

(Translation)

Ref. MONO 004/2016

February 19, 2016

Subject Approve the offer of newly issued common shares under General Mandate to specific person No.1 (Edit Add)

To President
The Stock Exchange of Thailand

Enclosures 1) A report on issuance of new shares (F53-4-1)
2) Information Memorandum of Private Placement (Add)

Mono Technology Public Company Limited (the “Company”) would like to inform the resolution of the Board of Directors Meeting No.1/2016 held on February 19, 2016, during 15.00 – 18.15 hrs., as follows:

Refer to the resolution of Mono Technology Public Company Limited (the “Company”) Annual General Shareholders’ Meeting for the year 2015 held on April 23, 2015 that approved the increase in registered capital of the Company under a General Mandate with the allotment of 308,000,000 shares to specific person. The Shareholders’ meeting also authorized the Board of Directors to consider and determine whether share allocation shall be made once or several time later, offering price, offering period, and other details and conditions relating to the allotment of newly issued shares. The Board of Directors’ Meeting then considered and approved the allotment of newly issued shares under a general mandate No.1 by issue and offer 50,000,000 newly issued common shares of the Company to the specific persons with the detail as follows:

1. The offering price is determined at 1.90 Baht per share which is not lower than 90% of the market price of the Company’s shares as calculated by the weighted average closing price of the Company’s shares for 9 consecutive trading days prior to the date determining the issue price (the weighted average closing price from February 9, 2016 to February 19, 2016). The weighted average closing price is 2.00 Baht per share.
2. The subscription, the offering date, and the share payment date is on February 23, 2016.
3. The shares are allocated to the specific person as follows:

| Name-Surname | Type of investor | No. of share allotted |
|--------------------------|------------------|-----------------------|
| 1. Mr. Charkit Therdkiet | General investor | 50,000,000.- |

Investor's background

| Name-Surname | Occupation | Address | Relationship |
|--------------------------|-------------|--|--------------|
| 1. Mr. Charkit Therdkiet | Businessman | 8/1 Moo.4 Bungyeetho, Thanyaburi District, Pathum Thani Province | none |

Specific person listed above is not participated in the Company's management and are not the connected person to the Company.

4. Conditions for offering price of newly issued shares to specific person

The Company determined the offering price of 50,000,000 newly issued shares at 1.90 Baht per share which is not lower than 90% of the market price and complies with the resolution of the Annual General Shareholders' Meeting for the year 2015 held on April 23, 2015.

According to the announcement of the Board of Governors of the Stock Exchange of Thailand about the Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) which has been enforced since May 6, 2015, the Company is responsible for informing the market price which refers to the weighted average price of the Company's shares for 9 consecutive trading days prior to the date determining the issue price (the weighted average closing price from February 9, 2016 to February 19, 2016). The weighted average closing price is 2.00 Baht per share with the detail as follows:

| Day | Date | Closing Price (Baht) | Trading Volume (shares) | Value (Baht) |
|--------------|-------------------|-------------------------|----------------------------|-------------------|
| 1 | February 9, 2016 | 2.00 | 1,076,100 | 2,168,134.00 |
| 2 | February 10, 2016 | 2.02 | 783,800 | 1,581,718.00 |
| 3 | February 11, 2016 | 1.98 | 2,413,700 | 4,830,546.00 |
| 4 | February 12, 2016 | 1.98 | 518,700 | 1,029,900.00 |
| 5 | February 15, 2016 | 1.99 | 218,100 | 434,467.00 |
| 6 | February 16, 2016 | 1.98 | 448,500 | 892,827.00 |
| 7 | February 17, 2016 | 1.96 | 603,500 | 1,188,763.00 |
| 8 | February 18, 2016 | 1.95 | 434,300 | 849,861.00 |
| 9 | February 19, 2016 | 1.96 | 247,900 | 485,712.00 |
| Total | | | 6,744,600 | 13,461,928 |

5. Reasons to increase capital

The Company needs investment fund to purchase a variety of contents to support the growth of digital TV MONO29, Mono Plus and Monomaxxx.com. Part of the fund will be used as working capital and to support the liquidity for the Company's digital TV business.

6. Dilution effect to shareholders

Dilution effect to shareholders may arise from this capital increase when the investors purchase the new shares for 50,000,000 shares. The effect is as follows:

| | |
|-----------------------------|----------------------|
| Total paid up common shares | 3,100,935,537 shares |
|-----------------------------|----------------------|

| | |
|------------------|-------------------|
| Capital increase | 50,000,000 shares |
|------------------|-------------------|

| | |
|--------------------------|----------------------|
| Total outstanding shares | 3,150,935,537 shares |
|--------------------------|----------------------|

The percentage of shareholding of the existing shareholder (control dilution) shall decrease 1.59%.

7. Selection criteria of specific person and reasons other than capital increase

The Company considers offering the new shares to this investor since they have funding capacity. These investors believe in the business model and management's visions. They also expect that the Company's digital TV MONO29 business is a fast growing business in the future. Moreover, these investors do not participate in management and are not connected person to the Company.

8. Effects to the management organization

There is no effect to the management organization from this capital increase.

9. Considerations of shareholding period

The investor shall not transfer any allotted shares held by it (whether wholly or partially) during the period of six months (Lock up) from the Completion date of share allotment ("Share Transfer Restriction Period").

10. Board of director and audit committee's comment

The board of director and audit committee agreed that this capital increase has benefits to the Company that the Company will have sufficient funds to use in its current operations in digital TV business and future projects and has increasing capability of revenue generation of the Company in the future. Therefore, the board and committee agreed to approve this capital increase.

Please be informed accordingly.

Yours sincerely,

(Mr. Sang Do Lee)
Chief Executive Officer

(F 53-4-1)

Report on issuance and allotment of new shares under a General Mandate**Mono Technology Public Company Limited****February 19, 2016 (Edit)**

Mono Technology Public Company Limited (the “Company”) hereby report of the resolution of the Board of Directors No.1/2016, held on February 19, 2016 in respect of a issuance of new shares and allotment as follows:

1. Number of new shares under a general mandate that has been previously issued before allocation:

The annual general shareholders’ meeting for the year 2015, held on April 23, 2015 has passed a resolution approving the capital increase under a general mandate to specific person for 308,000,000 ordinary shares. The issuance of new shares is detailed as follows:

| Allotted to | Type of Share | Number of Shares | Percentage of Paid up Capital ^{1/} | Note |
|-----------------------|---------------|------------------|---|-----------------------------|
| Existing Shareholders | Ordinary | - | - | - |
| | Preferred | - | - | - |
| General Public | Ordinary | - | - | - |
| | Preferred | - | - | - |
| Specific Persons | Ordinary | 308,000,000 | 10 | Please see conditions below |
| | Preferred | - | - | - |

^{1/} Percentage of paid up capital on the date of the Board of Director’s resolution to increase capital under a General Mandate.

2. Issuance and allotment of new shares under a general mandate (No.1):

2.1 The details of allotment are as follows:

| Allotted to | Type of share | Number (shares) | Sale price per share (Baht) | Subscription and payment period | Note |
|-----------------------|---------------|-----------------|-----------------------------|---------------------------------|------|
| Existing Shareholders | Ordinary | - | - | - | - |
| | Preferred | - | - | - | - |
| General Public | Ordinary | - | - | - | - |
| | Preferred | - | - | - | - |
| Specific Persons | Ordinary | 50,000,000 | 1.90 | February 23, 2016 | - |
| | Preferred | - | - | - | - |

The offering price is determined at 1.90 Baht per share which is not lower than 90% of the market price of the Company’s shares as calculated by the weighted average closing price of the Company’s shares for 9 consecutive trading days prior to the date determining the issue price (the

weighted average closing price from February 9, 2016 to February 19, 2016). The weighted average closing price is 2.00 Baht per share.

The shares are allocated to the specific persons as follow:

| Name-Surname | Type of investor | No. of share |
|--------------------------|------------------|--------------|
| 1. Mr. Charkit Therdkiet | General investor | 50,000,000.- |

Investor's background

| Name-Surname | Occupation | Address | Relationship |
|--------------------------|-------------|--|--------------|
| 1. Mr. Charkit Therdkiet | Businessman | 8/1 Moo.4 Bungyeetho, Thanyaburi District, Pathum Thani Province | - |

The specific persons listed above are not participated in the Company's management and are not the connected person to the Company

2.2 The Company's plan in case where there is a fraction of shares remaining: ...-.....

3. Remaining of new share under a general mandate

| Allotted to | Type of Share | Number of Shares | Note |
|-----------------------|---------------|------------------|------|
| Existing Shareholders | Ordinary | - | - |
| | Preferred | - | - |
| General Public | Ordinary | - | - |
| | Preferred | - | - |
| Specific Persons | Ordinary | 258,000,000 | - |
| | Preferred | - | - |

^{1/} Percentage of paid up capital on the date of the Board of Director's resolution to increase capital under a General Mandate.

The 2016 Annual General Meeting of Shareholders shall be the due date of the share allotment.

4. Determination of the right to purchase newly issued shares

To close the share register for share transfers in order to determine the right to purchase newly issued shares from ...-.....

To determine the list of shareholder who has the right to purchase the newly issued shares on ...-..... and to determine the book-closing date on ...-..... which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied.

5. The progress of the capital increase/share allotment by relevant governmental agency and conditions thereto

-None-

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

The Company needs investment fund to purchase a variety of contents to support the growth of digital TV MONO29, Mono Plus and Monomaxxx.com in 2016. Part of the fund will be used as working capital and to support the liquidity for digital TV business.

7. Benefits which the Company will receive from the capital increase/share allotment

The Company will have sufficient funds to use in its current operations and future projects and has increasing capability of revenue generation of the Company in the future.

8. Benefits which the shareholders will receive from the capital increase/share allotment

The objective for increasing capital is to support the investment of film business, digital TV, and online movie website. The Company aims to provide a one stop service to response to customer demand in order to gain profit and pay dividend to shareholders in the future.

9. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

10. Schedule of action regarding the issuance and allotment of the new shares under the general mandate:

| Item | Details | Date |
|------|---|-------------------|
| 1. | Board of Directors meeting to approve the issue and the allotment of new ordinary shares to specific person including the determination of the offering price and the offering date | February 19, 2016 |
| 2. | Resolution approving date of the Board of Directors to the Stock Exchange of Thailand | February 19, 2016 |
| 3. | The offering date, subscription and share payment | February 23, 2016 |

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

Signed.....authorized director

(Mr. Sang Do Lee)

Position Director

Signed.....authorized director

(Mr. Navamin Prasopnet)

Position Director

Information Memorandum of Private Placement
Mono Technology Public Company Limited
February 19, 2016 (Add)

Mono Technology Public Company Limited (the “Company”) would like to inform the resolution of the Board of Directors Meeting No.1/2016 held on February 19, 2016, during 15.00 – 18.15 hrs., as follows:

Refer to the resolution of Mono Technology Public Company Limited (the “Company”) Annual General Shareholders’ Meeting for the year 2015 held on April 23, 2015 that approved the increase in registered capital of the Company under a General Mandate with the allotment of 308,000,000 shares to specific person. The Shareholders’ meeting also authorized the Board of Directors to consider and determine whether share allocation shall be made once or several time later, offering price, offering period, and other details and conditions relating to the allotment of newly issued shares. The Board of Directors’ Meeting then considered and approved the allotment of newly issued shares under a general mandate No.1 by issue and offer 50,000,000 newly issued common shares of the Company to the specific persons with the detail as follows:

1. The offering price is determined at 1.90 Baht per share which is not lower than 90% of the market price of the Company’s shares as calculated by the weighted average closing price of the Company’s shares for 9 consecutive trading days prior to the date determining the issue price (the weighted average closing price from February 9, 2016 to February 19, 2016). The weighted average closing price is 2.00 Baht per share.
2. The subscription, the offering date, and the share payment date is on February 23, 2016.
3. The shares are allocated to the specific person as follows:

| Name–Surname | Type of investor | No. of share allotted |
|--------------------------|------------------|-----------------------|
| 1. Mr. Charkit Therdkiet | General investor | 50,000,000.– |

4. Reasons to increase capital

The Company needs investment fund to purchase a variety of contents to support the growth of digital TV MONO29, Satellite TV Mono Plus and Online Movies Subscription Service Monomaxxx.com. Part of the fund will be used as working capital and to support the liquidity for the Company’s digital TV business as well as to offer services to customers and create customer satisfactions and bring benefits to the company in long term.

The amount received from increasing capital, 95,000,000 THB, the company will purchase a variety of contents to support the growth of digital TV MONO29, Satellite TV Mono Plus and Online Movies Subscription Service Monomaxxx.com at approximately 800,000,000 THB.

Capital increase for private placement enable the Company to raise fund in a short period as well as having enough working capital to run business, enlarge business size and support liquidity.

5. Private Placement Criteria

“Company” will issue and offer 50,000,000 newly issued common shares of the company at 0.10 Baht per share to Mr Charkit Therdkiet, with the detail of Mr Charkit Therdkiet, as per below

| No. | Name | Age (Year) | Experience | | % of Shares as of March 13, 2015 | Amount of allocated PP shares | % of Shares (AfterPP) |
|-----|----------------------|---------------|--|---|---|-------------------------------------|-----------------------------|
| 1. | Mr.Charkit Therdkiet | 45 | Investor/Director Laser Work Co.,Ltd. | Address : 507/235 Sathupradith 31, Sathupradith Road, Chong Nontri, Yannawa, Bangkok | None | 50,000,000 | 1.59 |

The Company has set the criterion for Private Placement as follow;

5.1 These specific persons are not the related person with the Company by the notification of the Securities and Exchange Commission (“SEC”) and the notification of the Stock Exchange of Thailand (“SET”). They have a potential in the capital.

5.2 He has a readiness in a capital and clear Private Placement objectives. They will not participate in management or change anything in the Company.

5.3 He has a qualification to help and support the Company business operation and give any advice to fine a chance to make investment.

6. Price Offering Regulation

“Company” offering price is determined at 1.90 Baht per share , which is not lower that 90% of the market price of the Company’s share as calculated by the weighted average closing price of the Company’s share for 9 consecutive trading days prior to the date determining the issue price (the weighted average closing price from February 9, 2016 – February 19,2016). Therefore the offering price is 95% of 9 days weighted average

The offering price, according to the Notification of the Securities and Exchange Commission (“SEC”) about the Rules, Conditions and Procedures Governing the Listing of discount share offering in a private placement no. SorJor. 39/2551 (2008) from market price, which mean the weighted average closing price of “MONO” in stock market for 9 consecutive trading days prior to the date determining the issue price for Private Placement. The weighted average closing price from February 9, 2016 – February 19,2016 which equal to 2.00 Baht per share.

7. The conclusion of the board of directors and the audit committee regarding the ordinary shares for the Private Placement.

The board of directors and the audit committees have concluded the stipulation of the ordinary shares and the shares offering to the Private Placement, by offering the ordinary shares which its price is no less than the price that the company has set as well as the market price. The Company determined the offering price of 50,000,000 newly issued shares at 1.90 Baht per share which is not lower than 90% of the market price and complies with the resolution of the Annual General Shareholders' Meeting for the year 2015 held on April 23, 2015.

According to the announcement of the Board of Governors of the Stock Exchange of Thailand about the Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) which has been enforced since May 6, 2015, the Company is responsible for informing the market price which refers to the weighted average price of the Company's shares for 9 consecutive trading days prior to the date determining the issue price (the weighted average closing price from February 9, 2016 to February 19, 2016). The weighted average closing price is 2.00 Baht per share

The ordinary shares are considered from the necessity including the profit of the company. The board of directors and the audit committee agree to issue the ordinary shares for the Private Placement. Both parties conclude that it is the appropriate solution and generating the highest profit for the Shareholder.

8. Reasons and benefits

The increased ordinary shares are to support the business investment related to the movies business for digital TV, Doonung online of the company. This is to satisfy the clientele demands with the full services which may gain profit and dividend for the shareholders in the future.

9. Other conditions and agreements

The investors are unable to trade, distribute or transfer the shares within six months (Lock up) after receiving the ordinary shares.

10. Dilution Effect

The Private Placement is not on the board of directors of the company or become the committee of the company or able to restructure the company since the ratio of the shareholder is considered as the minor fraction of the entire stock; however, the current shareholders may be affected from the Control Dilution, Price Dilution and EPS Dilution as follow;

10.1 Control Dilution

$$\begin{aligned} &= \text{No. of PP shares} / (\text{No. of PP shares} + \text{No. of paid shares}) \\ &= 1 - (50,000,000 / (50,000,000 + 3,100,935,537)) \\ &= 1.59\% \end{aligned}$$

10.2 Price Dilution

$$\begin{aligned} &= 1 - \frac{(\text{No. of paid shares} \times \text{The weighted average closing price from February 9, 2016} - \text{February 19, 2016}) + (\text{No. of PP shares} \times \text{PP Price})}{(\text{No. of paid shares} + \text{No. of PP shares})} \div [\text{The weighted average closing price from February 9, 2016} - \text{February 19, 2016}] \\ &= 1 - \frac{(3,100,935,537 \times 2.00) + (50,000,000 \times 1.90)}{(50,000,000 + 3,100,935,537)} \div 2.00 \\ &= 0.08\% \end{aligned}$$

11. Transaction Conditions

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The Board of Directors shall be responsible for this information memorandum. Mr. Navamin Prasopnet and Mr. Sang Do Lee — the Company’s authorized directors— have carefully reviewed this information memorandum and hereby certified that the information contained in this report is true and complete in all respects.

SignedAuthorized Director
(Mr. Sang Do Lee)
Position Director

SignedAuthorized Director
(Mr. Navamin Prasopnet)
Position Director