



บริษัท เจเคเอ็น โกลบอล มีเดีย จำกัด (มหาชน)
JKN GLOBAL MEDIA PUBLIC COMPANY LIMITED
อาคารเจเคเอ็น แกลเลอรี ศาลา
เลขที่ 45/14 หมู่ 1 ตำบลทรงคนอง อำเภอสามพราน จังหวัดนครปฐม 73210
Tel.0-2482-2273-4 Fax.0-2482-2275

- Translation -

Ref: JKNGB-003-02/2019

February 27, 2019

Re: Capital Increase in Subsidiary and Information Memorandum on Connected Transaction of JKN Global Media Public Company Limited and Subsidiary

Attn.: President

The Stock Exchange of Thailand

Enclosure: Information Memorandum on Connected Transaction of JKN Global Media Public Company Limited and Subsidiary

The Board of Directors' Meeting No. 1/2019 of JKN Global Media Public Company Limited (the "Company"), which was held on February 27, 2019 at 10:30 hours at the Company's head office at No. 45/14, Moo 1, Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210, has considered and resolved as follows:

1) It was resolved to grant approval on the capital increase within March 2019 of

1.1) JKN News Co., Ltd., which is a subsidiary of the Company from THB 1,000,000 (Baht One Million) to be THB 60,000,000 (Baht Sixty Million) for the objective of the working capital of the subsidiary and for the decoration of the new studio;

1.2) JKN IMC Co., Ltd., from THB 1,000,000 (Baht One Million) to be THB 10,000,000 (Baht Ten Million) for the object of the working capital of the subsidiary.

In this regard, such transaction is a transaction on acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (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 and Disposition of Assets B.E. 2547 (2004) (as amended (collectively the "Notifications on Acquisition and Disposition of Assets"). Upon calculation of the value of the Asset Disposition Transaction, the highest transaction total value is lower than 15 percent, and as such, the Asset Acquisition Transaction is not subject to disclosure of information or other acts under the Notifications on Acquisition and Disposition of Assets.

2) It was resolved to grant approval for the Company and its subsidiary to take on office building lease and receive services under service agreements from JKN Landmark Co., Ltd., and execute the car rental transaction for the Company's executives with JKN Landmark Co., Ltd., whereby the Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary and relating to such matters on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreements and signing arrangements.

Such transactions by the Company with JKN Landmark Co., Ltd., which are regarded as connected persons, represent connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions in the category of assets or services, with the total transaction size more than 0.03 percent, but less than 3 percent of the Company's net tangible assets, therefore, the Company is obliged to obtain approval from the Board of Directors and disclose such information to the Stock Exchange of Thailand (*as per the details in Enclosure 1*).

Please be informed accordingly.

Very truly yours,

(Mr. Jakkaphong Jakrajutatip)

Chief Executive Officer and Managing Director

Information Memorandum on Connected Transactions Regarding Assets and Services
of JKN Global Media Public Company Limited and Subsidiary

1) Building 2 Lease and Service Agreement (Supplement)

Transaction Date	:	April 1, 2019
Related Parties	:	Lessee/Customer is JKN Global Media Public Company Limited (the “Company”). Lessor/Service Provider is JKN Landmark Co., Ltd. (the “Lessor”).
Relationships	:	<p>1) Mr. Jakkaphong Jakrajutatip</p> <p>1.1. is a shareholder a director and management of the Company.</p> <p>1.2. is a major shareholder and a director of the Lessor which holding 70 percent of shares..</p> <p>2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip)</p> <p>2.1 is a director and management of the Company</p> <p>2.2 is a major shareholder of the Lessor which holding 30 percent of shares...</p>
Nature of Transaction	:	<p>The Company takes on short-term lease of real property and receives services, as follows:</p> <p>1) Real property lease for not over 3 years</p> <p>2) Location : Office building at No. 45/14, Moo 1, JKN Gallery Salaya (Building 2), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210</p> <p>3) Leased area : 273.85 sq.m. For use as the Company’s office and business premises.</p> <p>4) Rates of Rent: Rent Baht 400/sq.m./month and Common Common and public utility fees Baht 277/sq.m./month Fees Total Baht 677/sq.m./month (Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building.)</p> <p>5) Lease Term : 3 years from April 1, 2019 to March 31, 2022</p> <p>The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary and relating to the execution of the agreement in order to execute such transaction as it deems appropriate, and to take arrangements necessary and relating to such matter on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreement and signing arrangements.</p>

Type and Total Value of Transaction	:	This is a real property lease for not over 3 years. Upon calculation of the value of the connected transaction throughout the term of the agreement, which the Company shall pay for the lease to the Lessor which amounts to Baht 6,674,272 (Six Million Six Hundred Seventy-Four Thousand Two Hundred and Seventy-Two Baht), the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 30,188,376 (Thirty Million One Hundred Eighty-Eight Thousand Three Hundred and Seventy-Six Baht), thereby being the total value of Baht 53,763,424 (Fifty-Three Million Seven Hundred Sixty-Three Thousand Four Hundred and Twenty-Four Baht). The total value of such transaction is more than 0.03 percent, but less than 3 percent of the Company's net tangible assets, in which case, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	The Company has a plan for business expansion, and it is thus necessary for the Company to use more space to support the business expansion, including the tentative increase in the Company's personnel, hence the additional lease of office space.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The execution of such connected transaction with JKN Landmark Co., Ltd., as the owner of the office building No. 45/14, Moo 1, JKN Gallery Salaya (Building 2), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210, for use as the Company's office and business premises, is justifiable because the Company is in the course of business expansion, therefore, it is necessary to expand the Company's business to accommodate the business growth and the growing number of employees. Such lease covers the space necessary for actual utilization and it is located in the same area as the current office, which would be convenient and efficient in terms of management and work flows, and without incurring substantial costs of relocation and renovation. Moreover, the Company's employees are familiar with this neighborhood, and there is no sufficient space available in other nearby office buildings for the Company's utilization and business expansion. Furthermore, the characteristics of the building also serve to promote the Company's good image, and its location is convenient. The rent rate of Baht 400 per square meter per month is deemed to be the common rate in the ordinary course of business. The common and public utility fees at the rate of Baht 277 per square meter per month include water supply, power supply, security system, parking, passenger lifts in the building, which is the same rate as that applicable to such areas currently leased by the Company from JKN Landmark Co., Ltd., which was endorsed and acknowledged

		by the Board of Directors' Meeting No. 3/2018 on May 11, 2018, and as such, this transaction is deemed justifiable.
Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors	:	Same as the Board of Directors.

2) New Building Lease and Service Agreement

Transaction Date	:	May 1, 2019
Related Parties	:	Lessee/Customer is JKN Global Media Public Company Limited (the "Company"). Lessor/Service Provider is JKN Landmark Co., Ltd. (the "Lessor").
Relationships	:	<p>1) Mr. Jakkaphong Jakrajutatip</p> <p>1.1 is a shareholder a director and management of the Company.</p> <p>1.2 is a major shareholder and a director of the Lessor which holding 70 percent of shares.</p> <p>2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip)</p> <p>2.1 is a director and management of the Company</p> <p>2.2 is a major shareholder of the Lessor which holding 30 percent of shares.</p>
Nature of Transaction	:	<p>The Company takes on short-term lease of real property and receives services, as follows:</p> <p>1) Real property lease for not over 3 years</p> <p>2) Location : Office building at No. 45/14, Moo 1, JKN Gallery Salaya (Building 2), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210</p> <p>3) Leased area : 254.00 sq.m. For use as the Company's conference room</p> <p>4) Rates of Rent: Rent Baht 400/sq.m./month and Common Common and public utility fees Baht 277/sq.m./month Fees Total Baht 677/sq.m./month (Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building.)</p> <p>5) Lease Term : 3 years from May 1, 2019 to April 30, 2022 (which may be extended for 3 years each)</p> <p>The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary and relating</p>

		to the execution of the agreement in order to execute such transaction as it deems appropriate, and to take arrangements necessary and relating to such matter on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreement and signing arrangements.
Type and Total Value of Transaction	:	This is a real property lease for not over 3 years. Upon calculation of the value of the connected transaction throughout the term, which the Company shall pay for the lease to the Lessor which amounts to Baht 6,190,488 (Six Million One Hundred Ninety Thousand Four Hundred and Eighty-Eight Baht), the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 30,188,376 (Thirty Million One Hundred Eighty-Eight Thousand Three Hundred and Seventy-Six Baht), thereby being the total value of Baht 53,763,424 (Fifty-Three Million Seven Hundred Sixty-Three Thousand Four Hundred and Twenty-Four Baht). The total value of such transaction is more than 0.03 percent, but less than 3 percent of the Company's net tangible assets, in which case, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	The Company expand business rapidly, and it is thus necessary for the Company to use more space to support the business expansion, including the increase in the Company's personnel, hence the necessity of additional space.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The execution of such connected transaction with JKN Landmark Co., Ltd. for use as the Company's conference room is justifiable because the Company is in the course of business expansion, therefore, it is necessary to expand the Company's business to accommodate the business growth and the growing number of employees. Such lease covers the space necessary for actual utilization and it is located in the same area as the current office, which would be convenient and efficient in terms of management and work flows, and without requiring any investment in relocation and renovation. Moreover, the Company's employees are familiar with this neighborhood, and there is no sufficient space available in other nearby office buildings for the Company's utilization and business expansion. Furthermore, the characteristics of the building also serve to promote the Company's good image, and its location is convenient. The rent rate of Baht 400 per square meter per month is deemed to be the common rate in the ordinary course of business. The common and public utility fees at the rate of Baht 277 per square meter per month include water supply, power supply, security system, parking, passenger lifts in the building, which is the same rate as

		that applicable to such areas currently leased by the Company from JKN Landmark Co., Ltd., which was endorsed and acknowledged by the Board of Directors' Meeting No. 3/2018 on May 11, 2018, and as such, this transaction is deemed justifiable.
Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors	:	Same as the Board of Directors.

3) Building 2 Lease and Service Agreement (for Studio Construction)

Transaction Date	:	April 1, 2019
Related Parties	:	Lessee/Customer is JKN News Co., Ltd. (the "Subsidiary"). Lessor/Service Provider is JKN Landmark Co., Ltd. (the "Lessor").
Relationships	:	1) JKN Global Media Public Company Limited 1.1. is a major shareholder of the Subsidiary. 2) Mr. Jakkaphong Jakrajutatip 2.1 is a director of the Subsidiary 2.2 is a major shareholder of the Lessor which holding 70 percent of shares. 3) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) 3.1 is a director of the Subsidiary. 3.2 is a major shareholder of the Lessor which holding 30 percent of shares.
Nature of Transaction	:	The Subsidiary takes on short-term lease of real property and receives services, as follows: 1) Real property lease for not over 3 years 2) Location : Office building at No. 45/14, Moo 1, JKN Gallery Salaya (Building 2), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210 3) Leased area : 150 sq.m. For use and decorate as a studio. 4) Rates of Rent : Rent Baht 400/sq.m./month and Common Common and public utility fees Baht 277/sq.m./month Fees Total Baht 677/sq.m./month (Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building.) 5) Lease Term : 3 years from April 1, 2019 to March 31, 2022 (which may be

		<p>extended for 3 years each)</p> <p>The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary and relating to the execution of the agreement in order to execute such transaction as it deems appropriate, and to take arrangements necessary and relating to such matter on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreement and signing arrangements.</p>
Type and Total Value of Transaction	:	<p>This is a real property lease for not over 3 years. Upon calculation of the value of the connected transaction throughout the term, which the Company shall pay for the lease to the Lessor which amounts to Baht 3,655,800 (Three Million Six Hundred Fifty-Five Thousand and Eight Hundred Baht), the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 30,188,376 (Thirty Million One Hundred Eighty-Eight Thousand Three Hundred and Seventy-Six Baht), thereby being the total value of Baht 53,763,424 (Fifty-Three Million Seven Hundred Sixty-Three Thousand Four Hundred and Twenty-Four Baht). The total value of such transaction is more than 0.03 percent, but less than 3 percent of the Company's net tangible assets, in which case, the Company is obliged to disclose such information to the Stock Exchange of Thailand.</p>
Reasons and Justifications for the Transaction	:	<p>For construction and decoration of the new studio for the new program of the news broadcasting namely JKN CNBC which will be on air in 2019.</p>
Interested Directors	:	<p>Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.</p>
Opinion of the Board of Directors	:	<p>The execution of such connected transaction with JKN Landmark Co., Ltd. for use as the Subsidiary's office building is justifiable because the Subsidiary is in the course of business expansion, and in compliance with CNBC who hold the copyright of the News Station required that the Subsidiary must have a studio located at the same location to the office space, therefore, it is necessary to expand space to accommodate such purpose. Moreover, the rent rate of Baht 400 per square meter per month is deemed to be the common rate in the ordinary course of business. The common and public utility fees at the rate of Baht 277 per square meter per month include water supply, power supply, security system, parking, passenger lifts in the building, which is the same rate as that applicable to such areas currently leased by the Company from JKN Landmark Co., Ltd., which was endorsed and acknowledged by the Board of Directors' Meeting No. 3/2018 on May 11, 2018, and as such, this transaction is deemed justifiable.</p>
Opinion of the Audit	:	<p>Same as the Board of Directors.</p>

Committee and/or its members which differs from the Company's Board of Directors	
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4) New Building Lease and Service Agreement

Transaction Date	:	May 1, 2019
Related Parties	:	Lessee/Customer is JKN News Co., Ltd. (the "Subsidiary"). Lessor/Service Provider is JKN Landmark Co., Ltd. (the "Lessor").
Relationships	:	<p>1) JKN Global Media Public Company Limited</p> <p>1.1. is a major shareholder of the Subsidiary.</p> <p>2) Mr. Jakkaphong Jakrajutatip</p> <p>2.1 is a director of the Subsidiary</p> <p>2.2 is a major shareholder of the Lessor which holding 70 percent of shares.</p> <p>3) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip)</p> <p>3.1 is a director of the Subsidiary.</p> <p>3.2 is a major shareholder of the Lessor which holding 30 percent of shares.</p>
Nature of Transaction	:	<p>The Company takes on short-term lease of real property and receives services, as follows:</p> <p>1) Real property lease for not over 3 years</p> <p>2) Location : Office building at No. 45/14, Moo 1, JKN Gallery Salaya (Building 2), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210</p> <p>3) Leased area : 254.00 sq.m. For use as the Subsidiary's office and business premises.</p> <p>4) Rates of Rent : Rent Baht 400/sq.m./month and Common Common and public utility fees Baht 277/sq.m./month Fees Total Baht 677/sq.m./month (Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building.)</p> <p>5) Lease Term : 3 years from May 1, 2019 to April 30, 2022 (which may be extended for 3 years each)</p> <p>The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary and relating to the execution of the agreement in order to execute such transaction as it deems appropriate, and to take arrangements necessary and relating to such</p>

		matter on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreement and signing arrangements.
Type and Total Value of Transaction	:	This is a real property lease for not over 3 years. Upon calculation of the value of the connected transaction throughout the term, which the Subsidiary shall pay for the lease to the Lessor which amounts to Baht 6,190,488 (Six Million One Hundred Ninety Thousand Four Hundred and Eighty-Eight Baht), the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 30,188,376 (Thirty Million One Hundred Eighty-Eight Thousand Three Hundred and Seventy-Six Baht), thereby being the total value of Baht 53,763,424 (Fifty-Three Million Seven Hundred Sixty-Three Thousand Four Hundred and Twenty-Four Baht). The total value of such transaction is more than 0.03 percent, but less than 3 percent of the Company's net tangible assets, in which case, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	For the business premises of the subsidiary which the business shall be operate in 2019.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The execution of such connected transaction with JKN Landmark Co., Ltd. for use as the Subsidiary's office and business premise is justifiable because the Subsidiary is in the course of business expansion, therefore, it is necessary to expand space to accommodate the business growth and the growing number of employees. Moreover, the rent rate of Baht 400 per square meter per month is deemed to be the common rate in the ordinary course of business. The common and public utility fees at the rate of Baht 277 per square meter per month include water supply, power supply, security system, parking, passenger lifts in the building, which is the same rate as that applicable to such areas currently leased by the Company from JKN Landmark Co., Ltd., which was endorsed and acknowledged by the Board of Directors' Meeting No. 3/2018 on May 11, 2018, and as such, this transaction is deemed justifiable.
Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors	:	Same as the Board of Directors.

5) Car Service Agreement (1 year)

Transaction Date	:	April 1, 2019
Related Parties	:	Customer is JKN Global Media Public Company Limited (the “Company”). Service Provider is JKN Landmark Co., Ltd. (the “Service Provider”).
Relationships	:	<p>1) Mr. Jakkaphong Jakrajutatip</p> <p>1.1 is a shareholder a director and management of the Company.</p> <p>1.2 is a major shareholder and a director of the Service Provider which holding 70 percent of shares..</p> <p>2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip)</p> <p>2.1 is a director and management of the Company</p> <p>2.2 is a major shareholder of the Service Provider which holding 30 percent of shares.</p>
Nature of Transaction	:	<p>The Company receives car services for the Company's executives, as follows:</p> <p>1) Property rental services</p> <p>2) Type of property : 3 cars</p> <p>3) Details of Property : 1. BENZ: VITO 115 – CDI Year 2017 2. BENZ: E200 CDI Sedan Year 2012 3. TOYOTA: CAMRY Year 2014 For use as executive cars.</p> <p>4) Rates of Service : 1. BENZ: VITO 115 – CDI Year 2017: Baht 17,000/month Fees 2. BENZ: E200 CDI Sedan Year 2012: Baht38,000/month 3. TOYOTA: CAMRY Year 2014: Baht 17,000/month</p> <p>5) Term : 1 years from April 1, 2019 to March 31, 2020.</p> <p>The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary and relating to the execution of the agreement in order to execute such transaction as it deems appropriate, and to take arrangements necessary and relating to such matter on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreement and signing arrangements.</p>
Type and Total Value of Transaction	:	<p>This is a real property rental. Upon calculation of the value of the connected transaction throughout the term, which the Company shall pay for the rental to the Lessor which amounts to Baht 864,000 (Eight Hundred and Sixty-Four Thousand Baht), the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 30,188,376 (Thirty Million One Hundred Eighty-Eight Thousand Three Hundred and Seventy-Six Baht), thereby being the total value of Baht 53,763,424 (Fifty-Three Million Seven Hundred Sixty-Three Thousand Four Hundred and Twenty-Four Baht). The total</p>

		value of such transaction is more than 0.03 percent, but less than 3 percent of the Company's net tangible assets, in which case, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	Given the Company's growing number of employees and executives, in the interest of the Company's good image, it is necessary to arrange for more executive cars to accommodate the number of executives.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The execution of such connected transaction with JKN Landmark Co., Ltd., as the owner of the three cars, for use as the executive cars, is justifiable due to the Company's growing number of employees and executives, and in the interest of the Company's good image, it is necessary to arrange for more executive cars to accommodate the number of executives. Upon consideration of the service fee per month, it is considered as the common rental rate in the ordinary course of business, without the Company's bearing the depreciation costs thanks to the new car leasing from the car manufacturers, and as such, the transaction is justifiable.
Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors	:	Same as the Board of Directors.