



(Translation)

Mono Technology Public Company Limited
Minutes of 2017 Annual General Meeting of Shareholders

Date and place

The meeting was held on Wednesday, April 26, 2017 at 14.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Changwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120.

Directors attending the meeting

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

Executives attending the meeting

- | | | |
|-------------------|----------------|----------------------------------------------------------|
| 1. Mr. Jiraprawat | Boonyasen | Senior Vice President – Mobile Internet |
| 2. Miss Pitirudee | Sirisamphan | Vice President – Corporate Affairs and Company Secretary |
| 3. Miss Benjawan | Rakwong | Vice President – Administration and Executive Director |
| 4. Mr. Teerasak | Tharaworn | Vice President – Human Resources |
| 5. Miss Paweena | Poonpattanasuk | Vice President – Accounting and Finance |

Relevant person attending the meeting

- | | | |
|------------------|--------------|----------------------------------------|
| 1. Ms. Krongkaew | Limkittikul | Auditor, EY Office Limited |
| 2. Mr. Supachai | Panyawattano | Auditor, EY Office Limited |
| 3. Mrs. Nittaya | Kietserikul | Legal Advisor, Seri Manop & Doyle Ltd. |

Preliminary proceeding

Miss Pitirudee Sirisamphan, the Company Secretary, introduced directors, executives, auditors, and legal advisor attending the meeting and informed the meeting procedure and voting process for each agenda. For voting in

2017 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 hands 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.

During September 30, 2016 to December 31, 2016, the Company invited shareholders to send the question in advance for the 2016 Annual General Meeting of Shareholders. The announcement was posted on <http://www.mono.co.th>, under the “Investor Relations” page. On January 31, 2017, the Company informed The Stock Exchange of Thailand (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 there were 97 shareholders holding 2,387,376,443 shares and 144 proxy holders holding 199,140,268 shares attended the meeting. The total number of shareholders and proxy holders attended the meeting was 241 with share holding of 2,586,516,711 shares out of the entire shareholders of 6,522 with the total number of issued and subscribed shares with the right to vote of 3,343,935,537 shares, or equivalent to 77.3495 percent, 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 Ms. Kittiya Patchusanon and Mr. Tanawat Nararam 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 2016 Annual General Meeting of Shareholders, held on April 27, 2016

The Chairman informed that the minutes of the 2016 Annual General Meeting of Shareholders held on April 27, 2016 had been set as an enclosure of the 2017 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 2016 Annual General Meeting of Shareholders, held on April 27, 2016. The resolution was passed by the unanimous vote of shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,586,521,111	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 242 Shareholders	2,586,521,111	-

Agenda 2 To acknowledge the Board of Directors' annual report on the Company's operation result during the year 2016

The Chairman informed the meeting that the Company's operation result of the year 2016 was shown in the 2016 annual report (Enclosure 2) which was sent to all shareholders together with the 2016 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 2015 operation result to all shareholders, with details summarized as follows:

1. The total assets of Mono Technology PCL. and subsidiaries was 5,392 million Baht. Current assets totaled 674 million Baht. Land, buildings and equipment, and intangible assets amounted to 2,729 million Baht and non-current assets amounted to 1,989 million Baht. Comparing to the year 2015, the total assets increased by 114 million Baht or 2 percent. Buildings and intangible assets increased by 289 million Baht (Buildings increased by 60 million Baht and intangible assets increased by 229 million Baht.) Cash and bank deposit decreased by 107 million Baht due to the purchasing of intangible assets.
2. The total liabilities of the year 2016 were 3,026 million Baht. Current liabilities was 929 million Baht and non-current liabilities was 2,097 million Baht. Comparing to the year 2015, the total liabilities increased by 172 million Baht or 6 percent. The increase in liabilities was due to the fact that long term loans had increased by 669 million Baht whereas debt payment for the cost of TV digital license was completed by 339 million Baht.
3. The total shareholders' equity was 2,366 million Baht. Comparing to the year 2015, the number decreased by 58 million Baht or 2 percent. During the year 2016, the total loss was 255 million Baht whereas capital increase was 197 million Baht.
4. The total revenue of the year 2016 was 2,113 million Baht. The number increased by 188 million Baht or 10 percent. The increase of income came from TV advertising.
5. EBITDA of the year 2016 was 838 million Baht. The number increased by 523 million Baht or 166 percent. Net loss of the year 2016 was 249 million Baht. The number decreased by 237 million Baht or 49 percent. Considering each quarter, it could be seen that income was on an uptrend. In the fourth quarter, Mono Group stopped providing entertainment services for 30 days in remembrance of His Majesty King Bhumibol Adulyadej.

The important movements in 2016 included:

January

- T Moment Production House was officially introduced. Being under the cooperation between Mono Group and Mr. Visute Poolvorakaks, the executive who was an experienced and well-known director, T Moment Co., Ltd. was established in March 9, 2016 with the Company holding 100 percent share.

October

- The Company signed an agreement on Collective Action Coalition of Thailand's Private Sector Collective Action Coalition Against Corruption. Being certified a member for 3 years, the membership lasts from October 14, 2016 to October 14, 2019. The Company was one of the 227 companies to receive the certification from a total of 824 companies which have proposed the agreement on Collective Action Coalition. The practices under the topic are presented in the 2016 Annual Report, page 99, Anti-Corruption Policy.

The Chairman assigned Mr. Navamin Prasopnet, Chief Marketing Officer, to report the overview and the turnover of Mono Group businesses by focusing on the digital TV business. The overview of TV business, current competitive situation, present and future marketing strategy, and financial highlights shall be explained as follows.

- TV Business Overview

Since the beginning of 2017, rating of MONO rose from number 5 to number 4 and leveled off. Top rankings were Channel 7, Channel 3, Workpoint Channel, and MONO29 Channel respectively, followed by Channel 8 and Channel One, which ratings were consistently close to each other. The overview of advertising income from TV industry expressed growth with the increase of revenue for digital TV businesses and the decrease of revenue for analogue TV businesses, especially the satellite channels. Therefore, the major source of advertising income both in the past and the expected future was contributed to digital TV businesses.

- Current Status & Strategy

Considering the position and the strategy of Mono Group in the present and the future, Mono was ranked fourth of the most popular TV channels currently with rating at 0.922. The number expressed growth as well as a moderate distance from the fifth and the sixth in the ranking. The business was always on an uptrend despite a slight drop in the fourth quarter of the previous year. In April, the overall business was still on an uptrend with rating at 0.9. The strategy of Mono still focused on "Great Movies and Popular TV Series". The channel consistently aired new movies with big movies from Hollywood as the highlight of the year program. As for series, Mono dealt with Hollywood for the part of DC Universe and obtained all 6 series from DC Comics. Some of the series were aired and gained rating above 1 which was worthwhile. When comparing the revenue from rerun movies in Mono library from 2015 to 2017, the rerun movies generated more revenues than the first time they were aired. So it could be seen that the customer base or the audience of MONO29 had increased. The Company strategy was still the same which was to focus on output deal with international major studios. Mono had obtained movies from 4 studios and in the present year the Company had signed contract with Fox studio. The contents from Fox shall appear on MONO29 shortly. In addition, the Company continued to develop its own local contents gradually. Such contents were Thai series and Thai movies. All of Mono contents including the movies of its own production and the movies it had purchased the copyrights were able to gain rating. Chinese movies that the Company had bought the copyright from foreign countries gained an average rating of 2 to 3 with the peak at 3 to 4. The average rating of Thai series such as The Hit Man Story, The Legendary Outlaw, Angels, and The

Legendary of King Naresuan (The Series) was more than 1 which satisfied the management. The production of Thai series shall continuously be developed.

- Financial Highlight

Considering the financial highlight, the advertising revenue from MONO29 tended to grow continuously. In 2015, the revenue was 624 million Baht, and went up to 996 in 2016. The rating and the revenue was still on an uptrend. The average utilization rate was generally at 80 to 90 which was considered effective.

In 2017, the forecast for the revenue of Mono Group businesses which include the digital TV business and other businesses was initially at 3,230 million Baht with 1,900 million Baht contributed to TV business. However, the predicted revenue was recently lessened from 3,230 million Baht to 3,100 million Baht due to an incident which may affect the capacity of the TV business in the fourth quarter. The Company also included this incident in the risk assessment. Although the number was decreased, the overview of the revenue was considered to increase approximately by 1,000 million Baht from the previous year.

As for the land investment for a studio on Ratchaphruek Road, the development was proceeded continuously and the studio was fully utilized. In the previous year, there were basketball competitions which lasted for about half a year and in the present year there shall be more basketball competitions up to 4 or 5 leagues. The stadium shall be occupied all the time. Once it was absent from the competitions, it shall be used as a concert hall. Mono Music planned to use the space to set up a concert. The stadium was full of people during the competitions. Everyone shall have to wait and see how the concert would come out.

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

Mr. Prasit Limpawittayakul, a minor shareholder, stated that according to the report, the rating of the series under the Company's production was not quite satisfied. That is probably because the audience missed some episodes and so did not keep pace with the series. He suggested providing a channel to watch rerun programs so that the audience could see every episode and keep following the series. It may also be another channel for the audience to watch Mono's series.

Mr. Navamin Prasopnet clarified that Mono Group has provided MThai.com website as an online portal to watch rerun programs. The Company did not publish the series on Youtube as it would gain the highest benefit to rerun the programs on its portal.

Mr. Kittichet Cheunchum, a minor shareholder, wanted to know about the expected average rating of the present year and the overview of mobile value added business for the present year and the following year.

Mr. Navamin Prasopnet answered that the trend of growth of the previous year was 0.5. Currently, rating was 0.9 and the Company expected it to be higher than 1. As for the overview of mobile value added business, the Company tried to maintain at the same level.

Ms. Bussakorn Ngampasuthadol, a minor shareholder, asked about the source of income from an expected revenue growth of 1,000 million Baht in 2017.

Mr. Navamin Prasopnet replied that the expected revenue came from MONO29 channel 1,795 million Baht, movie business 203 million Baht, and other businesses 267 million Baht.

Mr. Todsaporn Amartpadung, a minor shareholder, questioned about the worthiness between rerunning the programs on MThai and Youtube. He also wanted to know the Board of Directors' opinion on the topic.

Mr. Navamin Prasopnet answered that the Company did not agree with Youtube strategy from the beginning as it encouraged TV audience to watch rerun programs. If necessary, the Company would like to publish those contents on its own channel. United States of America could be an example as there was no publication of series or movies on Youtube, but only on the studios' portal. The programs were rerun for a short limit of time, for example, a week after they were on air, and then they were deleted from online portal. In countries where copyrights were strictly controlled, watching rerun program was mostly not supported. As for the income, if the Company published the contents on Youtube, the website would get the income. The CPM (cost per minute) was also cheaper than that of MThai website.

Mr. Pete Bodharamik, Chairman, added that recently MThai was working on Seeme.MThai which was a new video platform. The new platform was created to compete with Youtube as it could be seen that currently many content creators in Thailand depended on Youtube. With the growth of pre roll advertising market or the 15 to 30 seconds advertising before the videos, Youtube gained revenue of 1,500 million from the sector in the previous year, so the Company planned to use its contents to capture the market share. In the future, series, movies, and other contents under Mono Group shall be published on the platform. Consequently, the plan to develop MThai would enable the Company to earn more income by using the contents effectively. At the same time, the Company shall have business partners whom the Company was dealing with and finally every party would be in a win-win situation.

Mr. Korakot Justin Thadathamrongwet, a minor shareholder, asked about the tendency of the mobile service business with the joint venture in China.

Mr. Sang Do Lee, Chief Executive Officer, replied that although China market was big and considered a high potential market for mobile service business, the business was rather under the control of the government. There were complicated conditions and a lot of regulations which was still an obstacle for the Company. Nevertheless, the investment in China was in the form of a joint venture. The Company was not the major shareholder who was responsible for the risk in the investment. The Company had the situation under control with a reserve of 20 to 30 million Baht. The risk in the investment was manageable and it was not a high investment.

Mr. Korakot Justin Thadathamrongwet, wanted to know whether the Company had provided sponsors to recover the investment in the production of "Oversize Cops", a movie produced by the Company.

Mr. Pete Bodharamik, Chairman, answered that Oversize Cops was the first movie by Mr. Visute Poolvorakaks. The income was not as much as expected. The movie earned 15 million Baht when the expectation was 50 to 60 million Baht. The small amount of income was due to many reasons which the production team had considered and realized the problems. Some of the problems were the readiness of the production team, the branding, and the story may not satisfy the target group as expected. Nevertheless, Mr. Visute was an experienced Thai movie producer. If things were more ready, the movie production would increasingly be improved. As for sponsors, the Company did not have any sponsors from the beginning. However, Mono movies would finally aired on the digital TV channel. Favorite movies would gain a rating of 1 to 3 which could generate income at 1.5 to 2 million Baht each time it was aired. It could be seen that rating did not drop for the favorite movies which was rerun on the following year. Therefore, Mono's movies which were free from the limitation of the copyrights would generate more income in the future. Besides the earning from cinemas, there were other channels to gain income such as MThai.com or Monomaxxx.

Ms. Bussakorn Ngampasuthadol, a minor shareholder, asked about an approximate proportion between the Company's contents and the purchased contents in the present. She also wanted to know about the proportion of the contents in the next 3 to 5 years.

Mr. Pete Bodharamik replied that the expense on content was about 1,000 million Baht a year with 80 percent on output deal and movies by Mono Film and 20 percent on series produced by the Company. Currently, the proportion was still the same and the Company would maintain the number continuously. If revenue increased, return would be better since the fix cost was finished and the contents would no longer increase. The Company had done well on the output deal, so it obtained more contents while spent less than what was expected.

When no 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 2016 as reported.

Agenda 3 To consider approving the Company's financial statements and auditor's report ended December 31, 2016

The Chairman proposed the meeting to consider the Company's financial statements and auditor's report for the year ended December 31, 2016 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, 2016 (Enclosure 2 and Enclosure 3 of the 2017 AGM notice)

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

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, 2016. The resolution was passed by the unanimous vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,594,653,825	100.0000
2. Disagree	0	0.0000
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 262 Shareholders	2,594,653,825	-

Agenda 4 To consider approving the allocation of net profit as legal reserve and the dividend payment for the year 2016

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 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.

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 dividend payment from the 2016 operation results as detailed below:

1. To approve the allocation of the net profit as legal reserve at the amount of 570,000.00 Baht. When includes the former legal reserve of 49,279,999.75 Baht, the total legal reserve amounted to 49,849,999.75 Baht (The registered capital equals to 498,499,997.50 Baht.). As a result, the legal reserve of the Company accounted for at least 10% of the registered capital which is in line with the Public Limited Companies Act, B.E. 2535, and the Article of Association of the Company No. 45. The Board of Directors approved to propose the Annual General Meeting of Shareholders for consideration.

2. To approve the dividend payment of 2016 for shareholders from the operating results of 2016 in a total of 3,343,935,537 shares; paying in cash at the rate of 0.03 Baht per share, amounting to 100,318,066.11 Baht. This amount of dividend payment comes from the 2016 operating results (from separate financial statements), which has a net profit of 259,484,207.31 Baht. Dividend payout equals to 38.66% with cash remaining for the working capital.

The Company shall fix the list of shareholders who have the right to receive the dividend on Wednesday, March 8, 2017 (Record Date) and collect name list according to Section 225 of the Securities and Exchange Act by closing the share register book and suspension of share transfer on Thursday, March 9, 2017. Dividend payment is appointed on Thursday, May 25, 2017. Nevertheless, the right to receive the dividend remains in a pending state for the approval of the 2017 Annual General Meeting of Shareholders to be held on Wednesday, April 26, 2017.

Details of dividend payment of 2016 amounting to 0.03 Baht per share can be summarized as follows:

	Amount per share	Total
1. The dividend is paid from net profit of 2016 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.	0.003 Baht	10.03 million Baht
2. The dividend is paid from dividends income for operating results of subsidiaries under BOI privileges (without tax credit).	0.027 Baht	90.29 million Baht
Total	0.03 Baht	100.32 million Baht

Comparison of dividend payment as of 2015 and 2016 is as follows:

List	Fiscal period ended date (separate financial statements)			
	December 31, 2016 (Proposed Year)		December 31, 2015 (No Offer)	
1. Net profit (Baht)	259,484,207.31 Baht		139,643,862.78 Baht	
2. Retained earnings (Baht)	661,903,419.78 Baht		405,436,778.87 Baht	
3. Earnings per share (Baht)	0.082 Baht		0.045 Baht	
4. Amount of share and dividend payment per share	Amount of shares	Dividend (Baht/Share)	Amount of shares	Dividend (Baht/Share)
Annual dividend	3,343,935,537	0.03	-	-
5. Total dividend per share (Baht)	0.03 Baht per share		-	
6. Total dividend payment (Baht)	100,318,066.11 Baht		-	
7. Dividend payout ratio	38.66 percent		-	

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

Mr. Hungchai Akawassakul, a minor shareholder, proposed to the Board of Directors to specify the date of dividend exclusion after the resolution of the shareholders' meeting instead of specifying the exclusion date before the resolution of the shareholders' meeting. For example, the date for dividend exclusion may be 3 days after the resolution of the shareholders' meeting while the date for dividend payment remained the same. By doing that, dividend payment would not be delayed. Mono may also gain benefit as more people would buy Mono shares to receive dividend payment and shareholders would sell their shares since the price may increase.

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 2016 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:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,588,563,425	99.7652
2. Disagree	6,093,500	0.2348
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 263 Shareholders	2,594,656,925	-

Agenda 5 To consider approving an appointment of the auditor and to fix the audit fee for the year 2017

The Company Secretary informed the meeting that according to Section 120 of the Public Limited Company Act which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof and by the opinion 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 2017:

Name of Auditor	Register No.	Term of being Mono's auditor (Year)	Period approved by SEC
1. Ms. Krongkaew Limkittikul	5874	1	2015 - 2020
2. Mr. Supachai Phanyawattano	3930	3	2012 - 2017
3. Ms. Siraporn Ouaanunkun	3844	-	2012 - 2017

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. The audit of subsidiaries in foreign countries shall be done by auditors in each country. The Board of Directors shall be responsible that the financial reports finished in time.

Moreover, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the annual audit fee for the year 2017 at the amount of not exceeding 1,500,000 Baht. The audit fee is increased by 300,000 Baht or 25 percent from the year 2015 because 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 4, page 52, of the 2016 AGM notice.

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

Mr. Hungchai Akawassakul, a minor shareholder, stated that in the present year Mono had increased its audit fee to 25 percent and there was no idea how much the audit fee would increase in the following year. It was also acknowledged that some companies had increased the audit fee up to 35 percent and 5 percent in some companies. The fact raised a question as to why the adjustment on the audit fee was so different. The common explanation was that the standard of the auditing had increased and there were more work to be done. Therefore, through Mono, he would like to campaign for the consideration to support Thai auditor companies instead of foreign auditor companies which the Stock Exchange of Thailand often used the service. New listed companies also tend to use the service of those companies. As a result, Thai auditor companies scarcely had the opportunity to develop while foreign auditor companies were the team of Thai auditors. Thus, the nation would be benefited if the capital market supported Thai auditor companies. In other word, it would be helpful to Thai people.

Mrs. Punnee Worawuthichongsathit, Independent Director and Chairperson of Audit Committee, clarified that the Company increased its audit fee because Mono Group had established two new subsidiaries. Moreover, a subsidiary which conducted TV business had numerous transactions to be reviewed as the business ran 24 hours each day, not only from morning to evening. The auditors had to review the transaction deliberately which was good for the Company as it ensured that all accounting records and information were correct, complete, and reliable. As for the Thai auditor companies, it was up to the Company whether to use their services or not. However, Mono's current audit fee was considered very small amount comparing to other companies.

When no 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 Limited, whose names appear above as the auditor of the Company for the year 2017 and fixed the annual audit fee for the year 2017 at the amount of not exceeding 1,500,000 Baht. The resolution was passed by the majority vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,596,769,845	99.9999
2. Disagree	2,480	0.0001
3. Abstain	0	-
4. Invalid Ballots	0	-
Total 266 Shareholders	2,596,772,325	-

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

Before considering this agenda, the Chairman asked the three directors who retire from office to leave the meeting. 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." Currently, 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 three directors who have to retire from office are:

1. Mrs. Punnee Worawuthichongsathit
2. Mr. Siri Luengsawat
3. Mr. Patompong Sirachairat (He was appointed to replace Mr. Soraj Asavaprapha, the resigned director, and shall retain Mr. Soraj's office during the time period only as the resigned director was entitled to retain the same.)

The proposed persons have been considered appropriate by the Board of Directors. As for the appointment of independent directors, the Board of Directors deemed that the proposed persons shall be able to give their opinion independently according to related regulations. The Board of Directors has considered and agreed with the Nomination and Remuneration 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. Nevertheless, no shareholder proposed anyone to be elected as the directors.

The profile and preliminary details of the directors who retired by rotation and were proposed for the re-election were shown in Enclosure 5, page 55 to 58, of the 2017 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.

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

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. Mrs. Punnee Worawuthichongsathit Position: Independent Director

Total (269 shareholders) votes are equal to 2,596,788,325

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,579,877,525	99.3488	16,910,800	0.6512	0	-	0	-

2. Mr. Siri Luengsawat Position: Director

Total (269 shareholders) votes are equal to 2,596,788,325

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,596,788,325	100.0000	0	0.0000	0	-	0	-

3. Mr. Patompong Sirachairat Position: Director

Total (269 shareholders) votes are equal to 2,596,788,325

Agree		Disagree		Abstain		Invalid Ballots	
Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
2,596,788,325	100.0000	0	0.0000	0	-	0	-

Agenda 7 To consider approving the annual remuneration for directors in 2017

The Company Secretary informed the meeting that in 2016, 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 2017, the Company's Nomination and Remuneration 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 2017 at the amount not exceeding 7 million Baht, which is of the same amount as that of the year 2016. Details of annual remuneration for directors were as follows:

Position	Remuneration per Month (Baht) for 2017
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 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 2017 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 the meeting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,596,995,225	99.9992
2. Disagree	0	0.0000
3. Abstain	20,000	0.0008
4. Invalid Ballots	0	0.0000
Total 271 Shareholders	2,597,015,225	100.0000

Agenda 8 To consider approving the Company's capital reduction from 498,499,997.50 Baht to 486,299,997.50 Baht

The Company Secretary informed that the Board of Directors' meeting approved the capital reduction in amount of 12,200,000 Baht, from 498,499,997.50 Baht to 486,299,997.50 Baht, by cancelling 122,000,000 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 2016 Annual General Meeting of Shareholders and ending in 2017 AGM.

When no 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 registered capital reduction, in amount of 12,200,000 Baht, from 498,499,997.50 Baht to 486,299,997.50 Baht by cancelling 122,000,000 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:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,597,415,225	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 272 Shareholders	2,597,415,225	100.0000

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

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 the following details.

“Clause 4.	Registered Capital	486,299,997.50 Baht	(Four Hundred and Eighty-Six Million, Two Hundred and Ninety-Nine Thousand, Nine Hundred and Ninety- Seven Baht Fifty Satang)
	Divided into	4,862,999,975 Shares	(Four Billion, Eight Hundred and Sixty-Two Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy Five Shares)
	Par value	0.10 Baht	(Ten Satang)
	Classified as:		
	Ordinary Shares	4,862,999,975 Shares	(Four Billion, Eight Hundred and Sixty- Two 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.

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:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,597,415,225	100.0000
2. Disagree	0	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 272 Shareholders	2,597,415,225	100.0000

Agenda 10 To consider approving the increase in registered capital from 486,299,997.50 Baht to 519,699,997.50 Baht

The Company Secretary informed that the Board of Directors' meeting approved the capital increase in the amount of 33,400,000 Baht, divided into 334,000,000 ordinary shares at the par value of 0.10 Baht per share from previously 486,299,997.50 Baht to 519,699,997.50 Baht, divided into 5,196,999,975 ordinary shares at the par value of 0.10 Baht per share, in order to increase the Company's registered capital by General Mandate.

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

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

In 2017, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is to support the growth of digital TV channel – MONO29, satellite TV channel – Mono Plus, and member registering online video on demand – Monomaxxx.com. The allotment of newly issued shares and the operation on investment plan have no negative effect to the Company's operation, financial status, and operating result.

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

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

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

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

The Board of Directors commented that the capital increase under General Mandate was approved by the shareholders in advance. Therefore, the Board of Directors is authorized to consider the allotment of newly issued

shares through private placement as deemed appropriate. The reason and the need for capital increase is to improve liquidity of the Company by using the capital increase as working capital. Thus, the capital increase is appropriately streamlined the fund raising for each occasion. It also enables the operation to keep pace with the rapid change of different factors.

Reasons and necessity for increase of capital

The reasons for capital increase are to maintain and increase liquidity of the Company. In 2017, the Company has set up a budget for purchasing a variety of contents at about 600,000,000 Baht to 800,000,000 Baht. This budget is for supporting the growth of digital TV channel – MONO29, satellite TV channel – MonoPlus and member registering online video on demand – Monomaxxx.com and to enable the Company to offer services that meet customer’s need even more comprehensive which will benefit the Company in a long term.

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.

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.

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

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

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).
- (2) Pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering. The Board of Directors will specify the offering

share price approved by the shareholders' meeting which is the best market price at the time of the offering based on the maximum benefit of the Company and all shareholders. The offering price shall not be less than the weighted average price in the SET of not less than the past 7 consecutive workdays but not exceeding 15 consecutive workdays prior to the date to determine the offering price. The Board of Directors may specify the share price with the discount of not more than 10% (according to Chapter 1 Article 8 (1) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to sell new shares to the private placement). The discount shall be considered by the Board of Directors at the current market condition in order to facilitate the rapid funds raising for providing adequate working capital.

The impacts can be categorized as follows:

1. Impact on control dilution and price dilution for only 9.08 percent and 0.91 percent respectively in the event of all shareholders do not exercise their warrants but all newly issued shares under General Mandate have been issued.
2. Impact on control dilution and price dilution for only 6.43 percent and -0.002 percent respectively in the event of all warrants have been exercised by shareholders and newly issued shares under General Mandate have been issued.

The Board of Directors considered that the impacts are worthy and the Company can also maintain and increase its liquidity. Moreover, the Board of Directors considered the pricing offering of newly issued ordinary shares under General Mandate conducting under the previous restrictions is appropriate.

Reasons and necessity for capital increase under General Mandate via private placement

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

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

1. The private placement possesses potentiality in investment.
2. The private placement possesses the quality of financial readiness and also has a clear business objective. The private placement neither takes part in business management nor performs any changes to the Company.
3. The private placement is able to help and elevate business operation and able to give suggestions on investment opportunities.

More details were shown in the Capital Increase Report Form or F53-4 (Enclosure 6, page 59 to 67) of the 2017 AGM notice.

In this regards, 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.

The Board of Directors shall have authority to deliberate the details, conditions and any process concerning the issuance and the offering of new ordinary shares. The Board of Directors shall 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.

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

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 having the right to vote in the meeting. In order to consider approving capital increase by the issuance of new ordinary shares via private placement, votes of shareholders who have conflicts of interest shall be excluded.

Types of registered capital	Registered capital (Shares)	Registered capital (Baht)	Par value (Baht)
Registered capital after capital reduction (Agenda 8)	4,862,999,975 Shares	486,299,997.50 Baht	0.10 Baht
Capital increase under General Mandate (Private Placement)	334,000,000 Shares	33,400,000 Baht	0.10 Baht
Current registered capital	5,196,999,975 Shares	519,699,997.50 Baht	0.10 Baht

Resolution of the meeting:

The Shareholders' Meeting approved the increase in registered capital in amount of 33,400,000 Baht, divided into 334,000,000 ordinary shares at the par value of 0.10 Baht per share, from previously 486,299,997.50 Baht to 519,699,997.50 Baht. This amount was divided into 5,196,999,975 ordinary shares at the par value of 0.10 Baht per share in order to increase the Company's registered capital by 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:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,597,403,005	99.9995
2. Disagree	220	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	12,000	0.0005
Total 272 Shareholders	2,597,415,225	100.0000

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

The Company Secretary informed the meeting 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 increase in registered capital as the following details.

“Clause 4.	Registered Capital	519,699,997.50 Baht	(Five Hundred and Nineteen Million, Six Hundred and Ninety-Nine Thousand, and Nine Hundred and Ninety-Seven Baht Fifty Satang)
	Divided into	5,196,999,975 Shares	(Five Billion, One Hundred and Ninety-Six Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Seventy-Five Shares)
	Par value	0.10 Baht	(Ten Satang)
	Classified as:		
	Ordinary Shares	5,196,999,975 Shares	(Five Billion, One Hundred and Ninety-Six 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.

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:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,597,415,005	100.0000
2. Disagree	220	0.0000
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 272 Shareholders	2,597,415,225	100.0000

Agenda 12 To consider approving the allotment of shares under General Mandate for the amount of 334,000,000 shares at the par value of 0.10 Baht per share, or 9.99 percent of paid capital, for sales of securities via private placement.

The Company Secretary informed the meeting that the Board of Directors' Meeting approved the allotment of increase capital shares under General Mandate for the amount of 334,000,000 shares at the par value of 0.10 Baht per share for sales of securities via private placement.

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

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

1. The private placement possesses potentiality in investment.
2. The private placement possesses the quality of financial readiness and also has a clear business objective.
3. The private placement neither takes part in business management nor performs any changes to the Company.

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

1. Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).
2. Pricing offering will be conducted under the Notification of the Capital Market Advisory no. Tor. Jor. 72/2558 (2015) concerning Private Placement Offering. The Board of Directors will specify the offering share price approved by the shareholders' meeting which is the best market price at the time of the offering based on the maximum benefit of the Company and all shareholders. The offering price shall not be less than the weighted average price in the SET of not less than the past 7 consecutive workdays but not exceeding 15 consecutive workdays prior to the date to determine the offering price. The Board of Directors may specify the share price with the discount of not more than 10% (according to Chapter 1 Article 8 (1) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to sell new shares to the private placement). The discount shall be considered by the Board of Directors at the current market condition.

In this regards, the Board of Directors shall have the 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, page 59-67 of the 2017 AGM notice.

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

Mr. Hungchai Akawassakul, a minor shareholder, stated that he did not agree with the General Mandate because in the past General Mandate was a disadvantage for shareholders when it caused the share price to fall continuously. Nevertheless, General Mandate of some companies was good as the price increased and shareholders gained the benefits. Therefore, he would like to call for the attention of the Chairman, Independent Directors, and Audit Committee to concern about the benefits of the shareholders and avoid the actions that worried them.

Mr. Pete Bodharamik, Chairman, thanked Mr. Hungchai for the suggestion.

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 allotment of increase capital shares under General Mandate for the amount of 334,000,000 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 authorized person shall have the 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 resolution was passed by the majority vote of the shareholders attending the meeting and voting. The meeting resolution was as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,597,395,005	100.0000
2. Disagree	220	0.0000
3. Abstain	20,000	-
4. Invalid Ballots	0	-
Total 272 Shareholders	2,597,415,225	-

Agenda 13 To consider and approve the change in Company's Seal and the amendment of the Company regulations in Chapter 9 governing other matter, and Article 46 regarding Company's Seal.

The Company Secretary informed that the Board of Directors' meeting approved the change in Company's Seal and the amendment of the Company regulations Chapter 9 governing other matter and Article 46 regarding Company's Seal which shall be as following:



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 the Article of Association of the Company 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 approve the change in Company's Seal and the amendment of the Company regulations Chapter 9 governing other matter and Article 46 and authorized the Board of Directors and/or the authorized person to register for the change in the Article of Association of the Company with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order.

Resolution of the meeting:

The Shareholders' Meeting approved the change in Company's Seal and the amendment of the Company regulations Chapter 9 governing other matter and Article 46 and authorized the Board of Directors and/or the authorized person to register for the change in the Article of Association of the Company 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:


Resolution	Number of Votes (1 Share = 1 Vote)	% of total shares of the shareholders attending the meeting and voting
1. Agree	2,597,409,225	99.9998
2. Disagree	6,000	0.0002
3. Abstain	0	0.0000
4. Invalid Ballots	0	0.0000
Total 272 Shareholders	2,597,415,225	100.0000

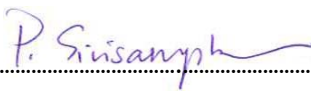
Agenda 14 To consider other matters (if any)

The Company Secretary informed that in agenda 14, 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. Therefore, shareholders who want to propose other matters than those set out in the invitation letter must have the total amount of share of not less than 1,114,645,179 shares from the total issued shares with the right to vote of 3,343,935,537 shares. No shareholder proposed other matters to the meeting.

The meeting adjourned at 16.02 hrs.

MONO TECHNOLOGY
PUBLIC COMPANY LIMITED

Signed Chairman of the Meeting
(Mr. Pete Bodharamik)

Signed Minutes Taker
(Miss Pitirudee Sirisamphan)