

**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 30 films and 29 screenplays 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 30 films and 29 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 30 films and 29 screenplays 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 the films and the screenplays 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 30 films and 29 screenplays (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 30 films and 29 screenplays 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 30 films and 29 screenplays, 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	(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 30 films and 29 screenplays from Mr. Visute Poolvorakaks are accounted for 103,000,000 Baht (One Hundred Three Million Baht) as detailed below:

No	Movies	Released (Year)	Revenue (Million baht) <sup>(1)</sup>
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 <sup>(2)</sup>	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

<sup>(1)</sup> The total revenue referring to the Box Office

<sup>(2)</sup> Dang Bireley's and Young Gangsters (Does not acquired the copyrights of screenplay)

## 5. Total value of the reciprocation

The total value of the reciprocation concerning the transaction of the copyrights of 30 films and 29 screenplays 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 30 films and 29 screenplays 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 30 films and 29 screenplays, 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 Capital Market Supervisory Board. No. TorJor. 72/2558 (2015) Re: Private Placement Offering Category 2 concerning the shares allocation with specified offering price approved by shareholders. 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 30 films and 29 screenplays 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).

## 7. Expected benefits from the transaction

The acquisition of the copyrights of 30 films and 29 screenplays 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.

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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.

**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 Poolvorakaks 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 30 films and 29 screenplays 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

**MONO TECHNOLOGY**  
PUBLIC COMPANY LIMITED