

(Translation)

Ref. MONO 005/16

March 04, 2016

Subject Notification of Schedule of 2016 Annual General Meeting of Shareholders and the Omission of Dividend Payment, Acquisition of Assets and Capital Increase

To President
The Stock Exchange of Thailand

Enclosures

- 1) Information Memorandum on the Acquisition and Disposition of Assets of Mono Technology Public Company Limited as of March 4, 2016
- 2) Information Memorandum on the Allotment of Newly issued Ordinary Shares via Private Placement as of March 4, 2016
- 3) Capital Increase Report Form (F 53-4)

According to the meeting of the Board of Directors of Mono Technology Public Company Limited (the "Company") No. 2/2016 held on March 4, 2016, the Board of Directors has passed the following resolutions:

1. The meeting approved the financial statements including statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity, statements of cash flows for the year ended December 31, 2015 audited by the auditor. Also, the Board of Directors will propose the Annual General Meeting of Shareholders to consider approving later on.

2. The meeting approved additional net profit appropriation for legal reserve and the omission of dividend payment for 2015 operating results to spare cash for continuous investment according to the Company's business operation plan and approved to propose the 2016 Annual General Meeting of Shareholders for consideration and approval.

3. The meeting has also deemed it appropriate to propose the meeting to approve appointing auditors of EY Office Limited to be the auditor of the Company for 2016:

- | | |
|-------------------------------|--|
| 1. Mr. Suppachai Panyawattano | Certified Public Accountant (Thailand) No. 3930 or |
| 2. Miss Siraporn Uey-anankul | Certified Public Accountant (Thailand) No. 3844 or |
| 3. Miss Krongkaew Limkittikul | Certified Public Accountant (Thailand) No. 5874 |

The Board of Directors also deemed it appropriate to fix the 2016 audit fee at the amount of not exceeding 1,200,000 Baht and propose the Annual General Meeting of Shareholders to approve the audit fee.

4. The meeting has passed a resolution on the approval of the retirement by rotation for the year 2016 of the Company's 3 directors namely, Mr. Pete Bodharamik, Mr. Preecha Leelasithorn and Mr. Kriengsak Thiennukul and the re-election of such directors to directorship for another term. The meeting has deemed it appropriate that this matter be proposed to the shareholders' meeting for consideration. In addition, the 2016 remuneration for directors at the amount of not exceeding 7 million Baht shall be in line with the resolution of the 2016 Annual General Meeting of Shareholders as well.

5. The meeting has approved the purchase of copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks detailed as follows:

5.1 The Company may purchase the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks at the value of 103,000,000 Baht (One Hundred Three Million Baht). The payment for the acquisition of the copyrights of films and screenplays in a total of 30 titles will be completed by the issuance of new ordinary shares as the reciprocation to Mr. Visute Poolvorlaks. The newly issued ordinary shares will be amounted to 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visutr Poolvorlaks, the owner of the copyrights of films and screenplays in a total of 30 titles, is regarded as the issuance and the offering of shares on private placement. The Company will purchase the copyrights of films and screenplays when the Meeting of Shareholders approved the increase of capital to pay for the reciprocation of the copyrights of films and screenplays.

The transaction mentioned above is considered to be the acquisition of assets in class three according to the Notification of the Capital Market Supervisory Board, No. TorChor. 20/2551, Regulations on the transactions that are significant to the Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand about the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets, 2547 including any amendments with the highest transaction of 1.92 percent according to the total value of the reciprocation. Therefore, the Company is required to disclose the transactions of the Company to the Stock Exchange of Thailand (SET) promptly with the information memorandum according to the Securities and Exchange Commission regulations.

The acquisition of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks is not considered as the transaction between the Company and the Company's related person. Therefore, it is not regarded as the transaction related to the Notification of the Capital Market Supervisory Board, No. TorChor. 21/2551, the relation transactions regulations dated August 31, 2008 and the Notification of the Stock Exchange

of Thailand about the Disclosure of Information and Other Acts of the Related Companies, 2546 dated November 19, 2003.

5.2 The Company will sign an agreement on the purchase of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorakaks to acquire the copyrights of films and screenplays and will sign other contracts and related documents.

5.3 The authorized director and/or a person who is assigned by such authorized director, is authorized to negotiate and deliberate the details, conditions and any process that may benefit the agreement on the purchase of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorakaks. The authorized director and/or a person who is assigned by such authorized director is also the authorized person to sign the contract and/or the Memorandum of Understanding (MOU) and other documents concerning the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorakaks, including contacting government sectors or related organizations such as Securities and Exchange Commission (SEC) and The Stock Market of Thailand (SET) as well as supervising the related issues mentioned above to complete the transaction for the acquisition of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorakaks.

The detail of the information memorandum on the acquirement and the disposition of the Company assets as of March 4, 2016 is as enclosure No.1.

6. The meeting has approved to propose the shareholders' meeting for consideration and approval on the capital reduction in amount of 25,800,000 Baht, from 492,799,997.50 Baht to 466,999,997.50 Baht, by cancelling 258,000,000 authorized but unissued shares at the par value of 0.10 Baht per share as a result of ordinary shares remaining under a general mandate with the approval of 2015 Annual General Meeting of Shareholders and ending in 2016 Annual General Meeting of Shareholders.

7. The meeting has approved to propose the shareholders' meeting for consideration and approval on approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction in registered capital as following details.

“Clause 4.	Registered Capital	466,999,997.50 Baht	(Four Hundred and Sixty-Six Million, Nine Hundred And Ninety-Nine Thousand, Nine Hundred and Ninety-Seven Baht Fifty Satang)
	divided into	4,669,999,975 Shares	(Four Billion, Six Hundred and Sixty-Nine Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five Shares)
	Par value	0.10 Baht	(Ten Satang)
Classified as:	Ordinary Shares	4,669,999,975 Shares	(Four Billion, Six Hundred and Sixty-Nine Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five Shares)
	Preferred Stock	-	Shares”

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

8. The meeting has approved to propose the shareholders' meeting for consideration and approval on the increase in registered capital in amount of 31,500,000 Baht, divided into 315,000,000 ordinary shares at the par value of 0.10 Baht per share from previously 466,999,997.50 Baht to 498,499,997.50 Baht, divided into 4,984,999,975 ordinary shares at the par value of 0.10 Baht per share.

9. The meeting has approved to propose the shareholders' meeting for consideration and approval on approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital, as following details.

“Clause 4. Registered Capital 498,499,997.50 Baht (Four Hundred and Ninety–Eight Million, Four Hundred and Ninety–Nine Thousand, and Nine Hundred and Ninety–Seven Baht Fifty Satang)
divided into 4,984,999,975 Shares (Four Billion, Nine Hundred and Eighty–Four Million, Nine Hundred and Ninety–Nine Thousand, Nine Hundred and Seventy–Five Shares)
Par value 0.10 Baht (Ten Satang)
Classified as:
Ordinary Shares 4,984,999,975 Shares (Four Billion, Nine Hundred and Eighty–Four Million, Nine Hundred and Ninety–Nine Thousand, Nine Hundred and Seventy–Five Shares)
Preferred Stock – Shares”

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

10. The meeting has approved to propose the shareholders' meeting for consideration and approval on the issuance and allotment of 50,000,000 shares at the par value of 0.10 Baht to Mr. Visute Poolvorlaks who is a private placement and a non–related person to the Company. The offering price is not lower than 90 percent of the average market price (the weighted average price of share from February 19, 2016 – March 3, 2016) which is calculated to 2.03 Baht per share or 101,500,000 Baht in total. The issuance and allotment of 50,000,000 shares is to complete the payment for the acquisition of the copyrights of films and screenplays in a total of 30 titles accounted for 103,000,000 Baht from Mr. Visute Poolvorlaks.

The Company will issue and allocate new shares to Mr. Visute Poolvorlaks within the date when the transaction of the acquisition of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks has completed. Mr. Visute Poolvorlaks is required to agree with the condition precedent and the subscription of new ordinary share must be submitted to Thailand Securities Depository (TSD) within 12.00 a.m. of the same day.

The authorized director and/or a person who is assigned by such authorized director shall have authority to deliberate the details, conditions and any process concerning the issuance and the offering of new ordinary shares such price, subscription period, share payment, detail of IPO and share allotment. The authorized person also consider or deliberate the details on the allotment, sign the related documents and manage any process that may benefit the issuance and the offering of new ordinary shares including permission for share offering from Securities and Exchange Commission, registration of new ordinary shares in The Stock Exchange of Thailand and providing information and documents for the Ministry of Commercial and related organizations.

11. The meeting has approved to propose the shareholders' meeting for consideration and approval on the allotment of shares under general mandate for the amount of 265,000,000 shares at the par value of 0.10 Baht per share, and at the offering price of not lower than 90 percent of the average market price per share for sales of securities via private placement.

In this regards, the Board of Directors and/or a person who is assigned by the Board of Directors shall have authority to consider and determine the conditions and other details concerning the allocation and sales of the said shares as well as to sign any relevant document and proceed any action as deemed necessary and appropriate for the allocation of the aforementioned ordinary shares. The details are stated in the Capital Increase Report Form (F53-4) as enclosure No.3.

12. The 2016 Annual General Meeting of Shareholders will be held on Wednesday, April 27, 2016 at 14.00a.m., at the Auditorium, 3th floor, Jasmine International Tower, 200, Moo 4, Chaengwattana Road, Pakkred, Nonthaburi. The meeting will consider the following agenda:

- Agenda 1: To consider certifying the Minutes of proposed the 2015 Annual General Meeting of Shareholders.
- Agenda 2: To acknowledge the Board of Directors' Annual Report on the Company's operating result during the year 2015
- Agenda 3: To consider and approve the Company's financial statements and the auditor's report for the year ended December 31, 2015
- Agenda 4: To consider the allocation of net profit as legal reserve and the dividend for the year 2015

- Agenda 5: To consider the appointment of the auditor and to fix the audit fee for the year 2016
- Agenda 6: To consider the appointment of directors to replace those who retire by rotation
- Agenda 7: To consider and approve the annual remuneration for directors in 2016
- Agenda 8: To consider and approve the capital reduction from 492,799,997.50 Baht to 466,999,997.50 Baht
- Agenda 9: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital
- Agenda 10: To consider and approve the increase in registered capital of the Company from 466,999,997.50 Baht to 498,499,997.50 Baht
- Agenda 11: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital.
- Agenda 12: To consider and approve the allocation of the Company's newly issued shares totally 50,000,000 shares at the par value of 0.10 Baht per share and at the price of not lower than 90 percent of the average market price via private placement (the weighted average price of share from February 19, 2016 – March 3, 2016) as the payment for the reciprocation of acquiring assets (the copyrights of films and screenplays in a total of 30 titles) accounted for 103,000,000 Baht from Mr. Visute Poolvorakaks.
- Agenda 13: To consider and approve the allocation of the Company's newly issued shares under general mandate, at the amount not exceeding 265,000,000 shares and at the par value of 0.10 Baht per share or 8.41 percent of paid capital, in order to sell to private placement.
- Agenda 14: To consider other issues (if any)

13. The Company shall fix the record date to prepare lists of shareholders entitled to attend the 2016 Annual General Meeting of Shareholders on Monday, March 21, 2016 and collect name list according to Section 225 of the Securities and Exchange Act, B.E. 2535 by closing the share register book and suspension of share transfer on Tuesday, March 22, 2016.

The invitation to the 2016 Annual General Meeting of Shareholders and other relevant documents will be available via the Company's website (www.mono.co.th) on March 26, 2016 onwards.

Please be informed accordingly.

Yours sincerely,

Mono Technology Public Company Limited

(Mr. Sang Do Lee)

Chief Executive Officer

(Translation)
Information Memorandum on the Acquisition of Assets
Of
Mono Technology Public Company Limited

The Board of Directors' Meeting of Mono Technology Public Company Limited (the "Company") No. 2/2016 held on March 4, 2016 has passed a resolution to approve the entry of the Company into the acquisition of assets transaction by purchasing the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks accounted for 103,000,000 Baht (One Hundred Three Million Baht). The Company will issue new ordinary shares as the reciprocation of the acquisition of the copyrights of films and screenplays to Mr. Visute Poolvorlaks. The issuance of new ordinary shares totals 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visute Poolvorlaks who is the owner of the copyrights of films and screenplays in a total of 30 titles is regarded as the issuance and offering of shares via private placement. The Company will complete the transaction of the copyrights of films and screenplays when the Meeting of Shareholders approved the increase of capital to pay for the reciprocation of the copyrights.

The transaction is considered as an acquisition of assets categorized as Class 3 under the Notification of the Capital Market Supervisory Board no. TorJor. 20/2551 (2008) concerning Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand on the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547(2004) as amended. According to Value of Consideration method, the size of the transaction is equivalent to 1.92 percent of the total assets. Therefore, the Company is required to prepare the Information memorandum of such asset acquisition as specified in the Notification of the Acquisition or Disposition of Asset and disclose to the Stock Exchange of Thailand ("SET").

The transaction details are as follows:

1. Transaction Date

The transaction will be completed after obtaining an approval from the Board of Directors' Meeting No. 2/2559 held on March 4, 2016 and the Meeting of Shareholders approved the increase of capital to pay for the reciprocation of the copyrights of films and screenplays. In addition, the conditions precedent on the purchase of the copyrights of films and screenplays in a total of 30 titles must be agreed according to the contract.

2. The parties involved

Buyer

Mono Technology Public Company Limited (the "Company"), a company incorporated in Thailand and listed on the SET under the symbol "MONO" and/ or its wholly owned subsidiaries.

Seller

Mr. Visute Poolvorlaks, the owner of the copyrights of films and screenplays in a total of 30 titles (according to the detail in No. 4).

3. General characteristics, type and size of the Transaction

3.1 General Characteristics of the Transaction

The Company will purchase the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorakaks at the value of 103,000,000 Baht (One Hundred Three Million Baht) excluding value added tax. The payment for the copyrights will be completed by the issuance of new ordinary shares to Mr. Visute Poolvorakaks. The amount of the newly issued shares is 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visute Poolvorakaks, the former owner of the copyrights of films and screenplays in a total of 30 titles, as the reciprocation of the copyrights is regarded as the issuance and the offering of shares via private placement.

3.2 Type and size of the Transaction

The transaction is regarded as an acquisition of assets class 3 under the Notification of the Capital Market Supervisory Board no. TorJor. 20/2551 (2008) concerning Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 (2004). The additional amendment of the transaction size is accounted for 1.92 percent according to the total value of the reciprocation.

Therefore, the Company is required to prepare the information memorandum of such asset acquisitions as specified in the Notification of the Acquisition or Disposition of Asset and disclose to The Stock of Thailand.

The detailed comparison of the transaction size by each calculation method is shown below;

Calculation method	Calculation	Transaction size
1. Net Tangible Asset Value (NTA)	Percentage of NTA according to the percentage of share/ NTA of the Company	Unable to calculate as the purchased assets has no NTA
2. Net Income	Percentage of net income from purchased assets according to the percentage of share/ Net income of the company	Unable to calculate as the purchased assets has no net income
3. Value of Consideration	Market price (Total value of consideration paid to the target company / Value of assets of the Company) x 100 = (101,500,000 / 5,277,736,354 X 100)	1.92%
4. Equity Share Value	(No. of shares issued for payment / Total paid-up shares of the Company) x 100 = (50,000,000 / 3,150,935,537 X 100)	1.59%

4. Details and value of purchased assets

The copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks are accounted for 103,000,000 Baht (One Hundred Three Million Baht) as detailed below:

No	Movies	Released (Year)	Revenue (Million baht)* ¹
1	Suem Noi Noi Kalon Mak Noi	1985	5
2	Pleum	1986	10
3	Prod Sarb Kid Tueng Mak	1986	3
4	Ya Bok Wa Ther Bap	1987	3
5	Dee Tak	1987	4
6	Rak Raek Oum	1988	5
7	Cha Lui	1988	12
8	Prik Kee Noo Kub Moo Ham	1989	6
9	Cha Lui Project 2	1990	19
10	Puk Pui	1990	8
11	Sa Yuem Guey	1991	18
12	Kling Wai Kon Por Son Wai	1991	25
13	Boon Tang Khai	1992	12
14	Toh Leaw Tong Tohh	1992	7
15	Pee Nueng Puen Gun Lae Won As Sa Jan Khong Phoom	1993	23
16	Koo Tae Song Lok	1994	22.50
17	The Egg Man (Cha Lui Hin)	1994	21
18	Guey 2	1995	28
19	Rak Tae Bod Tee Nueng	1995	17
20	Fire & Ice (Rang Pen Fai Lalai Kae Ter)	1996	22
21	Dream Society (Nang Baeb)	1997	18
22	Dang Bireley's and Young Gangsters	1997	75
23	303 Fear / Faith / Revenge	1998	30
24	Nang Nak	1999	150
25	Iron Ladies	2000	99
26	Maebia	2001	53
27	Nor Chor (2002)	2002	30
28	Iron Ladies 2	2003	72
29	The Whistle (Koo Tae Patiharn)	2003	18
30	The Extern (Mor Jeb)	2004	34
Total Revenue			849.50

*¹ The total revenue referring to the Box Office

5. Total value of the reciprocation

The total value of the reciprocation concerning the transaction of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorlaks is accounted for 103,000,000 Baht (One Hundred Three Million Baht). The payment for the copyrights of films and screenplays will be completed by the issuance of new ordinary shares as the reciprocation of the acquisition of the copyrights of films and screenplays in a total of 30 titles to Mr. Visute Poolvorlaks. The amount of the newly issued shares is 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visute Poolvorlaks, the former owner of the copyrights of films and screenplays in a total of 30 titles, as the reciprocation of the copyrights is regarded as the issuance and the offering of shares via private placement.

Note that the offering price is not considered lower than 90% of the market price as pursuant to the Notification of the Securities and Exchange Commission no. SorJor. 39/2551 on Calculation of Securities Selling Price and Market Price Approach for Issuance of New Shares at Low Price dated 28 December 2008. The market price derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date on which the Company's Board of Directors passes a resolution to propose the issue to the Meeting of Shareholders on April 27, 2016 for approval of the offering of shares via private placement with the price calculated between February 19, 2016 and March 3, 2016, which is accounted for 2.03 Baht per share.

6. Basis used to determine the value of consideration

The negotiation between the Buyer, "the Company", and the Seller, "Mr. Visute Poolvorlaks", in determining the value of the reciprocation derived from the valuation of the copyrights of films and screenplays in a total of 30 titles. The equity value derived from income approach.

7. Expected benefits from the transaction

The acquisition of the copyrights of films and screenplays in a total of 30 titles will support the growth of MONO29 channel on digital TV, Mono Plus channel on satellite TV and Monomaxxx.com member registering online movie service. It will also enable the Company to offer a complete movie service to serve customers' need which will provide long-term benefits as well as gain profits and raise dividend for shareholders in the future.

8. Source of funds for the transaction and details of securities issued

The Company will pay for the acquisition of assets by the issuance of new ordinary shares to Mr. Visute Poolvorlaks for the amount of 50,000,000 shares (Fifty Million Shares) at the offering price of 2.03 Baht per share with the total value not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht).

9. Opinions of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors' Meeting of MONO No. 2/2559 held on March 4, 2016 has passed a resolution to approve the transaction as the Board believes that the investment in the copyrights of films and

screenplays in a total of 30 titles will bring benefits to both the Company and its existing shareholders as mentioned under No.7.

10. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors

None of the Company's Audit Committee or Directors disagrees with the opinion of the Board of Directors under No.9.

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

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

.....

(Mr. Navamin Prasopnet)

Director

.....

(Mr. Sang Do Lee)

Director

(Translation)

(F 53-4)

**Information Memorandum on the Allotment of
Newly Issued Ordinary Shares via Private Placement
Mono Technology Public Company Limited
Date March 4, 2016**

The Board of Directors' Meeting of Mono Technology Public Company Limited (the "Company") no.2/2559 held on March 4, 2016 has passed a resolution of approve the allotment of newly issued ordinary shares via private placement totally 50,000,000 ordinary shares at the par value of 0.10 Baht per share. The Company hereby disclosed information relevance to shareholders' decision as follows:

1. The purpose of the capital increase/share Allocation allot via private placement

To complete the payment for the acquisition of assets concerning the purchase of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvorakaks. The objective of capital increase is to complete the payment for the copyrights of films and screenplays with newly issued ordinary shares to Mr. Visute Poolvorakaks, an investor who could enhance the benefits of the Company and support the ultimate movie service to serve the needs of customers which will provide long-term benefits to the Company. Therefore, the Company did not offer newly issued ordinary shares to existing shareholders or the public.

2. The rational of share allotment via private placement and investor selection criteria

The Company shall allot 50,000,000 of newly issued ordinary shares at the par value of 0.10 Baht each to the following person:

No.	Name	Number of Shares	Reason for Allotment
1.	Mr. Visute Poolvorakaks	50,000,000	To pay for the copyrights of films and screenplays in a total of 30 titles

3. Information of the person who is offered private placement

The detailed information of the person who is offered private placement is as follows:

No.	Name	Occupation	Address	Relationship with the Company
1.	Mr. Visute Poolvorakaks	Business Person / Director Tai Entertainment co.,Ltd.	28 Daokanong, Thonburi, Bangkok 10600	None

4. Basis and rational of the offer price

The Company will offer the newly issued ordinary shares price which is not considered lower than 90% of the Market Price (The weighted average price is during the date of February 19, 2016 – March 3, 2016) at a price of 2.03 Baht per share. This price is acceptable by both the Buyer, the Company, and the Seller, Mr. Visute Poolvorakaks who is the owner of the copyrights of films and screenplays in a total of 30 titles. The offering price is as pursuant to the Notification of the Securities and Exchange Commission no. SorJor 39/2551 Re:

Calculation of Securities Selling Price and Market Price Approach for Issuance of New Shares at Low price. The Market Price derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date on which the Company's Board of Directors passes a resolution to propose the issue to the 2016 Annual General Meeting of Shareholders for approval of the issuance and allotment of the new shares via private placement (February 19, 2016 – March 3, 2016), which is 2.03 Baht per share.

5. Opinions of the Board of Directors and the Audit Committee regarding the share allotment by way of private placement

The Board of Directors and the Audit Committee has considered the conditions for the allotment and the offering of newly issued ordinary shares via private placement. The offering price is neither lower than the Company's par value nor the Market Price as pursuant to the Notification of the Securities and Exchange Commission no. SorJor. 39/2551 on Calculation of Securities Selling Price and Market Price Approach for Issuance of New Shares at Low Price dated 28 December 2008. The Board of Directors and the Audit Committee has approved this allotment of newly issued ordinary shares via private placement considering the necessity of the offering of newly issued ordinary shares, the benefits of the Company as well as the utmost benefits of the shareholders.

6. Benefits apart from capital increase

The purpose of this allotment is to support the investment in the Company's businesses including movies, digital TV and online movie service in order to offer a complete movie service to serve customers' need which will gain profits and dividend for shareholders in the future.

7. Other conditions relevant to the share allotment by way of private placement

The silent period for the person who received the allotment of newly issued share under private placement is two years. Sell is permitted by 50 percent of shares under sell prohibition after the first year of the allotment ended.

8. Impact from the private placement (Dilution Effect)

8.1 Control Dilution

$$\begin{aligned}
 &= \text{Number of new shares to be issued via private placement} / (\text{Number of new shares to} \\
 &\quad \text{be issued via private placement} + \text{Number of paid-up shares}) \\
 &= 50,000,000 / (50,000,000 + 3,100,935,537) \\
 &= 1.59\%
 \end{aligned}$$

8.2 Price Dilution

$$\begin{aligned}
 &= 1 - (\text{Number of Existing shares} \times \text{9-consecutive-business-day weighted average} \\
 &\quad \text{(February 19, 2016 – March 3, 2016)} + (\text{Number of new shares to be issued via} \\
 &\quad \text{private placement} \times \text{Offering price}) / (\text{Number of Existing shares} + \text{Number of new} \\
 &\quad \text{shares to be issued via private placement}) / \text{9-consecutive-business-day weighted} \\
 &\quad \text{average average (February 19, 2016 – March 3, 2016)} \\
 &= 1 - (3,150,935,537 \times 2.03) + (50,000,000 \times 2.03) / (50,000,000 + \\
 &\quad 3,150,935,537) / 2.03 \\
 &= 0\%
 \end{aligned}$$

8.3 EPS Dilution

$$= (\text{EPS}_{\text{existing}} / \text{EPS}_{\text{new}}) - 1$$

= The EPS was calculated based on net profit of the Company for the period ending December 31, 2015.

9. Impact to the Company’s management structure after the private placement

The persons that will be entitled to the share allotment via private placement will not participate in the Company’s management, take no seat in the Board of Directors or cause any change in the operations of the Company. They are entitled to as equal voting rights as other shareholders of the Company.

10. Conditions Precedent of Entering the transaction

In the Meeting of Shareholders, the Company must acquire not less than three-fourth of the total votes approval from eligible voters who attend the meeting, in order to increase registered capital. The votes of shareholders with interests will not be counted. The Company must also acquire the majority vote from the total votes approval from eligible voters who attend the meeting, in order to allocate newly issued ordinary shares via private placement. The votes of shareholders with interests will not be counted.

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

Signature Authorized Director
(Mr. Sang Do Lee)

Position Director

Signature Authorized Director
(Mr. Navamin Prasopnet)

Position Director

(Translation)

(F 53-4)

Capital Increase Report Form
Mono Technology Public Company Limited
Date March 4, 2016

Mono Technology Public Company Limited (the “Company”) hereby reports the resolutions of Board of Directors meeting No. 2/2016 which was held on March 4, 2016 with respect to the capital increase and allocation of shares as follows:

1. Capital Increase and Capital Reduction

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

- The reduction of the Company’s registered capital from 492,799,997.50 Baht to 466,999,997.50 Baht by cancelling 258,000,000 shares at the par value of 0.10 Baht per share. This amount of shares is the remaining from the allocation of newly issued ordinary shares under general mandate which the 2015 Annual General Meeting of Shareholders has approved the issuance and offering of shares via private placement ending in the 2016 Annual General Meeting.

- The increase of the Company’s registered capital from 466,999,997.50 Baht to 498,499,997.50 Baht by mean of the issuance of 315,000,000 ordinary shares with a par value of 0.10 Baht per share, totally amounting to 31,500,000 Baht. Details of each type of capital increase are as follow:

Type of Capital Increase	Type of Share	No. of Shares (Shares)	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	50,000,000.-	0.10	5,000,000.-
	Preferred share	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary share	265,000,000.-	0.10	26,500,000.-
	Preferred share	-	-	-

- If specifying the purpose of utilizing proceeds, all of the following items must be filled out, except item No. 2.2
- If under a general mandate, only items No. 2.2, No. 3 and No. 4 need to be filled out.

2. Allotment of new shares

2.1. If specifying the purpose of utilizing proceeds

Allotted to	Number of Shares (Shares)	Ratio (Old : New)	Sale price (THB/share)	Subscription and Payment Period	Remark
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (As detailed in Enclosure No. 1)	50,000,000.-	-	2.03	As detailed in Enclosure No. 2	As detailed in Remark 1 and 2
To support the conversion / exercising rights of a given instrument (specify)	-	-	-	-	-

- (1) Conditions on private placement, relationship with the Company and the regulations on pricing per share are as detailed in information memorandum on the allotment of newly issued ordinary shares via private placement (Enclosure No. 2).
- (2) The authorized director and/or a person who is assigned by such authorized director shall have authority to deliberate the details, conditions and any process concerning the issuance and the offering of new ordinary shares such as price, subscription period, share payment, detail of IPO and share allotment. The authorized person also consider or deliberate the details on the allotment, sign the related documents and manage any process that may benefit the issuance and the offering of new ordinary shares including permission for share offering from Securities and Exchange Commission, registration of new ordinary shares in The Stock Exchange of Thailand and providing information and documents for the Ministry of Commercial and related organizations.

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

- None -

2.2. If under a general mandate

Allotted to	Type of Shares	Number of Shares (Shares)	Percentage of paid-up capital ^{1/}	Remark
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To support the exercise of transferable subscription rights		-	-	-
General Public	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	265,000,000	8.41	Please consider other conditions in the remarks below.
	Preferred	-	-	

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

Remarks

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the allotment of shares to the Company's related person under the Notification of Capital Market Advisory Tor. Jor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546.

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

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

To convene the 2016 Annual General Meeting of Shareholders on Wednesday, April 27, 2016 at 14.00 p.m. at Auditorium, 3rd Floor, Jasmine International Tower, No.200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi, 11120. Set the Record date to determine the list of shareholders entitled to attend the Shareholders' Meeting on March 21, 2016 and the closing date of share registration book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on March 22, 2016. (The next business day after the Record date)

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

- 4.1. The Approval by the 2016 Annual General Meeting of Shareholders
- 4.2. The Approval by the Office of the Securities and Exchange Commission
- 4.3. The Ministry of Commerce: To file for the capital increase and register the change in the paid-up capital with the Department of Business Development, the Ministry of Commerce.
- 4.4. The Stock Exchange of Thailand: To file for listing the newly issued ordinary shares offered to the private placement investors for capital increase when the issuance and trading of such share commences with specifying the purpose of utilizing proceeds and under a general mandate.

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

5.1 Allotment of newly issued shares by specifying the purpose of utilizing proceeds

To complete the payment on the acquisition of the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvaralaks.

5.2 Allotment of newly issued share under a general mandate

To have sufficient working capital in order to support business operation and expansion, enhance liquidity, and to be suitable with the Company's capital structure.

6. Benefits which the company will receive from the capital increase / allocation of shares**6.1 Allotment of newly issuedshare under a general mandate**

The Company will acquire the copyrights of films and screenplays in a total of 30 titles from Mr. Visute Poolvaralaks.

6.2 Allotment of newly issuedshares by specifying the purpose of utilizing proceeds

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

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

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

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

The Company will issue and allocate new ordinary shares via private placement and will complete the transaction of the copyrights of films and screenplays when the Meeting of Shareholders approved the capital increase. The issuance of new ordinary shares will be paid as the reciprocation of the acquisition of the copyrights of films and screenplays according to the agreement on the purchase of the copyrights of films and screenplays and the subscription agreement that the Company and the private placement have committed.

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

No.	Procedures	Date
1.	The Board of Directors' Meeting	March 4, 2016
2.	The date of notifying the Board of Directors' resolutions to the Stock Exchange of Thailand	March 4, 2016
3.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	March 21, 2016
4.	The date of collecting the names of entitled shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (Book Closing Date)	March 22, 2016
5.	The 2016 Annual General Meeting of Shareholders	April 27, 2016
6.	The date of notifying the resolutions of the 2016 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	April 27, 2016

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

SignedAuthorized Director

(Mr. Sang Do Lee)

Position Director

SignedAuthorized Director

(Mr. Navamin Prasopnet)

Position Director