

(Translation)

Ref. MONO 018/2023

November 8, 2023

Subject: Notification of the Acquisition 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. 7/2023, convened on November 8, 2023, resolved the following resolutions:

1. The Board of Directors resolved to approve Mono Broadcast Co., Ltd. (“MBC”), a subsidiary of the Company which the Company holds 100 percent of the total issued shares through Mono Production Co., Ltd., to enter into a transaction to purchase cameras, lenses, along with associated equipment from Pinvest Corporation Co., Ltd. (“PINVEST”), a connected person of the Company, in accordance with the following details.

MBC will purchase cameras, lenses, and equipment for film production in order to supply our future films and series production plans from PINVEST in a total amount of not exceeding 18,800,041 Baht (Eighteen million, eight hundred thousand, and forty-one Thai Baht) (inclusive of value added tax). MBC has considered and compared prices and specifications of the cameras, lenses, and associated equipment with external market prices; thus, it deemed that those cameras, lenses, along with associated equipment from PINVEST are of high quality, and state-of-the-art, with prices that are comparable with those prevailing in markets and meet general commercial conditions.

The entering into the said transaction of MBC is considered the acquisition 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 MBC purchases cameras and lenses, along with associated equipment, with the transaction value of 0.40 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 September 30, 2023, which have been reviewed by a certified public accountant. As a result, it is not considered as a material transaction deemed as the acquisition of assets according to the aforementioned Notifications of Acquisition or Disposal.

In this regard, as MBC, a subsidiary of the Company, purchases cameras, lenses, along with associated equipment from PINVEST, a company has the same major shareholder as the Company which is Mr. Pete Bodharamik who holds 57.73 percent of the Company's total issued shares and holds 100 percent of PINVEST's total issued shares. Moreover, PINVEST has the same director as the Company which is Mr. Bannasit Rakwong who holds 0.000001 percent of PINVEST's total issued shares, it is resulted that the Company and PINVEST are connected persons. Therefore, the execution of purchasing cameras, lenses, along with associated equipment of MBC 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 MBC purchases cameras, lenses, along with related equipment values 1.78 percent of the Net Tangible Assets of the Company under the Company's Consolidated Financial Statements ending September 30, 2023. The Consolidated Financial Statements have been 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 prior to entering into the said transaction and disclose information regarding the transaction to the Stock Exchange of Thailand.

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.

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

Please be informed accordingly.

Yours sincerely,
Mono Next Public Company Limited

(Mr. Patompong Sirachairat)
Chief Executive Officer

Information Memorandum on Asset Acquisition and Connected Transaction

The meeting of the Board of Directors No. 7/2023 of Mono Next Public Company Limited (the “Company”), convened on November 8, 2023, resolved to approve Mono Broadcast Co., Ltd. (MBC), a subsidiary which the Company holds 100 percent of shares through Mono Production Co., Ltd., to enter into the purchase agreement to acquire cameras, lenses, along with associated equipment from 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. Moreover, PINVEST also has the same director as the Company which is Mr. Bannasit Rakwong who holds 0.000001 percent of PINVEST’s shares (“**Transaction of MBC to purchase cameras, lenses, along with associated equipment**”).

The transaction of MBC to purchase cameras, lenses, along with associated equipment for film production to supply our future plans to produce films and series constitutes an asset acquisition transaction 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 acquisition transaction of the subsidiary and the connected transaction. The significant details of the transaction are as follows:

(1) Date of the transaction

November 20, 2023

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

The buyer is MBC, a subsidiary of the Company (holding shares through Mono Production Co., Ltd. equivalent to 100 percent).

The seller is PINVEST, a company which Mr. Pete Bodharamik holds 100 percent of the total issued shares and has the same director as the Company which is Mr. Bannasit Rakwong who holds 0.000001 of PINVEST’s shares. Thus, the said transaction is considered as the connected transaction of the Company.

(3) Details on the purchase of cameras, lenses, along with associated equipment for film production

MBC, a subsidiary of the Company, will purchase cameras, lenses, along with associated equipment for film production in order to supply our future films and series production from PINVEST, a company which is Mr. Pete Bodharamik and Mr. Bannasit Rakwong are connected persons of the Company. The price of the cameras, lenses, along with associated equipment is determined not exceeding 18,800,041 Baht (inclusive of value added tax).

(4) General characteristics and details of the transaction

MBC, a subsidiary of the Company, will purchase cameras, lenses, along with associated equipment from PINVEST, and the prices are determined at not exceeding 18,800,041 Baht (inclusive of value added tax). The price of cameras, lenses, along with associated equipment is based on market prices, taking into account asset conditions and useful lives where the said price is considered reasonable and makes the utmost benefit to the Company.

Asset Acquisition Transaction:

The entering into the said transaction of MBC is considered the acquisition 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 MBC purchases cameras, lenses, along with associated equipment values 0.40 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 September 30, 2023. The Consolidated Financial Statements have been reviewed by a certified public accountant.

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

Connected Transaction:

The entering into the said transaction of MBC 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 MBC purchases cameras, lenses, along with associated equipment values 1.78 percent of the Net Tangible Assets (NTA) of the Company under the Company's Consolidated Financial Statements for the period ending September 30, 2023. The Consolidated Financial Statements have been 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)
Connected Transaction	
Net Tangible Assets of the Company and subsidiaries as of September 30, 2023	1,058,750,127

Transaction	Value (Baht)
Value of the purchase of cameras, lenses, along with associated equipment of MBC	18,800,041 (inclusive of value added tax)
Transaction value of the purchase of cameras, lenses, along with associated equipment for film production under the Notifications on Connected Transactions of MBC	1.78 percent of NTA
Value of connected transactions under the Notifications on Connected Transactions for the past six months	None
Asset Acquisition Transaction	
Total assets under the Consolidated Financial Statements of the Company and its subsidiaries as of September 30, 2023	4,679,731,701
Value of the purchase of cameras, lenses, along with associated equipment of MBC	18,800,041 (inclusive of value added tax)
Transaction value calculated by applying the Net Tangible Assets (NTA) Basis	N/A
Transaction value calculated by applying the Net Profit Basis	N/A
Transaction value calculated by applying the Total Value of Consideration Basis: $\frac{\text{Value paid or received under the transaction} \times 100}{\text{Total asset of the listed company}} = \frac{18,800,041 \times 100}{4,679,731,701}$	0.40
Transaction value calculated by applying the basis of the value of securities which are issued as consideration for the assets:	N/A

(6) Sources of funds and sufficiency of funds

Working capital of a subsidiary

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

The relationship between MBC and PINVEST is as follows:

1. Mr. Pete Bodharamik is the same major shareholder (as of March 9, 2023)
 - Mr. Pete Bodharamik holds 2,004,000,000 of the Company's shares, equivalent to 57.73 percent of the total issued shares.
 - Mr. Pete Bodharamik holds 999,997 of PINVEST's shares, equivalent to 99.99 percent of the total issued shares.

2. Mr.Bannasit Rakwong is the same director as the Company and also holds 0.000001 percent of PINVEST's total issued shares.
3. MBC is a subsidiary where the Company holds 100 percent of shares through Mono Production Co., Ltd.

MBC will make payment to PINVEST for the purchase of cameras, lenses, along with associated equipment in an amount not exceeding 18,800,041 Baht (inclusive of value added tax) as a buyer.

In this regard, PINVEST benefits from the sale of cameras, lenses, along with associated equipment in a total amount not exceeding 18,800,041 Baht (inclusive of value added tax) as the seller.

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

Regarding MBC, a subsidiary of the Company, has found it necessary to acquire high-quality cameras, lenses, and equipment for the production of series and film contents. After careful consideration, MBC has decided to purchase these assets instead of continuing to lease them from PINVEST, as we deemed that purchasing the said transaction will provide more benefits than leasing. Starting from the year 2024, MBC has production plans to produce no less than 12 series and films annually, aligning with our strategic focus on in-house production. This is aimed at ensuring long-term content availability for broadcasting on the digital TV channel MONO29 and providing online movie streaming services for MONOMAX members and various platforms. The value of the acquisition has been determined based on market prices, taking into account the conditions and the remaining useful life of the assets. The prices are considered reasonable and offer the highest benefit to the company.

MBC has conducted a comparison of the specifications, models, and prices of cameras and lenses, along with associated equipment, with the external market prices. It was found that the cameras, lenses, and equipment offered by PINVEST are of high quality and up-to-date. Importantly, the prices for these items from PINVEST are comparable with the prevailing market prices, conforming to standard trade conditions in all aspects.

The company, therefore, deemed it appropriate to propose to the meeting of the Board of Directors for consideration and approval of the purchase of cameras, lenses, and related equipment from PINVEST.

(9) Directors with an interest with respect to the transaction and/or Directors who are connected persons shall not attend the meeting and are not entitled to vote at the meeting.

Mr.Bannasit Rakwong

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

According to the opinion of the meeting of the Board of Directors No. 7/2023 and the Audit and Corporate Governance Committee No. 5/2023 convened on November 8, 2023, concurred that the proposed transaction is reasonable and will benefit the Company and the shareholders, as MBC is a subsidiary of the Company, and it deemed necessary for the utilization of cameras, lenses, and associated equipment to operate the business operations. 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 benefits arising out of entering into the transaction, 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 persons attended the meeting and voted on this agenda item.

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

—None—