(Translation)

(F 53-4)

Capital Increase Report Form Mono Technology Public Company Limited 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	Par Value	Total
		(Shares)	(Baht per share)	(Baht)
Specifying the purpose of	Ordinary share	50,000,000	0.10	5,000,000
utilizing proceeds	Preferred share	-	_	_
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.7).

(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 -

Allotted to	Type of Shares	Number of	Percentage of	Remark
		Shares (Shares)	paid-up capital ^{1/}	
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	-	-	-

2.2. If under a General Mandate

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 no. Tor. Jor. 21/2551 (2008) 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 (2003).
- (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 Advisory 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, Chaengwattana 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 (1992) (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

5.1.1 To complete the payment on the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvoralaks.

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company's reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate¹ at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

5.1.2 To maintain and increase liquidity. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term. The Board of Directors considered that a continuous content investment will increase the rating of MONO29 digital TV continuously. As of February 2016, TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increased by 146 percent in 2016.

The allotment of newly issued shares and operation on the investment plan has no negative effect to the Company's operation, financial status and operating result. The Board of Directors has approved the capital increase and the allotment of newly issued shares via private placement considering that the offering price of newly issued ordinary share and Mr. Visute Poolvoralaks, the person being offered the newly issued ordinary share, are appropriate and will be able to gain ultimate benefits for shareholders. As a result, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the allotment of newly issued shares.

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.

In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is to support the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus and member registering online video on demand – Monomaxxx.com. The allotment of newly issued shares and the operation on investment plan have no negative effect to the Company's operation, financial status and operating result. Therefore, the Company would like to ask for the approval of the capital increase under the condition that pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering with offering price not lowers than 90 percent of the market price. "Market price" refers to the closing weighted average price of MONO in the Stock Exchange of Thailand (SET) in not less than seven-consecutive-business-day, but not more than fifteen-consecutive-business-days prior the day of pricing offering.

Capitalization rate¹: The interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at given date.

The Board of Directors considered that the issuance of newly issued shares under general mandate will maintain and increase liquidity. 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.

6. Benefits which the company will receive from the capital increase / allocation of shares

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

The Company will acquire the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvoralaks. (Details are in Enclosure 7.)

6.2 Allotment of newly issued share under a general mandate

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. Consideration of the Board of Director and the Audit Committee concerning the allocation of newly issued shares via private placement

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

The Company will acquire the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvoralaks. (Details are in Enclosure 7.)

7.2 Allotment of newly issued share under a general mandate

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.

7.2.1 Reasons and necessity for increase of capital

The reasons for capital increase are to maintain and increase liquidity of the Company. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

7.2.2 Feasibility of the plan for utilizing proceeds received from the increase of capital

The Company has researched on the worthiness and the possibility for utilizing the contents which are favorable to customers of ages in order to support the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com.

7.2.3 Reasonability of the increase of capital

The Board of Directors considered that the issuance of newly issued shares under general mandate could maintain and increase liquidity of the Company which has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth

of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com. With the contents purchased, the Company will be able to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

7.2.4 Suitability of the offering price of the newly issued shares to be proposed to private placement and backgrounds for determination of such offering price

The Board of Directors will consider the offering price of newly issued shares under general mandate via private placement concerning the ultimate benefits of the Company and shareholders. The Company will be restricted to the following rules:

- (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 no. Tor. Jor. 21/2551 (2008) 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 (2003).
- (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 Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).

Pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering with offering price not lowers than 90 percent of the market price. "Market Price" refers to the closing weighted average price of MONO in the Stock Exchange of Thailand (SET) in not less than seven-consecutive-business-day, but not more than fifteen-consecutive-business-days prior the day of pricing offering.

The impacts can be categorized as follows:

- Impact on control dilution and price dilution for only 1.56 percent and 0 percent respectively in the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.
- Impact on control dilution and price dilution for only 1.44 percent and 0.75 percent respectively in the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.
- Impact on control dilution and price dilution for only 1.06 percent and 0.07 percent respectively in the event of all warrants has been exercised by shareholders but no newly issued shares under general mandate have been issued.
- 4. Impact on control dilution and price dilution for only 1.00 percent and 0.93 percent respectively in the event of all warrants have been exercised by shareholders and newly issued shares under General Mandate have been issued.

The Board of Directors considered that the impacts are worthy and the Company can also maintain and increase its liquidity.

The Board of Directors consider the pricing offering of newly issued ordinary shares under general mandate conducting under the previous restrictions is appropriate and in accordance with the Notification of the Capital Market Advisory concerning the request for permission and the approval of newly issued shares 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 (2003).

7.2.5 Reasons and necessity for capital increase under general mandate via private placement

The Board of Directors considered that the reasons and necessity for capital increase under general mandate via private placement is appropriate as 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.

The Company has set the criteria on the selection of private placement as follows:

- The private placement by specifying is not a related person to the Company according to the Notification of the Capital Market Advisory and the Notification of the Board of Governors of the Stock Exchange of Thailand. The private placement also possesses potentiality in investment.
- 2. The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
- 3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

7.2.6 Impact on the business operation, financial status and overall operation of the Company as a result of the increase of capital and implementation of the proceeds utilization plan of the projects

The Board of Directors considered that the issuance of newly issued ordinary share under general mandate can maintain and increase liquidity of the Company. The capital increase and operation on the investment plan have no negative effect to the Company's operation, financial status and operating result. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

After the transaction of the newly issued ordinary shares to Mr. Visute Poolvoralaks as the reciprocation for the copyrights of films and screenplays valued 103,000,000 Baht according to the business plan, the Company has to purchase the remaining contents in an estimated spending of 500,000,000 to 700,000,000 Baht. The investment is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com. The Company will also have sufficient working capital in order to support business operation and be able to raise funds in a short period.

The financial status of the Company as of December 31, 2015 appears that the debt to equity ratio equals to 1.18 times. Once includes the transaction of capital increase from newly issued ordinary shares, the debt to equity ratio decreases to 1.16 times.

Therefore, the Company would like to ask for the approval of the capital increase. Once completing the transaction, the Company will strictly follow the regulations on 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 (2004) and the Notification of the Capital Market Advisory no. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deems as Acquisition or Disposal of Assets.

The Board of Directors considered that the issuance of newly issued shares under general mandate will maintain and increase liquidity. 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.

8. Effect on the Shareholders from the Private Placement

Possible effects to existing shareholders concerning capital increase via private placement.

- Total paid-up shares	3,150,935,537 shares
- Issued shares for the exercise of rights under warrant	1,519,064,438 shares
- Total issued shares	4,669,999,975 shares
- Newly issued ordinary shares via private placement	
(Mr. Visute Poolvoralaks)	<u>50,000,000</u> shares
- Capital increase under General Mandate (General Mandate: PP)	265,000,000 shares
- Total shares	4,984,999,975 shares
- Exercising price for warrant conversion 1:1	Price 2.50 Baht

- Price offering for newly issued ordinary shares (General Mandate: PP) calculated on the assumption of pricing offering that is not below than 90 percent of the Market Price which is 2.03 Baht per share.

Effect on Shareholders	Calculation Method	Value (percent)
 Control Dilution In the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued. 	= <u>PP Shares</u> (PP Shares + Total paid-up shares)	1.56

Effect on Shareholders	Calculation Method	Value (percent)
1.2 In the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	= (PP Shares (PP Shares + Increased shares under General Mandate + Total paid-up shares)	1.44
1.3 In the event of all warrants have been exercised by shareholders and no newly issued shares under General	= <u>PP Shares</u> (PP Shares + Issued shares for warrant + Total paid-up shares)	1.06
Mandate have been issued. 1.4 In the event of all warrants have been exercised by shareholders and all newly issued shares under General Mandate have been issued.	= (PP Shares = (PP Shares + Increased shares under General Mandate + Issued shares for warrant + Total paid-up shares)	1.00
2. Price Dilution(The PP price is 2.03 Baht per share and is also equal to existing market price)		
2.1 In event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.	= <u>Existing market price – Market price after PP</u> Existing market price Market price after PP = (<u>Market price Total paid-up shares</u>) + (PP price PP shares) (Total paid-up shares + PP shares)	0.00
2.2 In event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	= Existing market price – Market price after PP Existing market price Existing market price Market price after PP = [Market price (Total paid-up shares+ Increased shares under General Mandate)] + (PP price PP shares) (Total paid-up shares + Increased shares under General Mandate) + PP shares)	0.75

Effect on Shareholders	Calculation Method	Value
		(percent)
2.3 In event of all warrants have been exercised by shareholders but no newly issued shares under General Mandate have	= Existing market price – Market price after PP Existing market price	0.07
been issued.	Market price after PP =	
	(Market price Total paid-up shares)+ (PP price PP shares)	
	+ (Exercise price Shares for warrant)	
	(Total paid-up shares + PP shares + Shares for warrant)	
2.4 In event of all warrants have been exercised by shareholders but all newly issued shares under General Mandate have been issued.	= <u>Existing market price - Market price after PP</u> Existing market price Market price after PP = [Market price (Total paid-up shares+ Increased shares under General Mandate)] + (PP price PP shares) + (Exercise price Shares for warrant) (Total paid-up shares+ Increased shares under General Mandate + PP shares + Shares for warrant)	0.93

9. 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.

10. 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.

11. Confirmation of the Board of Directors on the consideration and verification of investor

The Board of Directors confirms that the consideration and verification of investor is carefully performed under the criteria on the selection of private placement as follows:

- The private placement by specifying is not a related person to the Company according to the Notification of the Capital Market Advisory and the Notification of the Board of Governors of the Stock Exchange of Thailand. The private placement also possesses potentiality in investment.
- The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
- 3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

12. 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.

In the case that the directors do not perform their duties with honesty and do not maintain the benefits of the Company concerning the capital increase, if the neglect of such duties resulted in the destruction of the Company, the shareholders can sue the director for damages according to Clause 85 of Limited Public Company Act B.E.2535 (1992). Also, if the neglect of such duties resulted in the unfair benefits of the directors or related persons, the shareholders can sue the director to request for the return of such benefits in the name of the Company according to Clause 89/18 of Securities and Exchange Act B.E.2535 (1992).

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 preprocess document submission to be reviewed by the Securities and Exchange Commission of Thailand	March 11, 2016
4.	The date of receiving feedback from the Securities and Exchange Commission of Thailand	March 21, 2016
5.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	March 21, 2016

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

No.	Procedures	Date
6.	The date of collecting the names of entitled shareholders under	March 22, 2016
	Section 225 of the Securities and Exchange Act B.E. 2535	
	(Book Closing Date)	
7.	The date of publicizing the invitation of the 2016 Annual General	March 26, 2016
	Meeting of Shareholders on the Company's website	
8.	The date of sending the invitation of the 2016 Annual General	April 5, 2016
	Meeting of Shareholders via TSD	
9.	The 2016 Annual General Meeting of Shareholders	April 27, 2016
10.	The date of notifying the resolutions of the 2016 Annual General	April 27, 2016
	Meeting of Shareholders to the Stock Exchange of Thailand	
11.	The date of sending request for the approval of the issuance of	April 29, 2016
	newly issued ordinary shares via private placement to the	
	Securities and Exchange Commission of Thailand	
12.	The date of receiving the result from the Securities and Exchange	Within the beginning of May
	Commission of Thailand	2016
13.	The date of registering capital decrease and capital increase to the	Within 14 days from the
	Department of Business Development, Ministry of Commerce	date of approval of the
	according to the Annual General Meeting of Shareholders'	Annual General Meeting of
	resolution	Shareholders
14.	The date of share offering via private placement/ the date of	After the approval from SEC
	private placement transaction by specifying the purpose of	(completed within 3 months
	utilizing proceeds (Mr. Visute Poolvoralaks)	after AGM)
15.	The date of share offering via private placement/ the date of	After the approval from SEC
	private placement transaction under general mandate	(completed within the next
		AGM)

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

.....Authorized Director Signed ..

(Mr. Sang Do Lee)

Director



Signed ! Authorized Director

(Mr. Navamin Prasopnet)

Position Director

Position