



Ref. MONO 008/2020

March 30, 2020

Subject Notification of Board of Directors NO. 4/2020 about the Disposal of Assets and Connected Transactions and Canceled the Connected Transactions approved on February 27, 2020

To President
The Stock Exchange of Thailand

Enclosure Information Memorandum on the Disposal of Assets and Connected Transaction

Refer to Letter to President of the Stock Exchange of Thailand NO. MONO 004/2020 dated on February 27, 2020 Subject Connected transaction relating to assets or services

The meeting of the Board of Directors of Mono Technology Public Company Limited (the “Company”) No.4/2020 held on March 30, 2020 at the Company’s head office 200, Moo 4, Jasmine International Tower, 31 Floor, Chaeng Watthana Road. Pak Kret sub-district, Pak Kret district, Nonthaburi and resolved the resolutions as follows:

1. The Board of Directors resolved to approved Mono Production Co., Ltd. (“MPD”) , a subsidiary of the Company in which the Company holds 100 percent of the total issued shares, and Mono Broadcast Co., Ltd. (“MBC”) , a subsidiary of MPD, to sell the programme editing equipment to Pinvest Corporation Co., Ltd. (“PINVEST”), a connected person of the Company , in accordance with the following details

(1) MPD will sell the programme editing equipment to PINVEST in total amount of not exceeding THB 1,100,000 (inclusive of value added tax)

(2) MBC will sell the programme editing equipment to PINVEST in total amount of not exceeding THB 10,900,000 (inclusive of value added tax)

MPD and MBC will sell the programme editing equipment to PINVEST, and the price of the programme editing equipment to be disposed of is determined at not exceeding THB 12,000,000. The price of the programme editing equipment is from the book value of the MBC and MPD based on the Consolidated Financial Statements of MBC and MPD for the period ending 29 February 2020

The entering into the said transactions of MPD and MBC are considered the disposal of assets of the subsidiary company of the listed company according to 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 (collectively, the “**Notifications on Acquisition or Disposal**”). The size of transactions has been calculated as per the details as follows:

1) The transaction that MPD sell the Programme Editing Equipment, with the transaction value of 6.54 percent, calculated by applying the Net Tangible Assets (NTA) Basis, which is the basis that yields the highest transaction value based on the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

2) The transaction that MPD sell the Programme Editing Equipment, with the transaction value of 0.24 percent, calculated by applying the total value of the consideration basis, which is the basis that yields the highest transaction value based on the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

The total transaction value of asset disposal is equivalent to 6.78 percent. As a result, it is not considered as a material transaction deemed as disposition of assets as per the Notifications of Acquisition or Disposal.

In addition, MPD is a subsidiary of the Company and MBC is a subsidiary of MPD, and PINVEST, a company in which had the same major shareholder of the Company, Mr. Pete Bodharamik holding 65.32 percent of the total issued shares of the Company, and holding 100 percent of the total issued shares of PINVEST, resulting that the Company and PINVEST is a connected person, therefore, the entering into the sale of the programme editing equipment of MPD and MBC are 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 dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por.22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003, dated 19 November 2003 (collectively, the **Notifications on Connected Transactions**”). The size of transactions has been calculated as per the details as follows:

1) The transaction that MPD sell the Programme Editing Equipment, which is deemed a connected transaction with the transaction value of 0.06 percent of the Net Tangible Assets of the Company under the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

2) The transaction that MBC sell the Programme Editing Equipment, which is deemed a connected transaction with the transaction value of 0.65 percent of the Net Tangible Assets of the Company under the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

The total transaction value of connected transaction is equivalent to 0.71 percent of the Net Tangible Assets of the Company of which the size of transaction is more than THB 1,000,000 but less than THB 20,000,000 or more than 0.03 percent, but less than 3 percent of NTA of the Company. 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 1.

2. The Board of Directors resolved to approved the cancellation of the Movie Camera Lease Transaction by MBC, a subsidiary of MPD which is a subsidiary of the Company, entered into with PINVEST, a connected person of the Company, as approved by the Board of Directors on 27 February 2020 and has been disclosed the information to the Stock Exchange of Thailand (details of which as appeared according to the reference). As per the outbreak of the 2019 coronavirus (COVID-19) in Thailand has grown more severe and the government has requested that private sector shall carefully consider the need to organize activities that involving gathering large group of people, which may lead to the spread of the virus, the Company and MBC agreed that this situation resulting that MBC has organized entertainment activities less and MBC has different business plans therefore so MBC does not need to lease the movie camera with accessories from PINVEST and the cancellation of the said transaction will not affect the company's operations in any way.

Please be informed accordingly.

Yours sincerely,

(Mr. Patompong Sirachairat)
Chief Executive Officer

Information Memorandum on Asset Disposal and Connected Transaction

The Board of Directors Meeting No. 4/2020 of Mono Technology Public Company Limited (the “**Company**”), convened on 30 March 2020, resolved to approve the subsidiaries in the group, namely, Mono Production Co., Ltd. (“**MPD**”) and Mono Broadcast Co., Ltd. (“**MBC**”), sell the programme editing equipment to Pinvest Corporation Co., Ltd. (“**PINVEST**”), a company in which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares (the “**Transaction of MPD and MBC to Sell the Programme Editing Equipment**”).

The transaction of MPD and MBC to Sell the Programme Editing Equipment constitute an asset disposal transactions of the 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 (collectively, the “**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 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por.22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003, dated 19 November 2003 (collectively, the “**Notifications on Connected Transactions**”). The Company as a parent company, hereby, discloses the information on the asset disposal transactions of the subsidiaries and connected transactions. The material details on the transactions are as follows:

(1) Date of the transaction

The Board of Directors Meeting No. 4/2020, convened on 30 March 2020, resolved to approve the subsidiaries in the group, namely, MPD and MBC sell the programme editing equipment to PINVEST, a company in which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares. The price of the programme editing equipment to be disposed of is determined at not exceeding THB 12,000,000 (inclusive of value added tax). The transaction is classified as an asset disposal transaction of the Company and its subsidiaries under the Notifications on Acquisitions or Disposals, and a connected transaction of the Company and its subsidiaries under the Notifications on Connected Transactions. In this regard, MPD and

MBC will enter into an agreement with respect to the purchase and sale of the programme editing equipment with PINVEST on 31 March 2020.

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

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

The sellers are (1) MPD, a subsidiary of the Company and (2) MBC, a subsidiary of MPD which is a subsidiary of the Company.

The relationship between PINVEST, MPD and MBC is as follows:

- (1) PINVEST is a company in which Mr. Pete Bodharamik holds 100 percent of the total issued shares.
- (2) Mr. Pete Bodharamik is a shareholder of the Company, holding 2,267,361,980 shares in the Company, equivalent to 65.32 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) MPD is a subsidiary of the Company in which the Company holds 20,199,997 shares or 100 percent of the total issued shares.
- (4) MBC is a subsidiary of the Company in which the Company holds 20,199,997 shares or 100 percent of the total issued shares.

(3) Details on the sale of the programme editing equipment

MPD is a subsidiary of the Company and MBC is a subsidiary of MPD which is a subsidiary of the Company, will sell the programme editing equipment to PINVEST, a company in which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares, and the price of the programme editing equipment to be disposed of is determined not exceeding THB 12,000,000 (inclusive of value added tax), in accordance with the following details:

- (1) MPD will sell the programme editing equipment, at totalling not exceeding THB 1,100,000 (inclusive of value added tax)

The details of programme editing equipment of MPD are as follows:

- 1) Tools and office equipment, totalling THB 1,016,500.

- (2) MBC will sell the programme editing equipment, at totalling not exceeding THB 10,900,000 (inclusive of value added tax)

The details of programme editing equipment of MBC are as follows:

- 1) Tools and office equipment, totalling THB 8,866,960.
- 2) Computer and equipment, totalling THB 1,726,040.

(4) General characteristics and details of the transaction

MPD is a subsidiary of the Company and MBC is a subsidiary of MPD, will sell the programme editing equipment to PINVEST, and the price of the programme editing equipment to be disposed of is determined at not exceeding THB 12,000,000 (inclusive of value added tax), divided into the price of the programme editing equipment to be sold by the MPD not exceeding THB 1,100,000 and the price of the programme editing equipment to be sold by MBC not exceeding THB 10,900,000. The price of the programme editing equipment is from the book value of the Company based on the Consolidated Financial Statements of the Company for the period ending 29 February 2020, which have been audited and reviewed by a certified public accountant.

Asset Disposal Transaction:

The entering into the said transaction of MPD and MBC are considered the disposal of assets of the subsidiary company of the listed company. According to the Notifications on Acquisition or Disposal by calculating the transaction size as follows:

- 1) The transaction that MPD sells the Programme Editing Equipment, with the transaction value of 6.54 percent, calculated by applying Net Tangible Assets (NTA) Basis , which is the basis that yields the highest transaction value based on the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.
- 2) The transaction that MPD sells the Programme Editing Equipment, with the transaction value of 0.24 percent , calculated by applying the total value of the consideration basis, which is the basis that yields the highest transaction value based on the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

The total transaction value of asset disposal is equivalent to 6.78 percent.

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 MPD and MBC are 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 MPD sells the Programme Editing Equipment, which is deemed a connected transaction with the transaction value of 0.06 percent of the Net Tangible Assets of the Company under the Consolidated Financial Statements of the Company for the period

ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

- 2) The transaction that MBC sell the Programme Editing Equipment, which is deemed a connected transaction with the transaction value of 0.65 percent of the Net Tangible Assets of the Company under the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant.

The total transaction value of connected transaction is equivalent to 0.71 percent.

The connected transaction value is, therefore, lower than or equivalent to THB 1 million, or lower than or equivalent to 0.03 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.

Notwithstanding the foregoing, the Company has entered into one connected transaction during the past six months, that is, the Movie Camera Lease Transaction by MBC is a subsidiary of MPD which is a subsidiary of the Company, under which MBC has leased the equipment from PINVEST, a company in which Mr. Pete Bodharamik, a connected person of the Company, holds 100 percent of the total issued shares. As a result, the transaction constitutes a connected transaction with the transaction value of 0.89 percent of the Net Tangible Assets of the Company under the Consolidated Financial Statements of the Company for the period ending 31 December 2019, which have been audited and reviewed by a certified public accountant. In this regard, the information relating to the transaction was disclosed to the Stock Exchange on 27 February 2020.

(5) Calculation of the transaction value

Transaction	Value (THB million)
Connected Transaction	
Net Tangible Assets of the Company and its subsidiaries as at 31 December 2019	1,681,570,636.70
Value of Sale of the Programme Editing Equipment of MPD	1,000,000
Transaction	Value (THB million)
Value of Sale of the Programme Editing Equipment of MBC	10,900,000

Transaction value under the Notifications on Connected Transactions of MPD	0.06
Transaction value under the Notifications on Connected Transactions of MBC	0.65
The total transactions value of connected transaction	0.71
Value of connected transactions under the Notifications on Connected Transactions for the past six months	None
Asset Disposal Transaction	
Total assets under the Consolidated Financial Statements of the Company and its subsidiaries as at 31 December 2019	4,542,776,319.90
Net Tangible Assets of MPD as at 31 December 2019	1,802,261,642.58
Net Tangible Assets of MBC as at 31 December 2019	(33,579,206.08)
<u>The transaction of MPD to Sell the Programme Editing Equipment</u>	
Transaction value calculated by applying the Net Tangible Assets (NTA) Basis: $\frac{(\text{NTA of the investment in a company} \times \text{percentage to be acquired or disposed of}) \times 100}{\text{NTA of the listed company}}$ $\frac{(1,802,261,642.58 \times 0.06) \times 100}{1,681,570,636.70}$	6.54
Transaction value calculated by applying the Net Profit Basis: $\frac{(\text{Net profit from the operation of a company} \times \text{percentage to be purchased or sold}) \times 100}{\text{Net profit from the operation of the listed company}}$	Not applicable, as the Company has incurred losses
Transaction value calculated by applying the Total Value of Consideration Basis: $\frac{\text{Value paid or received under the transaction} \times 100}{\text{Total asset of the listed company}}$ $\frac{1,100,000 \times 100}{4,542,776,319.90}$	0.02
Transaction value calculated by applying the basis of the value of securities which are issued as consideration for the assets: $\frac{\text{Number of shares issued as consideration for the assets} \times 100}{\text{Number of paid-up shares of the company}}$	Not applicable, as there is no issuance of shares

Transaction	Value (THB million)
<u>The transaction of MBC to Sell the Programme Editing Equipment</u>	
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	Not applicable, as the NTA of the Company is deficit
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> Net profit from the operation of the listed company	Not applicable, as the Company has incurred losses
Transaction value calculated by applying the Total Value of Consideration Basis: <u>Value paid or received under the transaction x 100</u> Total asset of the listed company <u>10,900,000 x 100</u> 4,542,776,319.90	0.24
Transaction value calculated by applying the basis of the value of securities which are issued as consideration for the assets: <u>Number of shares issued as consideration for the assets x 100</u> Number of paid-up shares of the company	Not applicable, as there is no issuance of shares

(6) Sources of funds, and sufficiency of funds

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

(7) Characteristics, and scope of interests of connected persons with respect to entering into of connected transaction

MPD and MBC as the parties disposing of the shares, will directly benefit from the sale of the programme editing equipment as follows:

- (1) MPD will benefit from the sale of the programme editing equipment in the form of a payment amounting to THB 1,100,000 (inclusive of value added tax)
- (2) MBC will benefit from the sale of the programme editing equipment in the form of a payment amounting to THB 10,900,000 (inclusive of value added tax)

The total amount is not exceeding THB 12,000,000 (inclusive of value added tax), as the sellers.

In this regard, PINVEST will make payment to MPD and MBC for the programme editing equipment in an amount not exceeding THB 12,000,000 (inclusive of value added tax).

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

Considering that MPD is a subsidiary of the Company and MBC is a subsidiary of MPD which is the Company's subsidiary having programme editing equipment which will no longer be used in their business operation, and PINVEST was desirous to purchase the programme editing equipment, the Company deemed it appropriate to propose that the Board of Directors Meeting consider and approve the sale of the programme editing equipment.

(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 Board of Directors Meeting No. 4/2020, convened on 30 March 2020, and the Audit Committee, the proposed transaction is reasonable and will benefit the Company and the shareholders, as the disposal of assets in both MPD and MBC would result in the Company and its subsidiaries in the group having programme editing equipment which will no longer be used in their 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 who is a connected person attended the meeting and voted on this agenda item.

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

—None—