

(Translation)

Ref. MONO 009/2014

February 19, 2014

Subject : Notification of Information Memorandum of Asset Acquisition
To: President
The Stock Exchange of Thailand

Resolutions passed by the Board of Directors' meeting No. 2/2014 of Mono Technology Public Company Limited ("the Company") held on February 19, 2014 can be summarized as follows:

The Board of Directors approved to propose the Annual General Meeting of Shareholders to rectify the digital TV license auction and the Standard Definition (SD) variety channel license acquisition ("the License") from the National Broadcasting and Telecommunications Commission (NBTC) and other necessary and relevant action, including the compliance with preconditions for the issuance of the License ("the Preconditions") by Mono Broadcast Co., Ltd. ("MB") (Mono Production Co., Ltd., a 99.99-percent owned subsidiary of the Company, holds 99.99 percent of Mono Broadcast Co., Ltd.) for their participation and winning the SD variety channel license auction. MB was certified by NBTC via the letter Ref. SorTorChor 4006/945, dated January 10, 2014 as the sixth bid winner of an SD variety channel auction at the bid price of 2,250 million Baht.

In compliance with the Preconditions, MB has entered into the Agreement of Standard Definition Terrestrial Digital Television Network Service Agreement ("the Agreement") with Royal Thai Army Radio and Television Station to use the service for supporting our TV broadcasting across the country. The service will be valid for 14 years and five months (from January 17, 2014 to May 31, 2028) and the service fee totals 816.56 million Baht. MB estimated that additional investment for supporting production and other relevant service, such as production sites, studios as well as procurement of related equipment will be around 120 million Baht which will help enhance MB's digital TV business operation efficiency.

The transaction mentioned above is considered as the significant asset acquisition according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of Stock Exchange of Thailand (SET) Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547 and the amendments ("Acquisition and Disposition Notification"). The size of this transaction totals 3,186.56 million Baht. The maximum size of transaction is equal to 94.95 percent

of total asset value of the Company and subsidiaries based on the consolidated financial statements of the Company as of December 31, 2013. When consolidating the size of this transaction with another transaction entered by the Company during the past six months, the size of this transaction is equal to 104.38 percent. In addition, this transaction can be categorized as Class 4 transaction because the size is 100 percent or higher. According to Acquisition and Disposition Notification, No. 24, the Class 4 transactions of the Company meet all the following requirements. Then, the SET may not treat them as a new listing application:

1. The acquired business is in a similar line of business or an mutually supporting business to the listed company;
2. The listed company has no policy to make a major change in its main business after the acquisition;
3. The enlarged group resulting from the acquisition of assets has suitable qualifications for listing with the SET;
4. There will be no material change in the composition of the board of directors of the listed company or in the power to control the listed company or in the controlling shareholders of the listed company.

The asset acquisition of the Company meets all requirements mentioned above. Then, the Company shall be responsible for arranging information memorandum of asset acquisition in order to report to SET and requesting the Annual General Meeting of Shareholders to rectify the said transaction. At the shareholders' meeting, the resolution of rectification must be passed by a vote of not less than three – fourths of the total votes of the shareholders attending the meeting and entitled to vote. (However, this excludes the vote of shareholders who have conflicts of interest.)

Participation in digital TV license auction and other necessary and relevant action were approved by the meeting of the Board of Directors NO. 5/2013 held on October 9, 2013. If the bid price or other relevant information are disclosed to insiders, this may affect the auction results as there were many bidders participating in the auction. The digital TV license auction was ended on December 26, 2013 and the Company has entered into the Agreement with Royal Thai Army Radio and Television Station on January 17, 2014. In addition, the first installment payment of license fee amounting to 339 million Baht has been made on February 10, 2014. (NBTC requires that the first installment payment of license fee must be made within thirty days from the date that the letter confirming the auction results was received.) This transaction was happened before the approval from the shareholders' meeting. However, the Company will propose the 2014 Annual General Meeting of Shareholders to consider rectification on April 11, 2014.

Then, the Company appoints Advisory Plus Co., Ltd. to be an independent financial advisor (IFA) in order to give opinion toward the transaction mentioned in No. 1 as per Notification of the Capital Market Supervisory Board Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and other relevant notifications of SET.

Details of the report and information memorandum of asset acquisition by the Company are as follows:

1. Transaction date:

According to the NBTC's official announcement, MB is the bid winner of digital TV license auction. Then, MB must submit the application for the License and NBTC requires that the first installment payment must be made within thirty days from the date that the letter confirming the auction results was received and the first installment payment has been made on February 10, 2014.

2. Contracting Parties and Relationship with the Listed Company

2.1 Digital TV license auction and Acquisition

Licensee:	Mono Broadcast Co., Ltd.—a subsidiary of the Company (99.99 percent)
Licensor :	NBTC
Relationship with the Company and subsidiaries :	None

2.2 Standard Definition Terrestrial Digital Television Network Service Agreement

("the Agreement")

Licensee:	Mono Broadcast Co., Ltd. —a subsidiary of the Company (99.99 percent)
Licensor :	Royal Thai Army Radio and Television Station
Relationship with the Company and subsidiaries :	None

2.3 Additional Investment in Assets Relating to Production and Relevant Services

Investor/Buyer :	Mono Broadcast Co., Ltd. which is a subsidiary of the Company (99.99 percent)
Seller :	Other parties relating to asset disposition of production and relevant services
Relationship with the Company and subsidiary :	None

3. Nature of transaction

MB—a subsidiary of the Company— participated in the SD variety channel license auction according to the NBTC's policy of digital switch over—the process in which analog television broadcasting is converted to and replaced by digital television. Digital TV broadcasting offers better visual and audio quality, with greater data transfer capacity. The auction was ended on

December 26, 2013. According to the official announcement of NBTC dated January 10, 2014, MB is the sixth bid winner (out of seven bid winners) at the bid price of 2.250 million Baht.

In compliance with the Preconditions requiring that the bid winner must apply for Standard Definition Terrestrial Digital Television Network Service with the licensor within thirty days from the date that the letter confirming the auction results was received. Then, MB has entered into the Agreement with Royal Thai Army Radio and Television Station for supporting our TV broadcasting across the country. The service will be valid for 14 years and five months (from January 17, 2014 to May 31, 2028) and the service fee amounts to 816.56 million Baht.

To enhance our efficiency of digital TV business operation and service, MB has to make additional investment of 120 million Baht approximately for supporting the production and other services, such as production sites, studios as well as related equipment.

4. Details and Value of Acquired Asset:

- 1) The License at the bid price of 2,250 million Baht issued by NBTC which will last for 15 year since the license was received
- 2) The Company will be granted the right to use the Standard Definition Terrestrial Digital Television Network Service of Royal Thai Army Radio and Television Station for supporting our TV broadcasting across the country, according to the agreement that will be valid for 14 years and 5 months (from January 17, 2014 to May 31, 2028). The service fee totals 816.56 million Baht.
- 3) Additional investment for supporting production and other activities, such as production sites, studios as well as related equipment totals 120 million Baht.

5. Evaluating the value of transaction

The total value of consideration paid	=	3,186.56 million Baht	=	94.95%
The total asset value of the Company		3,356.11 million Baht		

Remarks *Evaluating the value of transaction is based on the consolidated financial statements of the Company as of December 31, 2013 that was audited by the auditor.

According to Acquisition and Disposition Notification, the maximum size of transaction is equal to 94.95 percent. When consolidating the size of this transaction with another transaction entered by the Company in the past six months, the size of this transaction is equal to 104.38 percent. This transaction can be categorized as Class 4 transaction as the size is 100 percent or higher. Nevertheless, the Company is exempted under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547, No. 24. According to this notification, if Class 4

transactions meet all the following requirements, the SET may not treat them as a new listing application:

1. The acquired business is in a similar line of business or an mutually supporting business to the listed company;
2. The listed company has no policy to make a major change in its main business after the acquisition;
3. The enlarged group resulting from the acquisition of assets has suitable qualifications for listing with the SET;
4. There will be no material change in the composition of the Board of Directors of the listed company or in the power to control the listed company or in the controlling shareholders of the listed company.

The asset acquisition of the Company meets all requirements of the exemption specified by SET, (No. 24). Therefore, the Company shall be responsible for arranging information memorandum of such transaction and submitting to SET. Also, the Company shall propose the shareholders' meeting to rectify the transaction. The resolution of rectification shall be passed by a vote of not less than three – fourths of the total votes of the shareholders attending the meeting and entitled to vote. (This excludes the vote of shareholders who have conflicts of interest.) Then, the Company must appoint an independent financial advisor (IFA) in order to give opinion toward the asset acquisition. At 2014 Annual General Meeting of Shareholders to be held on April 11, 2014, the Board of Directors will propose the meeting to consider rectify the asset acquisition.

6. The Total Value of Consideration and Payment Conditions :

Details of Asset Acquisition Payment by MB:

6.1) SD variety channel license fee of 2,250 million Baht (VAT excluded) - License fee payment for the minimum price must be made in four installments according to following conditions:

(1) The first installment payment must be made at the rate of 50 percent of minimum price or equal to 190 million Baht. The NBTC shall deduct the deposit of 38 million Baht that the Company has already paid from the first installment mentioned above. Then, the remaining balance of the first installment is equal to 152 million Baht. The first installment must be made within 30 days from the date that the letter confirming the auction results was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of minimum price amounting to 190 million Baht.

(2) The second installment payment must be made at the rate of 30 percent of minimum price or equal to 114 million Baht within 30 days from the completion of one year from the day the License was received, with the submission of the letter of guarantee from a financial institution categorized as

a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of minimum price amounting to 76 million Baht.

(3) The third installment payment must be made at the rate of 10 percent of minimum price or equal to 38 million Baht within 30 days from the completion of two years from the day the License was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of minimum price amounting to 38 million Baht.

(4) The fourth installment payment must be made at the rate of 10 percent of minimum price or equal to 38 million Baht within 30 days from the completion of three years from the day the license was received.

The NBTC shall deduct the deposit that the Company's already paid from first installment payment of the minimum price and the bid winner shall pay for the remaining balance of minimum price within the specific timeframe.

Also, NBTC may return the letter of guarantee at the amount that was paid in each period within 30 day from the day the request was received. Digital TV license payment for amount that **exceeded the minimum price** shall be made in six installments as per following conditions:

(1) The first installment payment must be made at the rate of 10 percent of the outstanding amount that exceeded the minimum price or equal to 187 million Baht within 30 days from the date that the letter confirming the auction results was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of outstanding amount that exceeded the minimum price amounting to 1,683 million Baht.

(2) The second installment must be made at the rate of 10 percent of the outstanding amount that exceeded the minimum price or equal to 187 million Baht within 30 days from the completion of one year from the day the License was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of outstanding amount that exceeded the minimum price amounting to 1,496 million Baht.

(3) The third installment payment must be made at the rate of 20 percent of the outstanding amount that exceeded the minimum price or equal to 374 million Baht within 30 days from the completion of two years from the day the License was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial

Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of outstanding amount that exceeded the minimum price amounting to 1,122 million Baht.

(4) The fourth installment payment must be made at the rate of 20 percent of the outstanding amount that exceeded the minimum price or equal to 374 million Baht within 30 days from the completion of three years from the day the License was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of outstanding amount that exceeded the minimum price amounting to 748 million Baht.

(5) The fifth installment payment must be made at the rate of 20 percent of the outstanding amount that exceeded the minimum price or equal to 374 million Baht within 30 days from the completion of four years from the day the license was received, with the submission of the letter of guarantee from a financial institution categorized as a commercial bank according to Financial Institution Business Act B.E. 2551 in order to guarantee the payment of remaining balance of outstanding amount that exceeded the minimum price amounting to 374 million Baht.

(6) The sixth installment payment must be made at the rate of 20 percent of the outstanding amount that exceeded the minimum price or equal to 374 million Baht within thirty days from the completion of five years from the day the License was received.

The digital TV license fee excludes tax, other related fees and interest as stipulated by law.

6.2) The Standard Definition Terrestrial Digital Television Network Service fee: The agreement that will be valid for 14 years and five months and the Company will pay Royal Thai Army Radio and Television Station for the service totaling 816.56 million Baht or 4.72 million Baht per month (VAT excluded).

6.3) Additional investment for supporting production and other services amounting to 120 million Baht approximately

7. Expected Benefits to the Company:

Acquisition of the SD variety channel license is regarded as the key strategy for business operation of the Company which should help enhance the Company's business security and ensure operation continuity. This is also the beginning of free and fair competition in terrestrial digital TV business, thus increasing confidence for investors as well as creating value added and fair returns for all shareholders of the Company over the long run.

8. Source of Funds:

Long-term loans from financial institutions and working capital of the Company and subsidiaries (The Conditions of loan agreement made with an financial institution shall not affect the right of shareholders.)

9. Opinion of the Board of Director Relating to the Transaction

The Board of Directors has considered and deemed it appropriate that the SD variety channel license is one of key business strategy of the Company which will enhance the Company's securities and continuity. This is also the beginning of free and fair competition which will enhance credibility towards the investors' point of view as well as leading to valued added and long -term benefit of shareholders.

The meeting of the Board of Directors No. 2/2014 held on February 19, 2014 approved to propose the 2014 Annual General Meeting of Shareholders to be held on April 11, 2014 to consider rectifying the transaction and other necessary and relevant action.

10. Opinion of members of the Audit Committee and/or directors of the Company which is different from the Board of Directors:

Opinion of members of Audit Committee and/or directors of the Company is not different from the Board of Directors.

Please be informed accordingly.

Yours sincerely,

(Mr. Sang Do Lee)
Chief Executive Officer