



No. CS 14/2026

11 June 2026

Subject : The Acquisition of FIFA Multi-Tournament Broadcast Rights for the Live Transmission of the FIFA World Cup 2026 and FIFA World Cup 2030

To : President of the Stock Exchange of Thailand

Attachment : Information Memorandum on the Acquisition of Assets Transaction Regarding the Entry into a Transaction for the Acquisition of FIFA Multi-Tournament Broadcast Rights (List 1)

The Meeting of the Board of Directors No. 8/2026 of Jasmine International Public Company Limited (the “Company”), held on 11 June 2026, considered and approved the Company's entry into a transaction to acquire the FIFA Multi-Tournament Broadcast Rights for FIFA football competitions for a total period of four years, from 2026 to 2030, including the FIFA World Cup 2026 and FIFA World Cup 2030. The total value of the transaction is USD 70,000,000, equivalent to approximately THB 2,304,680,000¹.

The acquired rights grant the Company exclusive broadcasting and distribution rights within Thailand. The transaction is in line with the Company's business policy and strategic plan to strengthen its media and sports content business, as well as to enhance opportunities for revenue generation through advertising, marketing activities, sponsorships, and related services.

The FIFA World Cup 2026 will be held from 11 June to 19 July 2026, with the United States, Canada, and Mexico serving as co-host nations. It will also be the first FIFA World Cup tournament to feature 48 participating teams.

The acquisition of the FIFA Multi-Tournament Broadcast Rights constitutes an acquisition of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2008 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 Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (as amended) (collectively, the “Notifications on Acquisition or Disposal of Assets”).

¹For the purpose of the exchange rate used in this information disclosure, the rate applied is the weighted-average interbank selling rate for foreign currencies as announced by the Bank of Thailand on 10 June 2026, which is one business day prior to the Board of Directors Meeting No. 8/2026. The weighted-average interbank selling rate for U.S. dollars on such date was THB 32.924 per USD.

Based on the calculation of the transaction size under the total value of consideration criterion, using the Company's reviewed consolidated financial statements as of 31 March 2026, the transaction size is equal to 16.99 percent, which represents the highest transaction size calculated under the applicable criteria.

In addition, the Company has entered into other acquisition of assets transactions during the six-month period preceding the date on which the Board of Directors approved this transaction, which have not yet been approved by the shareholders' meeting, representing a transaction size of 14.91 percent. Upon aggregation of the transaction size of the FIFA Multi-Tournament Broadcast Rights acquisition with the sizes of such other acquisition of assets transactions undertaken during the six months preceding the Board's approval date, the total transaction size is 31.90 percent.

Accordingly, the transaction is classified as a Class 2 transaction under the Notifications on Acquisition or Disposal of Assets, namely a transaction with a size equal to or exceeding 15 percent but less than 50 percent.

Therefore, the Company is required to prepare a report and immediately disclose the transaction to the Stock Exchange of Thailand, containing at least the information prescribed in Schedule (1) attached to the Notifications on Acquisition or Disposal of Assets. In addition, the Company is required to dispatch a notice to shareholders within 21 days from the date of disclosure to the Stock Exchange of Thailand, containing at least the information specified in Schedule (2), Items 1, 2, 3, 5(3), 7 and 8 of the Notifications on Acquisition or Disposal of Assets.

In this regard, the Company hereby submits the Information Memorandum on the Acquisition of Assets Transaction Regarding the Entry into a Transaction for the Acquisition of FIFA Multi-Tournament Broadcast Rights (List 1), the details of which are set out in the attached document.

Please be informed accordingly.

Your sincerely,

(Dr. Soraj Asavaprapha)

Chief Executive Officer

Information Memorandum on the Acquisition of Assets Transaction

Regarding the Entry into a Transaction for the Acquisition of FIFA Multi-Tournament Broadcast Rights (List 1)

At the Board of Directors' Meeting No. 8/2026 of Jasmine International Public Company Limited (the "Company") held on 11 June 2026, the Board resolved to approve the Company and/or its subsidiary(ies) to enter into a transaction for the acquisition of the FIFA Multi-Tournament Broadcast Rights in Thailand from FIFA for a period of four (4) years (2026–2030). The total consideration for the acquisition is USD 70,000,000, equivalent to approximately THB 2,304,680,000¹.

This transaction constitutes an acquisition of assets pursuant 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, dated 31 August 2008 (including any amendments), and the Notification of the Board of Governors of The Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004), dated 29 October 2004 (including any amendments) (collectively, the "Notifications on Acquisition or Disposal of Assets").

Upon consideration of the transaction size calculated in accordance with the total value of consideration criterion, based on the Company's consolidated financial statements as of 31 March 2026, which have been reviewed by the auditor, the maximum transaction size is 16.99%. In addition, the Company has other asset acquisition transactions occurring within the six-month period prior to the date on which the Board of Directors approved this transaction, which have not yet been approved by the shareholders' meeting, representing 14.91%.

After aggregating the transaction size of the acquisition of the FIFA Multi-Tournament Broadcast Rights with the size of such other asset acquisition transactions occurring within the six-month period prior to the Board approval date, the aggregate maximum transaction size amounts to 31.90%. This constitutes a Type 2 transaction under the Notifications on Acquisition or Disposal of Assets, as the transaction size is equal to or exceeds 15% but is less than 50%.

Accordingly, the Company would like to provide the details of the transaction as follows:

¹For the purpose of the exchange rate used in this information disclosure, the rate applied is the weighted-average interbank selling rate for foreign currencies as announced by the Bank of Thailand on 10 June 2026, which is one business day prior to the Board of Directors Meeting No. 8/2026. The weighted-average interbank selling rate for U.S. dollars on such date was THB 32.924 per USD.

1. Date of the Transaction

On 11 June 2026, the Board of Directors' Meeting No. 8/2026 of the Company resolved to approve the Company and/or its subsidiary(ies) entering into a transaction for the acquisition of the FIFA Multi-Tournament Broadcast Rights.

2. Relevant Parties and Their Relationship with the Company

Licensee	Jasmine International Public Company Limited (the "Company") and/or its subsidiary(ies)
Licensor	The Fédération Internationale de Football Association (FIFA), having its registered office at FIFA-Strasse 20, P.O. Box, 8044 Zurich, Switzerland.
Relationship	FIFA is not a connected person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 Re: Rules on Connected Transactions, dated 31 August 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003), dated 19 November 2003 (as amended).

3. Nature and Size of the Transaction

3.1. Nature of the Transaction and Information of Assets

The Company has entered into a transaction to acquire the FIFA Multi-Tournament Broadcast Rights in Thailand. The Company has been granted exclusive rights (Exclusivity Right) to broadcast audio-visual coverage of FIFA Multi-Tournament football competitions in Thailand throughout the entire term of the rights, covering a continuous period of approximately four years from 2026 to 2030. The total transaction value amounts to USD 70,000,000, or approximately THB 2,304,680,000.

The key terms of the FIFA Multi-Tournament Broadcast Rights agreement are summarized as follows:

Topics	Details
Nature and Scope of the Rights to be Acquired	FIFA Multi-Tournament Broadcast Rights in Thailand refer to media rights across all platforms, including terrestrial free-to-air television, pay television, digital media, and streaming services via over-the-top (OTT) platforms. The Company is granted exclusive rights, together with sublicensing rights, for the relevant content. The rights cover, among others, the following: • FIFA World Cup 2026 — all 104 matches, all media rights • FIFA U-17 World Cup 2026 • FIFA U-17 Women's World Cup 2026 • FIFA U-20 Women's World Cup 2026 • FIFA Intercontinental Cup 2026 • FIFA Women's World Cup 2027 • FIFA U-17 World Cup 2027 • FIFA U-20 World Cup 2027 • FIFA U-17 Women's World Cup 2027 • FIFA Intercontinental Cup 2027 • FIFA U-17 World Cup 2028 • FIFA U-17 Women's World Cup 2028 • FIFA U-20 Women's World Cup 2028 • FIFA Intercontinental Cup 2028 • FIFA Futsal World Cup 2028 • FIFA World Cup 2030
Territory	Thailand
Duration	For a term of four years, from 2026 through 2030.
Security for Performance of the Agreement	An official payment guarantee issued by Jasmine International Public Company Limited.
Consideration for the Acquisition of the FIFA Multi-Tournament	The total rights fee amounts to USD 70,000,000 (equivalent to THB 2,304,680,000) for the FIFA Multi-Tournament Broadcast Rights

Topics	Details
Broadcast Rights (exclusive of value added tax (VAT), sales taxes and withholding tax)	covering a four-year period from 2026 to 2030, payable in installments as follows: • USD 3,000,000, payable within 10 days from the commencement of the FIFA World Cup 2026; • USD 17,000,000, payable within 30 days following the conclusion of the FIFA World Cup 2026; and • USD 50,000,000, payable prior to the commencement of the FIFA World Cup 2030.

3.2. Class and Size of the Transaction

Asset Acquisition Transaction

The Company has calculated the transaction size of the acquisition of the FIFA Multi-Tournament Broadcast Rights pursuant to the Notification of the Acquisition or Disposition of Assets, based on the reviewed consolidated financial statements of the Company for the first quarter of 2026 ended 31 March 2026, the details of which are as follows:

Calculation basis	Calculation Method
1. Value of the net tangible assets	Unable to calculate, as the Company did not acquire shares.
2. Net operating profits	Unable to calculate, as the Company did not acquire shares.
3. Total value of consideration paid	$\frac{\text{Total value of consideration paid} \times 100}{\text{Total assets of the Company}}$ $= \frac{2,304,680,000 \times 100}{13,568,334,000}$ $= 16.99 \text{ percent}$

Calculation basis	Calculation Method
4. Value of securities issued for the payment of assets	Unable to calculate, as the Company did not issue shares to settle the consideration for the asset.

The entry into the aforementioned transaction constitutes an acquisition of assets pursuant to the Notifications on Acquisition or Disposal of Assets. Upon calculation of the transaction size in accordance with the Notifications on Acquisition or Disposal of Assets, based on the total value of consideration criterion, the transaction size is equal to 16.99%. In addition, the Company has other asset acquisition transactions occurring within the six-month period prior to the date on which the Board of Directors approved this transaction, representing an aggregate transaction size of 14.91%.

After aggregating the transaction size of the aforementioned transaction with the size of such other asset acquisition transactions, the aggregate transaction size amounts to 31.90%. This constitutes a Type 2 transaction under the Notifications on Acquisition or Disposal of Assets, as the transaction size is equal to or exceeds 15% but is less than 50%.

Accordingly, the Company is required to disclose information concerning the transaction to the Stock Exchange of Thailand immediately and to circulate an information memorandum relating to the transaction to its shareholders within 21 days from the date of disclosure to the Stock Exchange of Thailand. Such information memorandum must contain, at a minimum, the information prescribed under Items (2) 1, 2, 3, 5(3), 7 and 8 of the Schedule to the Notifications on Acquisition or Disposal of Assets.

3.3. Details of the Assets to be Acquired, together with a Description of the Business Operations to be Conducted Thereafter

The asset acquired by the Company consists of the exclusive rights within Thailand to distribute and broadcast various football tournaments organized by the Fédération Internationale de Football Association (FIFA) (the "Broadcast Rights"), subject to the terms and duration specified in the relevant agreement. Such rights cover the FIFA World Cup 2026, FIFA World Cup 2030, and other FIFA competitions as specified in the agreement.

The Broadcast Rights include the rights to transmit and distribute the relevant content through all forms of media, including free-to-air television, pay television, digital media, and over-the-top ("OTT")

streaming platforms, as well as the right to grant sublicenses to third parties, subject to the terms and conditions set forth in the agreement.

Following the acquisition of the Broadcast Rights, the Company intends to utilize such rights in its media and content business through the distribution and management of the broadcasts via the Company's own channels and/or its business partners. The Company may also generate revenue through sublicensing arrangements with other media operators, securing sponsorship and marketing partners, the sale of advertising airtime, and other business activities related to the Broadcast Rights. These initiatives are expected to enhance the Company's revenue-generating capabilities and expand its future business opportunities.

In this regard, MONOMAX has been appointed as the platform for the live broadcast of the relevant competitions by incorporating FIFA World Cup content into the same subscription package that currently includes English Premier League and FA Cup content. Such arrangement is in line with the connected transaction previously approved by the shareholders' meeting on 23 January 2025, under which JAS agreed to pay monthly service fees to MONO. The consideration payable to MONO was determined based on the same principles and commercial terms applicable to transactions with unrelated third parties on an arm's length basis.

The acquisition of the Broadcast Rights is consistent with the Company's strategic objective of expanding its media, digital content, and content platform businesses. The Company expects that this investment will strengthen its revenue base and generate long-term returns for the Company and its shareholders..

4. Total Value of Consideration and Payment Terms

The total transaction value is USD 70,000,000 (approximately THB 2,304,680,000), excluding any withholding tax gross-up, which will be paid separately in accordance with applicable law.

The consideration shall be paid in installments in accordance with the payment schedule set out in Section 3.1 of this Information Memorandum.

5. Value of the Acquired Assets

The Company will acquire the FIFA Multi-Tournament Broadcast Rights with a total transaction value of USD 70,000,000, equivalent to approximately THB 2,304,680,000.

6. Basis for Determining the Value of Consideration

The Company will enter into an agreement with FIFA to acquire the FIFA Multi-Tournament Broadcast Rights at a total consideration of USD 70,000,000, equivalent to THB 2,304,680,000. The consideration was determined with reference to historical bidding prices for similar rights and the estimated revenue expected to be derived from the exclusive exploitation of such rights.

7. Expected Benefits to the Company Group

The acquisition of the exclusive rights to broadcast various FIFA football tournaments within the territory of Thailand is expected to provide several benefits to the Group, as follows:

1. To strengthen and expand the Group's revenue base through the management and commercial exploitation of the Broadcast Rights, including revenue from the sale of broadcasting rights, sublicensing arrangements, advertising airtime sales, sponsorship procurement, and other related business activities.
2. To enhance the Group's competitiveness and strengthen its position in the media and content industry, particularly through access to world-class sports content that attracts significant audiences both domestically and internationally.
3. To support the growth of the Group's user base and create opportunities for the development of new products, services, and business models related to sports and entertainment content.
4. To enhance the Group's image and credibility as one of the leading media and content providers in Thailand, thereby facilitating future business collaborations and partnerships with domestic and international partners.
5. To support an investment that is consistent with the Group's policies and strategic direction in expanding its media and content businesses and maximizing value from intellectual property assets, which is expected to contribute positively to the Group's business potential and long-term returns.

6. The Company expects that the principal revenue generated from the Broadcast Rights will be derived from subscription-based services provided to viewers through the relevant viewing platforms, whereby subscribers will pay subscription fees to gain access to the live broadcasts of the matches and related content.

In addition, the Company may generate supplementary revenue from the sale of advertising airtime, the procurement of sponsorship and marketing partners, the sublicensing of rights to other media operators, and other business activities related to the Broadcast Rights. Nevertheless, subscription revenue is expected to constitute the primary source of revenue and a significant recurring revenue stream for the Company from the operation of this project.

The Group expects that the acquisition of the Broadcast Rights will increase opportunities for revenue generation and enhance shareholder value over the long term through effective business operations and prudent risk management.

8. Sources of Fund

The Company intends to finance the transaction through its operating cash flow and borrowings from financial institutions. As of 31 March 2026, the Company had cash and cash equivalents of THB 2,164.13 million. In addition, the Company is currently in the process of negotiating financing arrangements with relevant financial institutions.

Furthermore, as the consideration payable for the acquisition of the FIFA Multi-Tournament Broadcast Rights is structured in installments, as detailed in Section 3.1 of this Information Memorandum, the Company will be able to obtain financing from financial institutions on an as-needed basis in accordance with its funding requirements for each payment installment. Such financing will be used to fund the consideration payable for the acquisition of the rights (excluding value added tax (VAT), sales taxes, and withholding tax) as and when each installment becomes due.

This approach is expected to reduce the Company's interest expense burden compared to obtaining financing for, or making payment of, the entire consideration amount in a single lump-sum payment.

9. Conditions for the Transactions

The Company expects that the transaction relating to the acquisition of the FIFA Multi-Tournament Broadcast Rights will be completed in accordance with the terms and conditions specified in the FIFA Multi-Tournament Broadcast Rights agreement, as described in Section 3.1 of this Information Memorandum.

10. Opinions of the Company's Board of Directors Regarding the Approval to Enter into the Transactions

The Board of Directors has considered and is of the opinion that the transaction relating to the acquisition of the FIFA Multi-Tournament Broadcast Rights for the broadcasting of football tournaments is reasonable and in the best interests of the Company. In addition, the transaction is expected to generate significant benefits for the Group, particularly in its media and content business. The acquisition will strengthen the Group's capability to secure and distribute high-quality content, especially sports-related content, and further demonstrate the Group's potential to establish itself as a leader in the media and content industry

The Company recognizes the growth opportunities within the media and content sector. The investment in the FIFA Multi-Tournament Broadcast Rights is expected to be a key driver in enhancing the competitiveness of the Group's media and content business, enabling it to compete effectively with other market participants. The Company believes that this business has the potential to become a flagship business of the Group and to create additional value across the Group's overall business operations.

11. Opinions of any Audit Committee and/or Company Director which Differ from the Board of Directors' Opinion

None