

(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 (Edit)

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:

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|-------------------------------|--|
| 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 30 films and 29 screenplays from Mr. Visute Poolvorlak detailed as follows:

- 5.1 The Company may purchase the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak at the value of 103,000,000 Baht (One Hundred Three Million Baht). The payment for the acquisition of the copyrights of 30 films and 29 screenplays will be completed by the issuance of new ordinary shares as the reciprocation to Mr. Visute Poolvorlak. 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 Poolvorlak, the owner of the copyrights of 30 films and 29 screenplays, 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 30 films and 29 screenplays from Mr. Visute Poolvorlak 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 30 films and 29 screenplays from Mr. Visute Poolvorlaks 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 30 films and 29 screenplays from Mr. Visute Poolvorlaks. 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 30 films and 29 screenplays from Mr. Visute Poolvorlaks, 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 30 films and 29 screenplays from Mr. Visute Poolvorlaks.

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 30 films and 29 screenplays accounted for 103,000,000 Baht from Mr. Visute Poolvorlaks.

The Company will issue and allocate new shares to Mr. Visute Poolvorlak within the date when the transaction of the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak has completed. Mr. Visute Poolvorlak 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 14.00 p.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 30 films and 29 screenplays) accounted for 103,000,000 Baht from Mr. Visute Poolvorlaks.
- 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