



## 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, 3<sup>rd</sup> 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, 3<sup>rd</sup> 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 Ouuanunkun 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	-	-
<b>Total</b>	<b>1,200,000</b>	<b>1,160,000</b>

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>	<b>Remuneration per Month (Baht)</b>	
	<b>2016 (Proposed year)</b>	<b>2015</b>
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 Poolvorak, 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 Poolvorak.

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 Poolvorak 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](http://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<br>Chairman of Remuneration and Nomination Committee |
| 3. Mr. Kriengsak | Thiennukul           | Independent Director, Member of the Audit Committee and<br>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

(Translation)

**Mono Technology Public Company Limited**  
**Minutes of 2015 Annual General Meeting of Shareholders**

**Date and place**

The meeting was held on Thursday, April 23, 2015 at 9.00 hrs. at Auditorium, 3<sup>rd</sup> 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 Executive Committee,<br>Chairman of Risk Management Committee and<br>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<br>Chairman of Nomination and Remuneration Committee  |
| 9. Mr. Kriengsak Thiennukul         | Independent Director, Member of Audit Committee and<br>Member of Nomination and Remuneration Committee  |

**Executives attending the meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Patompong Sirachairat    | Chief Operating Officer                                  |
| 2. Mr. Thawatvongse Silamanonda | Senior Vice President – International Business           |
| 3. Mr. Jiraparwat Boonyasen     | Vice President – Mobile Business                         |
| 4. Miss Benjawan Rakwong        | Vice President – Administration                          |
| 5. Mr. Teerasak Tharaworn       | Assistant Vice President – Human Resources               |
| 6. Miss Paweena Poonpattanasuk  | Assistant Vice President – Accounting and Finance        |
| 7. Miss Pitirudee Sirisamphan   | Vice President – Corporate Affairs and Company Secretary |

**Relevant person attending the meeting**

- |                               |  |
|-------------------------------|--|
| 1. Mr. Vatcharin Pasarapongun | Representative from EY Office Limited  |
| 2. Mrs. Nittaya Kietserikul   | Legal Advisor, Seri Manop & Doyle Ltd. |

**Preliminary proceeding**

Miss Pitirudee Sirisamphan, the Company Secretary, introduced directors, executives, legal advisor attending the meeting and informed the meeting procedure and voting process for each agenda. For voting in 2015 AGM, the Chairman of the meeting shall ask shareholders attending 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.

Regarding voting, one share is counted as one vote. In consideration for agenda regarding election of directors, Article 16 of the Company's Articles of Association shall be applied as per the following rules and methods:

- (1) One share (1) is equal to one vote (1).
- (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as directors, but he/she cannot split his/her 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 exceeding 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.

The consideration for other matters in agenda No.14 is allowed by Section 105, Paragraph 2 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 1,026,707,053 shares out of the entire issued and subscribed shares of 3,080,121,158 shares.

During October 1, 2014 to December 31, 2014, the Company invited shareholders to send the question in advance for the 2015 Annual General Meeting of Shareholders. The announcement was posted on <http://www.mono.co.th>, under the “Investor Relations” page. On January 29, 2015, the Company informed SET and shareholders that none of the shareholders sent any question to the Company.

After that, Mr. Pete Bodharamik, the Chairman of the meeting, announced that 331 shareholders and proxy holders holding 2,483,332,412 shares or equivalent to 80.6245 percent out of the entire issued and subscribed shares, with the right to vote of 3,080,121,158 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 Miss Anaworn Thooptong and Miss Jinutta Chanapim 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 Extraordinary General Meeting of Shareholders No. 1/2014, held on September 12, 2014**

The Chairman informed that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014, held on September 12, 2014 had been set as an enclosure of the 2015 AGM notice 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 Extraordinary General Meeting of Shareholders No. 1/2014, held on September 12, 2014. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes ( 1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,487,208,475	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 347 Shareholders	2,487,208,475	-

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

The Chairman informed the meeting that the Company's operation result of the year 2014 was shown in the 2014 annual report (Enclosure 2) which was sent to all shareholders together with the 2015 AGM notice. The Board of Directors had considered such report and was of the opinion that it was correct and adequate to propose to the shareholders' meeting for acknowledgement. The Chairman assigned Mr. Komsak Wattanasriroj, Chief Financial Officer to report the Company's 2014 operation result to all shareholders, with details summarized as follows:

Regarding the financial status, the total assets of Mono Technology PCL. and subsidiaries amounted to 5,705 million Baht in 2014. The current assets amounted to 1,659 million Baht. The property and equipments including intangible assets amounted to 1,726 million Baht. Other non-current assets amounted to 2,320 million Baht. In comparison with 2013, the total assets increased by 2,319 million Baht or 68 percent and the property and equipments including intangible assets increased in amount of 1,183 million Baht. Moreover, the cost of digital TV spectrum license amounted to 2,109 million Baht was amortized using the straight line amortization method up to the contractual term of 15 years.

In 2014, Mono Group had total liabilities of 2,742 million Baht, divided into current liabilities of 733 million Baht and non-current liabilities of 2,009 million Baht. In comparison with 2013, the Group's total liabilities increased by 2,449 million Baht or 836 percent due to the recognition of costs of digital TV spectrum license in a lump sum or 6-year amortization according to contractual conditions. Also the Company had the cost of spectrum license payable amounting to 1,873 million Baht and long-term loan from local commercial bank amounting to 403 million Baht for first tranche of spectrum license payment.



Mono Group had shareholders' equity of 2,963 million Baht in 2014, decreasing by 130 million Baht or 4 percent from the shareholders' equity of 3,093 million Baht of 2013 due to the comprehensive income amounting to 43 million Baht and dividend payment in cash amounting to 173 million Baht.

Details of 2014 operation result:

Total revenues of Mono Group amounted to 1,603 million Baht in 2014, increasing by 105 million Baht or 7 percent from the previous year due to the increase in revenue from media and content business, especially advertising revenue from digital TV business that started its operation in 2014.

In 2014, operating loss before finance cost and income tax amounted to 10 million Baht, declining by 553 million Baht or 102 percent. The net profit for 2014 amounted to 39 million Baht, decreasing by 462 million Baht or 92 percent due to the recognition of costs of digital TV business such as license fee, network service fee, content acquisition cost, utility expenses, including related public relations.

The important movements in 2014 included:

**April 2014 :** The 2014 Annual General Meeting of Shareholders ratified the auction for and acquisition of the national commercial digital television license for broadcasting in standard definition (SD) variety channel from the National Broadcasting and Telecommunications Commission (NBTC). This transaction had total value of 3,186.56 million Baht; which comprised spectrum license amounting to 2,250 million Baht, network service fee amounting to 816.50 million Baht and assets amounting to 120 million Baht.

**April 2014 : MONO29** channel started trial broadcast under the concept of "Free TV with the most number of great movies and popular TV series" and provided a variety of premium contents, namely Thai and international movies, sitcom and series

**July 2014:** Mono Technology PCL. was awarded the Best mai - Listed Company in 2014 in "MONEY & BANKING AWARDS 2014 Ceremony", held by Money & Banking Magazine. This honourable award is presented to the company that has achieved the best outstanding performance among mai listed companies in that particular year.

**September 2014:** The Extraordinary General Meeting of Shareholders No. 1/2014 resolved to increase the registered capital of the Company from 140 million Baht to 462 million Baht by newly issuing ordinary shares of not exceeding 3,220 million shares at the par value of 0.10 Baht per share in order to support the stock dividend payment and the first exercising of right as per MONO-W1.

**September 2014 :** The Company registered with the Ministry of Commerce the increase in its registered capital to 462 million Baht (4,620,000,000 ordinary shares of 0.1 Baht each), and paid-up share capital to 308 million Baht (3,079,999,975 ordinary shares of 0.1 Baht each).

**September 2014 :** Mono Technology PCL. received the 2014 “Investors’ Choice Award” presented by Thai Investors Association in the “2014 Investors’ Choice Award”. Mono was praised that it received 100 full scores for AGM assessment in the first year of being listed in mai.

**October 2014 :** The Company issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of Mono Technology Public Company Limited No.1 (MONO-W1) for the total amount of 1,500,002,627 units to the Company’s shareholders on a pro rata basis or Right Offering at no cost. The allocation ratio was 14 existing ordinary shares for 15 units of Warrants, which had an exercise period of 5 years from the date of issuance, and were exercisable every 3 months. One unit of Warrant was entitled to purchase 1 ordinary share at a rate of 2.50 Baht per share. The first tranche of Warrants MONO-W1 was due of exercise on the last business day of December 2014.

**December 2014 :** The 121,183 warrants were exercised to purchase 121,183 new ordinary shares, which the Company registered as share capital with the Ministry of Commerce on January 8, 2015. As a result, the Company presented the cash received from the exercise of these warrants, amounting to Baht 0.3 million, under the caption of “share subscription received in advance” in the shareholders’ equity as at 31 December 2014. Therefore, 1,499,881,444 warrants remained unexercised.

**December 2014:** Mono Group established two new fully-owned subsidiaries that were Mono Radio Company Limited and Mono Radio Broadcast Company Limited in order to operate the radio station and broadcasting business.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Mr. Hungchai Akkawassakul, minor shareholder from Thai Shareholder Club, made inquiries whether there be any MONO-W1 holders exercised their warrants and the number of Warrants MONO-W1 that were exercised in March.

Mrs. Nittaya Kietserikul, Legal Advisor, answered the shareholder that during March 24-27, and 30, 2015, which was the exercise period, shareholders exercised the Warrants MONO-W1 in number of 814,379 units.

When no more recommendations and questions related to this agenda were made, the Chairman informed the meeting that the Agenda 2 was for acknowledgement. Thus, no voting was required.

The meeting acknowledged the Company’s operation result for 2014 as reported.

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

The Chairman proposed the meeting to consider the Company's financial statements and auditor's report for the year ended December 31, 2014 that was audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors as shown in the financial statements and the auditor's report for the year ended December 31, 2014 (Enclosure 2 of the 2015 AGM notice)

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Mr. Hungchai Akkawassakul, a minor shareholder from Thai Shareholder Club, referred to page 126 of the 2014 Annual Report (Thai Version) that the Company's circulating assets equaled to 1,659.26 million Baht, considerably decreased from 2,741.17 million Baht of 2013 and asked the Board of Directors to explain the reason.

Mr. Komsak Wattanasriroj, Chief Financial Officer, replied that the circulating assets decreased while the fixed assets had increased from 645.05 million Baht of 2013 up to 4,045.59 million Baht. Particularly the intangible assets, which mostly were contents acquired during the year, had increased from 322.60 million Baht of 2013 up to 1,222.23 million Baht.

Mr. Pete Bodharamik, Chairman, added that the intangible assets could be divided into 2 parts; which were the acquired contents for Digital TV Business that was established in 2014 and the costs of digital TV license amounting to 2,250 million Baht. Therefore, the Company's total assets had grown from 3,386.22 million Baht to 5,704.85 million Baht.

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 approve the Company's financial statements and the auditor's report ended December 31, 2014. The resolution was passed by the unanimous vote of the shareholders, attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,488,699,320	100.0000
2. Disagree	0	0.0000
3. Abstain	6,568,700	–
4. Invalid Ballots	0	–
Total 371 Shareholders	2,495,268,020	–

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

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 payment of dividend for the year 2014 as detailed below:

1. In 2014, the Company recorded the annual net profit of 551,836,345.30 Baht (Five Hundred and Fifty-One Million, Eight Hundred and Thirty-Six Thousand, Three Hundred and Forty-Five Baht and Thirty Satang). The Company has appropriated an amount of not less than five percent (5) of net profit or 27,591,817.27 Baht (Twenty-Seven Million, Five Hundred and Ninety-one Thousand, Eight Hundred and Seventeen Baht and Twenty-Seven Satang) for legal reserve. Currently, the Company’s legal reserve totals 41,591,817.27 Baht (Forty-One Million, Five Hundred and Ninety-one Thousand, Eight Hundred and Seventeen Baht and Twenty-Seven Satang).

2. To approve the an additional 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 (Three Thousand and Eighty Million, One Hundred and Twenty-One Thousand, One Hundred and Fifty-Eight Shares); paying in cash at the rate of 0.02 Baht (Two Satang) per share, amounting to 61,602,423.16 Baht (Sixty-One Million, Six Hundred and Two Thousand, Four Hundred and Twenty-Three Baht and Sixteen Satang) 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 (Two Hundred and Fifty-Seven Million, Six Hundred and Two Thousand, Four Hundred and Twenty-Three Baht and Sixteen Satang) with the dividend payout ratio of 46.68 percent, 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 (Twelve Satang) and in cash at the ratio of 0.02 Baht (Two Satang). The dividend payments as abovementioned at the ratio of 0.14 Baht (Fourteen Satang) was equivalent to 196,000,000 Baht (One Hundred and Ninety-Six Million Baht). The interim dividend payment was already paid to the existing shareholders on September 24, 2014.

Thus, in case of approval, the final dividend payment shall be paid at the ratio of 0.02 Baht per share and must be approved by the 2015 Annual General Meeting of Shareholders.

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

	<b>Amount per share</b>	<b>Total</b>
1. The 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 dividend is paid from dividends income for operating results of subsidiaries under BOI privileges (without tax credit).	0.01 Baht	30.80 million Baht
<b>Total</b>	<b>0.02 Baht</b>	<b>61.60 million Baht</b>

The Company had fixed the record date to determine the names of the shareholders entitled to receive dividend on Thursday, March 12, 2015. The Company had 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 and dividend payment date was fixed on Friday, May 20, 2015. Such right offering was tentative as it must be approved by the shareholders' meeting that day.

Detailed comparison between the 2014 and 2013 dividend payment was presented in page 3 of the 2015 notice that was sent to all shareholders.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Mr. Hungchai Akkawassakul, a minor shareholder from Thai Investors Club which was already established as Thai Investors Association (TIA), informed the meeting that TIA had unanimous resolution to agitate for the fixing of Ex-Dividend (XD), Ex-Rights (XR), Ex-Warrant (XW) Dates by a resolution of the meeting of shareholders instead. The Board of Directors' resolution approving thereof affected the rights of MONO-W1 holders, who exercised their warrants during March 24-27, and 30, 2015, to be ineligible for dividends due to their unawareness of accurate information. Thus, minor shareholders' right should be protected in the shareholders' meeting and all important dates relevant to rights of shareholders should be fixed by a shareholders' meeting and adopted as a resolution. The additional burden caused to the Company was only some expenditure for extra closing of share registration book.

Furthermore, Mr. Hungchai expressed his compliment concerning the dividend payment which reflected the Company's good vision to enlarge its capital base. Also the dividend payment table was presented with clear details in the 2015 AGM notice. In addition, he also made a request to the independent directors and the Audit Committee, who functioned as representatives of all shareholders, to protect the rights of shareholders in the Board of Directors' meeting. Another suggestion was made concerning the dividends that next year should be paid in cash rather than in stock.

Mr. Pete Bodharamik, Chairman, stated that the Company would take those suggestions into consideration and hereby affirmed that the Company's XD announcement was conducted in compliance with the procedures as prescribed by the laws and the rules of SET. Concerning the dividend payment, the Company promised that though this final dividend was not in considerable amount due to the fact that the Company was executing the expansion on digital TV, the best effort shall be put to maximize the return 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 allocation of net profit as legal reserve and the dividend payment for the year 2014 as reported in details above by the Company Secretary. The resolution was passed by the majority vote of the shareholders, attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,491,922,081	100.0000
2. Disagree	1,165	0.0000
3. Abstain	6,568,700	-
4. Invalid Ballots	0	-
Total 400 Shareholders	2,498,491,946	-

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

The Company Secretary informed the meeting that according to 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, or |
| 2. Ms. Siraporn | Ouaanunkun   | Certified Public Accountant (Thailand) | No.3844, or |
| 3. Ms. Waraporn | Punnopakorn  | Certified Public Accountant (Thailand) | No.4579.    |

Mr. Supachai Panyawattano was 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, while Ms. Siraporn Ouuanunkun and Ms. Waraporn Punnopakorn have 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 in amount of 1,160,000 Baht. The audit fee is increased by 100,000 Baht or 9.43 percent since the amount of reviewing and auditing works has been increased. 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 as Enclosure 3 of the 2015 AGM notice.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Mr. Hungchai Akkawassakul, a minor shareholder from Thai Investors Club, suggested the Audit Committee to monitor and negotiate with the auditor company concerning the audit fee which should not be higher each year. For the past year, the higher audit fee was acceptable due to the investment on digital TV business that produced more audit tasks.

Mr. Pete Bodharamik, Chairman, stated that the Company would take this suggestion into consideration.

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 appointment of the auditors from EY Office Co., Ltd. whose names appear above as the auditor of the Company for the year 2015 and fixed the annual audit fee for the year 2015 at the amount of not exceeding 1,160,000 Baht. The resolution was passed by the majority vote of the shareholders, attending the meeting and voting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,490,605,472	99.9442
2. Disagree	1,391,000	0.0558
3. Abstain	6,618,700	–
4. Invalid Ballots	0	–
Total 418 Shareholders	2,498,615,172	–

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

The Company Secretary informed the meeting that according to 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

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 profile and preliminary details of the directors who retired by rotation and were proposed for the re-election were shown in Enclosure 4 of the 2015 AGM notice.

To elect the directors to replace those who retired by rotation, the shareholders may exercise their votes to elect an individual director. The election should be made in accordance with the Company’s Article 16 of Articles of Association.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders’ meeting to vote for electing one director at a time.



**Resolution of the meeting:**

The shareholders' meeting approved electing the 3 directors to resume their positions for another term. The resolution was passed by the majority vote of the shareholders, attending the meeting and voting. The meeting resolution was as follows:

## 1. Mr. Navamin Prasopnet, Director/Assistant Chairman

Total (426 shareholders) votes are equal to 2,499,290,372

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,478,788,481	99.4410	13,933,191	0.5590	6,568,700	–	0	–

## 2. Mr. Sang Do Lee, Director/Chief Executive Officer

Total (426 shareholders) votes are equal to 2,499,290,372

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,492,391,692	99.9868	329,980	0.0132	6,568,700	–	0	–

## 3. Mr. Komsak Wattanasriroj, Director/Chief Financial Officer

Total (426 shareholders) votes are equal to 2,499,290,372

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,478,788,481	99.4410	13,933,191	0.5590	6,568,700	–	0	–

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

The Company Secretary informed the meeting that 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. For the remuneration in 2015, 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 of annual remuneration for directors were as follows:

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

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.

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 fixing the directors' and other committees' remuneration for the year 2015 at the amount of not exceeding 7,000,000 Baht (Seven Million Baht). The resolution was passed by the vote of not less than two-thirds of the total votes of shareholders, attending and having the right to vote in the meeting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,492,755,872	99.7372
2. Disagree	0	0.0000
3. Abstain	6,568,700	0.2628
4. Invalid Ballots	0	0.0000
Total 429 Shareholders	2,499,324,572	100.0000

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

The Company Secretary informed that the Board of Directors' meeting approved 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.

The Shareholders' Meeting approved 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. 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:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,474,580,972	99.0100
2. Disagree	18,174,900	0.7272
3. Abstain	6,568,700	0.2628
4. Invalid Ballots	0	0.0000
Total 429 Shareholders	2,499,324,572	100.0000

The Company Secretary informed that the Board of Directors' meeting approved 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.

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)
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Classified as:

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

Details of the amendment of Clause 4. of the Company's Memorandum of Association were presented in page 7 of the 2015 AGM notice.

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.

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 be in line with the reduction of registered capital as well as assigned the authorized director and/or a person who is assigned by such authorized director with 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. 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:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,474,598,972	99.0100
2. Disagree	18,174,900	0.7272
3. Abstain	6,568,700	0.2628
4. Invalid Ballots	0	0.0000
Total 430 Shareholders	2,499,342,572	100.0000

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

The Company Secretary informed that the Board of Directors' meeting approved the capital increase under a general mandate, amounting to 30,800,000 Baht (Thirty Million, Eight Hundred Thousand Baht) at the par value of 0.10 Baht (Ten Satang) per share for sales of securities through private placement. The meeting approved the issuance and allotment of 308,000,000 shares (Three Hundred and Eight Million 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.

More details were shown in the Capital Increase Report Form or F53-4 (Enclosure 5), page 30 of the 2015 AGM notice.

The Chairman allowed the shareholders to show their opinion and raise questions concerning this agenda.

Mr. Hungchai Akkawassakul, a minor shareholder from Thai Investors Club, suggested the shareholders to consider the statement "... for private placement offering and at the offering price of not lower than 90 percent of the average market price per share.", which was the condition that Thai Investors Club disagreed because the existing shareholders would be disadvantaged. Since a number of shareholders made petitions to Thai Investors Association, this matter was submitted to SET and SEC for considering about the impact that minor shareholders had faced as a result. Besides, he proposed that the Private Placement investors should be controlled by the silent period rules. He stated his intentions to promote the good governance in SET, and to protect the shareholders' rights related to the capital increase under a general mandate and the private placement offering; and expectation to see the listed companies' strong capital base that was raised through a fair and lawful approach.

Miss Patcharin Chanmetha, a minor shareholder, ask the Chairman to clarify the details of this general mandate. She exemplified that some companies used the condition of offering price of not lower than 90 percent of the average market price per share, which caused the falling of share price. Consequently, the minor shareholders had suffered a loss.

Mr. Chawalit Visarankul, a minor shareholder, made an enquiry on the purpose of this capital increase. In case that the Company needed to enlarge capital base, he wondered what was the reason for offering to private placement investors instead of existing shareholders.

Ms. Suksan Chunsinlapawet, a minor shareholder, made an enquiry on the initial price of these shares offered to PP investors. Also suggestion was made that the silent period should be applied for these shares.

Mr. Pete Bodharamik, Chairman, clarified that the purpose of this capital increase under a general mandate mainly involved in the future business expansion and the number of offered shares was less than 10 percent. On this occasion, the Company also aimed to seek for potential strategic partner in order to facilitate the expansion of businesses which supported the Company's existing ones. The Chairman insisted that the negotiation would be based on the Company's benefits and it would become another step of our growth. According to the 2014 annual report, the Company's value had been increased in various aspects; the capital and assets had increased in consistence with an exceptional performance of digital TV business, which would be presented by the executives later. The Chairman also confirmed that the silent period would be applied to the private placement offering. Finally, the condition "... for private placement offering and at the offering price of not lower than 90 percent of

the average market price per share.” was only the minimum benefit that may be or not be used, depending on the satisfaction of negotiation.

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 capital increase under a general mandate, amounting to 30,800,000 Baht (Thirty Million, Eight Hundred Thousand Baht). The meeting approved the issuance and allotment of 308,000,000 shares (Three Hundred and Eight Million 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. Furthermore, the Shareholders’ Meeting approved to assign the Board of Directors 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. 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:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,467,482,137	98.5377
2. Disagree	30,048,145	1.2000
3. Abstain	6,568,700	0.2623
4. Invalid Ballots	0	0.0000
Total 442 Shareholders	2,504,098,982	100.0000

**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

The Company Secretary informed that the Board of Directors’ meeting approved 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.

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 in registered capital of the Company, in amount of 30,800,000 Baht, divided into 308,000,000 shares at the par value of 0.10 Baht, from 461,999,997.50 Baht to 492,799,997.50 Baht, divided into 4,927,999,975 shares at the par value of 0.10 Baht to support the Company's capital increase under a general mandate. 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:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,467,645,702	98.5443
2. Disagree	29,884,580	1.1934
3. Abstain	6,568,700	0.2623
4. Invalid Ballots	0	0.0000
Total 442 Shareholders	2,504,098,982	100.0000

**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

The Company Secretary informed the meeting that Board of Directors' Meeting approved 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.

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 be in line with the increase in registered capital as well as assigned the authorized director and/or a person who is assigned by such authorized director with 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. 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:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,467,747,902	98.5483
2. Disagree	29,782,300	1.1893
3. Abstain	6,568,700	0.2623
4. Invalid Ballots	80	0.0000
Total 442 Shareholders	2,504,098,982	100.0000

**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

The Company Secretary informed the meeting that Board of Directors' Meeting approved the allocation of the newly ordinary shares 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 or F53-4 (Enclosure 5), page 30 of the 2015 AGM notice.

When no more recommendations and questions related to this agenda were made, the Chairman proposed the shareholders' meeting to assign the authorized director and/or a person who is assigned by such authorized director with 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.



**Resolution of the meeting:**

The Shareholders' Meeting approved the allocation of the newly ordinary shares 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 as well as assigned the authorized director and/or a person who is assigned by such authorized director with 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. This agenda was passed by the majority vote of the shareholders, attending and voting in the meeting. The meeting resolution was as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of total shares of the shareholders attending the meeting and voting</b>
1. Agree	2,467,544,737	98.7993
2. Disagree	29,987,745	1.2007
3. Abstain	6,568,700	–
4. Invalid Ballots	0	–
Total 443 Shareholders	2,504,101,182	–

**Agenda 14 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. Nevertheless, shareholders expressed their opinions and made additional inquiries, as follows:

Mr. Hungchai Akkawassakul, Minor Shareholder from Thai Investors Club, made an enquiry concerning the adjournment of digital TV license fee payment and the advantage the Company gained from this postponement.

Mr. Chawalit Visarankul, Minor Shareholder, would like to know how the amortization expense on the digital TV license fee of 2,250 million Baht was calculated as well as the network service fee to be paid per year.

Mr. Sang Do Lee, Chief Executive Officer, clarified that the 15-year straight-line amortization method was applied to the payment of the digital TV license fee. The terms of payment was totally due within 6 years. The most recent installment payment at approximately 301 million Baht was scheduled in May 2015. However, the National Broadcasting and Telecommunications Commission (NBTC) had just announced the postponement of digital TV license fee payment. The Company had to wait for the result of public hearing, to be held soon, whether or not there be a decrease of fee or adjournment of payment. Concerning the network service fee, the contract stated that when the network coverage was fully established, the Company would have to pay approximately 5 million Baht per month, or equivalent to 60 million Baht per year.

Mr. Pete Bodharamik, Chairman, added that the Company already prepared the finance for license fee payment. Moreover, the ratings of MONO29 channel reflected satisfactory performance as well as the revenue from TV advertising seemed remarkably growing.

Mr. Panachai Korsawatworakun, a proxy holder from Thai Investors Association, made two inquiries, as follows:

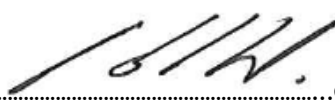
1. Concerning content acquisition for digital TV business, Mr. Panachai would like to know whether the Company directly dealt with a film studio or used an agency, as well as the degree of bargaining power.
2. The progress of implementation of anti-corruption program

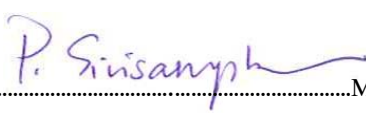
Mr. Pete Bodharamik, Chairman, clarified that the Company acquired all licenses of contents directly from the big film studios such as Sony Pictures Entertainment, Paramount Pictures, Universal Studios. Agencies had involved in some cases. The Chairman pointed out the Company's strong points in terms of content library. Not only the popular contents that tended to drive the channel's rating had been selected but the acquisition would be considered on the overall basis. The terms for those contents would averagely last for 7-10 years. Currently, the Company had acquired the most number of contents from overseas.

Mr. Soraj Asavaprapha, Vice Chairman, answered this question as Chairman of Risk Management Committee that the Board of Directors had considered this matter and declared its intention to participate in Thailand's Private Sector Collective Action Coalition Against Corruption, of which details related to the participation and action were stated in page 106 of the 2014 Annual Report.

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

The meeting adjourned at 10.58 hrs.

Signed .....Chairman of the Meeting  
(Mr. Pete Bodharamik)

Signed .....Minutes Taker  
(Miss Pitirudee Sirisamphan)

Enclosure 3.

Company's financial statements and summary of  
management discussion and analysis from the  
2015 annual report

**Independent Auditor's Report**

To the Shareholders of Mono Technology Public Company Limited

I have audited the accompanying consolidated financial statements of Mono Technology Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of Mono Technology Public Company Limited for the same period.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

**Opinion**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mono Technology Public Company Limited and its subsidiaries and of Mono Technology Public Company Limited as at 31 December 2015, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

**Emphasis of matter**

I draw attention to Note 4 to the financial statements regarding the change in recognition of the cost of spectrum license. The Company has restated the consolidated financial statements for the year ended 31 December 2014, presented herein as comparative information, to reflect the adjustments resulting from such change. My opinion is not qualified in respect of this matter.



Supachai Phanyawattano

Certified Public Accountant (Thailand) No. 3930

EY Office Limited

Bangkok: 19 February 2016

**Mono Technology Public Company Limited and its subsidiaries**

**Statement of financial position**

**As at 31 December 2015**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
			(Restated)		
Assets					
Current assets					
Cash and cash equivalents	8	194,287,822	598,067,921	26,447,473	447,025,252
Current investments - deposits with financial institutions		223,400	400,000,000	-	400,000,000
Trade and other receivables	9	554,263,316	577,613,242	714,733,620	585,355,837
Short-term loans to subsidiaries	7	-	-	2,385,741,067	1,496,740,909
Inventories	10	9,911,241	7,738,256	-	-
Prepaid expenses		36,588,094	54,319,282	17,808,207	15,646,467
Input tax pending payment		41,400,853	21,450,139	11,662,210	4,744,192
Total current assets		836,674,726	1,659,188,840	3,156,392,577	2,949,512,657
Non-current assets					
Restricted bank deposits		450,559	208,765	109,347	97,851
Investments in subsidiaries	11	-	-	566,713,061	575,996,072
Property, plant and equipment	12	716,686,350	503,823,253	69,186,879	73,186,598
Intangible assets	13	1,723,404,170	1,222,229,790	24,425,723	22,327,634
Cost of spectrum license	14	1,714,351,846	1,843,131,106	-	-
Deferred tax assets	25	210,783,276	142,404,514	2,284,130	1,361,041
Other non-current assets		75,385,427	29,119,886	30,752,158	6,694,143
Total non-current assets		4,441,061,628	3,740,917,314	693,471,298	679,663,339
Total assets		5,277,736,354	5,400,106,154	3,849,863,875	3,629,175,996

The accompanying notes are an integral part of the financial statements.

**Mono Technology Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

**As at 31 December 2015**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
			(Restated)		
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	15	135,000,000	-	15,000,000	-
Trade and other payables	16	493,134,674	367,101,751	288,946,016	201,548,462
Current portion of long-term liabilities					
Cost of spectrum license payable		339,122,509	211,031,458	-	-
Liabilities under finance lease agreements	18	10,600,433	13,067,344	3,151,979	770,498
Income tax payable	19	-	17,397,375	-	17,397,375
Undue output tax		38,164,749	28,490,456	12,448,632	14,688,033
Other current liabilities		3,459,290	6,522,763	-	352,103
Total current liabilities		1,019,481,655	643,611,147	319,546,627	234,756,471
Non-current liabilities					
Long-term loan from financial institutions	17	725,460,000	403,390,000	-	-
Long-term liabilities, net of current portions					
Cost of spectrum license payable	18	1,069,408,048	1,408,530,556	-	-
Liabilities under finance lease agreements	19	8,739,607	5,698,051	4,387,139	68,962
Provision for long-term employee benefits	20	23,105,946	21,504,374	11,928,585	10,426,825
Deferred tax liabilities	25	7,978,780	6,146,995	-	-
Total non-current liabilities		1,834,692,381	1,845,269,976	16,315,724	10,495,787
Total liabilities		2,854,174,036	2,488,881,123	335,862,351	245,252,258

The accompanying notes are an integral part of the financial statements.

**Mono Technology Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

**As at 31 December 2015**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
			(Restated)		
Shareholders' equity					
Share capital	21				
Registered					
4,927,999,975 ordinary shares (2014:					
4,620,000,000 ordinary shares) of Baht 0.1 each		492,799,998	462,000,000	492,799,998	462,000,000
Issued and fully paid-up					
3,100,935,537 ordinary shares (2014:					
3,079,999,975 ordinary shares) of Baht 0.1 each		310,093,554	307,999,998	310,093,554	307,999,998
Share subscription received in advance		-	302,958	-	302,958
Premium on ordinary shares		2,749,191,191	2,698,945,842	2,749,191,191	2,698,945,842
Retained earnings					
Appropriated - statutory reserve	23	49,280,000	41,591,817	49,280,000	41,591,817
Unappropriated (deficit)		(539,645,296)	16,218,302	405,436,779	335,083,123
Other components of shareholders' equity		(145,357,131)	(153,833,886)	-	-
Total shareholders' equity		2,423,562,318	2,911,225,031	3,514,001,524	3,383,923,738
Total liabilities and shareholders' equity		5,277,736,354	5,400,106,154	3,849,863,875	3,629,175,996

The accompanying notes are an integral part of the financial statements.

Directors



**Mono Technology Public Company Limited and its subsidiaries**

**Statement of comprehensive income**

**For the year ended 31 December 2015**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
			(Restated)		
<b>Profit or loss:</b>					
<b>Revenues</b>					
Sales and service income		1,892,953,253	1,526,312,845	1,082,824,686	1,278,394,590
Dividend income from subsidiaries	11	-	-	235,991,150	331,187,580
Other income		32,182,168	77,113,889	141,827,437	139,007,472
<b>Total revenues</b>		<u>1,925,135,421</u>	<u>1,603,426,734</u>	<u>1,460,643,273</u>	<u>1,748,589,642</u>
<b>Expenses</b>					
Cost of sales and services		1,652,687,778	1,010,845,385	853,502,517	869,281,386
Selling and servicing expenses		229,650,718	181,552,514	53,211,120	50,091,432
Administrative expenses		449,909,816	406,081,282	262,704,730	220,806,099
Loss on impairment of investment in subsidiaries		-	-	21,794,689	-
Doubtful account		-	531,289	118,262,086	114,670
<b>Total expenses</b>		<u>2,332,248,312</u>	<u>1,599,010,470</u>	<u>1,309,475,142</u>	<u>1,140,293,587</u>
<b>Profit (loss) before finance cost and income tax</b>		(407,112,891)	4,416,264	151,168,131	608,296,055
Finance cost		<u>(133,097,062)</u>	<u>(81,294,927)</u>	<u>(888,953)</u>	<u>(149,962)</u>
<b>Profit (loss) before income tax</b>		(540,209,953)	(76,878,663)	150,279,178	608,146,093
Income tax	25	53,636,561	64,456,262	(10,635,316)	(56,309,748)
<b>Profit (loss) for the year</b>		<u>(486,573,392)</u>	<u>(12,422,401)</u>	<u>139,643,862</u>	<u>551,836,345</u>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currency		8,476,755	(1,568,596)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gains		-	6,909,438	-	5,188,715
Income tax effect		-	(1,332,222)	-	(1,037,743)
<b>Other comprehensive income for the year</b>		<u>8,476,755</u>	<u>4,008,620</u>	<u>-</u>	<u>4,150,972</u>
<b>Total comprehensive income for the year</b>		<u>(478,096,637)</u>	<u>(8,413,781)</u>	<u>139,643,862</u>	<u>555,987,317</u>
<b>Earnings per share</b>					
27					
<b>Basic earnings (loss) per share</b>					
Profit (loss) attributable to equity holders of the Company		<u>(0.158)</u>	<u>(0.004)</u>	<u>0.045</u>	<u>0.179</u>
<b>Diluted earnings (loss) per share</b>					
Profit (loss) attributable to equity holders of the Company		(0.158)	(0.004)	0.041	0.173

The accompanying notes are an integral part of the financial statements.

**Mono Technology Public Company Limited and its subsidiaries**

**Statement of cash flows**

**For the year ended 31 December 2015**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
		(Restated)		
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	(540,209,953)	(76,878,663)	150,279,178	608,146,093
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities				
Depreciation	70,440,502	55,654,792	23,675,732	21,975,019
Amortisation	455,881,267	145,351,415	2,147,540	2,653,523
Amortisation cost of spectrum license	128,779,260	88,557,792	-	-
Doubtful accounts	-	531,289	118,262,086	114,670
Reduction of inventory cost to net realisable value (reversal)	1,018,654	(1,217,302)	-	-
Loss on impairment of investments in subsidiaries	-	-	21,794,689	-
Dividend income from investments in subsidiaries	-	-	(235,991,150)	(331,187,580)
Gains on sales of equipment	(411,443)	(86,276)	-	(1,890)
Losses on sales and written-off of intangible assets	24,547,826	6,962,917	-	-
Unrealised losses (gains) on exchange	2,092,529	(3,622)	(10,198,582)	(2,011,210)
Provision for employee benefits	5,692,155	5,841,382	2,159,099	2,062,025
Interest income	(5,001,399)	(26,607,126)	(69,446,742)	(54,883,229)
Interest expenses	133,097,062	81,294,927	888,953	149,962
Profit from operating activities before changes in operating assets and liabilities	275,926,460	279,401,525	3,570,803	247,017,383
Operating assets (increase) decrease				
Trade and other receivables	31,055,886	(171,619,223)	(49,479,241)	(54,295,582)
Inventories	(3,191,639)	154,457	-	-
Prepaid expenses	19,003,062	(30,297,501)	(2,053,703)	(4,619,424)
Other non-current assets	991,593	19,908,381	156,525	9,848,536
Operating liabilities increase (decrease)				
Trade and other payables	(8,177,514)	90,496,249	84,972,977	(4,699,733)
Other current liabilities	(3,063,472)	4,524,158	(352,103)	(1,125,203)
Provision for employee benefits	(1,738,180)	-	-	-
Cash from operating activities	310,806,196	192,568,046	36,815,258	192,125,977
Cash paid for income tax	(82,070,062)	(58,999,816)	(53,170,320)	(50,725,971)
Cash received from withholding tax refund	4,505,136	11,001,208	-	11,001,208
<b>Net cash from (used in) operating activities</b>	<b>233,241,270</b>	<b>144,569,438</b>	<b>(16,355,062)</b>	<b>152,401,214</b>

The accompanying notes are an integral part of the financial statements.

**Mono Technology Public Company Limited and its subsidiaries**

**Statement of cash flows (continued)**

**For the year ended 31 December 2015**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
		(Restated)		
<b>Cash flows from investing activities</b>				
Interest income	6,666,774	42,192,778	7,041,169	41,187,539
Decrease in current investments - deposits with financial institutions	399,776,600	1,001,431,274	400,000,000	1,001,501,274
Increase in short-term loans to subsidiaries	-	-	(997,099,740)	(1,389,219,623)
Decrease (increase) in restricted bank deposits	(241,794)	154,975	(11,496)	(97,851)
Increase in investments in subsidiaries	-	-	(12,511,678)	(106,706,885)
Dividend received from investments in subsidiaries	-	-	215,991,900	322,387,910
Acquisitions of property, plant and equipment	(207,091,132)	(326,960,301)	(15,450,578)	(22,942,391)
Proceeds from sales of equipment	618,589	45,025	-	45,021
Acquisitions of intangible assets	(931,752,759)	(993,192,193)	(4,245,629)	(4,988,179)
Acquisition of spectrum license	(301,000,000)	(339,000,000)	-	-
<b>Net cash used in investing activities</b>	<u>(1,033,023,722)</u>	<u>(615,328,442)</u>	<u>(406,286,052)</u>	<u>(158,833,185)</u>
<b>Cash flows from financing activities</b>				
Interest expenses	(44,400,392)	(15,421,811)	(996,990)	(149,962)
Increase in short-term loans from financial institutions	135,000,000	-	15,000,000	-
Cash receipt from long-term loan from financial institution	322,070,000	403,390,000	-	-
Repayment of liabilities under finance lease agreements	(15,917,912)	(19,354,557)	(2,713,577)	(3,952,661)
Proceeds from increase in share capital	52,338,905	-	52,338,905	-
Dividend paid to the Company's shareholders	(61,565,003)	(173,699,987)	(61,565,003)	(173,699,987)
<b>Net cash from (used in) financing activities</b>	<u>387,525,598</u>	<u>194,913,645</u>	<u>2,063,335</u>	<u>(177,802,610)</u>
<b>Increase (decrease) in translation adjustments</b>	<u>8,476,755</u>	<u>(1,568,596)</u>	<u>-</u>	<u>-</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(403,780,099)</u>	<u>(277,413,955)</u>	<u>(420,577,779)</u>	<u>(184,234,581)</u>
Cash and cash equivalents at beginning of year	<u>598,067,921</u>	<u>875,481,876</u>	<u>447,025,252</u>	<u>631,259,833</u>
<b>Cash and cash equivalents at end of year</b>	<u><u>194,287,822</u></u>	<u><u>598,067,921</u></u>	<u><u>26,447,473</u></u>	<u><u>447,025,252</u></u>
	-	-	-	-
<b>Supplemental cash flows information:</b>				
Non-cash transaction				
Purchases of equipment for which no cash has been paid	76,419,614	12,142,882	4,225,435	2,291,378
Purchases of intangible assets for which no cash has been paid	49,850,714	58,750,393	-	-
Cost of spectrum license payable	-	1,873,000,000	-	-
Stock dividend	-	167,999,998	-	167,999,998

The accompanying notes are an integral part of the financial statements.

**Mono Technology Public Company Limited and its subsidiaries**  
**Statement of changes in shareholders' equity**  
**For the year ended 31 December 2015**

(Unit: Baht)

Consolidated financial statements									
Equity attributable to owners of the Company									
	Other components of equity								
	Other								
	Other comprehensive income								
	Exchange differences on translation of financial statements in foreign currency								
	Business combination under common control					Total other components of shareholders' equity			
	Issued and fully paid-up share capital	Share subscription received in advance	Premium on ordinary shares	Retained earnings	Unappropriated (deficit)				Total shareholders' equity
				Appropriated					
Balance as at 1 January 2014	140,000,000	-	2,698,945,842	14,000,000	392,254,201	99,877	(152,365,167)	(152,265,290)	3,092,934,753
Loss for the year - restated	-	-	-	-	(12,422,401)	-	-	-	(12,422,401)
Other comprehensive income for the year	-	-	-	-	5,577,216	(1,568,596)	-	(1,568,596)	4,008,620
Total comprehensive income for the year	-	-	-	-	(6,845,185)	(1,568,596)	-	(1,568,596)	(8,413,781)
Dividend paid (Note 29)	167,999,998	-	-	-	(341,598,897)	-	-	-	(173,598,899)
Unappropriated retained earnings transferred to statutory reserve	-	-	-	27,591,817	(27,591,817)	-	-	-	-
Share subscription received in advance	-	302,958	-	-	-	-	-	-	302,958
Balance as at 31 December 2014 - as restated	307,999,998	302,958	2,698,945,842	41,591,817	16,218,302	(1,468,719)	(152,365,167)	(153,833,886)	2,911,225,031
Balance as at 31 December 2014 - as previously reported	307,999,998	302,958	2,698,945,842	41,591,817	67,528,021	(1,468,719)	(152,365,167)	(153,833,886)	2,962,534,750
Effect of the change in recognition of cost of spectrum license (Note 4)	-	-	-	-	(51,309,719)	-	-	-	(51,309,719)
Balance as at 31 December 2014 - as restated	307,999,998	302,958	2,698,945,842	41,591,817	16,218,302	(1,468,719)	(152,365,167)	(153,833,886)	2,911,225,031
Loss for the year	-	-	-	-	(486,573,392)	-	-	-	(486,573,392)
Other comprehensive income for the year	-	-	-	-	-	8,476,755	-	8,476,755	8,476,755
Total comprehensive income for the year	-	-	-	-	(486,573,392)	8,476,755	-	8,476,755	(478,096,637)
Increase in share capital (Note 21)	2,093,556	(302,958)	50,245,349	-	-	-	-	-	52,035,947
Dividend paid (Note 29)	-	-	-	-	(61,602,023)	-	-	-	(61,602,023)
Unappropriated retained earnings transferred to statutory reserve	-	-	-	7,688,183	(7,688,183)	-	-	-	-
Balance as at 31 December 2015	310,093,554	-	2,749,191,191	49,280,000	(539,645,296)	7,008,036	(152,365,167)	(145,357,131)	2,423,562,318

The accompanying notes are an integral part of the financial statements.

**Mono Technology Public Company Limited and its subsidiaries**

**Statement of changes in shareholders' equity (continued)**

**For the year ended 31 December 2015**

(Unit : Baht)

	Separate financial statements					
	Issued and fully paid-up share capital	Share subscription received in advance	Premium on ordinary shares	Retained earnings		Total shareholders' equity
				Appropriated	Unappropriated	
<b>Balance as at 1 January 2014</b>	140,000,000	-	2,698,945,842	14,000,000	148,286,520	3,001,232,362
Total comprehensive income for the year	-	-	-	-	555,987,317	555,987,317
Dividend paid (Note 29)	167,999,998	-	-	-	(341,598,897)	(173,598,899)
Unappropriated retained earnings transferred to statutory reserve	-	-	-	27,591,817	(27,591,817)	-
Share subscription received in advance	-	302,958	-	-	-	302,958
<b>Balance as at 31 December 2014</b>	<b>307,999,998</b>	<b>302,958</b>	<b>2,698,945,842</b>	<b>41,591,817</b>	<b>335,083,123</b>	<b>3,383,923,738</b>
<b>Balance as at 1 January 2015</b>	<b>307,999,998</b>	<b>302,958</b>	<b>2,698,945,842</b>	<b>41,591,817</b>	<b>335,083,123</b>	<b>3,383,923,738</b>
Total comprehensive income for the year	-	-	-	-	139,643,862	139,643,862
Increase in share capital (Note 21)	2,093,556	(302,958)	50,245,349	-	-	52,035,947
Dividend paid (Note 29)	-	-	-	-	(61,602,023)	(61,602,023)
Unappropriated retained earnings transferred to statutory reserve	-	-	-	7,688,183	(7,688,183)	-
<b>Balance as at 31 December 2015</b>	<b>310,093,554</b>	<b>-</b>	<b>2,749,191,191</b>	<b>49,280,000</b>	<b>405,436,779</b>	<b>3,514,001,524</b>
						-

The accompanying notes are an integral part of the financial statements.

## Management Discussion and Analysis

### (1) Overview of Operation Results

#### Revenue

Total revenue of the Company and subsidiaries for 2015 amounted to 1,925.14 million Baht, compared to 1,603.42 million Baht in 2014, increasing by 321.72 million Baht or 20.06 percent, with details summarized as follows:

Revenue	Consolidated Financial Statements			
	2015	2014	Increase(Decrease)	%
Sales and service income	1,892.96	1,526.31	366.65	24.02
Other income	32.18	77.11	(44.93)	(58.27)
<b>Total</b>	<b>1,925.14</b>	<b>1,603.42</b>	<b>321.72</b>	<b>20.06</b>

Sales and service income of the Company and subsidiaries for 2015 totaled 1,892.96 million Baht, compared to 1,526.31 million Baht in 2014, increasing by 366.65 million Baht, or 24.02 percent. Details of sales and service income can be categorized in terms of business as follows:

Business	Consolidated Financial Statements			
	2015	2014	Increase(Decrease)	%
Media and content business	1,682.88	1,412.51	270.37	19.14
Entertainment business	210.08	113.80	96.28	84.60
<b>Total</b>	<b>1,892.96</b>	<b>1,526.31</b>	<b>366.65</b>	<b>24.02</b>

Revenue from media and content business comprising mobile internet, publishing and TV businesses of the Company and subsidiaries for 2015 was 1,682.88 million Baht, compared to 1,412.51 million Baht in 2014, increasing by 270.37 million Baht, or 19.14 percent. The increase of revenue mostly derives from TV advertising of the fact that a subsidiary has run business on SDTV under the name MONO29 channel. Being rated one of the top five favorite free-to-air digital TV, the channel's popularity has been on the increase drawing attention of advertising agencies and customers to advertise their products and services via our channel. This trend is continuously growing higher.

Revenue from entertainment business comprising music and movie businesses of the Company and subsidiaries in 2015 amounted to 210.08 million Baht, compared to 113.80 million Baht in 2014, increasing by 96.28 million Baht, or 84.60 percent. This is due to the fact that a subsidiary has imported premium movies to domestic cinemas and received warm welcome from viewers. As a result, revenue from movie business rises higher.

Other income of the Company and subsidiaries in 2015 was 32.18 million Baht, compared with 77.11 million Baht in 2014, decreasing by 44.93 million Baht or 58.27 percent, due to reduction of interest income.

#### Cost, Expense, Financial Cost and Income Tax

Cost, expense, financial cost and income tax of the Company and subsidiaries in 2015 totaled 2,411.71 million Baht, compared to 1,615.84 million Baht in 2014, increasing by 795.87 million Baht or 49.25 percent.

Details	Consolidated Financial Statements			
	2015	2014	Increase (Decrease)	%
Cost of sales and services	1,652.69	1,010.85	641.84	63.50
Selling and servicing expenses	229.65	181.55	48.10	26.49
Administrative expenses	449.91	406.08	43.83	10.79
Doubtful account	-	0.53	(0.53)	(100.00)
Total expenses	2,332.25	1,599.01	733.24	45.86
Finance cost	133.10	81.29	51.81	63.73
Income tax expenses	(53.64)	(64.46)	10.82	(16.79)
<b>Total</b>	<b>2,411.71</b>	<b>1,615.84</b>	<b>795.87</b>	<b>49.25</b>

The cost and administrative expenses increased because a subsidiary targeted to promote “MONO29” channel in a wider range through marketing events and advertising via various channels. Moreover, the Company has provided and produced premium movie contents in order to gain more customers and highlight our slogan “Free TV with the most number of Great Movies and Popular TV Series”. The subsidiary also obtained business operation costs such as license fee, network service fee and satellite service fee, all of which resulted in the rising of cost and business operation expenses.

#### **Net Profit**

The Company and subsidiaries recorded the net loss for 2015 at 486.57 million Baht, compared to 12.42 million Baht in 2014, loss increased by 474.15 million Baht or 3,817.63 percent due to investment in premium contents and the public relations of “MONO29” channel. Moreover, in 2015, the Company and subsidiaries recognized the expense and amortization from non-profitable asset which amounted to 91.35 million Baht. The adjustment on the record of the costs of national commercial digital terrestrial television license which the Federation of Accounting has specified the new cost price on February 8, 2016 by discount rate resulted in an increased of lost by 68.79 million Baht. Thus, the cost and expenses on related operations rise higher. Nevertheless, the popularity of “MONO29” has risen that the channel has become one of the top five favorite digital free TV channel. As a result, income from advertising tends to rise continually.

## **(2) Financial Status Analysis**

### **Assets**

The total assets of the Company and subsidiaries as of the end of 2015 amounted to 5,277.74 million Baht, decreasing by 122.36 million Baht of 2014. This was in consequence of non-current assets increased in amount of 700.16 million Baht and current assets decreased in amount of 1,081.91 million Baht.

A decrease in current assets was mostly because:

Cash and bank deposit decreased by 403.78 million Baht. Current investments decreased by 399.78 million Baht due to the investment in studio construction and content acquisition in support of the growth of Digital TV business and movie business.

An increase in non-current assets was mostly because:

The costs of property and equipment amounted to 716.69 million Baht, increasing by 212.87 million Baht. The intangible assets amounted to 1,723.40 million Baht, increasing by 501.17 million Baht from investment in studio as well as content acquisition in support of the growth of Digital TV business and movie business.

### **Liabilities**

Liabilities of the Company and subsidiaries as of the end of 2015 amounted to 2,854.18 million Baht, increasing by 365.30 million Baht in 2014 due to an increase in current liabilities of 375.87 million Baht.

An increase in current liabilities was mostly because:

Short-term loan from bank increased by 135.00 million Baht from working capital. Trade and other payables amounted to 493.14 million Baht, increasing by 126.04 million Baht. Current portion of liabilities under cost of spectrum license payable amounted to 339.12 million Baht, increasing by 128.09 million Baht.

### **Shareholders' equity**

Shareholders' equity of the Company and subsidiaries as of the end of 2015 was 2,423.56 million Baht, decreasing by 487.66 million Baht from 2014. The Company lost 486.57 million Baht in 2015 from operating result. Dividend was paid to the shareholders in amount of 61.60 million Baht. Therefore the retained earnings decreased by 548.17 million Baht. Nevertheless, the capital of the Company was increased during the year 2015 by 52.33 million Baht from warrant conversion.

### **Investment Structure**

As of December 31, 2014, the Company and subsidiaries recorded the total liabilities of 2,742.32 million Baht, accounting for 48.08 percent of liability and shareholders' equity. Shareholders' equity was 2,962.53 million Baht, accounting for 45.92 percent of liability and shareholders' equity. Debt to Equity Ratio was 1.18 times, increasing by 0.33 times from the year 2014.

### **Profitability**

As of December 31, 2015, the Company and subsidiaries' gross profit margin was 12.69 percent, decreasing by 21.08 percent from 2014. Net Profit Margin was -25.27 percent, decreasing by 24.50 percent from 2014. A key factor decreasing the profitability ratio over year was the new digital TV business of a



subsidiary. Cost on public relations of “MONO29” resulted in higher cost and expenses on related operations. Nevertheless, the popularity of “MONO29” has risen higher and the income from advertising tends to rise continually. Thus, the increased expenses resulted in lower profitability ratio. Meanwhile, the Return on Equity (ROE) for 2015 was -18.24 percent, decreasing by 17.83 percent from 2014 due to lower profit as mentioned previously.

#### **Asset Management Ability**

In 2015, the Company and subsidiaries’ Return on Assets (ROA) was 9.11 percent, decreasing by 8.83 percent from the previous year and Total Assets Turnover was 0.36 times which was equal to the previous year. This was because in 2015 the Company and subsidiaries had lower profit while asset and content investments was transacted in order to support TV digital business.

#### **Liquidity and Capital Adequacy**

In 2015, the Company and subsidiaries’ liquidity ratio was 0.82 times, decreasing by 1.76 times from the previous year. Quick Ratio was 0.59 times, decreasing by 1.72 times from 2014 due to property investment and content acquisition to support the growth of TV digital business.

In 2015, debt to equity ratio was 1.18 times, increasing by 0.33 times from the previous year because a subsidiary has increased investment on more contents in order to support TV digital business. Thus, debt to equity has risen. Nevertheless, the Company’s capital was in adequate level.

#### **Liability Commitments**

In 2015, the future minimum lease payments required under these operating lease and service contracts were as follows:

Unit: Million Baht

<b>Payment Period</b>	<b>Amount</b>
Within one year	220
More than one year but not exceeding 5 years	316
More than 5 years	426

### Auditor's Profile

**Name:** Mr. Supachai Phanyawattano **Age:** 51 years

**Nationality:** Thai

**Certified Public Accountant (Thailand) No. :** 3930

**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 Ouannunkun **Age:** 53 years

**Nationality:** Thai

**Certified Public Accountant (Thailand) No. :** 3844

**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



**Name:** Miss Krongkaew Limkittikul **Age:** 42 years

**Nationality:** Thai

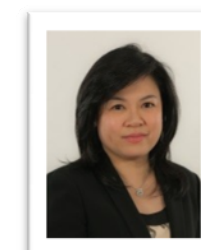
**Certified Public Accountant (Thailand) No. :** 5874

**Highest Educational Background:** Master Degree in Business Administration from Assumption University

**Work Experience:** Miss Krongkaew has been working with EY for more than 20 years. She audits in various business fields both domestic and international such as manufacturing, distribution and service business. She is a certified auditor of Thailand and a certified auditor who has been approved by the Office of Securities and Commission.

**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 2016 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 2016 which is the fourth 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. Pete Bodharamik**



Proposed Director Position : Director

Age : 44 Years

Education : Bachelor of Science, Management,  
London School of Economics & Political Science, UK

Work Experience : 2012 – Present Chairman Mono Technology Public Company Limited  
2008 – Present Director and CEO Jasmine International PCL.

Shareholding in the Company : 2,240,234,780 shares, equivalent to 72.24% of the paid-up capital  
(As of March 2016)

Position of director/executive in other listed Companies : 2 companies;  
1. Director and Chief Executive Officer  
Jasmine International Public Company Limited  
2. Director - TT&T Public Company Limited

Position of director/executive in other companies(non- listed companies) : 29 companies;  
Director- 15 Subsidiaries of Mono Technology PCL.  
Director -11 Subsidiaries of Jasmine International PCL.  
Director - Pinvest Corporation Co., Ltd.  
Director - PVS Development Co., Ltd.  
Director - Emerald Farm 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 : 4 years

Meeting attendance in 2015 : Board of Director's Meeting : 5/5

**2) Mr. Preecha Leelasithorn**

Proposed Director Position : Independent Director

Age : 53 Years

Education : Master Degree, Business Administration,  
Chulalongkorn University

Training for director course : Thai Institute of Directors Association (IOD)  
- Director Accreditation Program (DAP) (English Program),  
Class101/2013  
- Audit Committee Program (ACP), Class 25/2009

Work Experience : 2012 – Present Independent Director, Member of Audit Committee  
and Chairman of Nomination and Remuneration Committee  
Mono Technology Public Company Limited.

Shareholding in the Company : -None-  
(As of March 2016)

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

Position of director/executive : 6 Companies ;  
in other companies(non- listed companies)  
1. Managing Director – AIRA Securities PCL.  
2. Director – CPanel Co., Ltd.  
3. Director – Hua Seng Heng Gold Futures Co., Ltd.  
4. Director – Alliance Co., Ltd.  
5. Director – Andaman Lanta Property Co., Ltd  
6. Director – Manakijcharoen 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 : 4 years

Meeting attendance in 2015 : Board of Director's Meeting : 4/5  
Audit Committee Meeting : 3/4  
Nomination and Remuneration Committee Meeting : 2/2

**3) Mr. Kriengsak Thiennukul**

Proposed Director Position : Director

Age : 51 Years

Education : Master Degree, Business Administration,  
Chulalongkorn University

Training for director course : Thai Institute of Directors Association (IOD)  
– Director Accreditation Program (DAP) (English Program),  
Class 101/2013  
– Audit Committee Program (ACP), Class 25/2009  
Capital Academy Leadership Program (CMA), Class 7/2008

Work Experience : 2012 – Present Independent Director, Member of Audit Committee  
and Member of Nomination and Remuneration Committee  
Mono Technology Public Company Limited.

Shareholding in the Company : –None–  
(As of March 2016)

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

Position of director/executive in other companies(non– listed companies) : 9 Companies ;  
1. Director and Managing Director  
Khaosansubsin Development Co., Ltd  
2. Director – Media Shaker Development Co., Ltd.  
3. Director – I Advisory Co., Ltd.  
4. Director and Managing Director – Media Checker Co., Ltd.  
5. Director and Managing Director – Ninja Entertainment Co., Ltd.  
6. Director – CDC One Co., Ltd.  
7. Director and Managing Director – Banana and Sons Co., Ltd.  
8. Director – Prestige Gift and Premium Co., Ltd.  
9. Director and Managing Director – Newwaitek 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 : 4 years

Meeting attendance in 2015 : Board of Director’s Meeting : 4/5  
Audit Committee Meeting : 3/4  
Nomination and Remuneration Committee Meeting : 2/2

(Translation)

(F 53-4)

**Capital Increase Report Form**  
**Mono Technology Public Company Limited**  
**March 4, 2016**

Mono Technology Public Company Limited (the “Company”) hereby reports the resolutions of Board of Directors meeting No. 2/2016 which was held on March 4, 2016 with respect to the capital increase and allocation of shares as follows:

**1. Capital Increase and Capital Reduction**

The Meeting of the Board of Directors passed the resolution approving the reduction and increase of the Company’s registered capital as below:

- The reduction of the Company’s registered capital from 492,799,997.50 Baht to 466,999,997.50 Baht by cancelling 258,000,000 shares at the par value of 0.10 Baht per share. This amount of shares is the remaining from the allocation of newly issued ordinary shares under general mandate which the 2015 Annual General Meeting of Shareholders has approved the issuance and offering of shares via private placement ending in the 2016 Annual General Meeting.
- The increase of the Company’s registered capital from 466,999,997.50 Baht to 498,499,997.50 Baht by mean of the issuance of 315,000,000 ordinary shares with a par value of 0.10 Baht per share, totally amounting to 31,500,000 Baht. Details of each type of capital increase are as follow:

Type of Capital Increase	Type of Share	No. of Shares (Shares)	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	50,000,000.-	0.10	5,000,000.-
	Preferred share	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary share	265,000,000.-	0.10	26,500,000.-
	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.

**2. Allotment of new shares**

**2.1. If specifying the purpose of utilizing proceeds**

Allotted to	Number of Shares (Shares)	Ratio (Old : New)	Sale price (THB/share)	Subscription and Payment Period	Remark
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (As detailed in Enclosure No. 1)	50,000,000.-	-	2.03	As detailed in Enclosure No. 2	As detailed in Remark 1 and 2
To support the conversion / exercising rights of a given instrument (specify)	-	-	-	-	-



(1) Conditions on private placement, relationship with the Company and the regulations on pricing per share are as detailed in information memorandum on the allotment of newly issued ordinary shares via private placement (Enclosure No.7).

(2) The authorized director and/or a person who is assigned by such authorized director shall have authority to deliberate the details, conditions and any process concerning the issuance and the offering of new ordinary shares such as price, subscription period, share payment, detail of IPO and share allotment. The authorized person also consider or deliberate the details on the allotment, sign the related documents and manage any process that may benefit the issuance and the offering of new ordinary shares including permission for share offering from Securities and Exchange Commission, registration of new ordinary shares in The Stock Exchange of Thailand and providing information and documents for the Ministry of Commercial and related organizations.

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

– None –

**2.2. If under a General Mandate**

Allotted to	Type of Shares	Number of Shares (Shares)	Percentage of paid-up capital <sup>1/</sup>	Remark
Existing Shareholders  To support the exercise of transferable subscription rights	Ordinary	–	–	–
	Preferred	–	–	–
		–	–	–
General Public	Ordinary	–	–	–
	Preferred	–	–	–
Private Placement	Ordinary	265,000,000	8.41	Please consider other conditions in the remarks below.
	Preferred	–	–	–

<sup>1/</sup> Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

Remarks

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the allotment of shares to the Company's related person under the Notification of Capital Market Advisory no. Tor. Jor. 21/2551 (2008) 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 (2003).
- (2) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).

- (3) The allotment of newly issued ordinary shares via private placement shall be completed prior to the date of the Company's next Annual General Meeting of Shareholders or the date required by laws to hold the next Annual General Meeting of Shareholders, whichever comes first.
- (4) The Board of Committee shall have authority to deliberate the conditions and details concerning the allotment and the offering of shares, sign the related documents and manage any process that may benefit the allotment of newly issued ordinary shares

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

To convene the 2016 Annual General Meeting of Shareholders on Wednesday, April 27, 2016 at 14.00 p.m., at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No.200, Moo 4, Chaengwattana 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 21, 2016 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 (1992) (as amended) on March 22, 2016. (The next business day after the Record date)

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

- 4.1. The Approval by the 2016 Annual General Meeting of Shareholders
- 4.2. The Approval by the Office of the Securities and Exchange Commission
- 4.3. The Ministry of Commerce: To file for the capital increase and register the change in the paid-up capital with the Department of Business Development, the Ministry of Commerce.
- 4.4. The Stock Exchange of Thailand: To file for listing the newly issued ordinary shares offered to the private placement investors for capital increase when the issuance and trading of such share commences with specifying the purpose of utilizing proceeds and under a general mandate.

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

**5.1 Allotment of newly issued shares by specifying the purpose of utilizing proceeds**

- 5.1.1 To complete the payment on the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorakaks.

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company's reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate<sup>1</sup> at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

5.1.2 To maintain and increase liquidity. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer’s need even more comprehensive which will benefit the Company in a long term. The Board of Directors considered that a continuous content investment will increase the rating of MONO29 digital TV continuously. As of February 2016, TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increased by 146 percent in 2016.

The allotment of newly issued shares and operation on the investment plan has no negative effect to the Company’s operation, financial status and operating result. The Board of Directors has approved the capital increase and the allotment of newly issued shares via private placement considering that the offering price of newly issued ordinary share and Mr. Visute Poolvorakaks, the person being offered the newly issued ordinary share, are appropriate and will be able to gain ultimate benefits for shareholders. As a result, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders’ meeting to approve the allotment of newly issued shares.

## 5.2 Allotment of newly issued share under a general mandate

To have sufficient working capital in order to support business operation and expansion, enhance liquidity, and to be suitable with the Company’s capital structure.

In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is to support the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus and member registering online video on demand – Monomaxxx.com. The allotment of newly issued shares and the operation on investment plan have no negative effect to the Company’s operation, financial status and operating result. Therefore, the Company would like to ask for the approval of the capital increase under the condition that pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering with offering price not lowers than 90 percent of the market price. “Market price” refers to the closing weighted average price of MONO in the Stock Exchange of Thailand (SET) in not less than seven-consecutive-business-day, but not more than fifteen-consecutive-business-days prior the day of pricing offering.

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Capitalization rate<sup>1</sup> : The interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at given date.

The Board of Directors considered that the issuance of newly issued shares under general mandate will maintain and increase liquidity. The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion.

## **6. Benefits which the company will receive from the capital increase / allocation of shares**

### **6.1 Allotment of newly issued shares by specifying the purpose of utilizing proceeds**

The Company will acquire the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorakaks. (Details are in Enclosure 7.)

### **6.2 Allotment of newly issued share under a general mandate**

The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion as well as enhance liquidity.

## **7. Consideration of the Board of Director and the Audit Committee concerning the allocation of newly issued shares via private placement**

### **7.1 Allotment of newly issued shares by specifying the purpose of utilizing proceeds**

The Company will acquire the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorakaks. (Details are in Enclosure 7.)

### **7.2 Allotment of newly issued share under a general mandate**

The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion as well as enhance liquidity.

#### **7.2.1 Reasons and necessity for increase of capital**

The reasons for capital increase are to maintain and increase liquidity of the Company. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

#### **7.2.2 Feasibility of the plan for utilizing proceeds received from the increase of capital**

The Company has researched on the worthiness and the possibility for utilizing the contents which are favorable to customers of ages in order to support the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com.

#### **7.2.3 Reasonability of the increase of capital**

The Board of Directors considered that the issuance of newly issued shares under general mandate could maintain and increase liquidity of the Company which has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth

of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com. With the contents purchased, the Company will be able to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

7.2.4 Suitability of the offering price of the newly issued shares to be proposed to private placement and backgrounds for determination of such offering price

The Board of Directors will consider the offering price of newly issued shares under general mandate via private placement concerning the ultimate benefits of the Company and shareholders. The Company will be restricted to the following rules:

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the allotment of shares to the Company's related person under the Notification of Capital Market Advisory no. Tor. Jor. 21/2551 (2008) 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 (2003).
- (2) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).

Pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering with offering price not lower than 90 percent of the market price. "Market Price" refers to the closing weighted average price of MONO in the Stock Exchange of Thailand (SET) in not less than seven-consecutive-business-day, but not more than fifteen-consecutive-business-days prior the day of pricing offering.

The impacts can be categorized as follows:

1. Impact on control dilution and price dilution for only 1.56 percent and 0 percent respectively in the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.
2. Impact on control dilution and price dilution for only 1.44 percent and 0.75 percent respectively in the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.
3. Impact on control dilution and price dilution for only 1.06 percent and 0.07 percent respectively in the event of all warrants has been exercised by shareholders but no newly issued shares under general mandate have been issued.
4. Impact on control dilution and price dilution for only 1.00 percent and 0.93 percent respectively in the event of all warrants have been exercised by shareholders and newly issued shares under General Mandate have been issued.

The Board of Directors considered that the impacts are worthy and the Company can also maintain and increase its liquidity.

The Board of Directors consider the pricing offering of newly issued ordinary shares under general mandate conducting under the previous restrictions is appropriate and in accordance with the Notification of the Capital Market Advisory concerning the request for permission and the approval of newly issued shares 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 (2003).

#### 7.2.5 Reasons and necessity for capital increase under general mandate via private placement

The Board of Directors considered that the reasons and necessity for capital increase under general mandate via private placement is appropriate as the Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion as well as enhance liquidity.

The Company has set the criteria on the selection of private placement as follows:

1. The private placement by specifying is not a related person to the Company according to the Notification of the Capital Market Advisory and the Notification of the Board of Governors of the Stock Exchange of Thailand. The private placement also possesses potentiality in investment.
2. The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

#### 7.2.6 Impact on the business operation, financial status and overall operation of the Company as a result of the increase of capital and implementation of the proceeds utilization plan of the projects

The Board of Directors considered that the issuance of newly issued ordinary share under general mandate can maintain and increase liquidity of the Company. The capital increase and operation on the investment plan have no negative effect to the Company's operation, financial status and operating result. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

After the transaction of the newly issued ordinary shares to Mr. Visute Poolvorlak as the reciprocation for the copyrights of films and screenplays valued 103,000,000 Baht according to the business plan, the Company has to purchase the remaining contents in an estimated spending of 500,000,000 to 700,000,000 Baht. The investment is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com. The Company will also have sufficient working capital in order to support business operation and be able to raise funds in a short period.

The financial status of the Company as of December 31, 2015 appears that the debt to equity ratio equals to 1.18 times. Once includes the transaction of capital increase from newly issued ordinary shares, the debt to equity ratio decreases to 1.16 times.

Therefore, the Company would like to ask for the approval of the capital increase. Once completing the transaction, the Company will strictly follow the regulations on the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 (2004) and the Notification of the Capital Market Advisory no. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deems as Acquisition or Disposal of Assets.

The Board of Directors considered that the issuance of newly issued shares under general mandate will maintain and increase liquidity. The Company will be able to raise funds in a short period and have sufficient working capital in order to support business operation and expansion.

#### 8. Effect on the Shareholders from the Private Placement

Possible effects to existing shareholders concerning capital increase via private placement.

- Total paid-up shares	3,150,935,537 shares
- Issued shares for the exercise of rights under warrant	<u>1,519,064,438</u> shares
- Total issued shares	4,669,999,975 shares
- Newly issued ordinary shares via private placement (Mr. Visute Poolvorakaks)	<u>50,000,000</u> shares
- Capital increase under General Mandate (General Mandate: PP)	265,000,000 shares
- Total shares	<u>4,984,999,975</u> shares
- Exercising price for warrant conversion 1:1	Price 2.50 Baht
- Price offering for newly issued ordinary shares (General Mandate: PP) calculated on the assumption of pricing offering that is not below than 90 percent of the Market Price which is 2.03 Baht per share.	

Effect on Shareholders	Calculation Method	Value (percent)
<b>1. Control Dilution</b>  1.1 In the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Total paid-up shares})}$	1.56

Effect on Shareholders	Calculation Method	Value (percent)
1.2 In the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Increased shares under General Mandate} + \text{Total paid-up shares})}$	1.44
1.3 In the event of all warrants have been exercised by shareholders and no newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Issued shares for warrant} + \text{Total paid-up shares})}$	1.06
1.4 In the event of all warrants have been exercised by shareholders and all newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Increased shares under General Mandate} + \text{Issued shares for warrant} + \text{Total paid-up shares})}$	1.00
<b>2. Price Dilution</b> (The PP price is 2.03 Baht per share and is also equal to existing market price)		
2.1 In event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{(\text{Market price} \square \text{Total paid-up shares}) + (\text{PP price} \square \text{PP shares})}{(\text{Total paid-up shares} + \text{PP shares})}$	0.00
2.2 In event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{[\text{Market price} \square (\text{Total paid-up shares} + \text{Increased shares under General Mandate})] + (\text{PP price} \square \text{PP shares})}{(\text{Total paid-up shares} + \text{Increased shares under General Mandate} + \text{PP shares})}$	0.75



Effect on Shareholders	Calculation Method	Value (percent)
2.3 In event of all warrants have been exercised by shareholders but no newly issued shares under General Mandate have been issued.	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{(\text{Market price} \times \text{Total paid-up shares}) + (\text{PP price} \times \text{PP shares}) + (\text{Exercise price} \times \text{Shares for warrant})}{(\text{Total paid-up shares} + \text{PP shares} + \text{Shares for warrant})}$	0.07
2.4 In event of all warrants have been exercised by shareholders but all newly issued shares under General Mandate have been issued.	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{[\text{Market price} \times (\text{Total paid-up shares} + \text{Increased shares under General Mandate})] + (\text{PP price} \times \text{PP shares}) + (\text{Exercise price} \times \text{Shares for warrant})}{(\text{Total paid-up shares} + \text{Increased shares under General Mandate} + \text{PP shares} + \text{Shares for warrant})}$	0.93

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

The capital increase is intended to support the continuing business that is related to movie business, digital TV channel, satellite TV channel and member registering online video on demand which will enable the Company to offer services that meet customer's need even more comprehensive and ultimately to improve profits and dividends in the future.

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

The Company will issue and allocate new ordinary shares via private placement and will complete the transaction of the copyrights of films and screenplays when the Meeting of Shareholders approved the capital increase. The issuance of new ordinary shares will be paid as the reciprocation of the acquisition of the copyrights of films and screenplays according to the agreement on the purchase of the copyrights of films and screenplays and the subscription agreement that the Company and the private placement have committed.

**11. Confirmation of the Board of Directors on the consideration and verification of investor**

The Board of Directors confirms that the consideration and verification of investor is carefully performed under the criteria on the selection of private placement as follows:

1. The private placement by specifying is not a related person to the Company according to the Notification of the Capital Market Advisory and the Notification of the Board of Governors of the Stock Exchange of Thailand. The private placement also possesses potentiality in investment.
2. The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

**12. The responsibility of the Board of Directors to information memorandum of shareholders**

The Board of Directors is responsible for information memorandum shareholders. Mr. Navamin Prasopnet and Mr. Sang Do Lee, directors who are authorized to act on behalf of the Company, have carefully reviewed this information memorandum and certified that the information presented in this information memorandum is true and complete in all respects. There is no information that could be resulted in any misunderstanding.


In the case that the directors do not perform their duties with honesty and do not maintain the benefits of the Company concerning the capital increase, if the neglect of such duties resulted in the destruction of the Company, the shareholders can sue the director for damages according to Clause 85 of Limited Public Company Act B.E.2535 (1992). Also, if the neglect of such duties resulted in the unfair benefits of the directors or related persons, the shareholders can sue the director to request for the return of such benefits in the name of the Company according to Clause 89/18 of Securities and Exchange Act B.E.2535 (1992).

**13. Schedule of action where the Board of Directors passes a resolution approving the capital increase / allocation of shares**

No.	Procedures	Date
1.	The Board of Directors' Meeting	March 4, 2016
2.	The date of notifying the Board of Directors' resolutions to the Stock Exchange of Thailand	March 4, 2016
3.	The date of preprocess document submission to be reviewed by the Securities and Exchange Commission of Thailand	March 11, 2016
4.	The date of receiving feedback from the Securities and Exchange Commission of Thailand	March 21, 2016
5.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	March 21, 2016


No.	Procedures	Date
6.	The date of collecting the names of entitled shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (Book Closing Date)	March 22, 2016
7.	The date of publicizing the invitation of the 2016 Annual General Meeting of Shareholders on the Company's website	March 26, 2016
8.	The date of sending the invitation of the 2016 Annual General Meeting of Shareholders via TSD	April 5, 2016
9.	The 2016 Annual General Meeting of Shareholders	April 27, 2016
10.	The date of notifying the resolutions of the 2016 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	April 27, 2016
11.	The date of sending request for the approval of the issuance of newly issued ordinary shares via private placement to the Securities and Exchange Commission of Thailand	April 29, 2016
12.	The date of receiving the result from the Securities and Exchange Commission of Thailand	Within the beginning of May 2016
13.	The date of registering capital decrease and capital increase to the Department of Business Development, Ministry of Commerce according to the Annual General Meeting of Shareholders' resolution	Within 14 days from the date of approval of the Annual General Meeting of Shareholders
14.	The date of share offering via private placement/ the date of private placement transaction by specifying the purpose of utilizing proceeds (Mr. Visute Poolvorlaks)	After the approval from SEC (completed within 3 months after AGM)
15.	The date of share offering via private placement/ the date of private placement transaction under general mandate	After the approval from SEC (completed within the next AGM)

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

Signed  Authorized Director  
( Mr. Sang Do Lee )

Position Director

**MONO TECHNOLOGY**  
PUBLIC COMPANY LIMITED

Signed  Authorized Director  
( Mr. Navamin Prasopnet )

Position Director

(Translation)

**Information Memorandum on the Allotment of  
Newly Issued Ordinary Shares via Private Placement  
Mono Technology Public Company Limited  
March 4, 2016**

The Board of Directors' Meeting of Mono Technology Public Company Limited (the "Company") no.2/2559 held on March 4, 2016 has passed a resolution of approve the allotment of newly issued ordinary shares via private placement totally 50,000,000 ordinary shares at the par value of 0.10 Baht per share. The Company hereby disclosed information relevance to shareholders' decision as follows:

**1. The purpose of the capital increase/share allocation allot via private placement**

To complete the payment for the acquisition of assets concerning the purchase of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlaks. The objective of capital increase is to complete the payment for the copyrights of films and screenplays with newly issued ordinary shares to Mr. Visute Poolvorlaks, an investor who could enhance the benefits of the Company and support the ultimate movie service to serve the needs of customers which will provide long-term benefits to the Company. Therefore, the Company did not offer newly issued ordinary shares to existing shareholders or the public.

**2. The rational of share allotment via private placement and investor selection criteria**

The Company shall allot 50,000,000 of newly issued ordinary shares at the par value of 0.10 Baht each to the following person:

No.	Name	Number of Shares	Reason for Allotment
1.	Mr. Visute Poolvorlaks	50,000,000	To pay for the copyrights of 30 films and 29 screenplays.

**3. Information of the person who is offered private placement**

The detailed information of the person who is offered private placement is as follows:

No.	Name	Occupation	Address	Relationship with the Company
1.	Mr. Visute Poolvorlaks	Business Person / Director of Tai Entertainment Co.,Ltd.	28 Daokanong, Thonburi, Bangkok 10600	None

**4. Basis and rational of the offer price**

The offering price of newly issued ordinary shares is not lower than 90 percent of the Market Price (The weighted average price is during the date of February 19, 2016 – March 3, 2016), which is 2.03 Baht per share. This price is acceptable by the Buyer, or the Company, and the Seller, Mr. Visute Poolvorlaks, who is the owner of the copyrights of 30 films and 29 screenplays. The offering price is as pursuant to the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) Re: Private Placement

Offering Category 2 concerning offering to shareholders with specified offering price. The “Market Price” derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date on which the Company’s Board of Directors passes a resolution to propose the issue to the 2016 Annual General Meeting of Shareholders for approval of the issuance of new shares via private placement at the price of 2.03 Baht per share, calculated between February 19, 2016 and March 3, 2016.

Confirmation of the Board of Directors on the consideration and verification of investor

The Board of Directors confirms that the careful consideration and verification on the information of Mr. Visute Poolvorlak is performed. The Board of Directors agreed that Mr. Visute Poolvorlak acquires the potential, knowledge, ability, experience and expertise in the area of film production which will extremely benefit the movie business of Mono Group.

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

The objectives of the capital increase are as follows:

1. To complete the payment on the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak.

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company’s reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate<sup>1</sup> at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

2. To maintain and increase liquidity. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer’s need even more comprehensive which will benefit the Company in a long term. The Board of Directors considered that a continuous content investment will increase the rating of MONO29 digital TV continuously. As of February 2016, TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide

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Capitalization Rate<sup>1</sup> is the interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at a given date.

which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increase by 146 percent in 2016.

The allotment of newly issued shares and operation on the investment plan has no negative effect to the Company's operation, financial status and operating result. The Board of Directors has approved the capital increase and the allotment of newly issued shares via private placement considering that the offering price of newly issued ordinary share and Mr. Visute Poolvorlak, the specific person being offered the newly issued ordinary shares, are appropriate and will be able to gain ultimate benefits for shareholders. As a result, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the allotment of newly issued shares.

**6. Opinions of the Board of Directors and the Audit Committee regarding the share allotment by way of private placement**

The Board of Directors and the Audit Committee has considered the conditions for the allotment and the offering of newly issued ordinary shares via private placement. The offering price is neither lower than the Company's par value nor the Market Price as pursuant to the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) Re: Private Placement Offering Category 2 concerning offering to shareholders with specified offering price. The "Market Price" derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date on which the Company's Board of Directors passes a resolution to propose the issue to the 2016 Annual General Meeting of Shareholders for approval of the issuance of new shares via private placement at the price of 2.03 Baht per share, calculated between February 19, 2016 and March 3, 2016.

The Board of Directors and the Audit Committee has approved this allotment of newly issued ordinary shares via private placement considering the necessity of the offering of newly issued ordinary shares, the benefits of the Company as well as the utmost benefits of the shareholders.

**6.1 Reasons and necessity for increase of capital**

The objective of the capital increase is to complete the payment for the acquisition of assets which is the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak and to maintain and increase liquidity. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel - MONO29, satellite TV channel - MonoPlus and member registering online video on demand - Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

**6.2 Feasibility of the plan for utilizing proceeds received from the increase of capital to complete the payment for the copyrights of films and screenplays**

The Company has researched on the worthiness and the possibility for utilizing the absolute ownership of the copyrights of films and screenplays and agreed that it will support the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com. The Company can rebroadcast the contents perpetually and can reproduce famous movies from the screenplays in the future.

### 6.3 Reasonability of the increase of capital to complete the payment for the copyrights of films and screenplays

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company's reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC). The issuance of newly issued ordinary shares as the reciprocation will maintain and increase the Company's liquidity. The Company has also set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus and member registering online video on demand – Monomaxxx.com. Once acquiring the ownership of contents which are memorable and famous movies in the past, the Company will be able to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term. The Board of Directors considered that a continuous content investment will increase the rating of MONO29 digital TV continuously. As of February 2016, TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increase by 146 percent in 2016.

### 6.4 Suitability of the offering price of the newly issued shares to be proposed to Mr. Visute Poolvorakals and backgrounds for determination of such offering price

The Board of Directors deemed that the offering price of newly issued ordinary shares is not lower than 90 percent of the Market Price (The weighted average price is during the date of February 19, 2016 – March 3, 2016), which is 2.03 Baht per share. This price is acceptable by both the Buyer, the Company, and the Seller, Mr. Visute Poolvorakals, who is the owner of the copyrights of 30 films and 29 screenplays. The offering price is as pursuant to the Notification of the Capital Market

Advisory no. Tor. Jor. 72/2558 (2015) Re: Private Placement Offering Category 2 concerning offering to shareholders with specified offering price. The “Market Price” derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date on which the Company’s Board of Directors passes a resolution to propose the issue to the 2016 Annual General Meeting of Shareholders for approval of the issuance of new shares via private placement at the price of 2.03 Baht per share, calculated between February 19, 2016 and March 3, 2016. The impact can be categorized as follows:

- 6.4.1 Impact on control dilution and price dilution for only 1.56 percent and 0 percent respectively in the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.
- 6.4.2 Impact on control dilution and price dilution for only 1.44 percent and 0.75 percent respectively in the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.
- 6.4.3 Impact on control dilution and price dilution for only 1.06 percent and 0.07 percent respectively in the event of all warrants has been exercised by shareholders but no newly issued shares under general mandate have been issued.
- 6.4.4 Impact on control dilution and price dilution for only 1.00 percent and 0.93 percent respectively in the event of all warrants have been exercised by shareholders and newly issued shares under General Mandate have been issued.

The Board of Directors considered that the impacts are worthy and the Company can also maintain and increase its liquidity. On February 19, 2016, the Meeting of the Board of Directors 1/2016 approved the allotment of newly issued ordinary shares via private placement by means of capital increase under general mandate from the 2015 Annual General Meeting of Shareholders. The Board of Directors resolved the offering price of newly issued ordinary shares at 1.90 Baht per share which is not lower than 90 percent of MONO Market Price. The “Market Price” derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date of pricing (The weighted average price is during the date of February 9-19, 2016). The closing average price is 2.00 Baht.

The Board of Directors deemed that the pricing of newly issued ordinary shares at 2.03 Baht per share is reasonable and beneficial to the Company and shareholders as the Company has to issue new shares to complete the payment of the copyrights of films and screenplays valued 103,000,000 Baht. The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company’s reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which



valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC). The Board of Directors considered that a continuous content investment will increase the rating of MONO29 digital TV continuously. As of February 2016, TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increase by 146 percent in 2016. As a result, there is no discount on the pricing of 2.03 Baht per share. In addition, the Company had settled the date of pricing to be fair to the private placement. The “Market Price” derived from MONO weighted average price as of 9-consecutive-business-day, which is equal to the previous agreement.

#### 6.5 Reasons and necessity for offering of newly issued ordinary shares to Mr. Visute Poolvorakaks

The Board of Directors considered that the reasons and necessity for the offering of newly issued ordinary shares to Mr. Visute Poolvorakaks is appropriate. The Company agreed that Mr. Visute Poolvorakaks acquires the potential, knowledge, ability, experience and expertise in the area of film production which will extremely benefit the movie business of Mono Group. Once acquiring the ownership of contents which are memorable and famous movies in the past, the Company will be able to offer services that meet customer’s need even more comprehensive which will benefit the Company in a long term.

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company’s reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC). The Board of Directors considered that a continuous content investment will increase the rating of MONO29 digital TV continuously. As of February 2016, TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increase by 146 percent in 2016.

6.6 Impact on the business operation, financial status and overall operation of the Company as a result of the increase of capital and implementation of the proceeds utilization plan of the projects

The Board of Director deemed that the purchase of the copyrights of films and screenplays by means of issuance of new shares as the reciprocation will maintain and increase liquidity of the Company. The allotment of newly issued shares and operation on the investment plan has no negative effect to the Company's operation, financial status and operating result. In 2016, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer's need even more comprehensive which will benefit the Company in a long term.

The Company will also purchase other contents in an estimated spending of 600,000,000 to 700,000,000 Baht. The investment is for supporting the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus and member registering online video on demand – Monomaxxx.com. The capital for the purchase of other contents derives from the Company's business operation.

The financial status of the Company as of December 31, 2015 appears that the debt to equity ratio equals to 1.18 times. Once includes the transaction of capital increase from newly issued ordinary shares, the debt to equity ratio decreases to 1.17 times.

In addition, the Board of Directors deemed that the risk of failure in purchasing the content is low, as in 2016, the Company has requested the approval of capital increase totally 265,000,000 shares. Hence, if the Company needs to raise capital, it can be done shortly according to the Company's business plan.

Therefore, the Company would like to ask for the approval of the capital increase. Once completing the transaction, the Company will strictly follow the regulations on the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 (2004) and the Notification of the Capital Market Advisory Board no. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deems as Acquisition or Disposal of Assets.

**7. Benefits apart from capital increase**

The purpose of this allotment is to support the investment in the Company's businesses including movies, digital TV and online movie service in order to offer a complete movie service to serve customers' need which will gain profits and dividend for shareholders in the future. Moreover, the Company will be able to maintain and increase liquidity as well as rebroadcast the contents perpetually. As of February 2016,

TV rating of the MONO29 is one of the top four in Thailand. TV rating in Bangkok and nationwide is 0.756 and 0.660 respectively. The rating has risen from February 2015 in Bangkok and nationwide which is 0.422 and 0.303 respectively or increased by 79 and 118 percent respectively according to the report from AGB Nielsen. As a result, advertising revenue has risen from 609 million Baht in 2015 to expected revenue of 1,500 million Baht or increase by 146 percent in 2016.

#### 8. Other conditions relevant to the share allotment by way of private placement

The silent period for the person who received the allotment of newly issued share under private placement is two years. Sell is permitted by 50 percent of shares under sell prohibition after the first year of the allotment ended.

#### 9. Conditions precedent of entering the transaction

In the Meeting of Shareholders, the Company must acquire not less than three-fourth of the total votes approval from eligible voters who attend the meeting, in order to increase registered capital. The votes of shareholders with interests will not be counted. The Company must also acquire the majority vote from the total votes approval from eligible voters who attend the meeting, in order to allocate newly issued ordinary shares via private placement. The votes of shareholders with interests will not be counted.

#### 10. Impact from the private placement (Dilution Effect)

Possible effects to existing shareholders concerning capital increase via private placement.

- Total paid-up shares	3,150,935,537 shares
- Issued shares for the exercise of rights under warrant	<u>1,519,064,438</u> shares
- Total issued shares	4,669,999,975 shares
- Newly issued ordinary shares via private placement (Mr. Visute Poolvorlaks)	<u>50,000,000</u> shares
- Capital increase under General Mandate (General Mandate: PP)	265,000,000 shares
- Total shares	<u>4,984,999,975</u> shares
- Exercising price for warrant conversion 1:1	Price 2.50 Baht
- Price offering for newly issued ordinary shares (General Mandate: PP) calculated on the assumption of pricing offering that is not below than 90 percent of the Market Price which is 2.03 Baht per share.	

Effect on Shareholders	Calculation Method	Value (percent)
<b>1. Control Dilution</b>  1.1 In the event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Total paid-up shares})}$	1.56

Effect on Shareholders	Calculation Method	Value (percent)
1.2 In the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Increased shares under General Mandate} + \text{Total paid-up shares})}$	1.44
1.3 In the event of all warrants have been exercised by shareholders.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Issued shares for warrant} + \text{Total paid-up shares})}$	1.06
1.4 In the event of all warrants have been exercised by shareholders and all newly issued shares under General Mandate have been issued.	$= \frac{\text{PP Shares}}{(\text{PP Shares} + \text{Increased shares under General Mandate} + \text{Issued shares for warrant} + \text{Total paid-up shares})}$	1.00
<b>2. Price Dilution</b>  (The PP price is 2.03 Baht per share and is also equal to existing market price)		
2.1 In event of all shareholders do not exercise their warrants and no newly issued shares under General Mandate have been issued.	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{(\text{Market price} \times \text{Total paid-up shares}) + (\text{PP price} \times \text{PP shares})}{(\text{Total paid-up shares} + \text{PP shares})}$	0.00
2.2 In event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{[\text{Market price} \times (\text{Total paid-up shares} + \text{Increased shares under General Mandate})] + (\text{PP price} \times \text{PP shares})}{(\text{Total paid-up shares} + \text{Increased shares under General Mandate} + \text{PP shares})}$	0.75

Effect on Shareholders	Calculation Method	Value (percent)
<p>2.3 In event of all warrants have been exercised by shareholders but no newly issued shares under General Mandate have been issued.</p>	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{(\text{Market price} \times \text{Total paid-up shares}) + (\text{PP price} \times \text{PP shares}) + (\text{Exercise price} \times \text{Shares for warrant})}{(\text{Total paid-up shares} + \text{PP shares} + \text{Shares for warrant})}$	0.07
<p>2.4 In event of all warrants have been exercised by shareholders but all newly issued shares under General Mandate have been issued.</p>	$= \frac{\text{Existing market price} - \text{Market price after PP}}{\text{Existing market price}}$ <p>Market price after PP =</p> $\frac{[\text{Market price} \times (\text{Total paid-up shares} + \text{Increased shares under General Mandate})] + (\text{PP price} \times \text{PP shares}) + (\text{Exercise price} \times \text{Shares for warrant})}{(\text{Total paid-up shares} + \text{Increased shares under General Mandate} + \text{PP shares} + \text{Shares for warrant})}$	0.93

#### 11. Confirmation of the Board of Directors on capital increase

In the event that the directors do not perform their duties with honesty and do not maintain the benefits of the Company concerning the capital increase, if the neglect of such duties resulted in the destruction of the Company, the shareholders can sue the directors for damages according to Clause 85 of Limited Public Company Act B.E.2535 (1992). Also, if the neglect of such duties resulted in the unfair benefits of the directors or related persons, the shareholders can sue the directors to request for the return of such benefits in the name of the Company according to Clause 89/18 of Securities and Exchange Act B.E.2535 (1992).

**12. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors**


-None-

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



Signature .....  ..... Authorized Director  
(Mr. Sang Do Lee)

Position Director

Signature ...  ..... Authorized Director  
(Mr. Navamin Prasopnet )

Position Director

**Information Memorandum on the Acquisition of Assets  
Of  
Mono Technology Public Company Limited**

The Board of Directors' Meeting of Mono Technology Public Company Limited (the "Company") No. 2/2016 held on March 4, 2016 has passed a resolution to approve the entry of the Company into the acquisition of assets transaction by purchasing the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorakaks accounted for 103,000,000 Baht (One Hundred Three Million Baht). The Company will issue new ordinary shares as the reciprocation of the acquisition of the copyrights of 30 films and 29 screenplays to Mr. Visute Poolvorakaks. The issuance of new ordinary shares totals 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visute Poolvorakaks who is the owner of the copyrights of 30 films and 29 screenplays is regarded as the issuance and offering of shares via private placement. The Company will complete the transaction of the copyrights of films and screenplays when the Meeting of Shareholders approved the increase of capital to pay for the reciprocation of the copyrights.

The transaction is considered as an acquisition of assets categorized as Class 3 under the Notification of the Capital Market Supervisory Board no. TorJor. 20/2551 (2008) concerning Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand on the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547(2004) as amended. According to Value of Consideration method, the size of the transaction is equivalent to 1.92 percent of the total assets. Therefore, the Company is required to prepare the Information memorandum of such asset acquisition as specified in the Notification of the Acquisition or Disposition of Asset and disclose to the Stock Exchange of Thailand ("SET").

The transaction details are as follows:

**1. Transaction Date**

The transaction will be completed after obtaining an approval from the Board of Directors' Meeting No. 2/2559 held on March 4, 2016 and the Meeting of Shareholders approved the increase of capital to pay for the reciprocation of the copyrights of films and screenplays. In addition, the conditions precedent on the purchase of the copyrights of the films and the screenplays must be agreed according to the contract.

**2. The parties involved**

**Buyer**

Mono Technology Public Company Limited (the "Company"), a company incorporated in Thailand and listed on the SET under the symbol "MONO" and/ or its wholly owned subsidiaries.

**Seller**

Mr. Visute Poolvorakaks, the owner of the copyrights of 30 films and 29 screenplays (according to the detail in No. 4).

### 3. General characteristics, type and size of the Transaction

#### 3.1 General Characteristics of the Transaction

The Company will purchase the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlaks at the value of 103,000,000 Baht (One Hundred Three Million Baht) excluding value added tax. The payment for the copyrights will be completed by the issuance of new ordinary shares to Mr. Visute Poolvorlaks. The amount of the newly issued shares is 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visute Poolvorlaks, the former owner of the copyrights of 30 films and 29 screenplays, as the reciprocation of the copyrights is regarded as the issuance and the offering of shares via private placement.

#### 3.2 Type and size of the Transaction

The transaction is regarded as an acquisition of assets class 3 under the Notification of the Capital Market Supervisory Board no. TorJor. 20/2551 (2008) concerning Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 (2004). The additional amendment of the transaction size is accounted for 1.92 percent according to the total value of the reciprocation.

Therefore, the Company is required to prepare the information memorandum of such asset acquisitions as specified in the Notification of the Acquisition or Disposition of Asset and disclose to The Stock of Thailand.

The detailed comparison of the transaction size by each calculation method is shown below;

Calculation method	Calculation	Transaction size
1. Net Tangible Asset Value (NTA)	Percentage of NTA according to the percentage of share/ NTA of the Company	Unable to calculate as the purchased assets has no NTA
2. Net Income	Percentage of net income from purchased assets according to the percentage of share/ Net income of the company	Unable to calculate as the purchased assets has no net income
3. Value of Consideration	(Total value of consideration paid to the target company / Value of assets of the Company) x 100 = ( 101,500,000 / 5,277,736,354 X 100 )	1.92%
4. Equity Share Value	(No. of shares issued for payment / Total paid-up shares of the Company) x 100 = ( 50,000,000 / 3,150,935,537 X 100 )	1.59%



**4. Details and value of purchased assets**

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

No	Movies	Released (Year)	Revenue (Million baht) <sup>(1)</sup>
1	Suem Noi Noi Kalon Mak Noi	1985	5
2	Pleum	1986	10
3	Prod Sarb Kid Tueng Mak	1986	3
4	Ya Bok Wa Ther Bap	1987	3
5	Dee Tak	1987	4
6	Rak Raek Oum	1988	5
7	Cha Lui	1988	12
8	Prik Kee Noo Kub Moo Ham	1989	6
9	Cha Lui Project 2	1990	19
10	Puk Pui	1990	8
11	Sa Yuem Guey	1991	18
12	Kling Wai Kon Por Son Wai	1991	25
13	Boon Tang Khai	1992	12
14	Toh Leaw Tong Tohh	1992	7
15	Pee Nueng Puen Gun Lae Won As Sa Jan Khong Phoom	1993	23
16	Koo Tae Song Lok	1994	22.50
17	The Egg Man (Cha Lui Hin)	1994	21
18	Guey 2	1995	28
19	Rak Tae Bod Tee Nueng	1995	17
20	Fire & Ice (Rang Pen Fai Lalai Kae Ter)	1996	22
21	Dream Society (Nang Baeb)	1997	18
22	Dang Bireley's and Young Gangsters <sup>(2)</sup>	1997	75
23	303 Fear / Faith / Revenge	1998	30
24	Nang Nak	1999	150
25	Iron Ladies	2000	99
26	Maebia	2001	53
27	Nor Chor (2002)	2002	30
28	Iron Ladies 2	2003	72
29	The Whistle (Koo Tae Patiharn)	2003	18
30	The Extern (Mor Jeb)	2004	34
Total Revenue			849.50

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

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

## 5. Total value of the reciprocation

The total value of the reciprocation concerning the transaction of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlaks is accounted for 103,000,000 Baht (One Hundred Three Million Baht). The payment for the copyrights of films and screenplays will be completed by the issuance of new ordinary shares as the reciprocation of the acquisition of the copyrights of 30 films and 29 screenplays to Mr. Visute Poolvorlaks. The amount of the newly issued shares is 50,000,000 shares (Fifty Million Shares) with the offering price at 2.03 Baht per share. The total value of the reciprocation is not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht). The issuance of new ordinary shares to Mr. Visute Poolvorlaks, the former owner of the copyrights of 30 films and 29 screenplays, as the reciprocation of the copyrights is regarded as the issuance and the offering of shares via private placement.

Note that the offering price is not considered lower than 90% of the market price as pursuant to the Notification of the Capital Market Supervisory Board. No. TorJor. 72/2558 (2015) Re: Private Placement Offering Category 2 concerning the shares allocation with specified offering price approved by shareholders. The market price derived from 9-consecutive-business-day weighted average closing price of MONO prior to the date on which the Company's Board of Directors passes a resolution to propose the issue to the Meeting of Shareholders on April 27, 2016 for approval of the offering of shares via private placement with the price calculated between February 19, 2016 and March 3, 2016, which is accounted for 2.03 Baht per share.

## 6. Basis used to determine the value of consideration

The negotiation between the Buyer, "the Company", and the Seller, "Mr. Visute Poolvorlaks", in determining the value of the reciprocation derived from the valuation of the copyrights of 30 films and 29 screenplays which accounted for 103,000,000 Baht is reasonable. The Company's reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate<sup>1</sup> at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

## 7. Expected benefits from the transaction

The acquisition of the copyrights of 30 films and 29 screenplays will support the growth of MONO29 channel on digital TV, Mono Plus channel on satellite TV and Monomaxxx.com member registering online movie service. It will also enable the Company to offer a complete movie service to serve customers' need which will provide long-term benefits as well as gain profits and raise dividend for shareholders in the future.

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Capitalization Rate<sup>1</sup> is the interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at a given date.

**8. Source of funds for the transaction and details of securities issued**

The Company will pay for the acquisition of assets by the issuance of new ordinary shares to Mr. Visute Poolvorakaks for the amount of 50,000,000 shares (Fifty Million Shares) at the offering price of 2.03 Baht per share with the total value not exceeding 101,500,000 Baht (One Hundred One Million, Five Hundred Thousand Baht).

**9. Opinions of the Board of Directors concerning a decision to enter into the transaction**


The Board of Directors' Meeting of MONO No. 2/2559 held on March 4, 2016 has passed a resolution to approve the transaction as the Board believes that the investment in the copyrights of 30 films and 29 screenplays will bring benefits to both the Company and its existing shareholders as mentioned under No.7.

**10. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors**

None of the Company's Audit Committee or Directors disagrees with the opinion of the Board of Directors under No.9.

**11. The responsibility of the Board of Directors to information memorandum of shareholders**

The Board of Directors is responsible for information memorandum shareholders. Mr. Navamin Prasopnet and Mr. Sang Do Lee, directors who are authorized to act on behalf of the Company, have carefully reviewed this information memorandum and certified that the information presented in this information memorandum is true and complete in all respects. There is no information that could be resulted in any misunderstanding.



(Mr. Navamin Prasopnet)

Director



(Mr. Sang Do Lee)

Director

**MONO** TECHNOLOGY  
PUBLIC COMPANY LIMITED

### 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 : 64 years  
 Resident : Mono Technology Public Company Limited No. 200 Moo 4  
 Jasmine International Tower 16<sup>th</sup> Fl., Chaengwattana Rd.,  
 Pakkred, Nonthaburi Thailand 11120  
 Interest in considering each agenda : -None-



#### 2. Mr. Preecha Leelasithorn

Position : Independent Director, Member of Audit Committee and  
 Chairman of Remuneration and Nomination Committee  
 Age : 53 years  
 Resident : Mono Technology Public Company Limited No. 200 Moo 4  
 Jasmine International Tower 16<sup>th</sup> 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 : 51 years  
 Resident : Mono Technology Public Company Limited No. 200 Moo 4  
 Jasmine International Tower 16<sup>th</sup> 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 or 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

2. In case of foreign investor shareholder appointing a Thai resident as custodian, 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](http://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 64 years<br>Independent Director and Chairperson of Audit Committee  |
| 2) Mr. Preecha Leelasithorn         | Age 53 years<br>Independent Director, Member of Audit Committee and<br>Chairman of Remuneration and Nomination Committee   |
| 3) Mr. Kriengsak Thiennukul,        | Age 51 years<br>Independent Director, Member of Audit Committee and<br>Member of Remuneration and Nomination Committee   |
| Address                             | Mono Technology Public Company Limited<br>No. 200 Moo 4 Jasmine International Tower 16 <sup>th</sup> Fl.,<br>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 Wednesday, April 27, 2016 from 12.00 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.

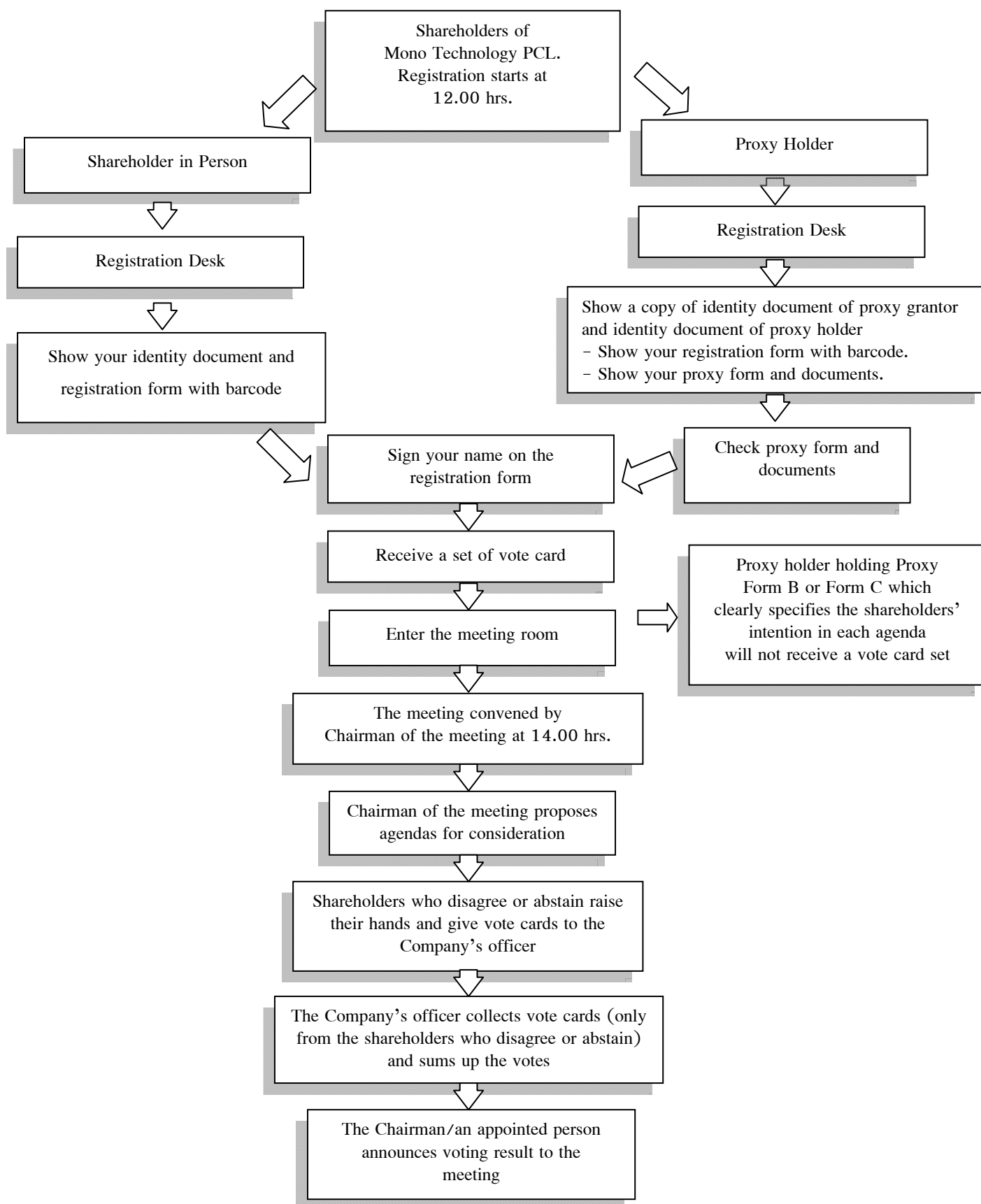
**Article 36** The business to be transacted at the annual ordinary meeting are as follows:

- (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 2016 Annual General Meeting of Shareholders**

**Mono Technology Public Company Limited**

**April 27, 2016**



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

**Public Announcement**

**“Discontinuation of Souvenirs Distribution for the Shareholders’**

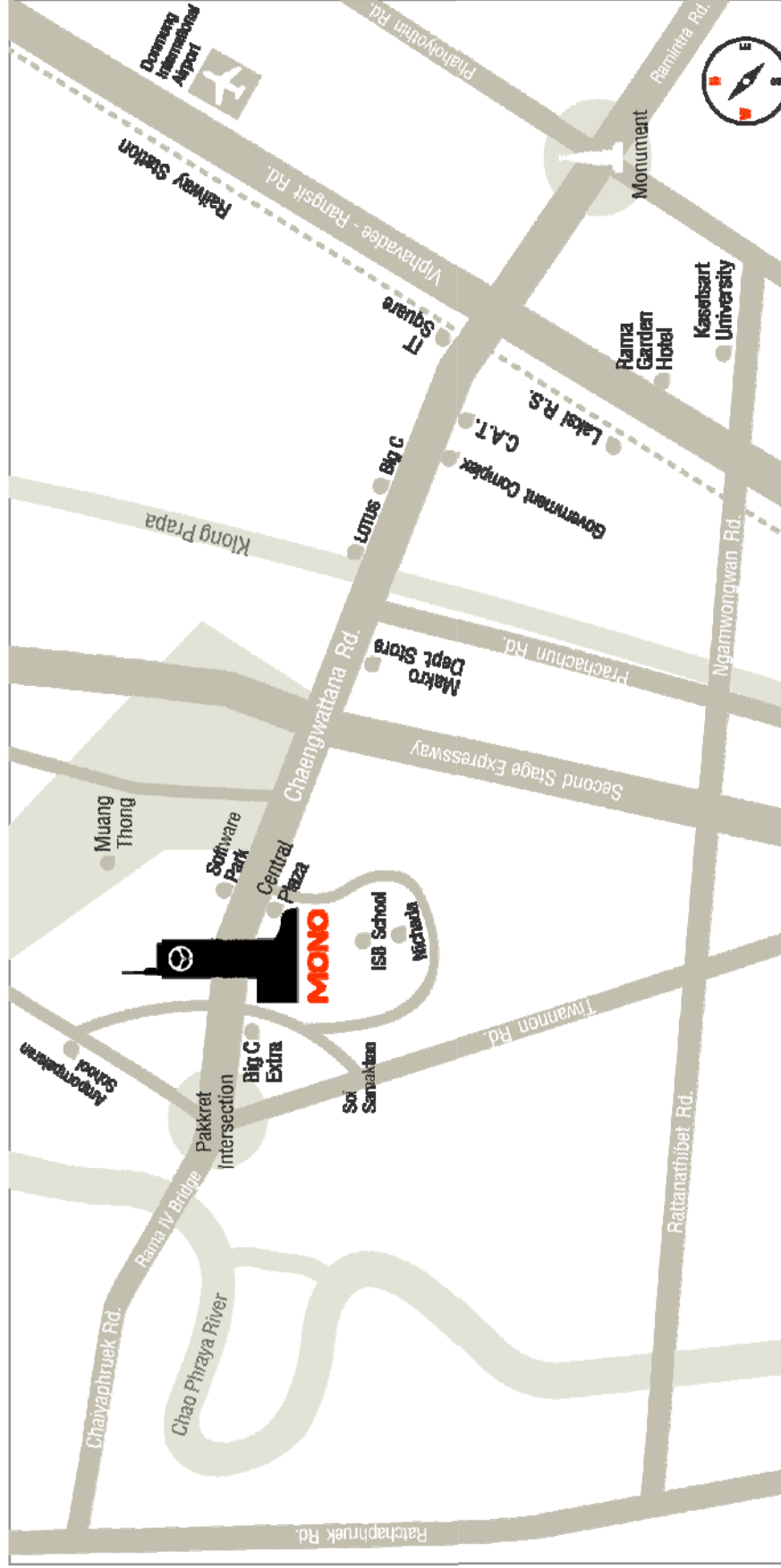
**Annual General Meeting Year 2016”**

As Mono Technology Public Company Limited has scheduled the Shareholders’ Annual General Meeting Year 2016 to be convened on Wednesday, April 27, 2016 at 14.00 hrs. at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120.

In order to promote and encourage all shareholders to attend the Shareholders’ Annual General Meeting Year 2016, with the focus to acknowledge the Company’s performance, management and corporate governance as well as to meet, ask questions and express their opinions in the meeting. Furthermore, this meeting will be an opportunity to provide Shareholders, the Board of Directors, Executives and the Company’s employees interact and build up good relationships among each other.

The Company, therefore, would like to **“discontinue the distribution of souvenirs for Shareholders’ Annual General Meeting year 2016”**

**MONO** |  **MAP OF MONO GROUP** 200 Moo 4 Chaengwattana Rd., Pakkred Nonthaburi Thailand 11120 Tel: +66 2502 0700  
**AT JASMINE INTERNATIONAL TOWER** Bus No.: 51 52 150 166 356 Vanc (Jaijak/ Meambures/ Ram1/ Rangsit/ Victory Monument) - Pakkred



หนังสือมอบฉันทะ (แบบ ข)  
Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท โมโน เทคโนโลยี จำกัด(มหาชน) (“บริษัทฯ”)

being a shareholder of Mono Technology Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง ดังนี้ _____
holding shares at the total amount of _____	shares _____	and having the right to vote equal to _____	votes as follows: _____
<input type="checkbox"/> หุ้นสามัญ _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
ordinary share _____	shares _____	and having the right to vote equal to _____	votes _____
<input type="checkbox"/> หุ้นบุริมสิทธิ _____	หุ้น _____	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
preference share _____	shares _____	and having the right to vote equal to _____	votes _____

(3) ขอมอบฉันทะให้

hereby appoint

☐ (1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or  
☐ (2) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code Or

กรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น

Independent Directors Proposed to Act as Proxies for Shareholders.

☐ (3) ชื่อ นางพรรณี วรวิจิตรสถิต อายุ 64 ปี  
Name Mrs. Punnee Worawuthichongsathit Age 64 years  
ตำแหน่ง กรรมการอิสระ และประธานคณะกรรมการตรวจสอบ  
Position Independent Director and Chairperson of Audit Committee  
ที่อยู่ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ชั้น 16 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด  
จังหวัดนนทบุรี 11120  
Address No. 200 Moo 4 Jasmine International Tower 16th Fl., Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120

1. ผู้รับมอบฉันทะ โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

For a proxy holder, please bring this proxy form to show at the meeting.

2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ

Copy of identity document of proxy grantor is required to attach with proxy form.

- ☐ (4) ชื่อ นายปรีชา ลีละศิธร อายุ 53 ปี  
Name Mr. Preecha Leelasithorn Age 53 years  
ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และประธานคณะกรรมการสรรหาและพิจารณาตอบแทน  
Position Independent Director, Member of Audit Committee and Chairman of Remuneration and Nomination Committee  
ที่อยู่ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ชั้น 16 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด  
จังหวัดนนทบุรี 11120  
Address No. 200 Moo 4 Jasmine International Tower 16th Fl., Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120
- ☐ (5) ชื่อ นายเกรียงศักดิ์ เทียนกุล อายุ 51 ปี  
Name Mr. Kriengsak Thiennukul Age 51 years  
ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาตอบแทน  
Position Independent Director, Member of Audit Committee and Member of Remuneration and Nomination Committee  
ที่อยู่ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ชั้น 16 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด  
จังหวัดนนทบุรี 11120  
Address No. 200 Moo 4 Jasmine International Tower 16th Fl., Chaengwattana Rd., Pakkred, Nonthaburi Thailand 11120

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันพุธที่ 27 เมษายน 2559 เวลา 14.00 นาฬิกา ณ ออดิทอเรียม ชั้น 3 อาคารจัสมิน อินเตอร์เนชั่นแนล เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders held on Wednesday, April 27<sup>th</sup>, 2016 at 14.00 hrs. at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No.200 Moo4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 or on date at time and place as may be postponed or changed.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows :-

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ซึ่งประชุมเมื่อวันที่ 23 เมษายน 2558  
Agenda No. 1 To consider certifying the minutes of the 2015 Annual General Meeting of Shareholders, held on April 23, 2015
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 2 รับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2558  
Agenda No. 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2015
- ไม่ต้องลงมติ เนื่องจากเป็นการรายงานให้ผู้ถือหุ้นรับทราบ  
This agenda is for shareholders' acknowledgment; therefore, voting is not required.
- วาระที่ 3 พิจารณออนุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2558  
Agenda No. 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2015
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

- วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และเรื่องเงินปันผลประจำปี 2558  
Agenda No. 4 To consider approving the allocation of net profit as legal reserve and the dividend for the year 2015
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนการตรวจสอบบัญชีประจำปี 2559  
Agenda No. 1 To consider an appointment of the auditor and to fix the audit fee for the year 2016
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 6 พิจารณานุมัติเลือกตั้งกรรมการที่ออกตามวาระ สำหรับปี 2559  
Agenda No. 2 To consider and approve the election of directors to replace those who retire by rotation in 2016
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ การเลือกตั้งกรรมการทั้งชุด  
The election of the complete set of the Board of Directors
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้  
The election of the individual director, namely;
1. นายพิชญ์ โพธารามิก/ Mr. Pete Bodharamik
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
2. นายปรีชา ลีละศิธร / Mr. Preecha Leelasithorn
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
3. นายเกรียงศักดิ์ เขียวรณกุล / Mr. Kriengsak Thiennukul
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2559  
Agenda No. 3 To consider and approve the annual remuneration for directors in 2016
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 8 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จาก 492,799,997.50 บาท เป็น 466,999,997.50 บาท  
Agenda No. 8 To consider approving the Company's capital reduction from 492,799,997.50 Baht to 466,999,997.50 Baht
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain



- วาระที่ 9 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda No. 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
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จาก 466,999,997.50 บาท เป็น 498,499,997.50 บาท
- Agenda No. 10 To consider approving the increase in registered capital from 466,999,997.50 Baht to 498,499,997.50 Baht
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 11 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda No. 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
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 12 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวน 50,000,000 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 0.10 บาท ให้แก่บุคคลในวงจำกัด (Private Placement) ในราคา ไม่ต่ำกว่าร้อยละ 90 ของราคาตลาดถัวเฉลี่ยของหุ้น (ซึ่งจะใช้ราคาถัวเฉลี่ยถ่วงน้ำหนักของหุ้นตั้งแต่วันที่ 19 กุมภาพันธ์ 2559 - 3 มีนาคม 2559) เพื่อใช้ชำระเป็นค่าตอบแทนในการเข้าซื้อสิทธิบัตร (ลิขสิทธิ์ภาพยนตร์จำนวน 30 เรื่อง และบทภาพยนตร์ จำนวน 29 เรื่อง) ซึ่งมีมูลค่า 103,000,000 บาท จากนายวิสูตร พูลวรลักษณ์
- Agenda No. 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 Poolvoralak
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain
- วาระที่ 13 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 265,000,000 หุ้น ซึ่งมีมูลค่าที่ตราไว้หุ้นละ 0.10 บาท คิดเป็นร้อยละ 8.41 ของทุนชำระแล้ว เพื่อเสนอขายให้แก่บุคคลในวงจำกัด
- Agenda No. 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
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

วาระที่ 14 พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda No. 14 To consider other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree      ☐ ไม่เห็นด้วย/Disagree      ☐ งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
The voting of the proxy holder in respect of any agenda in contrary to the manner set forth above shall be considered incorrect and shall not be my/our vote.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the case where my/our designation for the proxy holder to vote in respect of any agenda is not specified or not clearly specified or if there is any agenda considered in the meeting other than those specified above, including any amendment or additional thereof, the proxy holder shall be authorized to consider the matters and vote on my/our behalf as the proxy holder deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าการลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และข้าพเจ้าได้กระทำเองทุกประการ

Any act or thing carried out by the proxy holder in the meeting except the case that the proxy holder not vote according to my/our intention as specified in the proxy form shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be divided to more than one proxy holder in order to divide the vote

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any other agendas to be considered in addition to those specified in the above mentioned, the proxy grantor may specify such agenda on the continued list of proxy form B attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

The continued list of proxy form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โมโน เทคโนโลยี จำกัด (มหาชน)

The proxy on behalf of the shareholder of Mono Technology Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันที่ 27 เมษายน 2559 เวลา 14.00 น. ณ ออดิทอเรียม ชั้น 3 อาคารจัสมิน อินเทอร์เน็ตชั้นแนล เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2016 Annual General Meeting of Shareholders held on Wednesday, April 27<sup>th</sup>, 2016 at 14.00 hrs. at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No.200 Moo4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120 or on date at time and place as may be postponed or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda No. Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda No. Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda No. Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows :-
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda No. Subject : The election of the directors (continued)

ชื่อกรรมการ/Name of director

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

ชื่อกรรมการ/Name of director

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

ชื่อกรรมการ/Name of director

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain