



(Translation)

Ref. MONO 001/2017

January 10, 2017

Subject Approve the offer of newly issued ordinary shares under the General Mandate through private placements No.1

To President
The Stock Exchange of Thailand

Enclosures 1) A report on capital increase (F53-4-1)
2) Information memorandum of the private placement

Mono Technology Public Company Limited (the “Company”) would like to inform the resolution of the Board of Directors Meeting No.1/2017 held on January 10, 2017 as follows:

Refer to the resolution of Mono Technology Public Company Limited (the “Company”) Annual General Meeting of Shareholders for the year 2016 held on April 27, 2016, the shareholders’ meeting approved the increase in registered capital of the Company under the General Mandate with the allotment of not more than 265,000,000 shares through private placements. The shareholders’ meeting also authorized the Board of Directors to consider and determine whether share allocation shall be made once or several times 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 the General Mandate No.1 by issuing and offering 143,000,000 shares through private placements with the detail as follows:

1. The offering price is determined at 2.85 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 15 consecutive trading days prior to the date determining the issue price which is on January 11, 2017 (the weighted average closing price from January 19, 2016 to January 10, 2017). The weighted average closing price is 3.10 Baht.
2. The subscription, the offering date, and the share payment date is on January 11-13, 2017.
3. The shares are allocated to the private placement as follows:

Name-Surname	Type of investor	No. of share allotted (Shares)
1. Mr. Yodsawee Pasawong	General investor	55,000,000

2. Ms. Kultara	Imsanguan	General investor	29,000,000
3. Mrs. Malee	Taechajongjintana	General investor	15,000,000
4. Mrs. Sireethorn	Vachiraprakarnsakul	General investor	15,000,000
5. Mr. Surachai	Phatpanichot	General investor	10,000,000
6. Mr. Sittichai	Phatpanichot	General investor	10,000,000
7. Mr. Taywin	Singthong	General investor	5,000,000
8. Mr. Banturng	Chantawong	General investor	4,000,000

Total **143,000,000**

Investor's background

No.	Name	Experience		% of Shares as of March 13, 2015	Amount of allocated PP shares	% of Shares (After PP)
1.	Mr. Yodsawee Pasawong	Present	Investor	-	55,000,000	1.64
2.	Ms. Kultara Imsanguan	Present	Investor	-	29,000,000	0.87
3.	Mrs. Malee Taechajongjintana	Present	Vice President, Charoen Pokphand Group Co., Ltd.	-	15,000,000	0.45
4.	Mrs. Sireethorn Vachiraprakarnsakul	Present	Director of S.J. International Joleye Co., Ltd.	-	15,000,000	0.45
5.	Mr. Surachai Phatpanichot	Present	Investor	-	10,000,000	0.30
6.	Mr. Sittichai Phatpanichot	Present	Director of Metro Spinning Co., Ltd.	-	10,000,000	0.30
7.	Mr. Taywin Singthong	Present	Director of Sam Insee Co., Ltd.	-	5,000,000	0.15
8.	Mr. Banturng Chantawong	Present	Director of Laser Work Co., Ltd.	-	4,000,000	0.12

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

4. Conditions for offering price of newly issued shares to private placement

The Company determined the offering price of 143,000,000 newly issued shares at 2.85 Baht per share which is not lower than 90% of the market price and complies with the resolution of the Annual General Meeting of Shareholders for the year 2016 held on April 27, 2016.

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 15 consecutive trading days prior to the date determining the issue price (the weighted average closing price from

December 19, 2016 to January 10, 2017). The weighted average closing price is 3.10 Baht per share with the details as follows:

Day	Date	Closing Price (Baht)	Trading Volume (shares)	Value (Baht)
1	January 10, 2017	3.16	88,021,652	286,451,410
2	January 9, 2017	3.20	162,846,500	534,041,998
3	January 6, 2017	3.18	259,897,700	812,255,092
4	January 5, 2017	2.90	11,805,300	34,083,800
5	January 4, 2017	2.86	25,580,200	74,079,956
6	December 30, 2016	2.84	4,893,100	13,874,174
7	December 29, 2016	2.84	16,965,400	48,604,348
8	December 28, 2016	2.82	3,082,100	8,647,774
9	December 27, 2016	2.80	7,766,500	21,769,314
10	December 26, 2016	2.76	4,316,000	11,931,972
11	December 23, 2016	2.78	7,936,300	21,905,018
12	December 22, 2016	2.72	27,433,600	76,561,916
13	December 21, 2016	2.84	101,758,700	300,083,378
14	December 20, 2016	2.86	20,955,600	59,664,040
15	December 19, 2016	2.80	2,616,900	7,309,110
Total			745,875,552	2,311,263,300

5. Reasons for 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. Part of the fund will be used as working capital and supporting the liquidity of 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 143,000,000 shares. The effect is as follows:

Total paid up ordinary shares 3,200,935,537 shares

Capital increase 143,000,000 shares

Total outstanding shares 3,343,935,537 shares

The percentage of shareholding of the existing shareholder (control dilution) shall decrease 4.28%.

7. Selection criteria of the private placements and reasons other than capital increase

The Company considers offering the new shares to these investors since they have potential in capital. These investors believe in the business model and the management visions of the Company's executives. They are confident that the Company's digital TV MONO29 business will be a fast growing business in the future. Moreover, these investors do not participate in the management and are not connected persons to the Company.

8. Effects to the management organization

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

9. Conditions or agreement on shareholding period

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

10. The Board of Directors and the Audit Committee's comment

The Board of Directors and the Audit Committee agreed that this capital increase will benefit the Company as the Company will have sufficient funds for its current operations in digital TV business and future projects as well as increase the capability to generate revenue for the Company in the future. Therefore, the Board of Directors and the Audit 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 the General Mandate**Mono Technology Public Company Limited****January 10, 2017**

Mono Technology Public Company Limited (the “Company”) hereby report on the resolution of the Board of Directors No.1/2017 on January 10, 2017 in respect of the issuance and allotment of new shares as follows:

1. Number of new shares under the General Mandate that has been previously issued before allocation:

The Annual General Meeting of Shareholders for the year 2016 held on April 27, 2016 passed a resolution to approve a capital increase under the General Mandate through private placement for 265,000,000 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	-	-	-
Private Placement	Ordinary	265,000,000	8.41	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 the General Mandate.

2. Issuance and allotment of new shares under the 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	-	-	-	-
Private Placement	Ordinary	143,000,000	2.85	January 11-13, 2017	-
	Preferred	-	-	-	-

The offering price is determined at 2.85 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 15 consecutive trading days prior to the date determining the issue price (the weighted average closing price from December 19, 2016 to January 10, 2017). The weighted average closing price is 3.10 Baht per share.

The shares are allocated to the private placement as follows:

Name-Surname	Type of investor	No. of share (Shares)
1. Mr. Yodsawee Pasawong	General investor	55,000,000
2. Ms. Kultara Imsanguan	General investor	29,000,000
3. Mrs. Malee Taechajongjintana	General investor	15,000,000
4. Mrs. Sireethorn Vachiraprakarnsakul	General investor	15,000,000
5. Mr. Surachai Phatpanichot	General investor	10,000,000
6. Mr. Sittichai Phatpanichot	General investor	10,000,000
7. Mr. Taywin Singthong	General investor	5,000,000
8. Mr. Banturng Chantawong	General investor	4,000,000
Total		143,000,000

Investor's background

Name-Surname	Occupation	Address	Relationship
1. Mr. Yodsawee Pasawong	Investor	255-257 Hua Seng Heng 2 Building 5th Fl. Yaowaraj Rd. Sampantawong, Bangkok 10100	None
2. Ms. Kultara Imsanguan	Investor	2 Soi Phet Kasem 4, Phet Kasem Rd., Prapraton, Muang Nokhon Pathom, Nokhon Pathom 73000	None
3. Mrs. Malee Taechajongjintana	Investor	2 Soi Chan 32 Yaek4, Thung Wat Don, Sathon, Bangkok 10120	None
4. Mrs. Sireethorn Vachiraprakarnsakul	Investor	125/8 Sawankhalok Rd., Suanjitrada, Dusit, Bangkok 10300	None
5. Mr. Surachai Phatpanichot	Investor	19 Soi Saladaeng 1, Rama IV Rd., Silom, Bangrak, Bangkok 10500	None
6. Mr. Sittichai Phatpanichot	Investor	276 Vanich 1 Rd., Chakkrawat, Samphanthawong, Bangkok 10100	None
7. Mr. Taywin Singthong	Investor	610 Soi Phaisan, Pracha Rat Bamphen Rd., Samsen Nok, Huai Khwang, Bangkok 10310	None
8. Mr. Banturng Chantawong	Investor	125 Soi Nonthaburi 27/6 Tha-Sai, Muang Nonthaburi, Nonthaburi, 11000	None

The private placement listed above is not participated in the Company's management and is not the connected person of the Company.

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

3. Remaining of new shares under the General Mandate

Allotted to	Type of Share	Number of Shares	Note
Existing Shareholders	Ordinary	-	-
	Preferred	-	-
General Public	Ordinary	-	-
	Preferred	-	-
Private Placement	Ordinary	122,000,000	-
	Preferred	-	-

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

- The 2017 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 on-.....

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-..... (the trading day after the record date) 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 (if any)

-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. Part of the fund will be used as working capital and supporting the liquidity for digital TV business. The Company plans to utilize the capital increase on the purchase of various contents in 2017.

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 as well as increase the capability to generate revenue in the future.

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

The objective for increasing capital is to support business investment related to the movie business including digital TV and online movie subscription service. The Company aims to provide a complete service to response to customer demands 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.	The meeting of the Board of Directors to approve the issuance and the allotment of new ordinary shares through private placement including the determination of the offering price and the offering date	January 10, 2017
2.	Resolution approving date of the Board of Directors to the Stock Exchange of Thailand	January 10, 2017
3.	The offering date, subscription, and share payment	January 11-13, 2017

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
January 10, 2017

Mono Technology Public Company Limited (the “Company”) would like to inform the resolution of the Board of Directors Meeting No.1/2017 held on January 10, 2017 as follows:

Refer to the resolution of Mono Technology Public Company Limited (the “Company”) Annual General Meeting of Shareholders for the year 2016 held on April 27, 2016 that approved the increase in registered capital of the Company under the General Mandate with the allotment of 265,000,000 shares to private placement, the shareholders’ meeting 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 the General Mandate No.1 by issuing and offering 143,000,000 new ordinary shares of the Company to private placement with the details as follows:

1. The offering price is determined at 2.85 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 15 consecutive trading days prior to the date determining the issue price. The date determining the issue price is on January 11, 2017 (the weighted average closing price from December 19, 2016 to January 10, 2017). The weighted average closing price is 3.10 Baht per share.
2. The subscription, the offering date, and the share payment date is on January 11-13, 2017.
3. The shares are allocated to the private placement as follows:

Name-Surname	Type of investor	No. of share (Shares)
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5. Mr. Surachai Phatpanichot	General investor	10,000,000
6. Mr. Sittichai Phatpanichot	General investor	10,000,000
7. Mr. Taywin Singthong	General investor	5,000,000
8. Mr. Banturng Chantawong	General investor	4,000,000
Total		143,000,000

4. Reasons to increase capital or allotment of newly issued shares to private placement

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 supporting the liquidity of the Company's digital TV business as well as offering a complete service in order to create customer satisfactions and bring benefits to the Company in long term.

As for the amount received from the capital increase totally 407,550,000 Baht, in the year 2017 the Company plans 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 at approximately 800,000,000 Baht.

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

5. Private Placement Criteria

The Company will allocate 143,000,000 newly issued shares for capital increase at 0.10 Baht per share to private placements. The details are as follows:

No.	Name	Experience		% of Shares as of March 13, 2015	Amount of allocated PP shares	% of Shares (After PP)
1.	Mr. Yodsawee Pasawong	Present	Investor	-	55,000,000	1.64
2.	Ms. Kultara Imsanguan	Present	Investor	-	29,000,000	0.87
3.	Mrs. Malee Taechajongjintana	Present	Vice President, Charoen Pokphand Group Co., Ltd.	-	15,000,000	0.45
4.	Mrs. Sireethorn Vachiraprakarnsakul	Present	Director of S.J. International Joleye Co., Ltd.	-	15,000,000	0.45
5.	Mr. Surachai Phatpanichot	Present	Investor	-	10,000,000	0.30
6.	Mr. Sittichai Phatpanichot	Present	Director of Metro Spinning Co., Ltd.	-	10,000,000	0.30
7.	Mr. Taywin Singthong	Present	Director of Sam Insee Co., Ltd.	-	5,000,000	0.15
8.	Mr. Banturng Chantawong	Present	Director of Laser Work Co., Ltd.	-	4,000,000	0.12

The Company has set the criteria for private placements as follows:

- 5.1 The private placements are not 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 also have potential in investment.
- 5.2 They have readiness in capital and clear private placement objectives. They will not participate in management or change anything in the Company.
- 5.3 They have a qualification to help and support the Company business operation as well as give advice on investment opportunities.

6. Price Offering Regulation

The Company offering price is determined at 2.85 Baht per share, which is not lower than 90% of the market price of the Company’s share as calculated by the weighted average closing price of the Company’s share for 15 consecutive trading days prior to the date determining the issue price (the weighted average closing price from December 19, 2016 – January 10, 2017). Therefore the offering price is about 92% of 15 days weighted average closing price.

The offering price complies with the announcement of the Board of Governors of the Stock Exchange of Thailand about the Rules, Conditions and Procedures Governing the Listing of Ordinary Shares or Preferred Share Issued for Capital Increase B.E. 2558 (2015) which has been enforced since May 6, 2015. Therefore, the Company is responsible for informing about the market price which refers to the weighted average price of the Company’s shares for 15 consecutive trading days prior to the date determining the issue price (the weighted average closing price from December 19, 2016 – January 10, 2017). The market price is equal to 3.10 Baht per share.

7. The Opinion of the Board of Directors and the Audit Committee regarding the allocation of newly issued shares for capital increase to private placements

The Board of Directors and the Audit Committee have stipulated the allocation and the offering of ordinary shares to the private placements at the price that is not less than the price of the Company’s ordinary shares and the market price. The Company determined the offering price of 143,000,000 newly issued shares at 2.85 Baht per share which is not lower than 90% of the market price and complies with the resolution of the Annual General Meeting of Shareholders for the year 2016 held on April 27, 2016.

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 15 consecutive trading days prior to the date determining the issue price (the weighted average closing price from December 19, 2016 to January 10, 2017). The weighted average closing price is 3.10 Baht per share. The ordinary shares are considered from the necessity

and the benefit of the Company. The Board of Directors and the Audit Committee agree to issue the ordinary shares for private placement. Both parties agree that it is the appropriate solution and generating the highest benefit for the shareholders.

8. Reasons and benefits

The increase of ordinary shares is to support business investment related to the movie business including digital TV and online movie subscription service. This is to response to customer demands with a complete service in order to gain profit and dividend for 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 for capital increase.

10. Dilution Effect

The private placement is not in the Board of Directors of the Company or the Committee of the Company and is unable to restructure the Company since the ratio of the shareholding is considered as the minor fraction of the entire stock; however, the current shareholders may be affected from the Control Dilution and Price Dilution as follows:

10.1 Control Dilution

$$\begin{aligned}
 &= \text{No. of PP shares} / (\text{No. of PP shares} + \text{No. of paid shares}) \\
 &= (143,000,000 / (143,000,000 + 3,200,935,537)) \\
 &= 4.28\%
 \end{aligned}$$

10.2 Price Dilution

$$\begin{aligned}
 &= 1 - (\text{No. of paid shares} \times \text{The weighted average closing price for 15 consecutive trading days (from December 19, 2016 - January 10, 2017)} + (\text{No. of PP shares} \times \text{PP Price}) / (\text{No. of paid shares} + \text{No. of PP shares}) / \text{The weighted average closing price for 15 consecutive trading days (from December 19, 2016 - January 10, 2017)}) \\
 &= 1 - (3,200,935,537 \times 3.10) + (143,000,000 \times 2.85) / (143,000,000 + 3,200,935,537) / 3.10 \\
 &= 0.34\%
 \end{aligned}$$

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, complete, and clear in all respects.

Signed Authorized Director

(Mr. Sang Do Lee)

Position Director

Signed Authorized Director

(Mr. Navamin Prasopnet)

Position Director