



(Translation)

Ref. MONO 010/2021

June 28, 2021

Subject: Notification of the Board of Directors No. 4/2021  
about the Disposal of Assets and Connected Transaction

To: President  
The Stock Exchange of Thailand

The meeting of Board of Directors of Mono Next Public Company Limited (the “Company”) No. 4/2021, convened on June 28, 2021, resolved the following resolutions:

1. The Board of Directors resolved to approve Mono Cyber Co., Ltd. (“**MCB**”), a subsidiary of the Company which the Company holds 100 percent of the total issued shares, to outright sell music video (MV) copyrights and a Youtube channel to Pinvest Corporation Co., Ltd. (“**PINVEST**”), a connected person of the Company, in accordance with the following details.

MCB will outright sell MV copyrights and a Youtube channel to PINVEST in a total amount of not exceeding 24,610,000 Baht (Twenty-four million, six hundred and ten thousand Baht) (inclusive of value added tax). MCB has considered the price of the MV copyrights and the Youtube channel according to the book value of MCB from the valuation of NET Asset based on the book value for the period ending June 30, 2021, plus 33 percent profit.

The entering into the said transaction of MCB is considered the disposal of assets of the subsidiary of the listed company according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: 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 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (“**Notifications on Acquisition or Disposal**”). The size of the transaction has been calculated according to the following details:

1) The transaction which MCB outright sells the MV copyrights and the Youtube channel, with the transaction value of 0.56 percent, calculated by applying the total value of the consideration basis, which is the basis that yields the highest transaction value based on the Company’s Consolidated Financial Statements for the period ending December 31, 2020, which have been audited and reviewed by a certified public accountant. As a result, it is not considered as a material transaction deemed as disposal of assets according to the Notifications of Acquisition or Disposal.

In addition, as MCB, a subsidiary of the Company, outright sells the MV copyrights and the Youtube channel to PINVEST, a company which has the same major shareholder as the Company which is Mr. Pete Bodharamik who holds 66.95 percent of the Company’s total issued shares and holds 100 percent of

PINVEST's total issued shares, it is resulted that the Company and PINVEST is a connected person. Therefore, the outright sale of the MV copyrights and the Youtube channel of MCB is considered a connected transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions 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 Connected Transactions, 2003 ("**Notifications on Connected Transactions**"), relating to the transaction of assets and services. The size of the transaction has been calculated according to the following details:

1) The size of the transaction that MCB outright sells the MV copyrights and the Youtube channel values 2.52 percent of the Net Tangible Assets of the Company under the Company's Consolidated Financial Statements ending December 31, 2020. The Consolidated Financial Statements have been audited and reviewed by a certified public accountant.

The size of the total transaction is more than 1,000,000 Baht but less than 20,000,000 Baht, or more than 0.03 percent but less than 3 percent of the Net Tangible Assets (NTA), whichever is higher. Hence, the Company is required to ask for the approval from the Board of Directors and disclose information regarding the transaction to the Stock Exchange of Thailand.

Details of the Disposal of Assets and Connected Transaction are set out in Information Memorandum on the Disposal of Assets and Connected Transaction as enclosed.

Please be informed accordingly.

Yours sincerely,

Mono Next Public Company Limited

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(Mr. Patompong Sirachairat)

Chief Executive Officer

**Information Memorandum on Asset Disposal and Connected Transaction**

The meeting of the Board of Directors No. 4/2021 of Mono Next Public Company Limited (the “**Company**”), convened on June 28, 2021, resolved to approve Mono Cyber Co., Ltd. (**MCB**), a subsidiary which the Company holds 100 percent of shares, to outright sell music video (MV) copyrights and a Youtube channel to Pinvest Corporation Co., Ltd. (“**PINVEST**”), a company which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares (“**Transaction of MCB to outright sell MV copyrights and a Youtube channel**”).

The transaction of MCB to outright sell the MV copyrights and the Youtube channel constitutes an asset disposal transactions of the subsidiary of the listed company under 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 Acquisition and Disposition of Assets, 2004, and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (“**Notifications on Acquisition or Disposal**”), and connected transactions under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 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 Connected Transactions, 2003, dated November 19, 2003 (“**Notifications on Connected Transactions**”). The Company as a parent company, hereby, discloses the information on the asset disposal transactions of the subsidiary and connected transactions. The significant details of the transactions are as follows:

**(1) Date of the transaction**

The meeting of the Board of Directors No. 4/2021, convened on June 28, 2021, resolved to approve MCB, a subsidiary of the Company, to outright sell MV copyrights and a Youtube channel to PINVEST, a company which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares. The price of the MV copyrights and the Youtube channel to be disposed of is determined at not exceeding 24,610,000 Baht (inclusive of value added tax). The transaction is classified as an asset disposal transaction of the subsidiary of the listed company under the Notifications on Acquisitions or Disposals, and a connected transaction. In this regard, MCB will enter into an agreement to outright sell the MV copyrights and the Youtube channel to PINVEST on June 31, 2021.

**(2) Parties involved and their relationship with the listed company**

The buyer is PINVEST, a company which Mr. Pete Bodharamik holds 100 percent of the total issued shares.

The sellers is MCB, a subsidiary of the Company.

The relationship between PINVEST and MCB is as follows:

- (1) PINVEST is a company which Mr. Pete Bodharamik holds 100 percent of the total issued shares.
- (2) Mr. Pete Bodharamik is a shareholder of the Company, holding 2,323,742,880 shares, equivalent to 66.95 percent of the total issued shares of the Company. Mr. Pete Bodharamik is considered a major shareholder and a connected person of the Company.
- (3) MCB is a subsidiary of the Company which the Company holds 12,269,994 shares or 100 percent of the total issued shares.

**(3) Details on the outright sale of the MV copyrights and the Youtube channel to PINVEST**

MCB, a subsidiary of the Company, will outright sell the MV copyrights and the Youtube channel to PINVEST, a company which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares. The price of the outright sale of the MV copyrights and the Youtube channel is determined not exceeding 24,610,000 Baht (inclusive of value added tax), in accordance with the following details:

- 1) Song, totally 235 songs (including the melody, the lyrics, and related issues)
- 2) MV, totally 129 MVs
- 3) Youtube channel namely MrMonoMusic, totally 1 channel

**(4) General characteristics and details of the transaction**

MCB, a subsidiary of the Company, will outright sell MV copyrights and a Youtube channel to PINVEST, and the price of the MV copyrights and the Youtube channel is determined at not exceeding 24,610,000 Baht (inclusive of value added tax). The price of the MV copyrights and the Youtube channel is from the book value of the Company evaluated from the NET Asset Value based on the book value for the period ending June 30, 2021, plus 33 percent profit.

**Asset Disposal Transaction:**

The entering into the said transaction of MCB is considered the disposal of assets of the subsidiary of the listed company according to the Notifications on Acquisition or Disposal by calculating the transaction size as follows:

- 1) The transaction that MCB outright sells the MV copyrights and the Youtube channel values 0.56 percent, calculated by applying the total value of the consideration basis, which is the basis that yields the highest transaction value based on the Company's Consolidated Financial Statements for the period ending December 31, 2020. The Consolidated Financial Statements have been audited and reviewed by a certified public accountant.

Furthermore, the Company did not conduct any disposal of assets transaction during the past 6 months.

**Connected Transaction:**

The entering into the said transaction of MCB is considered a connected transaction of the Company under the Notifications on Connected Transactions, after calculating the transaction value in accordance with the criteria thereunder, the transaction value is as follows:

- 1) The transaction that MCB outright sells the MV copyrights and the Youtube channel values 2.52 percent of the Net Tangible Assets (NTA) of the Company under the Company's Consolidated Financial Statements for the period ending December 31, 2020. The Consolidated Financial Statements have been audited and reviewed by a certified public accountant.

The transaction is considered a medium size transaction with the total value of more than 1,000,000 Baht but less than 20,000,000 Baht, or more than 0.03 percent but less than 3 percent of the Net Tangible Assets (NTA), whichever is higher.

As a result, the Company is obliged to obtain approval from the Board of Directors prior to entering into this transaction and immediately disclose information relating to the entering into of this transaction to the Stock Exchange.

Furthermore, the Company did not enter into any connected transaction during the past 6 months.

## (5) Calculation of the transaction value

Transaction	Value (Baht)
<b>Connected Transaction</b>	
Net Tangible Assets of the Company and subsidiaries as of December 31, 2020	976,782,448.00
Value of the outright sale of the MV copyrights and the Youtube channel of MCB	24,610,000.00 (inclusive of value added tax)
Transaction value of sale of the MV copyrights and the Youtube channel under the Notifications on Connected Transactions of MBC	2.52 percent of NTA
Value of connected transactions under the Notifications on Connected Transactions for the past six months	None

Transaction	Value (Baht)
<b>Asset Disposal Transaction</b>	
Total assets under the Consolidated Financial Statements of the Company and its subsidiaries as of December 31, 2020	4,406,089,082
Value of the outright sale of the MV copyrights and the Youtube channel	24,610,000 (inclusive of value added tax)
Transaction value calculated by applying the Net Tangible Assets (NTA) Basis:  <u>(NTA of the investment in a company x percentage to be acquired or disposed of) x 100</u> NTA of the listed company	N/A
Transaction value calculated by applying the Net Profit Basis:  <u>(Net profit from the operation of a company x percentage to be purchased or sold) x 100</u>	N/A

Net profit from the operation of the listed company	
Transaction value calculated by applying the Total Value of Consideration Basis:  $\frac{\text{Value paid or received under the transaction} \times 100}{\text{Total asset of the listed company}}$ $\frac{24,610,000 \times 100}{4,406,089,082}$	0.56
Transaction value calculated by applying the basis of the value of securities which are issued as consideration for the assets:  $\frac{\text{Number of shares issued as consideration for the assets} \times 100}{\text{Number of paid-up shares of the company}}$	N/A

**(6) Sources of funds and sufficiency of funds**

The proposed transaction is an asset disposal, and therefore no source of funds is required.

**(7) Characteristic and scope of interests of connected persons regarding the entering into connected transaction**

MCB will directly benefit from the outright sale of the MV copyrights and the Youtube channel as follows:

- (1) MCB will benefit from the outright sale of the MV copyrights and the Youtube channel in a total amount not exceeding 24,610,000 Baht (inclusive of value added tax) as the seller.

In this regard, PINVEST will make payment to MCB for the outright sale of the MV copyrights and the Youtube channel in an amount not exceeding 24,610,000 Baht (inclusive of value added tax).

**(8) Reason and necessity for entering into the transaction, and expected benefits from the transaction**

- 1) Regarding that MONO Group discontinued and closed down its music business which was an unprofitable subsidiary with a continual decrease of revenue, after the close down, MONO Group has remaining assets which no longer be used including MVs and a Youtube channel with the book value ending June 30, 2021 equivalent to 17.28 million Baht. In this regard, PINVEST has proposed to purchase all of the songs and MVs from MONO under the price

with an additional profit of 33 percent equivalent to 24,610,000 Baht. Therefore, the price is reasonable and makes the utmost benefit.

- 2) The management has considered and deemed that the songs and MVs are outmoded. The melody and the lyrics are unpopular among teenagers nowadays. Moreover, at present, MONO Group does not focus on the investment and the activity concerning music business; as a result, selling the songs and MVs will gain an utmost benefit to MONO. In addition, PINVEST, a company with the intention to carry on music business and drive Thailand music industry to become contemporary for all generations, is desirous to outright purchase the MV copyrights and the Youtube channel. The Company deemed it appropriate to propose the meeting of the Board of Directors to consider approving the outright sale of the MV copyrights and the Youtube channel.

**(9) Directors with an interest with respect to the transaction**

—None—

**(10) Opinions of the Board of Directors and of the Audit Committee on entering into the transaction**

According to the opinion of the meeting of the Board of Directors No. 4/2021, convened on June 28, 2021, and the Audit Committee, the proposed transaction is reasonable and will benefit the Company and the shareholders, as MCB is a subsidiary that does not focus on music and song business operation. The Board of Directors, therefore, has taken into consideration the entering into of the transaction based on both the conditions of the transaction, the reasonableness of the transaction value, the capability of the buyer to make payment, the benefits arising out of entering into the transactions, and other related factors. In this regard, in approving the entering into of the proposed transaction, no director having an interest and/or any connected person attended the meeting and voted on this agenda item.

**(11) Opinions of the Audit Committee and/or directors of the Company which are different from that of the Board of Directors**

—None—