

(Translation)

Ref. MONO 029/14

August 6, 2014

Subject: Interim Dividend Payment (in terms of Dividend Stock and Cash), Issuance of MONO-W1 Warrants, Capital Increase, the Company's Securities to be Listed on SET and Date of EGM 1/2014

To: President  
The Stock Exchange of Thailand

Enclosures : 1. Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Mono Technology Public Company Limited No. 1 (MONO-W1) Allocates to Existing Shareholders (Rights Offering)  
2. Capital Increase Report Form (F53-4)

The meeting of the Board of Director No. 4/2014 of Mono Technology Public Company Limited ("the Company") was held on August 6, 2014 at head office and the Board has passed the following resolutions :

Item 1: Interim dividend payment in cash and stock dividend

To propose to the Shareholders' Meeting for the consideration and approval of retained earnings allocation and the interim dividend payment from the net profit of the first half of 2014 (during January to June 2014) and retained earnings:

- 1.1 To consider and approve the stock dividend payment at the ratio of 5 existing ordinary shares for 6 stock dividend or at Baht 0.12 per share with the amount of not exceeding 1,680 million shares or Baht 168 million (par value Baht 0.10 per share). In case that there is any fraction of a share resulting from the allocation, instead of paying the share fraction, the Company will pay cash to the shareholder for such share fraction by the pro rata based on Baht 0.12 per share.
- 1.2 To consider and approve of cash dividend at the rate of Baht 0.02 per share or the total amount of Baht 28 million.

The Company has appropriated net profit for legal reserve of Baht 14 million, accounting for 10 % of registered capital (amounting to Baht 140 million). As a result, the Company does not need to allocate additional legal reserve.

Therefore, the total dividend payment by cash and ordinary shares is Baht 0.14 per share or approximately Baht 196 million. All dividends will be subjected to the withholding tax at the rate stipulated by law.

	Amount per share	Total
1) The interim dividend is paid from retained earnings and net profit of the first half of 2014 (during Jan to Jun 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.	0.03 Baht	44.81 million Baht
2) The interim dividend is paid from dividends income for operating results of subsidiaries under BOI privileges (without tax credit).	0.11 Baht	151.19 million Baht
<b>Total</b>	<b>0.14 Baht</b>	<b>196.00 million Baht</b>

The date for specifying the name list of shareholders who are eligible to receive dividend is August 21, 2014 and the date to collect name list, according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of shares is August 22, 2014. The dividend payment date is within September 24, 2014.

However, the rights and the date to receive dividend is based on the approval from the Shareholders' Meeting.

**Item 2 : The Issuance of Warrants to Purchase the Newly Issued Ordinary Shares of Mono Technology Public Company Limited No.1 (MONO-W1)**

To propose for approval at the Shareholders' Meeting for the issuance of the MONO-W1 to the Company's existing shareholders proportionately based on their holdings (right offering), free of charge at the ratio of 14 existing shares for 15 units of warrants for the total amount up to 1,540,000,000 units. In case that any fraction of a warrant resulted from such ration, the fraction will be rounded up to 1 unit of warrant without any charge. The exercise ratio is 1 warrant for the right to buy 1 share at the exercise price at Baht 2.5 per share. The term is 5 years after the issuance date.

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

(For more information on MONO-W1, please refer to enclosure 1)

At least two of four authorized directors naming Mr. Pete Bodharamik, Mr. Soraj Asavaprapha, Mr. Sang Do Lee or Mr. Navamin Prasopnet and/or the persons designated by at least two of four aforementioned authorized directors empower to determine criteria, conditions, and other details related to the Warrants. The said person(s) is authorized to set the details and other conditions of MONO-W1 to be offered including to proceed as necessary related to the issue and offer MONO-W1, which includes but not limited to contact and send any necessary document related to issue and offer of MONO-W1.

Item 3 : The capital increase for stock dividend and the issuance of MONO-W1

To propose for approval at the Shareholders' Meeting for the increase of the registered capital of the Company from Baht 140,000,000 to Baht 462,000,000 by issuing new ordinary shares in the number of not more 3,220,000,000 shares with the par value of 0.10 Baht per share to support the dividend stock payment and exercising of right as per MONO-W1

Item 4 : Amendment of memorandum of association to be in line with capital increase

To approve to propose the Shareholders' Meeting to consider approving the amendment of memorandum of association to be in line with capital increase:

"Clause 4

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

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

Item 5 : Allocation of capital increase in order to support the dividend stock payment and exercising of right as per MONO-W1

Also, to approve the amendment to the Memorandum of Association of the Company to be according to the increase of the registered capital and the allotment of newly-issued shares as follows,

- 5.1 1,680,000,000 shares to be allotted as a reserve for stock dividend payment.
- 5.2 1,540,000,000 shares to be allotted as reserve for the exercise of warrant issued to existing shareholders (MONO-W1)

(For more information on the share allotment, please refer to Enclosure 2)

Item 6 : The move from mai to SET main board

Approve the move of the Company's securities from being listed on mai to SET main board. This is expected to be completed within 2014.

Item 7 : the Extraordinary General Meeting of Shareholders No. 1/2014

Approved to convene the Extraordinary General Meeting of Shareholders No. 1/2014 on Friday, September 12, 2014 at 09.30 hrs. at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No.200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi, 11120 to consider the following agendas:

- Agenda 1 Consider and certify the Minute of the Annual General Shareholders' Meeting No.1/2014 held on April 11, 2014.
- Agenda 2 Consider and approve the dividend payment in cash and shares.
- Agenda 3 Consider and approve the issuance of MONO-W1 Warrants.
- Agenda 4 Consider and approve the increase of registered capital from the existing registered capital of Baht 140,000,000 to Baht 462,000,000
- Agenda 5 Consider and approve on the amendment to Clause 4 of the Memorandum of Association of the Company to reflect to capital increase
- Agenda 6 Consider and approve the allotment of newly-issued ordinary shares
- Agenda 7 Other matters (if any)

The date for specifying the name list of shareholders who are eligible to attend the Shareholders' Meeting is August 21, 2014 and the date to collect name list, according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of shares is August 22, 2014.

In addition, all shareholders can refer to the Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2014 and attachment on the Company's website ([www.mono.co.th](http://www.mono.co.th)) which will be published on September 4, 2014 for more information.

Please be informed accordingly.

Yours sincerely,



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(Mr. Sang Do Lee)

Chief Executive Officer

**Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of  
Mono Technology Public Company Limited No. 1 (MONO-W1)  
Allocates to Existing Shareholders (Rights Offering)**

Item	Details
Name	Warrants to Purchase the Newly Issued Ordinary Shares of Mono Technology Public Company Limited No. 1 (the “Warrants” or “MONO-W1”)
Type of warrants	In named certificate and transferable
Allocation methods	<p>The MONO-W1 will be allocated to the Company’s shareholders whose names are on the share register book on the record date as of August 21, 2014. The share register book closing date to collect shareholders names under section 225 of the Securities and Exchange Act B.E. 2535 will be on August 22, 2014. <u>The allocation ratio is 14 existing ordinary shares for 15 units of Warrants.</u></p> <p>Currently, the Company’s paid-up shares are 1,400,000,000 shares. In calculating the number of Warrants to be issued based on the aforementioned ratio, the Company has to issue 1,500,000,000 units of Warrants. However, any fraction which is less than 1 unit of warrant shall be rounded up.</p> <p>For instance, in case of a shareholder with the holdings of 1,000 shares, the number of warrants calculated by using the allocation ratio set forth will be equal to 1,071.4286 units. In this regard, the fraction of 0.4286 will be rounded up to 1 unit. Therefore, the 1,072 units of Warrants will be allocated to this shareholder.</p> <p>From the example above, the roundup may result in issuing Warrants more than 1,500,000,000 units. Therefore, the Company will propose the Extraordinary General Meeting of Shareholders No. 1/2014 (the “Shareholders’ Meeting”) to approve an issuance of up to 1,540,000,000 units of Warrants which will correspond to the number of ordinary shares reserved to accommodate the exercise of the Warrants. (Please see details in item “Numbers of ordinary shares reserved to accommodate the exercise of the Warrants”)</p>
Number of warrants issued	Up to 1,540,000,000 units
Offering price per unit	Baht 0 (Zero)

Item	Details
Exercise ratio	1 unit of Warrant per 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment
Exercise price	2.50 Baht per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment
Issuance date	After approval by the Shareholders' Meeting and registration of capital increase at the Ministry of Commerce. The issuance date is expected to be within 3 months after approval by Shareholders' Meeting
Term of warrants	5 years from the Issuance date. In this respect, the Company shall not extend the term of the Warrants after the issuance
Exercise period	The Warrant holders shall be entitled to exercise their rights under Warrants to purchase ordinary shares on the last business day of every quarter of each calendar year (i.e. the last business day of March, June, September and December) (the "Exercise Date"). The first Exercise date is the last business day of December 2014
Period for the notification of intention to exercise the warrants	The Warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall deliver a notification of intention to exercise MONO-W1 (the "Exercise Notice") during 9.30 a.m. and 4.30 p.m. within the period of 5 business days prior to each Exercise Date, except for the Last Exercise Date in which the Exercise Notice shall be delivered during 9.30 a.m. and 4.30 p.m. within the period of 15 business days prior to the last Exercise Date
Irrevocability of the notification of intention to exercise the warrants	The intention to exercise MONO-W1 shall be irrevocable upon the Exercise Notice is served
Numbers of ordinary shares issuable upon the exercise of the warrants	<p>Up to 1,540,000,000 shares, with a par value of Baht 0.10 per share</p> <p>Calculation method for the ratio of the issuable shares</p> <p>= Number of shares reserved to accommodate the exercise of MONO-W1 / Number of the total paid-up shares of the Company *</p> <p>= Up to 1,540,000,000 / (1,400,000,000 + 1,680,000,000)</p> <p>= Up to 50%</p>

Item	Details
	<p>* The number of the paid-up shares of the Company at the Board of Directors' meeting No. 4/2014, which is August 6, 2014, is equivalent to 1,400,000,000 shares; and the stock dividends, if approved by the Shareholders' Meeting, will be 1,680,000,000 shares.</p> <p><b><u>Remark: From the above calculation method, even the Shareholders' Meeting would approve the capital increase, the issuance of warrants, and the share allocation reserved to accommodate the exercise of the warrants, They cannot be issued if there is the occurrence of any case as mentioned below :</u></b></p> <p><b>(1)The Shareholders' Meeting disapproves of stock dividend payment;</b></p> <p><b>(2)Despite that the Shareholders' Meeting approves of the capital increase, and the share allocation for stock dividend payment and accommodation of the exercise of the Warrants, the Company has not yet registered the capital increase and share allocation at the Ministry of Commerce.</b></p> <p>The occurrence of either case would lead to an insufficient base of the paid-up shares required for the issuance of Warrants (share base is shortfall from 1,400,000,000 + 1,680,000,000 = 3,080,000,000 shares)</p>
Warrant registrar	Thailand Securities Depository Company Limited
Secondary market of the warrants	The Company will list the MONO-W1 on the Stock Exchange of Thailand
Secondary market of the shares Issued upon the exercise of the warrants	The Company will list the shares to be issued upon exercising the MONO-W1 in the Stock Exchange of Thailand
Dilution Effect	<p>If the Shareholders' Meeting approves agendas regarding the capital increase, the stock dividend payment, the issuance of the MONO-W1 and the relevant share allocation, all existing shareholders whose names are in the share register book on the record date as of 21 August 2014 would be entitled to receive stock dividend and the MONO-W1.</p> <p>The Dilution effects have 3 categories, which are (1)Control Dilution; (2)Earnings Dilution; and (3)Price Dilution. How the effects occur depend on the different scenarios</p>



Item	Details
	<p>- <u>Scenario 1</u>: A Shareholder exercises the MONO-W1 that he/she receives in order to purchase the ordinary shares; and all units of MONO-W1 issued by the Company are exercised.</p> <p>- <u>Scenario 2</u>: A Shareholder transfers or sells all units of MONO-W1 that he/she receives, which allows the person who is not the original shareholder that receives the Warrants to exercise the Warrants; and all units of MONO-W1 issued by the Company are exercised.</p> <p>Dilution effects to a Shareholder are as follows :</p> <p><b>(1) Control Dilution</b></p> <p>- <u>A Shareholder in Scenario 1</u>: Control dilution is equal to zero</p> <p>- <u>A Shareholder in Scenario 2</u>: will be affected as follows:</p> <p>Calculation method :</p> $\text{Control Dilution} = Q_w / (Q_o + Q_{Div} + Q_w)$ <p>Whereas</p> $Q_o = \text{Current number of paid-up shares (BoD's Meeting No. 4/2014) which is 1,400 million shares}$ $Q_{Div} = \text{Number of the newly-issued shares for stock dividend payment which is 1,680 million shares}$ $Q_w = \text{Number of the newly-issued shares reserved to accommodate the exercise of warrants}$ <p>Therefore, (Unit : million shares)</p> $\text{Control Dilution} = 1,540 / (1,400 + 1,680 + \text{Up to } 1,540)$ $= \text{Up to } 33.33\%$ <p><b>(2) Earnings Dilution</b></p> <p><u>Shareholders in both Scenarios</u> : will be affected as follows :</p> <p>Calculation method</p> $\text{Earnings Dilution} = (EPS_{AFTERDIV} - EPS_N) / EPS_{AFTERDIV}$ <p>Whereas</p> $EPS_{AFTERDIV} = \text{Net profits from the consolidated financial statements} / Q_{AFTERDIV}$ $EPS_N = \text{Net profits from the consolidated financial statements} / (Q_o + Q_{Div} + Q_w)$

Item	Details
	<p>Remark:</p> <p>(1) Net profits from the consolidated financial statements calculated from cumulative net profits of the most recent 4 quarters, which are quarter 3/2013, quarter 4/2013, quarter 1/2014 and quarter 2/2014.</p> <p>(Unit : million Baht)</p> $\text{EPS}_{\text{AFTERDIV}} = (104.31 + 64.12 + 43.19 + 3.65) / (1,400 + 1,680)$ $= 0.0699 \text{ Baht/share}$ $\text{EPS}_{\text{N}} = (104.31 + 64.12 + 43.19 + 3.65) / (1,400 + 1,680 + \text{Up to } 1,540)$ $= \text{Not less than } 0.0466 \text{ Baht/share}$ <p>(Unit : Baht/share)</p> <p>Therefore,</p> $\text{Earnings Dilution} = (0.0699 - 0.0466) / 0.0699$ $= \text{Up to } 33.33\%$ <p>The earnings per share, if calculated by using the current number of paid-up shares of 1,400 million shares, is 0.15 Baht/share (“EPS<sub>0</sub>”). However, the Earnings Dilution from issuance of Warrants will not be calculated by comparing the EPS<sub>N</sub> with EPS<sub>O</sub> since the Company will issue stock dividend, and that all shareholders will realize the EPS<sub>AFTERDIV</sub> similarly. Furthermore, the Company cannot issue the Warrants unless there is the stock dividend payment. Therefore, the analysis of Earnings Dilution from the issuance of Warrants is based on the comparison between EPS<sub>AFTERDIV</sub> and EPS<sub>N</sub> instead.</p> <p><b>(3) <u>Price Dilution</u></b></p> <p><u>Shareholders in both Scenarios</u> : will be affected as follows :</p> <p>Calculation method</p> $\text{Price Dilution} = (\text{Market Price Before Offering} - \text{Market Price After Offering}) / \text{Market Price Before Offering}$

Item	Details
	<p><u>Market Price Before Offering</u></p> <p>Since the Company will allocate the newly-issued shares for stock dividend payment to the shareholders, the Market Price Before Offering will reflect price for stock dividend payment as well.</p> <p>Market Price Before Offering = <math>[(P_O \times Q_O) + (P_{DIV} + Q_{DIV})] / (Q_O + Q_{DIV})</math></p> <p>Whereas</p> <p><math>P_O</math> = Market price which is weighted average market price of the Company's shares during the period of 15 consecutive trading days prior to the date of the Board of Directors' Meeting No. 4/2557 which will propose to convene the Extraordinary General Meeting of Shareholders No. 1/2014 (Such 15 day-period is from July 16, 2014 to August 5, 2014)</p> <p><math>P_{DIV}</math> = Offering price, in this case, is equal to zero as it is the stock dividend</p> <p>Therefore,</p> <p>Market Price Before Offering = <math>[(7.9920 \text{ Baht} \times 1,400 \text{ million shares}) + (0 \text{ Baht} \times 1,680 \text{ million shares})] / (1,400 \text{ million shares} + 1,680 \text{ million shares})</math></p> <p>= 3.6327 บาท/หุ้น</p> <p><u>Market Price After Offering</u></p> <p>Market Price After Offering = <math>[(P_O \times Q_O) + (P_{DIV} + Q_{DIV}) + ((P_W + Q_W))] / (Q_O + Q_{DIV} + Q_W)</math></p> <p>Whereas</p> <p><math>P_W</math> = Exercise price at 2.50 Baht per share</p> <p>Therefore,</p> <p>Market Price After Offering = <math>[(7.9920 \text{ Baht} \times 1,400 \text{ million shares}) + (0 \text{ Baht} \times 1,680 \text{ million shares}) + (2.50 \text{ Baht} \times 1,540 \text{ million shares})] / (1,400 \text{ million shares} + 1,680 \text{ million shares} + \text{Up to } 1,540 \text{ million shares})</math></p> <p>= Not less than 3.2552 Baht/share</p>

Item	Details
	<p>(Unit : Baht/share)</p> <p>Therefore,</p> <p>Price Dilution = <math>(3.6327 - 3.2552) / 3.6327</math></p> <p>= Up to 10.39%</p>
<p>Events that require the issuance of new shares to accommodate the rights adjustment</p>	<p>When the Company adjusts the exercise price and/or the exercise ratio pursuant to the provisions concerning the rights adjustment as stipulated in the Terms &amp; Conditions, which resemble the events stipulated in Clause 11 (4) (b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of warrants dated 15 December 2008 (as amended).</p>
<p>Rights adjustment of the warrants</p>	<p>The Company will be required to adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following cases:</p> <ol style="list-style-type: none"> <li>1. In case of a change in par value of the Company's ordinary share as a result of a consolidation or a split of shares;</li> <li>2. In case the Company issues the new ordinary shares at the net price per share of the newly issued ordinary shares which is below the market price per share of the Company's ordinary shares as stipulated in the Terms and Conditions of the Warrants;</li> <li>3. In case the Company issues any new securities and such securities confer the rights to convert/purchase ordinary shares of which the offering price and/or the exercise price is below the market price per share of the Company's ordinary shares as stipulated in the Terms and Conditions of the Warrants;</li> <li>4. In case the Company distributes dividend, whether in whole or in part, in the form of the Company's ordinary shares to its shareholders;</li> <li>5. In case the Company distributes dividend in cash in excess of the rate specified in the Terms and Conditions of the Warrants;</li> <li>6. In any event where the Warrant holders are caused to lose their rights and interest they should have had pursuant to such Warrant in any way other than those stated in items 1-5.</li> </ol>

Item	Details
Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares	To raise fund for business expansion in the future, procurement and production of TV programs and working capital
Expected benefits to Company from the capital increase	<p>The Company will receive the proceeds of the MONO-W1 if warrant holders exercise their rights by purchasing ordinary shares at the exercise price of Baht 2.50 per share. In case that all units of MONO-W1 are exercised, the Company will receive the proceeds of Baht 3,750 million funding. (This amount is subject to expenses and fees related to the issuance of Warrants and listing new shares arising from the shareholders' exercising warrants)</p> <p><u>Remark:</u> The Term of Warrants is 5 years. Therefore, the proceeds receive may be in several lots, each of which is partial of the total Baht 3,750 million. Such receiving can occur in different time during the Term of Warrants.</p>
Expected benefits to the Shareholders from the capital increase	Shareholders will receive the benefit related to the Company's receiving the aforementioned proceeds. The issuance of Warrants will increase the liquidity of the overall securities of the Company. The shareholders can trade the MONO-W1 in the Stock Exchange of Thailand after being listed.
Other conditions	At least two of four authorized directors naming Mr. Pete Bodharamik, Mr. Soraj Asavaprapha, Mr. Sang Do Lee or Mr. Navamin Prasopnet] and/or the persons designated by at least two of four aforementioned authorized directors empower to determine criteria, conditions, and other details related to the Warrants. The said person(s) is authorized to set cause of newly issued shares reserved for adjusted exercise price, take any other actions which are required and appropriate for the issuance of Warrant, the listing of the Warrants in the SET, as well as arrangement for permission to relevant authorities or agencies.

- Translation -

(F 53-4)

**Capital Increase Report Form**  
**Mono Technology Public Company Limited**  
**Date August 6, 2014**

We, Mono Technology Public Company Limited (the "Company"), hereby report the resolutions of Board of Directors meeting No. 4/2014 which was held on 6 August 2014 with respect to the capital increase and allocation of shares as follows :

**1. Capital Increase**

The Meeting of the Board of Directors passed the resolution approving the increase of the Company's registered capital from Baht 140,000,000 to Baht 462,000,000 by mean of the issuance of 3,220,000,000 shares with a par value of Baht 0.10 per share,

Detailed as follows :

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	Up to 3,220,000,000	0.10	Up to 322,000,000
	Preferred share	-	-	-
<input type="checkbox"/> General Mandate	Ordinary share	-	-	-
	Preferred share	-	-	-

## 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 (Baht/Share)	Subscription and Payment Period	Remark
(1) To Existing shareholders for the stock dividend payment	1,680,000,000	5 : 6	-	- After being approved by the Extraordinary General Meeting of Shareholders No. 1/2014	Please see Remark 1 and Remark 2
(2) To accommodate the exercise of the MONO-W1 Warrants	Up to 1,540,000,000	Allocation Ratio: The MONO-W1 Warrants will be issued at Zero Baht with the ratio of 14 existing ordinary shares for 15 units of the MONO-W1 Warrants  Exercise Ratio: 1 unit of MONO-W1 Warrant for 1 ordinary share	Exercise Price: Baht 2.50 per share	- The exercise of the rights to purchase the newly-issued ordinary shares of the Company under the MONO-W1 Warrants shall be in accordance with the conditions concerning the exercise of the warrants stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the MONO-W1 Warrants	

Remark:

- Set the Record date on 21 August 2014 to prepare lists of shareholders entitled to receive (1) dividend payment by means of stock dividend and cash; and (2) the MONO-W1 Warrants and the closing date of share registration book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on 22 August 2014
- Please see key features of the MONO-W1 Warrants in Enclosure

**2.2. Action to be taken by the Company when there are fractions of shares**

For the allocation of the newly-issued shares to the existing shareholders for stock dividend payment, if there is any fraction of a share, the Company will pay cash instead by pro rata based on Baht 0.12 per share.

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

To convene the Extraordinary General Meeting of Shareholders No. 1/2014 on Friday, September 12, 2014 at 09.30 a.m. at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No.200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi, 11120. Set the Record date to determine the list of shareholders entitled to attend the shareholders' meeting on August 21, 2014 and the closing date of share registration book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on August 22, 2014. (The next business day after the Record date)

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

4.1. The Ministry of Commerce: To file for the capital increase and register the change in the paid-up capital at the Ministry of Commerce

4.2. The Stock Exchange of Thailand: To file for listing the the newly-issued ordinary shares arising from the stock dividend payment and file for listing the ordinary shares when there is the exercise of the MONO-W1 Warrants

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

5.1. To allocate stock dividend to existing shareholders as a return for investment to shareholders

5.2. To increase the paid-up capital to be more than Baht 300 million in order to comply with the criteria to move the Company's securities from being listed on mai to the SET

5.3. To accommodate the exercise of MONO-W1 Warrants allocated to existing shareholders

5.4. To raise funds for business expansion in the future, the procurement and production of TV programs and working capital

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

6.1. To increase the overall liquidation of the Company's securities

6.2. To reserve the Company's working capital or utilize the proceeds for investment per item 5.4

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

7.1. The Company has a policy to distribute dividends to its shareholders at the rate not less than 50% of net profit after tax and after appropriation to legal reserve. (However, the Board of Directors will consider the dividend payment by taking into account the benefit to the shareholders as the



principal concern. This includes the consideration whether to reserve cash for future investment, repay the debt or set aside for the working capital.)

7.2. Shareholders can trade the newly-issued shares arising from the stock dividend payment in the stock market.


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

- None -

**9. 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	August 6, 2014
2.	The date of releasing the Board of Directors' resolutions to the Stock Exchange of Thailand	August 6, 2014
3.	The date of determining the names of shareholders entitled to the shareholders' meeting, receive stock dividend and warrant (Record Date)	August 21, 2014
4.	The date of collecting the names of entitled shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended)	August 22, 2014
5.	The Extraordinary General Meeting of Shareholders No. 1/2014	September 12, 2014
6.	The date of releasing the shareholders' meeting's resolutions to the Stock Exchange of Thailand	August 6, 2014
7.	Registration of capital increase with the Ministry of Commerce	Within 14 days after the date of the EGM No. 1/2014

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

Signed  ..... Authorized Director

( Mr.Sang Do Lee )

**MONO** TECHNOLOGY  
PUBLIC COMPANY LIMITED

Position Director

Signed  ..... Authorized Director

( Mr.Navamin Prasopnet )

Position Director