamed Mono Streaming Co., Ltd. to meet the objective which mainly focuses on digital business and to support MonoMax as the core business. The Company hopes that video on demand business will replace TV business which tends to decline in the future.

At the same time, the world market also turns the interest towards this business, a number of video streaming providers from other countries including America and China has entered Thai market. MonoMax holds the advantage of providing unique contents. For instance, there are variety of selections of Asian series (action - fantasy) or foreign series which include Thai language subtitle and Thai soundtrack, exclusive movies and series available only on MonoMax, sports, Sepak Takraw, cartoon, etc. Although the content is various, the platform maintains the direction and strategy which focus on the true understanding of the local taste. The trendiest online series of the year were The Wolf, a blockbuster series from China, My Sex Doll, a movie produced by Mono Original, etc. The Company also improved the application with new interface on smartphone and smart TV for more convenient use.

In addition, Cross-Platform marketing strategy was applied with the Company's media like MONO29 to broadcast popular Chinese series on MONO29 Channel. There was a campaign for viewers who wish to view all episodes without waiting or to view on their preferable time to access the contents on MonoMax. This could save the cost of promotion and lead more consumers to the streaming platform. Price strategy was applied during the COVID-19 incident, for example, pay only 250 Baht for 3 months access. Some of the marketing promotion activities are spending 500 Baht at Hong Min restaurant and receive 15-day free access, Meet & Greet Mean Phiravich, actress from the movie Touchdown Kiss, using 100 points of PT MAX Card (PTG Energy) membership to trade for 15-day free access, etc.

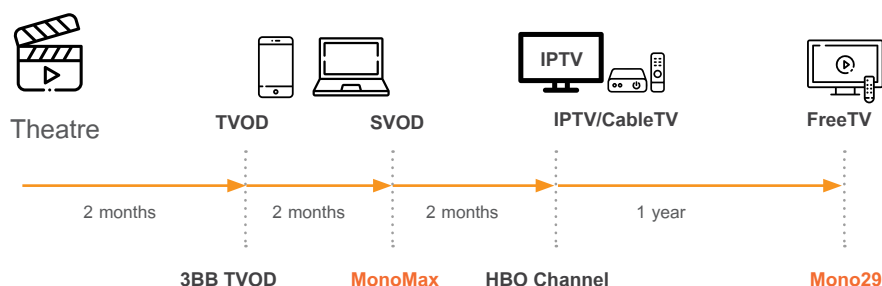
Furthermore, the Company synergized with the big telecommunication company, Triple T Broadband Public Company Limited or 3BB. During the second quarter of 2020, the Company negotiated with HBO to bring the content to release on 3BB's Internet TV box. Nevertheless, the receiving box and equipment were not ready at that time. The cooperation with 3BB led to the launch of 3BB GIGATainment package under the concept "World Class Blockbuster Movies and Premium TV Series on HBO Go MonoMax". 3BB customers only increase 39 Baht per month payment to enjoy famous movies and series around the world via HBO GO and MonoMax applications. The campaign is a huge success as the current subscription reached 380,000. The 3BB GIGATV box was later launched in the end of 2020 (November 26, 2020). MonoMax application is included in the 3BB box and the earning of the Company comes from the bundled Internet package.



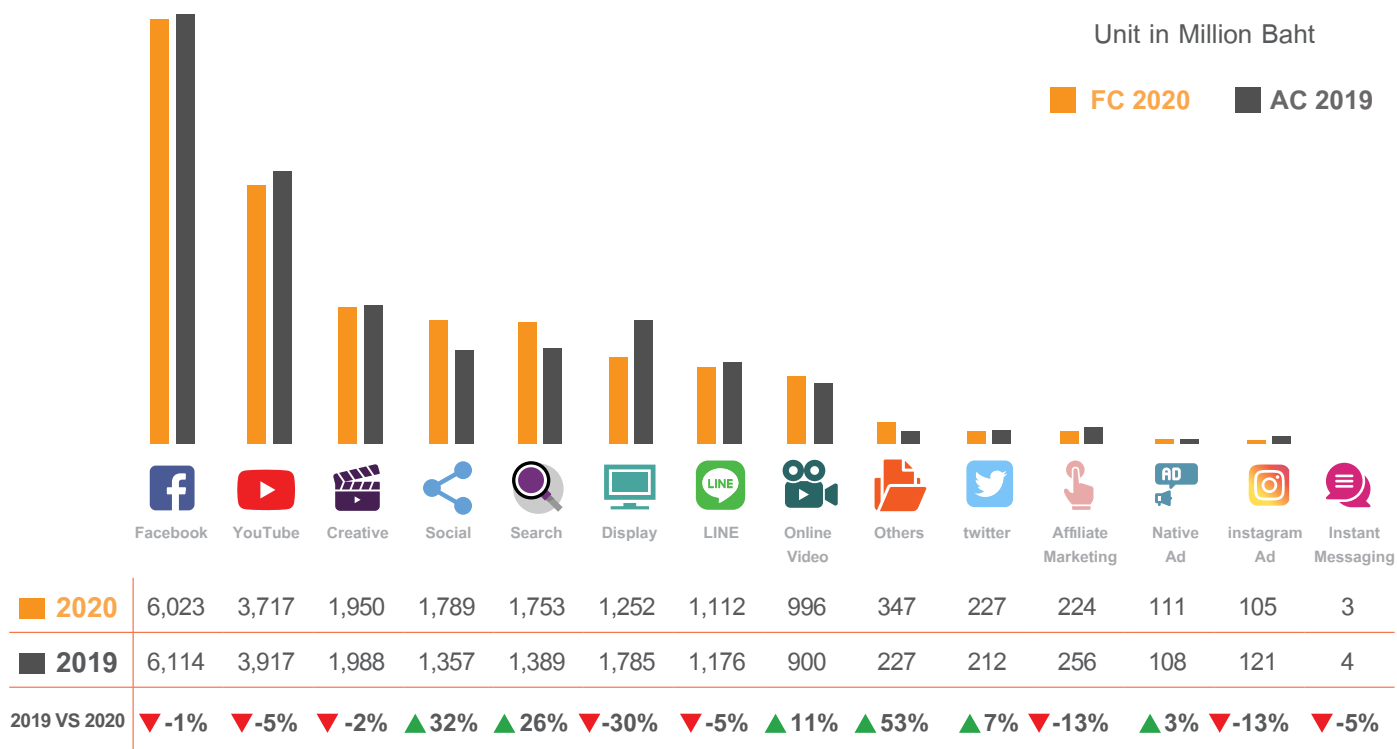


For movie business, although the business has renamed Mono Streaming Co., Ltd., Mono Film is still used as the brand of movie distributor. The Company considers cinema as part of the marketing which would proceed to MonoMax and MONO29. According to the Content Leverage strategy, movies that were released in cinemas would be processed to video streaming platform with monthly fee. The content would later be released on 3BB GIGATV as the privilege for broadband Internet customers, and then airing on free TV MONO29 Channel which makes it worth. The Company's popular movie released in 2020 was Greenland which held number 1 box office for over 2 weeks.

#### Content Windows (Timeline)



#### Online Business Intelligence Service



The value of Internet media market in 2020 was worth 19,610 million Baht, considered 18.5% of the whole market, and it was close to 19,555 million Baht in 2019. The COVID-19 pandemic did not affect much in this sector. The most popular platforms were Facebook and Youtube respectively. They were New Media with continuous growth due to the technology development. Formerly, MThai was a huge community website and the income was mainly from selling Display Ads, which the value later decreased greatly. In the past 2 years, the Company had reorganized by downsizing the business and staff in different content production sections and focusing on providing content on social media platforms. MThai was promoted as a Branded Influencer on news reporting

with the outstanding character as “Clear and Accurate” media on Facebook: MThaidotcom and Twitter: Mthai. Currently, there are over 3 million followers. MThai became well-known from being a good example of reporting the “13 Lives” case involving Tham Laung Cave rescue accurately and also took part in other incidents such as Nakorn Rachasima’s gun shot, disaster reports, and updates on COVID-19 situation. The Company was awarded as a quality media such as Outstanding Award on Disaster News Coverage 2020 (Members of New Media) from Disaster Communication Development Center of Thai Public Broadcasting Service (Thai PBS) and 2019 Best Brand Performance on Twitter from Thailand Social Awards.

Furthermore, business strategy was adjusted in terms of utilizing the expertise and experience as a content provider and an online media to give advice to customers who called for online marketing on every platform or Total Solution Marketing. Apart from using ordinary methods to generate revenue, technology was applied for data analyzing and processing in order to design marketing plan, set up sales promotion, and create positive image for organizations and business units both public and private. Some of the projects / activities held in 2020 were as follows:

- A Short film contest in project Up Clip Pi-Chit San Season 6 under topic “CYBERBULLYING?”, a cooperation with National Broadcasting and Telecommunication Commission
- A Short film contest in project Thai Dee Mee Marayat Season 2, a cooperation with Department of Cultural Promotion and Cultural Promotion Fund Division
- A project promoting local economy and new normal way of tourism in Khon Tay Tiaw Thai 4 Regions, a cooperation with Tourism Authority of Thailand
- A marketing campaign in Exclusive Trip - Pay Homage to Buddha Images and Boost up Positive Attitude - Season 2 with Ajarn Khatha Chinnabanchon, a cooperation with PTG Energy PCL.

As the Company concerned about the safety of the participants, appropriate venue and timing of the projects / activities were carefully selected. Measures to prevent the infection of Covid-19 was seriously provided as well.

## Commerce Business

Referring to the overview of TV home shopping in commerce business from TV Home Shopping Association (Thailand), there was almost 20% of growth during the first 9 months (January – June) of 2020 comparing to the same period of the previous year, which was worth 10,700 million Baht in total, in contrast to the current economic decline due to COVID-19 pandemic. New Normal lifestyle causes consumers’ behaviors to change and they are more likely to purchase goods via TV and online home shopping as it is more convenient in ordering, paying, and delivering products. Guarantee is provided as well as refund and 24-hour customer service. Moreover, it reduces the risk of infection in case of buying products by themselves.

TV home shopping business has continuously grown for many years. Especially, since the digital business started in 2014, the number of digital TV channels has gradually increased. The owners of home shopping business who previously used cable TV or satellite TV have changed to digital TV more, while current digital TV owners tried to expand the income channels by creating their own TV home shopping business. The Company also launched 29Shopping in 2018 as part of MONO29, which received positive feedback and continued to grow in each year. Nevertheless, to maintain good image of MONO29 channel, the sales were not aggressive which would not interrupt the enjoyment of the movies, advertisement posting were performed periodically in moderate amount of time, and the products were trendy and good quality. In the past year, some of the products suitable to the COVID-19 situation were hand sanitizer, kitchenware, air flyer, home maintaining tools, etc. which could gain both female and male customers.



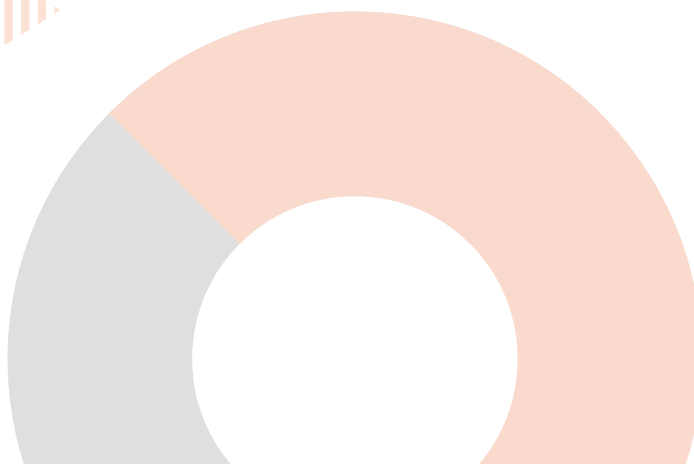
29Shopping was previously operated by Mono Travel Company Limited. The Company restructured and shut down hotel booking business in order to reduce cost and expense, as the result, in June 2020, the company was renamed Mono Shopping Company Limited to create a clear image of the business. Factors for the continuous growth of 29Shopping include the support from MONO29 channel in providing favorable airtime, the partnership with the group of TV home shopping business partners to increase the selections of products, the expansion of sales channel to marketplace platforms like Shopee, Lazada, JD.com, etc., and finally the future plan to sell products from the modern TV box 3BB GIGATV which the Company already joined the partnership.

## Content Provider

The good partnership between the Company and Triple T Broadband PCL. has formed for such a long time including the co-promotion of package MonoMax video streaming service and the purchase of other advertising media. When 3BB proposed a plan to release new Internet TV box packed with high-quality entertainment, the cooperation was established with KT corporation, South Korea's number 1 telecommunications company, which provided technological support and tool development, moreover, Mono Next and subsidiaries, expertise in media and content service, offered the support on content production, content acquisition, and marketing strategy as the Master Content Provider (MCP) to meet the consumers' need.

The Company realized the opportunity to generate more revenue from the service share (3BB have had over 3.3 million broadband Internet customers) and the earning from producing TV channels and programs for 3BB. In November 2020, 3BB GIGATV was launched with a starting package of 1 Gbps fiber Internet and 300 Mbps upload speed for only 690 Baht per month. If the customers already purchased 3BB GIGA FIBER, they could add only 100 Baht per month more to watch over 30 premium channels including HBO, MonoMax service, and other programs such as movies and series from Asia and Hollywood, Thai movies and dramas, cartoon, news, music, documentary, and many more. In this cooperation, the Company acquires, purchases, coordinates with various content providers, and produces contents for 3BB. The revenue will be gained starting by the end of this year and more in the following year.

The Company does not directly compete in the Internet TV box business. To provide content support for the broadband Internet package and optional services to attract more customers can help increasing the number of 3BB customers and eventually bringing benefits to the Company in the future as well. Being the content provider for 3BB is an advantage as the Company gains more bargaining power in content copyrights acquisition and enables the Company to perform cross-platform marketing. Moreover, next year the Company will have the right to release HBO's content on MONO29 Channel which will make an improvement on the marketing plan.





## Nature of Mono Next and Subsidiaries' Business Operation

Mono Next and subsidiaries run 5 core businesses which are: 1. TV Business 2. Subscription Video on Demand Business 3. Online Business Intelligence 4. Commerce Business 5. Master Content Provider. Nature of each business can be summarized as follows:



### 1. TV Business

#### Product and Service

**Digital TV Business** with the standard definition (SD) digital TV license operates the digital TV broadcasting business **under the name “MONO29” via channel NO. 29**. With business objectives to produce and present high-quality TV programs, MONO29 offers premium entertainment and information to audiences.



MONO29 officially launched on April 29, 2014. Currently, the channel is one of the top digital TV business operators in Thailand. In 2020, MONO29 remains the top 3 and keeps moving forward with its strong positioning “Great Movies and Popular TV Series”. The Company has long-term contracts with many production studios from Hollywood which produce films and series such as Warner Bros, Walt Disney, Universal, Paramount, Sony, CBS, and 20th Century Fox Studio. All of the movies and series from international studios are the majority of 70 % of all contents presented on the channel. Audience can watch these contents on free TV, Mono29.com, and application MONO29 both on iOS and Android devices.



## Premium Programs - Selected programs include:



### Thailand Premiere

Blockbusters from Hollywood airing for the first time on free TV in Thailand

### Premium Blockbuster

Blockbusters and famous films from Hollywood

### Premium Series

Top action series from Hollywood

### Hit Movies

Variety of film genres with famous actors and actresses

### Super Series

Popular TV series

### Morning Cinema

Alternative movie genre for early morning hours

### Midnight Cinema

Alternative movie genre for late night hours

### Happy Family Times

Movies for family (Mon. - Fri.) 15.00 hrs..

### Happy Family Times Weekend

Movies for family (Sat. - Sun.) 6.30 hrs.

### Thai Movies

Thai movies/ series produced by MONO Originals production

- The Kill List
- Still Missing
- My Sex Doll
- Pint-size Spy Girl
- The Exchange
- Invisible Cop
- Make Money

## Other Premium Contents



### News

- Good Morning Thailand
- Top Talk Daily
- What's up 29
- The Day News Update
- Motion News
- Entertainment Now



### Documentary

- World Voyage Documentary



### Variety

- Movie Language
- Kho Jor 29 the ultimate entertainment
- The Greatest Variety & Entertainment



### Sports

- ABL Basketball League
- Sepak Takraw Thailand League 2020

MONO29 also provided special services to empower and protect the right of persons with disabilities in viewing TV programs, for example, sign language in Good Morning Thailand news program and audio description or closed caption in documentary programs.

Major revenue of TV business MONO29 derives from selling time for TV commercials to sponsors or owners of products. The sale is in the form of buying a period of time or tie-in a program to display the brand.

MONO29 held marketing activities with our business partners throughout Thailand. Some of the events were MONO29 Movie Preview (held throughout the year), Major Cineplex Movie Playground at MAYA Space Pattaya, Amazing Thailand Major Cineplex Drive-in Theater Haunted Park at Central Festival Eastville.

Some of the music events and festival were Music Festival 2020, Exclusive Concert: Stamp Wan Lipta at MYTT Beach Hotel, Kolour in the Park, King And Queen of Dance Return, Singing On The Rock, Season of Love Song No.11, Pattaya Firework Festival 2020, and Pattaya Music Festival 2020. Sports and running events were also held, for example, Tour de Farm 8th at Farm Chokchai, Bangsan 10, Bangsan 21, Bangsan 42, Ban Chiang Marathon 2020, and Phu Ruea Trail 4th.

Furthermore, Pattaya City still relied on MONO29 to hold a New Year celebration **“Pattaya Countdown 2021: Universe of Entertainment”** at Bali Hai Bay, Chonburi. Unfortunately, the management of Pattaya City and MONO29 Channel decided to cancel the event for public safety due to the new Covid-19 outbreak.







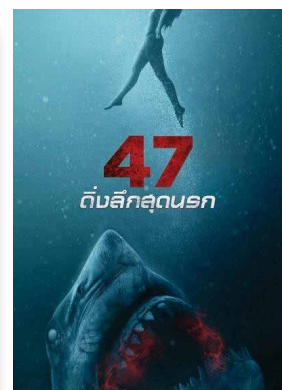
## 2. Subscription Video on Demand Business

### Product and Service

MonoMax, one of the first online movie streaming providers in Thailand, offers copyright online movie service with more than 20,000 hours of bilingual blockbuster movies and series (especially Chinese series with great popularity in China and Thailand), award winning movies, independence movies or movies for specific viewer groups, sports, animations, series, and documentaries. These contents are available on all devices such as computer, smart TV, smartphone, and other smart devices like Android box, Chromecast, etc. The service is also available on iOS and Android devices. Revenue from MonoMax comes from the monthly service Subscription Video on Demand: SVOD). Customers can view unlimited contents starting at 250 Baht per month. Promotions are available for long term subscription or marketing events with business partners.

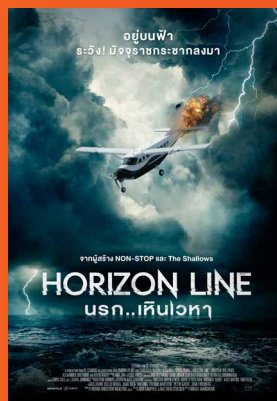
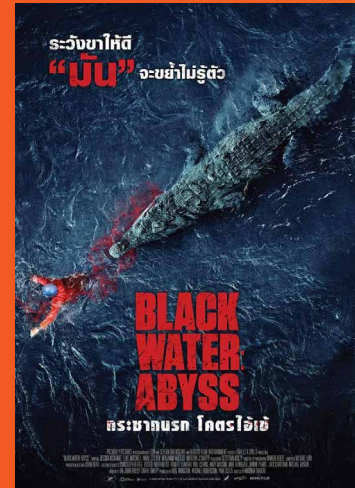
The Company has been partnering with leading movie production houses both local and overseas. Local production houses include Sahamongkhon Film, M Pictures, Golden A, Cartoon Club, and Amigo. International partners from Europe and America are STX., Lotus Media, and MGM International Television Distribution Inc. SBS, JTBC, CJ Entertainment, MBC are partners from Korea whereas BEIJING IQIYI SCIENCE, Media Qiu, China Huace Film & TV, Gaga Corporation, Universe Films are partners from China, Hong Kong, and Japan. Not only movies, the Company also partners with worldwide documentary program providers, for example, National Geographic, IMG, etc.

### Example of exclusive movies and series airing on Monomax





As for movie business, the Company remains acquiring international movies and producing quality Thai movies (under Mono Film production) for cinemas. Movie copyrights are utilized to generate revenue from online via website and application MonoMax to TV via MONO29 Channel, and also selling them in international markets. Direct revenue comes from audience in cinemas and sublicensing to business units under the Company's operation. In 2020, the Company placed more emphasis on movies that satisfied the target groups as there were 7 international movies shown in cinemas as follows:



#### International Movies in Cinemas during 2020

IP MAN 4 : The Finale  
Guns Akimbo  
Greenland  
Horizon Line

My Spy  
Black Water : Abyss  
Come Away

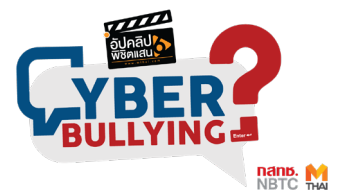




### 3. Online Business Intelligence

#### Product and Service

The Company operates a holistic online business by a potential team of staff. With more than 20 years of experience in online media behind the strength of MThai, the website has become a reliable leader for online media and being recognized as a Branded Influencer who provides “clear and accurate” online news. Focusing on accuracy, easy understanding, and straight to the point, the news is presented through social media including Facebook : MThaidotcom and Twitter : Mthai with more than 3 million followers. Some of the awards of honor that MThai received were Outstanding Award on Disaster News Coverage 2020 (Members of New Media) from Disaster Communication Development Center of Thai Public Broadcasting Service (Thai PBS) and 2019 Best Brand Performance on Twitter from Thailand Social Awards.



By integrating with online marketing unit and event strategy unit, the Company provides plans and designs for creative holistic marketing media for subsidiaries and business partners who are owners of products and services both public and private sectors. With understanding in New Media Management on all platforms, the Company can respond to customers' need for online marketing from designing, data analyzing, searching for new technology, and online communication to offline Event Marketing and Corporate Social Responsibility (CSR). Revenue is generated from the following activities.

- Online advertising and social media
- Events which gained income from sponsors including a short film contest in project Up Clip Pi-Chit San Season 6 under topic “CYBERBULLYING?”, a cooperation with National Broadcasting and Telecommunication Commission, and a short film contest in project Thai Dee Mee Marayat Season 2, a cooperation with Department of Cultural Promotion and Cultural Promotion Fund Division







#### 4. Commerce Business

##### Product and Service

The Company is a distributor of products and services through home shopping and online service under the name 29Shopping. With all types of quality products from Thailand and overseas, customers can easily place orders through call center 02 – 100 – 7066, website 29shopping.com, and social network like Facebook, Line, and Instagram with free delivery nationwide. Product guarantees are provided and returns are accepted. After sales service is also available 24-hour.

The Company uses MONO29 as the major channel to promote the products. Advertising program is presented by introducing the product, functions, and demonstration of the product in daily life style. Copyright products relating to movies, such as Marvel and Harry Potter, are also advertised to highlight the image of MONO29 Channel. In 2020, 29Shopping has entered renowned marketplaces, for example, Shopee, Lazada, and JD.com to widen the customer base. The Company also collaborates with business partner like TV Home Shopping to increase the variety of products to cover all groups of customers.





## 5. Master Content Provider

### Product and Service

The Company creates and acquires quality contents from local and foreign countries for the service on 3BB GIGATV box. Mono Next established the partnership with Triple T Broadband PCL., high-speed Internet 3BB, and KT Corporation, South Korea's number 1 telecommunication company, to support the TV box service offering a variety of entertainment with smooth and high resolution through 3BB's high-quality fiber optic network which gained over 3.3 million broadband Internet users.

Due to the experiences of producing and acquiring Thai and foreign contents, over 7 years of releasing movies and series in the TV and streaming industry, and strong relationship with many world-class studios, the Company has been trusted as the Master Content Provider (MCP). The objectives are to promote the contents, provide marketing strategy, and support 3BB GIGATV in order to meet customers' need as much as possible. The Company also coordinates with other outstanding partnership such as HBO GO, leading international studios, and different kinds of content providers to acquire premium contents for 3BB customers in the capital and other provinces. The programs include international programs, cable TV channels, movies and series from Asia and Hollywood, Thai movies and dramas, sports, cartoons and family, shopping, music, news, documentaries, etc. 3BB GIGATV started providing the service at the end of November 2020 which up to 30 premium channels could be selected.

Six channels created by Mono Next and subsidiaries are Mono Plus, Mono29 Music Station, 3BB Asian, 3BB Sport1, Rush Stories, and A'lure. The income was gained from the share of partnership and the program production for 3BB.

**A'lure**  
CHANNEL

**MONO+**

**3BB Asian**

**RUSHSTORIES**  
TO MEN'S PARADISE

**MONO29**  
MUSIC STATION

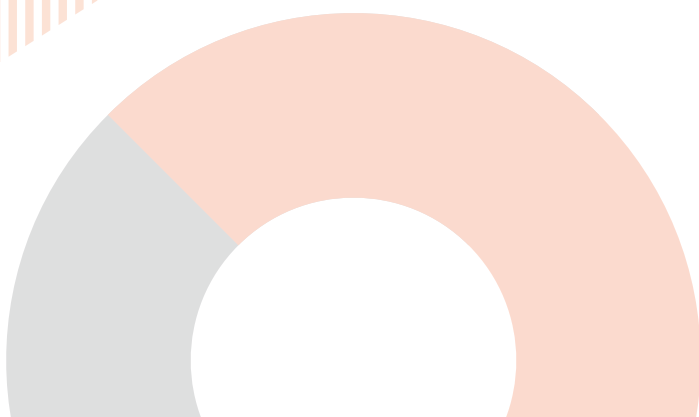
**3BB SPORTS 1**



## Product and Service Provider

Regarding media business and content service, the Company places importance on developing and acquiring interesting contents. Currently, the Company focuses on being an expertise in entertainment contents including movies and series. Copyrights of local and international contents have been provided and purchased. The Company also cooperates with business partners from international leading studios in America, Europe, and Asia as well as local content providers. Other contents are programs created by Mono Next and subsidiaries, such as MONO29 TV production team, Mono Originals series production team, and MThai content production team. Professionals in each sector are employed and personnel development are promoted in every aspect. In addition, the Company has cooperated with outsources to produce various contents, hence, there are different kinds of contents to satisfy every customer desire.

As products and services are contents which are presented through multiplatform including computer, mobile phone, smartphone, tablet, TV, internet TV, and other modern communication devices, equipment and communication technology are provided and developed in order to connect and send contents to customers with regard to safety, stability of the system, and speed of service. Moreover, technical team and IT team are always present to take care of the system.



# Risk Factors

Operating business based on risk management policy, the Company manages, monitors, and controls risks at the acceptable level under the supervision of Risk Management Committee who regularly reports to the Board of Directors. Risk factors for the Company include the followings:

## 1. Risk from economic crisis and COVID-19 outbreak

The TV business in 2020 was drastically impacted by the coronavirus outbreak that affected all levels of society and the global economy both the country and the world. The Free TV business which relies on advertising also sees a significant decline in budgets and revenue. In order to keep abreast of the changes that occur, the Company has restructured its business organization and relocated the office to MONO29 Studio own space at Chaiyaphruek Road since June to reduce office rental cost. The company has embraced a co-working space that does not assign a permanent seat saving both space and operational fees that work perfectly with “New Normal” due to COVID-19. Our internal PR and HR teams have works with IT department in utilizing Application and social tools to inform news, activities, and available seats in the office to combat the COVID outbreak. Currently, no employees has been infected by COVID 19. Furthermore, the company had taken the chance to initiate digital transformations and improve operational bureaucracy such as e-meeting, online knowledge training, cloud office, online report and approval, and many more to accommodate work from home policy. The policy had greatly been well received by all levels of employee resulting in cost reduction while maintaining the work effectiveness.

## 2. Risk from competition in digital TV business

Besides the competition in the TV industry, the COVID-19 outbreak has a very enormous negative impact causing a decrease in TV advertising revenue. In addition, it also caused a global impact on the film industry on both movies and series to temporarily stop production. The company has also adjusted its sales plan and various promotional plans to help multiple distributor partners. Furthermore, MONO29 channel had adjusted its program strategy by increasing Thai Contents and Asian Series as well as refinement of the news sections to increase the intensity to reach out to the 25-35 years base group. Nevertheless, MONO29 will still maintain its slogan of providing “Great Movies and Popular TV Series” (60% of current proportion), and continuously. MONO29 currently holds the third-place rating firming of Thai digital TV.

## 3. Risk from disruptive technology

Thailand has implemented 4G standard mobile internet for over 5 years, which results in creating a wide range of communication products and services. Soon all consumers will be entering the 5G era gaining access and affordable to new technology is expected by early 2021. Thanks to the epidemic situation, the consumer habits and behaviors have changed drastically, especially during the lockdown period that forced consumers to adopt a new way of living hyped as the “New Normal”. Everyone needs to work from home, keep their social distance, search for information, news and consume entertainment via digital media online. Hence consumers garner more interest toward Online Streaming Video on Demand and Premium Contents receiving a huge growth surge instead of watching on theater/cinema and traditional television, more viewers are turning to the online platforms.

Although consumer behaviors and their interests are changing rapidly due to the on-going disruptive technology. The company has always been aware of the importance of online platforms since the launching of MONO29 channel. MONO29 are available in multiple platforms from website, Internet TV/Smart TV and Mobile application available for viewers to watch the linear channel online and 'catch up'. This same concept was further developed into a video-on-demand streaming business called "MonoMax" service. The company has continued to develop this market aggressively in this past year to adapt with the new consumer TV watching habits. In addition, the company has also revamped its home shopping business (29Shopping) to correspond with the growing consumers purchasing behavior that are taking more interest to shop via TV Home Shopping channels or online shopping platforms. The company has created several channels for customers to access 'products' more easily with multiple secure payment options, set up product delivery and reassure that all products are supported with the product warranty. For any inquiries, the consumers can also contact customer service for 24 hours a day. The company has embraced the online transformation positively, trusting that it will serve our target audience in every possible way both online and offline.

#### **4. The risk of having competitors in both domestic and international streaming platforms**

Video on Demand Business has been extremely popular in the past few years resulting in fierce competition, not to mention the foreign brands who are becoming major players in Thailand from both the United States and China, and furthermore, we see the trend of Major Movie Studios have begun to launch their own platforms providing their own content exclusively.

The company is the first local player in Thailand that offers genuine, copyright streaming service of movies and series under the brand of "MonoMax". With a strategy to be a platform that truly serves local Thai customers (Understand Local Taste). "MonoMax" has more than 20,000 hours of movies and series content from both domestic and international with bilingual format (full Thai dubbing on every contents).

The company uses strategies to reduce risks by

- There are various content partners.
- Create content or have a partner to invest in Thai contents.
- Partner with other platforms for mutual trade, including HBO GO.
- Has a partner in rapid growth, including 3BB.

With the fourth strategy, the Company joins partnership with Triple T Broadband PCL. or 3BB offering video streaming with Internet package. In March 2020, the package "3BB GIGATainment" under the concept "World class blockbuster movies and premium series on HBO Go MONOMAX" was launched. The content and marketing plans were also provided for 3BB to introduce "3BB GIGATV" box in late November 2020, and the Company has become the master content provider for 3BB over 30 premium channels, 6 channels will be produced by the Mono Group. This gives the company an advantage over its competitors. The Company employs "Content Leverage" strategy for the whole value chain, which means the value assessment of each content is anticipated, with content acquisition, production, marketing, and cost management, starting from theaters to MONO29 channel and MonoMax application, or selling the copyrights in the international markets. The content can also be provided on "3BB GIGATV".



## 5. Risk from the growth of social media which lessen the demand of display ads

The company's online media business which mainly gains profit from advertisement via Display Ads has been affected by internet user changing behavior. Together with the tremendous increase on social media, the company has remodeled its business strategies via MThai and Creative Team to approach trending new media platforms. The company had created a holistic communication portfolio and campaign plans for brands, product owners, advertising agencies, and government institutes. For example, the company had work along with The Office of the National Broadcasting and Telecommunications Commission (Office of the NBTC) under a project called "Up Clip Phichit San Year 6" on the topic of "CYBERBULLYING." Students, university students and the general public are encouraged to showcase their creative ideas and their abilities to produce short films displaying the social issues.

## 6. Risk from Piracy

Movie content is one of the primary contents of Mono Group's business, hence the high piracy issue on illegal websites that violate copyrights can still be accessible is still considered as a main risk. In order to protect the contents of piracy, the company has set 2 tiers of protection which are (1) Through IT System Control by using a reputable DRM (Digital Right Management) system to prevent unauthorized redistribution of digital media through encryption and embedding code preventing content copying. Currently, the company is continuing to develop DRM and successfully implemented this system to cover all operating systems such as Website, iOS and Android. (2) Set up legal enforcement team to tackle pirate websites with Regulators to monitor websites or unauthorized platforms who publish our content without company consent. If the company found piracy contents, the legal enforcement team will immediately notify the unauthorized website or platform to cease the publication directly. In major cases, the company will take full prosecution in reporting to the Royal Thai Police and seek court order in closing piracy websites through the Department of Intellectual Property and Ministry of Digital For the Economy and Society.

## 7. Risk from security control of important information and the efficiency of personal data protection

Although the rapid change of technology has brought advantages on business, there are also the disadvantages on cautions of data loss and hacking. The telecommunication service provider must manage the information in the system properly and in accordance with the requirements of the law. To ensure that the personal information of the stakeholders will be given maximum protection, including leakage of personal information, this adversely affects the reliability of the database security system as well as the Company's image and finance.

The Company, therefore, keeps the business information and movie files separately in a closed computer system which is inaccessible from the Internet. Accessibility to the room where the information is kept is merely authorized to specified persons. In addition, the Company hires a consultancy firm to set a protection system against external hacking, especially to enhance the safety of information continuously.

The company has established IT Security Policy and Personal Information Protection Policy systematically to ensure that all procedures and instructions are complied by employees. Any security or privacy breach reports will be immediately taken by the authorized department with highest priority. Furthermore, the company constantly arranges training sessions and creates awareness to employees on business ethics and responsibility.



## 8. Risk from foreign exchange rate fluctuation

The core content of Mono Group includes international films and series. The agreement to acquire rights is often based on foreign currency which risks of fluctuation and is unpredictable due to many factors, such as internal economic fundamentals, monetary and financial policy, global economic conditions, speculation and political stability at home and internationally. The volatile foreign exchange rate may affect business sector, particular for those depending on foreign exchange rate that leads to gain or loss. As fluctuation of exchange rate is uncontrollable, the Company resolves the problem by using Forward FX that complies with international purchasing plan and other payments. the appropriate tool to prevent the risk. This is the appropriate tool to prevent the risk, and so cost management is more accurate.

## 9. Risk from major shareholder having power in directing management policy

As of July 7, 2020, Mr. Pete Bodharamik held up to 64.28 percent of total paid-up capital, accounting for more than a half of paid-up capital. As a result, this leads to his right to control the resolutions of shareholders' meeting as well as the Company's policy and management, except for some agendas that require three-fourths of votes in the shareholder's meeting as prescribed by the law or the Company's Article of Association. To ensure transparency as well as check and balance system of the Company's operation, the Company has appointed competent personnel to be the management team. The scope of our operations has been streamlined. The Company has clearly specified the delegation of authority to directors and executives and appointed outsiders to be the Company's three independent directors and members of the Audit Committee who will be responsible for auditing, balancing the decision making and considering approval of any agenda before proposing the shareholder's meeting. In addition, the Company formed the internal audit unit by hiring an experienced company that is directly supervised by the Audit Committee for promoting their independent operation. This unit shall be responsible for monitoring internal control system as specified by the Company in order to ensure transparency and balance of power in our business management.



# Legal Dispute

The Company was sued by unrelated company as follows:

- In June 2015, a case of copyright violation of a sport competition live broadcast program sued in a civil case and criminal case.

On January 29, 2018 and February 27, 2018, the Court of Appeal for Specialized Cases read its judgments in the civil case and criminal case, respectively, which were to order dismissal of the plaintiff's actions.

On May 7, 2018, the plaintiff appealed the judgements of the Court of Appeal for Specialized Cases in both the civil case and the criminal case to the Supreme Court. Subsequently, on September 25, 2019 and June 16, 2020 the Supreme Court ordered the dismissal of the plaintiff's action in the criminal case and the civil case respectively. Thus, **the case is finalized.**

In addition, the Company and subsidiaries were sued by unrelated person as follows:

- In August 2018, the Company and subsidiaries were sued in a criminal case, in a case of copyright infringement of literary work. The Central Intellectual Property and International Trade Court accepted the charge and ordered dismissal of the plaintiff's action on May 29, 2020. The plaintiff did not appeal the judgement to the Court of Appeal within the specified time. Thus, **the case is finalized.**

The management of the Company and subsidiaries believes that there shall be no significant damage from the legal dispute; therefore, debt which may occur from the litigation is not recorded in the reserve account. Debt which may occur from the legal dispute does not affect the asset of the Company or subsidiaries over 5 percent of shareholder's equity as of December 31, 2020. Moreover, there is no other significant dispute which may affect the operation of the Company or subsidiaries.



## Corporate Social Responsibility

The Board of Directors and executives of Mono Next and subsidiaries has always highlighted the importance of business operation along with social responsibility. The Company has shaped our policies toward the management under good corporate governance and adhered to morality and the business code of conduct, consideration of stakeholders, and business operations on the basis of responsibility for society, community, and environment. The Company has supported business units and staff to bring out their potential and ability to develop our business and society. Cooperation has been given to networks of all sectors including government and private to create highest benefit for the country and to establish a strong and sustainable growth for the organization.

The Board of Directors has set the plan for the operation on corporate social responsibility according to 8 principles of the Stock Exchange of Thailand with details as follows:

### 1. Fair Operation Practice

Mono Next and subsidiaries business operation is based on the principles of ethics and fairness. The Company has stipulated policies including corporate governance policy, business code of conduct, code of conduct for directors, executives, and employees, internal control system as well as transparent and accountable risk management which concerns about stakeholders. This standard is also applied to taking the responsibilities towards customers, presenting quality products and services, practicing fair treatment on business competition and trade agreement with alliances/ business partners, and providing complaint channels for stakeholders in case of any unfair treatment.

## 2. Anti - Corruption Practice

The Company has always determined to fight against all forms of corruption by certifying the membership of Thailand's Private Sector Collective Action Coalition Against Corruption or CAC since the third quarter of 2016. In the second quarter of 2019, the Company received the membership extension and certified a membership of CAC for the second time with another three years membership duration. As in 2020, there was no report or any act of corruption.

The Company has committed to transparent business operation under good governance. Policies and practices on anti-corruption are established and communicated to executives and employees through internal communication via intranet website. Employee training and orientation for new employees are also performed continuously.

The Company provides complaint channels to file complaints and blow whistle on suspected act of corruption of employees and stakeholders. For communication, the Company informs business partners about the policy on giving and accepting gifts with details published on the Company's website under subject "Corporate Governance". In addition, being a media business operator enables the Company to support the government sector in presenting news and promote good sense of social responsibility. Regarding internal control process and risk management, Audit Committee and Risk Management Committee have been established to monitor the activity of risk management to the level of satisfaction in sales and marketing, purchasing, contracts, and human resource management. In accounting process, verification and inspection by the internal control unit is practiced regularly.

## 3. Human Rights

The Company adheres to the principles of equality and human rights which are considered the fundamental rights and reassures that directors, executives, and employees perform their duties with realization on human rights, duties, and responsibilities of their own and every stakeholder. The Company also values equality by supporting non-discrimination on races, nationalities, religions, skin colors, genders, etc. The human resource management methodically takes care of this issue, maintains fair working condition, and respects employees' opinion. Moreover, security system for personal information collection of employees and customers has been created by concerning about non-violation of personal information or illegal exploitation of other people's information.

## 4. Equitable Treatment of Labors

Despite the reorganization in work process and organizational culture, Mono Next and subsidiaries still places importance on employees by taking care of compensation and welfare which includes security, occupational health and safety, performance assessment, personnel development, career path, etc.

### Compensation and Welfare Management Policy

The Company manages compensation and welfare under the requirement of labor laws. The compensation is paid upon agreement with the amount that is not lower than the minimum wage. The Company provides incentive based on each employee's performance and the noticeable success of long term targets of each unit. Besides, extra welfares are fully provided for employees to promote security, health, and happiness, for example, provident fund contributions, insurances for life, health, and accident, sport club, loan, and recreation upon circumstances. In mid-2020, the Company's headquarters moved from Jasmine International Tower on Chaengwattana Road to MONO29 Studio on Chaipruek Road. In this regard, the Company provided transportation vans for employees to travel from the former office to the new one in the morning to work and in the afternoon after work.



## Occupational Health and Safety Policy (OHS)

The Company has already adapted to a new working style “Work from Anywhere” in order to allow staff to comfortably perform their tasks anywhere. The necessary equipment and technological systems are provided for any database access and smooth operations relating to the New Normal working concept, nevertheless, maintains connection via online meeting for effective follow-up.

“Co-Working Space” office renovations creates modern and nature-friendly environment that enhance boundless creativities and effective cooperation between sectors. In 2020, the measures to prevent the spread of Coronavirus 2019 (COVID-19) were strictly followed. Some of the measures include limiting number of staff entering the office, recording name of visitors, measuring body temperature, providing alcohol gel, keeping social distance, instructing staff to always wear facial masks while working in the office, spraying disinfectants regularly, and supporting Work from Home to reduce the risk, etc.



The Company provides occupational health, safety, and working environment policy in compliance with the laws, international standards, and other regulations. Workplace management and knowledge and moral building such as basic firefighting and evacuation fire drill training are also provided for employees. By promoting the participation in the implementation of OHS practices, the Company deems that OHS activities are responsibilities of every employee to collaboratively create a good work environment. Regarding this issue, there was no report on any accident or injury related to work in 2020.

In addition, the Company provides communication channels for employees to report problems and file complaints through responsible unit of each matter. Malpractices within the Company can be reported to supervisors according to the work level or the human resource department either in word or writing. The Human Resource Department and the Board of the Company will find out the truth to resolve the problem or punish the wrongdoers. Nonetheless, the Company will safeguard the whistle blower by concealing his/her information as well as protecting him/her from the effect on work status.



## Personnel Development Policy

The Company continuously highlights the policy of being the “Organization with Development and Learning Focus” by enhancing employees’ potential in terms of knowledge and ability as well as embedding corporate culture and ethical values. The Company formulates the development programs for employees based on the following processes.

- **Learning through Practical Experiences:** Coaching and passing on experiences from supervisors to new employees, or on the job training, will lead to an actual self-development. Initiating new ideas and actions is also supported.
- **Knowledge Stream by Expert Personnel:** Regardless of position and level, every employee will be offered opportunity to pass on their knowledge and share their experiences. Three approaches which are Tutor Model, Buzz Model, and Note Model will be selected according to the content and the expertise of the lecturer.
- **Evaluation:** Mono Group promotes opportunities for supervisors and colleagues to coach and consult during meetings and evaluation period. This process will allow the team to share ideas, comments, and advice that benefits collaborative work.
- **Education:** Mono Group’s training courses are arranged in compliance with the requirement of each department. Moreover, the Company is ready to provide training programs according to employees’ interests as well as create knowledge management tools that will support and further develop their work skills continuously.

According to the COVID-19 pandemic and to be consistent with the New Normal working concept, the Company considered appropriate development plans as follows.

1. **Virtual Class (70%)** provided classroom simulations, online instructors, group works, and workshops to learners which were similar to the actual classes.
2. **Online Class (30%)** provided courses with stable contents on knowledge, instructions, working procedures, and techniques which are accessible any time.

In 2020, the Company’s budget allocated on personnel development was approximately 87,000 Baht and 94.75 percent out of all employees participated in the personnel development programs.

## 5. Accountability to Customers

Mono Next and subsidiaries continuously gives importance to the responsibilities towards customers in 2 aspects: information media, customer and consumer service.

Information media involving the distributions of reliable and accurate knowledge and entertainment as well as reports on facts with code of conduct, are considered prior responsibilities towards customer as a leading information and entertainment provider; for instance, MThai, a media of the Company, is regarded as media with quick pace and professional ethics. Moreover, the team received appreciation from the Crime Suppression Division as one of “Thailand Team” from the mass shooting incident in Nakorn Rachasima. Other awards and achievements are Press Award for Disaster Report from Disaster Communication Development Center of Thai Public Broadcasting Service (Thai PBS), being informative mediator for society and environment such as “Jetsada Bok Toh” – a session in Good Morning Thailand program on MONO29 channel- which provides good, creative, and inspirational stories. The Company also updates the audience on the recent situation of COVID-19 pandemic to every available channel including TV and online.

Customer and consumer service provides the best of advice, complaint solution, and supports relating the products and services. Official unit or responsible person has been set up to support each business such as sales and marketing team, call center, webmasters, social media administrators, technical team, etc.

## 6. Support Environment Responsibilities

Due to the office relocation, more technology has been introduced. The internal document management system, for example, approval records, petty cash and advance, and pay slip are all performed online to accelerate the process, save cost as well as encourage employees to use paper wisely and become nature-friendly like using 2 sides of paper, modifying and reusing activity equipment, and classifying garbage. For external environmental conservation activity, the Company held a project on donating clothes for firefighters and volunteers to combat wild fire and cover wounded animals in northern Thailand. Last year, none of the businesses under Mono Next and subsidiaries affected the environment.

## 7. Community and Social Development

One of the Company's important missions is community or society development along with the growth of business operation. In 2020, the Company held projects for community or society development as listed:

- Project on MONO CSR Online as an online media helping the society and the environment through “Clickdeetumdee” website and Facebook
- Project on producing a video clip to promote the prevention of Coronavirus infection 2019 (COVID-19) for the Department of Health
- Project on MONO Volunteers which executives, employees, and newscasters collaboratively made 1,200 face shields for hospitals and medical staff in places such as Bamrasnaradura, Department of Disease Control, Siriraj Hospital, and Thasae Hospital in Chumphon
- Project on MONO29 Donation of PPE kits, alcohol based hand sanitizers, and N95 masks for 10 hospitals in provincial areas as follows:

» Bannangsata Hospital, Yala	» Patumrachwongsa Hospital, Amnatcharoen
» Sungaikolok Hospital, Narathiwat	» Phochai Hospital, Roi Et
» Sunpasitthiprasong Hospital, Ubon Ratchathani	» Thaluang Hospital, Lopburi
» Amnatcharoen Hospital, Amnatcharoen	» Paholpolpayuhasena Hospital, Kanchanaburi
» Huataphan Hospital, Amnatcharoen	» Nakornping Hospital, Chiangmai

- Project on the donation of disposable masks for small children totally 3,500 pieces in 20 schools
- Project on the donation of 1.25 liter and 750 ml soft drink bottles for Mahasarakham Hospital to make volumetric spacers for bronchodilator inhalers
- Project on the donation of good books from publishers under Mono Next for hospitals and patients
- Project on the donation of unused objects for The Mirror Foundation, Dr. Phichani Bodharamik Foundation for Children and Seniors, and schools
- Project on the donation of gifts, prizes, and scholarships for Children's Day activities in schools and youth centers in 8 places





- Project on the donation of calendars and present boxes for The Lighthouse Center for the Blind in Nonthaburi
- Project on MONO MARKET, online market for employees and people who used to work with the Company. The market provides another channels for employees to employees to make extra income and encourages them to help each other.
- The Kathin Ceremony to build a Buddhist temple and shelters for monks and to buy the path to enter Wat Phutthaprommayan in Chachoengsao



## 8. Creation and Dissemination of Innovations from Operations Relating to Social Responsibility

As a media and entertainment provider, the Company has prioritized the quality of communication and information, as well as the responsibilities towards the society. Every section and staff are encouraged to use their skills and abilities to serve the public as in the following activities.

MThai.com, corporate website of Mono Next, associated with National Broadcasting and Telecommunication Commission (NBTC) held the project **“Up Clip Pi-Chit San Season 6”** under the topic **“CYBERBULLYING?”** providing opportunity for teenagers and people under 25 years old to participate in short film contest regarding the expression of creativity, appropriate use of social media, and reduction of online bullying. The activity also included roadshow events to promote the project in universities along with a team of speakers suggesting tips and guidelines judgement. The works under the project will be considered beneficial to the society for further advertising.

MThai.com and Mono Next PCL. cooperated with Department of Cultural Promotion and Cultural Promotion Fund Division to launch **“Project Promoting Thai values and National Identity”** (Thai Dee Mee Marayat Season 2) which was a short film contest for young participants under the age of 25 to create 3-5 minutes long films under the topic “Thai Dee Mee Marayat New Normal”. The project aimed to promote proper



Thai manners and appropriate use of Thai language. COVID-19 related contents were also added. This project received well-feedback from students nationwide.

After the improving situation of the pandemic during September – November 2020, Mono Next and subsidiaries cooperated with Tourism Authority of Thailand held the campaign **“Khon Tay Tiaw Thai”** to support domestic economy and tourism in 4 regions: Sri Saket, Pichit, Ang Thong, and Song Khla. This event included quality local products fair and outdoor 3D cinema.

MONO29 channel under Mono Broadcast Co., Ltd. hosted teachers and students from Faculty of Communication Arts, Bangkokthonburi University to visit production studio, company office, world-class Basketball Stadium29. The group observed the live broadcast process of the program “The Day News Update” to gain new experience and get inspiration by learning things that are not in textbooks and classrooms. The activity also included a discussion on regional mass media partnership network cooperation. In addition, Ms. Benjawan Somsin, Senior Manager of the MONO29 TV news channel, was an honorable guest speaker for the topic **“Communicators Convergence: Multi-Platform Links”** held by Thai Health Promotion Foundation, Thailand Youth Institute (TYI), Eastern Creative Media Center, and other network cooperation under the project “Youth Reporters Convergence Development Program for Creating Up-To-Date Content on Health Risk and Community Healthcare News Development”.

Furthermore, Mono Next and subsidiaries received the following awards in 2020.

**“Tachang Tong Awards 2020”** awarded to the news program “Top Talk Daily” on MONO29 channel of Mono Broadcast Co.,Ltd. for dedication as information and knowledge provider.

**“Outstanding Award on Disaster News Coverage 2020 (Members of New Media)”** awarded to MThai.com of Mono Cyber Co.,Ltd. from Disaster Communication Development Center of Thai Public Broadcasting Service (Thai PBS) for providing accurate and up-to-date information during the time of disasters which required cooperative communication from all media sectors.

For the full report of corporate social responsibility (CSR), please refer to Annual Registration Statement (Form 56-1). Also, update of CSR news and activities are available via [www.mono.co.th/CSR.aspx](http://www.mono.co.th/CSR.aspx)



# General Information

## General Information of the Company

Company Name	:	Mono Next Public Company Limited*		
Symbol	:	MONO		
Registration Date	:	June 6, 2013		
Registration Number	:	0107555000040		
Address	:	29/9 Moo 4, Chaiyaphruek Road, Bang Phlap,  Pakkret, Nonthaburi 11120*		
Type of Business	:	Media and Content Business		
Website	:	www.mono.co.th		
Telephone	:	(66) 2100 8100		
Fax	:	(66) 2100 8101		
Total number and type of issued shares**	:	Registered and paid-up capital	347,105,403.80	Baht
		Registered and paid-up ordinary shares	3,471,054,038	Shares
		Par value	0.10	Baht

\* Registered changing the Company's name on August 20, 2020 and registered changing the location of the headquarters on June 29, 2020.

\*\* As of December 31, 2020

## Juristic persons in which the Company's shareholding proportion is at 10 percent or higher

Company Name	Nature of Business	Total Paid-up Capital/ Investment	Proportion of Common Shareholding of Mono Next and/or the Subsidiaries
<b>Mono Cyber Co., Ltd.</b>	Online business intelligence	12,270,000 shares	100%
<b>Mono Streaming Co., Ltd.</b>	Video streaming business	11,160,000 shares	Mono Cyber Co., Ltd. 100%
<b>Mono Production Co., Ltd.</b>	TV business	23,300,000 shares	100%
<b>Mono Broadcast Co., Ltd.</b>	TV business	170,000,000 shares	Mono Production Co., Ltd. 100%
<b>Mono Shopping Co., Ltd.</b>	Commerce business	4,000,000 shares	100%
<b>Mono Info Systems Co., Ltd.</b>	IT service and support business	80,000 shares	100%
<b>Under Liquidation Companies</b>			
<b>Mono Radio Co., Ltd.</b>	Liquidate	2,000,000 shares	100%
<b>PT. Mono Technology Indonesia</b>	Under Liquidation	10,000 shares	Mono Next PCL. 99% Mono Cyber Co., Ltd. 1%
<b>Mono Technology Hong Kong Limited</b>	Under Liquidation	25,000,000 shares	100%
<b>Mono Music Co., Ltd.</b>	Under Liquidation	270,000 shares	100%
<b>Mono Talent Studio Co., Ltd.</b>	Under Liquidation	80,000 shares	100%
<b>T Moment Co., Ltd.</b>	Under Liquidation	500,000 shares (57.50% called up)	100%



## Liquidated Companies

<b>Mono Sport Entertainment Co., Ltd.</b>	Liquidation ended on December 28, 2020
<b>Mono Radio Broadcast Co., Ltd.</b>	Liquidation ended on December 28, 2020
<b>Mono Play Co., Ltd.</b>	Liquidation ended on December 28, 2020
<b>Mono Astro Co., Ltd.</b>	Liquidation ended on December 28, 2020
<b>Thai Professional Basketball League Co.,Ltd.</b> (joint venture company)	Liquidation ended on December 28, 2020

## Office Location

<b>Mono Cyber Co., Ltd.</b>	29/9 Moo 4, Chaiyapruk Rd., Bangplub, Pakkred, Nonthaburi 11120
<b>Mono Streaming Co., Ltd.</b>	Telephone (66) 2100 8100
<b>Mono Production Co., Ltd.</b>	Fax (66) 2100 8101
<b>Mono Broadcast Co., Ltd.</b>	
<b>Mono Shopping Co., Ltd.</b>	
<b>Mono Info Systems Co., Ltd.</b>	

## Reference Persons

<b>Registrar</b>	:	Thailand Securities Depository Co., Ltd. 93, Ratchadapisek Road, Dindang Sub-district, Dindang District, Bangkok 10400 Tel. (66) 0 2009-9000, (66) 0 2009-9999 Fax. (66) 0 2009-9991
<b>Auditor</b>	:	EY Office Limited 193/136-137, Lake Rajada Office Complex, 33 <sup>rd</sup> Floor, New Rajadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110 Tel. (66) 0 2264-9090 Fax. (66) 0 2264-0789-90
<b>Legal Advisor</b>	:	Seri Manop & Doyle Ltd. 21 Soi Amnuaiwat, Sutthisan Road, Samsennok Sub-district, Huaikhwang District, Bangkok 10310 Tel. (66) 0 2693-2036 Fax. (66) 0 2693-4189



# Shareholding and Management Structures

## Shareholding Structures

### Number of registered and paid-up capital as of December 31, 2020

Registered capital and paid-up capital	:	347,105,403.80 Baht
Registered and paid-up ordinary shares	:	3,471,054,038 Shares
Par value 0.10 Baht per share		

### Capital Movement in 2018-2019

As of December 31, 2019, the Company has the registered capital of 486,299,997.50 Baht and the paid-up capital of 347,105,403.80 Baht. In this regard, on August 10, 2020, the 2020 Annual General Meeting of Shareholders resolved to reduce the registered capital of 139,194,593.70 Baht by reducing the reserved shares for the conversion of MONO-W1 which expired on October 17, 2019. Therefore, on December 31, 2020, the Company has the registered capital and the paid-up capital in a total of 347,105,403.80 Baht

## Shareholders

The top ten shareholders of the Company as of the closing date on July 7, 2020 are as follows:

List of Shareholders	Number of Shares	Percent
1. Mr. Pete Bodharamik	2,231,361,980	64.28
2. Deutsche Bank AG Singapore (DCS) a/c Albula Investment Fund Limited	218,000,000	6.28
3. Miss Promsiri Sahaboontham	136,181,600	3.92
4. Mrs. Lalana Tharasuk	129,807,200	3.74
5. UBS AG SINGAPORE BRANCH	72,820,000	2.10
6. Mr. Pramote Pasawong	65,000,000	1.87
7. Mr. Soraj Asavaprapha	46,545,900	1.34
8. Mr. Nipon Leelasithorn	25,980,000	0.75
9. Thai NVDR Co., Ltd.	24,254,931	0.70
10. Mrs. Sukanya Tongpan	17,690,100	0.51
Other shareholders	503,412,327	14.51
<b>Total</b>	<b>3,471,054,038</b>	<b>100.00</b>



## Dividend Payment Policy

The Company shall make dividend payment at the rate of not less than 50 percent of net profit after tax and legal reserve. However, the Board of Directors shall consider the dividend payment based mainly on the benefit of shareholders and take into account reserves of funds for future investment or loan repayment or working capital. Annual dividend payment of the company must be approved by the Annual General Meeting of shareholders. Nevertheless, the Board of Directors shall have authority to occasionally approve the interim dividend payment if the profit is adequate. Also, the Board of Directors shall report such payment to the next Annual General Meeting of Shareholders.

Meanwhile, the subsidiaries will make dividend payment of at least 50 percent of net profit after tax and legal reserve. However, committees and/or shareholders of subsidiaries may consider dividend payment as per their business conditions, such as investment plan for business expansion. The said dividend policy shall be individually approved by meeting of the Board of Directors of each subsidiary.

## Management Structure

### Board of Directors

The Board of Directors consists of nine directors. In 2020, nine meetings of the Board of Directors were held and the details of directors' names and their attendances were as follows:

List of Directors	Positions	Number of Attendances/ Number of Meetings (Time)
1. Mrs. Punnee Worawuthichongsathit	Chairman of the Board of Director and Independent Director	9/9
2. Mr. Navamin Prasopnet	Assistant Chairman, Chairman of Executive Committee, and Chairman of Risk Management Committee	8/9
3. Mr. Patompong Sirachairat	Director, Executive Director, and Risk Management Committee	9/9
4. Mr. Komsak Wattanasriroj <sup>1)</sup>	Director and Executive Director (Resigned on April 30, 2020)	4/4
5. Mr. Sang Do Lee <sup>2)</sup>	Director	9/9
6. Mr. Siri Luengsawat	Director	8/9
7. Mr. Preecha Leelasithorn <sup>3)</sup>	Independent Director, Chairman of Audit Committee, and Chairman of Nomination and Remuneration Committee	9/9

List of Directors	Positions	Number of Attendances/ Number of Meetings (Time)
8. Mr. Kriengsak Thiennukul	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee	9/9
9. Mr. Charoen Sangvichaipat <sup>4)</sup>	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee (Appointed as a Director on February 3, 2020)	8/8

As of December 31, 2020, the Board of Directors consisted of 8 directors.

Remark

<sup>1)</sup> Mr. Komsak Wattanasriroj resigned from the position of director of the Company, director of subsidiaries, and executive with effect on April 30, 2020.

<sup>2)</sup> Mr. Sang Do Lee resigned from the position of executive director with effect on December 9, 2020.

<sup>3)</sup> The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint Mr. Preecha Leelasithorn, the former Member of Audit Committee, as the Chairman of Audit Committee.

<sup>4)</sup> The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint Mr. Charoen Sangvichaipat for the following positions.

- Appointed as Director in replacement of Mr. Pete Bodharamik who resigned. In this regard, Mr. Charoen Sangvichaipat shall retain his office for the remaining term of the former director.
- Appointed as Member of Audit Committee and Member of Nomination and Remuneration Committee in replacement of Mrs. Punnee Worawuthichongsathit. In this regard, Mr. Charoen Sangvichaipat shall retain his office for the remaining term of the former director.

Miss Pitirudee Sirisamphan is the Company Secretary and Miss Saranya Amornrattanasuchad is the Secretary to the Board of Directors.

## Authorized Directors

Two out of three directors which are Mr. Navamin Prasopnet, Mr. Patompong Sirachairat, and Mr. Siri Luengsawat are authorized to collectively sign with the Company's seal affixed.

## Terms of Office

At each Annual General Meeting of Shareholders, one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. The directors who must retire from the office in the first and second year after registration of a public limited company shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first. Retiring directors may be re-elected.



## Authority, Duties, and Responsibilities of Board of Directors

1. To consider specify details and give approval towards vision, business strategies, direction, policy, financial and non-financial goals, business plan for short-term, medium-term, and long-term, and budget of the Company and subsidiaries as per details arranged by the Executive Committee and the management. Such topics are to be reviewed annually so that they are appropriate for the circumstance, business potential, and be able to create sustainability to the business.
2. To supervise and monitor the management of the Executive Committee, the Chief Executive Officer, and the employees that their performance is done with responsibility, caution, and honesty, as well as to ensure that their operation complies with the law, the objectives, the regulations of the Company, the resolutions of the Board of Directors, and the resolutions of the Meeting of Shareholders.
3. To give the management authority to the Executive Committee, the Chief Executive Officer, or the authorized persons with written statement, as well as to supervise and monitor that the management and the performance of such persons comply with the policy of the Board of Directors. This also includes consideration on clarifying the responsibility of the directors, the Executive Directors, and the Chief Executive Officer so that the management is in accordance with the trend of the Company.
4. To continuously monitor the Company's performance to ensure the compliance with the Company's strategy, work plan and budget.
5. To lead the Company and subsidiaries to arrange adequate and appropriate internal control system and risk management system in order to ensure that transactions are approved by authorized persons and risks with impact on the Company are being prevented.
6. To employ appropriate accounting system, arrange financial statement, sign off to certify the financial statement before presenting to the Annual General Meeting of Shareholders to consider approval.
7. To give opinion toward nomination, appointment, and termination of services of the auditor as well as considering appropriate remuneration presented by the Audit Committee before proposing the Annual General Meeting of Shareholders to consider approving.
8. To arrange the written policy of corporate governance, business ethics, and code of conduct for directors, executives, and employees so as to communicate the practices to employees of all levels and to monitor policies compliance. The policies are to be revised and practiced annually.
9. To arrange the Charter of the Board of Directors that specify the role and the responsibility of the directors and to approve the charters of other committees. The charters are to be revised at least once a year.

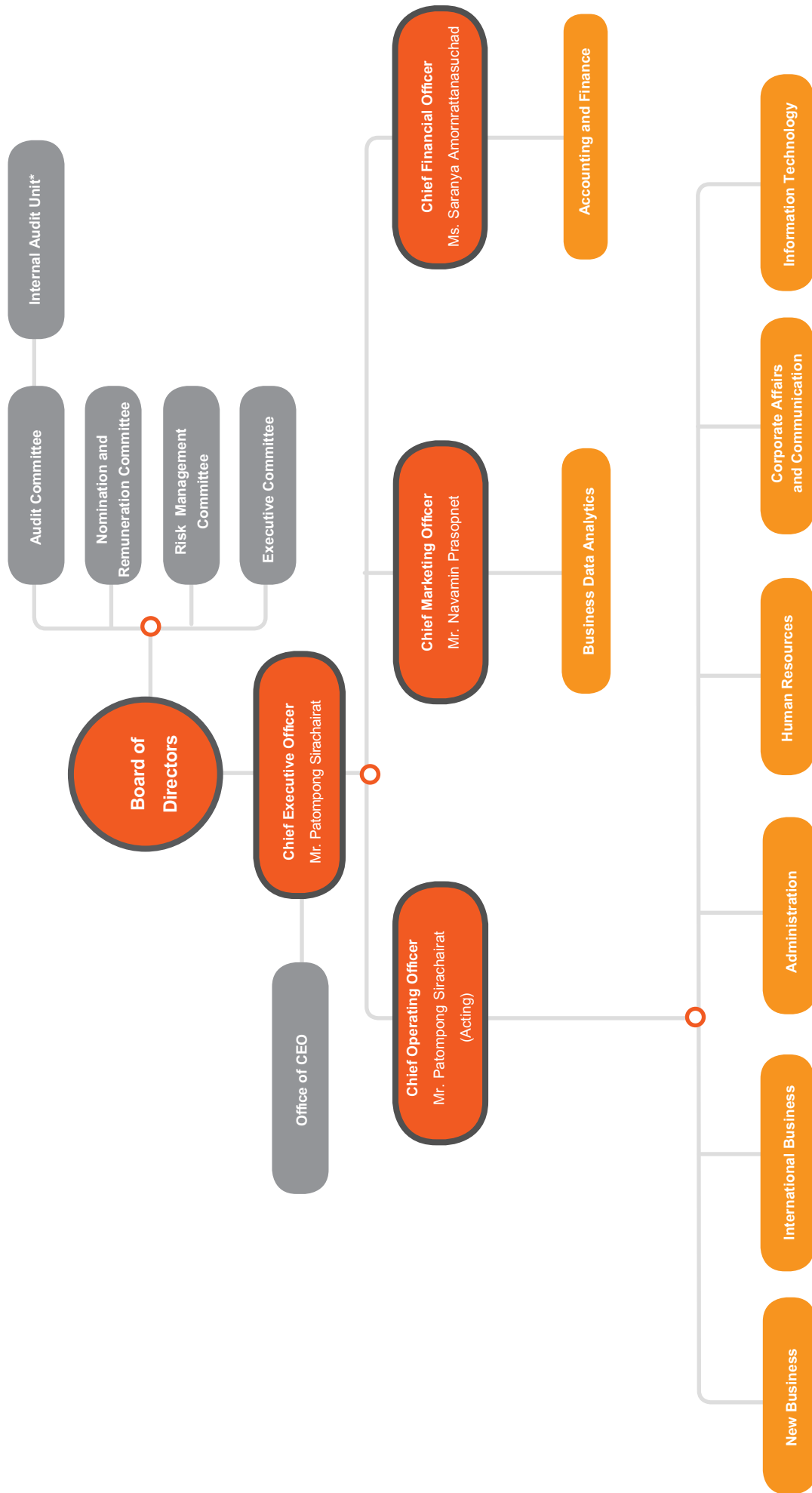


10. To consider approving the appointment of persons having required qualifications, without prohibited characteristics according to Public Limited Companies Act, B.E. 2535 (as well as the amendment), Securities and Exchange Act, B.E. 2535 (as well as the amendment), and relevant notifications, requirements and/or regulations to assume the position of directors in cases of vacancy for directors due to other reasons other than retirement by rotation. The Board of Directors shall consider and give approval on appointment of new directors to replace directors retiring due by rotation as well as specifying the remuneration for directors as presented by the Nomination and Remuneration Committee before proposing the Annual General Meeting of Shareholders to consider approving.
11. To appoint committees, such as the Audit Committee, the Executive Committee, the Good Corporate Governance Committee, the Nomination and Remuneration Committee and the Risk Management Committee, or other committees as well as defining authority and duties of those committees in order to support the performance of the Board of Directors.
12. To specify and change names of authorized directors.
13. To consider the appointment of executives according to the specification and definition by SEC or CMSB and the Company Secretary as well as specifying remuneration of those executives as presented by the Nomination and Remuneration Committee.
14. To ask for external professional associations' opinion to support their precise decision making.
15. To encourage the Company's directors and executives to participate in seminars organized by Thai Institute of Directors (IOD), particularly seminars which are relevant to the directors and executives' duties and responsibilities.

However, the delegation of authority and responsibilities shall not be made in the manner that the Board of Directors or other persons delegated or sub-delegated by the Board of Directors enable to approve transaction, which they or others may have stake in, or receive benefit, or have conflicts of interest (as defined by the notifications of SEC or CMSB) with the Company or subsidiaries, except for approval of transaction according to the established policy and criteria approved by the Annual General Meeting of Shareholders or the Board of Directors.



## Management Structure (as of December 31, 2020)



Remarks: \*S.C. Accounting & Business Consultant (1995) Co., Ltd. is employed to be the Company and subsidiaries' internal auditor.

## Executives

As of December 31, 2020, the Company has 7 executives:

Executives	Positions
1. Mr. Patompong Sirachairat	Chief Executive Officer
2. Mr. Navamin Prasopnet	Chief Marketing Officer
3. Miss Saranya Amornrattanasuchad <sup>1)</sup>	Chief Financial Officer
4. Miss Benjawan Rakwong	Senior Vice President - Administration
5. Miss Pitirudee Sirisamphan	Vice President - Corporate Affairs and Communication
6. Mr. Teerasak Tharaworn	Vice President - Human Resources
7. Miss Tassanee Kuantalaeng <sup>1)</sup>	Assistant Vice President - Accounting and Finance

Remark

<sup>1)</sup> Executives being appointed during the year were as follows:

- Miss Saranya Amornrattanasuchad being appointed as Chief Financial Officer in replacement of Mr. Komsak Wattanasriroj with effect on April 30, 2020.
- Miss Tassanee Kuantalaeng being appointed as Assistant Vice President - Accounting and Finance and supervising accounting in replacement of Miss Paweena Poonpattanasuk with effect on April 30, 2020.

<sup>2)</sup> Four executives resigned during the year were as follows:

- Mr. Jiraparwat Boonyasen, Senior Vice President - Mobile Internet Business, resigned on February 29, 2020.
- Mr. Komsak Wattanasriroj, Chief Financial Officer, resigned on April 30, 2020.
- Miss Paweena Poonpattanasuk, Vice President - Accounting and Finance, resigned on April 30, 2020.
- Mr. Veerayooth Bodharamik, Senior Vice President - Corporate Relations Management, being appointed on March 16, 2020 and ended the position of Mono Next PCL. executive on September 30, 2020 as being transferred to a subsidiary.

## The Company Secretary

The meeting of the Board of Directors No.1/2012 held on March 14, 2012 resolved to appoint Miss Pitirudee Sirisamphan to be the Company Secretary in compliance with the requirements of Securities and Exchange Act, B.E. 2535 (as well as the amendment). The Company Secretary shall be responsible for preparing and keeping registrations of directors, notices calling directors meeting, minutes of the Board of Directors Meeting, annual reports, notices calling shareholders' meeting, minutes of shareholders' meeting as well as keeping the report of interest filed by directors and executives and performing other duties as per the requirements of CMSB. The copy of report of interest under Section 89/14 arranged by the directors and executives must be submitted to the Chairman of the Board of Directors and the Chairperson of Audit Committee for their acknowledgement within seven business days from the date that the Company receives the report.



## The Responsible Person in Accounting and Finance

The person taking the highest responsibility in finance and accounting is Miss Saranya Amornrattanasuchad, Chief Financial Officer. The person supervising accounting is Miss Tassanee Kuantalaeng, Assistant Vice President - Accounting and Finance.

## Remuneration for Directors and Executives

### 1) Remuneration in Cash

#### Remuneration for Director

The Company set a policy to fix appropriate remuneration for directors and executives based on other companies within the same industry. Also, experience, scope of authority and responsibility of each position were taken into account. Meanwhile, the members of Nomination and Remuneration Committee are responsible for considering the remuneration and asking the meeting of the Board of Directors and the shareholders' meeting to consider approval later on.

The 2020 Annual General Meeting of Shareholders resolved to approve the ceiling of remuneration for directors of not exceeding 5,000,000 Baht, with the gratuity for directors of not exceeding 2,000,000 Baht (equivalent to the gratuity for 2019). In addition, details of remuneration for the Board of Directors, the Audit Committee, and the Nomination and Remuneration Committee are as follows:

- |   |                          |                             |
|---|--------------------------|-----------------------------|
| • Chairman of the Board of Directors                | received remuneration of | 70,000 Baht per month.      |
| • Assistant Chairman                                | received remuneration of | 30,000 Baht per month.      |
| • Director/ Independent Director                    | received remuneration of | 20,000 Baht per month.      |
| • Chairman of Audit Committee                       | received remuneration of | 20,000 Baht per month.      |
| • Member of Audit Committee                         | received remuneration of | 10,000 Baht per month.      |
| • Chairman of Nomination and Remuneration Committee | received remuneration of | 20,000 Baht per attendance. |
| • Member of Nomination and Remuneration Committee   | received remuneration of | 10,000 Baht per attendance. |



The details of individualized remuneration as of December 31, 2020 are as follows:

Directors	Positions	Remuneration (Baht)				
		Annual Remuneration		Meeting Allowance <sup>1)</sup>	Gratuity	Total
		Board of Directors	Audit Committee	Nomination & Remuneration Committee		
1. Mrs.Punnee Worawuthichongsathit	Chairman of the Board of Directors	840,000	-	-	-	840,000
2. Mr. Navamin Prasopnet	Assistant Chairman	360,000	-	-	-	360,000
3. Mr.Patompong Sirachairat	Director	240,000	-	-	-	240,000
4. Mr. Komsak Wattanasriroj	Director (Jan. - Apr.)	80,000	-	-	-	80,000
5. Mr. Sang Do Lee	Director	240,000	-	-	-	240,000
6. Mr. Siri Luengsawat	Director	240,000	-	-	-	240,000
7. Mr. Preecha Leelasithorn	Independent Director (Jan. - Dec.) Member of Audit Committee (Jan.) Chairman of Audit Committee (Feb. - Dec.) Chairman of Nomination and Remuneration Committee (4 times)	240,000	230,000	80,000	-	550,000
8. Mr. Kriengsak Thiennukul	Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee	240,000	120,000	40,000	-	400,000
9. Mr. Charoen Sangvichaipat	Independent Director (Feb. - Dec.) Member of Audit Committee (Feb. - Dec.) Member of Nomination and Remuneration Committee (3 times)	220,000	110,000	30,000	-	360,000
<b>Total</b>		<b>2,700,000</b>	<b>460,000</b>	<b>150,000</b>	<b>-</b>	<b>3,310,000</b>

Remark 1) Remuneration per meeting attendance

2) The Company did not fix the remuneration for other committees, such as Executive Committee and Risk Management Committee.  
The Company did not fix the other benefits for any committee.



## Remuneration for Executives

Total remuneration, including salaries, bonus, overseas allowances and social insurance contributions, for 11 executives as of December 31, 2020 amounted to 21.84 million Baht.

## 2) Other Remuneration

**Other Remuneration for Directors** - None -

### Other Remuneration for Executives

On January 20, 2006, the Company established the provident fund under the management of TISCO Asset Management Co., Ltd. (TISCOASSET) in order to boost morale and promote long-term employee engagement. According to the provident fund policy, employees' contribution must be at least 3 percent of salary or they can select to adjust their contribution at the rate of not exceeding the contribution by the Company. In addition, the Company's contribution to the provident fund will be based on period of the provident fund membership of each employee. As of December 31, 2020, the Company's contribution to the provident fund for 11 executives amounted to 1.22 million Baht.

The Nomination and Remuneration Committee and the Audit Committee have deemed that the compensation structure is appropriate to the job and the responsibility, as well as attractive for directors and executives to work with their full effort in order to achieve the goal.

## Personnel

As of December 31, 2020, the Company and subsidiaries has 563 employees (excluding executives). Remuneration, which is in the forms of salary, bonus, overtime wage, social security fund contribution, provident fund contribution, and others benefits for those employees amounted to 367.75 million Baht.

Mono Next PCL.	119
<b>Business Units</b>	
New Business	17
International Business	3
<b>Support Units</b>	
Office of CEO	13
Accounting and Finance	27
Administration	22
Corporate Affairs and Communication	13
Human Resources	10
IT	9
Business Data Analytics	5
<b>Subsidiaries</b>	<b>444</b>
<b>Total Employees (Person)</b>	<b>563</b>

Compensation and Welfare Management Policy including Occupational Health and Safety Policy, and Personnel Development Policy are nevertheless described in the Corporate Social Responsibility section under sub-items of Labor Practice.

# Corporate Governance

## Corporate Governance Policy

The Board of Directors always gives significance to good corporate governance business operation, good governance management, transparency, accountability, protection of shareholders' rights, and consideration on the benefits of all stakeholders. The Company has formulated the good governance policy, the business code of conduct, and the code of conduct for directors, executives, and employees, all of which have been annually revised. In 2020, the Board agreed to review the policies according to the corporate governance guidelines for listed companies 2017 so that the Company's activities comply with the practice and be able to establish a sustainable business value for the future. This included the review of the announcement of The Securities and Exchange Commission (SEC) on the regulations, the information disclosure of finance and the Company's operating results which was revised so that the information disclosure is transparent and verifiable.

The Company has these regulations communicated and disclosed to directors, executives, and employees through all of the internal communication channels and the Company's website for acknowledgement and as guidelines to follow. Ethical activities, orientation, and other courses has also been provided. The implementation of the policy is monitored by the internal audit office and the corporate affairs department in order to report to the Risk Management Committee, the Audit Committee, and the Board of Directors for acknowledgement regularly. Moreover, as Mono Technology Public Company Limited highlights the importance of policy and practices on anti-corruption and risk assessment as well as keeps follow up with the monitor of business operating systems, the Company has certified a membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

In this regard, the Company was rated a five stars or excellent level by the Corporate Governance Report Evaluation (CGR) among Thai listed companies in 2020 and received a full score on the assessment of the Annual General Meeting of Shareholders by Thai Investors Association.

The corporate governance guidelines the Company highlights are as follows:

1. The Board of Directors, executives, and personnel shall emphasize and comply with Corporate Governance practices, business ethics, and code of conduct applicable for directors, executives, and employees.
2. The Board of Directors, executives, and employees shall perform their duties with dedication, accountability, caution, and honesty under the regulations of the Company and related guidelines.
3. The Company shall realize the responsibilities to supervise the Company to attain good governance and determine objectives, strategies, working policies, and resource allocation along with performance reports and disclosure of information.
4. The Company shall establish an apparent company structure by appointing sub-committee as appropriate to review the matter as well as defining the scope of work of each committee and clarifying the responsibilities of Chairman and Chief Executive Officer.



5. The Company shall establish an appropriate level of internal control system and risk management.
6. The Company shall prudently consider matters related to conflict of interests with emphasis on the Company's interest.
7. The Company shall prioritize rights and equitable treatment of shareholders. This likewise includes a convenient communication channel between the Company and the shareholders.
8. The Company shall realize sustainability value creation, business ethics, and responsibilities toward all stakeholders, society, and environment. This further includes responsive economical adaptation, innovation promotion, and technological implementation to enhance competitiveness and meet the customer's needs.
9. The Board of Directors shall disclose sufficient, accurate, and reliable information of the Company regarding financial and non-financial information.
10. The Company shall promote anti-corruption, human rights, and non-infringement of intellectual properties.
11. The Company shall cultivate values, virtues, ethics, and consciousness toward employees to have a mutual understanding and apply it as the organizational culture.

Corporate Governance Policy covers five parts as follows:

## **1. Rights of Shareholders**

In recognizing the importance on the rights of every shareholders; regardless of major shareholders, minor shareholders, institutional investors, or alienated shareholders, the best practices have been defined below to ensure that the shareholders shall be protected for their basic legitimate rights, such as equitable right on share of profits/dividends, right to buy-sell-transfer shares, right on benefits of share repurchase, right to obtain clear, accurate, adequate corporate information, and vote on significant issue(s), and so on as follows:

### **Before the Meeting of Shareholders**

1. The Board of Directors shall ensure that the points or important agendas which affect the business directions or as prescribed by law are being considered and/or approved by the shareholders so that the stakeholders can participate in the important decisions of the Company.
2. According to the law, shareholders shall be provided with prior notice of shareholders' meeting and supporting documents. The information presented shall be accurate, complete, and sufficient for exercising the shareholder's rights and considering the meeting agendas. Such documents consist of the details of the agendas, facts and reasons, the Board of Directors' opinions for each agenda's item, proxy forms on which shareholders are able to specify their votes, the names of independent directors whom the shareholders can appoint as their proxy, documents to be presented to clarify on the meeting date, and the Company's regulations relating to the meeting, the procedures, and the voting.
3. In the Annual General Meeting of Shareholders, the Company shall manage to mail the notice of shareholders' meeting and supporting documents to the shareholders at least 21 days ahead of the meeting date and disseminate both Thai and English versions via corporate website at least 28 days prior to the meeting date.



## The Day of the Meeting of Shareholders

1. The Company shall manage to support and facilitate both shareholders and institutional investors with sufficient information, i.e. date, time and venue together with clearly identified map for the meeting. The meeting venue should be convenient and easily access to the mass transit system. Regarding the registration, the shareholders and institutional investors shall be allowed to register for the meeting at least one hour in advance and the registration counters should be sufficient. Barcode Technology shall be applied to facilitate the quick vote counting and exact result process. Besides, stamp duty shall be provided for proxy form.
2. The Board of Directors should prohibit any actions which hinder shareholders to attend the meeting or place an undue burden on the shareholders. In this regard, there is no regulation that requires shareholders or proxy to present the identification documents exceeding the applicable regulatory requirements.
3. Prior to the meeting, the Chairman shall inform the number and the proportion of self-attending shareholders and proxy holders as well as explain a meeting procedure, voting, and vote counting as specified in the Company's regulations. The Company shall clearly separate vote for each agenda and committee voting shall be voted individually. Moreover, the Company shall ask non-stakeholders or representatives of shareholders to witness the counting of vote in order to protect the shareholders' right.
4. The Chairman shall ensure that the meeting of shareholders is abided by the law, related rules, and the Company's regulations by allocating the meeting time sufficiently, and conducting the meeting appropriately and transparently. During the meeting, the shareholders shall be offered an opportunity to thoroughly express their opinions and raise their queries prior to voting and deciding resolution. All directors and executives in charge of core business shall attend the meeting so that the shareholders can raise any relevant questions to them.
5. The Company promotes the use of ballot papers on significant agenda(s) such as related party transaction, acquisition or disposal of corporate assets, collecting ballot papers in the meeting room and calculate the scores altogether with the scores taken in advance from proxy forms. Then, the resolution of each agenda shall be announced to the meeting with the results on agreement(s), disagreement(s), abstention(s), and voided ballot(s). Also, the resolutions shall be reported in the minutes of the meeting.

## After the Meeting of Shareholders

1. The shareholders' resolutions and voting results categorized by each agenda's item shall be disclosed to the Stock Exchange of Thailand ("SET") and on the Company's website no later than the next day after the meeting.
2. The Company shall submit the minutes of the meeting to The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC) within 14 days after the meeting date and disseminate via the Company's website. The minutes of the shareholders' meeting shall be complete and accurate with the information including names of participating directors and executives and the proportion of participating and non-participating directors, clarification on the voting process and vote counting, resolutions, voting results in each agenda, questions and answers raised in the meeting, and name of the persons asking and answering.



## 2. Equitable Treatment of Shareholders

The Company has established guidelines of justified and equitable treatment of shareholders and undertook the following tasks:

1. The shareholders shall be offered an opportunity to propose extra issue(s) as the meeting agenda(s) and question(s) concerning the Company prior to the shareholders' meeting date. Consequently, this shall be notified via the SET's communication channel(s). In addition, explicit criteria for the rights of shareholders to propose agendas for Annual General Meeting of Shareholders and the questions being sent in advance shall be notified via corporate website.
2. The shareholders shall be offered an opportunity to nominate any candidate(s) for election as director prior to the shareholders' meeting via SET's communication channel(s). The notification of the nomination criteria shall be disseminated via corporate website. The candidate(s) shall have complete qualifications as defined in director's specifications and give their consent for nomination. Then, the application form including required documents shall be submitted to the Company in order to continue nomination procedures by the Nomination and Remuneration Committee.
3. The shareholders' meeting shall be convened in accordance with the agenda(s) notified in the meeting notice. Corporate policy of no extra agenda(s) added without prior notice shall be set. According to the Section 105 of Public Limited Company Act B.E. 2535 (1992), any extra issue(s) shall not be added in meeting agenda if it is not necessity, especially crucial issue(s) which the shareholders require a great deal of time to study relevant information before making decision.
4. The Company shall regularly disseminate information to shareholders through SET's communication channel(s), the Company's website, and The Securities and Exchange Commission (SEC) by considering the equitable rights to access news and prohibiting any actions which limit the shareholders to access such information or obstruct communication between the shareholders.
5. The Company shall have information security system and written procedures concerning the use and protection of inside information. The Company's Board of Directors, executives, employees, and all related persons, including spouse, minor children, and nominees or professional consultants shall be supervised to follow the rules and information security system.
6. The Company shall conduct market-sensitive information management by prohibiting the person(s) related to inside information to disclose the information prior to the public disclosure via SET. Directors and executives shall be notified to refrain from the Company's stock trading prior to the periodic disclosure of performance and financial status as well as the crucial market-sensitive information disclosure in order to promote fairness to the shareholders.
7. All Directors and high-level executives are designated to submit a report on their ownership of the Company's securities within 30 business days after they take office. In addition, they must report all subsequent sales or purchase of the Company's securities at least one day in advance to the Director in charge or the assigned person in order to notify SEC within three business days from the transaction date as stated by the Securities and Exchange Act B.E. 2535 (1992).

8. Each director shall notify the connected transaction(s) of oneself to the Company Secretary. The Board of Directors shall consider such transaction(s), especially one that may involve in the conflict of interest, to ensure the Company's and the shareholders' utmost benefits. The meeting minutes shall also contain the connected transaction(s) disclosed by the directors. The director(s) with significant connected transaction(s) shall be ensured to abstain from participating in the consideration of certain agenda(s).
9. The Company shall manage and monitor the matter(s) which may have the conflict of interest as well as determine the practice which complies with the operation procedures and rules on disclosure of information as prescribed by law. In doing so, the Company shall disclose any related party transaction that required the approval from the shareholders. The reasonable clarification for each transaction must be submitted to the Audit Committee and pass the Board of Directors' consideration before proposing to the Shareholders for approval respectively. The transaction can be proceeded after the approval only.

### 3. Roles of Stakeholders

The Company places great importance on the right of all stakeholders and conducts its business morally and ethically. The Business Code of Conduct is therefore stipulated to be guidelines for fair treatment towards all stakeholders, both within and outside the Company, in order to sustainably achieve the aim and the main target of the Company.

The Company has established criteria for the treatment of each group of stakeholders, as follows:

#### Shareholders

Emphasis shall be given to the transparent dissemination of important information, both financial and non-financial, to the stakeholders that are accurate, sufficient and timely. Dissemination shall be made through different channels, such as announcements through the SET's electronic media, the Company's web site, newspapers, press releases, letters, etc

#### Clients

The Company recognizes the importance of customer satisfaction through the enhancement of existing services and development of new services. At the same time, the Company ensures ethical treatment and responds to all customers' complaints or suggestions immediately.

#### Employees

The Company emphasizes the ethical treatment and respect human rights of employees who shall be appropriately remunerated based on their qualifications relevant to their duties and comparable to other companies in the same industry. The occupational health and safety and work environment practices are arranged to ensure on-the-job safety for employees' lives and properties. The Orientation is the compulsory program for all employees. They must be advised through the employee's manual in which the Company's Articles of Association, policies, and code of conduct are explicated. Besides, the benefits and welfares provided for our employees exceeds that the laws has specified; for example, group medical insurance scheme, group life insurance plan and provident fund, etc.



The Company focuses on increasing knowledge, ability and experiences of employees through in-house and external training and seminars. This shall enable employees to perform their tasks efficiently and be able to cope with dynamic changes in products, technology, and rules of the various agencies. The topic of seminars includes notifications, requirements, rules and regulations of SET and SEC, accounting standards of various institutes, computer systems and programs, etc.

### **Creditors**

The Company austere practices in compliance with terms and conditions that have been made with its creditors. In doing so, the Company shall focus on loan management in accordance with the objectives as specified in the contract, duly loan and interest payment, responsible acts towards collaterals to constitute creditor's trust. In case of failing to comply with the terms and conditions or default on loan, the Company shall notify the creditors in advance to collectively consider the potential solutions for the issue.

### **Business Partners**

The Company underlines impartial and proper treatment and complies with business terms and conditions that have been made with its business partners in a fair manner. The Company shall also manage to develop and maintain good relationships with each business partner. The procedures for business partner selection are obviously identified in the Company's procurement policy to ensure that each prospective business partner shall be selected through the process of comparing and screening in accordance with the designated criteria and qualifications based on the Company's maximum benefits.

### **Business Competitors**

The Company operates its business under principles of free and fair competition. It shall observe good business norm in competitive market, and avoid malpractice such as illegal acquisition on confidential information or using distorted information to jeopardize competitors. Besides, it shall promote any business cooperation with the competitors in a beneficial manner to the consumers or any cooperative project that is deemed a part of the country's sustainable development in terms of economy, society and environment.

### **Regulatory and Government Agencies**

The Company adheres to the laws, notifications, rules and regulations stipulated by regulatory and related agencies, such as the Department of Business Development of the Ministry of Commerce, the Revenue Department of the Ministry of Finance, SET, SEC, etc. The Company also cooperates with relevant private agencies.

### **Community, Society and Environment**

Responsibility towards community, society and environment is a part of the Company's missions that promotes its sustainable growth. To build knowledge and foster good sense for its employees, the Company provides abundant activities that enable them to be a part of the projects to strengthen the community, build the good society, and conserve the environment. The Company also initiates the campaigns that allows its employees to realize the importance on the conservation of energy and efficient resource exploitation, which is deemed an organizational culture. This includes monitoring as well as evaluating the progress and long-term success of the



projects. Besides, the Company gives assistance through donations to various foundations and organizations, which carry out social activities such as the donation of tools, equipment and office supplies to temples, foundations and other social organizations both in government and private sectors.

### **Compliance with the Policy**

The directors, executives, and all employees must acknowledge, understand and strictly comply with Corporate Governance Policy, Business Code of Conduct, and Code of Conduct for directors, executives and employees. As a compulsory compliance, there shall be no such claim that these stipulated policies have been unknown.

The Company's executives shall ensure that their subordinates acknowledge, understand, and seriously comply with these policies. The Company has also stipulated the monitoring measure and disciplinary punishment in case of infringement or noncompliance with the Company's policies.

### **Complaint Consideration and Acceptance**

To ensure good corporate governance in our business operation, the Company has established communication channels for its corporate governance (CG Hotline) through which complaints, comments, suggestions and whistle blowing about suspected wrongdoing at work can be made. The employees and other stakeholders can communicate their concerns about illegal or unethical practices by persons within the Company via five communication channels of "CG hotline":

1. Telephone
2. Facsimile
3. The Company's website or email to [cghotline@mono.co.th](mailto:cghotline@mono.co.th)
4. Written submission to the Company Secretary by mail or in person.
5. Email to the Company's three independent directors who are the member of the Audit committee

To gain confidence of those expressing their concerns via CG Hotline or whistle blowers, the Company shall keep the source of such information confidential. The Company has written procedures for acknowledging and investigating such concerns which shall involve only authorized persons and the relevant persons. The whistle blowers who are the Company's employees shall be guaranteed that their protection shall be taken and no action shall affect their work status.

In order to prevent and minimize unnecessary investigations that is not beneficial to the Company's operations and management and leads to the waste of the Company's resources, the Company Secretary together with the Audit Committee shall only investigate complaints that are considered beneficial to the Company's operations and management or related to the protection of the rights of shareholders and stakeholders before reporting to the Board of Directors, as follows:



- (a) Complaints or information that are useful for investigation of possible fraud or illegal practices of the Company or its directors or executives or employees that may cause damage or loss to the Company
- (b) Complaints about laws, rules and regulations with which the Company must comply
- (c) Complaints about the Company's operating and accounting policies which have already been set out
- (d) Complaints about transactions that constitute conflicts of interest or related party transactions as specified in the Notification of the Capital Market Supervisory Board (CMSB) or SET
- (e) Complaints about the Company's financial statements and financial information
- (f) Complaints about the Company's operations and operational results
- (g) Complaints about infringement on human rights, intellectual properties or copy rights as well as incidents or matters involving corrupt conduct
- (h) Complaints about other additional items as specified by the Board of Directors or the Audit Committee.

### **Disclosure, Transparency, and Financial Integrity**

The Company places emphasis on accuracy, sufficiency, timeliness and impartiality in disclosing information to SET, the Company's shareholders and related agencies.

#### **Financial and Non-financial Information Disclosure**

1. The Company shall manage to perform the financial report. Financial statement disclosure is required to be reviewed by an independent auditor and also in accordance with the financial reporting standards and related practices. This includes disclosure of the Annual Report, Form 56-1, Management Discussion and Analysis (MD&A), and other important financial information in an accurate, sufficient, and timely manner. This is to acknowledge investors whether there is a change in financial status and performance of the Company in each operating period.
2. The Company shall disclose the financial reports by considering the result of the assessment on the sufficiency of the internal control system, independent auditor's opinion, notice on the internal control system, and notices from other communication channels. Audit Committee's opinion and consistency in the objective, the target, and the Company's policies shall also be considered.
3. The Company shall disclose non-financial information, including compliance with the law and policies (i.e. corporate governance; business ethics; code of conduct for directors, executives, and employees; transparent and fair management; anti-corruption policy; practice toward stakeholders; emphasis on human rights; social and environmental responsibilities). All of which are communicated toward the employees to implement as practice principles which can create long-term business value.
4. The Company shall ensure that the directors disclose their information accurately and completely.

5. The Company shall support and ensure that there is a sufficient number of personnel with competency to provide and disclose information. Development on knowledge, skills, and experience in accordance with the personnel responsibilities shall be provided as appropriate.
6. The Company shall disclose the apparent shareholding structure in subsidiaries and associated companies (if any) in order to ensure shareholders that the operational structure of the Company is transparent and accountable. In case of any shareholders' agreement, or policy effecting the shareholding structure, shareholders' relationship, or power to takeover the business, it is considered that the agreement or policy does not impose obstacles to the committee's duties. The matter shall also be disclosed in accordance with SET's regulation.
7. The Company shall regularly disclose financial and non-financial information by presenting the up-to-date information on the website of the Company both in Thai and English.
8. The Company shall provide minority shareholders the channel to inquire information through emails of independent directors or the Company Secretary for other matters, such as directors' activities, corporate governance, and audit.

#### **Financial Status Management of the Company**

1. The management shall monitor, assess financial status of the business, and report to the Board of Directors regularly. If there is an event or a sign which affect liquidity and debt paying ability, it should be monitored closely to jointly solve the problem and carefully operate the business. Information disclosure which is in accordance with criteria of related sectors shall also be provided.
2. The management shall establish the plan to solve financial problems by concerning about the fairness to stakeholders and debtors. Decision to implement any approach shall be reasonable and the progress of the report regarding the problem solving shall be regularly informed to the Board of Directors.
3. The meeting of shareholders shall approve any proposals or transactions and prudently consider such matter so that it does not affect business continuity, financial liquidity, and debt paying ability.

#### **Investor Relations**

1. The Chief Executive Officer, the Chief Marketing Officer, and the Chief Financial Officer are assigned to be responsible for communicating with institutional investors, shareholders, analysts and relevant government agencies.
2. The management shall determine strategic directions and investor relations development which clearly specify duties and responsibilities of investor relations function, formulate information disclosure policy to third party in an appropriate, fair, and timely manner, and monitor the use of internal information and market-sensitive information in order to ensure effective information disclosure.
3. The Company's news, information, and financial reports are provided via communication channels as follows:



- In 2020, the Company involved in investor relations activities to present the Company's information and operating result, as well as future business trend to analysts, investors, and the media. These activities were as follows.
  - » Analyst Meeting which was held for 4 times
  - » Press conference of the Chief Executive Officer about the new business plan, the reorganization, and the headquarters relocation
- Newsletters which show financial trends and financial status of the Company
- Websites of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and the Company ([www.mono.co.th](http://www.mono.co.th))
- Investors Relations Unit, Tel.: 02-502-0787 , 02-502-0797
- Email : [ir@mono.co.th](mailto:ir@mono.co.th)

## 5. Responsibilities of the Board of Directors

### 5.1 Structure of the Board of Directors

1. The Board of Directors is divided into two groups.

Group 1: Characterized by their executive management roles:

- Executive Director
- Non-Executive Director

Group 2: Characterized by independency

- Independent Director
- Non-independent Director

As of December 31, 2020 the Board of Directors was comprised of eight members: two members were executive directors (Executive Director is defined as the top-four executives next to Chief Executive Officer) and two members were non-executive Directors. Four members were the independent directors, and among these four, three were the member of Audit Committee. Meanwhile, two members of executive directors were comprised of the Chief Executive Officer and the Chief Marketing Officer. For the structure of Board of Directors, one-half of the total number of the Board of Directors are independent directors to ensure the checks and balances in voting as well as in the management of executives for the best benefit of the Company. In addition, the number of the Company's independent directors is in line with the SEC's regulations requiring one-third of the total number of the Board of Directors must be independent directors.

2. At each Annual General Meeting of Shareholders, one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. 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. Retiring directors may be re-elected in the Annual General Meeting of Shareholders.

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

- Passing Away
  - Resignation
  - Qualifications fall short of the criteria or incompatibility as specified by law
  - Resolution to be removed by the Annual General Meeting of Shareholders which require not less than three-fourths of the number of shareholders attending the meeting and having the right to vote. Total number of shares shall be not less than a half of shares held by shareholders attending the meeting and having the right to vote.
  - Order by the Court to resign
3. Persons to be appointed as independent directors must possess qualifications as required by SEC, CMSB and SET.
  4. At least one-third, but not less than three members of the Company's Board of Directors must be independent directors.
  5. The Chairman shall be elected by the Board of Directors, while the Chief Executive Officer shall be nominated by the Nomination and Remuneration Committee.
  6. The Company shall encourage the directors to have knowledge of their duties and dedicate enough time for the Company's operation.
  7. The Company's directors and executives can hold directorships or executive positions in the Company subsidiaries or other companies but these positions must be in accordance with the guidelines of SEC, CMSB, SET and other related agencies. Also, this matter must be disclosed to the Board of Directors' meeting. However, the Chief Executive Officer has been limited to hold a board seat or directorship in not more than one listed company (excluding the Company and its subsidiaries). This matter must be approved by the Board of Directors.
  8. Company Secretary who has appropriate qualification and experience has been appointed by the Board of Directors to provide legal and regulatory advice to the Board, take care of the Board's meeting as well as important documents and administrative activities, monitor compliance with the Board's resolutions, and communicate with the shareholders and other concerned regulatory agencies. The disclosure of the Company Secretary's qualification and experience appears in the Annual Report and the Company's website.





## 5.2 Committees

1. The Board of Directors can establish committees to assist in the study and screening of special tasks. The qualifications and scope of work of each committee shall be clearly defined.

- The Executive Committee must be appointed to formulate policies and make decision on important tasks. The Executive Committee shall carefully consider various matters before presenting to the Board of Directors for approval as well as checking and following up the policy implementation and management of the Company in compliance with the assignment of the Board of Directors.

The Chairman of the Board of Directors and the Chairman of Executive Committee must not be the same person for check and balance purposes by means of separation of supervision and management roles. The Chairman of the Board of Directors is the director without executive management role; he is the leader of the directors, with the responsibility of being the Chairman in the meeting of the directors and the Annual General Meeting of Shareholders. On the other hand, the Chairman of Executive Committee who is the head and leader of the Company's executives shall perform his management role for the Board of Directors in order to achieve the specified work plans.

- The Audit Committee must be established to help the Board of Directors to review all financial reports of the Company to ensure accuracy and disclosure adequacy. The Audit Committee also reviews the suitability and efficiency of the internal control and audit systems as well as ensuring that all Company's operations are complied with the Company's regulations and policies as well as all applicable laws and notifications.
- The Nomination and Remuneration Committee must be established to be responsible for nominating persons, with suitable qualification to be the Company's directors and proposing the Board of Directors or the Annual General Meeting of Shareholders (as the case may be) to consider those qualified persons for appointment as directors. Also, they must be responsible for considering the appropriate remuneration for the directors and high-ranking executives as well as the employment contract of high-ranking executives and overall rate for their salary increase. Consequently, the Board of Directors shall consider approving the remuneration of high-ranking executives and overall rate for salary increase. Nevertheless, the Annual General Meeting of Shareholders shall have the right to approve the remuneration for the directors.
- A Risk Management Committee must be also established to evaluate risks to the Company business operation.

In addition, each committee shall hold the meeting for performance appraisal or policy revision at least once a year.

2. The Chairman of the Nomination and Remuneration Committee must be an independent director and at least one member of Nomination and Remuneration Committee must also be an independent director.

## 5.3 Roles and Responsibilities of the Board of Directors

### The Separation of duties of policy establishment and regular task management

The Board of Directors considered and decided to clearly separate duty and responsibility for policy establishment and regular task management. The Chairman of the Board of Directors shall not be the same person as the Chief Executive Officer. The Chairman of the Board of Directors is the leader who takes an important role to make decision on the Company's policy according to the meeting of the Board of Directors that joins hands with the management team to consider and define business target. The Chairman of the Board of Directors is also the head to effectively run the meeting of the Board of Directors by encouraging all directors to take part in the meeting through freely expressing their opinion as well as to act as the Chairman of Annual General Meeting of Shareholders. The Chairman of the Board of Directors shall not engage in the management of regular works, but giving supports and suggestions for business undertaking by the management team through the Chief Executive Officer. Typically, the Chief Executive Officer is responsible for management under the scope of authority assigned by the Board of the Directors.

Moreover, the Chairman of the Board of Directors is not the Chairman or a member of any committee in order to truly promote the independency of the committee.

## 5.4 Board of Directors' Meeting

1. The meeting of the Board of Directors shall be scheduled in advance and at least six meetings must be held per year (once every three months). The regular agenda for each meeting shall be clearly defined, such as the consideration of the financial statements reviewed or audited by auditors. The Chairman of the Board of Directors, Chief Executive Director and directors shall jointly consider the importance and necessity for inclusion of the other agenda items. In case where the Board of Directors' meetings are not held every month, the Company shall prepare a monthly report of its performance for the Board of Directors so that they can continuously monitor and control the performance of the management unit.
2. The quorum of not less than two thirds of all Board members is eligible to vote at the meeting to pass a resolution.
3. All committees can hold meetings to approve matters, within authority and power assigned by the Board of Directors and the Company Secretary shall act as the coordinator.
4. Invitation, details of the meeting and supporting documents shall be sent to each director at least 7 days in advance of the meeting date. The documents shall be concise. In cases where details of the agenda cannot be disclosed in writing, the confidential issue shall be brought up for discussion during the meeting. The meeting minutes shall be taken with accurate and complete details while the approved version of minutes shall be kept for verification by the Board of Directors and relevant persons.
5. The meeting of non-executive directors, without the presence of the management team can be arranged as appropriate. The Company Secretary shall act as the coordinator and inform the executive directors of the meeting result.



6. Directors can access additional information via the Chief Executive Officer, the Company Secretary or the executives designated as a contact person. If necessary, the Board may seek independent professional advice at the Company's expense.
7. Independent Directors are encouraged to express their opinion and propose useful information toward the Company in the meeting agendas.
8. Executives of the Company and other related persons shall attend Board meetings to present information and details to support the Board's accurate and timely decision-making.

## 5.5 Performance Assessment

The Board of Directors promotes assessment of the Board as a whole at least once a year so that their performance can be improved upon accordingly. At the end of each year, The Company Secretary must provide every director with the Assessment Form of which the topic shall be clearly defined. The assessment form shall be divided into the Board of Directors performance assessment, Individual Director Self-Assessment, performance assessment of other committees, and Chief Executive Officer Performance Assessment. The assessment result shall be summarized and reported to meeting of the Board of Directors for acknowledgement and consideration, which can be adopted for continuous improvement. Each assessment is detailed as follows:

**1) The Board of Directors Performance Assessment** follows the guideline specified by the Stock Exchange of Thailand and adjusts to fit the structure of the Boards of Directors and improve their performances. The topics are defined, as follows:

- Structure and Qualifications of the Board of Directors
- Roles and Responsibilities of the Board of Directors
- The Meeting of the Board of Directors
- The Board of Directors' function
- Relationship with the Executive
- Self-improvement of the Board of Directors and Development of Executives

In 2020, the Board of Directors assessment score averagely equals to 98.64%.

**2) Individual Director Self-Assessment** is defined with the topics in coherence with each director's roles and responsibilities, Corporate Governance Policy, Code of Conduct for Directors, as follows:

- Qualifications, knowledge, and competency
- Strategic formulation, governance, performance tracking
- Roles and Responsibilities of the Board of Directors
- Self-Improvement

In 2020, the individual Director self-assessment score averagely equals to 99.63%.

**3) Performance Assessment of Other Committees** is conducted yearly in order to improve their roles and responsibilities supporting the Board of Directors' performance. In 2020, each committee assessment score is detailed, as follows:

- Audit Committee assessment score averagely equals to 98.59%.
- Nomination and Remuneration Committee assessment score averagely equals to 93.98%.

#### **4) Chief Executive Officer Performance Assessment**

The Chief Executive Officer's responsibility is to set goals and manage every task to achieve them. Therefore, the Chief Executive Officer Performance Assessment as well as Self-Assessment shall be processed at the end of each year. The Company Secretary shall summarize and presents the assessment result to the meeting of the Nomination and Remuneration Committee. The assessment result will be a reference in defining the performance improvement plan and the remuneration for the Chief Executive Officer. The CEO assessment topics are defined in accordance with the requirements of SET as follows:

- Leadership
- Strategic Formulation
- Planning and financial performance
- Relationships with the Board of Directors
- External relationships
- Working management and relationships with personnel
- Succession Plan
- Knowledge on Products and Services
- Personal Qualifications
- Self-Development

### **5.6 Remuneration for Directors and Executives**

1. The Nomination and Remuneration Committee shall determine the structure and the remuneration, and evaluate the performance of the directors, the executive directors and the Chief Executive Director before proposing to the Board of Directors and/or the shareholders' meeting for consideration by concerning each pay components as appropriate, in both fixed rates and remuneration paid in accordance with the Company's performance.
2. Remuneration for the directors is considered as to comply with the Company's business strategy and long-term objectives, then compared with the remuneration in the industry. The experiences, scope of work, and responsibilities of the directors in each committee shall also be considered appropriately at the fixed rate.



3. The Board of Directors shall establish standard performance assessment criteria and approve supportive compensation structures for Chief Executive Officer, high level executives, and employees so as to achieve the objectives and the targets of the business both in short-term and long-term. Such matter shall be managed by communicating the performance assessment criteria in advance, monitoring the performance, and considering the result of the performance assessment with consistent criteria stated above.
4. The Chief Executive Officer shall consider and review the remuneration for the executives and employees at least once a year based on the Company's performance, the employees' performance, years of employment, etc. The result of consideration shall be submitted to the Nomination and Remuneration Committee, the Executive Committee and Board of Directors to be considered approval.

## 5.7 Professional Development for Directors, Executives and Employees

1. The Company encourages the directors, executives and Company Secretary to attend seminars and training programs hosted by the Thai Institute of Directors, SET, SEC, or other sectors, as well as holds annual development projects for the executives, as the knowledge gained will be beneficial and can help improve their performances. Basically, the directors must attend all development programs as required by SET and SEC.

### Summary of the training programs attended by directors, executives, and responsible persons in accounting and finance in 2020

- Mr. Charoen Sangvichaipat Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee

No.	Training Course	Type
1	Director Certification Program (DCP) Class 292/2020 Thai Institute of Directors (IOD)	External

- Miss Saranya Amornrattanasuchad Chief Financial Officer and the person taking the highest responsibility in finance and accounting

No.	Training Course	Type
1	Accounting and Finance Preparation (CFO's Orientation Course) of Thailand Securities Institute (TSI)	External
2	Update on Accounting Standard Relating to Related Party Transactions and Investment in Subsidiary, Associated Company, and Joint Venture	Internal



- Miss Tassanee Kuantalaeng Assistant Vice President - Accounting and Finance and the person supervising accounting

No.	Training Course	Type	Training Hours
1	Corporate Finance class 2/2020	External	6
2	Financial Model 1 - Fundamentals of Finance class 2/2020	External	12
3	Fundamentals of TFRS 9 class 2/2020	External	4.3
4	Update on Accounting Standard Relating to Related Party Transactions and Investment in Subsidiary, Associated Company, and Joint Venture	Internal	6

The Audit Committee deemed that the internal training courses above conform to the business operation and benefit the Company. The training hours is also in accordance with the requirement of SEC.

2. The Company shall provide orientation for new directors together with all relevant documents and necessary information that benefits their duties, such as the Director's Handbook, annual registration statements (Form 56-1), annual reports (Form 56-2), minutes of the Board of Directors' and shareholders' meetings and the Corporate Governance Policy, Business Code of Conduct, Code of Conduct for Directors, Information pertaining to business operation and management, financial report, and director training courses shall be also provided in order to enhance knowledge and understanding on their performances as director, which will efficiently improve the business operation.
3. The Company shall prepare the succession plan and arrange executives and employees to rotate their tasks as appropriate, based on their abilities, work assignment and timing. The Chief Executive Officer shall determine the duration of their assignment and evaluate their performances in preparation of the development and succession plans. This shall increase the capabilities of the executives and employees and enable them take over each other's position as required.

## Committees

The Company's management structure consists of Board of Directors, Audit Committee, Executive Committee, Nomination and Remuneration Committee and Risk Management Committee. All directors and executives of the Company possess qualifications that meet requirements of Section 68 of Public Limited Companies Act, B.E. 2535, Securities and Exchange Act, and relevant notifications of Capital Market Supervisory Board (CMSB). The management structure of the Company is as follows:



## 1. Audit Committee

As of December 31, 2020, the Audit Committee comprised three members and details of their meeting attendances were as follows:

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Preecha Leelasithorn	Chairman of Audit Committee	6/6
2. Mr. Kriengsak Thiennukul	Member of Audit Committee	6/6
3. Mr. Charoen Sangvichaipat <sup>1)</sup>	Member of Audit Committee	6/6

Remark

<sup>1)</sup> The meeting of the Board of Directors No. 1/2020 held on February 3, 2020 passed a resolution to appoint a sub-committee in replacement of Mrs. Punnee Worawuthichongsathit who resigned from her position. Detail of the sub-committee is as follows:

1. Mr. Preecha Leelasithorn, the former Member of Audit Committee, appointed as Chairman of Audit Committee
2. Mr. Charoen Sangvichaipat appointed as Member of Audit Committee

The Audit Committee who has adequate expertise and experience to review creditability of the financial statements is Mr. Preecha Leelasithorn and the Secretary to the Audit Committee is Miss Suansri Suankul.

### Term of Office

The Audit Committee serves a term of three years since the appointment date. The retiring members of the Audit Committee shall be re-elected. In cases of vacancy for the member of Audit Committee due to other reasons aside from retirement by rotation, the Board of Directors shall appoint those possessing complete qualification to be the member of Audit Committee in order to replace the vacant position as specified by the Board of Directors. The replacement member will serve only the remaining term of the Audit Committee member whom he/she replaces.

### Authority, Duties and Responsibilities of Audit Committee

1. To review the Company's financial reports and ensure its accuracy and adequacy.
2. To review the Company's internal control and internal audit systems and ensure that they are suitable and effective.
3. To review and ensure the Company's compliance with the law on securities and exchange, regulations of SET, the laws, and the standards relating to the Company's business.
4. To consider, select, nominate and terminate an independent person for appointment as the Company's auditor and propose remuneration for such person, and for the termination of such appointment; as well as to attend a non-management meeting with the auditor at least once a year.
5. To consider related party transactions or transactions that may lead to conflicts of interest and ensure that they are in compliance with the laws and the regulations of SET and reasonable as well as creating the highest benefit for the Company.

6. To report the performance to the Board of Director as well as to prepare and to disclose the Report of the Audit Committee in the Company's annual report. This report must be signed by the Chairperson of the Audit Committee and must contain at least the following information:
  - an opinion on the accuracy, completeness and credibility of the Company's financial reports;
  - an opinion on the adequacy of the Company's internal control system and risk management system;
  - an opinion on the compliance with the law on securities and exchange, the regulations of SET, or the laws relating to the Company's business;
  - an opinion on the suitability of an auditor;
  - an opinion on the transactions that may lead to conflicts of interest;
  - the number of the Audit Committee's meetings and the attendance at such meetings by each committee member;
  - an opinion or overview of comments received by the Audit Committee from its performance of duties in accordance with the charter; and
  - other reports which should be disclosed to the shareholders and general investors within the scope of duties and responsibilities designated by the Board of Directors.
7. To review Internal Audit unit's operations in the following aspects :
  - Consider the scope of operations, annual audit plan and budget, and performance of personnel to ensure that they are suitable and aligned with the scope of operations and adequate for supporting the performance of duties of the Audit Committee, as well as the development and the verification of internal control system and risk management efficiency;
  - Consider the appointment, rotation or termination of employment of head of Internal Audit unit;
  - Consider the performance report; and
  - Consider the independence of Internal Audit unit.
8. To verify the correctness of self-assessment form on the anti-corruption practice of the Company, including the documents relating to Thailand's Private Sector Collective Action Coalition Against Corruption, and to ensure that the policy and the anti-corruption practices are being followed.
9. To review the auditing rules and procedures and ensure they always fit with business circumstances.
10. To report the Board of Directors when the Audit Committee finds or suspects any of the following transactions or acts, which could materially affect the Company's financial position and operating results, in order to inspect and take a corrective action within the period of time that the Audit Committee deems fit:



- a transaction which causes conflicts of interest;
- a complaint or whistleblowing on a fraud or unusual practice or material defect in relation to the internal control system; and
- a violation of the law on securities and exchange, the SET's regulations or the laws and standards relating to the Company's business.

In the event that the Board of Directors or executives fails to have the corrective action taken within the time period specified in the first paragraph, any member of the Audit Committee may report the occurrence of any such transaction or act specified in the first paragraph to SEC or SET.

11. To perform duties as mentioned in No. (1) - (10) in the part that is related to business operation of subsidiaries as the Audit Committee has been assigned to do so or upon request from the subsidiaries. Also, such performance must be within scope of their authority and duties.
12. To perform any other act as assigned by the Board of Directors, provided that such matter must be approved by the Audit Committee.

The Audit Committee has authority to take following actions: inviting directors, employees, staff to attend the meeting to clarify and answer any question relating to the Committee's duties and responsibilities; discussing with the Company's expert or consultant (if any) or hiring a third-party consultant or specialist if necessary at the Company's expenses; requesting the Company's employees to submit necessary documents about the Company's operations for auditing or investigation for work accomplishment; assigning any employee or staff to take particular action to support auditing activities; and taking action specified above in relations to subsidiaries as assigned or requested by subsidiaries and within scope of their authority and duties.

As the Internal Audit Unit has not been established, S.C. Accounting & Business Consultant (1995) Co., Ltd., a third party company, with no relationship with the Company and subsidiaries, was employed to be the internal auditor responsible for auditing internal control system of the Company and subsidiaries in order to ensure adequacy and appropriateness of our internal control system.

## 2. Executive Committee

As of December 31, 2020, the Executive Committee comprised four members and details of their meeting attendances were as follows :

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Navamin Prasopnet	Chairman of Executive Committee	34/34
2. Mr. Patompong Sirachairat	Executive Director	34/34
3. Mr. Sang Do Lee	Executive Director	34/34
4. Miss Benjawan Rakwong	Executive Director	34/34

Remark

<sup>1)</sup> The Executive Director who resigned during the year was the following.

- Mr. Komsak Wattanasriroj, an Executive Director, resigned with effect on April 30, 2020 (attended the meeting 13 times from 13 meetings).

Miss Saranya Amornrattanasuchad is the Secretary to the Executive Committee

### **Term of Office of Executive Committee**

The Executive Committee serves a term of two years since the appointment date. The retiring members of the Executive Committee shall be re-elected.

### **Authority, Duties and Responsibilities of the Executive Committee**

1. To be responsible for management of the Company's business to meet the established objectives of business operation. The business management must be in line with the policy, requirements or orders designated by the Board of Directors. Moreover, the Executive Committee shall consider and screen relevant matters before proposing the Board of Directors to consider approving.
2. To arrange the Company's vision, business strategy, operational policy as well as budget of the Company and subsidiaries before proposing the Board of Directors to consider approving.
3. To monitor, examine and follow up management policy and guideline implementation by the Company to ensure that they are in compliance with the assignment of the Board of Directors.
4. To have authority to consider approving some cases or operations regarded as regular business of the Company under financial limit or annual budget approved by the Board of Directors and to perform any action as specified above. In details, the Executive Committee shall have authority to approve expenses or procurement or lease or hire purchase that are relevant to the Company's operation and investment for both core business or supporting units at the financial limit of 60 million Baht; and have authority to approve borrowing from financial institutions to continue regular transactions of the Company at the financial limit of 60 million Baht.
5. To report the operation results to the Board of Directors according to following topics and time limit:
  - 5.1 Quarterly report of operation results must be submitted within the period of time specified by SET
  - 5.2 Reports of Auditor on the Company's financial statements as well as annual and quarterly financial Statements must be submitted within the period of time specified by SET
  - 5.3 The submission of other reports will be made within the period of time that the Executive Committee deems fit.
6. At the meeting of the Executive Committee for considering any operations as per authority, duties and responsibilities specified in this orders, at least half of all members of Executive Committee must attend the meeting to constitute a quorum, allowing the Executive Committee to continue such operations.
7. For voting at the meeting of the Executive Committee, each director shall have 1 (one) vote. In case of an equality of votes, the Chairman of the Executive Committee shall cast 1 (one) vote to make the final decision.





8. For a resolution on each agenda at the Meeting of the Executive Director, votes for approval must reach at least half of entire votes at that meeting.
9. The meeting of the Executive Committee must be arranged as necessary and appropriate. Each director can convene the special meeting aside from the normal meeting. Nevertheless, the notification of meeting agenda(s) shall be presented to other directors prior to the meeting as appropriate, allowing other directors to have sufficient time to consider the said agenda(s).
10. The Executive Committee can appoint any working team and/or persons to consider and screen works before presenting to the Committee; or to perform other actions beneficial to the performance of duties of the Committee; or to perform other actions on their behalf as per their assignment and within their scope of authority, duties and responsibilities.
11. The Executive Committee shall have authority of sub-delegation. Moreover, the Executive Committee shall be able to designate any person to perform a particular works on their behalf. Such sub-delegation of authority and/or assignment must be under the scope of delegation of authority as per the given power of attorney and/or comply with regulations, requirements or orders specified by the Board of Directors. However, the delegation of authority and responsibilities of the Executive Committee shall not be made in the manner that the Executive Committee or other persons delegated by the Executive Committee enable to approve transaction, which they or others may have stake in, or receive benefit, or have conflicts of interest (as defined by the notifications of SEC or CMSB) with the Company or subsidiaries.

### 3. Nomination and Remuneration Committee

As of December 31, 2020, the Nomination and Remuneration Committee comprised three members and details of their meeting attendances were as follows:

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Preecha Leelasithorn	Chairman of Nomination and Remuneration Committee	4/4
2. Mr. Kriengsak Thiennukul	Member of Nomination and Remuneration Committee	4/4
3. Mr. Charoen Sangvichaipat <sup>1)</sup>	Member of Nomination and Remuneration Committee	3/3

Remark

<sup>1)</sup> The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint Mr. Charoen Sangvichaipa as Member of Nomination and Remuneration Committee in replacement of Mrs. Punnee Worawuthichongsathit who resigned.

Miss Pitirudee Sirisamphan is the Secretary to the Nomination and Remuneration Committee.

## Term of Office of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee serves a term of two years since the appointment date. The retiring members of the Nomination and Remuneration Committee shall be re-elected.

## Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

1. To consider the policy and criteria on selection of qualified persons to be the Company's directors and executives as well as to select persons and nominate names of qualified persons before proposing the meeting of the Board of Directors and/or the shareholder's meeting to consider approval of the appointment of the Company's directors and high-ranking executives. This includes the revision on the criteria and the procedure of the selection prior the term of the committee selection.
2. To consider revision of the policy and criteria on remuneration and benefits of the Company's directors, high-ranking executives, and employees annually.
3. To advise the Board of Directors about presentation of the remuneration of directors and high-ranking executives to the meeting of the Board of Directors and/or the shareholders' meeting in order to ask for their approval. The Board of Directors shall have authority to approve remuneration and benefits of high-ranking executives, while the shareholders' meeting shall have authority to approve remuneration and benefits of the Board of Directors.

## 4. Risk Management Committee

As of December 31, 2020, the Risk Management Committee comprised three members and details of their meeting attendances were follows:

Name	Position	Number of Attendances/ Number of Meetings (Time)
1. Mr. Navamin Prasopnet	Chairman of Risk Management Committee	5/5
2. Mr. Patompong Sirachairat	Member of Risk Management Committee	5/5
3. Mr. Bannasit Rakwong	Member of Risk Management Committee	5/5

Remark

<sup>1)</sup> The Member of Risk Management Committee who resigned during the year were the following.

- Mr. Jiraparwat Boonyasen, a Member of Risk Management Committee, resigned with effect on February 29, 2020 (attended the meeting 1 time from 1 meeting).
- Miss Paweena Poonpattanasuk, a Member of Risk Management Committee, resigned with effect on April 30, 2020 (attended the meeting 2 times from 2 meeting).

Miss Pitirudee Sirisamphan is the Secretary to the Risk Management Committee.



## **Term of Office of the Risk Management Committee**

The Risk Management Committee serves a term of two years since the appointment date. The retiring members of the Risk Management Committee shall be re-elected.

## **Authority, Duties and Responsibilities of the Risk Management Committee**

1. To review and screen policy and guidelines on overview of the Company's risk management covering key risks relevant to financial matters, investment and the Company's reputation before proposing the Board of Directors to consider approving.
2. To formulate strategies and guidelines on the Company's risk management to be in line with the established risk management policy as well as to evaluate, monitor and control the Company's risk at acceptable and appropriate level.
3. To monitor and ensure that risk management activities are in compliance with risk management policy and guidelines as approved by the Board of Directors.
4. To specify risk measurement criteria and the Company's risk appetite limit.
5. To set appropriate risk management measures that can cope with all different situations.
6. To review sufficiency of risk policy and management system as well as effectiveness of risk management system and compliance with the policy.
7. The Company's management, operation, risk status, changes and areas of improvement to keep risk management in line with the Company's policy and strategy must be regularly reported to the Board of Directors.
8. To appoint a working team of risk management as necessary as well as to support the working team of risk management in terms of personnel, budget and other necessary resources under the scope of responsibilities of the team.

## **5. Scope of Work and Responsibilities of the Chairman**

- Accountable to be the leader of the Board of Directors as well as decide with the management in topics relevant to the Company's policies and business objectives which resulted from the meeting of the Board.
- Supervising and monitoring the Board's and sub-committee's exercise of duties to perform effectively and achieve the Company's objectives.
- Performing as the Chairman of the Board's meeting and shareholders' meeting with an ability to control the meeting effectively, allocate meeting time to consider important points sufficiently, manage the meeting in accordance with the specified agendas and regulations of the Company.
- Determining the meeting agendas with the management and proposing important topics to be filed in the agenda. The Chairman shall encourage all directors to participate in the meeting and share their opinions.

- Promoting business ethics and good governance as the Company's culture.
- Establishing a good relationship between executive directors and non-executive directors as well as between the Board and the management.
- Performing other duties as assigned according to the resolutions of the meeting of the Board of Directors and/or the Meeting of Shareholders.

## 6. Scope of Work and Responsibilities of the Chief Executive Officer

- Managing the Company, subsidiaries, and associated companies in accordance with the visions, missions, and policies under the scope of authority assigned by the Board of Directors.
- Ensuring the Company's operations in compliance with the main objectives of the Company as well as monitoring the performance of the management and reporting the Company performance and operating results to the Board of Directors regularly.
- Establishing policies and regulations supporting the operations of all units as specified by the Board.
- Promoting business ethics and code of conduct under the scope of corporate governance.
- Taking care of human resources management, personnel recruitment, remuneration management, and benefits, as well as enhancing the capabilities of employees to perform their duties effectively.
- Taking care of financial management and effective implementation of resources and budget.
- Performing other duties as assigned according to the resolutions of the Meeting of the Board of Directors and/or the Meeting of Shareholders.

## Recruitment and Appointment of Directors and Executives

For the selection of persons to assume the position of the Company's directors and executives, the Nomination and Remuneration Committee shall be responsible for recruiting and selecting persons to take the said position as well as nominating names of qualified persons to the Board of Directors and/or the shareholders' meeting (as the case may be). Persons to be appointed as directors and executives must possess complete qualifications required by Section 68 of Public Limited Companies Act, B.E., 2535 (as well as the amendment), Securities and Exchange Act and relevant notifications of CMSB. Moreover, their knowledge and competency as well as working experiences shall be taken into consideration.

Details of composition and appointment of the Board of Directors/ independent directors, the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee and the Risk Management Committee are as follows:

### Composition and Appointment of the Board of Directors

The Board of Directors shall comprise no less than five members and half of them shall be resident in Thailand. The directors need not be the Company's shareholders. Regarding the appointment of the Board of Directors, the Nomination and Remuneration Committee shall be responsible for selecting persons to assume the positions in the Board of Directors by taking into account their qualifications in accordance with the Board's rules and specifications. Besides, the Board Diversification in terms of knowledge, competency, professional



skills, business-related experiences, specialization, gender, and other necessary skills as appropriately required for the Company's business strategy should be included in the consideration. Moreover, the Nomination and Remuneration Committee may consider appointing the Company's major shareholders to assume the positions in the Board of Directors as their business experience that may be beneficial to the Company's operation.

Recruitment of new director shall be completed by the selection from various sources including director pool of creditable institutes or agencies. In case of no persons from such director pool be qualified for assuming the position of director, Professional Search Firm service shall be taken and the relevant expenditure shall be responsible by the Company.

However, the appointment of new directors must be approved by the meeting of the Board of Directors and/or the shareholders' meeting (as the case may be). In addition, the Company's Articles of Association requires that the directors shall be elected at the shareholders' meeting as per these following criteria and procedures.

1. One share is entitled to one vote.
2. Each shareholder must exercise votes as per (1) above to elect one or several directors but cannot separate the votes among directors.
3. Persons who receive the largest number of votes, in descending order, shall be elected to be the directors until the vacancies are filled. In the event of persons receiving equal votes and exceeding the number of vacancies to be filled, the Chairman of the meeting shall cast the vote to make the final decision.

At each Annual General Meeting of Shareholders, one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. 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. Retiring directors may be re-elected.

## **Composition and Appointment of Independent Directors and Audit Committee**

### **Independent Directors**

As specified by the Company, at least one-third, but not less than three members of the Company's Board of Directors must be independent directors which shall be appointed by the Board of Directors or the shareholders' meeting (as the case may be).

Based on the criteria of the selection of the Board of Directors, those who will be appointed to be independent directors shall possess qualifications, without prohibited characteristics of directors according the Public Limited Companies Act and law on securities and exchange, as well as relevant notifications, requirements and/or regulations. Qualifications of independent directors will be considered from their independence factor, educational qualification, specialized expertise, working background and other preferable characteristics. Moreover, the independent director candidates shall be considered independent from executive team and major shareholders. Well qualified candidates for being independent directors shall be presented to the shareholders' meeting for consideration. In cases of vacancy for independent directors before the end of their term of office, the Board of Directors shall appoint those possessing complete qualifications to be the independent directors in order to replace the vacant position. The replacement member will serve only the remaining term of independent directors whom he/she replaces.



Qualifications of independent directors as specified by the Board of Directors are as follows:

1. Holding not more than one percent of shares (with voting right) of the Company, holding company, subsidiaries, associated company, a major shareholder or controlling person of the Company, which shall be inclusive of the shares held by any related person of such independent director;
2. Neither being nor having been an executive director, employee, staff or advisor receiving regular salary or controlling person of the Company, holding company, subsidiaries, associated company, subsidiaries of the same level or a major shareholder or controlling person of Company, unless the foregoing status has ended for more than two years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). This condition does not include an independent director who used to be a government officer or advisor to any government agencies who is a major shareholder or controlling person of the Company.
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child of any executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or subsidiaries.
4. Neither holding nor having held a business relationship with the Company, holding company, subsidiaries, associated company, major shareholder or a controlling person of the Company in a manner which may interfere with his/her independent judgement, and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Company, holding company, subsidiaries, associated company, major shareholder or controlling person of the Company unless the foregoing relationship has ended for more than two years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). The abovementioned 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 three percent of net tangible assets of the Company or more than 20,000,000 Baht, whichever is lower. Mutatis mutandis, in calculating such debt, the method of calculating the value of related party transactions stated in the announcement of CMSB's regulations on the execution of related party 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. Neither being nor having been an auditor of the Company, holding company, subsidiaries, associated company, a major shareholder or controlling person, and not being a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, holding company, subsidiaries, associated company, major shareholder or controlling person unless the foregoing relationship has ended for more than two years prior to the date of submitting the application to the Securities and Exchange Commission (SEC).
6. Neither being nor having been any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding 2,000,000 Baht from the Company, holding company, subsidiaries, associated company, a major shareholder or controlling person, and not being a substantial shareholder, controlling person, or partner of the professional adviser, unless the foregoing relationship has ended for more than two years prior to the date of submitting the application to SEC.



7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder related to the major shareholder;
8. Not operating any business that is of the same nature as or that significantly competes with the business of the Company or subsidiaries 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 one percent 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 subsidiaries' business operation.
9. Not having any characteristics that prohibit the expression of independent opinion towards the Company's business operation.

## **Audit Committee**

The Audit Committee comprises of at least three independent directors who serve a term of three years since the appointment date. The Company set policy of selection of the Audit Committee and independent director that is in line with the Notification of CMSB No. Tor Chor. 28/2551 Re: Application for Permission and Grant Permission to Offer Newly Issued Shares, dated December 15, 2008 (as well as the amendment), with following details:

1. They must be appointed by the Board of Directors or the shareholders' meeting (as the case may be)
2. They must possess qualifications of independent directors as mentioned above and;
  - 2.1 They shall not be directors delegated by the Board of Directors to make decision on operations of the Company, subsidiaries, subsidiaries at the same level, major shareholders or controlling person of the Company and;
  - 2.2 They shall not be directors of subsidiaries or same-level listed subsidiaries.

In addition, at least one of independent director assuming the position of the Audit Committee must have sufficient knowledge and experience in accounting or finance to perform reviewing the creditability of financial statements. Meanwhile, business-related experiences, specialized expertise relating to business and ethics of the said member of Audit Committee shall be taken into account.

Based on the criteria and methods of the appointment of the Board of Directors, the retiring members of the Audit Committee shall be re-elected. In cases of vacancy for the member of Audit Committee due to other reasons aside from retirement by rotation, the Board of Directors shall appoint those possessing complete qualification to be the member of Audit Committee in order to replace the vacant position as specified by the Board of Directors. The replacement member will serve only the remaining term of the Audit Committee member whom he/she replaces.

## **Composition and Appointment of the Executive Committee**

The Board of Directors shall appoint the Executive Committee from the Company's directors or high-ranking executives who can perform management of the Company's normal business activities and can formulate policy, business plan, budget and management structure as well as auditing and monitoring the Company's operation results according to the policy specified by the Board of Directors.

## Composition and Appointment of the Nomination and Remuneration Committee

Some directors of the Company shall be appointed as the Nomination and Remuneration Committee and one-third of the total number of the Nomination and Remuneration Committee must be the independent director and the Chairman of the Nomination and Remuneration Committee must be the independent director.

## Composition and Appointment of the Risk Management Committee

The Board of Directors shall appoint the Risk Management Committee by selecting from the Company's directors or high-ranking executives in both business and supporting units to be responsible for considering risk-related issues of the Company.

## Control of Subsidiaries and Associated Companies' Business Operations

The Company's Board of Directors shall be responsible for business management and operation of the Company as well as the operation of subsidiaries in compliance with our main business plan, resolutions of shareholders, laws as well as objectives and Articles of Association of the Company. The Board of Directors must control the operations of the Company and subsidiaries to comply with the regulations of SET, through the supervision of Board of Directors in order to control, manage and be responsible for the operation of the Company and subsidiaries, with details summarized as follows:

1. The Board of Directors sets the policy to appoint their representative to be the director or executive of subsidiaries and associated companies in order to monitor the operation of such companies to be in line with the Company's policy.
2. The Board of Directors continues to monitor the operation of subsidiaries or associated companies and sets guidelines to control the operation of such companies for a person who was appointed as the director or executive.
3. The Board of Directors continues to control the business operation of subsidiaries or associated companies to meet the approved business policy, goals, operation plan, strategy and budget.
4. The Board of Directors considers designing the organization structure and management of subsidiaries or associated companies to add their business operation efficiency and suit current business circumstances.
5. The Board of Directors shall consider approving the budget and spending for investment, operations, transactions of acquisition or disposition of assets, borrowing from financial institutions, lending, capital increase and decrease or business closure that may significantly affect subsidiaries or associated companies' operations.
6. The Audit Committee shall review accuracy and reliability of financial reports, internal control system, internal auditing works, related party transactions, compliance with related law and regulations as well as monitoring and controlling of subsidiaries and associated companies' operations.
7. The Risk Management Committee shall consider screening the policy and risk management guidelines of subsidiaries and associated companies.
8. The Board of Directors focuses on improving management as well as providing good corporate governance and efficient risk management system of subsidiaries and associated companies.



9. The subsidiaries and associated companies must report their performance to the Board of Directors of the Company. Also, the Board of Directors must consider such performance regularly in order to support their planning and goals of business operation in the future.

## Control of the Use of Inside Information

The Company has a policy and practices to control the exploitation of inside information by the directors and executives for their personal benefit, including securities trading:

1. The Company formulates the written guidelines for keeping information and preventing inside information exploitation in order to promote fairness to shareholders, customers, business partners and all stakeholders according to laws and principles of good corporate governance.
2. The directors, executives and employees are forbidden from exploitation of inside information that has a significant impact on the Company's securities trading and the change in share price that has not yet been declared to the public for their personal or other's interest.
3. The directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above and employees in the unit where inside information is available must refrain from the Company's stock trading for one month prior to the date of announcement of operation results and financial statement or important information that have impact on the change in the Company's stock price until such information is declared to the public.
4. The directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above shall report ownership of all securities issued by the Company, pertaining to themselves, spouses and/or minor children to the Company Secretary within 30 days after formally assuming the position. Besides, the directors and high-ranking executives shall report to the Board of Directors or the delegated person all of their securities trading at least 1 day in advance in order to notify SEC within three business day after transaction date as specified by the Securities and Exchange Act.
5. The directors shall make and submit their connected transaction(s) report to the Company Secretary.
6. The directors shall report all the change of their securities holding and their connected transaction(s) to the meeting of the Board of Directors. Then, the Company Secretary shall submit a summary report on the said connected transaction(s) to the next Board's meeting. The change in securities holding of the directors and executives that occurs during the particular year shall be disclosed in the Company's annual report.
7. The Company gives significance on inside information exploitation that may affect the Company's benefits or create the conflict of interest by specifying details in the Good Corporate Governance policy, the Code of Conduct, best practices for working, employment contract and working-related regulations.
8. The Company gives significance on strict and consistent protection of customers' confidential information and prevention of the use of such information for benefits of directors, executives, employees and relevant persons, unless otherwise prescribed by laws.
9. The Company gives significance on protection of information on IT system by controlling and/or preventing the access to the Company's information by outsiders and designing the access control for each level of employee based on their authority and responsibilities.

10. In cases where external parties are involved in special projects dealing with information undisclosed to the public and during the negotiation stage, such projects shall be regarded as inside information as it may affect Company's share price. These external parties must sign a confidentiality agreement with the Company until the information is disclosed to SET and SEC.
11. Directors, executives or employees that fail to comply with the Company's regulations of inside information must be subject to penalties according to the Company's disciplinary action and/or laws (as the case may be).

### Information Technology Policy

The Board of Directors established the policy and the guideline regarding information technology (IT) management to control the use of IT system effectively, ensure IT security, and enable the Company to operate continuously by achieving the objectives which respond to business utmost outcomes and facilitating employees' operations. This also includes risk management to control the risk which may damage the IT system as well as internal and external threats. The guidelines are provided below:

1. Ensuring the segregation of duties in order to perform cross-checking among employees and prevent a case that only a person takes sole responsibility throughout a process of operation, which may cause risks to make edits or changes to the IT system wrongfully.
2. Implementing an access control and computer center security which only authorized person can access to edit and make changes in the computer center and preventing any incidents that may occur in the computer center which may cause the computer system to be terminated.
3. Providing information, network, and computer security by limiting authority of each person to access the system appropriately and implementing password and network security which can prevent external threats.
4. Providing control or change in the computer system so that the system is accurate, complete, and in the compliance with the needs of the users.
5. Providing a back-up and IT continuity plan in case of emergency so that the computer system of the Company can operate continuously.
6. Maintaining the regular computer operation with clear procedures to utilize the computer system correctly and effectively together with information security to secure data imported and exported from the computer system.
7. Monitoring IT outsourcing, beginning from the selection, confidentiality agreement, and computer system access control.
8. Maintaining IT risk management in order to prevent any risks or minimize the risks to the Company's acceptance level and prepare to handle new risks that may occur.
9. Employees are required to apply IT system in compliance with related laws by not violating Cybercrime act or causing damage to other people.
10. Employees of the Company shall cooperate to audit, control, and monitor any activities so as to ensure that the Company's IT system is safe and secured.





## Human Right Policy

Mono Group underlines the principles of Human Rights, which are considered as the fundamental rights, by treating every stakeholder fairly and impartially. Thus, it promotes the directors, executives, and employees to perform their duties with realization on human rights, duties and responsibilities of their own and other individuals under the following guidelines.

1. Every stakeholder shall be treated under the principles of Human Rights with realization of their human rights and dignity.
2. The Company shall promote impartiality and equitable treatment without any discrimination. There shall be no violation of an individual's rights neither by verbal or action because of his/her difference in terms of nationality, gender, age, religious, place of birth, language, culture, education, physical appearance, economic and social status, attitude, believe, etc.
3. Respect for human dignity shall be provided to all employees who will be encouraged to exercise their legitimate rights in accordance with the Constitution and other laws. In doing so, knowledge should be given to all employees in a manner that benefits their understanding on the laws prescribing about rights and duties, and responsibilities of themselves as well as respect for other's rights and duties. The Company shall also promote the good relationship building activities that every employee can adopt as guidelines.
4. Personal information of stakeholders shall be kept confidential. There shall be no breach of or unlawful exploitation from such personal information. The disclosure or utilization of such personal information must be approved by the owner, except for the lawful action according to the laws, regulations and the Company's Articles of Association.
5. There shall be the follow-up process that monitors and controls the Company's business operation and performance of employees to avoid any action that involves in human rights infringement.

## Copyright and Intellectual Property Policy

The Company commits to act in strict compliance with the copyright and intellectual property laws by upholding the following guidelines.

1. Any work that employees generate as assigned or for the Company in the course of their employment shall be deemed copyrighted by the Company. Consequently, all copyrighted works as stipulated by this policy shall be submitted to the Company; regardless of any format they are created.
2. The Company shall protect the Company's benefits by undertaking the official registration of trademark, patent, copyright, and intellectual properties in order to avoid any infringement by other individuals.
3. To ensure the appropriate use of computers and information technology in compliance with the laws and regulations namely "Computer Network and Internet Safety Regulations" and the Computer Related Crime Act. B.E. 2550 (2007), there shall be the Information Technology Unit that is responsible for monitoring and controlling the use of computer network and internet. For example, all computer programs and software needs license verification and their installation must be authorized by Information Technology Unit. Any wrongful action or noncompliance with the regulations shall be considered as a disciplinary offence.

4. The Company shall comply with the copyright and intellectual property laws, for example, Thai Trademark Act, Thai Patent Act, and Thai Copyright Act, including other related laws. The Company shall provide the employees with the training course on intellectual property laws as well as promote their participation.
5. The use of external party's copyrighted work or information, of which the rights are acquired , or for internal use, shall be ensured that it shall not cause a liability for breaches of intellectual property rights.

## Anti-Corruption Policy

Adhering to good corporate governance practices, the Company operates its businesses and carries out the management within the frame of laws, ethical principles and code of conducts. With its commitment to act against any corrupted conduct which can affect the development of national economy, society, and security. The Company therefore announces the intention to become a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) and establishes Anti-Corruption Policy in the Company's Business Code of Conduct that institutes the groundwork of efficient internal control system as well as cultivates a good sense of honesty and morality for employees. Details of the practice are as follows:

1. The anti-corruption shall be embedded into corporate culture which cultivates a good sense and values towards anti-corruption. Employees will be encouraged to work with honesty as well as to respect rules, laws, regulations, and the Company's policies.
2. Risk assessment shall be carried out on a periodic basis in order to set appropriate measures for risk management and be able to prevent risks to an accepted level. The Risk Management Committee shall monitor the process.
3. Internal control system shall include checking over finance, accounting, document keeping, and other business processes. There shall be internal control procedures, monitor, and assessment in order to report to executives, the Audit Committees, and the Board of Directors for acknowledgement.
4. The Company shall communicate, disseminate, and educate employees and business related persons via intra net and bulletin boards so that they comply with the policy. The Company held a knowledge sharing course on risk management and anti-corruption to executives and supervisors. The Anti-Corruption Policy was also included in the orientation course for new employees.
5. It shall be prohibited to support any offerings, or facilitations, or bribes to external parties in exchange for doing or refraining from doing any acts in an unethical manner for inappropriate business settlements.
6. It shall be prohibited to receive any properties or extra-benefits from external parties which are given to influence unethical decision making of one's duties or refrain from doing one's duties. However, there is an exception for gifts that are presented in traditional occasions. In addition, the gifts should not be cash and their values must not exceed 3,000 Baht.
7. The Company shall provide channels for whistle-blowing on any suspicious acts of corruption involved with the Company either directly or indirectly. Such acts shall be informed to the Audit Committee or the Company Secretary or antifraud@mono.co.th. Whistleblower and confidentiality protection shall be provided to prevent any problems or injustice arising from the whistle-blowing. Investigating procedures and penalties for persons who violate the rule shall be determined as well.



8. As being a part of prevention and promotion on anti-corruption practices, the Company shall give support to any kind of activities organized by the anti-corruption bodies and organizations.

On August 5, 2019, the Company was certified a membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) for the second time according to the resolution of CAC committee in the second quarter of 2019. The Company received the certificate of membership from the Director of CAC. The certification of the membership lasts for 3 years. Throughout the year 2020, the Company continued to follow the policy as well as controlling and monitoring the internal units. Consequently, there was no report or any act of corruption.

## Remuneration of Auditor

In 2020, the Company and subsidiaries incurred audit fee for auditor from EY Office Limited and other audit firms overseas, with details as follows:

Type	Fee as of 2018 (Baht)
Audit fee	5,210,000
Non-audit fee	-
<b>Total</b>	<b>5,210,000</b>

## Rights of Shareholders and 2. Equitable Treatment of Shareholders

In 2020, the Company applied the principles of corporate governance for listed company 2017 to the business operation. In the regard, the Company's Corporate Governance Policy is reviewed annually, and the practice is being applied to conform with the management in order to achieve the goal and sustainable development. The detail is as follows.

### 1. Rights of Shareholders and 2. Equitable Treatment of Shareholders

1. The Company invited shareholders to propose agenda for the Annual General Meeting of Shareholders and nominate a candidate to be elected as director as well as sending the questions for the meeting from September 30, 2020 to December 31, 2020.
2. The Company arranged the 2020 Annual General Meeting of Shareholders on August 10, 2020. The meeting was postponed from April 30, 2020 due to the outbreak of Coronavirus Diseases 2019 (Covid-19) and the resolution to postpone the meeting was informed to SET. This practice is regarded as the compliance with the regulations of SET and SEC as well as corporate governance policy. Also, the invitation to the annual shareholders' meeting as well as attachment (as specified in the policy) was sent by registered mail at least 21 days prior to the meeting and disclosed on the Company's website at least 30 days prior the meeting. All members of the Board of Directors participated in the shareholders' meeting, with a quorum of shareholders attending.

3. The Company gives the equal rights to shareholders to express their opinions and raise inquiries before voting and deciding resolution of each agenda. One share is equal to one vote. For the normal agenda, a resolution of the meeting shall be decided by a majority vote of the shareholders attending the Meeting and being entitled to vote.
4. The Company completely and accurately reported its performance to all shareholders. The minutes of the 2019 Annual General Meeting of Shareholders was also completely recorded and reported within 14 days from the meeting of shareholders.
5. The Company discloses information via the SET and SEC's website as specified in the related regulations as well as via the Company's website <http://www.mono.co.th> Information about corporate governance policy and code of conducts of directors and executives is disclosed in the "Corporate Governance" section. Also, the Company reported news and information and financial information in the "Investor Relations" section and provided a communication channel for retail investors to raise any inquiry via Email: [ir@mono.co.th](mailto:ir@mono.co.th).
6. The policy on the control of the use of inside information can be viewed from the Annual Registration Statement (56-1 form) No. 9.5 governing the control of the use of inside information. Also, the Company regularly sent a mail to prohibit the directors and executives to reveal the inside information which may significantly affect securities trading, especially before the disclosure of performance and financial position or other information that may result in any change in price of securities.
7. Directors and top executives had their securities trading reported according to SEC regulations and interest was also reported according to the requirement of the Company.

Assessed by Thai Investors Association, the Company's 2020 AGM quality received 100 full score for seven consecutive years. Assessment covers the overall AGM process (pre-, during- and post-meeting).

### **3. Role of Stakeholders**

The Company has been conducting business based on ethical principal and gives significance on stakeholders. For the business operation, the Company established Customer Service unit in order to be responsible for giving news and information about products and services of the company, receiving complaints as well as coordinating works in order to help resolve problems that the customers may have. On the part of Corporate Affairs unit, the Company provided a communication channel to hear matters relating to corporate governance via "CG Hotline." During the previous year, there was no complaint from stakeholders through the channels provided.

### **4. Disclosure and Transparency**

The Company accurately and completely disclosed important information, such as financial as well as non-financial information in equitable manner according to the requirements of SET and SEC in order to enhance the confidence of shareholders. Related information was disseminated continuously via the Company's website. In addition, communication with analysts and the media about the disclosure of the operating results and business direction was performed continuously.



## 5. Responsibilities of the Board of Directors

1. Structure of Board of Directors comprised of four independent directors from the entire number of eight directors. The three independent directors are also in the Audit Committee of the company, with qualification required by SEC, CMSB and SET and independency in the management of auditing works.
2. The Board of Directors clearly separated the duties and roles of the Chairman of the Board of Directors and Chief Executive Officer (CEO). That is to say, the Chairman of the Board of Directors shall not participate in the normal business management, but regular giving support and advices for business operation of management team via CEO. On the other hand, CEO shall be responsible for management under the scope of authority empowered by the Board of Directors. At present, the Chairman of the Board of Director is an independent director.
3. The Company clearly separated the roles, duties and responsibilities among the Board of Directors, the Executives by specifying (in writing) the scope of authority, duties and financial limit that each level of management can approve.
4. The Company set good practices relating to the code of conduct of the directors, executives and employees in order to use as the principle of business operation. During their operations, all directors and executives must comply with this principle which is disseminated via the Company's website.
5. In 2020, the Board of Directors held 9 meetings in order to consider normal agendas of each quarter. Meanwhile, the Executive Committee held 34 meetings in order to approve operational budget, acknowledge the Company's performance and management as well as dividing authority for other committees as per their scope of responsibilities. Such Committee shall screen information and monitor operations in order to promote efficiency and timeliness of the management and business operation.
6. Every year, at least one performance appraisal of directors was arranged in line with the Self-Assessment Program of the Director improved by the Corporate Governance Center of SET. Moreover, the members of the Board of Directors can use this performance appraisal as a guideline to develop their future performance.

Due to the fact that all members of the Board of Directors are qualified and highly competent, and devote their time in fulfillment of their management roles with excellent performance, the Board of Directors has not specified the term limit for an independent director and the limit on the number of board seats or directorship in listed companies in the Corporate Governance Policy. Although, the Company does not establish the Corporate Governance Committee, the Corporate Affairs Department shall serve as an internal unit with the roles and responsibilities to ensure that the Company's businesses are operated in accordance with the laws and related regulations; the compliance with Corporate Governance Policy, Good Governance, the Code of Business conducts, etc.; as well as to report the Audit Committee and the Board of Director concerning the Corporate Governance conduct.



## Report on Changes in Securities Holding of Directors and Executives

According to the Company's policy, the directors and executives shall report the changes of securities holding pertaining to themselves, spouses and/or minor children. The Company Secretary shall submit a summary report on the said changes in Securities Holding to the forthcoming Board's meeting. Report on Changes of Capital in 2020 appears in Shareholding and Management Structures.

### Summary Report on the Securities Holding of Directors and Executives

#### Ordinary Shares

Name	Number of Shares as of Dec. 31 <sup>1)</sup>		Changes	Shareholding Percentage
	2020	2019	(Increase / Decrease)	As of Dec 31, 2020 (%)
<b>Directors</b>				
1. Mrs. Punnee Worawuthichongsathit	-	-	-	-
2. Mr. Navamin Prasopnet	12,900,000	12,900,000	-	0.37
3. Mr. Patompong Sirachairat	6,600,000	6,600,000	-	0.19
4. Mr. Sang Do Lee	12,000,000	13,000,000	(1,000,000)	0.35
5. Mr. Siri Luengsawat	-	-	-	-
6. Mr. Preecha Leelasithorn	-	-	-	-
7. Mr. Kriengsak Thiennukul	1,500,000	1,500,000	-	0.04
8. Mr. Charoen Sangvichaipat <sup>2)</sup>	2,710,000	-no data-	-	0.08
<b>Executives</b>				
1. Miss Saranya Amornrattanasuchad <sup>3)</sup>	2,332,000	-no data-	-	0.07
2. Miss Benjawan Rakwong	1,602,900	1,602,900	-	0.05
3. Miss Pitirudee Sirisamphan	2,050,000	2,050,000	-	0.06
4. Mr. Teerasak Tharaworn	1,000,000	1,000,000	-	0.03
5. Miss Tassanee Kuantalaeng <sup>3)</sup>	-	-no data-	-	-

Remark

<sup>1)</sup> The Company's Paid-up Capital as of December 31, 2019 and December 31, 2020 amounted to 3,471,054,038 shares.

<sup>2)</sup> Mr. Charoen Sangvichaipat was appointed a director on February 3, 2020.

<sup>3)</sup> Miss Saranya Amornrattanasuchad and Miss Tassanee Kuantalaeng were appointed executives on April 30, 2020.

<sup>4)</sup> In 2020, there had been no report on the securities holding by spouses and/or minor children of all 13 directors and executives.



# Board of Directors

## Mrs. Punnee Worawuthichongsathit

Aged 68

### Chairman of the Board of Directors / Independent Director

(Appointed Director on March 9, 2012 and appointed Chairman of the Board of Director on November 6, 2019)

### Education/ Training Courses

- Master/ Bachelor of Accountancy, Chulalongkorn University
- Certified Public Accountant (CPA) Registration No. 2960 (Thailand)
- Certified Internal Auditor (CIA), IIA-USA
- Certified Professional Internal Auditor (CPIA), IIAT-Thailand
- Qualified Internal Auditor (QIA) , IIAT-Thailand
- Chartered Directors, IOD
- IOD Training Programs:
  - Driving Company Success with IT Governance (ITG), Class 4/2017
  - Ethical Leadership Program (ELP), Class 2/2015
  - Anti-Corruption for Executive Program (ACEP), Class 10/2014
  - Anti-Corruption: The Practice Guide (ACPG), Class 10/2014
  - Role of the Chairman Program (RCP), Class 25/2011
  - Role of the Nomination and Governance Committee, Class 1/2011
  - DCP Refresher Course, Class 2/2009
  - Monitoring Fraud Risk Management, Class 1/2009
  - Role of the Compensation Committee, Class 7/2008
  - Chartered Director Class, Class 3/2008
  - Monitoring the System of Internal Control and Risk Management, Class 2/2008
  - Monitoring the Quality of Financial Report, Class 5/2007
  - Monitoring the Internal Audit Function, Class 1/2007
  - Improving the Quality of Financial Report, Class 1/2006
  - Audit Committee Program (ACP), Class 2/2004
  - Director Certification Program (DCP), Class 38/2003
  - Director Accreditation Program (DAP), Class 2/2003

### Shareholding<sup>1</sup> (%)

MONO : None

### 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 - Nov. 2019	Member of Nomination and Remuneration Committee
2012 - Nov. 2019	Chairperson of Audit Committee, Mono Next PCL. <sup>2</sup>
2016 - Present	Independent Director, Member of Audit Committee, and Chairperson of Corporate Governance, 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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**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

## Mr. Navamin Prasopnet

Aged 48

**Assistant Chairman / Chairman of Executive Committee /  
Chairman of Risk Management Committee /  
Chief Marketing Officer / Authorized Director**

(Appointed Director on March 9, 2012)

### Education/ Training Courses

- Bachelor of Science, Computer Information System, Bentley University, Massachusetts, USA
- IOD Training Programs:
  - Role of the Chairman Program (RCP), Class 21/2009
  - Director Certification Program (DCP), Class 104/2008

### Shareholding<sup>1</sup> (%)

MONO : 0.37%

### Experience

#### Directorship in Listed Companies

2019 - Present	Independent Director and Member of Audit Committee, Villa Kunalai PCL.
2017 - Present	Chairman of Executive Committee and Chairman of Risk Management Committee, Mono Next PCL. <sup>2</sup>
2012 - Present	Assistant Chairman and Chief Marketing Officer, Mono Next PCL. <sup>2</sup>

#### Directorship in other Companies

2014 - Present	Director, Herbal King Trading Co., Ltd.
2007 - Present	Director, Green Star Environment Co., Ltd.
2006 - Present	Director and President, Subsidiaries of Mono Technology PCL.
2003 - Present	Director, Navesco Co., Ltd.

**Family Relations among Executives :** None

## Mr. Patompong Sirachairat

Aged 40

**Director / Executive Director /  
Member of Risk Management Committee /  
Chief Executive Officer / Authorized Director**

(Appointed Director on February 21, 2017)

### Education/ Training Courses

- Master of Business Administration (Young Executive), Chulalongkorn University
- Master of Software System Engineering, University of Technology, Sydney, Australia
- IOD Training Programs:
  - Director Certification Program (DCP) Class 237/2560

### Shareholding<sup>1</sup> (%)

MONO : 0.19%

### Experience

#### Directorship in Listed Companies

Nov. 2019 - Present	Chief Executive Officer
2017 - Present	Director
2005 - Present	Executive Director and Member of Risk Management
2014 - Nov. 2019	Chief Operating Officer
2005 - 2015	Vice President - Internet Business Mono Next PCL. <sup>2</sup>

#### Directorship in other Companies

2015 - Present	Director Subsidiaries of Mono Next PCL. <sup>2</sup>
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**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

## Mr. Sang Do Lee

Aged 45

**Director / Executive Director**

(Appointed Director on March 9, 2012)

### Education/ Training Courses

- Bachelor of Science, Computer Science and Industrial Engineering Yonsei University, Seoul, Korea
- IOD Training Programs:
  - Director Certification Program (DCP) Class 103/2551

### Shareholding<sup>1</sup> (%)

MONO : 0.35%

### Experience

#### Directorship in Listed Companies

2012 - Present	Director
2012 - 2020	Executive Director
2012 - 2019	Chief Executive Office Mono Next PCL. <sup>2</sup>

#### Directorship in other Companies

2020 - Present	Executive Vice President - Business Partnership & Development Triple T Broadband PCL.
2006 - Present	Director Subsidiaries of Mono Next PCL. <sup>2</sup>

**Family Relations among Executives :** None

## Mr. Siri Luengsawat

Aged 65

**Director / Authorized Director**

(Appointed Director on March 9, 2012)

### Education/ Training Courses

- Upper Secondary School,  
Mattayom Dan Samrong School
- IOD Training Programs:
  - Director Certification Program (DCP) Class 105/2551

### Shareholding<sup>1</sup> (%)

MONO : None

### Experience

#### Directorship in Listed Companies

2012 - Present	Director, Mono Next PCL. <sup>2</sup>
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#### Directorship in other Companies

2014 - Present	Director, Herbal King Trading Co., Ltd.
2006 - Present	Director, Subsidiaries of Mono Next PCL. <sup>2</sup>
2003 - Present	Director, Angel Trading International Co., Ltd.
2003 - 2008	Executive Editor, Gossip Star Co., Ltd.

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

## Mr. Preecha Leelasithorn

Aged 57

**Independent Director / Chairman of Audit Committee  
/Chairman of Nomination and Remuneration Committee**

(Appointed Director on March 9, 2012)

### Education/ Training Courses

- Master Degree, Business Administration, Chulalongkorn University
- IOD Training Programs:
  - Director Accreditation Program (DAP) English Program Class 101/2556
  - Audit Committee Program (ACP) Class 25/2552

### Shareholding<sup>1</sup> (%)

MONO : None

### Experience

#### Directorship in Listed Companies

Feb. 2020 - Present	Chairman of Audit Committee
2012 - Feb. 2020	Member of Audit Committee
2012 - Present	Independent Director and Chairman of Nomination and Remuneration Committee Mono Next PCL. <sup>2</sup>

#### Directorship in other Companies

2019 - Present	Director, Suriwong Condominium Co., Ltd.
2013 - Present	Director, CPanel Co., Ltd.
2012 - Present	Deputy Chief Executive Officer, Wall Street Tower Co., Ltd.
2007 - Present	Executive Vice President , AIRA Securities PCL.
2002 - Present	Director, Alliance Co., Ltd.
2000 - Present	Director, Andaman Lanta Property Co., Ltd
1984 - Present	Director, Manakijcharoen Co., Ltd.

**Family Relations among Executives :** None

## Mr. Kriengsak Thiennukul

Aged 55

**Independent Director / Member of Audit Committee /  
Member of Nomination and Remuneration Committee**

(Appointed Director on March 9, 2012)

### Education/ Training Courses

- Master of Business Administration, Chulalongkorn University
- Master of Business Administration, Assumption University
- Thai - Chinese Leadership Studies (TCL), Class 1/2017
- The National Defence Course (TNDC Diploma), Class 58 Year 2015-2016 Thailand National Defence College
- IOD Training Programs:
  - Director Accreditation Program (DAP) English Program Class 101/2556
- Capital Market Academy Leadership Program, Class 7/2008, Capital Market Academy (CMA)

### Shareholding<sup>1</sup> (%)

MONO : 0.04%

### Experience

#### Directorship in Listed Companies

2012 - Present	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee Mono Next PCL. <sup>2</sup>
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#### Directorship in other Companies

2017 - Present	Director, The Loco Motion Co., Ltd.
2016 - Present	Director, Four Strong Winds Co., Ltd.
2005 - Present	Director, Media Shaker Development Co., Ltd.
2004 - Present	Director, I Advisory Co., Ltd.
2002 - Present	Director and Managing Director, Media Shaker Co., Ltd.
1999 - Present	Director, CDC One Co., Ltd.
1998 - Present	Director and Managing Director, Banana and Sun Co., Ltd.
1992 - Present	Director, Prestige Gift and Premium Co., Ltd.
1989 - Present	Director and Managing Director, New Waitek Co., Ltd.
2002 - 2020	Director and Managing Director, Media Shaker Co., Ltd.

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.



## Mr. Charoen Sangvichaipat

Aged 48

**Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee**

(Appointed Director on February 3, 2020)

### Education/ Training Courses

- Bachelor of Engineering, Chulalongkorn University
- IOD Training Programs:
  - Director Certification Program (DCP) Class 292/2020

### Shareholding<sup>1</sup> (%)

MONO : 0.08%

### Experience

#### Directorship in Listed Companies

Feb. 2020 - Present	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee, Mono Next PCL. <sup>3</sup>
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#### Directorship in other Companies

1993 - Present	Director, Amadeus Piano Co., Ltd.
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**Family Relations among Executives :** None

## Mr. Komsak Wattanasriroj

Aged 52

**Director / Executive Director / Chief Financial Officer / The person taking the highest responsibility in finance and accounting**

(Appointed Director on March 9, 2012 and resigned from the position of director and executive on April 30, 2020)

### Education/ Training Courses

- Master of Business Administration, Srinakharinwirot University
- IOD Training Programs:
  - Board Nomination and Compensation Program (BNCP) Class 8/2562
  - Advanced Audit Committee Program (AACP) Class 30/2561
  - Director Certification Program (DCP) Class 105/2551
- Thai Investors Association Training Program
  - Thai Intelligent Investor Program (TIIP), Class 10/2015

### Shareholding<sup>2</sup> (%)

MONO : 0.29%

### Experience

#### Directorship in Listed Companies

2016 - Present	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee T.A.C. Consumer PCL.
2012 - Apr. 2020	Director, Executive Director, and Chief Financial Officer Mono Next PCL. <sup>3</sup>

#### Directorship in other Companies

2548 - 2551	Vice President - Accounting and Finance Mono Generation Co., Ltd.
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**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Includes holdings by spouse and minor children as of April 30, 2020.

<sup>3</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

# Executives

## Miss Saranya Amornrattanasuchad

Aged 42

**Chief Financial Officer**

**The person taking the highest responsibility in finance and accounting**

(Appointed Executive on April 30, 2020)

### Education/ Training Courses

- Master of Business Administration, The University of Denver
- Thailand Securities Institute (TSI), The Stock Exchange of Thailand (SET)
  - 2020 e-learning CFO's Orientation (English Version)
- Internal Training Program (Accounting)
  - Update on Accounting Standard Relating to Related Party Transactions and Investment in Subsidiary, Associated Company, and Joint Venture

### Shareholding<sup>1</sup> (%)

MONO : 0.07%

### Experience

Apr. 2020 - Present	Chief Financial Officer
2020 - Apr. 2020	Assistant Vice President - Strategic Management, Accounting and Finance
2016 - 2019	Senior Manager - Strategic Management, Accounting and Finance
2012 - 2015	Manager - Strategic Management
2012 - Present	Secretary of the Board of Director Mono Next PCL. <sup>2</sup>

**Family Relations among Executives :** None

## Miss Benjawan Rakwong

Aged 49

**Senior Vice President - Administration**

**Executive Director**

(Appointed Executive on April 1, 2008)

### Education/ Training Courses

- Master of Management, International Affairs Management, Oxford Brookes University, UK

### Shareholding<sup>1</sup> (%)

MONO : 0.05%

### Experience

2018 - Present	Senior Vice President - Administration
2017 - Present	Executive Director
2008 - 2017	Vice President - Administration Mono Next PCL. <sup>2</sup>
2008	Vice President - Administration and Corporate Communication Gossip Star Co., Ltd.
2003 - 2008	Vice President - Human Resources and Administration Mono Generation Co., Ltd.

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

## Miss Pitirudee Sirisamphan

Aged 51 ปี

### Company Secretary

#### Vice President - Corporate Affairs and Communication

(Appointed Executive on March 14, 2012)

#### Education/ Training Courses

- Master of Business Economics  
Dhurakit Pundit University
- Diploma of Business Management for Internal Audit  
2014, Federation of Accounting Professions under the  
Royal Patronage of His Majesty the King
- IOD Training Programs:
  - Anti - Corruption : The Practice Guide (ACPG)  
Class 24/2015
  - Board Reporting Program (BRP) Class 9/2012
  - How to Develop a Risk Management (HRP)  
Class 1/2012
  - Effective Minute Taking (EMT) Class 13/2009
  - Company Secretary Program (CSP) Class 28/2008

#### Shareholding<sup>1</sup> (%)

MONO : 0.06%

#### Experience

2012 - Present	Company Secretary and Vice President - Corporate Affairs and Communication Mono Next PCL. <sup>2</sup>
2008 - 2012	Company Secretary and Vice President - Human Resources Mono Next PCL. <sup>2</sup>
2004 - 2007	Vice President - Human Resources Mono Generation Co., Ltd.

**Family Relations among Executives :** None

## Mr. Teerasak Tharaworn

Aged 46

### Vice President - Human Resources

(Appointed Executive on July 1, 2012)

#### Education/ Training Courses

- Master of Business Administration, Management,  
Ramkhamhaeng University

#### Shareholding<sup>1</sup> (%)

MONO : 0.03%

#### Experience

2019 - Present	Vice President - Human Resources Jasmin International PCL.
2016 - Present	Vice President - Human Resources
2012 - 2015	Assistant Vice President - Human Resources Mono Next PCL. <sup>2</sup>
2008 - 2012	Assistant Vice President - Human Resources Jasmin International PCL.

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

## Miss Tassanee Kuantalaeng

Aged 44

**Assistant Vice President - Accounting and Finance**

**The person supervising accounting**

(Appointed Executive on April 30, 2020)

### Education/ Training Courses

- Master of Accounting and Finance  
Chulalongkorn University
- Internal Training Program (Accounting)  
: Corporate Finance class 2/2020

### Shareholding<sup>1</sup> (%)

MONO : None

### Experience

Mar. 2020 - Present	Assistant Vice President - Accounting and Finance
2016 - Feb. 2020	Senior Manager - Accounting and Finance
2012 - 2015	Manager - Strategic Management Mono Next PCL. <sup>3</sup>

**Family Relations among Executives :** None

## Mr. Jiraparwat Boonyasen

Aged 52

**Senior Vice President - Mobile Internet Business**

**Member of Risk Management Committee**

(Appointed Executive on March 15, 2002 and resigned from  
the position of executive on February 29, 2020)

### Education/ Training Courses

- Bachelor of Science, Computer Science,  
King Mongkut's University of Technology North Bangkok
- IOD Training Programs:
  - How to Develop a Risk Management (HRP) Class  
1/2555

### Shareholding<sup>2</sup> (%)

MONO : 0.19%

### Experience

2016 - Feb. 2020	Senior Vice President - Mobile Internet Business
2002 - Present	Member of Risk Management Committee Mono Technology PCL.
2002 - 2015	Vice President - Mobile Internet Business Mono Next PCL. <sup>3</sup>

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Includes holdings by spouse and minor children as of February 29, 2020

<sup>3</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

## Mr. Veerayooth Bodharamik

Aged 50

### Senior Vice President - Corporate Relations Management

(Appointed Executive on March 16, 2020 and resigned from the position of executive on September 30, 2020)

### Education/ Training Courses

- Bachelor of Law, Chulalongkorn University
- The National Defence Course (TNDC Diploma), Class 62/ Year 2019-2020, Thailand National Defence College
- IOD Training Programs:
  - Director Certificate Program (DCP), Class 264/2018

### Shareholding<sup>1</sup> (%)

MONO : None

### Experience

#### Directorship in Listed Companies

2020 - Present	Independent Director, Vice Chairman, and Chairman of Audit Committee
2018 - 2019	Independent Director and Member of Audit Committee Wow Factor PCL.2
2018 - Present	Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee Asia Aviation PCL.
2019 - Sep. 2020	Senior Vice President, Corporate Relations Management
2017 - 2019	Vice President, Sales and Corporate Relations Mono Next PCL. <sup>3</sup>
2011 - 2019	Vice President of Office of CEO Jasmine International PCL.
2009 - Present	Vice President, Government Coordination Areeya Property PCL.

#### Directorship in other Companies

2020 - Present	Senior Vice President - Corporate Relations Management Mono Production Co., Ltd.
2020 - Present	Senior Vice President of Office of Managing Director Triple T Broadband PCL.
2019 - 2020	Chairman, Thai Professional Basketball League Co., Ltd.
2019 - Present	Managing Director, Grow Consultant Co., Ltd.
2015 - Present	Managing Director, B.V. Corporation Co., Ltd.

**Family Relations among Executives :** None

## Miss Paweena Poonpattanasuk

Aged 50

### Vice President - Accounting and Finance

### Member of Risk Management Committee

### The person supervising accounting

(Appointed Executive on January 1, 2013 and resigned from the position of executive on April 30, 2020)

### Education/ Training Courses

- Master of Science in Information Technology in Business Program, Chulalongkorn University
- IOD Training Programs:
  - How to Develop a Risk Management (HRP) Class 1/2555

### Shareholding<sup>4</sup> (%)

MONO : 0.02%

### Experience

2016 - Apr. 2020	Vice President - Accounting and Finance
2013 - Present	Member of Risk Management Committee
2013 - 2016	Assistant Vice President - Accounting and Finance
2005 - 2012	Senior Manager - Accounting and Finance Mono Next PCL. <sup>3</sup>

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of September 30, 2020

<sup>2</sup> Wow Factor PCL. was renamed from Electronics Industry PCL. on May 15, 2020.

<sup>3</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

<sup>4</sup> Includes holdings by spouse and minor children as of April 30, 2020



## Head of Internal Audit

### Mrs. Suansri Suansakul

Aged 60

Head of Internal Audit

Secretary of the Audit Committee

#### Education/ Training Courses

- Master of Accountancy  
Chulalongkorn University
- Certification of Auditing  
Chulalongkorn University
- Summary and Case Study of TFRS 15 by 75 CPE  
Co., Ltd. (January 21, 2020)
- Tax and Accounting for by PATANA KARN OP ROM  
Co., LTD (September 19-20, 2020)
- Internal Audit Management by Federation of Accounting  
Professions Under The Royal Patronage of  
His Majesty The King (November 1, 2020)
- Problems of 2020 Accounting Standard by Faculty of  
Commerce and Accountancy  
Chulalongkorn University Alumni (November 4, 2020)

#### Shareholding<sup>1</sup> (%)

MONO : None

#### Experience

2007 - Present	Head of Head of Internal Audit and Secretary of the Audit Committee Mono Next PCL.2 and subsidiaries
1996 - Present	Executive Director - Accounting and Audit S.C. Accounting & Business Consultant Co., Ltd. (1995)

**Family Relations among Executives :** None

## Head of Corporate Operations of the Company

### Miss Pitirudee Sirisamphan

Aged 51

Company Secretary

Vice President - Corporate Affairs and Communication

(Appointed Executive on March 14, 2012)

#### Education/ Training Courses

- Master of Business Economics  
Dhurakit Pundit University
- Diploma of Business Management for Internal Audit  
2014, Federation of Accounting Professions under the  
Royal Patronage of His Majesty the King
- IOD Training Programs:
  - Anti - Corruption : The Practice Guide (ACPG)  
Class 24/2015
  - Board Reporting Program (BRP) Class 9/2012
  - How to Develop a Risk Management (HRP)  
Class 1/2012
  - Effective Minute Taking (EMT) Class 13/2009
  - Company Secretary Program (CSP) Class 28/2008

#### Shareholding<sup>1</sup> (%)

MONO : 0.06%

#### Experience

2012 - Present	Company Secretary and Vice President - Corporate Affairs and Communication Mono Next PCL. <sup>2</sup>
2008 - 2012	Company Secretary and Vice President - Human Resources Mono Next PCL. <sup>2</sup>
2004 - 2007	Vice President - Human Resources Mono Generation Co., Ltd.

**Family Relations among Executives :** None

<sup>1</sup> Includes holdings by spouse and minor children as of December 31, 2020

<sup>2</sup> Mono Next PCL. was renamed from Mono Technology PCL. on August 20, 2020.

**Details of Directors, Executives, and Controlling Persons' Directorship in Subsidiaries, Associated Companies, and other Related Companies** (as of December 31, 2020)

List of Directors and Executives	MONO NEXT	Domestic Subsidiaries				
		MONO CYBER	MONO SHOPPING	MONO STREAMING	MONO PD	MONO BC
1. Mrs. Punnee Worawuthichongsathit	*					
2. Mr. Navamin Prasopnet	D,ED,Exec	D,ED,Exec	D,ED	D,ED	D,ED,Exec	D,ED,Exec
3. Mr. Patompong Sirachairat	D,ED,Exec	D,ED	D,ED,Exec	D,ED,Exec	ED	ED
4. Mr. Sang Do Lee	D	D	D	D	D	
5. Mr. Siri Luengsawat	D	D		D	D	
6. Mr. Preecha Leelasithorn	D					
7. Mr. Kriengsak Thiennukul	D					
8. Mr. Charoen Sangvichaipat	D					
9. Miss Saranya Amornrattanasuchad	Exec					
10. Miss Benjawan Rakwong	ED,Exec	ED	ED	ED	ED	ED
11. Miss Pitirudee Sirisamphan	Exec					
12. Mr. Teerasak Tharaworn	Exec					
13. Miss Tassanee Kuantalaeng	Exec					

1. **MONO NEXT** = Mono Next PCL.
2. **MONO CYBER** = Mono Production Co., Ltd.
3. **MONO SHOPPING** = Mono Shopping Co., Ltd.
4. **MONO STREAMING** = Mono Streaming Co., Ltd.
5. **MONO PD** = Mono Production Co., Ltd.
6. **MONO BC** = Mono Broadcast Co., Ltd.

Domestic Subsidiaries					International Subsidiaries	
MONO MUSIC	MONO INFO	MONO RADIO	MONO TALENT	T MOMENT	MONO HK	MONO INDO
D,ED,Exec	D,ED	D,ED,Exec	D,ED,Exec	D,ED	D,ED	D,ED
D,ED	D,ED	D,ED	D,ED	D,ED	ED	ED
D	D		D	D	D	D
D	D					
ED	ED	ED	ED	ED	ED	ED

- |                 |   |                                   |
|-----------------|---|-----------------------------------|
| 7. MONO MUSIC   | = | Mono Music Co., Ltd.              |
| 8. MONO INFO    | = | Mono Info Systems Co., Ltd.       |
| 9. MONO RADIO   | = | Mono Radio Co., Ltd.              |
| 10. MONO TALENT | = | Mono Talent Studio Co., Ltd.      |
| 11. T MOMENT    | = | T Moment Co., Ltd.                |
| 12. MONO HK     | = | Mono Technology Hong Kong Limited |
| 13. MONO INDO   | = | PT. Mono Technology Indonesia     |

**Remarks :** \* = Chairman of the Board of Directors

D = Director

ED = Executive Director

Exec = Executive

## Details of Directors, Executives and Controlling Persons' Directorship in Related Companies

List of Directors <sup>1</sup>	Related Companies										
	TTTI	JASTEL	PA	JINET	JAS	TTTBB	ACES	3BBTV	PINVEST	E29	GS
1. Mr. Pete Bodharamik	C	C	C	C	C	C	C	C	D	D	
2. Mr. Navamin Prasopnet											D

1. TTTI = Triple T Internet Co., Ltd
2. JASTEL = JasTel Network Co., Ltd.
3. PA = Premium Asset Co., Ltd
4. JINET = Jasmine Internet Co., Ltd.
5. JAS = Jasmine International PCL.
6. TTTBB = Triple T Broadband PCL.
7. ACES = ACES Regional Services Co., Ltd.
8. 3BBTV = Three BB TV Co., Ltd.
9. PINVEST = Pinvest Corporation Co., Ltd.
10. E29 = Entertainment29 Co., Ltd.
11. GS = Green Star Environment Co., Ltd.

## Details of Directorship in Subsidiaries with revenue of over 10 percent of income

List of Directors	Subsidiaries <sup>2</sup>	
	MONO BC	MONO STREAMING
1. Mr. Navamin Prasopnet	D,ED,Exec	D,ED
2. Mr. Sang Do Lee	-	D,ED
3. Mr. Patompong Sirachairat	D,ED	D,ED,Exec
4. Mr. Siri Luengsawat	-	D
5. Mr. Bannasit Rakwong	D,Exec	-

MONO BC = Mono Broadcast Co., Ltd.

MONO STREAMING = Mono Streaming Co., Ltd.

**Remarks :** D = Director      ED = Executive Director      Exec = Executive      C = Controlling Persons

<sup>1</sup> Other directors and executives have no related companies.

<sup>2</sup> Subsidiaries are companies that have significant business operation, for example, their revenues are over 10 percent of the total revenues as of the 2020 Statement of Comprehensive Income.

# Assets Used in Business Operations

## 1. Fixed assets used in business operations

Details about fixed assets used in business operations of the Company and subsidiaries are as follows:

Category/ Property	Net Book Value as of December 31, 2020 (million Baht)	Proprietary Characteristics	Obligation
1. Land and land improvement	251.61	owner	Some properties are under suretyship of long-term loan from banks, limited to 519 million Baht.
2. Building, building and leasehold improvement	289.82	owner	
3. Furniture, fixtures and office equipment	59.02	owner / hire-purchase	Some properties are under suretyship of hire-purchase/ lease agreements with leasing companies, limited to 21.64 million Baht.
4. Computer and equipment	38.02	owner / hire-purchase	Some properties are under suretyship of hire-purchase/ lease agreements with leasing companies, limited to 65.21 million Baht.
5. Motor vehicles	13.59	owner / hire-purchase	Some properties are under suretyship of hire-purchase/ lease agreements with financial institutes, limited to 7.10 million Baht.
6. Assets under installation	0.34		
<b>Total</b>	<b>652.40</b>		

## 2. Intangible assets

As of December 31, 2020, the Company and subsidiaries is the ownership of website copyright, computer programs, and copyright of films, music, and videos. Details are as follows:



List	Net Book Value as of December 31, 2020 (million Baht)	Details of Amortization
Website copyright	2.91	Amortizing according to the useful life
Films, music, and videos copyright	1,431.92	Amortizing according to agreement period/ the useful life
Other copyright	360.72	Amortizing according to agreement period/ the useful life
Computer programs	21.56	Amortizing according to agreement period/ the useful life
Advance payments and work in process	223.68	
<b>Total</b>	<b>2,040.79</b>	

### 3. Important agreements of the Company

#### 3.1 Lease agreements

The Company and subsidiaries signed lease agreements for building to utilize it as the head office. The lease agreements were signed with the person related to the Company. Details of the agreements are as follows:

Agreement Party	Rental Place	Rental Period			Area (Sq.m.)
		Duration	From	To	
1. Premium Asset Company Limited	Floor 5 room 501	2 years 9 months	1-Oct.-17	30-Jun-20	98
2. Premium Asset Company Limited	Floor 5 room 502	10 months	1-Sep.-19	30-Jun-20	91
3. Premium Asset Company Limited	Floor 5 room 505	2 years 9 months	1-Oct.-17	30-Jun-20	100
4. Premium Asset Company Limited	Floor 5 room 508	2 years 9 months	1-Oct.-17	30-Jun-20	138
5. Premium Asset Company Limited	Floor 5 room 509	2 years 9 months	1-Oct.-17	30-Jun-20	119
6. Premium Asset Company Limited	Floor 5 room 510	2 years 11 months 15 days	15-Jun.-17	31-May-20	94
7. Premium Asset Company Limited	Floor 5 room 511	10 months	1-Sep.-19	30-Jun-20	119
8. Premium Asset Company Limited	Floor 5 room 512	10 months	1-Sep.-19	30-Jun-20	119
9. Premium Asset Company Limited	Floor 5 room 513	2 years 9 months	1-Oct.-17	30-Jun-20	103
10. Premium Asset Company Limited	Floor 5 room 517	10 months	1-Sep.-19	30-Jun-20	35
11. Premium Asset Company Limited	Floor 5 room 519	2 years 9 months	1-Oct.-17	30-Jun-20	111

Agreement Party	Rental Place	Rental Period			Area (Sq.m.)
		Duration	From	To	
12. Premium Asset Company Limited	Floor 11	10 months	1-Sep.-19	30-Jun-20	1,417
13. Premium Asset Company Limited	Floor 12 room 1202B	2 years 10 months	1-Sep.-17	30-Jun-20	260
14. Premium Asset Company Limited	Floor 14 room 1404B	3 years	1-Jul.-17	30-Jun-20	110
15. Premium Asset Company Limited	Floor 14 room 1401C	2 years 11 months	1-Aug.-17	30-Jun-20	98
16. Premium Asset Company Limited	Floor 14 room 1401B	2 years 8 months	1-Nov.-17	30-Jun-20	169
17. Premium Asset Company Limited	Floor 16	3 years	1-Jun.-17	30-Jun-20	1,417
18. Premium Asset Company Limited	Floor 17	3 years	1-Mar.-17	29-Feb-20	1,417
19. Premium Asset Company Limited	Floor 31	6 months	1-Jan.-20	30-Jun-20	1,788
20. Premium Asset Company Limited	Floor R1 room UPS	3 years 1 months 15 days	1-May-17	15-Jun-20	53
21. Premium Asset Company Limited	Floor R2 room R201	6 months 15 days	1-Dec.-19	15-Jun-20	342
22. Premium Asset Company Limited	Floor R2 room R202	8 months 15 days	1-Oct.-19	15-Jun-20	60
23. Premium Asset Company Limited	Floor P1 room 1	2 years	1-Feb.-18	31-Jan.-20	21
24. Premium Asset Company Limited	Floor P3 room 2	2 years	1-Aug.-18	31-Jul.-20	21
25. Premium Asset Company Limited	Floor P5 room 9	2 years	1-Apr.-18	31-Mar.-20	12
26. Premium Asset Company Limited	Floor P5 room 7	2 years	1-Jun.-18	31-May-20	15
27. Premium Asset Company Limited	Floor P8 room 15	1 years 11 months	1-Aug.-18	30-Jun-20	11
28. Premium Asset Company Limited	Floor P9 room 18	2 years	1-Apr.-18	31-Mar.-20	21
29. Premium Asset Company Limited	Floor P9 room 19	2 years	1-Apr.-18	31-Mar.-20	11
30. Premium Asset Company Limited	Floor P9 room 20	2 years	1-Apr.-18	31-Mar.-20	11
31. Premium Asset Company Limited	Roof top for satellite dish	1 years 3 months 15 days	15-Mar.-19	30-Jun-20	-
32. Premium Asset Company Limited	Billboard area	2 years 5 months	1-Feb.-18	30-Jun-20	-
33. Premium Asset Company Limited	Roof top R2 for evaporator	2 years 3 months	1-Apr.-18	30-Jun-20	8
34. Premium Asset Company Limited	Floor 4 room 3	3 years	1-Jul.-19	30-Jun.-22	11

## 3.2 Mobile phone service provider agreements

### 1) Agreements with Advanced Info Service PCL. (Later Advance Info Service PCL. transferred the right to receive payment to MIMO Tech Co.,Ltd.)

Agreement	Detail	Agreement Period
SMS WAP MMS and VOICE Service Provider Agreement	Provide information for AIS mobile phone customers	Agreement starts on July 1, 2010 under one-year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
SMS Provider Agreement	Provide SMS on AIS mobile phone network	Agreement starts on April 1, 2014 under one- year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another six-months term.

### 2) Agreements with Total Access Communication PCL.

Agreement	Detail	Agreement Period
Content Provider Agreement	Provide information for DTAC mobile phone customers	Agreement starts on June 1, 2007 under two- year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
AUDIOTEXT Content Provider Agreement	Provide audiotext on DTAC mobile phone network for phone number 1900-xxx-xxx	Agreement starts on June 1, 2005 under one- year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
SMS Provider Agreement	Provide SMS on DTAC mobile phone network	Agreement starts on July 1, 2012 under one- year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.

### 3) Agreements with True Move Co., Ltd.

Agreement	Detail	Agreement Period
AUDIOTEXT Content Provider Agreement	Provide audiotext on TRUE mobile phone network for phone number 1900-xxx-xxx	Agreement starts on August 15, 2014 under one- year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.
Content Provider on Mobile Phone Agreement	Provide information for True Move mobile phone customers	Agreement starts on August 15, 2014 under one- year period of agreement. If both parties do not intend to cancel the agreement, the agreement shall automatically renew for another one-year term.

## 3.3 Other Agreements

### 1) Digital TV Broadcasting Agreements

Agreement	Detail	Agreement Period
Satellite Channel Service Agreement with Thaicom PCL.	To use satellite for broadcasting TV programs on KU-Band and C-Band	Agreement started from December 20, 2020 to September 10, 2021. Renewal of the agreement can be made by mutual agreement of the parties.
Signal Combination Service Agreement with TC Broadcasting Co., Ltd.	To combine signal and use TV network service	Agreement started from December 20, 2020 to September 10, 2021. Renewal of the agreement can be made by mutual agreement of the parties.
TV Network for Digital SD Ground Frequency Rental Service Agreement	To transmit, compress, and mix satellite signal, as well as convert the frequency and send the compressed signal to the network station, in order to broadcast TV signal in different parts of Thailand	Agreement started from January 17, 2014 to May 31, 2028. Renewal of the agreement can be made by mutual agreement of the parties.

## 2) Satellite TV Broadcasting Agreement

Agreement	Detail	Agreement Period
Satellite Channel Service Agreement with PSI Broadcasting Co., Ltd.	To use satellite for broadcasting TV programs on C-Band	Agreement started from June 1, 2019 to May 31, 2020. Renewal of the agreement can be made by mutual agreement of the parties.

## 3) Television Broadcasting Business License

Agreement	Detail	Agreement Period
License for television broadcasting business	To provide TV digital SD ground service on MONO29 channel as National business service	Starts on April 25, 2014 and ends on April 24, 2029
License for Television Broadcasting Business MONO PLUS Channel with NBTC	To broadcast programs on MONO PLUS channel	Starts on March 25, 2016 and ends on March 24, 2021
License for Television Broadcasting Business Mono29 Music Station Channel with NBTC	To broadcast programs on Mono29 Music Station channel	Starts on October 28, 2020 and ends on October 27, 2021
License for Television Broadcasting Business Rush Stories Channel with NBTC	To broadcast programs on Rush Stories channel	Starts on October 28, 2020 and ends on October 27, 2021
License for Television Broadcasting Business A'lure Channel Channel with NBTC	To broadcast programs on A'lure Channel channel	Starts on October 28, 2020 and ends on October 27, 2021
Memorandum on the Agreement of Program Production for Broadcasting on Royal Thai Army Radio and Television Station FM Frequency 91.5 MHz.	To broadcast programs on radio station to public daily.	Starts on January 1, 2019 and ends on December 31, 2020

#### 4) Property Insurance Contract

Insurance	Insurance Company	Insured Property	Sum Insured (million Baht)	Insurance Period	Assured
Property Risk Insurance	Dhipaya Insurance PCL.	<ol style="list-style-type: none"> <li>1. Furniture, decoration, fixture, extensions, office equipment, electronic machines, server, computer and computer devices, and all other properties that belong to the assured and the assured use them for business operation <ul style="list-style-type: none"> <li>• Rental area on floor 5,11,12,14,16,17,31, and R2 of Jasmine International Tower</li> <li>• Rental house in Soi Lotus, Si Chai Thong Village</li> <li>• Server at KSC Geneva Building, floor 8, Muang Thong Thani/ JASTEL Jasmine International Tower, floor 5,6, and 8/ channel 9/ NTT Bangna/ INET Bangkok Thai Tower, floor 10/ Yan Kraw Radio Station</li> </ul> </li> <li>2. Inventory and rewards, books, and office equipment in rental areas <ul style="list-style-type: none"> <li>• Storerooms in Jasmine International Tower, floor PG, P3, P5, P8, and P9</li> </ul> </li> </ol>	104.10	28 Dec. 2019 – 28 Dec. 2020	Mono Next PCL. and/ or subsidiaries
Property Risk Insurance	Dhipaya Insurance PCL.	<ol style="list-style-type: none"> <li>1. Construction parts of studio building (excluding the foundation of the building), renovations, stadium, and public utility systems</li> <li>2. Furniture, extensions, office equipment, electronic machines, server, computer and computer devices, and all other properties that belong to the assured and the assured use them for business operation</li> </ol>	302.73	31 Mar. 2020 – 31 Mar. 2021	Mono Production Co., Ltd.



# Related Party Transactions

## Summary of related party transactions between a company with subsidiaries and persons that may have conflicts of interest throughout 2020 :

Related party transactions between a company with subsidiaries, and individual and juristic persons can be summarized as follows:

Connected Company	Relationship
<b>1. Jasmine International Group (“JAS”)</b> <ul style="list-style-type: none"> <li><b>Triple T Internet Company Limited (“TTTI”)</b></li> <li><b>JasTel Network Company Limited (“JASTEL”)</b></li> <li><b>Premium Asset Company Limited (“PA”)</b></li> <li><b>Jasmine Internet Company Limited (“JINET”)</b></li> </ul>	<ul style="list-style-type: none"> <li>Mr. Pete Bodharamik is the major shareholder of both the Company (64.28 percent) and JAS (53.21 percent).</li> <li>TTTI offers internet service solution.</li> <li>Mr. Pete Bodharamik is the major shareholder of both TTTI and the Company.</li> <li>TTTB is the major shareholder of TTTI (99.99 percent). ACU is the major shareholder of TTTB (99.87 percent) and is the subsidiary of JAS, holding share of 100 percent.</li> <li>JASTEL offers circuit leasing service and local and international data communication services.</li> <li>Mr. Pete Bodharamik is the major shareholder of both JASTEL and the Company.</li> <li>Jasmine Submarine Telecommunications (JSTC) is the major shareholder of JASTEL (100 percent). JSTC is the subsidiary of JAS, holding share of 100 percent.</li> <li>PA operates office rental business and offers related service. Office space under its management is Jasmine International Tower.</li> <li>Mr. Pete Bodharamik is the major shareholder of both PA and the Company.</li> <li>ACU and JSTC is the first and second largest shareholder of PA, with shareholding of 53.85 and 46.15 percent respectively. ACU and JSTC are the subsidiaries of JAS, holding share of 100 percent.</li> <li>JINET is a provider of various types of internet service, i.e. broadband Internet (ADSL) for individual and corporate customers.</li> <li>Mr. Pete Bodharamik is the major shareholder of both JINET and the Company.</li> <li>JAS is the major shareholder of JINET (98.33 percent).</li> </ul>

Connected Company	Relationship
<ul style="list-style-type: none"> <li>• <b>ACeS Regional Services Company Limited (“ACES”)</b></li> <li>• <b>Triple T Broadband PCL. (“TTTBB”)</b></li> <li>• <b>Three BB TV Company Limited (“3BB TV”)</b></li> </ul>	<ul style="list-style-type: none"> <li>• ACES is a provider of all types of calling services; offering telecommunications equipment for sale, retail and rental.</li> <li>• Mr. Pete Bodharamik is the major shareholder of both ACES and the Company.</li> <li>• ACES (Thailand) is the major shareholder of ACES, with shareholding of 98.04 percent. ACES (Thailand) is 58.84 percent held by JAS OVERSEAS, which is 39.82 percent held by JAS.</li> <li>• TTTBB operates communication and telecommunication business.</li> <li>• ACU is the major shareholder of TTTBB (99.87 percent). ACU is the subsidiary of JAS, holding share of 100 percent.</li> <li>• 3BB TV offers mobile virtual network service and operates IPTV business.</li> <li>• Mr. Pete Bodharamik is the major shareholder of both 3BB TV and the Company.</li> <li>• JAS is the major shareholder of 3BB TV (100 percent).</li> </ul>
<p><b>2. Green Star Environment Company Limited (“GS”)</b></p>	<ul style="list-style-type: none"> <li>• GS is a waste buyer and operates recycling business.</li> <li>• Mr. Navamin Prasopnet is the shareholder and the director of both GS and the Company and he is the authorized director of both GS and the Company. He is also the major shareholder of Green Star (59.96 percent)</li> </ul>
<p><b>3. Dr. Phichani Bodharamik Foundation for Children and Seniors (“PBF”)</b></p>	<ul style="list-style-type: none"> <li>• The Foundation is established to assist children and the elderly by being recognized as a charitable organization by the Revenue Department.</li> <li>• Mr. Pete Bodharamik is the Vice Chairman of Dr. Phichani Bodharamik Foundation for Children and Seniors</li> <li>• Mr. Pete Bodharamik is the major shareholder of the Company.</li> </ul>
<p><b>4. Pinvestment Company Limited (“PINVEST”)</b></p>	<ul style="list-style-type: none"> <li>• PINVEST is a business of buying, selling, renting, real estates and movable properties.</li> <li>• PINVEST and the Company have a common shareholder, Mr. Pete Bodharamik, the authorized director of PINVEST. He is the major shareholder of PINVEST holding 99.99% of shares.</li> </ul>



Connected Company	Relationship
<b>5. Entertainment29 Company Limited (“E29”)</b>	<ul style="list-style-type: none"> <li>E29 operates business in production, video editing, color correction, dubbing in movies and series and other related matters.</li> <li>Mr. Pete Bodharamik is the major shareholder of both E29 and the Company.</li> <li>PINVEST is the major shareholder of E29 (99.99 percent).</li> </ul>

Note: Please find the details of related party transactions in the last 3 years from Annual Registration Statements (Form 56-1) and Annual Report 2017-2019 on the Company's website <https://www.mono.co.th/investor-relations/annual-report/>

The Company and subsidiaries' related party transactions that can be categorized as normal business, with fair trading conditions:

### 1. Normal business, with general trading conditions:

Connected Company	Value (Million Baht) As of December 31, 2020	Necessity and Appropriateness/ Opinion of Audit Committee
<b>1. Triple T Internet Company Limited</b>		
<b><u>Sales and service income</u></b>		
<ul style="list-style-type: none"> <li>The Company and subsidiaries provided advertising space via online media, magazine, radio and digital TV for TTTI.</li> </ul>	52.05	Such services are a normal business transaction of the Company and subsidiaries as channels to promote TTTI's services. The price is comparable with the rate that the Company charges other customers. Therefore, this transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none"> <li>A subsidiary sold movie copyright to TTTI.</li> </ul>	33.41	
<ul style="list-style-type: none"> <li>Subsidiary provided application development and maintenance service for TTTI.</li> </ul>	8.00	The application development and maintenance service is normal business. The service fee is at the same rate as that of other customers. Therefore, this transaction is regarded as reasonable at fair price.
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"> <li>The Company and subsidiaries paid for the space rental for co-location server.</li> </ul>	4.75	The space rental for co-location server is a normal business transaction. TTTI provides Internet service solution with complete system and infrastructure including high speed internet connection and offers space rental for co-location server at a specially designed room. Service fee is based on the market rate. Therefore, the transaction is regarded as reasonable at a fair price.

Connected Company	Value (Million Baht) As of December 31, 2020	Necessity and Appropriateness/ Opinion of Audit Committee
<ul style="list-style-type: none"> <li>The Company and subsidiaries paid TTTI for:               <ol style="list-style-type: none"> <li>Expense of high speed internet service for supporting TV, Mobile Internet and Radio businesses</li> <li>Expense of high speed internet service for supporting the office work.</li> </ol> </li> </ul>	4.44	The use of high speed internet service is a normal business transaction. TTTI provides Internet service solution with complete system and infrastructure. Also, the office of TTTI is located in the same building as the Company. Thus, it is convenient for maintenance and this helps save travelling cost. Service fee is comparable with other providers. Therefore, the transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none"> <li>The Company and subsidiaries paid TTTI for fixed-line telephone service for supporting call center operation. Meanwhile, the Company and a subsidiary used such telephone service for office communication purpose.</li> </ul>	0.47	The use of fixed-line telephone service is a normal business transaction and the service fee is based on the market rate and is comparable with other providers. Therefore, this transaction is regarded as reasonable at a fair price.
<b>2. JasTel Network Company Limited</b>		
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"> <li>A subsidiary paid JASTEL for the use of telecommunication network linking between systems of Jasmine International Tower and DTAC (Rangsit).</li> </ul>	0.04	The use of telecommunication network is a normal business transaction. JASTEL is a provider of telecommunication via fiber-optic cable network with complete infrastructure. Service fee is based on the market rate comparable with that of other providers offering similar type of service. Therefore, this transaction is regarded as reasonable at fair price.
<ul style="list-style-type: none"> <li>The Company and a subsidiary paid JASTEL for the rental of co-location server.</li> </ul>	1.37	The space rental for co-location server is a normal business transaction. JASTEL provides Internet service solution with complete infrastructure and offers space rental for co-location server at a specially designed room. Service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.

Connected Company	Value (Million Baht) As of December 31, 2020	Necessity and Appropriateness/ Opinion of Audit Committee
<b>3. Premium Asset Company Limited</b>		
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"> <li>The Company and subsidiaries paid PA for office related expenses, such as electricity charges as well as service fee for security guards and parking which are the expenses as per agreement.</li> </ul>	5.83	Such service is a normal transaction. PA is the owner of Jasmine International Tower and the fee is comparable to the rate collected from other tenants. Therefore, this transaction is regarded as reasonable at fair price.
<b>4. Jasmine Internet Company Limited</b>		
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"> <li>The Company paid JINET for Internet corporate leased line service.</li> </ul>	0.11	The Internet corporate leased line service is normal business. JINET is the Internet service solution, with efficient system and infrastructure. The service fee is at market rate. Therefore, this transaction is regarded as reasonable at fair price.
<b>5. Jasmine International Public Company Limited ("JAS")</b>		
<b><u>Sales and service income</u></b>		
<ul style="list-style-type: none"> <li>The Company provided website and application development and maintenance service for JAS. The service fee appeared on the price list.</li> </ul>	1.31	The website and application development and maintenance service is normal business. The service fee is at the same rate as that of other customers. Therefore, this transaction is regarded as reasonable at fair price.
<b>6. Triple T Broadband PCL.</b>		
<b><u>Sales and service income</u></b>		
<ul style="list-style-type: none"> <li>The Company provided in-house training for JAS.</li> </ul>	0.13	Such service is a normal transaction of the Company. The service fee is at the same rate as other customers. Therefore, this transaction is regarded as reasonable at fair price.

Connected Company	Value (Million Baht) As of December 31, 2020	Necessity and Appropriateness/ Opinion of Audit Committee
7. Jasmine International Group , such as TTTI		
<b><u>Sales and service income</u></b>		
<ul style="list-style-type: none"><li>A subsidiary received monetary sponsorship for organizing activities.</li></ul>	3.00	Such service is a normal transaction of the Company for publicizing and promoting activities in each event. The service fee is at the same rate as other customers. Therefore, this transaction is regarded as reasonable at fair price.
<ul style="list-style-type: none"><li>A subsidiary provided public relations services and influencer marketing on social media. The service fee is based on the market rate at the same rate as other customers.</li></ul>	2.00	
8. ACeS Regional Services Company Limited		
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"><li>A subsidiary paid ACES for back-up power service for the Company's Studios which are used for program productions.</li></ul>	0.36	Such service is normal business transaction and the service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.
9. Pinvestment Company Limited		
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"><li>A subsidiary paid PINVEST for production cost of PR media and marketing expenses to promote sales for business operations. The cost and expense are at the similar rate as that of other suppliers.</li></ul>	6.30	Such service is normal business transaction and the service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none"><li>The Company and subsidiaries paid IT consultant fee, development fee and maintenance fee for supporting business.</li></ul>	1.48	
10. Entertainment29 Company Limited		
<b><u>Cost and Expense</u></b>		
<ul style="list-style-type: none"><li>A subsidiary paid TV program production cost for 3BB GIGATV business.</li></ul>	5.00	Such service is normal business transaction and the service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none"><li>A subsidiary paid movie dubbing service fee for supporting business.</li></ul>	1.58	



Connected Company	Value (Million Baht) As of December 31, 2020	Necessity and Appropriateness/ Opinion of Audit Committee
<b>11. Three BB TV Company Limited</b>		
<b><u>Sales and service income</u></b>		
<ul style="list-style-type: none"> <li>A subsidiary provided film copyright for 3BB TV โดย The service fee under agreement is based on the market rate at the same rate as other customers.</li> </ul>	123.33	Such services is normal business transaction of Mono Streaming as channels to promote TBT's services. The service fee is at the same rate as that of other customers. Therefore, this transaction is regarded as reasonable at fair price.
<ul style="list-style-type: none"> <li>A subsidiary provided movie dubbing service for 3BB TV The service fee is based on the market rate at the same rate as other customers.</li> </ul>	1.48	Such service is normal business transaction and the service fee is based on the market rate. Therefore, this transaction is regarded as reasonable at a fair price.
<ul style="list-style-type: none"> <li>The Company provided usage right for 3BB TV The service fee under agreement is based on the market rate at the same rate as other customers.</li> </ul>	30.00	Such service for 3BB TV is normal business transaction of Mono Next and the service fee is at the same rate as that of other customers. Therefore, this transaction is regarded as reasonable at fair price.

## 2. Transactions supporting normal business:

Connected Company	Value (Million Baht) As of December 31, 2020	Necessity and Appropriateness/ Opinion of Audit Committee
<b>1. Premium Asset Company Limited</b>		
<b><u>Space Rental</u></b>		
<ul style="list-style-type: none"> <li>The Company and subsidiaries paid PA for office rental.</li> </ul>	17.12	Such service is a normal transaction of Mono Group. PA is the owner of Jasmine International Tower and the fee is comparable to the rate collected from other tenants. Therefore, such transaction is regarded as reasonable at a fair price.

# Internal Control and Risk Management

The Board of Directors realizes and gives importance to internal control system and risk management to enable Mono Next and subsidiaries to achieve its business goals with efficiency and sustainability. The Company appointed the Audit Committee to review the adequacy and the reliability of financial reports of the internal control and audit system. Also, the Committee shall review business operation of the Company in order to ensure the compliance with the law and related rules, both domestic and international levels.

The Company adopts SEC's internal control system assessment form which follows the guideline of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) as the guideline for the assessment of the Company and subsidiaries. The Audit Committee shall consider the assessment form written by the management and discuss it with the internal audit annually, then present the result to the Board of Directors. The meeting of the Board of Directors No.2/2021, held on March 10, 2021 where all members of the Audit Committee participating in the meeting, assessed the internal control system by discussing with the management and the Members of the Audit Committee. The discussion aimed to consider the adequacy of the internal control system based on 5 aspects as follows:

## Part 1 Control Environment

The Company set a clear business goal with vision and strategy. Appropriate plan and budget which conformed to the target was arranged as well as the organization structure which complied with the change of business. The Company delegated management authority and set applicable plan on human resource. To lead internal control adequacy and sustainable growth, the Company stresses on good corporate governance, business ethics, and code of conducts.

## Part 2 Risk Assessment

The Company appointed the Risk Management Committee, consisting of high-ranking executives of Mono Group to be responsible for considering risk management policy and guidelines, assessing the efficiency of risk management as well as regularly monitoring and reporting the assessment to the Board of Directors.

- Approving and reviewing risk management policy so that it conforms with the objective and the goal of the business as well as organizing the acceptable level of risk to set the same operation framework
- Analyzing all risk possibilities both from internal and external factors which affect the business operation, planning risk management, assessing risk opportunities and effects as well as the chances on corruption to level the risk according to their importance, realizing the signals or errors in order to find the appropriate practice for risk management
- Receiving the membership of Thailand's Private Sector Collective Action Coalition Against Corruption, organizing the plan to investigate and control risk in corruption, and communicating the policy and the practice to employees.
- Monitoring the practice of risk management according to the established plan
- Supervising subsidiaries under the practice of good internal control system and risk management



### Part 3 Control Activities

The Company formulated the policy and the process to control different sectors of business operation. Management authority and financial approval limit of the management was clearly and appropriately organized. To enable mutual inspection, the approval authority was separated from the financial details and information recording and the responsibility for asset custody. General controlling activity using information technology system was adopted for an easy verification. In addition, the Company set the practice to ensure that business transactions followed the procedures established and conflict of interest was prevented.

### Part 4 Information and Communication

The Company always makes decision based on correct, appropriate, sufficient, and accessible data. Moreover, the Company provides applicable internal and external communication channels and process to communicate information to related persons thoroughly and in time.

### Part 5 Monitoring System

The Company set the regular monitoring system for correcting errors in timely manners. The quarterly audit report shall be submitted directly to the Audit Committee and the Board of Directors.

The Board of Directors views that internal control system and risk management of the Company and subsidiaries are sufficient and appropriate for business management. The Company has set up the adequate and appropriate internal control system and employees for the operation as well as the internal control system for transactions among the major shareholder, directors, the management team and other related persons.

Furthermore, the Audit Committee and the management continue to put emphasis on internal control and risk management, ensure the adequate and appropriate internal control for the business operation, control risk at the acceptable level, comply with business operation-related law and regulations, and provide accurate and reliable financial report.

## Head of Internal Audit

S.C. Accounting & Business Consultant (1995) Co., Ltd. has been employed to be the internal auditor of the Company since 2007. Miss Suansri Suankul has been appointed Head of the Internal Audit Unit and Secretary of the Audit Committee. Under the direct control of the Audit Committee, her responsible includes organizing the annual internal audit plan, following and auditing the accuracy of each unit operation, assessing the internal control system, reviewing, and giving opinion and suggestions to increase the efficiency of the internal control management. Report on such topics shall be submitted directly to the Audit Committee and the copy of report shall be quarterly sent to the relevant management. Also, the summarized internal audit report shall be quarterly presented to the meeting of the Board of Directors for their acknowledgement. In this regard, Miss Pitirudee Sirisamphan, the Company Secretary, shall collaborate with the Internal Audit Unit.

The Audit Committee views that the Head of the Internal Audit Unit of the Company, possesses appropriate qualification to effectively perform her duty. She is responsible for complying with the approved annual working plans and reporting the audit results directly to the Audit Committee. After reviewing the internal control system of the Company, the Audit Committee found no significant errors that may affect the Company's operation.

## Head of Corporate Operations

Head of Corporate Operations is responsible for ensuring that the Company's operation follows the principles of good corporate governance, the Company's regulations and policies, as well as laws and related regulations, such as Securities and Exchange Act, announcements of The Securities and Exchange Commission (SEC), and Public Limited Companies Act. B.E. 2535. Hence, Head of Corporate Operations has to give advice to the Board of Directors and executives on practices which need to be followed. This includes ensuring that the Board of Directors, executives, and employees follow those practices correctly. New regulations relating to the Company shall also be observed. In this regard, Miss Pitirudee Sirisamphan, Vice President - Corporate Affairs and Communication and Company Secretary, holds responsibility for the tasks mentioned. Furthermore, the Company has employed Seri Manop & Doyle Co., Ltd., an external legal counsellor, to consult and provide suggestions on the accuracy of such practices.

The information on the position of Head of Internal Audit and the Head of Corporate Operations appears in the topic on Details of Head of Internal Audit and Head of Corporate Operations of the Company.

# Report of Board of Directors' Responsibilities to the Financial Statements

## To Shareholders,

The Board of Directors is responsible for separate financial statements of Mono Next Public Company Limited and consolidated financial statements of Mono Next Public Company Limited and subsidiaries, including financial information presented in this annual report. The aforementioned financial statements have been prepared in accordance with appropriate accounting policies applied on a consistent basis. Where judgment and estimates were required, these were made with careful and reasonable consideration, and adequate disclosures have been made in the notes to the financial statements. These financial statements have been audited by independent certified auditors who have given their unqualified opinions.

The Board of Directors supports the practice of good corporate governance, risk management system and appropriate and efficient internal controls to ensure that the Company's financial information is accurate and complete, thus promoting our efficient, transparent and reliable business operation.

In this regard, the Board of Directors has appointed an Audit Committee comprising of three independent directors to be responsible for reviewing the accounting policy, financial reports, internal controls, internal audit and risk management system. The Audit Committee has also reviewed a disclosure of related party transactions. All comments of the Audit Committee on these issues have included in the Report of the Audit Committee, which is presented in this annual report.

The separate financial statements of the Company and the consolidated financial statements of Company and subsidiaries for the year ended December 31, 2020 have been audited by EY Office Limited - an external auditor. To conduct the audits and express an opinion in accordance with generally accepted auditing standards, the auditor was provided with all of the Company's records and related data. The auditor's opinion is presented in the independent auditor's report as part of this annual report.

The Board of Directors is of the opinion that the Company's overall internal control system is adequate and appropriate and can reasonably assure the creditability of the separate financial statements of the Company and the consolidated financial statements of the Company and subsidiaries for the year ended December 31, 2020.



**(Mrs. Punnee Worawuthichongsathit)**

Chairman

# Report of Audit Committee

The Board of Directors of Mono Next Public Company Limited appointed the Audit Committee which is three independent directors with expertise in accounting, finance, and organizational management. Name and attendances at meeting of each member of the Audit Committee is shown in the table below:

Name	Position	Attendances / Total of meetings (Times)
1. Mr. Preecha Leelasithorn *	Chairperson of Audit Committee	6/6
2. Mr. Kriengsak Thiennukul	Member of Audit Committee	6/6
3. Mr. Charoen Sangvichaipat *	Member of Audit Committee	6/6

\* The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint directors as follows.

1. Mr. Preecha Leelasithorn, the former Member of Audit Committee, appointed as Chairman of Audit Committee
2. Mr. Charoen Sangvichaipat appointed as Member of Audit Committee in replacement of Mrs. Punnee Worawuthichongsathit.

Miss Suansri Suankul was appointed as the Head of Internal Audit Unit and the Secretary to Audit Committee.

The Audit Committee has performed their duties according to the Audit Committee Charter specifying the scope of duties and responsibilities assigned by the Board of Directors and the Company's regulations that were stipulated in compliance with the SET's requirements. The committee also conducted self-assessment for evaluating their performance according to the Audit Committee Charter and good guidelines annually. In 2020, the Audit Committee held 6 meetings, including discussions between the Audit Committee and the management, the external auditor, and the internal auditor. There was also non-executive session that only the Audit Committee and auditors attended the meeting. In addition, the Audit Committee discussed with other committees such as Risk Management Committee and Nomination and Remuneration Committee.

Duties of the Audit Committee can be summarized as follows:

1. **To review the Company's quarterly and annual financial statements of 2020** and consolidated financial statements of the Company and subsidiaries before submission to the Board of Directors for approval. The Audit Committee inquired and listened to feedback from executives and auditors about the accuracy, completeness, and reliability of financial statements. The Audit Committee agreed with the external auditors that the financial statements were adequate and accurate in accordance with financial reporting standards.
2. **To review related party transactions or the transactions which may have conflicts of interest and disclosure of such transactions** in order to be in compliance with the laws, SET regulations, and SEC's requirements. The external auditors had an opinion that such significant transactions and related party transactions were completely disclosed in the notes to the financial statements. The Audit Committee agreed to the external auditors and also viewed that such transactions were in line with the related requirements and beneficial to business operations of the Company and subsidiaries.
3. **To review the internal control, internal audit system, risk management as well as corruption risk prevention.** The Audit Committee worked in collaboration with auditors and the Head of Internal Audit Unit independently and with no limit to information every quarter to consider the auditing results, hear clarification, findings, recommendations, and feedback of responsible person so that the measures were adequate and met the established objectives by concerning about the enterprise risk management. The measures concern





about having efficient resource management, appropriate asset maintenance, and measures to prevent corruption. The assessment of internal control was conducted according to guidelines of SEC. The Audit Committee had an opinion that the internal control and risk management of the Company were adequate and appropriate without significant problems and weak points. Moreover, the Company has certified a membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) for the second time.

4. **To review the compliance with laws governing securities and exchange, business of the Company and subsidiaries as well as the Company's regulations.** Based on the report of the internal auditor, executives, and external auditor, the Audit Committee viewed that there was no significant issues of the non-compliance with relevant laws or requirements.
5. **To review the practice of good corporate governance.** The Audit Committee reviewed and revised the corporate governance policy that the Company arranged in line with the SET's corporate governance guidelines. The Company arranged the Statements of Business Conducts, Code of Conduct for directors and employees with fair treatment of all customers, trade partners, and stakeholders. The Audit Committee also conducted evaluations on the compliance of their performance to the policy annually.
6. **To review the internal audit function.** The Audit Committee quarterly reviewed the audit results, gave suggestions, and monitored operation and correction as per significant results in order to promote good corporate governance, anti-corruption practice, and sufficient and appropriate internal control. The Audit Committee also reviewed the revision of internal audit charter to meet the international standard and suit the Company. In addition, the annual budget for employment of the Internal Audit Unit, the assessment of independency of the internal auditor's performance, the adequacy and appropriateness of staff, and the assessment of the internal auditor performance were also considered. After consideration on those matters, the Audit Committee viewed such issues were appropriate, without significant weak points.
7. **To consider the nomination and appointment of the independent auditors and fix their remuneration in 2021** in order to propose the Board of Directors and the Annual General Meeting of Shareholders. After considering performance, independency, and remuneration level, the Audit Committee agreed to appoint Miss Krongkaew Limkittikul (Certified Public Accountant No. 5874), or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930), or Mr. Nattawut Santipet (Certified Public Accountant No. 5730) of EY Office Limited to serve as the Company and subsidiaries' external auditor again for 2021. The Company will incur auditor remuneration to the amount that is not exceeding 1,300,000 Baht and expense recognition of the audit fees for the Company and subsidiaries in consolidated financial statements for 2021 to the amount that is not exceeding 3,600,000 Baht.

The Audit Committee gives significance to corporate governance, adequate internal control that suit the Company's business operation, and taking into account the acceptable operational risk appetite so that accounting systems and financial reports are accurate and reliable. This includes being complied with laws and regulations related to the Company's business operation on continuing basis.

On Behalf of Audit Committee



**(Mr. Preecha Leelasithorn)**

Chairman of Audit Committee

# Report of Nomination and Remuneration Committee

Appointed by the Board of Directors, Nomination and Remuneration Committee consists of three members which are three independent directors. Name and attendances at meeting of each member of the committee is shown in the table below:

Name	Position	Attendances / Total of meetings (Times)
1. Mr. Preecha Leelasithorn	Chairman of Nomination and Remuneration Committee	4/4
2. Mr. Kriengsak Thiennukul	Member of Nomination and Remuneration Committee	4/4
3. Mr. Charoen Sangvichaipat	Member of Nomination and Remuneration Committee	3/3

Remark : The meeting of the Board of Directors No.1/2020 held on February 3, 2020 passed a resolution to appoint Mr. Charoen Sangvichaipa as Member of Nomination and Remuneration Committee in replacement of Mrs. Punnee Worawuthichongsathit.

Nomination and Remuneration Committee perform their duties according to the scope and responsibility defined by the charter of the Nomination and Remuneration Committee in order to:

1. Consider and express opinion on the election of directors, sub-committee and executives in replacement of the resigned position and propose to the meeting of the Board of Directors for approval.
2. Consider and express opinion on the election of directors retiring by rotation and propose this matter to the Board of Directors before seeking approval from the Annual General Meeting of Shareholders 2020.  
Also, the Company complies with corporate governance principles by giving opportunity to all shareholders to nominate qualified person to be elected as the director. However, there was no nomination sent to the Company.
3. Consider and express opinion on fixing remuneration for directors and propose to the Board of Directors before seeking approval from the Annual General Meeting of Shareholders 2020.
4. Consider the omission of allowance payment for directors and bonus payment for executives for 2020.
5. Consider self-assessment results of the Nomination and Remuneration Committee.
6. Consider performance appraisal results of Chief Executive Officer.

Annually reporting to the Board of Directors, Nomination and Remuneration Committee shall appropriately perform their duties with efficiency and transparency for the benefits of the Company.

On behalf of Nomination and Remuneration Committee



**(Mr. Preecha Leelasithorn)**

Chairman of Nomination and Remuneration Committee



# Management Discussion and Analysis

## Financial Statements

### The Company's Auditors

Year	Name of Auditor	Registration No.	Audit Firms
2018	Miss Krongkaew Limkittikul	5874	EY Office Limited
2019	Miss Krongkaew Limkittikul	5874	EY Office Limited
2020	Miss Krongkaew Limkittikul	5874	EY Office Limited

### Audit Report Summary

The Company's consolidated and separate financial statements for 2018 – 2020 were audited by the aforementioned auditors, who were approved by SEC. In addition, financial statements of some subsidiaries overseas during 2018 – 2020 were audited by auditors in each country.

Regarding the financial statements for 2018 – 2020, the auditors expressed their unconditioned opinion toward the audited financial statements and were of opinion that the Company's statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity and cash flow statement for each year ended as the same day were correct in accordance with Thai Financial Reporting Standards (TFRS).

## Summary of Financial Statements

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

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

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

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

Statement of Comprehensive Income	Consolidated Financial Statements					
	For the year ended December 31					
	2020		2019		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Revenue</b>						
Revenue from contracts with customers	1,644.65	97.19	2,150.39	98.47	2,399.23	95.66
Profit from modification of the terms of payment of the spectrum license fee	-	-	-	-	75.23	3.00
Other income	47.63	2.81	33.36	1.53	33.66	1.34
<b>Total Revenues</b>	<b>1,692.28</b>	<b>100.00</b>	<b>2,183.75</b>	<b>100.00</b>	<b>2,508.12</b>	<b>100.00</b>
<b>Expenses</b>						
Cost of sales and services	1,729.15	102.18	1,963.11	89.89	1,905.89	75.99
Selling and servicing expenses	163.32	9.65	281.76	12.90	171.03	6.82
Administrative expenses	342.08	20.21	493.69	22.61	480.51	19.16
Expected credit losses (reversal)	9.78	0.58	(0.04)	-	-	-
Reversal of allowance for impairment of investment in a joint venture	-	-	-	-	(4.03)	(0.16)
Loss on impairment of other non-financial assets	37.34	2.21	5.25	0.24	-	-
<b>Total Expenses</b>	<b>2,281.67</b>	<b>134.83</b>	<b>2,743.77</b>	<b>125.64</b>	<b>2,553.40</b>	<b>101.81</b>
<b>Operating loss</b>	(589.39)	(34.83)	(560.02)	(25.64)	(45.28)	(1.81)
Share of profit (loss) from investment in an associate	(0.28)	(0.01)	0.81	0.03	-	-
<b>Profit (loss) before finance cost and tax income (expenses)</b>	(589.67)	(34.84)	(559.21)	(25.61)	(45.28)	(1.81)
Finance income	0.19	0.01	0.59	0.03		
Finance cost	(120.32)	(7.11)	(110.42)	(5.06)	(128.62)	(5.13)
<b>Loss before income tax</b>	(709.80)	(41.94)	(669.04)	(30.64)	(173.90)	(6.94)
Income tax income (expenses)	48.30	2.85	52.85	2.42	(19.37)	(0.77)
<b>Profit (Loss) for the year</b>	<b>(661.49)</b>	<b>(39.09)</b>	<b>(616.19)</b>	<b>(28.22)</b>	<b>(193.27)</b>	<b>(7.71)</b>
Exchange differences on translation of financial statements in foreign currency	2.21		(2.57)		(0.82)	
Actuarial gain (loss) – net of income tax	0.27		(10.72)		-	
<b>Other comprehensive income for the year</b>	<b>2.48</b>		<b>(13.29)</b>		<b>(0.82)</b>	
<b>Total comprehensive income for the year</b>	<b>(659.02)</b>		<b>(629.48)</b>		<b>(194.09)</b>	
<b>Profit attributable to</b>						
Profit attributable to equity holders of the Company	(661.49)		(616.19)		(193.27)	
<b>Profit for the year attributable to</b>	<b>(661.49)</b>		<b>(616.19)</b>		<b>(193.27)</b>	
<b>Loss per share</b>						
Basic loss per share	(0.191)		(0.178)		(0.056)	
Loss attributable to equity holders of the Company	(0.191)		(0.178)		(0.050)	
Weighted average number of ordinary shares (million shares)	3,471.05		3,471.05		3,451.45	



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

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

## Key Financial Ratio

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

Remark : <sup>1/</sup> Calculated from the Net Profit according to the separate finance statements.

## Management Discussion and Analysis

### 1) Overview of Operation Results

#### Revenue

**Total revenue** of the Company and subsidiaries for 2020 amounted to 1,692.28 million Baht, compared to 2,183.75 million Baht in 2019, decreasing by 491.47 million Baht or 22.51 percent, with details summarized as follows:

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

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

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

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

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

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



## Cost, Expense, Financial Cost and Income Tax

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

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

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

## Net Loss

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

## 2) Financial Status Analysis

### Assets

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

## Liabilities

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

## Shareholders' equity

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

## Investment Structure

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

## Profitability

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

## Asset Management Ability

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

## Liquidity and Capital Adequacy

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

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

## Liability Commitments

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

# Independent Auditor's Report

**To the Shareholders of Mono Next Public Company Limited**

**(formerly known as “Mono Technology Public Company Limited”)**

## Opinion

I have audited the accompanying consolidated financial statements of Mono Next Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Mono Next Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mono Next Public Company Limited and its subsidiaries and of Mono Next Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

## Basis for Opinion

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

## Emphasis of Matters

I draw attention to Note 1.2 to the consolidated financial statements. The COVID-19 pandemic is resulting in an economic slowdown and impacting the Group's business activities. The Group's management has monitored the ongoing developments and amended its business plan to reflect the current circumstances. Moreover, the management has continuously assessed the impact, and adjusted the values of assets in the consolidated financial statements and investments in subsidiaries in the separate financial statements, in so far as they are relevant to the amendments to the business plan, as discussed in Note 10.7 to the consolidated financial statements. In preparing the consolidated and separate financial statements for the year ended 31 December 2020, the Group has elected to apply the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic issued by the Federation of Accounting Professions, as discussed in Note 3 to the consolidated financial statements. My opinion is not modified in respect of these matters.

## Key Audit Matters

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.



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

#### *Revenue recognition*

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

I have examined the revenue recognition of the Group by

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

#### *Impairment of assets*

As at 31 December 2020, intangible assets and cost of spectrum license totaled Baht 2,570 million, representing 58 percent of the Group's total assets in the consolidated statement of financial position, as described in Notes 12 and 13 to the consolidated financial statements. Moreover, the Company had investments in subsidiaries and loans to and interest receivable from subsidiaries amounting to Baht 4,148 million, representing 96 percent of total assets in the separate statement of financial position, as described in Notes 7 and 10 to the consolidated financial statements. Management's assessment was that there were indicators that these assets may be impaired. In determining the impairment loss, management had to exercise judgement with respect to the projections of future operating performance and plans for management of assets, and the determination of an appropriate discount rate and key assumptions, which directly affect the amount of allowance for impairment loss on such assets.

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

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

#### *Deferred tax assets for unused tax losses*

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

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

## Other Information

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

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

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

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

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

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

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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



Krongkaew Limkittikul

Certified Public Accountant (Thailand) No. 5874

EY Office Limited

Bangkok: 24 February 2021

# Consolidated Financial Statements

Mono Next Public Company Limited

(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

## Statement of financial position

As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents		173,216,375	45,071,575	4,476,979	1,796,355
Trade and other receivables	8	244,709,419	141,493,342	66,774,783	419,443,473
Contract assets - accrued revenues		140,135,434	189,115,089	10,008,661	128,582,303
Inventories	9	8,091,579	16,339,225	-	-
Current tax assets		44,678,722	66,941,755	8,308,513	9,016,168
Prepaid expenses		7,394,018	17,512,728	1,268,428	3,361,698
Other current assets		40,646,452	57,315,861	5,244,200	5,568,493
<b>Total current assets</b>		<b>658,871,999</b>	<b>533,789,575</b>	<b>96,081,564</b>	<b>567,768,490</b>
<b>Non-current assets</b>					
Restricted bank deposits	30.2	66,851,459	39,607,007	31,000	912,668
Investments in subsidiaries	10	-	-	3,545,293,155	3,225,225,288
Investment in an associate		-	882,569	-	-
Loans to and interest receivable from subsidiaries	7	-	-	602,272,627	623,500,000
Property, plant and equipment	11	652,402,787	712,971,761	7,197,797	21,705,798
Intangible assets	12	2,040,791,362	2,282,813,234	9,240,918	56,454,717
Cost of spectrum license	13	529,015,998	592,853,734	-	-
Deferred tax assets	26	364,288,660	300,533,705	13,869,637	13,237,906
Other non-current assets		93,866,817	79,324,735	27,294,132	20,495,886
<b>Total non-current assets</b>		<b>3,747,217,083</b>	<b>4,008,986,745</b>	<b>4,205,199,266</b>	<b>3,961,532,263</b>
<b>Total assets</b>		<b>4,406,089,082</b>	<b>4,542,776,320</b>	<b>4,301,280,830</b>	<b>4,529,300,753</b>

The accompanying notes are an integral part of the financial statements.



## Mono Next Public Company Limited

(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

### Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term loans from banks	14	155,023,106	185,870,778	15,000,000	19,226,996
Trade and other payables	15	497,294,213	358,355,579	165,170,882	151,636,370
Contract liabilities - unearned revenues		124,386,648	72,611,160	128,000	408,538
Short-term loans from an unrelated party	16	215,000,000	-	-	-
Current portion of long-term liabilities					
Long-term loans from banks	17	199,244,566	300,788,136	-	-
Cost of spectrum license and interest payable	18	227,672,329	-	-	-
Lease liabilities	19.2	15,806,079	21,842,919	672,400	632,895
Short-term loan from a subsidiary	7	-	-	-	48,514,400
Income tax payable		628,066	386,833	-	-
Other current liabilities		25,087,198	37,533,855	5,556,151	13,591,697
<b>Total current liabilities</b>		<b>1,460,142,205</b>	<b>977,389,260</b>	<b>186,527,433</b>	<b>234,010,896</b>
<b>Non-current liabilities</b>					
Long-term liabilities - net of current portion					
Long-term loans from banks	17	1,502,679,418	1,233,075,755	-	-
Cost of spectrum license and interest payable	18	-	212,180,000	-	-
Lease liabilities	19.2	8,829,684	16,219,267	303,084	975,484
Deferred tax liabilities	26	3,679,004	5,834,091	-	-
Provision for long-term employee benefits	20	78,095,124	86,394,755	28,253,207	42,436,881
<b>Total non-current liabilities</b>		<b>1,593,283,230</b>	<b>1,553,703,868</b>	<b>28,556,291</b>	<b>43,412,365</b>
<b>Total liabilities</b>		<b>3,053,425,435</b>	<b>2,531,093,128</b>	<b>215,083,724</b>	<b>277,423,261</b>

The accompanying notes are an integral part of the financial statements.

**Mono Next Public Company Limited**

(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

**Statement of financial position (continued)**

**As at 31 December 2020**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Shareholders' equity</b>					
Share capital	21				
Registered					
3,471,054,038 ordinary shares (2019:					
4,862,999,975 ordinary shares) of Baht 0.1 each		347,105,404	486,299,998	347,105,404	486,299,998
Issued and fully paid-up					
3,471,054,038 ordinary shares of Baht 0.1 each		347,105,404	347,105,404	347,105,404	347,105,404
Premium on ordinary shares		3,633,007,963	3,633,007,963	3,633,007,963	3,633,007,963
Differences on business combination					
under common control		(152,365,167)	(152,365,167)	-	-
Retained earnings					
Appropriated - statutory reserve	22	51,970,000	51,970,000	51,970,000	51,970,000
Unappropriated (deficit)		(2,527,111,272)	(1,865,882,536)	54,113,739	219,794,125
Other components of shareholders' equity		56,719	(2,152,472)	-	-
<b>Total shareholders' equity</b>		<b>1,352,663,647</b>	<b>2,011,683,192</b>	<b>4,086,197,106</b>	<b>4,251,877,492</b>
<b>Total liabilities and shareholders' equity</b>		<b>4,406,089,082</b>	<b>4,542,776,320</b>	<b>4,301,280,830</b>	<b>4,529,300,753</b>

The accompanying notes are an integral part of the financial statements.

# Mono Next Public Company Limited

(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

## Statement of comprehensive income

For the year ended 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Profit or loss:</b>					
<b>Revenues</b>					
Revenue from contracts with customers	23	1,644,650,706	2,150,389,052	136,144,392	190,676,165
Dividend income	7, 10	-	-	6,999,738	-
Other income	7	47,633,604	33,363,948	109,039,954	185,560,904
<b>Total revenues</b>		<b>1,692,284,310</b>	<b>2,183,753,000</b>	<b>252,184,084</b>	<b>376,237,069</b>
<b>Expenses</b>					
Cost of sales and services		1,729,152,234	1,963,107,585	108,417,804	189,557,687
Selling and servicing expenses		163,323,988	281,760,405	2,753,043	10,474,894
Administrative expenses		342,076,809	493,693,125	145,430,764	233,906,955
Expected credit losses (reversal)		9,782,039	(40,640)	12,196,797	(1,382,984)
Loss on impairment of investments in subsidiaries	10	-	-	174,807,747	73,600,000
Loss on impairment of other non-financial assets	11, 12	37,334,777	5,250,905	7,456,552	-
<b>Total expenses</b>		<b>2,281,669,847</b>	<b>2,743,771,380</b>	<b>451,062,707</b>	<b>506,156,552</b>
<b>Operating loss</b>		<b>(589,385,537)</b>	<b>(560,018,380)</b>	<b>(198,878,623)</b>	<b>(129,919,483)</b>
Share of profit (loss) from investment in an associate		(282,687)	807,594	-	-
Finance income		194,515	589,970	36,198,690	18,697,674
Finance cost	24	(120,323,198)	(110,417,646)	(4,251,086)	(2,878,510)
<b>Loss before income tax</b>		<b>(709,796,907)</b>	<b>(669,038,462)</b>	<b>(166,931,019)</b>	<b>(114,100,319)</b>
Tax income (expenses)	26	48,302,858	52,849,774	(1,453,269)	130,359
<b>Loss for the year</b>		<b>(661,494,049)</b>	<b>(616,188,688)</b>	<b>(168,384,288)</b>	<b>(113,969,960)</b>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currencies		2,209,191	(2,568,902)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Actuarial gain (loss) - net of income tax	20	265,313	(10,715,056)	2,703,902	(4,731,566)
<b>Other comprehensive income for the year</b>		<b>2,474,504</b>	<b>(13,283,958)</b>	<b>2,703,902</b>	<b>(4,731,566)</b>
<b>Total comprehensive income for the year</b>		<b>(659,019,545)</b>	<b>(629,472,646)</b>	<b>(165,680,386)</b>	<b>(118,701,526)</b>
<b>Loss per share</b>	27				
Basic loss per share					
Loss attributable to equity holders of the Company		(0.19)	(0.18)	(0.05)	(0.03)

The accompanying notes are an integral part of the financial statements.

# Mono Next Public Company Limited

(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

## Cash flow statement

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from operating activities</b>				
Loss before tax	(709,796,907)	(669,038,462)	(166,931,019)	(114,100,319)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation	79,265,833	97,295,648	8,019,321	12,766,810
Amortisation	1,236,779,376	1,145,611,907	7,030,390	15,800,220
Amortisation of spectrum license cost	63,837,737	81,503,301	-	-
Expected credit losses (reversal)	9,782,039	(40,640)	12,196,797	(1,382,984)
Reduction of inventories to net realisable value (reversal)	(1,011,590)	850,660	-	-
Loss on impairment of investments in subsidiaries	-	-	174,807,747	73,600,000
Dividend income	-	-	(6,999,738)	-
Share of loss (profit) from investment in an associate	282,687	(807,594)	-	-
Loss (gain) on disposals of equipment	(2,774,951)	1,836,899	(1,334,959)	(212,739)
Gain on disposals of intangible assets	(286)	-	(17,303)	-
Loss on impairment of other non-financial assets	37,334,777	5,250,905	7,456,552	-
Unrealised gain on exchange	(5,607,738)	(5,968,307)	(127,585)	(3,939,517)
Provision for long-term employee benefits	34,290,140	21,930,184	(354,191)	13,793,889
Finance income	(194,515)	(589,970)	(36,198,690)	(18,697,674)
Finance cost	120,323,198	110,417,646	4,251,086	2,878,510
Profit (loss) from operating activities before changes in operating assets and liabilities	862,509,800	788,252,177	1,798,408	(19,493,804)
Operating assets decrease (increase)				
Trade and other receivables	(64,046,614)	109,900,937	363,618,181	(35,769,432)
Inventories	9,259,235	(661,406)	-	-
Prepaid expenses	9,206,255	20,927,597	2,076,185	1,807,828
Other current assets	16,669,408	25,908,866	324,293	(2,123,245)
Other non-current assets	119,121	2,341,745	132,921	(339,444)
Operating liabilities increase (decrease)				
Trade and other payables	(179,025,929)	63,189,784	37,374,865	35,840,482
Other current liabilities	39,328,831	20,640,702	(8,316,084)	1,571,030
Cash flows from (used in) operating activities	694,020,107	1,030,500,402	397,008,769	(18,506,585)
Cash paid for corporate income tax	(48,299,038)	(68,277,583)	(8,308,513)	(9,016,168)
Cash received from withholding tax refundable	38,534,917	69,822,934	-	24,168,574
Cash paid for long-term employee benefits	(42,324,458)	-	(11,125,581)	-
<b>Net cash flows from (used in) operating activities</b>	<b>641,931,528</b>	<b>1,032,045,753</b>	<b>377,574,675</b>	<b>(3,354,179)</b>

The accompanying notes are an integral part of the financial statements.

# Mono Next Public Company Limited

(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

## Cash flow statement (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from investing activities</b>				
Interest received	194,515	589,970	95,725,348	17,766,810
Dividend received	599,882	-	6,999,738	-
Decrease in loans to subsidiaries	-	-	57,000,000	1,382,984
Increase in loans to subsidiaries	-	-	-	(4,250,000)
Decrease in restricted bank deposits	1,059,020	24,029,872	881,668	211,793
Increase in restricted bank deposits	(28,303,472)	(1,039,520)	-	(862,168)
Cash paid for additional capital of subsidiaries	-	-	(625,000,000)	-
Cash returns of capital by subsidiaries	-	-	55,052,723	-
Cash paid for purchase of investment in an associate	-	(74,975)	-	-
Acquisition and cash paid to settle payables from purchases of equipment	(59,966,611)	(45,411,889)	(561,722)	(2,601,839)
Acquisition and cash paid to settle payables from purchases of intangible assets	(672,331,924)	(990,333,621)	(1,590,596)	(4,681,633)
Proceeds from sales of equipment	21,503,802	1,943,723	3,438,515	260,597
Proceeds from sales of intangible assets	-	-	40,981,308	-
<b>Net cash flows from (used in) investing activities</b>	<b>(737,244,788)</b>	<b>(1,010,296,440)</b>	<b>(367,073,018)</b>	<b>7,226,544</b>
<b>Cash flows from financing activities</b>				
Cash paid for interest expenses	(102,877,652)	(95,404,597)	(1,452,498)	(1,537,775)
Decrease in bank overdrafts and short-term loans from banks	(30,847,672)	(35,986,008)	(4,226,996)	(8,758,775)
Increase in short-term loans from an unrelated party	215,000,000	-	-	-
Cash received from long-term loans from banks	250,000,000	200,000,000	-	-
Payment of front-end fees	(7,000,000)	-	-	-
Repayment of long-term loans from banks	(76,078,408)	(109,597,251)	-	-
Payment of principal portion of lease liabilities	(26,938,084)	(24,642,120)	(2,132,224)	(562,271)
Proceeds from exercises of warrants	-	60,072	-	60,072
Dividend paid	(9,315)	(5,133)	(9,315)	(5,133)
<b>Net cash flows from (used in) financing activities</b>	<b>221,248,869</b>	<b>(65,575,037)</b>	<b>(7,821,033)</b>	<b>(10,803,882)</b>
<b>Increase (decrease) in translation adjustments</b>	<b>2,209,191</b>	<b>(2,568,902)</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>128,144,800</b>	<b>(46,394,626)</b>	<b>2,680,624</b>	<b>(6,931,517)</b>
Cash and cash equivalents at beginning of year	45,071,575	91,466,201	1,796,355	8,727,872
<b>Cash and cash equivalents at end of year</b>	<b>173,216,375</b>	<b>45,071,575</b>	<b>4,476,979</b>	<b>1,796,355</b>
<b>Supplemental disclosures of cash flow information</b>				
Non-cash transactions				
Payable of acquisition of equipment	541,490	17,287,642	222,683	22,308
Payable of acquisition of intangible assets	359,522,538	19,086,957	-	-

The accompanying notes are an integral part of the financial statements.

**Mono Next Public Company Limited (formerly known as “Mono Technology Public Company Limited”) and its subsidiaries**

**Statement of changes in shareholders' equity**

**For the year ended 31 December 2020**

(Unit: Baht)

	Consolidated financial statements							
				Retained earnings		Other components of shareholders' equity		Total shareholders' equity
	Issued fully paid-up share capital	Premium on ordinary shares	Differences on business combination under common control	Appropriated	Unappropriated (deficit)	Exchange differences on translation of financial statements in foreign currencies	Other comprehensive income	Total other components of shareholders' equity
<b>Balance as at 1 January 2019</b>	347,102,966	3,632,950,329	(152,365,167)	51,970,000	(1,238,978,792)	416,430		2,641,095,766
Loss for the year	-	-	-	-	(616,188,688)	-	-	(616,188,688)
Other comprehensive income for the year	-	-	-	-	(10,715,056)	(2,568,902)		(13,283,958)
Total comprehensive income for the year	-	-	-	-	(626,903,744)	(2,568,902)		(629,472,646)
The warrant holders exercised warrants (Note 21)	2,438	57,634	-	-	-	-	-	60,072
<b>Balance as at 31 December 2019</b>	347,105,404	3,633,007,963	(152,365,167)	51,970,000	(1,865,882,536)	(2,152,472)		2,011,683,192
<b>Balance as at 1 January 2020</b>	347,105,404	3,633,007,963	(152,365,167)	51,970,000	(1,865,882,536)	(2,152,472)		2,011,683,192
Loss for the year	-	-	-	-	(661,494,049)	-	-	(661,494,049)
Other comprehensive income for the year	-	-	-	-	265,313	2,209,191		2,474,504
Total comprehensive income for the year	-	-	-	-	(661,228,736)	2,209,191		(659,019,545)
<b>Balance as at 31 December 2020</b>	347,105,404	3,633,007,963	(152,365,167)	51,970,000	(2,527,111,272)	56,719		1,352,663,647

The accompanying notes are an integral part of the financial statements.



# Mono Next Public Company Limited (formerly known as “Mono Technology Public Company Limited”) and its subsidiaries

## Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Separate financial statements				
	Issued and fully paid-up share capital	Premium on ordinary shares	Retained earnings		Total shareholders' equity
			Appropriated	Unappropriated	
Balance as at 1 January 2019	347,102,966	3,632,950,329	51,970,000	338,495,651	4,370,518,946
Loss for the year	-	-	-	(113,969,960)	(113,969,960)
Other comprehensive income for the year	-	-	-	(4,731,566)	(4,731,566)
Total comprehensive income for the year	-	-	-	(118,701,526)	(118,701,526)
The warrant holders exercised warrants (Note 21)	2,438	57,634	-	-	60,072
Balance as at 31 December 2019	347,105,404	3,633,007,963	51,970,000	219,794,125	4,251,877,492
Balance as at 1 January 2020	347,105,404	3,633,007,963	51,970,000	219,794,125	4,251,877,492
Loss for the year	-	-	-	(168,384,288)	(168,384,288)
Other comprehensive income for the year	-	-	-	2,703,902	2,703,902
Total comprehensive income for the year	-	-	-	(165,680,386)	(165,680,386)
Balance as at 31 December 2020	347,105,404	3,633,007,963	51,970,000	54,113,739	4,086,197,106

The accompanying notes are an integral part of the financial statements.

## **Mono Next Public Company Limited**

**(formerly known as “Mono Technology Public Company Limited”) and its subsidiaries**

### **Notes to consolidated financial statements**

**For the year ended 31 December 2020**

#### **1. General information**

##### **1.1 Corporate information**

Mono Next Public Company Limited (the “Company”) is a public company incorporated and domiciled in Thailand. On 20 August 2020, the Company registered a change of its company name with the Ministry of Commerce in accordance with a resolution passed by the Annual General Meeting of its shareholders on 10 August 2020, from “Mono Technology Public Company Limited” to “Mono Next Public Company Limited”.

On 29 June 2020, the Company registered a change of its registered office with the Ministry of Commerce to 29/9 Moo 4 Chaipruek Road, Tambon Bang Phlap, Pakkred District, Nonthaburi.

The Group is principally engaged in the following businesses:

- a) Media business, consisting of TV, online and subscribed streaming video
- b) Content and entertainment business, consisting of movie business, entertainment business, commerce and content arrangement business

##### **1.2 COVID-19 pandemic**

The COVID-19 pandemic is resulting in an economic slowdown and impacting the Group's business activities. The Group's management has monitored ongoing developments and amended its business plan to reflect the current circumstances. Moreover, the management has continuously assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and used estimates and judgement in respect of various matters as the situation has evolved.

#### **2. Basis of preparation**

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.



## 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of the Company and the following subsidiaries (collectively referred to as the “Group”).

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2020 (Percent)	2019 (Percent)
<u>Held by the Company</u>				
Mono Cyber Company Limited (formerly known as “Mono Generation Company Limited”)	Production, distribution and provision of entertainment content services and general books, as well as provision of design and implementation services for online business	Thailand	100	100
Mono Shopping Company Limited (formerly known as “Mono Travel Company Limited”)	Agent of complete online shopping and home shopping, together with content production and provision of content services	Thailand	100	100
Mono Production Company Limited	Provision of location services, production of TV and other programming, together with provision of entertainment content services	Thailand	100	100
Mono Info Systems Company Limited	Production and provision of enterprise software and digital content	Thailand	100	100
Mono Music Company Limited**	Production and distribution of entertainment content and provision of related services, including organisation of entertainment-related activities through all types of media	Thailand	100	100
Mono Radio Company Limited***	Radio station and broadcasting business, together with organisation of activities	Thailand	100	100
Mono Radio Broadcast Company Limited*	Radio station and broadcasting business	Thailand	-	100

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2020 (Percent)	2019 (Percent)
Mono Talent Studio Company Limited**	Provision of actor and artist services and provision of entertainment content through all types of media	Thailand	100	100
T Moment Company Limited**	Production and distribution of motion pictures, together with provision of entertainment content services	Thailand	100	100
Mono Play Company Limited*	Provision of a range of game software services for the purpose of online entertainment through mobile and website platforms	Thailand	-	100
Mono Astro Company Limited*	Provision of horoscope services by fortune-tellers and astrologists through various channels	Thailand	-	100
PT Mono Technology Indonesia (1 percent held by Mono Cyber Company Limited)**	Provision of entertainment content through various channels	Indonesia	99	99
Mono Technology Hong Kong Limited**	Provision of entertainment content through various channels	Hong Kong	100	100
<b>Held by the subsidiaries</b>				
<b><u>A subsidiary held by Mono Cyber Company Limited</u></b>				
Mono Streaming Company Limited (formerly known as “Mono Film Company Limited”)	Production and distribution of motion pictures, television programs, together with provision of entertainment content services	Thailand	100	100
<b><u>Subsidiaries held by Mono Production Company Limited</u></b>				
Mono Sport Entertainment Company Limited*	Organisation of sports events and all types of related activities, including management of sport teams and clubs	Thailand	-	100
Mono Broadcast Company Limited	Broadcasting and television business	Thailand	100	100

\* Dissolved and completed its liquidation

\*\* Dissolved and currently in process of liquidation

\*\*\* Approved to dissolve

On 29 June 2020, three subsidiaries registered the changes of their company names with the Ministry of Commerce from “Mono Film Company Limited”, “Mono Generation Company Limited” and “Mono Travel Company Limited” to “Mono Streaming Company Limited”, “Mono Cyber Company Limited” and “Mono Shopping Company Limited”, respectively.

On 16 December 2020, the Extraordinary General Meetings of shareholders of Mono Music Company Limited, Mono Radio Broadcast Company Limited, Mono Talent Studio Company Limited, T Moment Company Limited, Mono Play Company Limited, Mono Astro Company Limited and Mono Sport Entertainment Company Limited passed resolutions to dissolve the subsidiaries. The subsidiaries registered their dissolution with the Ministry of Commerce on the same date. Subsequently, Mono Radio Broadcast Company Limited, Mono Play Company Limited, Mono Astro Company Limited and Mono Sport Entertainment Company Limited registered the completion of their liquidation with the Ministry of Commerce on 28 December 2020. Moreover, on 30 November 2020, Mono Technology Hong Kong Limited registered its dissolution in accordance with a resolution passed by its Board of Directors meeting on the same date. In addition, on 13 August 2020, a meeting of the Company’s Board of Directors passed a resolution to dissolve Mono Radio Company Limited. The dissolution of these subsidiaries does not have any significant impact on the Group’s operations.

- b) The Group is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
  - c) Subsidiaries are fully consolidated, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases.
  - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
  - e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
  - f) Material balances and transactions between the Group companies have been eliminated from the consolidated financial statements.
- 2.3 The separate financial statements present investments in subsidiaries and an associate under the cost method.

### **3. New financial reporting standards**

#### **3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group’s financial statements. However, the new standard involves changes to key principles, which are summarised below:



### Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7      Financial Instruments: Disclosures

TFRS 9      Financial Instruments

Accounting standard:

TAS 32      Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16    Hedges of a Net Investment in a Foreign Operation

TFRIC 19    Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the entity's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

These standards do not have any significant impact on the Group's financial statements.

### TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The cumulative effect of the change is described in Note 4 to the consolidated financial statements.

## **Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic**

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures on Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impacts of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

The Group has elected to apply the following temporary relief measures on accounting alternatives:

- Not to use information relating to the COVID-19 situation in determining whether sufficient taxable profits will be available in future periods against which deferred tax assets can be utilised.
- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36, Impairment of Assets.
- Not to use information relating to the COVID-19 situation to determine whether the Group has a present obligation arising from past events in estimating provisions.

The Group is evaluating the impact on the financial statements. The Group will consider recording the impact after the relief measures expire.

### **3.2 Financial reporting standards that became effective for fiscal years beginning on or after 1 January 2021**

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 3 to the consolidated financial statements, during the current year, the Group has adopted TFRSs related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards was recognised as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The changes in accounting policies do not have any impact on the balance of retained earnings as at 1 January 2020, but affect assets and liabilities in the statements of financial position as follows:

(Unit: Million Baht)

	Consolidated financial statements			Separate financial statements		
	31 December 2019	The impacts of TFRS 16	1 January 2020	31 December 2019	The impacts of TFRS 16	1 January 2020
<b>Non-current assets</b>						
Property, plant and equipment	713	10	723	22	2	24
<b>Current liabilities</b>						
Current portion of lease liabilities	22	5	27	1	1	2
<b>Non-current liabilities</b>						
Lease liabilities - net of current portion	16	5	21	1	1	2

On initial adoption of TFRS 16, the Group recognised lease liabilities in relation to leases that previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2020. For leases that previously classified as finance leases, the Group recognised the carrying amount of the lease assets and lease liabilities before transition as right-of-use assets and lease liabilities, respectively at the date of initial adoption.

(Unit: Million Baht)

	Consolidated financial statements	Separate financial statements
Operating lease and service commitments as at 31 December 2019	662	42
Less: Short-term leases and leases of low-value assets	(18)	(2)
Less: Option to terminate lease term	(9)	(9)
Less: Contracts reassessed as service agreements	(624)	(28)
Less: Deferred interest expenses	(1)	(1)
Increase in lease liabilities and right-of-use assets - office building space due to TFRS 16 adoption	10	2
Liabilities under finance lease agreements as at 31 December 2019	38	2
Lease liabilities as at 1 January 2020	48	4
Comprise of:		
Current portion of lease liabilities	27	2
Lease liabilities - net of current portion	21	2
	48	4
Weighted average incremental borrowing rate (percent per annum)	6	6

## 5. Significant accounting policies

### 5.1 Revenue and expense recognition

Revenues from advertising and services are recognised over the period of service, taking into account the stage of completion, which is determined based on comparison of the amount of service rendered as of the period-end with the total service to be rendered under the agreement.

Where royalties from rights are charged at fixed amounts, the royalties cannot be refunded by the licensee and the licensor has no obligations subsequent to granting the rights, the royalties are recognised as income in full when the licensee is entitled to exploit the rights under the terms of the agreement.

Revenues from sales of goods are recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration receivable, excluding value-added tax, of goods supplied after deducting returns and discounts to customers.

The recognised revenue which is not yet due per the contracts has been presented under the caption of “Contract assets - accrued revenues” in the statement of financial position. The amounts recognised as contract assets are reclassified to trade receivables when the Group’s right to consideration is unconditional.

The obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer is presented under the caption of “Contract liabilities - unearned revenues” in the statement of financial position. Contract liabilities are recognised as revenue when the Group performs under the contract.

#### *Finance income*

Finance income represents interest income on debt instruments measured at amortised cost, which is recognised on an accrual basis based on the effective interest rate.

#### *Finance cost*

Interest expense from financial liabilities at amortised cost is calculated using the effective interest rate method and recognised on an accrual basis.

#### *Dividends*

Dividends are recognised when the right to receive the dividends is established.

### **5.2 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

### **5.3 Inventories**

Souvenirs are valued at the lower of cost (under the first-in, first-out method) and net realisable value.

Pocket books are valued at the lower of cost (under the specific identification method) and net realisable value. Goods expected to be returned are valued at the former cost (under the average method), less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

### **5.4 Investments**

- a) Investments in an associate are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries and an associate are accounted for in the separate financial statements using the cost method, net of allowance for impairment loss (if any).

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

## 5.5 Property, plant and equipment/Depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

	Useful lives
Building	40 years
Land improvement	20 years
Building and leasehold improvement	10 years
Furniture, fixtures and office equipment	5 years
Computer and equipment	5 years
Motor vehicles	5 years

Depreciation is charged to profit or loss. No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

## 5.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 5.7 Intangible assets and cost of spectrum license/Amortisation

Intangible assets and cost of spectrum license are recognised at cost, with the cost of the spectrum license measured at the cash equivalent price, which is the present value of the installments payable. The difference between the total payment to be made and the cash equivalent price is recognised as a finance cost over the license fee payment period, and amortised from the time the Group is ready to provide commercial service.

Following the initial recognition, the intangible assets and cost of spectrum license are carried at cost less accumulated amortisation and allowance for loss on impairment (if any) of assets.

Intangible assets and cost of spectrum license with finite lives are amortised on a systematic basis over the economic useful lives and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.



A summary of the intangible assets with finite useful lives is as follows:

	Useful lives
Cost of spectrum license	Contract period
Cost of website	5, 10 years
Films, music and video copyright	5, 10 years or contract period
Other copyright	3, 5, 10 years or contract period
Computer software	5, 10, 20 years or contract period

## 5.8 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors and officers with authority in the planning and direction of the Group's operations.

## 5.9 Leases

### *Accounting policies adopted since 1 January 2020*

The Group recognises right-of-use assets and lease liabilities for all leases at the date the underlying asset is available for use (the commencement date of the lease), except for a lease that has a lease term less than or equal to 12 months or a lease of low-value assets, the Group recognises as expenses on a straight-line basis over the lease term.

### *Right-of-use assets*

Right-of-use assets are measured at cost, less accumulated depreciation, any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made on or before the commencement date of the lease.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the lease term or their estimated useful lives if ownership of the leased asset is transferred to the Group at the end of the lease term.

Office building space	Lease term
Furniture, fixtures and office equipment	5 years
Computer and equipment	5 years
Motor vehicles	5 years

Right-of-use assets are presented as part of property, plant and equipment in the statement of financial position.

### ***Lease liabilities***

Lease liabilities are measured at the present value of the lease payments to be made over the lease term, discounted by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change of the lease.

### ***Accounting policies adopted before 1 January 2020***

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the asset.

Leases of office building space and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

## **5.10 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are charged to profit or loss.

## **5.11 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of the assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit and loss.

## 5.12 Employee benefits

### *Short-term employee benefits*

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

### *Post-employment benefits*

#### *Defined contribution plans*

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

#### *Defined benefit plans*

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

## 5.13 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

## 5.14 Income tax

Income tax represents the sum of income tax currently payable and deferred tax.

### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

## Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

### 5.15 Financial instruments

#### Accounting policies adopted since 1 January 2020

Financial assets are initially measured at fair value plus transaction costs, except for trade receivables that are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition, and classified as to be subsequently measured at amortised cost, using the effective interest rate ("EIR") method and subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or when the rights to receive cash flows, substantially all the risks and rewards, or control of the asset has been transferred.

At initial recognition, the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. The Group takes into account any fees or costs that are an integral part of the EIR. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. The EIR amortisation is included in finance cost. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Financial assets and liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## Impairment of financial assets

The Group's consideration of credit risk and default of contract is based on past due contractual payments and other internal or external information. An allowance for expected credit losses ("ECLs") on financial assets is recognised based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate of the financial assets. However, the Group applies a simplified approach in calculating ECLs for trade receivables and contract assets, based on its historical credit loss experience with adjustments to reflect forward-looking factors specific to the debtors and the economic environment.

### Accounting policies adopted before 1 January 2020

#### Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

## 5.16 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## 6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Revenue from contracts with customers**

#### ***Identification of performance obligations***

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately. The entity will allocate a portion of the transaction price to goods and services based on relative stand-alone selling prices.

#### ***Determination of timing of revenue recognition***

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time. Determination of whether performance obligations are satisfied over time is made based on the customer's receipt and consumption of the benefits, the characteristics of the assets derived from the performance and the Group's entitlement to payment for the work completed to date. In addition, in determining the revenues to be recognised over a particular period, the management is required to use judgement to measure the stage of completion to reflect the Group's performance in relation to the performance obligations to be completed. Where revenue is recognised at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

### **Allowance for expected credit losses of trade receivables and contract assets**

In determining an allowance for expected credit losses of trade receivables and contract assets, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

## **Depreciation and amortisation**

In determining depreciation and amortisation of property, plant and equipment and intangible assets, the management is required to make estimates of the useful lives and residual values of the assets and to review estimate useful lives and residual values when there are any changes.

## **Allowance for impairment of non-financial assets**

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset. These estimates are most relevant to property, plant and equipment, cost of spectrum license and other intangibles recognised by the Group.

In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available from binding sales transactions for similar assets, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal, or the calculations are based on observable market prices less incremental costs of disposing of the asset.

The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next 5 years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different cash-generating units are disclosed and further explained in Note 10.7 to the consolidated financial statements.

## **Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.



## 7. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group companies and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2020	2019	2020	2019	
<u>Transactions with the subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Revenue from contracts					
with customers	-	-	6	5	Contract price or as agreed upon
Dividend income	-	-	7	-	Announced rate
Interest income	-	-	36	19	6 percent (2019: 3 percent) per annum
Other income					
Management fees	-	-	99	143	Contract price
Office building space rental and service income	-	-	6	26	Contract price
Others	-	-	3	6	Contract price
Service revenue sharing payments	-	-	86	82	Contract price or as agreed upon
Marketing expenses	-	-	-	1	Contract price or as agreed upon
Rental and service expenses	-	-	3	2	Contract price or as agreed upon
Interest expenses	-	-	3	2	6 percent (2019: 3 percent) per annum
<u>Transactions with an associate</u>					
Revenue from contracts					
with customers	1	4	-	-	Contract price or as agreed upon
Other income	-	2	-	-	Contract price or as agreed upon
Cost of sales and services	2	3	-	-	Contract price or as agreed upon
<u>Transactions with related companies</u>					
Revenue from contracts					
with customers	250	51	36	6	Contract price or as agreed upon
Other income	8	-	-	-	Contract price
Cost of sales and services	17	12	3	3	Contract price or as agreed upon
Rental and service expenses	25	60	15	36	Contract price or as agreed upon
Other expenses	5	8	3	7	Contract price or as agreed upon
Purchases of intangible assets	2	13	-	-	Contract price or as agreed upon



The balances of the accounts between the Group companies and those related parties are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b><u>Trade receivables - related parties (Note 8)</u></b>				
Subsidiaries	-	-	3	21
Associate*	-	2	-	-
Related companies (related by common shareholders and directors)	135	15	35	3
Total trade receivables - related parties	<u>135</u>	<u>17</u>	<u>38</u>	<u>24</u>
<b><u>Accrued revenues - related parties</u></b>				
Subsidiaries	-	-	1	109
Associate*	-	1	-	-
Related companies (related by common shareholders and directors)	12	11	-	-
Total accrued revenues - related parties	<u>12</u>	<u>12</u>	<u>1</u>	<u>109</u>
<b><u>Other receivables - related parties (Note 8)</u></b>				
Subsidiaries	-	-	23	377
Associate*	-	1	-	-
Total other receivables - related parties	<u>-</u>	<u>1</u>	<u>23</u>	<u>377</u>
<b><u>Deposits and retentions - related parties</u></b>				
Related companies (related by common shareholders and directors)	<u>7</u>	<u>7</u>	<u>6</u>	<u>6</u>
<b><u>Trade payables - related parties (Note 15)</u></b>				
Subsidiaries	-	-	69	43
Related companies (related by common shareholders and directors)	1	12	-	-
Total trade payables - related parties	<u>1</u>	<u>12</u>	<u>69</u>	<u>43</u>
<b><u>Other payables - related parties (Note 15)</u></b>				
Subsidiaries	-	-	63	22
Related companies (related by common shareholders and directors)	22	58	17	45
Total other payables - related parties	<u>22</u>	<u>58</u>	<u>80</u>	<u>67</u>

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Accrued expenses - related parties (Note 15)</b>				
Subsidiaries	-	-	3	3
Related companies (related by common shareholders and directors)	7	13	1	1
Total accrued expenses - related parties	7	13	4	4
<b>Accounts payable for purchases of assets - related parties (Note 15)</b>				
Related company (related by common shareholders and directors)	9	-	-	-
<b>Unearned revenues - related parties</b>				
Related companies (related by common shareholders and directors)	1	19	-	-

\* Dissolved and completed its liquidation during the year.

#### Loans to and interest receivable from subsidiaries

The balances and movements of loans to and interest receivable from subsidiaries are as follows:

(Unit: Million Baht)

	Separate financial statements			
	Balance as at 31 December 2019	Increase during the year	Decrease during the year	Balance as at 31 December 2020
Mono Cyber Company Limited	38	-	(38)	-
Mono Production Company Limited	122	-	-	122
Mono Info Systems Company Limited	20	-	(6)	14
PT Mono Technology Indonesia	12	-	-	12
Mono Radio Company Limited	8	-	(8)	-
Mono Radio Broadcast Company Limited	5	-	(5)	-
Mono Broadcast Company Limited	430	48	-	478
Total	635	48	(57)	626
Less: Allowance for expected credit losses	(12)	(12)	-	(24)
Loans to subsidiaries - net	623	36	(57)	602

The Company has loans to subsidiaries in the form of promissory notes, which are unsecured, carry interest at a rate of 6 percent (2019: 3 percent) per annum, payable on a quarterly basis, and repayment of Baht 444 million of principal is to be made from January 2025, and Baht 122 million is to be made from June 2025 (2019: On demand). However, interest until June 2024 of principal amounting to Baht 430 million is payable from July 2024 to 31 December 2024.

Set out below is the movement in the allowance for expected credit losses of loans to and interest receivable from subsidiaries.

(Unit: Million Baht)

	Separate financial statements
As at 1 January 2020	12
Expected credit losses	12
As at 31 December 2020	24

#### Short-term loan from a subsidiary

During the year, the Company entered into a set-off agreement with Mono Technology Hong Kong Limited to offset a loan of USD 1.6 million in the form of a promissory note with return of capital on reduction. The loan is unsecured, carries interest at a rate of 6 percent (2019: 3 percent) per annum, and is repayable within one year.

#### Directors and management's benefits

During the years, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Short-term employee benefits	34	47	25	30
Post-employment benefits	13	19	10	14
Total	47	66	35	44

#### Guarantee obligations with related parties

The Group has outstanding guarantee obligations with its related parties, as described in Note 30.2 a) to the consolidated financial statements.

## 8. Trade and other receivables

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade receivables - related parties (Note 7)	135	17	38	24
Trade receivables - unrelated parties	115	108	6	16
Other receivables - related parties (Note 7)	-	1	23	377
Other receivables - unrelated parties	4	24	-	2
Total	254	150	67	419
Less: Allowance for expected credit losses	(9)	(8)	-	-
Trade and other receivables - net	245	142	67	419

The balances of trade receivables, aged on the basis of due dates, are summarised below.

(Unit: Million Baht)

Age of receivables	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b><u>Trade receivables - related parties</u></b>				
Not yet due	23	5	3	3
Past due				
Up to 3 months	92	10	35	5
3-6 months	20	2	-	3
6-12 months	-	-	-	3
Over 12 months	-	-	-	10
Total trade receivables - related parties	135	17	38	24
<b><u>Trade receivables - unrelated parties</u></b>				
Not yet due	65	66	5	14
Past due				
Up to 3 months	38	36	1	2
3-6 months	2	5	-	-
6-12 months	1	8	-	-
Over 12 months	29	21	-	-
Total	135	136	6	16
Less: Allowance for sales return	(20)	(28)	-	-
Less: Allowance for expected credit losses	(9)	(8)	-	-
Total trade receivables - unrelated parties - net	106	100	6	16
Total trade receivables - net	241	117	44	40



Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

(Unit: Million Baht)

	Consolidated financial statements
As at 1 January 2020	8
Expected credit losses	10
Amount written off	(9)
As at 31 December 2020	<u>9</u>

## 9. Inventories

(Unit: Million Baht)

	Consolidated financial statements					
	Cost		Reduction of cost to net realisable value		Inventories - net	
	2020	2019	2020	2019	2020	2019
Finished goods	2	12	-	(4)	2	8
Work in process	-	1	-	-	-	1
Goods expected to be returned	6	7	-	-	6	7
Total	<u>8</u>	<u>20</u>	<u>-</u>	<u>(4)</u>	<u>8</u>	<u>16</u>

During the year, a subsidiary reversed the write-down of cost of inventories by Baht 1 million, and reduced the amount of inventories recognised as expenses during the year (2019: reduced cost of inventories by Baht 1 million, to reflect the net realisable value, and this was included in cost of sales).

## 10. Investments in subsidiaries

(Unit: Million Baht)

Company's name	Separate financial statements			
	Paid-up capital		Cost	
	2020	2019	2020	2019
Mono Cyber Company Limited	1,227	982	1,147	902
Mono Shopping Company Limited	20	20	9	9
Mono Info Systems Company Limited	8	8	8	8
Mono Production Company Limited	2,330	1,950	2,330	1,950
Mono Music Company Limited	27	27	123	123
Mono Radio Company Limited	20	20	100	100
Mono Radio Broadcast Company Limited	-	-	-	-
Mono Talent Studio Company Limited	8	8	25	25
T Moment Company Limited	29	115	66	115
Mono Play Company Limited	-	12	-	12
Mono Astro Company Limited	-	5	-	5
PT Mono Technology Indonesia	4	4	4	4
Mono Technology Hong Kong Limited	32	107	31	107
Total			3,843	3,360
Less: Allowance for impairment of investments			(298)	(135)
Total investments in subsidiaries - net			3,545	3,225

During the year, the Company received a dividend of Baht 7 million from Mono Talent Studio Company Limited.

- 10.1 In August 2020, the Company paid in registered share capital of Mono Production Company Limited ("Mono Production") in accordance with the resolution passed by Mono Production's Board of Directors meeting on 11 August 2020 to call up a further Baht 70 million share capital (with registered share capital being fully called up), and made a payment of Baht 310 million for additional shares of Mono Production, in accordance with a resolution passed by the Extraordinary General Meeting of Mono Production's shareholders on 26 August 2020, to increase the registered share capital from Baht 2,020 million (20.2 million ordinary shares with a par value of Baht 100 each) to Baht 2,330 million (23.3 million ordinary shares with a par value of Baht 100 each). Mono Production registered the increase in share capital with the Ministry of Commerce on 27 August 2020. This increase in share capital does not have any impact on the Company's interest in Mono Production.



10.2 On 26 August 2020, Mono Production made a payment of Baht 300 million for additional shares of Mono Broadcast Company Limited (“Mono Broadcast”), in accordance with a resolution passed by the Extraordinary General Meeting of Mono Broadcast’s shareholders on 26 August 2020, to increase the registered share capital from Baht 1,400 million (140 million ordinary shares with a par value of Baht 10 each) to Baht 1,700 million (170 million ordinary shares with a par value of Baht 10 each). Mono Broadcast registered the increase in share capital with the Ministry of Commerce on 27 August 2020. This increase in share capital does not have any impact on the Group’s interest in Mono Broadcast.

10.3 During the year, T Moment Company Limited cancelled 1.5 million ordinary shares in accordance with a resolution passed by an Extraordinary General Meeting of its shareholders on 18 September 2020 to decrease its registered share capital by Baht 150 million, from Baht 200 million (2 million ordinary shares with a par value of Baht 100 each) to Baht 50 million (0.5 million ordinary shares with a par value of Baht 100 each). As a result, called-up capital decreased by Baht 86.25 million, from Baht 115 million (2 million ordinary shares with a par value of Baht 100 each, 57.5 percent paid-up) to Baht 28.75 million (0.5 million ordinary shares with a par value of Baht 100 each, 57.5 percent paid-up). The reduction of capital was made to eliminate deficit of Baht 37 million and return capital of Baht 49 million to the Company. The subsidiary registered the corresponding decrease in share capital with the Ministry of Commerce on 29 October 2020.

In addition, as discussed in Note 2.2 a) to the consolidated financial statements, during the year, the Company received cash returns of capital totaling Baht 6 million from Mono Radio Broadcast Company Limited, Mono Play Company Limited and Mono Astro Company Limited.

10.4 On 27 November 2020, the Company made a payment of Baht 245 million for additional shares of Mono Cyber Company Limited (“Mono Cyber”), in accordance with a resolution passed by the Extraordinary General Meeting of Mono Cyber’s shareholders on 26 November 2020, to increase the registered share capital from Baht 982 million (9,820,000 ordinary shares with a par value of Baht 100 each) to Baht 1,227 (12,270,000 ordinary shares with a par value of Baht 100 each). Mono Cyber registered the increase in share capital with the Ministry of Commerce on 27 November 2020. This increase in share capital does not have any impact on the Company’s interest in Mono Cyber.

10.5 On 27 November 2020, Mono Cyber made a payment of Baht 245 million for additional shares of Mono Streaming Company Limited (“Mono Streaming”), in accordance with a resolution passed by the Extraordinary General Meeting of Mono Streaming’s shareholders on 26 November 2020, to increase the registered share capital from Baht 871 million (8,710,000 ordinary shares with a par value of Baht 100 each) to Baht 1,116 (11,160,000 ordinary shares with a par value of Baht 100 each). Mono Streaming registered the increase in share capital with the Ministry of Commerce on 27 November 2020. This increase in share capital does not have any impact on the Group’s interest in Mono Streaming.

- 10.6 As discussed in Notes 2.2 a) and 7 to the consolidated financial statements, on 31 December 2020, the Company entered into a set-off agreement with Mono Technology Hong Kong Limited to offset a loan with return of capital on reduction of called-up capital, amounting to Baht 75 million.
- 10.7 As at 31 December 2020, the net asset value of the subsidiaries was Baht 334 million (2019: Baht 302 million) lower than the carrying amount of the investments in the separate financial statements. During the year, the Company amended its business plan to cope with the current circumstances, including the discontinuation of the operations of certain subsidiaries. As a result, the Company assessed the recoverable amounts of its investments in subsidiaries based on the higher of the calculated fair value less costs to sell and the value-in-use, calculated using cash flow projections that were prepared with reference to the financial estimates approved by management. Significant assumptions included those regarding revenue growth rates and discount rates. It was concluded that the recoverable amounts of the investments in subsidiaries were lower than the carrying amounts, by amounts totaling Baht 175 million (2019: Baht 73 million). The Company therefore recognised allowance for impairment losses on these investments in subsidiaries in profit or loss in the separate financial statements of the current year. The Company's management believes that the allowance for impairment of investments in subsidiaries is sufficient under the current circumstances.

Key assumptions used in value in use calculations relate to the discount rates and revenue growth rates, which the Company's management applied at 7.30-8.41 percent and 2-97 percent (2019: 8.52-10.17 percent and 0-55 percent), respectively. The Company's management believes that any reasonably possible change in the key assumptions on which the recoverable amounts are based would not cause the carrying amounts to exceed their recoverable amounts.

## 11. Property, plant and equipment

(Unit: Million Baht)

	งบการเงินรวม		งบการเงินเฉพาะกิจการ	
	2563	2562	2563	2562
Net book value:				
Property, plant and equipment	613,639	712,972	5,689	21,706
Right-of-use assets (Note 19.1)	38,764	-	1,509	-
Total	<u>652,403</u>	<u>712,972</u>	<u>7,198</u>	<u>21,706</u>

Movements of property, plant and equipment for the years are summarised below.

(Unit: Million Baht)

	Consolidated financial statements						
	Land and land improvement	Building, building and leasehold improvement	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Assets under installation	Total
<b>Cost:</b>							
1 January 2019	259	386	259	304	28	6	1,242
Additions	-	1	39	11	10	21	82
Disposals	-	(3)	(4)	(4)	(2)	-	(13)
Transfers	-	7	2	-	-	(9)	-
31 December							
2019	259	391	296	311	36	18	1,311
Transfers to right-of-use assets (Note 19.1)	-	-	(29)	(23)	(7)	-	(59)
Additions	-	7	11	4	-	25	47
Disposals	-	(71)	(21)	(57)	(17)	-	(166)
Transfers	-	42	1	-	-	(43)	-
31 December 2020	259	369	258	235	12	-	1,133
<b>Accumulated depreciation:</b>							
1 January 2019	4	84	178	230	14	-	510
Depreciation for the year	2	25	39	30	1	-	97
Depreciation on disposals	-	(1)	(3)	(4)	(1)	-	(9)
31 December 2019	6	108	214	256	14	-	598
Transfers to right-of-use assets (Note 19.1)	-	-	(6)	(7)	(2)	-	(15)
Depreciation for the year	1	24	23	14	2	-	64
Depreciation on disposals	-	(51)	(13)	(52)	(11)	-	(127)
31 December 2020	7	81	218	211	6	-	520

(Unit: Million Baht)

	Consolidated financial statements						
	Land and land improvement	Building, building and leasehold improvement	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Assets under installation	Total
<b>Allowance for impairment loss:</b>							
1 January 2019	-	-	-	-	-	-	-
31 December 2019	-	-	-	-	-	-	-
Increase	-	19	-	-	-	-	19
Decrease	-	(19)	-	-	-	-	(19)
31 December 2020	-	-	-	-	-	-	-
<b>Net book value:</b>							
31 December 2019	253	283	82	55	22	18	713
31 December 2020	252	288	40	24	9	-	613
<b>Depreciation for the year</b>							
2019 (Baht 71 million included in cost of services, and the balance in administrative expenses)							97
2020 (Baht 53 million included in cost of services, and the balance in administrative expenses)							64

(Unit: Million Baht)

	Separate financial statements				
	Leasehold improvement	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Total
<b>Cost:</b>					
1 January 2019	36	31	112	7	186
Additions	-	-	3	-	3
Disposals	-	(1)	(1)	(1)	(3)
Transfers	-	1	-	-	1
31 December 2019	36	31	114	6	187
Transfers to right-of-use assets (Note 19.1)	-	-	(2)	-	(2)
Additions	-	-	1	-	1
Disposals	(36)	(5)	(28)	(6)	(75)
31 December 2020	-	26	85	-	111

(Unit: Million Baht)

	Separate financial statements				
	Leasehold improvement	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Total
<b>Accumulated depreciation:</b>					
1 January 2019	24	28	99	5	156
Depreciation for the year	4	1	8	-	13
Depreciation on disposals	-	(1)	(2)	(1)	(4)
31 December 2019	28	28	105	4	165
Depreciation for the year	2	1	4	-	7
Depreciation on disposals	(30)	(5)	(27)	(4)	(66)
31 December 2020	-	24	82	-	106
<b>Allowance for impairment loss:</b>					
1 January 2019	-	-	-	-	-
31 December 2019	-	-	-	-	-
Increase	7	-	-	-	7
Decrease	(7)	-	-	-	(7)
31 December 2020	-	-	-	-	-
<b>Net book value:</b>					
31 December 2019	8	3	9	2	22
31 December 2020	-	2	3	-	5
<b>Depreciation for the year</b>					
2019 (Baht 2 million included in cost of services, and the balance in administrative expenses)					13
2020 (Baht 1 million included in cost of services, and the balance in administrative expenses)					7

As at 31 December 2020, certain items of equipment had been fully depreciated but were still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 296 million (2019: Baht 321 million) (the Company only: Baht 94 million (2019: Baht 113 million)).

A subsidiary has mortgaged land with structures thereon with a net book value of Baht 545 million (2019: Baht 520 million) as collateral against a long-term loan facility of Baht 519 million from a bank.

## 12. Intangible assets

(Unit: Million Baht)

	Consolidated financial statements					
	Website copyright	Films, music and video copyright	Other copyright	Program computer	Advance payments and work in process	Total
<b>Cost:</b>						
1 January 2019	83	2,630	423	89	733	3,958
Additions	-	3	63	2	793	861
Disposals	-	(838)	(4)	-	(1)	(843)
Transfers	-	1,035	139	3	(1,178)	(1)
31 December 2019	83	2,830	621	94	347	3,975
Additions	-	25	2	2	984	1,013
Disposals	-	(1,024)	(20)	(24)	(1)	(1,069)
Transfers	-	1,050	56	1	(1,107)	-
31 December 2020	83	2,881	659	73	223	3,919
<b>Accumulated amortisation:</b>						
1 January 2019	47	1,106	149	51	-	1,353
Amortisation for the year	7	1,048	77	14	-	1,146
Amortisation on disposals	-	(838)	(4)	-	-	(842)
31 December 2019	54	1,316	222	65	-	1,657
Amortisation for the year	2	1,142	85	8	-	1,237
Amortisation on disposals	-	(1,009)	(13)	(23)	-	(1,045)
31 December 2020	56	1,449	294	50	-	1,849
<b>Allowance for impairment loss:</b>						
1 January 2019	13	12	4	-	3	32
Increase during the year	-	1	2	-	-	3
31 December 2019	13	13	6	-	3	35
Increase during the year	11	-	5	1	1	18
Decrease during the year	-	(13)	(7)	-	(4)	(24)
31 December 2020	24	-	4	1	-	29
<b>Net book value:</b>						
31 December 2019	16	1,501	393	29	344	2,283
31 December 2020	3	1,432	361	22	223	2,041
<b>Amortisation for the year</b>						
2019 (Baht 1,142 million included in cost of services, and the balance in administrative expenses)						1,146
2020 (Baht 1,220 million included in cost of services, and the balance in administrative expenses)						1,237

(Unit: Million Baht)

	Separate financial statements				
	Website copyright	Films, music and video copyright	Program computer	Advance payments and work in process	Total
<b>Cost:</b>					
1 January 2019	11	75	24	3	113
Additions	-	-	1	5	6
Transfers	-	6	-	(7)	(1)
31 December 2019	11	81	25	1	118
Additions	-	-	1	1	2
Disposals	(11)	(81)	(5)	(1)	(98)
Transfers	-	-	1	(1)	-
31 December 2020	-	-	22	-	22
<b>Accumulated amortisation:</b>					
1 January 2019	5	16	12	-	33
Amortisation for the year	2	12	3	-	17
31 December 2019	7	28	15	-	50
Amortisation for the year	-	4	3	-	7
Amortisation on disposals	(7)	(32)	(5)	-	(44)
31 December 2020	-	-	13	-	13
<b>Allowance for impairment loss:</b>					
1 January 2019	1	11	-	-	12
31 December 2019	1	11	-	-	12
Increase during the year	-	-	-	1	1
Decrease during the year	(1)	(11)	-	(1)	(13)
31 December 2020	-	-	-	-	-
<b>Net book value:</b>					
31 December 2019	3	42	10	1	56
31 December 2020	-	-	9	-	9
<b>Amortisation for the year</b>					
2019 (Baht 13 million included in cost of services, and the balance in administrative expenses)					17
2020 (Baht 4 million included in cost of services, and the balance in administrative expenses)					7



### 13. Cost of spectrum license

Mono Broadcast Company Limited (“Mono Broadcast”) won a digital TV spectrum license auction for variety Standard Definition (SD) (“the license”) held by the National Broadcasting and Telecommunications Commission (“NBTC”). The license is valid for 15 years from the date of the license (25 April 2014). Mono Broadcast was required to make payment for the bid price of Baht 2,250 million (exclusive of VAT) under the following payment conditions:

- 1) Payment of the minimum bid price, amounting to Baht 380 million, was to be paid in 4 installments, in accordance with the conditions stipulated by NBTC, within 3 years of the date the license was granted. (As at 31 December 2020, Mono Broadcast had cost of spectrum license of the minimum bid price payable amounting to Baht 19 million (2019: Baht 19 million).)
- 2) The portion of the license fees in excess of the minimum bid price, amounting to Baht 1,870 million, was to be paid in 6 installments, in accordance with the conditions stipulated by NBTC, within 5 years from the date the license was granted. (As at 31 December 2020, Mono Broadcast had the portion of cost of spectrum license in excess of the minimum bid price payable amounting to Baht 187 million (2019: Baht 187 million).)

Mono Broadcast is required to pay license fee, other fees and fee for the Broadcasting and Telecommunications Research and Development Fund for the Public Interest as specified by NBTC.

In compliance with preconditions to receive the license, on 17 January 2014, Mono Broadcast entered into a lease agreement to lease for digital terrestrial television service with the Royal Thai Army Radio and Television Station (“RTART”) to broadcast digital television signal via RTART multiplexes. The service will be valid from 17 January 2014 to 31 May 2028 and Mono Broadcast must pay a monthly service fee as stipulated in the agreement.

On 11 April 2019, the order of the Head of National Council for Peace and Order regarding measures on solving issues in operating the television and telecommunication business was announced that licensees of digital TV spectrum are to be granted a waiver of the final installment payment of the minimum bid price of the spectrum license fee and the final two installments of the license fee in excess of the minimum bid price. As a result, Mono Broadcast reduced Baht 654 million for the carrying value of the cost of spectrum license and the value of the cost of spectrum license payable, to reflect the present value of the entity's future cash outflows under the new regulations.

In addition, pursuant to the above order of the Head of National Council for Peace and Order, the licensees are required to fully settle the remaining amounts within 120 days from the date on which the order is effective. Subsequently, on 17 June 2019, Mono Broadcast received a letter from the Office of NBTC informing Mono Broadcast to make payment of the remaining amounts within 8 August 2019. If it did not make full settlement within the due date, interest would need to be paid at a rate of 7.5 percent per annum. However, payment must not be later than 23 May 2021. Mono Broadcast has not yet made payment of the remaining amounts.

Movements in the cost of spectrum license and cost of spectrum license and interest payable accounts during the years are summarised below.

(Unit: Million Baht)

	Consolidated financial statements	
	Cost of spectrum license	Cost of spectrum license and interest payable (Note 18)
Balance as at 1 January 2019	1,328	851
Amortisation / Amortisation of deferred interest expenses and interest expenses for the year	(81)	15
Less: Reduction of the carrying value of the cost of spectrum license and the value of the cost of spectrum license payable as a result of the waiver of the payment of the spectrum license fee	(654)	(654)
Balance as at 31 December 2019	593	212
Amortisation / Amortisation of deferred interest expenses and interest expenses for the year	(64)	16
Balance as at 31 December 2020	529	228

(Unit: Million Baht)

	Consolidated financial statements	
	2020	2019
Cost	1,278	1,278
Less: Accumulated amortisation	(749)	(685)
Net book value	529	593

**14. Bank overdrafts and short-term loans from banks**

Bank overdrafts and short-term loans from banks of the Group, on which interest is charged at a rate close to the Minimum Overdraft Rate and Minimum Loan Rate, respectively, are secured by the Group.

**15. Trade and other payables**

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade payables - related parties (Note 7)	1	12	69	43
Trade payables - unrelated parties	16	61	2	19
Other payables - related parties (Note 7)	22	58	80	67
Other payables - unrelated parties	44	89	5	12
Accrued expenses - related parties (Note 7)	7	13	4	4
Accrued expenses - unrelated parties	52	89	5	7
Accounts payable for purchases of assets - related parties (Note 7)	9	-	-	-
Accounts payable for purchases of assets - unrelated parties	346	36	-	-
<b>Total trade and other payables</b>	<b>497</b>	<b>358</b>	<b>165</b>	<b>152</b>

**16. Short-term loans from an unrelated party**

The balance represents loans from an unrelated party of the subsidiaries in the form of promissory notes, which are unsecured and carry interest at a fixed rate stipulated in the agreements. The loans are repayable on demand.



## 17. Long-term loans from banks

(Unit: Million Baht)

Loan	Interest rate (Percent)	Repayment schedule	Consolidated financial statements	
			2020	2019
1	Reference to Minimum Loan Rate (MLR)	Monthly basis in 36 installments, from 30 June 2022 to 20 June 2025	116	134
2	Reference to Minimum Loan Rate (MLR)	Monthly basis in 23 installments, from 30 June 2022 to 7 May 2024	192	200
3	Reference to Minimum Loan Rate (MLR)	Monthly basis in 36 installments, from 30 July 2021 to 20 June 2024	1,150	1,200
4	Reference to Minimum Loan Rate (MLR)	Monthly basis in 24 installments, from 31 August 2021 to 3 July 2023	250	-
Total			1,708	1,534
Less: Deferred front-end fees			(6)	-
Long-term loans from banks - net			1,702	1,534
Less: Current portion			(199)	(301)
Long-term loans from banks - net of current portion			1,503	1,233

Movements in the long-term loan from bank account during the year are summarised below.

(Unit: Million Baht)

	Consolidated financial statements
Balance as at 1 January 2020	1,534
Add: Additional borrowings	250
Less: Payment of front-end fees	(7)
Less: Repayment	(76)
Add: Amortisation of front-end fees	1
Balance as at 31 December 2020	1,702

The subsidiaries' loans are secured by the mortgage of a subsidiary's land with structures thereon, the pledge of the subsidiary's savings account, the assignment of rights to receive all space service income via that savings account, and the provision of guarantees by the Company.

The loan agreements stipulate certain performance requirements and covenants, related to matters such as the maintenance of certain debt-to-equity ratios and debt service coverage ratios prescribed in the agreements, maintenance of the shareholdings of current shareholders, and the Baht 300 million increase in the share capital of Mono Broadcast, which the Group has already completed as discussed in Note 10.2 to the consolidated financial statements. Moreover, on 13 August 2020, a subsidiary received a letter from lender, waiving the requirement to maintain the stipulated debt-to-equity ratio.

#### 18. Cost of spectrum license and interest payable

(Unit: Million Baht)

	Consolidated financial statements	
	2020	2019
Cost of spectrum license payable	206	206
Add: Interest payable	22	6
Total	228	212
Less: Portion due within one year	(228)	-
Cost of spectrum license and interest payable - net of current portion	-	212

Cost of spectrum license and interest payable are required to be settled in full by 23 May 2021, as described in Note 13 to the consolidated financial statements.



## 19. Leases

The Group as a lessee has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 1-4 years.

### 19.1 Right-of-use assets

(Unit: Million Baht)

	Consolidated financial statements				
	Office building space	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Total
1 January 2020 (Note 4)	10	-	-	-	10
Transfers from property, plant and equipment (Note 11)	-	23	16	5	44
Additions	2	2	3	-	7
Terminations	(7)	-	-	-	(7)
Depreciation for the year	(3)	(6)	(5)	(1)	(15)
31 December 2020	<u>2</u>	<u>19</u>	<u>14</u>	<u>4</u>	<u>39</u>

(Unit: Million Baht)

	Separate financial statements		
	Office building space	Computer and equipment	Total
1 January 2020 (Note 4)	2	-	2
Transfers from property, plant and equipment (Note 11)	-	2	2
Terminations	(1)	-	(1)
Depreciation for the year	(1)	-	(1)
31 December 2020	<u>-</u>	<u>2</u>	<u>2</u>

## 19.2 Lease liabilities

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Lease payments	26	40	1	2
Less: Deferred interest expenses	(1)	(2)	-	-
Total	25	38	1	2
Less: Portion due within one year	(16)	(22)	(1)	(1)
Lease liabilities - net of current portion	9	16	-	1

As at 31 December 2020, the Group's weighted average incremental borrowing rate is 6 percent (the Company only: 6 percent) per annum.

## 19.3 Expenses relating to leases that are recognised in profit or loss

(Unit: Million Baht)

	For the year ended 31 December 2020	
	Consolidated financial statements	Separate financial statements
Depreciation expense of right-of-use assets	15	1
Interest expense on lease liabilities	2	-
Expense relating to short-term leases	1	1

## 19.4 Others

The Group had total cash outflows for leases for the year 2020 of Baht 54 million (the Company only: Baht 15 million), including the cash outflow related to short-term lease and leases of low-value assets. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of Baht 11 million (2019: Baht 29 million) (the Company only: Nil (2019: Baht 2 million)).



## 20. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Provision for long-term employee benefits at beginning of year</b>	86	52	42	22
Included in profit or loss:				
Current service cost	9	10	4	3
Interest cost	2	3	1	1
Past service costs and losses on settlement	28	29	6	15
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	-	1	-	1
Financial assumptions changes	15	5	5	2
Experience adjustments	(15)	6	(8)	3
Benefits paid during the year	(42)	(20)	(11)	(10)
Transfers employees between Group companies	(5)	-	(11)	5
<b>Provision for long-term employee benefits at end of year</b>	<u>78</u>	<u>86</u>	<u>28</u>	<u>42</u>

In 2019, the Group recorded additional long-term employee benefit liabilities of Baht 18 million (The Company only: Baht 8 million) as a result of the additional legal severance pay rates announced under the Labor Protection Act (No. 7) B.E. 2562, by recognising as expenses for the year 2019.

The Group expects not to pay long-term employee benefits during the next year (2019: Baht 2 million).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit was 16 years (2019: 17 years).

Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated/Separate financial statements	
	2020	2019
Discount rate	1.90	3.25
Salary increase rate	5.25	5.25

The result of sensitivity analysis on significant assumptions that increase (decrease) the present value of the long-term employee benefit obligation is summarised below:

(Unit: Percent per annum)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Discount rate				
Increase 50 basis points	(6)	(6)	(2)	(3)
Decrease 50 basis points	8	7	3	4
Salary increase rate				
Increase 100 basis points	14	15	5	8
Decrease 100 basis points	(12)	(13)	(4)	(7)

## 21. Share capital

	Ordinary shares (Baht 0.1 per share)	Issued and fully paid-up share capital	Premium on ordinary shares	Registration date
	(Share)	(Baht)	(Baht)	
Balance as at 1 January 2019	3,471,029,658	347,102,966	3,632,950,329	
On 17 October 2019, the Company allotted additional ordinary shares as a result of the exercise of warrants				
to purchase newly issued ordinary shares	24,380	2,438	57,634	22 October 2019
Balance as at 31 December 2019	<u>3,471,054,038</u>	<u>347,105,404</u>	<u>3,633,007,963</u>	
Balance as at 31 December 2020	<u>3,471,054,038</u>	<u>347,105,404</u>	<u>3,633,007,963</u>	

On 10 August 2020, the 2020 Annual General Meeting of the Company's shareholders passed a resolution to approve a decrease of Baht 139 million in the Company's registered share capital, from Baht 486,299,998 (4,862,999,975 ordinary shares with a par value of Baht 0.1 each) to Baht 347,105,404 (3,471,054,038 ordinary shares with a par value of Baht 0.1 each) by cancelling 1,391,945,937 unissued ordinary shares with a par value of Baht 0.1 each to accommodate the exercise of warrants (MONO-W1) which expired on 17 October 2019. The Company registered the decrease in share capital with the Ministry of Commerce on 20 August 2020.

## 22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

## 23. Revenue from contracts with customers

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Type of goods or service:				
Advertising services	1,215	1,784	41	80
Subscription services	241	136	53	97
Content services	189	230	42	14
Total revenue from contracts with customers	<u>1,645</u>	<u>2,150</u>	<u>136</u>	<u>191</u>

## 24. Finance cost

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Interest expenses on borrowings	103	92	4	3
Interest expenses on lease liabilities	2	3	-	-
Interest expenses on cost of spectrum license payable	15	15	-	-
Total	<u>120</u>	<u>110</u>	<u>4</u>	<u>3</u>

## 25. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Salaries, wages and other employee benefits	355	547	63	139
Cost of mobile value-added services	3	9	23	58
Depreciation and amortisation	1,380	1,243	15	29
Advertising and sales promotion expenses	156	269	2	9
Utilities expenses	150	76	15	34

## 26. Income tax

Income tax for the years is made up as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Current tax:</b>				
Current income tax charge	2	1	-	-
Withholding tax written off	15	1	2	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(65)	(55)	(1)	-
<b>Tax expenses (income) reported in profit or loss</b>	<b>(48)</b>	<b>(53)</b>	<b>1</b>	<b>-</b>

The amounts of income tax relating to each component of other comprehensive income for the years are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Deferred tax on actuarial gain (loss)	-	(2)	1	(1)

The reconciliation between accounting loss and income tax expenses (income) is shown below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Accounting loss before tax	(710)	(669)	(166)	(114)
Applicable tax rate (percent)	20	20	20	20
Accounting loss before tax multiplied by income tax rate	(142)	(134)	(33)	(23)
Withholding tax written off	15	1	2	-
Utilisation of previously unrecognised tax losses	(3)	(3)	(1)	-
Effects of reversal of temporary differences and tax loss recognised in the past	(144)	23	-	-
Effects of eliminating entries on the consolidated financial statements	(93)	40	-	-
Effects of:				
Non-deductible expenses	1	-	-	-
Additional expense deductions allowed	(3)	(3)	-	-
Tax loss for the year for which a deferred tax asset was not recognised	322	34	34	23
Tax loss for the prior year for which a deferred tax asset was recognized during the year	(1)	-	(1)	-
Temporary differences relating to the waiver of the payment of the spectrum license fee for which deferred tax assets were recognised (Note 13)	-	(11)	-	-
Tax expenses (income) reported in profit or loss	(48)	(53)	1	-

The tax rates enacted at the end of the reporting period of the subsidiaries in overseas countries are between 16.5 and 25 percent (2019: 16.5 and 25 percent).

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	Statements of financial position		Statements of comprehensive income	
	As at 31 December		For the years ended 31 December	
	2020	2019	2020	2019
<b>Deferred tax assets (liabilities)</b>				
Accumulated amortisation - intangible assets	7	4	2	12
Cost of spectrum license	144	161	(17)	138
Provision for long-term employee benefits	12	11	2	4
Unused tax loss	198	119	79	(96)
Others	-	-	-	(1)
Deferred tax relating to origination and reversal of temporary differences			66	57
Deferred tax assets - net	361	295		
Presented as follows:				
Deferred tax assets	364	301		
Deferred tax liabilities	(3)	(6)		
	361	295		

(Unit: Million Baht)

	Consolidated financial statements			
	Statements of financial position		Statements of comprehensive income	
	As at 31 December		For the years ended 31 December	
	2020	2019	2020	2019
<b>Deferred tax assets (liabilities)</b>				
Accumulated amortisation - intangible assets	-	(1)	1	-
Provision for long-term employee benefits	6	6	-	1
Unused tax loss	8	8	-	-
Deferred tax relating to origination and reversal of temporary differences			1	1
Deferred tax assets - net	14	13		

As at 31 December 2020, the Group had deductible temporary differences and unused tax losses totaling Baht 866 million (2019: Baht 996 million) (the Company only: Baht 93 million (2019: Baht 124 million)), on which deferred tax assets have not been recognised as the Group believes that future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 805 million will expire by 2025.

## 27. Loss per share

Basic loss per share is calculated by dividing loss for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place at the beginning of the year.

The following table sets forth the computation of basic loss per share:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Loss attributable to equity holders of the Company (million Baht)	(661)	(616)	(168)	(114)
Weighted average number of ordinary shares (million shares)	3,471	3,471	3,471	3,471
Basic loss per share (Baht)	(0.19)	(0.18)	(0.05)	(0.03)

Since the conversion to ordinary shares of the warrants would decrease loss per share (anti-diluted). Therefore, the Company does not present diluted earnings per share.

## 28. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group and its employees contribute to the fund monthly at rates of between 3 and 7 percent of basic salary. The fund, which is managed by TISCO Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to Baht 12 million (2019: Baht 19 million) (the Company only: Baht 4 million (2019: Baht 6 million)) were recognised as expenses.



## 29. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The Group's operations are carried on mainly in Thailand. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable geographical area.

The following table presents revenue and profit (loss) information regarding the Group's operating segments for the years.

(Unit: Million Baht)

	Media business		Content and entertainment business		Adjustments and eliminations		Consolidation	
	2020	2019	2020	2019	2020	2019	2020	2019
Sales and service income								
Revenues from external customers	1,456	1,919	189	231	-	-	1,645	2,150
Inter-segment revenues	-	-	145	675	(145)	(675)	-	-
Total revenues	<u>1,456</u>	<u>1,919</u>	<u>334</u>	<u>906</u>	<u>(145)</u>	<u>(675)</u>	<u>1,645</u>	<u>2,150</u>
Segment profit (loss)	149	495	(234)	(308)			(85)	187
Unallocated income and expenses:								
Other income							48	34
Selling and servicing expenses							(163)	(282)
Administrative and other expenses							(389)	(499)
Share of profit from investment in an associate							-	1
Finance cost							(120)	(110)
Tax income							48	53
Loss for the year							<u>(661)</u>	<u>(616)</u>

The Group has revenues from 1 major customers, arising from the media business (2019: 2 major customers, arising from the media business and the content and entertainment business).

## **30. Commitments and contingent liabilities**

### **30.1 Capital commitments**

As at 31 December 2020, the subsidiaries had capital commitments of Baht 708 million (2019: Baht 660 million), relating to the purchases of movie rights.

### **30.2 Guarantees**

- a) The Company has guaranteed bank credit facilities of its subsidiaries (exclusive of guarantees provided for bank guarantees as described in Note 30.2 c) to the consolidated financial statements) totaling Baht 2,153 million (2019: Baht 1,775 million).
- b) The subsidiaries have guaranteed bank credit facilities of the Company amounting to Baht 35 million (2019: Baht 35 million).
- c) As at 31 December 2020, the Group had outstanding bank guarantees of Baht 235 million and USD 13 million (2019: Baht 237 million and USD 6 million) (the Company only: Baht 3 million (2019: Baht 3 million)) issued by banks on behalf of the Group to guarantee contractual performance. The bank guarantees are secured by guarantees provided by the Group and pledges of its saving deposits.

### **30.3 Service commitments**

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

## **31. Financial instruments**

### **31.1 Financial risk management objectives and policies**

The Group's financial instruments principally comprise cash and bank deposits, trade and other receivables, accrued revenues, loans, trade and other payables, and borrowings. The financial risks associated with these financial instruments and how they are managed is described below.

### **Credit risk**

The Group is exposed to credit risk primarily with respect to trade receivables and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, outstanding trade receivables and other financial instruments are regularly monitored. However, the Group is exposed to concentrations of credit risk with respect to receivables because the Group has a few major customers who are in the same industry.

At each reporting date, the Group determines expected credit losses on the basis of an aging profile of outstanding debts for customer groups with similar credit risks, or on the basis of the cash flows that the Group expects to receive, discounted at the effective interest rate.

### **Interest rate risk**

The Group's exposure to interest rate risk relates primarily to its loans and borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

An increase or decrease of 0.25 percent in the interest rates of the Group's floating rate borrowings, assuming that the principals as at 31 December 2020 and all other variables remain constant over one year, would result in a respective decrease or increase of Baht 4 million in the Group's profit before tax. This information is not a forecast or prediction of future market conditions.

### **Foreign currency risk**

The Group's exposure to the foreign currency risk relates primarily to its trading or service transactions and loans or borrowings that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within one year.

The balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements				Average exchange rate	
	Financial assets		Financial liabilities			
	2020 (Million)	2019 (Million)	2020 (Million)	2019 (Million)	2020	2019
					(Baht per 1 foreign currency unit)	
Kyat	11	4	5	-	0.0228	0.0203
US dollar	-	-	6	6	31.2937	30.1540

Foreign currency	Separate financial statements				Average exchange rate	
	Financial assets		Financial liabilities			
	2020 (Million)	2019 (Million)	2020 (Million)	2019 (Million)	2020	2019
					(Baht per 1 foreign currency unit)	
Kyat	11	4	5	-	0.0228	0.0203

An increase or decrease of 5 percent in US dollar exchange rate, with all other variables held constant, would result in a respective decrease of increase of Baht 1 million in the Group's profit before tax (the Company only: Baht 1 million), as a result of changes in the values of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material and this information is not a forecast or prediction of future market conditions.

#### Liquidity risk

The Group manages its liquidity risk through the use of overdrafts, loans and lease contracts. The Group can access a sufficient variety of funding sources and is able to roll over debt maturing within 12 months.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows.

(หน่วย: ล้านบาท)

	Consolidated financial statements		
	Less than 1 year	1 to 5 years	Total
Trade and other payables	497	-	497
Short-term loans	136	-	136
Long-term loans	307	1,570	1,877
Cost of spectrum license and interest payable	234	-	234
Lease liabilities	18	10	28
Total	1,192	1,580	2,772

As at 31 December 2020, the Group's financial liabilities of Baht 235 million are payable on demand and the Company's financial liabilities of Baht 181 million are payable less than one year.

### 31.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

### 32. Capital management

The primary objective of the Group's capital management is to ensure that they have appropriate capital structure in order to support their business and maximise shareholder value. As at 31 December 2020, the Group's debt-to-equity ratio was 2.27:1 (2019: 1.26:1) and the Company's was 0.05:1 (2019: 0.07:1).

### 33. Events after the reporting period

On 24 February 2021, the Company's Board of Directors meeting passed a resolution to increase its registered share capital by Baht 34.7 million, from Baht 347,105,404 (3,471,054,038 ordinary shares of Baht 0.1 each) to Baht 381,805,404 (3,818,054,038 ordinary shares of Baht 0.1 each), through the issue and allocation of not more than 347 million additional ordinary shares with a par value of Baht 0.1 each under a general mandate to private placement offerings. The investors are not to be related parties.

### 34. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2021.

## **Mono Next Public Company Limited**

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