



Invitation to 2015 Annual General Meeting of Shareholders

Mono Technology Public Company Limited

Thursday, April 23, 2015 at 9.00 hrs.

The registration will begin at 7.00 hrs.

Auditorium, 3rd Floor, Jasmine International Tower
No. 200, Moo 4, Chaengwattana Road, Pakkred Sub-district,
Pakkred District, Nonthaburi, 11120

*Please bring your barcode already printed on
the proxy to show at the meeting*

March 20, 2015

Re: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders of Mono Technology Public Company Limited

- Enclosures:
1. A copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2014, held on September 12, 2014
 2. A CD-ROM of the 2014 annual report, including the Company's financial statements and auditor's report ended December 31, 2014
 3. Profile of Auditors
 4. Preliminary details of the directors retiring by rotation and proposed for re-election
 5. Capital Increase Report Form (F 53-4)
 6. Profile of independent directors proposed to act as proxies for shareholders
 7. Regulations and Articles of Association of the Company, concerning shareholders' meeting
 8. Process of attending the 2015 Annual General Meeting of Shareholders
 9. A map of Jasmine International Tower
 10. A proxy form (Form B)

The Board of Directors' meeting No. 1/2015 of Mono Technology Public Company Limited ("the Company") held on February 25, 2015 has resolved to call for the 2015 Annual General Meeting of Shareholders ("AGM") on Thursday, April 23, 2015 at 09.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 to consider the following agendas:

Agenda 1 To consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014, held on September 12, 2014

Fact and reason

The EGM No.1/2014 was held on Friday, September 12, 2014. The Minutes was properly prepared and submitted to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the period specified by law and published on the Company's website (www.mono.co.th). A copy of the minutes of the EGM No.1/2014 is attached herewith (Enclosure 1).

Opinion of the Board

The Board of Directors has viewed that the minutes was true and complete in all respect and deemed it appropriate to propose the shareholders' meeting to certify the minutes of the EGM No.1/2014.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders, attending and voting in the meeting.

Agenda 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2014

Fact and reason

The Company's operation result of the year 2014 is shown in the 2014 annual report (Enclosure 2) which has been sent to the shareholders together with this invitation letter. The Board of Directors has

considered such report and is of the opinion that it is correct and adequate to propose to the shareholders' meeting for acknowledgement.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to acknowledge the Board of Directors' annual report on the operation result of the Company for the year 2014.

Voting Rule

No voting is required since this agenda is for acknowledgement only.

Agenda 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2014

Fact and reason

The Company's financial statements and auditor's report for the year ended December 31, 2014 as shown in the 2014 annual report (Enclosure 2) have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors to propose to the shareholders' meeting for approval.

Opinion of the Board

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the Company's financial statements and the auditor's report for the year ended December 31, 2014.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders, attending and voting in the meeting.

Agenda 4 To consider the allocation of net profit as legal reserve and the dividend for the year 2014

Fact and reason

Article 45 of Articles of Association of the Company stipulates that "the Company shall appropriate an amount of not less than five percent (5) of its annual net profits after the deduction of the accumulated loss brought forward (if any) until such reserve fund reaches the amount of not less than ten percent (10) of the registered capital." Furthermore, the Board of Directors has the policy to propose the shareholders' meeting to consider paying dividend to general shareholders at the ratio of not less than 50 percent of the net profit after tax deduction as shown in the Company's separate financial statements each year. However, the Board of Directors shall consider the dividend payment based mainly on the benefit of shareholders and take into account reserves of funds for future investment or loan repayment or working capital.

Opinion of the Board

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the allocation of net profit as legal reserve and dividend payment for the year 2014 as detailed below.

1. In 2014, the Company recorded the annual net profit of 551,836,345.30 Baht. The Company has appropriated an amount of not less than five percent (5) of net profit or 27,591,817.27 Baht for legal reserve. Currently, the Company's legal reserve totals 41,591,817.27 Baht.

2. To approve the dividend payment from the six-month operating results of 2014 (for the period of July 1, 2014 to December 31, 2014) for shareholders of 3,080,121,158 shares; paying in cash at the rate of 0.02 Baht per share, amounting to 61,602,423.16 Baht in total. As a result, the total dividend payment from 2014 operating results and retained earnings is equal to 0.16 Baht per share, amounting to 257,602,423.16 Baht with the dividend payout ratio of 46.68%, which is lower than the rate of not less than 50 percent of net profit as prescribed in the dividend policy for the Company shall reserve of funds for working capital. According to the resolution of the Board of Directors' Meeting No. 4/2014, held on August 6, 2014, that approved to propose the Extraordinary General Meeting of Shareholders No.1/2014 on September 12, 2014, to consider and approve the interim dividend payment from the first six-month operating result of 2014 (For the period of January 1, 2014 – June 30, 2014) and retained earnings to shareholders by paying in stock dividend at the ratio of 5 existing ordinary shares for 6 stock dividend or at Baht 0.12 per share (Twelfth Satang) and in cash at the ratio of 0.02 Baht. The dividend payments as abovementioned at the ratio of 0.14 Baht (Fourteen Satang) was equivalent to 196,000,000 Baht (One Hundred Ninety Six Million Baht). The interim dividend payment was already paid to the existing shareholders on September 24, 2014.

Thus, in case of approval by the shareholder's meeting, the remaining amount of dividend payment shall be paid at the ratio of 0.02 Baht per share. The proposed final dividend payment must be approved by the 2015 Annual General Meeting of Shareholders.

The Company has fixed the record date to determine the names of the shareholders entitled to receive dividend on Thursday, March 12, 2015. The Company has also approved the collection of the shareholders' names, as stipulated in Section 225 of the Securities and Exchange Act, by means of closing the share registration book for the right to receive the dividend for the year 2014, on Friday, March 13, 2015. Such right offering is still uncertain as it must be approved by the shareholders' meeting first. Dividend payment date has been fixed on Wednesday, May 20, 2015.

The comparison of dividend payment between the year 2013 and the year 2014 is detailed as follows:

Details of Dividend Payment	For the Accounting Period			
	Ended December 31, 2014 (Proposed Year)		Ended December 31, 2013	
1. Net profit as per the separate financial statements	551,836,345.30 Baht		557,215,607.24 Baht	
2. Number of shares and dividend payment rate	Number of shares	Dividend payment rate per share(Baht)	Number of shares	Dividend payment rate per share(Baht)
2.1 1 st interim dividend payment				
Cash Dividend	1,400,000,000	0.02	1,155,000,000	0.140
Stock Dividend	1,400,000,000	0.12	-	-
2.2 2 nd interim dividend payment	-	-	1,400,000,000	0.115
2.3 3 rd interim dividend payment	-	-	1,400,000,000	0.072
2.4 Annual dividend payment	3,080,121,158	0.02	1,400,000,000	0.104
3. Total dividend payment per share	0.16 Baht per share		0.431 Baht per share	
4. Total dividend payment	257,602,423.16 Baht		569,100,000 Baht	
5. Dividend payment ratio	46.68%		102.13%	

Details of final dividend payment of 2014 amounting to 0.02 Baht per share can be summarized as follows:

	Amount per share	Total
1. The interim dividend is paid from net profit of the second half of 2014 (during July to December 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.	0.01 Baht	30.80 million Baht
2. The interim dividend is paid from dividends income for operating results of subsidiaries under BOI privileges (without tax credit).	0.01 Baht	30.80 million Baht
Total	0.02Baht	61.60 million Baht

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders, attending and voting in the meeting.

Agenda 5 To consider an appointment of the auditor and to fix the audit fee for the year 2015

Fact and reason

To comply with Section 120 of the Public Limited Company Act B.E. 2535 which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof and by the suggestion of the Audit Committee, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the appointment of the following auditors from EY Office be the auditor of the Company for the year 2015 :

1. Mr. Supachai Panyawattano Certified Public Accountant (Thailand) No.3930
(The auditor who signed on the financial statements of the Company/subsidiaries for the year 2013 and 2014, totally two year, and who has been well performed.) or
2. Ms. Siraporn Ouaanunkun Certified Public Accountant (Thailand) No.3844
(The auditor who has never signed on the financial statements of the Company/ subsidiaries.) or
3. Ms. Waraporn Punnopakorn Certified Public Accountant (Thailand) No. 4579
(The auditor who has never signed on the financial statements of the Company/ subsidiaries.)

These auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and are well recognized by several organizations. They have independence in performing their tasks.

The auditors whose names proposed above have neither the relationship nor any interest with the Company/subsidiaries/executives/major shareholders or related persons of these persons. Besides, they belong to the same company with the auditors of the Company's subsidiaries.

Moreover, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the annual audit fee for the year 2015 as the following details.

Details	2015 (Proposed Year)	2014
1. Audit Fee	1,160,000	1,060,000
2. Non-audit fee	-	-
Total	1,160,000	1,060,000

The audit fee is increased by 100,000 Baht or 9.43 percent since the amount of reviewing and auditing works has been accrued. During the past year, the Company has never taken other services from EY Office Limited and from other individual or audit office relevant to the auditors and EY Office Limited. For benefit of shareholders, the Company herewith submits the profiles of those three auditors (Enclosure 3) together with this invitation letter.

Opinion of the Board

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve an appointment of the auditor and fix the audit fee for the year 2015.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders, attending and voting in the meeting.

Agenda 6 To consider and approve the election of directors to replace those who retire by rotation

Fact and reason

Article 17 of Articles of Association of the Company, "At every annual general meeting, one-third (1/3) of the directors shall retire from office. The director who has been in the office for the longest term shall firstly be retired. If their number is not a multiple of three, then the number nearest to one-third must retire from office. The retiring director is eligible for re-election. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the directors who have been in office the longest shall retire first."

For 2015 which is the third year after becoming a public company, there are 9 director positions. Thus, three directors retiring by rotation shall be considered based on the longest terms of office in directorship. Thus, the following 3 directors who have to retire from office are :

1. Mr. Navamin Prasopnet
2. Mr. Sang Do Lee
3. Mr. Komsak Wattanasriroj

Opinion of the Board

The Board of Directors has considered and agreed with the Remuneration and Nomination Committee's opinion to propose the shareholders' meeting to approve the re-election of the 3 directors to directorship for another term as in view of the Board, these directors possess the qualifications, knowledge, ability and experiences which are useful for the Company's operation.

(The preliminary details of directors retiring by rotation and proposed for the re-election are shown in Enclosure 4)

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders, attending and voting in the meeting.

Agenda 7 To consider and approve the annual remuneration for directors in 2015

Fact and reason

In 2014, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and other committees of the Company, including the incentive fee at the amount of not exceeding 7 million Baht.

Opinion of the Board

The Company's Remuneration and Nomination Committee has carefully considered the remuneration for the Board of Directors and other committees of the Company by taking into account the remuneration paid by other companies of the same of industry, the Company's business expansion including the duties and responsibilities of the Board of Directors and other committees; then, is of the opinion that it is appropriate to approve the remuneration and incentive fee for the Board of Directors and other committees for the year 2015 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2014. Details are as follows:

<i>Position</i>	Remuneration per Month (Baht)	
	2015 (Proposed year)	2014
Chairman	70,000	70,000
Vice Chairman	50,000	50,000
Assistant Chairman	30,000	30,000
Director	20,000	20,000
Independent Director	20,000	20,000
Chairperson of the Audit Committee	20,000	20,000
Audit Committee member	10,000	10,000
Chairman of the Remuneration and Nomination Committee	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Remuneration and Nomination Committee member	10,000 (Baht/attendance)	10,000 (Baht/attendance)
Incentive fee for the Company's directors	not exceeding 2 million Baht	not exceeding 2 million Baht
Other Benefits	None	None

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the aforementioned remuneration and incentive fee for the Board of Directors and other committees for the year 2015. Please view detailed scopes of duties of the Board of Directors and other committees of the Company in Shareholding and Management Structures part of the 2014 Annual Report.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than two-thirds of the total votes of shareholders, attending the meeting.

Agenda 8 To consider and approve the registered capital reduction from 462,000,000 Baht to 461,999,997.50 Baht

Fact and reason

The Board of Directors' meeting resolved with an approval on the registered capital reduction, in amount of 2.50 Baht, from 462,000,000 Baht to 461,999,997.50 Baht by cancelling 25 authorized but unissued shares at the par value of 0.10 Baht per share due to it was deemed the fraction of share existing after dividend stock allocation on September 24, 2014.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to approve the registered capital reduction from 462,000,000 Baht to 461,999,997.50 Baht

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders who attends the meeting and have voting rights.

Agenda 9 To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital

Fact and reason

The Board of Directors' meeting resolved to approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital, as following details.

“ Clause 4.

Registered Capital 461,999,997.50 Baht (Four Hundred and Sixty-One Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Ninety-Seven Baht Fifty Satang)

divided into 4,619,999,975 Shares (Forty-Six Thousand, Nineteen Million, Nine Hundred and Ninety- Nine Thousand, Nine Hundred and Seventy Five Shares)

Par value 0.10 Baht (Ten Satang)

Classified as:

Ordinary Shares 4,619,999,975 Shares (Forty-Six Thousand, Nineteen Million, Nine Hundred and Ninety- Nine Thousand, Nine Hundred and Seventy Five Shares)

Preferred Shares - Shares”

In this regards, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders who attends the meeting and have voting rights.

Agenda 10 To consider and approve the capital increase under a general mandate, amounting to 30,800,000 Baht

Fact and reason

The Board of Directors' meeting resolved to approve the capital increase under a general mandate, amounting to 30,800,000 Baht at the par value of 0.10 Baht per share for sales of securities through private placement. The meeting approved the issuance and allotment of 308,000,000 shares at the par value of 0.10 Baht (Ten Satang) per share for private placement offering and at the offering price of not lower than 90 percent of the average market price per share.

The Board of Directors shall be assigned with authority to consider the offering sale for capital increase shares as stated at the same or several times, and the allocation of such capital increase shares to private placement investors in amount of not exceeding 10 percent of the Company's paid-up capital as of the date of approval on the capital increase; including to determine the selling price, date and time for offering sale, details and other conditions concerned on allocation of newly issued share as mentioned above.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to approve the capital increase under a general mandate, amounting to 30,800,000 Baht

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders who attends the meeting and have voting rights.

Agenda 11 To consider and approve the increase in registered capital of the Company from 461,999,997.50 Baht to 492,799,997.50 Baht

Fact and reason

The Board of Directors' meeting resolved to approve the increase in registered capital in amount of 30,800,000 Baht, divided into 308,000,000 ordinary shares at the par value of 0.10 Baht per share from previously 461,999,997.50 Baht to 492,799,997.50 Baht, divided into 4,927,999,975 ordinary shares at the par value of 0.10 Baht per share in order to support the Company's capital increase under a general mandate.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to approve the increase in registered capital of the Company from 461,999,997.50 Baht to 492,799,997.50 Baht

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders who attends the meeting and have voting rights.

Agenda 12: To consider and approve the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the increase in registered capital

Fact and reason

The Board of Directors’ meeting resolved to approve the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the increase in registered capital, as following details.

“ Clause 4.

Registered Capital 492,799,997.50 Baht (Four Hundred and Ninety-Two Million, Seven Hundred and Ninety-Nine Thousand, Nine Hundred and Ninety-Seven Baht Fifty Satang)

divided into 4,927,999,975 Shares (Forty-Nine Thousand, Twenty-Seven Million, Nine Hundred and Ninety- Nine Thousand, Nine Hundred and Seventy Five Shares)

Par value 0.10 Baht (Ten Satang)

Classified as:

Ordinary Shares 4,927,999,975 Shares (Forty-Nine Thousand, Twenty-Seven Million, Nine Hundred and Ninety- Nine Thousand, Nine Hundred and Seventy Five Shares)

Preferred Shares - Shares”

In this regards, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar’s order.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to approve the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the increase in registered capital

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders who attends the meeting and have voting rights.

Agenda 13: To consider and approve the allocation of the Company's newly issued shares of not exceeding 308,000,000 shares under a general mandate

Fact and reason

The Board of Directors' meeting resolved to approve the allocation of the newly ordinary shares issued to private placement investors for the capital increase under a general mandate, amounting to 308,000,000 shares, at the par value of 0.10 Baht for private placement offering.

In this regards, the authorized director and/or a person who is assigned by such authorized director shall have authority to consider and determine the conditions and other details concerning the allocation and sales of the said shares as well as to sign any relevant document and proceed any action as deemed necessary and appropriate for the allocation of the aforementioned ordinary shares. The details are stated in the Capital Increase Report Form (F53-4). (Enclosure No. 5)

Opinion of the Board

The Board of Directors deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to approve the allocation of the Company's newly issued shares of not exceeding 308,000,000 shares under a general mandate, as abovementioned details.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders, attending and voting in the meeting.

Agenda 14: To consider other matters (if any)

Fact and reason

According to the Public Limited Company Act B.E.2535 (amended in B.E. 2544), Clause 2 of Section 105, the shareholders, holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter.

Opinion of the Board

The Board of Directors deemed it appropriate to include this agenda to allow any shareholder to propose the meeting to consider matters other than those determined by the Board of Directors for this meeting.

The Company has fixed the record date for the shareholders to attend the 2015 AGM on Thursday, March 12, 20145 and the compilation of the shareholders' names in accordance with Section 225 of the Securities and Exchange Act by means of closing the Company's share registration book on Friday, March 13, 2015.

Please be invited to attend the meeting at the date, time and place specified above and bring the registration form to the 2015 Annual General Meeting of Shareholders. As a shareholder attending the meeting in person, kindly show your identification card upon your attendance. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form as appeared in Enclosure 10 (affix 20 Baht duty stamp) and enclose documents or evidences of the shareholder or proxy holder entitled to attend the shareholders' meeting, then submit them to the meeting prior to the convening of the meeting. For foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Proxy Form B or Form C. Other

shareholders can use only one proxy form (Proxy Form A or Proxy Form B). For your convenience, the Company would like to recommend the Proxy Form B which provides more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Affairs Department of the Company or download these forms from the website of the Company (www.mono.co.th).

As a shareholder, you may appoint any person or one of the following independent directors of the Company to attend the meeting and vote on your behalf:

- | | | |
|------------------|----------------------|---|
| 1. Mrs. Punnee | Worawuthichongsathit | Independent Director and Chairperson of the Audit Committee |
| 2. Mr. Preecha | Leelasithorn | Independent Director, Member of the Audit Committee and Chairman of Remuneration and Nomination Committee |
| 3. Mr. Kriengsak | Thiennukul | Independent Director, Member of the Audit Committee and Member of Remuneration and Nomination Committee |

(Please view details of the recommended proxy holders in [Enclosure 6](#))

Yours sincerely,

Mono Technology Public Company Limited.



(Mr. Navamin Prasopnet)

Director



(Mr. Sang Do Lee)

Director

MONO TECHNOLOGY
PUBLIC COMPANY LIMITED

(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

- | | |
|-------------------------------------|--|
| 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 Luengsawat | 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

- | | |
|--------------------------------|--|
| 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

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

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 and retained earnings.

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. 1,680,000,000 shares (one thousand six hundred eighty million shares) will be allocated for stock dividend payment.
2. 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	-

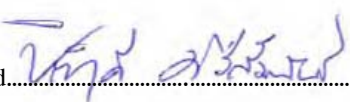
Agenda 7 To consider other matters (if any)

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)

Auditor's Profile



Name: Mr. Supachai Phanyawattano

Age: 50 years

Nationality: Thai

Highest Educational Background: Master Degree in Management from Sasin Graduate Institute of Business
Administration of Chulalongkorn University

Work Experience: Mr. Supachai has been working with EY for 30 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in manufacturing, real estate, construction, telecommunications and entertainment.

No. of Shareholding in the Company (%): none

Record of illegal action: none



Name: Miss Siraporn Ouuanunkun

Age: 52 years

Nationality: Thai

Highest Educational Background: Master Degree in Accounting from Thammasat University

Work Experience: Miss Siraporn has been working with EY for 30 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in manufacturing, real estate development, construction, retailing and servicing.

No. of Shareholding in the Company (%): none

Record of illegal action: none

Auditor's profile

Name: Miss Waraporn Punnopakorn

Age: 44 years

Nationality: Thai



Highest Educational Background: Master Degree in Business Administration from Thammasat University

Work Experience: Miss Waraporn has been working with EY for 22 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in financial service, construction, and real estate sector. Miss Waraporn has been serving the firm as a member of EY's Accounting Standard Group (ASG).

No. of Shareholding in the Company (%): none

Record of illegal action: none

**Preliminary Details of Directors Retiring by Rotation and Have Been Proposed to
the Shareholders' Meeting for Re-election**

1. The principles and procedures of nomination of the directors.

The nomination of directors to replace those who retire by rotation in 2015 was considered by the Nomination and Remuneration Committee as well as the Board of Directors. According to the Company's Articles of Association Article 17 stipulating that "At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office. The retiring directors shall be re-elected. The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first." **Therefore, the directors retiring by rotation in 2015 which is the third year after becoming a listed company shall be considered based on the longest terms of office in directorship.**

2. Definition of Independent Director

The Company defines the qualification of "Independent Director" of the Company equal to the regulation of Securities and Exchange Commission and the Stock Exchange of Thailand No. Tor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (as well as the amendments) as follows:

(1) Holding no more than 1 % of all the shares having the right to vote in the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company, including the shares held by the persons who are related to him

(2) Not assuming, both at present and in the past of at least 2 years prior to the date of submitting the application to SEC, the position of executive director, employee, staff or advisor receiving regular salary or having controlling authority in the company, holding company, subsidiary, associated company, subsidiary of the same level or a major shareholder or any person having controlling authority in the company; this condition does not include an Independent Director who used to be a government officer or advisor to any official sector who is a major shareholder or a person having the controlling authority in the company

(3) Not having the relationship by blood line or legal registration as parents, spouses, brothers, sisters, children, including as spouses of children of executives, major shareholders, authorized persons or persons nominated as executives or authorized persons of the company or the subsidiary

(4) Not having, both at present and in the past of at least 2 years prior to the date of submitting the application to SEC, any business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company in the manner that may hinder his own freedom of judgment in addition to not being both in the past and at present, a significant shareholder, or a person with controlling authority of any person having business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company

The above mentioned business relationship includes normal business transaction, rental or lease of immovable property, the transaction relating to assets or services as well as the offer or the receipt of financial aids by way of borrowing or loan, guarantee, collateral loan and other transactions of similar manner which may cause debt burden between the company and the party to agreement from the amount of 3 percent of net tangible assets of the company or 20,000,000 Baht up, whichever is lower. Mutatis mutandis, in calculating such debt, the method of calculating the value of related transactions stated in the announcement of Capital Market Supervisory Board regulations on the execution of related transaction should be applied. Any debt burden occurring during the period of one year prior to the date of the business relationship with the same person must be included when considering such debt burden.

(5) Not being, both at present and in the past of at least 2 years prior to the date of submitting the application to SEC, an auditor of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company as well as not being a significant shareholder and a person having controlling authority, or a partner of the audit firm in which the auditors of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority are working for.

(6) Not being, both at present and in the past of at least 2 years prior to the appointment date, a provider of any occupational services inclusive of legal and financial advising service offering, obtaining the service charge of over 2,000,000 Baht per annum from the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company in addition to not being a significant shareholder, a person with controlling authority or a partner of any occupational service provider.

(7) Not being a director appointed to be the representative of the company's directors, major shareholders or shareholders who are related to the major shareholders

(8) Not operating any business that is of the same nature as or that significantly competes with the business of the company or subsidiary as well as not being a significant partner in a limited company, an executive director, employee, staff, advisor receiving regular salary or a person holding over 1% of the total number of shares with voting rights of other companies which operate the same type of business and which significantly competes with the company's and the subsidiary's business operation

(9) Possessing no other traits which impede the ability to independently give opinions on the company's operation

3. Personal information and work experience of directors retiring by rotation and proposed the shareholders' meeting for re-election :-

1) Mr. Navamin Prasopnet



Proposed Director Position : Director

Age : 43 Years

Education : Bachelor of Science, Computer Information System,
Bentley College, Massachusetts, USA

Training for director course : Thai Institute of Directors Association (IOD)
Role of the Chairman Program (RCP), Class 21/2009
Director Certification Program (DCP), Class 104/2008

Work Experience : 2012 – Present Assistant Chairman, Executive Director
and Chief Marketing Officer
Mono Technology Public Company Limited
2006 – Present Director and Managing Director
Subsidiaries of Mono Technology Public Company Limited

Shareholding in the Company : 22,900,000 shares, equivalent to 0.74% of the paid-up capital
(As of March 2015)

Position of director/executive in other listed companies : -None-

Position of director/executive in other companies(non- listed companies) : Three Companies, viz;
1. Herbal King Trading Co., Ltd.
2. Green Star Environment Co., Ltd.
3. Navesco Co., Ltd.

Position of director/executive in other companies : -None-
which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 3 years

Meeting attendance in 2014 : - BODs Meeting : 6/6
- Executive Committee Meeting : 14/15

2) Mr. Sang Do Lee

Proposed Director Position : Director

Age : 40 Years

Education : Bachelor of Science, Computer Science and Industrial Engineering
Yonsei University, Seoul, Korea

Training for director course : Thai Institute of Directors Association (IOD)
Director Certification Program (DCP), Class 103/2008

Work Experience : 2012 – Present Director, Executive Director and Chief Executive Officer
Mono Technology Public Company Limited.

2006 – Present Director and Managing Director
Subsidiaries of Mono Technology Public Company Limited

Shareholding in the Company : 19,200,000 shares, equivalent to 0.62% of the paid-up capital
(As of March 2015)

Position of director/executive in other listed companies : -None-

Position of director/executive in other companies(non- listed companies) : -None-

Position of director/executive in other companies : -None-
which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 3 years

Meeting attendance in 2014 : - BODs Meeting : 6/6
- Executive Committee Meeting : 15/15

3) Mr. Komsak Wattanasriroj

Proposed Director Position : Director

Age : 47 Years

Education : Master of Business Administration,
Srinakharinwirot University

Training for director course : Thai Institute of Directors Association (IOD)
Director Certification Program (DCP), Class105/2008

Work Experience : 2012 – Present Director, Executive Director and Chief Financial Officer
Mono Technology Public Company Limited.
2005 – 2008 Vice President – Accounting and Finance
Mono Generation Company Limited

Shareholding in the Company : 11,385,000 shares, equivalent to 0.37% of paid-up capital
(As of March 2015)

Position of director/executive in other listed companies : -None-

Position of director/executive in other companies(non- listed companies) : -None-

Position of director/executive in other companies : -None-
which may cause conflicts of interest to the Company

Date of being appointed as director : March 9, 2012

Duration of being director : 3 years

Meeting attendance in 2014 : - BODs Meeting : 6/6
- Executive Committee Meeting : 15/15

(F 53-4)

Capital Increase Report Form
Mono Technology Public Company Limited
Date February 25, 2015

We, Mono Technology Public Company Limited (the “Company”), hereby report the resolutions of Board of Directors meeting No. 1/2015 which was held on February 25, 2015 with respect to the capital increase and allocation of shares as follows :

1. Capital Reduction

The Meeting of the Board of Directors passed the resolution approving the reduction of the Company’s registered capital from Baht 462,000,000.00 to Baht 461,999,997.50 by cancelling 25 authorized but unissued shares according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2014 at the par value of 0.10 Baht per share.

2. Capital Increase

The Meeting of the Board of Directors passed the resolution approving the increase of the Company’s registered capital from Baht 461,999,997.50 to Baht 492,799,997.50 by mean of the issuance of 308,000,000 shares with a par value of Baht 0.10 per share, totally amounting to Baht 30,800,000. Detailed 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	308,000,000	0.10	30,800,000
	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.

3. Allotment of new shares**3.1. 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 (specify)	-	-	-	-	-
To support the conversion / exercising rights of a given instrument (specify)	-	-	-	-	-

- When shares are allotted to existing shareholders, specify the date on which the shareholders register is to be closed or recorded for the subscription for new shares.
- When the shares are allotted to any specific person, specify particulars of that person, his relationship with the company and basis for determination of share price. If such person is a juristic entity, state the type of its business, the manner of its business operation, and the juristic person's major shareholders, directors and management.
- When the shares are allotted to support the conversion or exercise of subscription rights of a given instrument, such as convertible debentures, share-purchase warrants, transferable subscription right, etc., specify particulars of such instrument, including its characteristics, amount or value, and conditions and material contents (if any).

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

- None -

3.2. If under a 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	-	-	-
Specific Persons	Ordinary	308,000,000	10	Please consider other conditions below.
	Preferred	-	-	-

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

Other Conditions

- Allotment of shares to any connected person under the Notification of Capital Market Advisory Tor. Jor. 21/2551 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 is prohibited.
- The offering shall not be 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).
- The allotment 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.

Regarding the allotment of the Company's capital increase shares, authorized directors and/or person(s) entrusted by authorized directors shall be empowered to consider and determine other details relevant to the allocation, viz. 1) determining whether the newly-issued ordinary shares shall be allocated on one occasion or more, the offering period, offering price, terms of payment for the shares, and other details and conditions relating to the allocation; (2) entering into negotiations and agreements, and executing the relevant documentation and agreements relating to the allocation, and undertaking of any act in connection with the allocation; and 3) executing applications for permission, requests for waivers and documentary evidence which are necessary for and related to the allocation of the newly issued ordinary shares, as well as communicating and filing any of such applications, requests for waivers, documents and documentary evidence to the relevant authorities or agencies, having the Company's newly issued ordinary shares listed on the Stock Exchange of Thailand and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

4. Schedule of the Annual General Meeting of Shareholders to approve the capital increase and the allocation of shares

To convene the Annual General Meeting of Shareholders No. 1/2015 on Thursday, April 23, 2015 at 09.00 a.m. 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 12, 2015 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 (as amended) on March 13, 2015. (The next business day after the Record date)

5. Approval of the capital increase / allocation of shares by relevant governmental agency and related conditions thereto (if any)

- 5.1. The Approval by the Annual General Meeting of Shareholders No. 1/2015
- 5.2. 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.
- 5.3. 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 under a general mandate.

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

- None -

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

- None -

8. Benefits which the shareholders will receive from the capital increase /allocation of shares

- None -


9. Other details necessary for shareholders to approve the capital increase / allocation of shares

The allocation of the newly-issued ordinary shares to private placement investors for capital increase shall be in amount of not exceeding 10 percent of the Company's paid-up capital as of the date of approval on the capital increase

10. 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 25, 2015
2.	The date of notifying the Board of Directors' resolutions to the Stock Exchange of Thailand	February 25, 2015
3.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	March 12, 2015
4.	The date of collecting the names of entitled shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended)	March 13, 2015
5.	The 2015 Annual General Meeting of Shareholders	April 23, 2015
6.	The date of notifying the resolutions of the 2015 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	April 23, 2015

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

Signed Authorized Director
(Mr. Sang Do Lee)

Position Director



Signed Authorized Director
(Mr. Navamin Prasopnet)

Position Director

Profile of the Independent Directors Proposed to Act as Proxies for Shareholders

The shareholders who cannot attend the meeting may choose to appoint the following independent directors as the proxy to attend the meeting on their behalf.

1. Mrs. Punnee Worawuthichongsathit

Position : Independent Director and Chairperson of Audit Committee
Age : 63 years
Resident : Mono Technology Public Company Limited No. 200 Moo 4
Jasmine International Tower 16th Fl., Chaengwattana Rd.,
Pakkred, Nonthaburi Thailand 11120
Interest in considering each agenda : -None-



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2. Mr. Preecha Leelasithorn

Position : Independent Director, Member of Audit Committee and
Chairman of Remuneration and Nomination Committee
Age : 52 years
Resident : Mono Technology Public Company Limited No. 200 Moo 4
Jasmine International Tower 16th Fl., Chaengwattana Rd.,
Pakkred, Nonthaburi Thailand 11120
Interest in considering each agenda : -None-



.....
3. Mr. Kriengsak Thiennukul

Position : Independent Director, Member of Audit Committee and
Member of Remuneration and Nomination Committee
Age : 50 years
Resident : Mono Technology Public Company Limited No. 200 Moo 4
Jasmine International Tower 16th Fl., Chaengwattana Rd.,
Pakkred, Nonthaburi Thailand 11120
Interest in considering each agenda : -None-



Regulations and Articles of Association of the Company Concerning the Shareholders' Meeting

1) Documents or Evidences of Shareholders or Proxy Holders Entitled to Attend the Shareholders' Meeting

Pursuant to the policy of the Stock Exchange of Thailand Committee, regarding Procedures in Organizing Shareholders' Meeting of Listed Companies, dated February 19, 1999, issued for listed companies as a guideline of good conduct to create confidence among shareholders, investors and all related parties, and to properly arrange a shareholders' meeting with transparency and fairness for the benefits of the shareholders, the Company deems it appropriate to verify documents and evidences of the shareholders or proxy holders entitled to attend the meeting as a tendency for future practice. The Company hereby reserves its right to relax the submission of documents or evidences of the shareholders or proxy holders who are entitled to attend the meeting on a case by case basis at its discretion.

1. Individual

1.1 Thai Shareholder

- (a) Identity Card of the shareholder (citizen identity card, civil servant identity card or state enterprise identity card)
- (b) In case of proxy granting, a copy of the identity card of the proxy grantor and the identity card of the passport (in case of foreigner) of the proxy holder.

1.2 Foreign Shareholder

- (a) Passport of the shareholder
- (b) In case of proxy granting, a copy of the passport of the proxy grantor and the identity card or the passport (in case of foreigner) of the proxy holder.

2. Corporation

2.1 Thai Corporation

- (a) A copy of the affidavit issued by the Department of Business Development, Ministry of Commerce dated not more than 30 days.
- (b) A copy of the identity card or the passport (in case of foreigner) of the authorized director(s) who signed the proxy, and the identity card or the passport (in case of foreigner) of the proxy holder.

2.2 Foreign Corporation

- (a) A copy of affidavit
- (b) A copy of the identity card or the passport (in case of foreigner) of the authorized director(s) who signed the proxy, and the identity card or the passport (in case of foreigner) of the proxy holder.

All the copies of documents must be certified. Documents issued outside Thailand should be certified by a notary public.

2) Proxy Process

1. There are 3 proxy forms :-

- Form A : A general proxy form which is easy and not complicated
- Form B : A proxy form which provides more definite details of the authorization
- Form C : A proxy form used only for foreign investor shareholder appointing a Thai resident as custodian and safekeeper of the shares

2. In case of foreign investor shareholder appointing a Thai resident as custodian and safekeeper of the shares, he/she can use any one of the following proxy forms :- Form A, Form B or Form C. Other shareholders can use only one proxy form: - Form A or Form B.
3. The Company attaches only proxy Form B with this invitation letter. A shareholder who would like to use proxy Form A or Form C, can contact the Corporate Affairs Department of the Company, telephone number 02-502-0787 or download the forms from website of the Company (www.mono.co.th)
4. Any shareholder who cannot attend the meeting in person may be present by proxy, appointing any person or any of the independent directors of the Company whose names appear below to vote on his/her behalf. The shareholder may specify three proxy holders for his/her convenience as in case any of the proxy holders cannot attend the meeting, other proxy holders who are authorized will attend it instead. However, only one proxy holder can attend the meeting.

The Company's independent directors whom the shareholder may appoint as proxy holder are:

- | | |
|-------------------------------------|--|
| 1) Mrs. Punnee Worawuthichongsathit | Age 63 years
Independent Director and Chairperson of Audit Committee |
| 2) Mr. Preecha Leelasithorn | Age 52 years
Independent Director, Member of Audit Committee and
Chairman of Remuneration and Nomination Committee |
| 3) Mr. Kriengsak Thiennukul, | Age 50 years
Independent Director, Member of Audit Committee and
Member of Remuneration and Nomination Committee |
| Address | Mono Technology Public Company Limited
No. 200 Moo 4 Jasmine International Tower 16 th Fl.,
Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120 |

All of the above mentioned independent directors have no interest in any matter of each agenda.

A shareholder who would like to appoint the Company's independent directors to be his/her proxy holders shall send the proxy form prepared and executed in accordance with the rules stated above to the Corporate Affairs Department together with the relevant documents. The proxy form and the documents are required to reach the Company at least 1 day prior to the meeting date.

5. Please completely fill in the proxy form and attach a copy of identity documents of proxy grantor as for your benefit and right to attend the meeting.
6. The Company reserves the right to reject the proxy form which specifies number of shares exceeding those shown in the share registration book.

3) Registration for Attendance

A shareholder or a proxy holder may register and submit his/her documents or evidences for verification at the meeting venue on Thursday, April 23, 2015 from 07.00 hrs.

After the shareholder or the proxy holder has already registered for attendance, the Company's officer will give him/her a set of vote card for voting as detailed below:-

1. A shareholder attending the meeting in person will receive one set of vote card.

2. Proxy holder

2.1 In case any shareholder does not specify his/her intention to vote in the proxy form, the proxy holder will receive a set of vote card for voting.

2.2 The proxy holder holding proxy form B or form C, in which the intention to vote is already specified by the shareholder, will not receive a vote card set since the Company's officer has already recorded the shareholder's votes according to the proxy form when making attending registration. These votes will be combined altogether with the votes from other attending shareholders. (The proxy holder who needs a vote card set for copying the proxy grantor's vote for verification can obtain it from the Company's officer but he/she cannot re-vote in the meeting.)

4) How to Vote

1. In considering any agenda, the Chairman of the meeting or a person appointed to run the meeting shall ask the shareholders who disagree or abstain to raise their hands. Then, the Company's officer will collect his/her vote card for calculation. The total number of the shareholders attending the meeting and having the right to vote in the meeting will be subtracted by the vote of the shareholders who disagree or abstain according to the number of shares they hold. In case none of the shareholders disagree or abstain the vote, it shall mean that the meeting agrees or approves the proposed matter.

2. A shareholder, having special interest in any matter, cannot vote on that matter. The Chairman of the meeting may request such shareholder to leave the meeting room temporarily while the voting of that particular agenda is in process.

3. The election of directors shall be made in accordance with Article 16 of Articles of Association of the Company.

5) Articles of Association of the Company concerning shareholders' meeting

Article 16 The election of the Company's directors shall be made by a general meeting of shareholders in accordance with the following rules and methods:

(1) One share (1) is equal to one vote (1).

(2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.

(3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

Article 17 At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office.

The retired director is eligible for re-election.

The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first.

Article 18 Aside from retirement due by rotation, the directors shall retire due to:

- (1) Passing Away
- (2) Resignation
- (3) Qualifications fall short of the criteria or incompatibility as specified by the Public Company Limited law as well as the security and exchange law
- (4) Resolution by the Annual General Meeting of Shareholders as mentioned in Article 20
- (5) Order by the Court to resign

Article 20 The shareholders meeting may adopt a resolution to remove any director from office prior to his retirement by rotation by a vote of not less than three-fourth of the number of shareholders who attend and have the right to vote in the meeting and collectively hold not less than half of the shares held by the shareholders attending and have the right to vote in such meeting.

Article 22 The Company's Directors are entitled to remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or other kinds of benefit as considered and approved by the shareholders meeting with the votes of not less than two-thirds ($2/3$) of the total shareholders attending the meeting. Such remuneration may be fixed in an exact amount or by a specific principle and may be fixed from time to time or perpetually until the shareholders meeting will resolve to change in otherwise. In addition, the Company's Directors is entitled to allowance and welfare pursuant to the Company's regulations.

The provision in Paragraph one shall not affect the rights of the directors appointed from the Company's employees or staff who is entitled to the remuneration and benefits as the Company's employees or staff.

Article 31 The Board of Directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company. All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it thinks fit.

The shareholders holding altogether not less than one-fifth ($1/5$) of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth ($1/10$) of all issued shares make a request in writing to the Board of Directors to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The Board of Directors shall summon a shareholders' meeting within one month (1) from the date the shareholders' request is received.

Article 32 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board of Director's opinions on such matters. Such notice shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The venue to be used for the meeting can be located in the province where the head office of the company or any other place as the Board of Directors stipulates.

Article 33 At a shareholders meeting, there must be not less than 25 shareholders and/or the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third (1/3) of the total issued shares attending the meeting to constitute a quorum.

In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.

Article 34 The Chairman shall be appointed as the Chairman of Shareholders' Meeting. In the cases where the Chairman is not in attendance or cannot perform his duty as the Chairman of the Shareholders' Meeting, the Vice Chairman shall be appointed as the Chairman. In case of no Vice Chairman or that the Vice Chairman is unable to occupy the Chair immediately or perform his duty as Chairman, the Meeting shall appoint one of present shareholders to be the Chairman of the Shareholders' Meeting.

Article 35 For voting at the Annual General Meeting of Shareholders, one share is equal to one vote. Any shareholders has special interest in any matter, such shareholders does not have right to vote in such matter, other than voting for election of directors and the resolution of the meeting of shareholders shall be supported by the following votes:

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and cast their vote.
In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) In the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
 - (a) The sale or transfer of whole or essential parts of business of the Company to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
 - (c) Entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
 - (d) Amendment of the Memorandum of Association or Articles of Association of the Company.
 - (e) Increase or decrease of the capital of the Company.
 - (f) The liquidation of the Company.
 - (g) The issuance of debentures.
 - (h) Merging of business of the company with other companies.

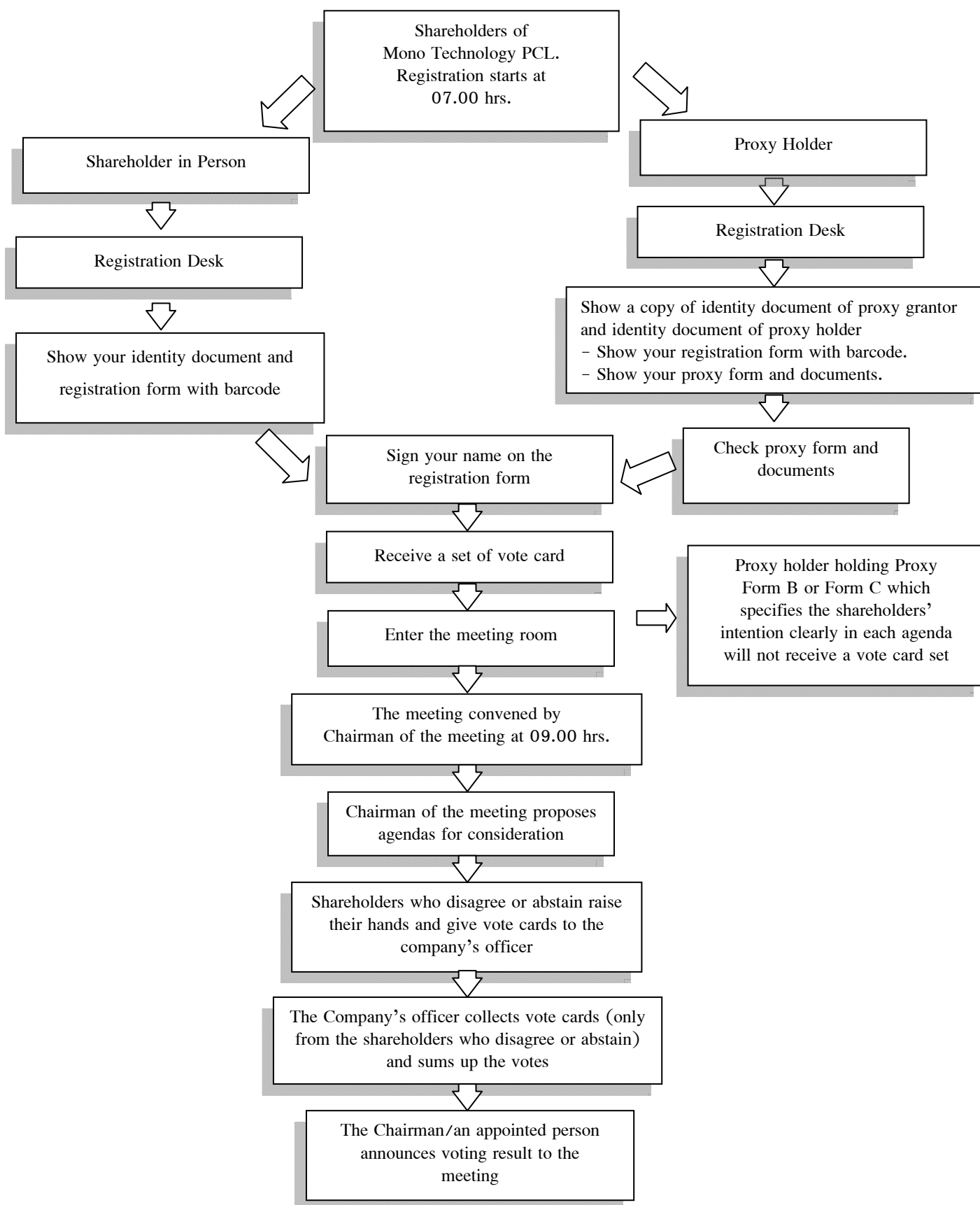
Article 36 The business to be transacted at the annual ordinary meeting are as follows:

- (1) To consider the report proposed to the meeting by the Board of Directors on the Company's business operation during the past year.
- (2) To consider and approve the statement of financial position and Statement of Comprehensive Income of the Company.
- (3) To consider appropriation of profit and dividend payment.
- (4) Election of directors in place of those retiring by rotation.
- (5) To fix the directors' remuneration
- (6) Appointment of an auditor and fix the audit fee and
- (7) Other businesses.

Process of attending the 2015 Annual General Meeting of Shareholders

Mono Technology Public Company Limited

April 23, 2015



** Please return the vote cards for all agendas to the Company officers after the meeting adjourned **

MONO | **MAP OF MONO GROUP** 200 Moo 4 Chaengwattana Rd., Pakkred Nonthaburi Thailand 11120 Tel: +66 2502 0700
AT JASMINE INTERNATIONAL TOWER Bus Mo.: 51 52 150 166 356 Merc (Jatujak/ Meانبuare/ Ram1/ Rangsit/ Victory Monument) - Pakkred

