

(Translation)

**Information Memorandum on the Allotment of  
Newly Issued Ordinary Shares via Private Placement  
Mono Technology Public Company Limited  
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 30 films and 29 screenplays from Mr. Visute Poolvorlaks. 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 Poolvorlaks, 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 Poolvorlaks	50,000,000	To pay for the copyrights of 30 films and 29 screenplays.

**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 Poolvorlaks	Business Person / Director of Tai Entertainment Co.,Ltd.	28 Daokanong, Thonburi, Bangkok 10600	None

**4. Basis and rational of the offer price**

The offering price of newly issued ordinary shares is not lower than 90 percent of the Market Price (The weighted average price is during the date of February 19, 2016 - March 3, 2016), which is 2.03 Baht per share. This price is acceptable by the Buyer, or the Company, and the Seller, Mr. Visute Poolvorlaks, who is the owner of the copyrights of 30 films and 29 screenplays. The offering price is as pursuant to the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) Re: Private Placement

Offering Category 2 concerning offering to shareholders with specified offering 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 of new shares via private placement at the price of 2.03 Baht per share, calculated between February 19, 2016 and March 3, 2016.

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

The Board of Directors confirms that the careful consideration and verification on the information of Mr. Visute Poolvorakaks is performed. The Board of Directors agreed that Mr. Visute Poolvorakaks acquires the potential, knowledge, ability, experience and expertise in the area of film production which will extremely benefit the movie business of Mono Group.

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

The objectives of the capital increase are as follows:

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

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 rate<sup>1</sup> 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).

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

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Capitalization Rate<sup>1</sup> is the interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at a given date.

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 increase 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 Poolvorlak, the specific person being offered the newly issued ordinary shares, 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.

**6. 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 Capital Market Advisory no. Tor. Jor. 72/2558 (2015) Re: Private Placement Offering Category 2 concerning offering to shareholders with specified offering 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 of new shares via private placement at the price of 2.03 Baht per share, calculated between February 19, 2016 and March 3, 2016.

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.

**6.1 Reasons and necessity for increase of capital**

The objective of the capital increase is to complete the payment for the acquisition of assets which is the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak and 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.

**6.2 Feasibility of the plan for utilizing proceeds received from the increase of capital to complete the payment for the copyrights of films and screenplays**

The Company has researched on the worthiness and the possibility for utilizing the absolute ownership of the copyrights of films and screenplays and agreed that it will support the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com. The Company can rebroadcast the contents perpetually and can reproduce famous movies from the screenplays in the future.

### 6.3 Reasonability of the increase of capital to complete the payment for the copyrights of films and screenplays

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 rate 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). The issuance of newly issued ordinary shares as the reciprocation will maintain and increase the Company's liquidity. The Company has also 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 – Mono Plus and member registering online video on demand – Monomaxxx.com. Once acquiring the ownership of contents which are memorable and famous movies in the past, 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. 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 increase by 146 percent in 2016.

### 6.4 Suitability of the offering price of the newly issued shares to be proposed to Mr. Visute Poolvorakals and backgrounds for determination of such offering price

The Board of Directors deemed that the offering price of newly issued ordinary shares is not lower than 90 percent of the Market Price (The weighted average price is during the date of February 19, 2016 – March 3, 2016), which is 2.03 Baht per share. This price is acceptable by both the Buyer, the Company, and the Seller, Mr. Visute Poolvorakals, who is the owner of the copyrights of 30 films and 29 screenplays. The offering price is as pursuant to the Notification of the Capital Market

Advisory no. Tor. Jor. 72/2558 (2015) Re: Private Placement Offering Category 2 concerning offering to shareholders with specified offering 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 of new shares via private placement at the price of 2.03 Baht per share, calculated between February 19, 2016 and March 3, 2016. The impact can be categorized as follows:

- 6.4.1 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.
- 6.4.2 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.
- 6.4.3 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.
- 6.4.4 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. On February 19, 2016, the Meeting of the Board of Directors 1/2016 approved the allotment of newly issued ordinary shares via private placement by means of capital increase under general mandate from the 2015 Annual General Meeting of Shareholders. The Board of Directors resolved the offering price of newly issued ordinary shares at 1.90 Baht per share which is not lower than 90 percent of MONO Market Price. The “Market Price” derived from 9–consecutive–business–day weighted average closing price of MONO prior to the date of pricing (The weighted average price is during the date of February 9–19, 2016). The closing average price is 2.00 Baht.

The Board of Directors deemed that the pricing of newly issued ordinary shares at 2.03 Baht per share is reasonable and beneficial to the Company and shareholders as the Company has to issue new shares to complete the payment of the copyrights of films and screenplays valued 103,000,000 Baht. 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 rate 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). 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 increase by 146 percent in 2016. As a result, there is no discount on the pricing of 2.03 Baht per share. In addition, the Company had settled the date of pricing to be fair to the private placement. The “Market Price” derived from MONO weighted average price as of 9-consecutive-business-day, which is equal to the previous agreement.

#### 6.5 Reasons and necessity for offering of newly issued ordinary shares to Mr. Visute Poolvorakaks

The Board of Directors considered that the reasons and necessity for the offering of newly issued ordinary shares to Mr. Visute Poolvorakaks is appropriate. The Company agreed that Mr. Visute Poolvorakaks acquires the potential, knowledge, ability, experience and expertise in the area of film production which will extremely benefit the movie business of Mono Group. Once acquiring the ownership of contents which are memorable and famous movies in the past, 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.

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 rate 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). 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 increase by 146 percent in 2016.

6.6 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 Director deemed that the purchase of the copyrights of films and screenplays by means of issuance of new shares as the reciprocation will maintain and increase liquidity of the Company. 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. 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 – Mono Plus 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 Company will also purchase other contents in an estimated spending of 600,000,000 to 700,000,000 Baht. The investment is for supporting the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus and member registering online video on demand – Monomaxxx.com. The capital for the purchase of other contents derives from the Company's business operation.

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 1.17 times.

In addition, the Board of Directors deemed that the risk of failure in purchasing the content is low, as in 2016, the Company has requested the approval of capital increase totally 265,000,000 shares. Hence, if the Company needs to raise capital, it can be done shortly according to the Company's business plan.

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 Board no. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deems as Acquisition or Disposal of Assets.

**7. 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. Moreover, the Company will be able to maintain and increase liquidity as well as rebroadcast the contents perpetually. 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 increase by 146 percent in 2016.

#### 8. 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.

#### 9. 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.

#### 10. Impact from the private placement (Dilution Effect)

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 Poolvorlaks)	<u>50,000,000</u> shares
- Capital increase under General Mandate (General Mandate: PP)	265,000,000 shares
- Total shares	<u>4,984,999,975</u> 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)
<b>1. Control Dilution</b> 1.1 In the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Total paid-up shares})}$	1.56



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

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

#### 11. Confirmation of the Board of Directors on capital increase

In the event 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 directors 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 directors 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).

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


-None-

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