



January 15, 2025

Re: Invitation to the Extraordinary General Meeting of Shareholders No.1/2025 via Electronic Media

To: Shareholders of Mono Next Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024
 2. Information Memorandum on a Connected Transaction of Mono Next Public Company Limited Regarding the Provision of Streaming Platform Services to Jasmine International Public Company Limited for the Broadcast of Premier League and FA Cup Football Content (Accessible through QR Code)
 3. Independent Financial Advisor's Opinion Report on a Connected Transaction (Accessible through QR Code)
 4. Profile of independent directors proposed to act as proxies for shareholders
 5. Regulations of Association of the Company, concerning shareholders' meeting
 6. Guideline for the shareholders on identity verification and procedures of attending the Extraordinary General Meeting of Shareholders No.1/2025 via Electronic Media (E-EGM)
 7. Privacy Notice for the Shareholders' Meeting
 8. A proxy form (Form B)

The Board of Directors' meeting No. 10/2024 of Mono Next Public Company Limited ("the Company") held on December 18, 2024 has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2025 on Thursday, January 30, 2025 at 14.00 hrs. via only Electronic method (E-EGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) as well as other applicable laws and regulations at the Company's Meeting Room, No. 29/9 Moo 4 Chaipayruek Road, Bang Phlub, Pakkred, Nonthaburi to consider the following agendas:

Agenda 1 To consider certifying the minutes of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024

Fact and reason

The 2024 AGM was held on April 25, 2024. The Minutes was properly prepared and submitted to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the period specified by law and published on the Company's website (www.mono.co.th). A copy of the minutes of the 2024 AGM is attached herewith ([Enclosure 1](#)).

Opinion of the Board

The Board of Directors has viewed that the minutes was true and complete in all respect and deemed it appropriate to propose the shareholders' meeting to certify the minutes of the 2024 AGM.

Voting Rule

The resolution under this agenda has to be passed by the majority vote of the shareholders attending and voting in the meeting.

Agenda 2 To consider and approve the connected transaction regarding the Provision of Streaming Platform Services

Fact and reason

The Board of Directors has approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2568 for consideration and approval of the transaction involves Mono Streaming Company Limited (“MONO Streaming”), a subsidiary of the Company (99.99% owned through Mono Cyber Company Limited), to enter into the transaction with Jasmine International Public Company Limited (“JAS”) for the provision of service platforms, equipment, and personnel to JAS for the broadcast of Premier League and FA Cup football content (“EPL and FA Cup”) , including live broadcasts, on-demand replays, highlight clips, and related programs, that JAS is authorized to broadcast by The Football Association Premier League Limited (“FAPL”) and The Football Association Limited (“FA”) (collectively referred to as “Sports Content”) under the Live Broadcast Agreement (Live Package) for Premier League football, the Live Broadcast Agreement for the FA Cup (FA Rights), and the agreement related to digital video and audio clips (Clips Package) for Premier League football (collectively referred to as the “Long Form Agreement”), which JAS will enter into with FAPL. MONO Streaming will modify its platform to accommodate broadcasting sports content via MONOMAX. The transaction involves offering sports content packages to customers that allow subscribers to access other MONOMAX content. The company will also enhance server capacity to handle the expected increase in users, ensuring compatibility across all networks, platforms, and devices. Additionally, Mono Streaming will provide live broadcasts with commentary, produce highlight clips and related programs, support marketing and public relations activities, and create promotional materials in compliance with the agreed terms and conditions (“**Transaction Documents**”).

Since the Company and JAS have the same major shareholder which is Mr. Pete Bodharamik, this transaction is considered as a connected transaction of Type 1, related to normal business transactions without general commercial terms under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (as amended) (collectively, the “Connected Transaction Notifications”). Please consider the details provided in the Information Memorandum on a Connected Transaction of Mono Next Public Company Limited Regarding the Provision of Streaming Platform Services to Jasmine International Public Company Limited for the Broadcast of Premier League and FA Cup Football Content, as attached in Enclosure 2.

In compliance with the Connected Transaction Notifications, the Company has appointed Bluebell Securities Company Limited to act as the Independent Financial Advisor in preparing the opinion report on the connected transaction for submission to the Board of Directors and the shareholders of the Company. Please consider the details provided in the Independent Financial Advisor’s Opinion Report on a Connected Transaction, as attached in Enclosure 3.

Furthermore, in order to facilitate the execution of this transaction and ensure its success, the Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the delegation of authority to the Board of Directors and/or the Executive Committee and/or the Acting Chief Executive Officer and/or authorized persons designated by the Board of Directors and/or the Executive Committee and/or the Acting Chief Executive Officer. The authorized person shall have the power to perform any actions related to or necessary for the execution of the transaction. This includes negotiating, executing, signing, amending, or supplementing the Transaction Documents, contracts, arrangements, and any other necessary or relevant documents in connection with the transaction, as well as amend or modify the format, principles, conditions, and other details of the transaction to comply with the terms and requirements specified in the Long Form Agreement. as deemed appropriate and in compliance with applicable laws and relevant regulations.

Opinion of the Board

The Board of Directors has resolved to propose to the shareholders' meeting for approval of the connected transaction regarding the Provision of Streaming Platform Services. After thorough consideration, the Board of Directors has determined that the transaction, including the delegation of authority to the Board of Directors, the Executive Committee, the Acting Chief Executive Officer, and/or any persons designated by them to take all actions necessary or related to the execution of the aforementioned transaction, is reasonable and advantageous to the Company.

When considering the approval of this transaction, no directors with a conflict of interest or connected persons participated in the meeting and/or voted on this agenda item.

Voting Rule

The resolution of this agenda shall be adopted by the vote of not less than three-fourths of the total votes of shareholders attending and have voting rights, excluding those with a conflict of interest.

As of January 2, 2025 (the record date for determining the right to attend the meeting), 1.) Mr. Pete Bodharamik (a shareholder in the company and in JAS, holding 57.85% and 52.07% of shares respectively, including both direct and indirect holdings) 2.) Premium Asset Company Limited 3.) Ms. Benjawan Rakwong 4.) Mr. Bannasit Rakwong 5.) Mr. Rungraj Rakwong 6.) Mr. Soraj Asavaprapha 7.) Mr. Kritsadi Jamornmarn 8.) Mr. Kitti Jamornmarn 9.) Mr. Charkit Therdkiet. These individuals are considered shareholders with vested interests and are not eligible to vote on this agenda item regarding the approval of the connected transaction.

Agenda 3 **To consider other matters (if any)**

Fact and reason

According to the Public Limited Company Act B.E.2535 (amended in B.E. 2544), Clause 2 of Section 105, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter.

Opinion of the Board

The Board of Directors deemed it appropriate to include this agenda to allow any shareholder to propose the meeting to consider matters other than those determined by the Board of Directors for this meeting.

The Company has fixed the record date for the shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2025 on Thursday, January 2, 2025.

Furthermore, the Acting Chief Executive Officer or their designee is authorized to change the date, time, venue, meeting format, or any other details related to the Extraordinary General Meeting of Shareholders No. 1/2025, as deemed necessary and appropriate, or to ensure the meeting is conducted efficiently and in compliance with legal requirements.

Please be invited to attend the Extraordinary General Meeting of Shareholders No.1/2025 which will be held via electronic media (E-EGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) on Thursday, January 30, 2025 at 14.00 hrs. at the Company's Meeting Room, No. 29/9 Moo 4 Chaiyapruok Road, Bang Phlub, Pakkred, Nonthaburi 11120. The electronic registration system will be open for the shareholders to register for attending the meeting at 12.00 hrs. The Company would like to ask the shareholders and/or the proxies for your kind cooperation to study (Enclosure 6) for the terms and conditions, the registration methods, the meeting procedures, and the vote casting process of the Extraordinary General Meeting of Shareholders No.1/2025, and accordingly prepare all the necessary documents for your identity verification as stated therein. Kindly submit your identity verification documents and the complete proxy form with your signature (in case of proxy) to the Company within January 27, 2025. For your convenience, the Company would like to recommend Proxy Form B (Enclosure 8) as it provides more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Affairs Department of the Company or download these forms from www.mono.co.th, Investor Relations section, Shareholder Information sub-category.

As a shareholder, you may appoint any person or one of the following independent directors of the Company to attend the meeting and vote on your behalf:

1. Mr. Preecha Leelasithorn Independent Director, Chairman of the Audit and Corporate Governance Committee, and Chairman of Nomination and Remuneration Committee
2. Mr. Charoen Sangvichaipat Independent Director, Member of the Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee
3. Dr. Karl Jamornmarn Independent Director, Member of the Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee
4. Mr. Polpat Asavaprapha Independent Director, Member of the Audit and Corporate Governance Committee, and Member of Nomination and Remuneration Committee

(Please view details of the recommended proxy holders in [Enclosure 4](#))

By resolution of the Board of Directors



(Mr. Navamin Prasopnet)

Chairman