

(Translation)

Mono Technology Public Company Limited

Minutes of Extraordinary General Meeting of Shareholders No. 1/2014

Date and place

The meeting was held on Friday, September 12, 2014 at 9.35 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Changwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120.

Directors attending the meeting

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| 1. Mr. Pete Bodharamik | Chairman |
| 2. Mr. Soraj Asavaprapha | Director, Vice Chairman, Chairman of Risk Management Committee and Member of Nomination and Remuneration Committee |
| 3. Mr. Navamin Prasopnet | Director, Assistant Chairman and Executive Director |
| 4. Mr. Sang Do Lee | Director, Chief Executive Officer and Executive Director |
| 5. Mr. Komsak Wattanasriroj | Director, Chief Financial Officer and Executive Director |
| 6. Mr. Siri Luengawat | Director |
| 7. Mrs. Punnee Worawuthichongsathit | Independent Director and Chairperson of Audit Committee |
| 8. Mr. Preecha Leelasithorn | Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 9. Mr. Kriengsak Thiennukul | Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee |

Executives attending the meeting

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| 1. Mr. Jiraparwat Boonyasen | Vice President – Mobile Business |
| 2. Miss Benjawan Rakwong | Vice President – Administration |
| 3. Mr. Teerasak Tharaworn | Assistant Vice President – Human Resources |
| 4. Miss Paweena Poonpattanasuk | Assistant Vice President – Accounting and Finance |
| 5. Miss Pitirudee Sirisamphan | Vice President – Corporate Affairs and Company Secretary |

Relevant person attending the meeting

- | | |
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| 1. Mrs. Nittaya Kietserikul | Legal Advisor, Seri Manop & Doyle Ltd. |
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Preliminary proceeding

Miss Pitirudee Sirisamphan, the Company Secretary, introduced directors, executives, and legal advisors attending the meeting and informed the meeting procedure and voting process for each agenda. For voting in EGM 1 / 2014 , the Chairman of the meeting shall ask shareholders attending in the meeting whether they disagree or abstain:

- In case that no shareholder disagrees or abstains his/her vote, this shall be considered they give approval for the said agenda.
- Those who would like to show their disagreement or abstention must raise their hand in order to ask staff to collect their ballots given to all shareholders at the registration process. The votes for disagreement or abstention will be subtracted from the total votes of shareholders attending the meeting and having the right to vote for each agenda. For proxy holders using the proxy form B or C in which shareholders has already specified their intention, the votes shall be recorded in the vote counting system at the registration process.
- After the presentation by directors in each agenda, the Chairman asks shareholders to make inquiries about each agenda as appropriate. Shareholders who would like to make inquiries were invited to stand in front of microphone or they can raise their hand in order to ask staff to give them the microphone. Then, they are invited to introduce themselves in terms of names, shareholding status and number of shareholders before making inquiries or expressing their opinion.

After the Chairman announces that time for receiving ballots is up, all ballots sent to the staff after such announcement shall be regarded as void and shall not be included in vote counting.

Also, any ballot with the following conditions shall be regarded as an invalid ballot:

1. A ballot of other agenda
2. A ballot with no mark
3. A ballot with several marks

Nevertheless, split of votes is allowed for the shareholder having appointed custodians.

4. A damaged ballot with unclear voting intention by shareholders

After the time for receiving ballots is up, the Chairman shall begin the new agenda while waiting for vote counting for time saving. After the vote counting is finished, the voting result of each agenda shall be announced by Miss Rungtiwa Charurattanaporn.

One share is equal to one vote.

The consideration for other matters in agenda No.7 is allowed by Section 105 of the Public Limited Company Act which states that “the shareholders whose shares are counted altogether at the number of not

less than one-third of the entire issued and subscribed shares of the Company are entitled to request the shareholders' meeting to consider other matters other than the ones specified in the shareholders' meeting invitation." Those who are eligible to request the meeting to consider other matters other than specified in the invitation must hold at least 466,666,667 shares out of the entire issued and subscribed shares of 1,400,000,000 shares.

After that, Mr. Pete Bodharamik, the Chairman of the meeting, announced that 247 shareholders holding 1,136,809,233 shares or equivalent to 81.20 percent out of the entire issued and subscribed shares, with the right to vote of 1,400,000,000 shares attended the meeting, thereby constituting a quorum according to Article 33 of the Company's Article of Association. The Chairman declared the meeting convened and two proxy holders which were Mr. Thanakorn Kaewmeesri and Miss Vimvipa Jongmuenyok volunteered to witness the vote counting throughout the meeting. Then, The Chairman asked the meeting to consider agendas respectively as mentioned in the notice:

Agenda 1 To consider certifying the minutes of the 2014 Annual General Meeting of Shareholders held on April 11, 2014

The Chairman informed that the minutes of the 2014 AGM had been set as an enclosure of the invitation to all shareholders.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the Meeting :

The shareholders' meeting resolved to certify the minutes of the 2014 AGM held on April 11, 2014. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes	% of total shares of the shareholders attending the meeting and voting
1. Agree	1,136,879,033	100.0000
2. Disagree	-	-
3. Abstain	-	-
4. Invalid Ballots	-	-
Total 249 Shareholders	1,136,879,033	100.0000

Agenda 2 To consider and approve the interim dividend payment in stock dividend and cash.

The Company Secretary informed the meeting that according to Article 45 of Articles of Association of the Company, “the Company shall appropriate not less than five (5) percent of its annual net profits after the deduction of accumulated loss brought forward (if any) as a reserve fund until such reserve fund reaches not less than ten (10) percent of its registered capital.” Also, the Board of Directors also had the policy to propose the shareholders’ meeting to consider paying dividend from the Company’s financial statements to general shareholders at the ratio of not less than 50 percent of the net profit after income tax deduction each year.

The Board of Directors had considered this matter and deemed it appropriate to propose the shareholders’ meeting to approve the allocation of net profit as legal reserve and the interim dividend payment as detailed below:

2.1 Dividend will be paid in the form of the Company’s ordinary shares of not exceeding 1,680,000,000, at the par value of 0.10 Baht per share to the shareholders at the rate of 6 dividend stocks for 5 existing shares, totaling 168,000,000 Baht or equal to the dividend payout ratio of 0.120 Baht per share. For the fraction of share existing after dividend stock allocation, the Company shall pay the shareholders in cash for such fraction at the rate of 0.120 Baht per share.

2.2 Dividend payment in terms of cash at the rate of 0.020 Baht per share or equal to 28,000,000 Baht. The Company has appropriated net profit for legal reserve of 14 million Baht, accounting for 10 percent of registered capital (amounting to 140 million Baht). As a result, the Company does not need to allocate additional legal reserve.

Therefore, the dividend payment in stock dividend and cash is at the rate of 0.140 Baht per share or approximately equal to 196 million Baht. All dividends will be subjected to the withholding tax at the rate stipulated by law.

	Amount per share	Total
1) The interim dividend is paid from retained earnings and net profit of the first half of 2014 (during January to June 2014) operating results which is subject to corporate income tax of 20%. Individual shareholders shall be entitled to a tax credit in accordance with Section 47 bis of the Revenue Code.	0.032 Baht	44.81 million Baht
2) The interim dividend is paid from dividends income for operating results of subsidiaries under BOI privileges (without tax credit).	0.108 Baht	151.19 million Baht
Total	0.140 Baht	196.00 million Baht

The date for specifying the name list of shareholders who are eligible to receive dividend was scheduled on August 21, 2014 and the date to collect name list, according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of shares would be on August 22, 2014. The dividend would be paid by September 24, 2014. However, the rights and the date to receive dividend is based on the approval from the Shareholders' Meeting.

Detailed dividend payment was presented in the invitation that was sent to all shareholders.

Shareholders' enquiries and suggestions were as follows:

1. Mr. Anu Wongsarakij, a retail shareholder attending the shareholders' meeting, suggested that the Company should wait for the consent of shareholders' meeting on stock dividend payment before specifying XD because the announcement of dividend payment would result in 30-percent dilution of share price. He also would like to know Chairman's opinion about share price if this agenda was not passed by the shareholder's meeting.

Mr. Komsak Wattanasriroj, Chief Financial Officer, explained that normally the dilution should be seen after the announcement of XD. He added that the shareholders would receive stock dividend at the end of September and he ensured that XD was scheduled according to the SET regulations.

Mr. Pete Bodharamik, Chairman, added that the Company complied with the SET regulations and requirements and would like to give stock dividend to facilitate shareholders as they did not buy shares for capital increase and the Company planned to move our securities to be listed on SET by this year or early next year which needed capital of more than 300 million Baht.

2. Mr. Suwat Krasien-aphiban, a retail shareholder attending the meeting, would like to know the reason that the Company's securities would be moved to be listed on SET as he always seen a decrease in stock price after moving from mai to SET.

Mr. Pete Bodharamik, Chairman, replied that securities listed on SET would have many benefits. Larger capital of the Company would attract higher foreign investment. Also, financial institutions usually limited investment in mai due to its size. The way that the Company focused on digital TV business required more capital for supporting business operation. Then, moving to SET should attract more investment from investors in Thailand and overseas. Higher or lower share price always normally depends on operating performance and the Management promised to do our best to strive for business success.

3. Mr. Phatcharin Chanmetha, a retail shareholder attending the meeting, wondered whether the Company planned to enter into SET100 or SET50 or not.

Mr. Pete Bodharamik, Chairman, replied that moving to SET100 or SET50 also depends on the Company's operating performance and other relevant factors. In the near future, we would move to SET and tried to enter into SET100 as fast as we can.

4. Mr. Anu Wongsarakij, a retail shareholder attending the shareholders' meeting, would like to know the source of dividend payment, such as retained earnings or net profit.

Mr. Komsak Wattanasriroj, Chief Financial Officer, answered that interim dividend payment was paid from interim net profit.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting :

The shareholders' meeting approved the interim dividend payment in stock dividend and cash. The resolution was passed by the unanimous vote of the shareholders, attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes	% of total shares of the shareholders attending the meeting and voting
1. Agree	1,137,797,469	99.9995
2. Disagree	5,764	0.0005
3. Abstain	-	-
4. Invalid Ballots	-	-
Total 258 Shareholders	1,137,803,233	-

Agenda 3 To consider and approve the issuance of MONO-W1.

The Company Secretary informed the meeting that the Board of Directors' Meeting resolved to issue MONO-W1 No.1 at the amount of up to 1,540,000,000 units (one thousand five hundred forty million units) to the Company's existing shareholders based on their holdings (right offering), free of charge at the rate of 15 units of warrants for 14 existing ordinary shares. In case that any fraction of a warrant resulted from such ration, the fraction will be rounded up to 1 unit of warrant without any charge. The exercise ratio is 1 warrant for the right to buy 1 share at the exercise price at 2.50 Baht per share. The term is 5 years after the issuance date.

The name list of shareholders eligible to receive the Warrants was arranged on August 21, 2014 and the date to collect name list, according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of shares was on August 22, 2014.

At least two of four authorized directors naming Mr. Pete Bodharamik, Mr. Soraj Asavaprapha, Mr. Sang Do Lee or Mr. Navamin Prasopnet and/or the persons designated by at least two out of four aforementioned authorized directors are authorized to determine criteria, conditions, and other details related to the Warrants. Also, the said persons are authorized to set the details and other conditions of MONO-W1 to be offered including to proceed as necessary action related to the issue and offer MONO-W1, which includes but not limited to contact, arrange and submit any necessary documents related to issue and offer of MONO-W1.

Shareholders have made following enquiries :

1. Mr. Anu Wongsarakij, a retail shareholder attending the shareholders' meeting would like to know whether MONO-W1 would be credited to account together with stock dividend or not and he would like to know about the rate of tax credit.

Mr. Sang Do Lee, Chief Executive Officer, explained that the stock dividend would be paid on September 24, 2014 and would be credited to the shareholder's account on October 1, 2014.

The interim dividend was paid from two types of profit: the Company's profit which was subject to corporate income tax of 20 percent and profit from operating results of subsidiaries under BOI privileges that would not receive tax credit.

Meanwhile, MONO-W1 would be issued within three months after the approval of shareholders' meeting. The Company would issue MONO-W1 as soon as possible and planned to issue in November 2014. The date would be specified later on. Nevertheless, the MONO-W1 issuance would not receive tax credit.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting :

The shareholders' meeting approved the issuance of MONO-W1 No.1 and authorization. This agenda passed by the majority vote of the shareholders, attending and voting in the meeting. The meeting resolution was as follows:

Resolution	Number of Votes	% of total shares of the shareholders attending the meeting and voting
1. Agree	1,137,730,635	99.9995
2. Disagree	5,200	0.0005
3. Abstain	0	-
4. Invalid Ballots	67,400	-
Total 259 Shareholders	1,137,803,235	-

Agenda 4 To consider and approve the increase in registered capital from 140,000,000 Baht (One hundred forty million Baht) to 462,000,000 Baht (Four hundred sixty-two million Baht)

The Company Secretary informed that Board of Directors' Meeting resolved to approve the increase in the registered capital of the Company from 140,000,000 Baht (one hundred forty million Baht) to 462,000,000 Baht (four hundred sixty-two million Baht) by newly issuing 3,220,000,000 ordinary shares (three thousand two hundred twenty million shares) at the par value of 0.10 Baht (ten satang) per share to support the stock dividend payment and exercising of right as per MONO-W1. The objectives of registered capital increase were:

1. To allocate stock dividend to existing shareholders as a return for investment.
2. To increase the paid-up capital to more than 300 million Baht in order to comply with the criteria to move the Company's securities from being listed on mai to the SET.
3. To accommodate the exercise of MONO-W1.
4. To raise funds for future business expansion, the TV program sourcing and production and working capital.

For more information on Capital Increase Report Form (F53-4), please refer to enclosure 3 of the invitation sent to all shareholders.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting :

the Shareholders' Meeting approved the increase of registered capital from 140,000,000 Baht (one hundred forty million Baht) to 462,000,000 Baht (four hundred sixty-two million Baht). This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders, attending and having the right to vote in the meeting. The meeting resolution was as follows:

Resolution	Number of Votes	% of total shares of the shareholders attending the meeting and voting
1. Agree	1,138,455,071	99.9995
2. Disagree	5,664	0.0005
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 260 Shareholders	1,138,460,735	100.0000

Agenda 5 To consider and approve on the amendment to Clause 4 of the Memorandum of Association of the Company to reflect to capital increase

The Company Secretary informed the meeting that Board of Directors' Meeting resolved to approve the amendment of Clause 4 of memorandum of association to be in line with capital increase:

“Clause 4 Registered capital of 462,000,000 Baht (Four hundred and sixty-two million Baht)
which can be divided into 4,620,000,000 shares (Four thousand six hundred and twenty million shares)
At the par value of 0.10 Baht (Ten satang)
which can be divided into
Ordinary shares 4,620,000,000 shares (Four thousand six hundred and twenty million shares)
Preferred shares - shares ”(None)

Detailed amendment of Clause 4 of memorandum of association was presented in page 4 of the invitation.

In addition, the Shareholder's Meeting authorized at least two out of four directors which are Mr. Pete Bodharamik, Mr. Soraj Asavaprapha, Mr. Sang Do Lee or Mr. Navamin Prasopnet and/or a person authorized by at least two out of those four directors to register the amendment of memorandum of association at the Department of Business Development and correct or add wording or perform any other action to meet the registrar's order.

The resolution of this agenda regarding amendment of Clause 4 of memorandum of association shall be adopted by the vote of not less than three-fourths of the total votes of shareholders, attending and having the right to vote in the meeting.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting:

The Shareholders' Meeting approved the amendment to Clause 4 of the Memorandum of Association of the Company to reflect to capital increase. This agenda was adopted by the vote of not less than three-fourths of the total votes of shareholders, attending and having the right to vote in the meeting. The meeting resolution was as follows:

Resolution	Number of Votes	% of total shares of the shareholders attending the meeting and voting
1. Agree	1,138,850,071	99.9995
2. Disagree	5,664	0.0005
3. Abstain	-	0.0000
4. Invalid Ballots	-	0.0000
Total 265 Shareholders	1,138,855,735	100.0000

Agenda 6 To consider and approve the allocation of newly-issued ordinary shares.

The Company Secretary informed that the Board of Director resolved to approve the allocation of newly issued shares according to the resolution of agenda 4 regarding the new issuance of 3,220,000,000 ordinary shares (three thousand two hundred twenty million shares) for supporting the interim dividend payment in dividend stock in agenda 2 and the issuance of MONO-W1 by newly issuing of 3,220,000,000 ordinary shares (three thousand two hundred twenty million shares) in agenda 3 at the par value of 0.10 Baht (ten satang), with details as follows:

- 1,680,000,000 shares (one thousand six hundred eighty million shares) will be allocated for stock dividend payment.
- 1,540,000,000 shares (one thousand five hundred forty million shares) will be allocated for the exercise of warrant issued to existing shareholders (MONO-W1)

For more information on MONO-W1 and allocation of newly issued ordinary shares, please refer to enclosure 2 page 21 and enclosure 3 page 29 of the invitation.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to vote.

Resolution of the meeting :

The Shareholders' Meeting approved allocation of newly-issued ordinary shares. The resolution under this agenda passed by the majority vote of the shareholders, attending and voting in the meeting. The meeting resolution was as follows:

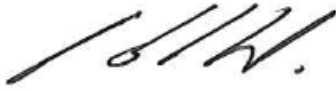
Resolution	Number of Votes	% of total shares of the shareholders attending the meeting and voting
1. Agree	1,138,850,071	99.9995
2. Disagree	5,664	0.0005
3. Abstain	-	-
4. Invalid Ballots	-	-
Total 265 Shareholders	1,138,855,735	-

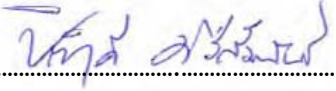
Agenda 7 To consider other matters (if any)

The Chairman offered the shareholders a chance to propose other issues for consideration. None of the shareholders proposed any other issues for the meeting's consideration.

None of the shareholders proposed any other issues for the meeting's consideration.

The meeting adjourned at 10.32 hrs.

Signed Chairman of the Meeting
(Mr. Pete Bodharamik)

Signed Minutes Taker
(Miss Pitirudee Sirisamphan)