



**Invitation to the Extraordinary General Meeting
of Shareholders No. 1/2025**

Jasmine International Public Company Limited

**Thursday, 23 January 2025 at 2 p.m.,
via electronic method, pursuant to the Emergency Decree
on Electronic Meeting B.E. 2563 (2020)**

**The Company will not have a sit-in meeting in any conference room on Thursday, 23 January 2025.,
We would like to ask all shareholders to assign a proxy to the Company's independent Director attending
the meeting instead or request to attend by Electronic Meeting only.**

8 January 2025

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025 via Electronic Means

To Shareholders of Jasmine International Public Company Limited

- Enclosures
1. Information Memorandum on the Acquisition of the rights to live broadcast of Premier League and FA Cup football matches (Schedule 1 and Schedule 2), including in the form of a QR Code
 2. Information Memorandum on Connected Transactions Regarding the Entry into a Transaction for Broadcasting Premier League and FA Cup Football Content through the MONOMAX Online Streaming Platform with MONO Streaming Company Limited, including in the form of a QR Code
 3. Opinions of Independent Financial Advisor on the Acquisition of Assets and the Connected Transactions, including in the form of a QR Code
 4. Articles of Association of the Company, regarding the Shareholders' Meeting
 5. Documents and evidence proving shareholder status or representation of a shareholder eligible to attend, register, and vote in the shareholders' meeting via electronic means
 6. Guidelines for attending of the Extraordinary General Meeting of Shareholders No. 1/2025 via electronic means (Inventech Connect)
 7. Notice of Meeting and Proxy Forms (Form B)
 8. Profiles of Independent Directors, proposed to serve the Shareholders as Proxy
 9. Privacy Notice of Personal Data Protection for Shareholders' Meeting

The Board of Directors of Jasmine International Public Company Limited (the "Company") at Meeting No. 12/2024 convened on 11 November 2024, Meeting No. 15/2024 convened on 11 December 2024, and Meeting No. 17/2024 convened on 18 December 2024, has resolved to summon the Extraordinary General Meeting of Shareholders No. 1/2025 on Thursday 23 January 2025 at 14.00 pm via electronic means (e-Meeting) or (e-EGM) only, pursuant to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other relevant laws and regulations to consider the following agenda items:

Agenda Item 1 Consideration and approval of the Acquisition of the rights to live broadcast of Premier League and FA Cup football matches

Facts and Rationale: the Board of Directors' Meeting of the Company resolved to approve the transaction granting the Company the exclusive right to broadcast live audio and visual coverage of Premier League and FA Cup football matches, via Internet TV and Digital TV,

including a clips package, for 6 seasons of Premier League football matches, i.e. the 2025/26, 2026/27, 2027/28, 2028/29, 2029/2030 and 2030/31 Premier League seasons, which will cover approximately 6 consecutive years, in Thailand, Laos, and Cambodia with a total transaction value of USD 559,980,000 or THB 19,167,723,414¹ (the “**Premier League and FA Cup Broadcast Transaction**”).

The Premier League and FA Cup Broadcast Transaction qualifies as an acquisition of assets by the Company under the Notification of Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies in Acquisition or Disposal of Assets, B.E. 2547 (2004) (as amended) (the “**Acquisitions and Disposals of Assets Notification**”). The maximum transaction size is up to 117.82 per cent, calculated based on the total value of consideration paid, as referenced from the Company’s reviewed consolidated financial statements for the second quarter of 2024, ended 30 June 2024. Furthermore, the Company has other asset acquisitions that occurred within the 6 months prior to the Board meeting approving this transaction, amounting to 8.63 per cent. After including the Premier League and FA Cup Broadcast Transaction and those transactions occurring within the 6 months prior to the Board meeting approving this transaction, the total size of asset acquisitions is equal to 126.45 per cent. Therefore, the size of the aforementioned asset acquisitions exceeds 100 per cent, which classifies it as a Class 4 transaction under the Acquisitions and Disposals of Assets Notification.

However, the Company's execution of this transaction does not require a submission for the Stock Exchange of Thailand (“SET”) to consider accepting it as a relisting, as the Premier League and FA Cup Broadcast Transaction meets all the criteria outlined in Clause 24 of the Acquisitions and Disposals of Assets Notification.

Therefore, this transaction is exempt from the requirement to submit a request for relisting. At the same time, the Company still remains obligated to comply with the criteria outlined in the Acquisitions and Disposals of Assets Notification as follows:

¹ For the exchange rate used in this Information Memorandum, it is the weighted-average interbank foreign selling rate as of 8 November 2024, announced by the Bank of Thailand, which is 1 business day prior to the Board of Directors’ Meeting No. 12/2024 of the Company. This rate will be also used for calculations in the Extraordinary General Meeting of Shareholders No. 1/2025. The weighted-average foreign selling rate for the USD on that date was 34.2293 THB per USD.

- (a) Immediately prepare and disclose information regarding the acquisition of assets in relation to the Premier League and FA Cup Broadcast Transaction to the SET in accordance with the Acquisitions and Disposals of Assets Notification;
- (b) Appoint Avantgarde Capital Company Limited as an independent financial advisor to provide an opinion on the Premier League and FA Cup Broadcast Transaction under the Acquisitions and Disposals of Assets Notification and submit the independent financial advisor's report to the Company's shareholders;
- (c) Send the notice of a shareholders' meeting to its shareholders no less than 14 days in advance, with information at least in accordance with the Acquisitions and Disposals of Assets Notification; and
- (d) Hold a shareholders' meeting to approve the Premier League and FA Cup Broadcast Transaction, requiring approval to the Premier League and FA Cup Broadcast Transaction from at least three-fourths of the total votes of shareholders present and entitled to vote, excluding votes from interested shareholders.

Please consider additional details regarding the Premier League and FA Cup Broadcast Transaction in the Information Memorandum on the Acquisition of Assets in Enclosure 1.

The Company, as a successful bidder, signed a standstill agreement with FAPL on 12 November 2024 (the "**Standstill Agreement**"), and has paid the rights pre-payment deposit under the Standstill Agreement to FAPL in the amount of USD 40,000,000 or equivalent to THB 1,369,172,000 on 12 November 2024 (the "**Standstill Agreement Deposit**") in order to receive the exclusive right to enter into negotiations with FAPL regarding the Long Form Agreement.

In this regard, the Company's Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the granting of authority to the Board of Directors and/or the Acting Chief Executive Officer and/or persons authorized by the Board of Directors and/or persons authorized by the Acting Chief Executive Officer, to be authorized to take any actions related to the Premier League and FA Cup Broadcast Transaction, which include:

1. Negotiating, entering into, signing, and amending the Long Form Agreement, transaction documents, agreements, contracts, and any other documents necessary and related to the Premier League and FA Cup Broadcast Transaction;

2. Modifying and amending the details, format, criteria, conditions, and other aspects of the acquisition of the rights to live broadcast of Premier League and FA Cup football matches to ensure compliance with the terms and conditions agreed with FAPL, as necessary and appropriate under the applicable laws and regulations;
3. Procuring, arranging, seeking approval for, securing credit, and taking any actions related to loans, bank guarantees, or the obtaining of financial assistance, in any form, from financial institutions or any other persons or entities for the Premier League and FA Cup Broadcast Transaction, including the settlement of payments under the Long Form Agreement, whether in full or in part, in compliance with applicable laws and regulations (the "Loan"). This also includes negotiating, entering into, signing, amending, and supplementing agreements, contracts, and other documents necessary and related to the Loan, as well as contracts associated with managing foreign exchange rate fluctuations;
4. Procuring, arranging, and providing security, as well as taking any actions relating to security for the Loan, in any form, in compliance with applicable laws and regulations (the "Loan Security"). This also includes negotiating, entering into, signing, amending, and supplementing agreements, contracts, and other documents necessary and related to the Loan Security; and
5. Taking any actions related to or necessary for the successful completion of the Premier League and FA Cup Broadcast Transaction, including the delegation of authority.

Opinion of the Board of Directors: The Company's Board of Directors has considered and concluded that the Premier League and FA Cup Broadcast Transaction is reasonable. Furthermore, the Premier League and FA Cup Broadcast Transaction is beneficial to the Company Group, particularly to the Internet TV service business and content sourcing business, as it will strengthen the Company Group's ability to acquire and distribute high-quality content, especially sports-related content. This demonstrates the Company Group's potential to be a leader in the Internet TV service and content sourcing business, while providing opportunities for the Company Group to expand and extend its core business operations into Laos and Cambodia.

The Company sees business opportunities in the Internet TV and content sourcing business. The investment in the Premier League and FA Cup Broadcast Transaction will be a pivotal factor in strengthening the Internet TV and content sourcing business of the Company Group,

bringing it to a competitive level within the market, establishing it as the flagship of the Company Group, and enhancing the overall value of the Company Group's business.

The Board of Directors of the Company deems it appropriate to propose that the Extraordinary General Meeting of Shareholders approve and ratify (1) the entry into the Premier League and FA Cup Football Match Broadcast Transaction, (2) the payment of the Standstill Agreement Deposit to FAPL, which was carried out on 12 November 2025 in the amount of USD 40,000,000 or equivalent to THB 1,369,172,000 as mentioned above, and (3) the relevant delegation of authority, as detailed above in all respects.

Votes required: This agenda item requires approval by at least three-fourths of the total votes of shareholders present and entitled to vote, excluding votes from interested shareholders.

Agenda Item 2 Consideration and approval of Entry into a Transaction for Broadcasting Premier League and FA Cup Football Content which is a Connected Transaction

Facts and Rationale: the Board of Directors' Meeting of the Company resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the Company's entry into a transaction for broadcasting Premier League and FA Cup football content through the MONOMAX online streaming platform with MONO Streaming Company Limited ("MONO Streaming") and entry into any relevant agreements to determine the rights and obligations between the Company and MONO Streaming for the broadcasting of Premier League and FA Cup football content. This will be done via live broadcasts, playbacks, highlight clips, and other programmes for which the Company has been granted broadcasting rights by FAPL and FA (the "Premier League and FA Cup Football Content"), under the agreements relating to live audio and visual coverage (Live Package) of Premier League football, the agreement relating to live audio and visual coverage of the FA Cup (FA Rights), and the agreement relating to digital audio-visual clips (Clips Package) for Premier League football (collectively, the "Long Form Agreements"), which the Company will subsequently enter into with FAPL (the "Transaction for Broadcasting Premier League and FA Cup Football Content").

This Transaction for Broadcasting Premier League and FA Cup Football Content constitutes a normal business transaction of the Company and the Company Group. However, as the Company is entering into the Transaction for Broadcasting Premier League and FA Cup Football Content for the first time, this may constitute a normal business transaction for which general commercial terms cannot be determined. Furthermore, as the aforementioned

transaction has a large transaction size, the Board of Directors considers it appropriate to propose that the entry into the transaction with MONO Streaming, which is a related party of the Company's major shareholder, be submitted for consideration and approval by the Extraordinary General Meeting of Shareholders in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (as amended), 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 Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the "Connected Transaction Notifications").

The Transaction for Broadcasting Premier League and FA Cup Football Content does not qualify as a disposal of assets by the Company under the Acquisitions and Disposals of Assets Notification.

Please consider the further details of the Transaction for Broadcasting Premier League and FA Cup Football Content, which is a connected transaction, in Enclosure 2.

In this regard, the Company's Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the granting of authority to the Board of Directors and/or the Acting Chief Executive Officer and/or persons authorized by the Board of Directors and/or persons authorized by the Acting Chief Executive Officer, to be authorized to take any actions related or necessary for the Transaction for Broadcasting Premier League and FA Cup Football Content. This includes negotiating, entering into, signing, amending, and supplementing transaction documents, agreements, contracts, and other documents necessary and related to the entry into the Transaction for Broadcasting Premier League and FA Cup Football Content, as well as modifying and changing the details, format, criteria, conditions, and other aspects of the Transaction for Broadcasting Premier League and FA Cup Football Content to ensure compliance with the terms and conditions specified or to be specified in the Long Form Agreements, as necessary and appropriate under the applicable laws and regulations.

Opinion of the Board of Directors: The Board of Directors (excluding directors with a conflict of interest) has considered the aforementioned connected transaction and concluded that the Transaction for Broadcasting Premier League and FA Cup Football Content is reasonable and beneficial to the Company, being a key channel for generating revenue from the Premier League and FA Cup Broadcast Transaction, for which the Company has been granted exclusive rights from FAPL. This arrangement eliminates the need for the Company to invest

in setting up a streaming platform and other related systems for broadcasting the Premier League and FA Cup Football Content, which would involve high operational costs. It also provides the Company with a revenue stream to cover the payment obligations for the rights to broadcast the Premier League, which is payable in instalments, and for the FA Cup, which is payable annually. The consideration which the Company is required to pay MONO Streaming is deemed appropriate and will not result in any unfair transfer of benefits, as the terms and pricing are in line with market standards. When compared, the price, conditions, and other agreements are not materially different.

Votes required: This agenda item requires approval by at least three-fourths of the total votes of shareholders present and entitled to vote, excluding votes from interested shareholders.

Note Interested shareholders as at 16 December 2024, in Agenda Item 2 regarding Consideration and approval of the Transaction for Broadcasting Premier League and FA Cup Football Content which is a Connected Transaction comprise:

Name	Number of Shares
Mr.Pete Bodharamik	Holding 4,389,467,987 shares, representing 51.08 per cent of the total issued and sold shares of the Company.

Agenda Item 3 Consideration of other matters (if any)

Facts and Rationale: According to paragraph 2 of Clause 105 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended), which states that shareholders holding an aggregate number of shares of not less than one-third of the total issued and sold shares may request the Meeting to consider matters other than those specified in the notice calling for the Meeting.

The Company deems it appropriate to include this agenda to provide the shareholders with the opportunity to propose other matters (if any) for consideration at the Meeting, in addition to those determined by the Board of Directors for this Meeting.

The Company will determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record date) on 3 January 2025.

Furthermore, the Acting Chief Executive Officer or any person appointed by the Acting Chief Executive Officer is hereby authorized to amend or change the date, time, and venue of the Extraordinary General Meeting

of Shareholders No. 1/2025 or meeting format including other details relevant to the arrangement of the Extraordinary General Meeting of Shareholders No. 1/2025 as is deemed necessary and appropriate to ensure smoothness and convenience of the meeting as well as appropriateness to the situation under the conditions as prescribed by law.

In Extraordinary General Meeting of Shareholders No. 1/2025, the Company will implement the registration and vote casting system via electronic system. In this regard, Shareholders wishing to attend the meeting via electronic means (E-Meeting) may submit an e-Request form from 16 January 2025 at 8:30 hrs until 23 January 2025 (until the meeting is adjourned). Shareholders must proceed with the following:

1. Attending the meeting in person

Shareholders who wish to attend the meeting in person may submit a request to join the meeting via Web browser at <https://app.inventech.co.th/JAS110248R/#/homepage> or scan this QR Code to access the system and follow the steps for submitting the request to join the meeting via electronic means, as outlined in the Enclosure 7.



2. Attending the meeting by proxy

In the case of granting a proxy to another person

Shareholders who wish to appoint an individual as their proxy to attend the meeting and vote via electronic means may submit a request to join the meeting through a Web Browser or by scanning the QR Code as outlined in Item 1. The shareholder must select the proxy form, which the Company has provided in Enclosure 7, Proxy Form B. (Additionally, shareholders can download Proxy Forms A, B, and C from the Company's website at www.jasmine.com, and must choose one of the forms as specified. Proxy Form C is to be used only when the shareholder is a foreign investor and appoints a custodian in Thailand to hold and manage the shares).

In the case of granting a proxy to independent directors

Shareholders can grant a proxy to the Company's independent directors to attend and cast votes in the name of shareholders. The Company has attached the information of the independent directors to be appointed as a proxy in Enclosure 8. Please kindly send the proxy form with documents and evidence as mentioned in Enclosure 5 to the Company's address below.

Jasmine International Public Company Limited, Compliance and Regulatory Department, No. 200 Floor 29th, Moo 4, Jasmine International Tower, Chaeng Watthana Road, Pak Kret Sub-District, Pak Kret District, Nonthaburi Province 11120



The documents must reach the Company within 22 January 2025 at 17.00.

The Company hereby invites all shareholders please kindly attend the Extraordinary General Meeting as per the specified date, time, and through the specified channels simultaneously.

Yours sincerely,

Jasmine International Public Company Limited

(Mr. Veerayooth Bodharamik)

Directors



(Dr. Soraj Asavaprapha)

Directors

