

(Translation)

(F 53-4)

Capital Increase Report Form
Mono Technology Public Company Limited
Date February 21, 2017

Mono Technology Public Company Limited (the “Company”) hereby reports the resolutions of the Board of Directors’ meeting No. 2/2017 which was held on February 21, 2017 with respect to the capital increase and allocation of shares as follows:

1. Capital Increase

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 498,499,997.50 Baht to 486,299,997.50 Baht by cancelling 122,000,000 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 2016 Annual General Meeting of Shareholders has approved the issuance and offering of shares via private placement ending in the 2017 Annual General Meeting.

- The increase of the Company’s registered capital from 486,299,997.50 Baht to 519,699,997.50 Baht by mean of the issuance of 334,000,000 ordinary shares with the par value of 0.10 Baht per share, totally amounting to 33,400,000 Baht. Details of each type of capital increase are as follows:

Type of Capital Increase	Type of Share	No. of Shares (Shares)	Par Value (Baht per share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	-	-	-
	Preferred share	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary share	334,000,000	0.10	33,400,000.-
	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 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	-	-	-	-	-
To support the conversion / exercising rights of a given instrument (specify)	-	-	-	-	-

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

- None -

2.2 If under 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	334,000,000	9.99	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 General Mandate.

Remarks

- (1) 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).
- (2) 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.
- (3) 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 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.00 hrs., 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 8, 2017 and the closing date of share registration book to collect the names of shareholders under Section 225 of the Securities and Exchange Act on March 9, 2017. (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 2017 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 shares are under General Mandate.

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

The Company will 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 2017, 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.

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

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

The Board of Directors commented that the capital increase under General Mandate was approved by the shareholders in advance. Therefore, the Board of Directors is authorized to consider the allotment of newly issued shares through private placement as deemed appropriate. The reason and the need for capital increase is to improve liquidity of the Company by using the capital increase as working capital. Thus, the capital increase is appropriately streamlined the fund raising for each occasion. It also enables the operation to keep pace with the rapid change of different factors.

7.1 Reasons and necessity for increase of capital

The reasons for capital increase are to maintain and increase liquidity of the Company. In 2017, 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 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.

7.3 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.

7.4 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 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. The Board of Directors will specify the offering share price approved by the shareholders' meeting which is the best market price at the time of the offering based on the maximum benefit of the Company and all shareholders. The offering price shall not be less than the weighted average price in the SET of not less than the past 7 consecutive business days but not exceeding 15 consecutive business days prior the day of pricing offering price. The Board of Directors may specify the share price with the discount of not more than 10% (according to Chapter 1 Article 8 (1) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to sell new shares to the private placement). The

discount shall be considered by the Board of Directors at the current market condition in order to facilitate the rapid funds raising for providing adequate working capital.

The impacts can be categorized as follows:

1. Impact on control dilution and price dilution for only 9.08 percent and 0.91 percent respectively in the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.
2. Impact on control dilution and price dilution for only 6.43 percent and -0.002 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. Moreover, the Board of Directors considered the pricing offering of newly issued ordinary shares under General Mandate conducting under the previous restrictions is appropriate.

7.5 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:

1. The private placement 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.

7.6 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 2017, 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. In addition, the Company will 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, 2016 appears that the debt to equity ratio equals to 1.28 times. Once includes the transaction of capital increase from newly issued ordinary shares, the debt to equity ratio decreases to 1.25 times.

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 (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	<u>1,519,064,438</u> shares
- Total issued shares	4,669,999,975 shares
- Capital increase under General Mandate (General Mandate: PP)	334,000,000 shares
- Total shares	<u>4,984,999,975</u> shares
- Exercising price for warrant conversion 1 : 1.003	Price 2.492 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. The market price during February 9, 2017 - February 20, 2017 is 3.67 Baht per share based on the weighted average of price of the past 7 consecutive business days before the meeting of the Board of Directors held on February 21, 2017.	

Effect on Shareholders	Calculation Method	Value (percent)
1. Control Dilution		
1.1 In the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	= $\frac{\text{PP Shares (GM)}}{(\text{PP Shares (GM)} + \text{Total paid-up shares})}$	9.08
1.2 In the event of all warrants have been exercised by shareholders and all newly issued shares under General Mandate have been issued.	= $\frac{\text{PP Shares (GM)}}{(\text{PP Shares (GM)} + \text{Issued shares for warrant} + \text{Total paid-up shares})}$	6.43

Effect on Shareholders	Calculation Method	Value (percent)
<p>2. Price Dilution</p> <p>2.1 In event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.</p> <p>2.2 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> $\frac{(\text{Market price} \times \text{Total paid-up shares}) + (\text{PP price} \times \text{PP shares(GM)})}{(\text{Total paid-up shares} + \text{PP shares(GM)})}$ $= \frac{\text{Market price before PP} - \text{Market price after PP}}{\text{Market price before PP}}$ <p>Market price before PP =</p> $\frac{[(\text{Market price} \times \text{Total paid-up shares}) + (\text{Exercise price} \times \text{Shares for warrant})]}{(\text{Total paid-up shares} + \text{Shares for warrant})}$ <p>Market price after PP =</p> $\frac{[(\text{Market price} \times \text{Total paid-up shares}) + (\text{Exercising price} \times \text{Shares for warrant}) + (\text{PP Price} \times \text{PP shares(GM)})]}{(\text{Total paid-up shares} + \text{Shares for warrant} + \text{PP shares (GM)})}$	<p>0.91</p> <p>-0.002</p>

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 reason that the Company offers new shares to private placement is the flexibility of the procedures and the shorter speed for fund raising. The Company can specify the target group of investors who have potential in investment as well as their financial limits. This enables the business operation to be done in time, thus, benefiting both the Company and shareholders.

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:

1. The private placement 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.

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).

13. 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	February 21, 2017
2.	The date of notifying the Board of Directors' resolutions to the Stock Exchange of Thailand	February 21, 2017
3.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	March 8, 2017
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 9, 2017
5.	The date of publicizing the invitation of the 2017 Annual General Meeting of Shareholders on the Company's website	March 24, 2017

No.	Procedures	Date
6.	The date of sending the invitation of the 2017 Annual General Meeting of Shareholders via TSD	April 4, 2017
7.	The 2017 Annual General Meeting of Shareholders	April 26, 2017
8.	The date of notifying the resolutions of the 2017 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	April 26, 2017
9.	The date of registering capital decrease and capital increase to the Department of Business Development, Ministry of Commerce according to the Annual General Meeting of Shareholders' resolution	Within 14 days from the date of approval of the Annual General Meeting of Shareholders
10.	The date of private placement transaction under General Mandate	After the approval from SEC (completed within the next AGM)

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



SignedAuthorized Director

(Mr. Navamin Prasopnet)

Position Director

MONO TECHNOLOGY
PUBLIC COMPANY LIMITED



SignedAuthorized Director

(Mr. Sang Do Lee)

Position Director