

(Translation)

Ref. MONO 005/16

March 04, 2016

Subject Notification of Schedule of 2016 Annual General Meeting of Shareholders and the Omission of Dividend Payment, Acquisition of Assets and Capital Increase (Edit)

To President
The Stock Exchange of Thailand

Enclosures

- 1) Information Memorandum on the Acquisition and Disposition of Assets of Mono Technology Public Company Limited as of March 4, 2016
- 2) Information Memorandum on the Allotment of Newly issued Ordinary Shares via Private Placement as of March 4, 2016
- 3) Capital Increase Report Form (F 53-4)

According to the meeting of the Board of Directors of Mono Technology Public Company Limited (the "Company") No. 2/2016 held on March 4, 2016, the Board of Directors has passed the following resolutions:

1. The meeting approved the financial statements including statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity, statements of cash flows for the year ended December 31, 2015 audited by the auditor. Also, the Board of Directors will propose the Annual General Meeting of Shareholders to consider approving later on.

2. The meeting approved additional net profit appropriation for legal reserve and the omission of dividend payment for 2015 operating results to spare cash for continuous investment according to the Company's business operation plan and approved to propose the 2016 Annual General Meeting of Shareholders for consideration and approval.

3. The meeting has also deemed it appropriate to propose the meeting to approve appointing auditors of EY Office Limited to be the auditor of the Company for 2016:

- | | |
|-------------------------------|--|
| 1. Mr. Suppachai Panyawattano | Certified Public Accountant (Thailand) No. 3930 or |
| 2. Miss Siraporn Uey-anankul | Certified Public Accountant (Thailand) No. 3844 or |
| 3. Miss Krongkaew Limkittikul | Certified Public Accountant (Thailand) No. 5874 |

The Board of Directors also deemed it appropriate to fix the 2016 audit fee at the amount of not exceeding 1,200,000 Baht and propose the Annual General Meeting of Shareholders to approve the audit fee.

4. The meeting has passed a resolution on the approval of the retirement by rotation for the year 2016 of the Company's 3 directors namely, Mr. Pete Bodharamik, Mr. Preecha Leelasithorn and Mr. Kriengsak Thiennukul and the re-election of such directors to directorship for another term. The meeting has deemed it appropriate that this matter be proposed to the shareholders' meeting for consideration. In addition, the 2016 remuneration for directors at the amount of not exceeding 7 million Baht shall be in line with the resolution of the 2016 Annual General Meeting of Shareholders as well.

5. The meeting has approved the purchase of copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak detailed as follows:

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

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

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

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

5.3 The authorized director and/or a person who is assigned by such authorized director, is authorized to negotiate and deliberate the details, conditions and any process that may benefit the agreement on the purchase of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlaks. The authorized director and/or a person who is assigned by such authorized director is also the authorized person to sign the contract and/or the Memorandum of Understanding (MOU) and other documents concerning the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlaks, including contacting government sectors or related organizations such as Securities and Exchange Commission (SEC) and The Stock Market of Thailand (SET) as well as supervising the related issues mentioned above to complete the transaction for the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlaks.

The detail of the information memorandum on the acquirement and the disposition of the Company assets as of March 4, 2016 is as enclosure No.1.

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

7. The meeting has approved to propose the shareholders' meeting for consideration and approval on approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction in registered capital as following details.

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

In this regards, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order.

8. The meeting has approved to propose the shareholders' meeting for consideration and approval on the increase in registered capital in amount of 31,500,000 Baht, divided into 315,000,000 ordinary shares at the par value of 0.10 Baht per share from previously 466,999,997.50 Baht to 498,499,997.50 Baht, divided into 4,984,999,975 ordinary shares at the par value of 0.10 Baht per share.

9. The meeting has approved to propose the shareholders' meeting for consideration and approval on approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital, as following details.

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

In this regards, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order.

10. The meeting has approved to propose the shareholders' meeting for consideration and approval on the issuance and allotment of 50,000,000 shares at the par value of 0.10 Baht to Mr. Visute Poolvorlaks who is a private placement and a non–related person to the Company. The offering price is not lower than 90 percent of the average market price (the weighted average price of share from February 19, 2016 – March 3, 2016) which is calculated to 2.03 Baht per share or 101,500,000 Baht in total. The issuance and allotment of 50,000,000 shares is to complete the payment for the acquisition of the copyrights of 30 films and 29 screenplays accounted for 103,000,000 Baht from Mr. Visute Poolvorlaks.

The Company will issue and allocate new shares to Mr. Visute Poolvorlak within the date when the transaction of the acquisition of the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorlak has completed. Mr. Visute Poolvorlak is required to agree with the condition precedent and the subscription of new ordinary share must be submitted to Thailand Securities Depository (TSD) within 12.00 a.m. of the same day.

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

11. The meeting has approved to propose the shareholders' meeting for consideration and approval on the allotment of shares under general mandate for the amount of 265,000,000 shares at the par value of 0.10 Baht per share, and at the offering price of not lower than 90 percent of the average market price per share for sales of securities via private placement.

In this regards, the Board of Directors and/or a person who is assigned by the Board of Directors shall have authority to consider and determine the conditions and other details concerning the allocation and sales of the said shares as well as to sign any relevant document and proceed any action as deemed necessary and appropriate for the allocation of the aforementioned ordinary shares. The details are stated in the Capital Increase Report Form (F53-4) as enclosure No.3.

12. The 2016 Annual General Meeting of Shareholders will be held on Wednesday, April 27, 2016 at 14.00 p.m., at the Auditorium, 3th floor, Jasmine International Tower, 200, Moo 4, Chaengwattana Road, Pakkred, Nonthaburi. The meeting will consider the following agenda:

- Agenda 1: To consider certifying the Minutes of proposed the 2015 Annual General Meeting of Shareholders.
- Agenda 2: To acknowledge the Board of Directors' Annual Report on the Company's operating result during the year 2015
- Agenda 3: To consider and approve the Company's financial statements and the auditor's report for the year ended December 31, 2015
- Agenda 4: To consider the allocation of net profit as legal reserve and the dividend for the year 2015

- Agenda 5: To consider the appointment of the auditor and to fix the audit fee for the year 2016
- Agenda 6: To consider the appointment of directors to replace those who retire by rotation
- Agenda 7: To consider and approve the annual remuneration for directors in 2016
- Agenda 8: To consider and approve the capital reduction from 492,799,997.50 Baht to 466,999,997.50 Baht
- Agenda 9: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital
- Agenda 10: To consider and approve the increase in registered capital of the Company from 466,999,997.50 Baht to 498,499,997.50 Baht
- Agenda 11: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital.
- Agenda 12: To consider and approve the allocation of the Company's newly issued shares totally 50,000,000 shares at the par value of 0.10 Baht per share and at the price of not lower than 90 percent of the average market price via private placement (the weighted average price of share from February 19, 2016 – March 3, 2016) as the payment for the reciprocation of acquiring assets (the copyrights of 30 films and 29 screenplays) accounted for 103,000,000 Baht from Mr. Visute Poolvorlaks.
- Agenda 13: To consider and approve the allocation of the Company's newly issued shares under general mandate, at the amount not exceeding 265,000,000 shares and at the par value of 0.10 Baht per share or 8.41 percent of paid capital, in order to sell to private placement.
- Agenda 14: To consider other issues (if any)

13. The Company shall fix the record date to prepare lists of shareholders entitled to attend the 2016 Annual General Meeting of Shareholders on Monday, March 21, 2016 and collect name list according to Section 225 of the Securities and Exchange Act, B.E. 2535 by closing the share register book and suspension of share transfer on Tuesday, March 22, 2016.

The invitation to the 2016 Annual General Meeting of Shareholders and other relevant documents will be available via the Company's website (www.mono.co.th) on March 26, 2016 onwards.

Please be informed accordingly.

Yours sincerely,

Mono Technology Public Company Limited

(Mr. Sang Do Lee)

Chief Executive Officer

Information Memorandum on the Acquisition of Assets
Of
Mono Technology Public Company Limited (Edit)

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

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

The transaction details are as follows:

1. Transaction Date

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

2. The parties involved

Buyer

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

Seller

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

3. General characteristics, type and size of the Transaction

3.1 General Characteristics of the Transaction

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

3.2 Type and size of the Transaction

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

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

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

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

4. Details and value of purchased assets

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

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

⁽¹⁾ The total revenue referring to the Box Office

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

5. Total value of the reciprocation

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

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

6. Basis used to determine the value of consideration

The negotiation between the Buyer, "the Company", and the Seller, "Mr. Visute Poolvorakaks", in determining the value of the reciprocation derived from the valuation of the copyrights of 30 films and 29 screenplays which accounted for 103,000,000 Baht is reasonable. The Company's reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate¹ at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

7. Expected benefits from the transaction

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

Capitalization Rate¹ is the interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at a given date.

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

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

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

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

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

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

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

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



(Mr. Navamin Prasopnet)

Director



(Mr. Sang Do Lee)

Director

(Translation)

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

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

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

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

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

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

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

3. Information of the person who is offered private placement

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

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

4. Basis and rational of the offer price

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

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

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

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

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

The objectives of the capital increase are as follows:

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

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company’s reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate¹ at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

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

Capitalization Rate¹ is the interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at a given date.

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

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

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

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

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

6.1 Reasons and necessity for increase of capital

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7. Benefits apart from capital increase

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

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

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

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

9. Conditions precedent of entering the transaction

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

10. Impact from the private placement (Dilution Effect)

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

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

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

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

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

11. Confirmation of the Board of Directors on capital increase

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

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


-None-

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



Signature  Authorized Director
(Mr. Sang Do Lee)

Position Director

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

Position Director

(Translation)

(F 53-4)

Capital Increase Report Form
Mono Technology Public Company Limited
March 4, 2016 (Edit)

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

1. Capital Increase and Capital Reduction

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

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

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

- If specifying the purpose of utilizing proceeds, all of the following items must be filled out, except item No. 2.2
- If under a general mandate, only items No. 2.2, No. 3 and No. 4 need to be filled out.

2. Allotment of new shares

2.1. If specifying the purpose of utilizing proceeds

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

(1) Conditions on private placement, relationship with the Company and the regulations on pricing per share are as detailed in information memorandum on the allotment of newly issued ordinary shares via private placement (Enclosure No.2).

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

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

– None –

2.2. If under a General Mandate

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

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

Remarks

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the allotment of shares to the Company's related person under the Notification of Capital Market Advisory no. Tor. Jor. 21/2551 (2008) Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (2003).
- (2) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).

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

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

To convene the 2016 Annual General Meeting of Shareholders on Wednesday, April 27, 2016 at 14.00 p.m., at Auditorium, 3rd Floor, Jasmine International Tower, No.200, Moo 4, Chaengwattana Road, Pakkred Sub-district, Pakkred District, Nonthaburi, 11120. Set the Record date to determine the list of shareholders entitled to attend the Shareholders' Meeting on March 21, 2016 and the closing date of share registration book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) on March 22, 2016. (The next business day after the Record date)

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

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

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

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

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

The Board of Directors considered and deemed that the purchase of the copyrights of 30 films and 29 screenplays (as detailed in Enclosure No.8) which accounted for 103,000,000 Baht is reasonable. The Company's reference to the value of the reciprocation by valuating the copyrights of 30 films by income approach using direct capitalization method or income capitalization method with capitalization rate¹ at 5.50 percent. The value calculated is 98,200,000 Baht. The copyrights of 29 screenplays which valuated by market approach is 4,800,000 Baht. The total value of the copyrights is accounted for 103,000,000 Baht. The valuation was conducted by 15 Business Advisory Limited which is an asset valuation company and the major valuator approved by the Securities and Exchange Commission of Thailand (SEC).

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

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

5.2 Allotment of newly issued share under a general mandate

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

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

Capitalization rate¹ : The interest rate or yield at which the annual net income from an investment is capitalized to ascertain its capital value at given date.

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

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

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

The Company will acquire the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorakaks. (Details are in Enclosure 2.)

6.2 Allotment of newly issued share under a general mandate

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

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

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

The Company will acquire the copyrights of 30 films and 29 screenplays from Mr. Visute Poolvorakaks. (Details are in Enclosure 2.)

7.2 Allotment of newly issued share under a general mandate

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

7.2.1 Reasons and necessity for increase of capital

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

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

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

7.2.3 Reasonability of the increase of capital

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

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

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

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

- (1) Allotment of newly issued ordinary shares via private placement is not regarded as the allotment of shares to the Company's related person under the Notification of Capital Market Advisory no. Tor. Jor. 21/2551 (2008) Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (2003).
- (2) Allotment of newly issued ordinary shares via private placement is not regarded as the offering of shares at a low price according to Notification of Capital Market Advisory on Application for and Approval of Offer for Sale of Newly issued Shares (as amended).

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

The impacts can be categorized as follows:

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

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

The Board of Directors consider the pricing offering of newly issued ordinary shares under general mandate conducting under the previous restrictions is appropriate and in accordance with the Notification of the Capital Market Advisory concerning the request for permission and the approval of newly issued shares and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (2003).

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

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

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

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

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

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

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

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

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

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

8. Effect on the Shareholders from the Private Placement

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

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

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

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

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

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

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

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

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

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

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

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

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

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


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

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

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

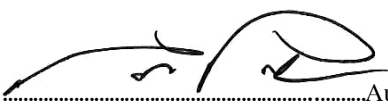
No.	Procedures	Date
6.	The date of collecting the names of entitled shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (Book Closing Date)	March 22, 2016
7.	The date of publicizing the invitation of the 2016 Annual General Meeting of Shareholders on the Company's website	March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

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

Signed  Authorized Director
(Mr. Sang Do Lee)

Position Director

MONO TECHNOLOGY
PUBLIC COMPANY LIMITED

Signed  Authorized Director
(Mr. Navamin Prasopnet)

Position Director