



Invitation to 2016 Annual General Meeting of Shareholders

Mono Technology Public Company Limited

Wednesday, April 27, 2016 at 14.00 hrs.

The registration will begin at 12.00 hrs.

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

*Please bring registration form with barcode
to show at the meeting.*

March 25, 2016

Re: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders of Mono Technology Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2015 Annual General Meeting of Shareholders, held on April 23, 2015
 2. A CD-ROM of the 2015 annual report, including the Company's financial statements and auditor's report ended December 31, 2015
 3. Company's financial statements and summary of management discussion and analysis from the 2015 annual report
 4. Profile of auditors
 5. Preliminary details of the directors retiring by rotation and proposed for re-election
 6. Capital increase report form (F53-4)
 7. Information memorandum on the allotment of newly issued ordinary shares via private placement
 8. Information memorandum on the acquisition of assets
 9. Profile of independent directors proposed to act as proxies for shareholders
 10. Regulations and Articles of Association of the Company, concerning shareholders' meeting
 11. Process of attending the 2016 Annual General Meeting of Shareholders
 12. Announcement "Discontinuation of Souvenirs Distribution for the Shareholders' Annual General Meeting Year 2016"
 13. A map of Jasmine International Tower
 14. Registration form for Shareholders' Meeting containing individual shareholders' barcode (Please present this form at the registration desk)
 15. A proxy form (Form B)

The Board of Directors' meeting No. 2/2016 of Mono Technology Public Company Limited ("the Company") held on March 4, 2016 has resolved to call for the 2016 Annual General Meeting of Shareholders ("AGM") on Wednesday, April 27, 2016 at 14.00 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 2015 Annual General Meeting of Shareholders, held on April 23, 2015

Fact and reason

The 2015 AGM was held on Thursday, April 23, 2015. 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 2015 AGM 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 2015 AGM.

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 2015

Fact and reason

The Company's operation result of the year 2015 is shown in the 2015 annual report (Enclosure 2 and Enclosure 3) 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 2015.

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, 2015

Fact and reason

The Company's financial statements and auditor's report for the year ended December 31, 2015 as shown in the 2015 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, 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 4 To consider approving the allocation of net profit as legal reserve and the dividend for the year 2015

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 the omission of dividend payment from the 2015 operational results as spare cash for continuous investment according to the Company's business plan as follows.

1. The Company's net profit as of 2015 was accounted for 139,643,862.78 Baht. The Board of Directors has considered allocating the net profit as legal reserve amounting to 5 percent of yearly net profit which is accounted for 6,982,193.14 Baht. Nevertheless, in order that such reserve fund reaches the amount of not less than ten percent (10) of the registered capital, the Company has allocated the net profit as legal reserve which is accounted for 7,688,182.48 Baht. As a result, legal reserve of the Company currently amounted to 49,279,999.75 Baht which is ten percent (10) of the registered capital.
2. The Board of Directors has considered the omission of dividend payment as of 2015 although the Company policy specifies that dividend payment shall not be less than 50 percent. This is due to the fact that the Company has to reserve cash for continuous investment according to its business plan and for funding working capital.

Comparison of dividend payment as of 2015 and 2014 is as follows:

List	Fiscal period ended date (separate financial statements)			
	December 31, 2015 (no offer)		December 31, 2014	
1. Net profit (Baht)	139,643,862.78 Baht		551,836,345.30 Baht	
2. Accrued profit (Baht)	405,436,778.87 Baht		335,083,121.68 Baht	
3. Earnings per share (Baht)	0.045 Baht		0.179 Baht	
4. Amount of share and dividend payment per share	Amount of shares	Dividend (Baht/Share)	Amount of shares	Dividend (Baht/Share)
4.1 Interim dividend No.1				
Cash dividend	-	-	1,400,000,000	0.02
Value stock dividend	-	-	1,400,000,000	0.12
4.2 Annual dividend	-	-	3,080,121,158	0.02
5. Total dividend per share (Baht)	-		0.16 Baht per share	
6. Total dividend payment (Baht)	-		257,602,423.16 Baht	
7. Dividend payout ratio	-		46.68 percent	

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 2016

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 Limited be the auditor of the Company for the year 2016:

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 2014 and 2015, totally three years, 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. Krongkaew Limkittikul Certified Public Accountant (Thailand) No. 5874
(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 people. 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 2016 as the following details.

Details	2016 (Proposed Year)	2015
1. Audit Fee	1,200,000	1,160,000
2. Non-audit Fee	-	-
Total	1,200,000	1,160,000

The audit fee is increased by 40,000 Baht or 3.45 percent due to the amount of reviewing and auditing work has been accrued. During the past year, the Company has never taken non-audit fee from EY Office Limited and from other individual or audit office relevant to the auditors and EY Office Limited. For the benefit of shareholders, the Company herewith submits the profiles of those three auditors (Enclosure 4) 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 2016.

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 in 2016

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. 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 director who has been in the office for the longest term shall firstly be retired.”

Currently there are 9 director positions. Thus, three directors retiring by rotation shall be considered based on the longest terms of office in directorship. The following 3 directors who have to retire from office are:

1. Mr. Pete Bodharamik
2. Mr. Preecha Leelasithorn
3. Mr. Kriengsak Thiennukul

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 5)

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 2016

Fact and reason

In 2015, 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 2016 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2015. Details are as follows:

<i>Position</i>	Remuneration per Month (Baht)	
	2016 (Proposed year)	2015
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. 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 2016 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 approving the Company's capital reduction from 492,799,997.50 Baht to 466,999,997.50 Baht.

Fact and reason

The Board of Directors has resolved the approval of the capital reduction in amount of 25,800,000 Baht, from 492,799,997.50 Baht to 466,999,997.50 Baht, by cancelling 258,000,000 authorized but unissued shares at the par value of 0.10 Baht per share as a result of ordinary shares remaining under a general mandate with the approval of 2015 Annual General Meeting of Shareholders and ending in 2016 AGM.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the Company's capital reduction from 492,799,997.50 Baht to 466,999,997.50 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 attending and have voting rights.

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

Fact and reason

The Board of Directors has approved the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the reduction in registered capital.

“Clause 4. Registered Capital 466,999,997.50 Baht (Four Hundred and Sixty-Six Million, Nine Hundred And Ninety-Nine Thousand, Nine Hundred and Ninety-Seven Baht Fifty Satang)
divided into 4,669,999,975 Shares (Four Billion, Six Hundred and Sixty-Nine Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five shares)
Par value 0.10 Baht (Ten Satang)

Classified as:

Ordinary Shares 4,669,999,975 Shares (Four Billion, Six Hundred and Sixty-Nine Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five Shares)
Preferred Stock - 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 shareholders’ meeting to approve the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the reduction 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 attending and have voting rights.

Agenda 10 To consider approving the increase in registered capital from 466,999,997.50 Baht to 498,499,997.50 Baht.

Fact and reason

The Board of Directors has resolved the approval of the increase in registered capital in amount of 31,500,000 Baht, divided into 315,000,000 ordinary shares at the par value of 0.10 Baht per share from previously 466,999,997.50 Baht to 498,499,997.50 Baht, divided into 4,984,999,975 ordinary shares at the par value of 0.10 Baht per share, in order to increase the Company’s registered capital by specifying the objective of capital spending and by general mandate.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the increase in registered capital from 466,999,997.50 Baht to 498,499,997.50 Baht as detailed in the Capital Increase Report Form (F53-4) shown in Enclosure 6. and Enclosure 7. Information memorandum on the allotment of newly issued ordinary shares via private placement

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 attending and have voting rights.

Agenda 11 To consider approving 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 has resolved the approval of the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital as follows:

“Clause 4. Registered Capital 498,499,997.50 Baht (Four Hundred and Ninety-Eight Million, Four Hundred and Ninety-Nine Thousand, and Nine Hundred and Ninety-Seven Baht Fifty Satang)
divided into 4,984,999,975 Shares (Four Billion, Nine Hundred and Eighty-Four Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy-Five Shares)
Par value 0.10 Baht (Ten Satang)
Classified as:
Ordinary Shares 4,984,999,975 Shares (Four Billion, Nine Hundred and Eighty-Four Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy-Five Shares)
Preferred Stock - 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 shareholders' meeting 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 attending and have voting rights.

Agenda 12 To consider approving the allotment of 50,000,000 shares at the par value of 0.10 Baht via private placement. The offering price is not lower than 90 percent of the average market price (the weighted average price of share from February 19, 2016 – March 3, 2016). The allotment of 50,000,000 shares is to complete the payment for the transaction of assets (the copyrights of 30 films and 29 screenplays) accounted for 103,000,000 Baht from Mr. Visute Poolvorlak.

Fact and reason

The Board of Directors has resolved the approval of the purchase of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak at the value of 103,000,000 Baht (One Hundred Three Million Baht). The payment for the acquisition of the copyrights of 30 films and 29 screenplays will be completed by the issuance of new ordinary shares as the reciprocation to Mr. Visute Poolvorlak. The newly issued ordinary shares will be amounted to 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visutr Poolvorlak, the owner of the copyrights of 30 films and 29 screenplays, is regarded as the issuance and the offering of shares under private placement. The Company will purchase the copyrights of films and screenplays when the Meeting of Shareholders approved the increase of capital to pay for the reciprocation of the copyrights of films and screenplays.

The transaction mentioned above is considered to be the acquisition of assets in class three according to the Notification of the Capital Market Supervisory Board, No. TorChor. 20/2551, Regulations on the transactions that are significant to the Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand about the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets, 2547 including any amendments with the highest transaction of 1.92 percent according to the total value of the reciprocation. Therefore, the Company is required to disclose the transactions of the Company to the Stock Exchange of Thailand (SET) promptly with the information memorandum according to the Securities and Exchange Commission regulations.

The acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak is not considered as the transaction between the Company and the Company's related person. Therefore, it is not regarded as the transaction related to the Notification of the Capital Market Supervisory Board, No. TorChor. 21/2551, the relation transactions regulations dated August 31, 2008 and the Notification of the Stock Exchange of Thailand about the Disclosure of Information and Other Acts of the Related Companies, 2546 dated November 19, 2003.

The Company will sign an agreement on the purchase of the copyrights of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak to acquire the copyrights of films and screenplays and will sign other contracts and related documents.

The authorized director and/or a person who is assigned by such authorized director, is authorized to negotiate and deliberate the details, conditions and any process that may benefit the agreement on the purchase of the copyrights of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak. The authorized director and/or a person who is assigned by such authorized director is also the authorized person to sign the contract and/or the Memorandum of Understanding (MOU)

and other documents concerning the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak, including contacting government sectors or related organizations such as Securities and Exchange Commission (SEC) and The Stock Market of Thailand (SET) as well as supervising the related issues mentioned above to complete the transaction for the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak.

Details are shown in Enclosure 6. Capital increase report form (F53-4), Enclosure 7. Information memorandum on the allotment of newly issued ordinary shares via private placement and Enclosure 8. Information memorandum on the acquisition of assets.

Opinion of the Board

The Board of Directors has considered this matter and deemed it appropriate to allocate 50,000,000 shares at the par value of 0.10 Baht to private placement. The offering price is not lower than 90 percent of the average market price (the weighted average price of share from February 19, 2016 – March 3, 2016). The allotment of 50,000,000 shares is to complete the payment for the purchase of assets (the copyrights of 30 films and 29 screenplays) accounted for 103,000,000 Baht from Mr. Visute Poolvorlak as detailed previously.

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 13 To consider approving the allotment of shares under general mandate for the amount of 265,000,000 shares at the par value of 0.10 Baht per share, or 8.41 percent of paid capital, for sales of securities via private placement.

Fact and reason

The Board of Directors has resolved the approval of the allotment of increase capital shares under general mandate for the amount of 265,000,000 shares at the par value of 0.10 Baht per share for sales of securities via private placement.

In this regards, the Board of Directors and/or a person who is assigned by the Board of Directors 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) shown in Enclosure 6.

Opinion of the Board

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the allotment of shares under general mandate for the amount of 265,000,000 shares as detailed previously.

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 2016 AGM on Monday, March 21, 2016 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 Tuesday, March 22, 2016.

Please be invited to attend the meeting at the date, time and place specified above and bring the registration form to the 2016 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 15 (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, 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 www.mono.co.th, Investor Relations section, Shareholder Information sub-category.

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 9)

Yours sincerely,

Mono Technology Public Company Limited



(Mr. Navamin Prasopnet)
Director



(Mr. Sang Do Lee)
Director