



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.034-310569 www.jknglobal.com

(Translation)

No. JKNGB-002-11/2019

November 14, 2019

Re: Information Memorandum on Connected Transactions of JKN Global Media Public Company Limited

Attn.: President

The Stock Exchange of Thailand

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

The Board of Directors' Meeting No. 6/2019 of JKN Global Media Public Company Limited (the "Company"), which was held on November 14, 2019 at 13:30 hours at the Company's office at No. 45/14, Moo 1, Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210, has considered and resolved to approve the Company's execution of transactions with the connected persons as per the following details:

The Board of Directors has resolved to grant approval for the Company to (1) enter into the lease of warehouse agreement with JKN Landmark Co., Ltd., (2) renew the car service agreement for the Company's management with JKN Landmark Co., Ltd., and (3) renew the personnel service agreement with Sutat Chudjen Co., Ltd., whereby the Board of Directors has also resolved to approve the authorization of the Executive Committee or any other person entrusted by the Executive Committee to have the power to determine the details, amend or take any arrangements necessary for 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 for the relevant agreements or documents.

Such transactions by the Company with JKN Landmark Co., Ltd. and Suthat Shutjen 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 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of



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Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 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. In light of this, the Company would like to inform the Stock Exchange of Thailand as per the details set out in the Information Memorandum on Connected Transactions Regarding Assets and Services of JKN Global Media Public Company Limited and Subsidiaries (Attachment 1).

Please be informed accordingly.

Very truly yours,

(Mr. Jakkaphong Jakrajutatip)

Chief Executive Officer and Managing Director

Attachment 1

Information Memorandum on Connected Transactions
of JKN Global Media Public Company Limited

1) Warehouse Lease Agreement

Transaction Date	:	December 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	:	1) Mr. Jakkaphong Jakrajutatip 1.1 is a major shareholder, director and executive of the Company; 1.2 is a major shareholder and director of the Lessor, with a shareholding of 70 percent of the total shares. 2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) 2.1 is a director and executive of the Company; 2.2 is a major shareholder of the Lessor, with a shareholding of 30 percent of the total shares.
Nature of Transaction	:	The Company takes on short-term lease of real property, with details as follows: 1) Real property lease for not over 3 years 2) Location : Land Title Deed No. 3082, Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province, Bangkok inbound 3) Leased area : 240 square meters For storage of the Company's materials and equipment for event organization, which continue on a regular basis. 4) Rate of Rent : Rent: Baht 60/sq.me./month, totaling Baht 14,400 per month 5) Lease Term : 3 years from December 1, 2019 to November 30, 2022 (renewable 3 years each) The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary for and relating to the execution of the agreements in order to execute such transaction as it deems appropriate, and to take arrangements necessary for 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 of the agreement, which the Company shall pay for the lease to the lessor which amounts to Baht 518,400 (Five Hundred Eighteen Thousand and Four Hundred Baht), when combining the value of this connected transaction with the connected transactions between the Company and the Lessor over the past six months, the total value represents Baht 9,382,400 (Nine Million Three Hundred Eighty-Two Thousand and Four Hundred 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, which is considered a medium-sized transaction in the category of short-term lease of real property, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	Since the Company regularly organizes events under the Superstar Marketing concept, as part of its business strategies, e.g., press release for clients' product launch, JKN Mega Showcase, etc., it is thus necessary to use this premises for storage of the Company's materials and equipment for the event organization.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Miss Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The Board of Directors is of the view that the execution of such connected transaction with JKN Landmark Co., Ltd., as the owner of the leased premises, located on Title Deed No. 3082, Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province, Bangkok inbound, totaling approximately 240 sq.m., for storage of its assets, is justifiable because the Company needs to store its materials and equipment for event organization, and as such, the lease of such warehouse is beneficial to the Company's operations. Furthermore, such location is convenient for transportation, which is situated nearby the Company's business premises. The rent rate of Baht 60 per square meter per month, totaling Baht 14,400 per month, is deemed to be justifiable in comparison with the market rate in adjacent areas, and remains at the same rate as that under the existing agreement (lease term from September 1, 2016 – August 31, 2019) which previously executed by the Company with JKN Landmark Co.,

		Ltd., as approved and acknowledged by the Audit Committee and the Board of Directors, 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) Renewal of Car Service Agreement (1 year)

Transaction Date	:	April 1, 2020
Related Parties	:	Customer is JKN Global Media Public Company Limited (the "Company"). Service Provider is JKN Landmark Co., Ltd. (the "Service Provider")
Relationships	:	1) Mr. Jakkaphong Jakrajutatip 1.1 is a major shareholder, director and executive of the Company; 1.2 is a major shareholder and director of the Service Provider, with a shareholding of 70 percent of the total shares. 2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) 2.1 is a director and executive of the Company; 2.2 is a major shareholder of the Service Provider, with a shareholding of 30 percent of the total shares.
Nature of Transaction	:	The Company receives car services for its management, with details as follows: 1) Property lease service 2) Type of property : 3 cars 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 cars for executives 4) Rate of service fees : 1. BENZ: VITO 115 – CDI Year 2017: Baht 17,000 per month 2. BENZ: E200 CDI Sedan Year 2012: Baht 38,000 per month 3. TOYOTA: CAMRY Year 2014: Baht 17,000 per month 5) Term of agreement : 1 year from April 1, 2020 to March 31, 2021

		The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary for and relating to the execution of the agreement in order to execute such transaction as it deems appropriate, and to take arrangements necessary for 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 property lease. 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 864,000 (Eight Hundred and Sixty-Four Thousand Baht) when combining the value of this connected transaction with the connected transactions between the Company and the Lessor over the past six months, the total value represents Baht 9,382,400 (Nine Million Three Hundred Eighty-Two Thousand and Four Hundred 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, which is considered a medium-sized transaction in the category of short-term lease of real property, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	For use as cars for high-ranking executives
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Miss Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The Board of Directors is of the view that the execution of such connected transaction with JKN Landmark Co., Ltd., as the owner of the three cars, for use as cars for its management, is justifiable because upon review of the rent, it is more worthwhile than acquisition, and such rent is deductible expenses, without any burden in terms of repair and maintenance, as well as insurance, license plate renewal. Moreover, the rent rate charged by the connected person is deemed to be lower than the market rate and remains at the same rate as that under the existing lease agreement (lease term from April 1, 2019 – March 31, 2020), as reviewed by the Audit Committee and approved by the Board of Directors, 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
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3) Renewal of Personnel Service Agreement (1 year)

Transaction Date	:	January 1, 2020
Related Parties	:	Customer is JKN Global Media Public Company Limited (the "Company"). Service Provider is Sutat Chudjen Co., Ltd. (the "Service Provider").
Relationships	:	Mr. Achira Suteestaporn 1) is the father of Mr. Jakkaphong Jakrajutapip, a major shareholder and director and executive of the Company and Miss Pimauma Jakrajutapip, a director and executive of the Company, is a major shareholder, director and executive of the Company; 2) is a major shareholder and director of the Service Provider, with a shareholding of 99.98 percent of the total shares.
Nature of Transaction	:	The Company receives personnel services, with details as follows: 1) Services : Operating personnel services, e.g., drivers, head of security guards, housekeepers, technicians, receptionists, etc. 2) Number of personnel : approximately 22 persons 4) Rates of service fees : Service fees per person in each position range between Baht 16,500 to Baht 17,856, excluding overtime pay. It is expected that the annual service fees, including overtime pay, will not exceed Baht 8,000,000. The rates of service fees per person for the respective positions are not higher than the rates of service fees currently charged to the Company by non-connected persons, and similar to the rates charged by other service providers. 5) Term of agreement : 1 year from January 1, 2020 to December 31, 2020 (1 year each) The Executive Committee or any other person entrusted by the Executive Committee shall be authorized to take any arrangements necessary for and relating to the execution of the agreement in order to execute such transaction as it deems

		appropriate, and to take arrangements necessary for 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 personnel service transaction. Upon calculation of the value of the connected transaction throughout the term of the agreement, which the Company shall pay the service fees to the Service Provider which amounts to not exceeding Baht 8,000,000 (Eight Million Baht) when combining the value of this connected transaction with the connected transactions between the Company and the Lessor over the past six months, the total value represents Baht 9,382,400 (Nine Million Three Hundred Eighty-Two Thousand and Four Hundred 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, which is considered a medium-sized transaction in the category of short-term lease of real property, the Company is obliged to disclose such information to the Stock Exchange of Thailand.
Reasons and Justifications for the Transaction	:	To minimize the burden on management of operating personnel, their welfare benefits, and bring about versatility in terms of increase/decrease of the number of personnel as appropriate. With regard to the services provided by the Service Provider, as the Company's connected person, the Service Provider understands and is capable of responding to the Company's requirements better than other service providers. The renewal of this agreement necessarily requires the increase in the number of drivers from the existing agreement by 6 persons in order to sufficiently accommodate the growing number of executives.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Miss Pimauma Jakrajutatip who neither were present nor offered any opinion on this agenda item.
Opinion of the Board of Directors	:	The Board of Directors is of the view that the execution of such connected transaction with Sutat Chudjen Co., Ltd. is justifiable because the rates of service fees are similar to third party service providers previously engaged by the Company, and similar to other service providers, whereas the Service Provider is the Company's connected person and capable of responding to the Company's requirements better. In addition, the rates of service fees remain at the same rates as those under the existing service agreement (term from April 1, 2019 – March 31, 2020), as approved and acknowledged by the Audit Committee and the Board of Directors, and as such, this transaction is deemed justifiable.



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Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors	:	Same as the Board of Directors
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