



บริษัท เจเคเอ็น โกลบอล มีเดีย จำกัด (มหาชน)
JKN GLOBAL MEDIA PUBLIC COMPANY LIMITED
อาคารเจเคเอ็น แกลเลอรี ศาลายา
เลขที่ 45/14 หมู่ 1 ตำบลทรงคนอง อำเภอสสามพราน จังหวัดนครปฐม 73210
Tel.034-310569 www.jknglobal.com

- Translation -

No. JKNGB-001-08/2021

August 9, 2021

Subject: Notification of Resolutions of the Board of Directors' Meeting No. 5/2021 on the execution of acquisition of asset of the Company's subsidiary, the execution of connected transactions and the financial support to the Company's subsidiary (Additional)

Attention: The President

The Stock Exchange of Thailand

- Enclosure
- 1 Information Memorandum on Acquisition of Assets of Company's subsidiaries
 - 2 Information Memorandum on Connected Transaction of JKN Global Media Public Company Limited

JKN Global Media Public Company Limited (the "Company") hereby notifies the resolutions of the Board of Directors' Meeting No. 5/2021, which was held on August 9, 2021, to the Stock Exchange of Thailand ("SET"), as follows:

1. It resolved to approve the renovation by the Company's subsidiaries as follows:
 - 1.1 approved JKN Best Life Company Limited ("JKN Best Life"), a subsidiary of the Company which the Company holds 100 percent of the total issued and sold shares to renovate the JKN Empire building and the equipment located at No. 818 Moo 2, Samrong Nuea Sub-district, Muang Samutprakan District, Samutprakan Province with the renovation budget of THB 35,000,000 to develop the JKN Empire building and its studios to serve as studios for filming the programs of the Company and subsidiaries, as well as office buildings for employees.
 - 1.2 approved MN Beverage Co., Ltd. ("MNB") a subsidiary of the Company which the Company holds 60 percent of the total issued and sold shares of MNB to renovate factory building and the equipment located at No. 88 Moo 8, Nonsee Sub-district, Kabinburi District, Prachinburi Province with the renovation budget of THB 2,700,000 to expand the production line in the production of bottled beverages to reach the standards, new products and to support the market expansion of MNB products in the future

(the renovation in item 1.1 and 1.2 collectively the "Renovation Project").



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The execution of Renovation Project is regarded as an acquisition of assets by the Company pursuant to 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 (including its amendment) 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 Disposition of Assets B.E. 2547 (2004) (including its amendment) (collectively, the “**Notifications on Acquisition or Disposition of Material Assets**”). Upon review of the transaction size used in the calculation of the maximum value of the transaction based on the reviewed quarterly financial statements of the Company ended June 30, 2021 by various approaches under the Notifications on Acquisition or Disposition of Material Assets, the maximum value of the transaction is equal to 0.53 percent based on the Total Value of Consideration. Upon combination with the Company’s transactions on acquisition of assets over the past six months prior to the execution of this transaction, the total transaction value of the acquisition of assets by the Company is equal to 34.05 percent based on the total value of consideration. Such transaction is therefore classified as a “Class 2 Transaction” under the Notifications on Acquisition or Disposition of Material Assets, i.e. transaction which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition or Disposition of Material Assets, and a circular notice must be sent to shareholders within 21 days of the date of disclosure of the transaction to the SET. However, such investment of the Company does not classify as a connected transaction by the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including its amendment) 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) (including its amendment) (collectively, the “**Notifications on Connected Transactions**”).

Please refer to further details in the Information Memorandum on Acquisition of Assets of Company’s subsidiaries ([Enclosure 1](#)).

2. It resolved to acknowledge the amendment of the building 2 Lease and Service Agreement (for Studio Construction) dated May 1, 2019 and the new building lease and service agreement dated May 1, 2019 between JKN News Co., Ltd. and JKN Landmark Co., Ltd. according to the resolution of the Board of Directors No. 1/2019 held on February 27, 2019 by changing the parties in those agreements from JKN News Co., Ltd. to be the Company since JKN News Co., Ltd. no longer needs such space, and the Company has expanded the business operation, therefore, the Company is necessary to use such building.



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3. It resolved to approve the renewal of the lease agreement, car rental agreement and new building lease and service agreement with JKN Landmark Co., Ltd. which is the connected persons of the Company. The renewal of those agreements are regarded as a connected transaction under the Notifications on Connected Transactions.

The aforementioned connected transaction represents an acquisition of assets or service with the maximum value when calculating the total value of connected transactions with the connected person or related persons and close relatives of such persons approved during the past 6 months representing 2.92 percent of the Company's net tangible assets (NTA) based on the reviewed quarterly financial statements of the Company ended June 30, 2021. Such transaction is regarded as a medium-size transaction with a value of more than 0.03 percent but below 3 percent of the Company's net tangible assets (NTA). Therefore, the Company is required to disclose such information memorandum on the connected transaction to SET and obtain approval for such transaction from the Board of Directors, in respect of which the interested directors in such connected transaction, namely Mr. Jakkaphong Jakrajutatip and Miss Pimauma Jakrajutatip, shall neither be present nor be eligible to vote at the Board of Directors' Meeting.

In this regard, the Board of Directors' Meeting has considered authorizing the Chief Executive Officer and Managing Director and/or the person authorized by the Chief Executive Officer and Managing Director to negotiate, enter into agreements and sign relevant documents and contracts, including the power to make any other arrangements as necessary and appropriate to ensure the successful execution of the renewal of the agreements with JKN Landmark Co., Ltd. subject to the relevant legal requirements.

Please refer to further details in the Information Memorandum on Acquisition of Assets and Execution of Connected Transaction by of the Subsidiaries of JKN Global Media Public Company Limited (Enclosure 2).

4. It resolved to approve the financial support to the Company's subsidiaries. The key issues are as follow:

Transaction Date Within December 31, 2021

Parties Borrower 1 MN Beverage Co.,Ltd. which the shares held by (1) the Company in the amount of 51 percent of the total issued and sold shares (2) Mr. Nattapong Witworapong in the amount of 20 percent of the total issued and sold shares (3) Miss Chaninnut Hiranprasartkul in the amount of 12 percent of the total issued and sold shares and (4) Mr. Sutthikorn Hiranprasartkul in the amount of 8 percent of the total issued and sold shares.



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	<u>Borrower 2</u>	JKN MNB Co., Ltd. which the shares held by (1) the Company in the amount of 51 percent of the total issued and sold shares and (2) MN Beverage Co., Ltd. in the amount of 49 percent of total issued and sold shares which the Company hold 60 percent of total registered capital of MN Beverage Co., Ltd.
	<u>Lender</u>	Company
General Characteristic of the transaction		Providing financial support
Transaction size		Compared to the net tangible asset value (NTA) as June 30, 2021 = 2.68 percent
Objective		To facilitate the expansion of the business and increase the liquidity of the 2 subsidiaries.
Credit limit		Total 2 subsidiaries not more than THB 50,000,000
Source of Fund		Company's operating cash flow
Interest Rate		Financing cost + 1%
Loan Term		1 year term
Payment Term		the interest shall be paid on monthly basis Principal amount can be partially or totally repaid before the due date.
Collateral		None
reason and necessity		The Company solely provides the financial support to 2 subsidiaries without borrowing from other shareholders proportionate to the shareholding structure because the Company has a good financial position and good operating result. Therefore, the Company is able to provide financial support without any effect on the Company operating result. Moreover, the Company can monitor the performance of the 2 subsidiaries regularly. The 2 subsidiaries have plans to expand their businesses in a variety of ways, so they require to use cash flow to develop and implement the expansion plan. The implementation of the plan will have a positive impact on the Company in the future.



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In this regard, such loan facility is not in accordance with the shareholding proportion because from the beginning in considering the investment the Company foresees that the two subsidiaries have expertise in beverage production and distribution business. This will enable the Company to expand the scope of its business to the beverage distribution business which is an interesting business with potential. Moreover, the business expansion plans of the two subsidiaries can still produce products in the beauty and health products for the Company in the future. Therefore, due to the Company's lack of expertise in such operations. The Company is therefore a financial supporter.

Opinion of the Board of
Directors

The Board of Directors has considered and deemed it appropriate to approve to provide the financial support to 2 subsidiaries by deemed that the execution of the financial supporting transaction is reasonable and beneficial to the Company.

Please be informed accordingly.

Very truly yours,

(Mr. Jakkaphong Jakrajutapip)

Chief Executive Officer and Managing Director
Authorized person to report Information Memorandum

Information Memorandum on Acquisition of Assets of Company's subsidiaries

The Board of Directors of JKN Global Media Public Company Limited (the "Company") No. 5/2021 which was held on August 9, 2021 resolved to approve the renovation of the building by the Company's subsidiaries as the following details:

1. Approved JKN Best Life Company Limited ("**JKN Best Life**") a subsidiary of the Company which the Company holds 100 percent of the total issued and sold shares to renovate JKN Empire building and the equipment located at No. 818 Moo 2, Samrong Nuea Sub-district, Muang Samutprakan District, Samutprakan Province with the renovation budget of THB 35,000,000 to develop the JKN Empire building and its studios to serve as studios for filming the programs of the Company and Company's subsidiaries, as well as office buildings for employees.

2. Approved MN Beverage Co., Ltd. ("**MNB**") a subsidiary of the Company which the Company holds 60 percent of the total issued and sold shares to renovate factory building and the equipment located at No. 88 Moo 8, Nonsee Sub-district, Kabinburi District, Prachinburi Province with the renovation budget of THB 2,000,000 to expand the production line in the production of bottled beverages to reach the standards and to support the market expansion of MNB products in the future.

(the renovation in item 1 and item 2 collectively the "**Renovation Project**").

The execution of the Renovation Project is regarded as an acquisition of assets by the Company pursuant to 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 (including its amendment) 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 Disposition of Assets B.E. 2547 (2004) (including its amendment) (collectively, the "**Notifications on Acquisition or Disposition of Material Assets**"). Upon review of the transaction size used in the calculation of the maximum value of the transaction based on the reviewed quarterly financial statements of the Company ended June 30, 2021 by various approaches under the Notifications on Acquisition or Disposition of Material Assets, the maximum value of the transaction is equal to 0.53 percent based on the Total Value of Consideration. Upon combination with the Company's transactions on acquisition of assets over the past six months prior to the execution of this transaction, the total transaction value of the acquisition of assets by the Company is equal to 34.05 percent based on the total value of consideration. Such transaction is therefore classified as a "Class 2 Transaction" under the Notifications on Acquisition or Disposition of Material Assets, i.e. transaction which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an

information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition or Disposition of Material Assets, and a circular notice must be sent to shareholders within 21 days of the date of disclosure of the transaction to the SET. However, such investment of the Company does not classify as a connected transaction by the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including its amendment) 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) (including its amendment) (collectively, the “Notifications on Connected Transactions”).

Therefore, the Company proposes to disclose such information memorandum regarding the acquisition of assets pursuant to the Notifications on Acquisition or Disposition of Material Assets to SET, with the details as follows:

1. Date of the Transaction

The Board of Directors approved JKN Best Life to renovate JKN Empire building and approved MNB to renovate the factory building. The renovation is scheduled to commence on August, 2021 and is expected to complete in December, 2021.

2. Related Parties and Relationship with the Company

The Service Recipient : JKN Best Life and MNB

The Contractor : The contractor to be selected by the Company in accordance with a fair and transparent process and Company's policy.

Relationship with the Company : They are not connected persons with the Company.

3. General Description of the Transactions

The renovation of JKN Empire building of JKN Best life and the renovation MNB's factory building are building improvements to support the expansion of business operations to increase the competitiveness of JKN Best Life and MNB. The renovation of the JKN Empire building will cover the renovation of the studio in order to be a studio with technology that is equipped with modern television production, as well as improvements in office spaces to accommodate more staff and include refurbishment of the public area in the building. The renovation of MNB's factory building in order to increase the production line and support the production of quality bottled beverage products, new products and has production standards.

4. Calculation of the Transaction Size

The Renovation Project is regarded as an acquisition of assets by the Company pursuant to the Notifications on Acquisition or Disposition of Material Assets. The Company uses information from the reviewed quarterly financial statements ended June 30, 2021 to calculate the transaction size with details as follows

Basis of Calculation	Transaction Size (percent)
1. Net Tangible Assets	<i>(This is not applicable since it is the building renovation transaction)</i>
2. Net Operating Profits	<i>(This is not applicable since it is the building renovation transaction)</i>
3. Total Value of Consideration	$37,700,000 \div 7,172,378,674.47 = 0.53$
4. Value of Securities	<i>(This is not applicable since it is the building renovation transaction)</i>

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**Approximate value, subject to finalization of the risks associated with the renovation construction process including the risks of delay of the Renovation Project and the risks associated with the fluctuation or increase in the of the Renovation Project (e.g. there may be an additional expense from the additional scope of the works beyond the preliminary estimate).*

Upon the reviewing of the transaction size based on the reviewed quarterly financial statements of the Company ended June 30, 2021 by various approaches under the Notifications on Acquisition or Disposition of Material Assets, the maximum value of the transaction is equal to 0.53 percent based on the Total Value of Consideration. Upon combination with the Company's transactions on acquisition of assets over the past six months prior to the execution of this transaction, the total transaction value of the acquisition of assets by the Company is equal to 34.05 percent based on the total value of consideration. Such transaction is therefore classified as a "Class 2 Transaction" under the Notifications on Acquisition or Disposition of Material Assets, i.e. transaction which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition or Disposition of Material Assets, and a circular notice must be sent to shareholders within 21 days of the date of disclosure of the transaction to the SET. However,

such investment of the Company does not classify as a connected transaction by the Company under the Notifications on Connected Transactions.

5. Details of Acquired Assets

The renovation of JKN Empire building will involve the major component as follows:

- 1) Interior and exterior improvements and partially renovated in common areas of JKN Empire Building
- 2) Renovation of JKN Empire Building & Elevator System
- 3) Space extension to increase employee workspace at JKN Empire Building
- 4) Scene improvements, furniture, studio equipment and filming equipment

The renovation of MNB's factory building will involve the major component as follows:

- 1) Lab Machinery & Equipment
- 2) Improve loading area
- 3) Improved thermal system in the factory.

6. Total Value of Consideration and Payment

The total budget for the Renovation Project is THB 37,700,000 which was estimate by an experienced construction contractor. The budget will be subject to the negotiation process, the risks associated with the delay of the project, and risks associated with the fluctuation or increase in the costs of the project. The payment for the renovation will be paid to the relevant construction contractor in the form of cash in installments depending on the progress of the scope of work and/or the completion of the renovation in each particular phase or part of the renovation works.

7. Total Value of Acquired or Disposed Assets

It is expected that the total value of the acquired asset will be approximately THB 37,700,000 as indicated in the total value of consideration and payment (item 6 above).

In this regard, the capital expenditure with respect to the Renovation Project may not be recorded in the full amount under applicable accounting principles, as such, the value of the acquired assets under the Renovation Project may not equal to the total value of consideration.

8. Basis of Determination of the Value of Consideration

The total value of the consideration was assessed with respect to the design and interior decoration, covering detailed design and interior decoration, procurement of materials and equipment, renovation works, and installation of equipment and other expenses necessary for the implementation of the Renovation Project which is estimated by an experienced construction contractor.

9. Expected Benefits to the Company

The Renovation Project is expected to bring several benefits to the Company:

- 1) Make the studios in JKN Empire ready to produce quality and modern television media to increase the competitive potential for the Company's business;
- 2) The office is well equipped to accommodate the growing number of employees with modern spaces and complete facilities;
- 3) The factory that is ready to support the production of quality products with modern production technology;
- 4) Increased sustainable financial performance which is as a result of higher income and profits (compared to the absence of improvement);

10. Source of Funds

The Company will use its working capital from operating results and/or source of funds from the financial institution.

11. Interested directors and/or connected persons who were not present in the consideration and voting

-None-

12. Opinion of the Board of Directors

The Board of Directors considered the renovation of JKN Empire Building and the factory building of MNB and deemed it appropriate and beneficial to the Company and shareholders of the Company, as the renovation and facilities development will enhance the reputation of the Company and its competitiveness potential which will improve the Company's financial performance.

13. Opinion of the Audit Committee

There is no different opinion from the Board of Directors.

Information Memorandum on Related Party Transactions of JKN Global Media Public Company Limited

1. Renewal of the building lease contract for use as the Company's office and business operation place.

Transaction Date	:	Within December 31,2021
Related Parties	:	Lessor is JKN Landmark Co., Ltd. (the "Lessor"). Lessee is JKN Global Media Public Company Limited (the "Company")
Relationships	:	1) Mr. Jakkaphong Jakrajutap 1.1) is a shareholder, a director and management of the Company. 1.2) is a major shareholder and a director of the Lessor which holding 70 percent of shares. 2) Ms. Pimauma Jakrajutap (sister of Mr. Jakkaphong Jakrajutap) 2.1) is a director and management of the Company 2.2) is a major shareholder of the Lessor which holds 30 percent of shares.
Nature of Transaction	:	The Company takes on 3 years short-term lease of the property as detailed below: 1) Real property lease for not over 3 years 2) Location : Office building at No. 45/14, Moo 1, JKN Gallery Salaya (Building 1), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210 3) Leased area : 798 sq.m. With the purpose of being Company's office and business premises. 4) Rates of Rent : Rent Baht 501.25/sq.m./month Common fees Common and public utility fees Baht 375.94/sq.m./month Fees Total Baht 877.19/sq.m./month (Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building, all furniture in the building, security guard fee and cleaning staffs fee.) However, the rent is the same rate as the one on the current contract. The rates of rent and common fees are reasonable and comparable to the market rate of those in the same area.

		5) Lease Term : 1 year and 7 months from January 1, 2022 to July 31, 2023 (which may be extended for 3 years each)
Type and Total Value of Transaction	:	This is a real property lease for not over 3 years. Upon valuation of the value of the related party transaction throughout the term of the agreement, the Company shall pay for the lease to the Lessor amounting at THB 13,300,000 the value of the connected transaction between the Company and the Lessor over the past six months represents approximately THB 54,442,056 or is equivalent to 2.92 percent of the value of the Company's net tangible assets (NTA) which is calculated from the reviewed quarterly financial statements of the Company ending June 30, 2021. 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 and obtain approval for such transaction from the Board of Directors.
Reasons and Justifications for the Transaction	:	Renewing the lease of the property (Building 1 along Borommaratchachonnani Road) with a purpose of being the company's office space and business premises. Note that the rates of rent and common fees are the same as the current ongoing contract.
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	:	<p>The execution of such transaction is for use as a workspace of the staff and head office of the Company. The Company necessary to operate the business continually and it is more cost-effective than relocating due to the relocation require the investment cost in relocation, demolition, especially the dubbing room which is active all the time because it is the main business of the Company and the cost of investment in new construction is high. In addition, the Company's employees mostly have special expertise and knowledge in the organization due to working experiences with the Company for a while which is familiar with the area and current location of the Company. The surrounded area of the Company has no office building which has enough area. In addition, the building can enhance the Company's good image.</p> <p>Pricing is considered and agreed between the Company and the leasers. The Company cannot show that there are general trading conditions. The leaser maintains the current contracted rental rate and the common fee which is 501.25 /square meter per month which is considered a normal rental rate that is suitable for the location on the side of the road and the overall appearance and condition of the</p>

		building. Regarding the common and utilities fee at the rate of THB 375.94 /square meter per month, which is the rate that includes water, electricity, security, parking, elevators by cable inside the building Office furniture. The new contract will include the security guard fee and cleaning staff fees as well. Therefore, 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. Car Service Agreement (1 year)

Transaction Date	:	Within December 31,2021
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 shareholder a director and management of the Company 1.2 is a major shareholder and a director of the Service Provider which holding 70 percent of shares. 2) Ms. Pimauma Jakrajutatip (sister of Mr. Jakkaphong Jakrajutatip) 2.1 is a director and management of the Company 2.2 is a major shareholder of the Service Provider which holds 30 percent of shares.
Nature of Transaction	:	The Company receives car services for the Company's executives, as detailed below: 1) Property rental services 2) Type of assets: 1 cars 3) Details of assets: Executive car TOYOTA: CAMRY 2014 for use as executive cars.

	<p>4) Rates of Service: THB 17,000/month</p> <p>5) Term of Contract: 1 years from April 1, 2022 to March 31, 2023.</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 transaction is a property rental. Upon calculation of the value of the related party transaction throughout the term, the Company shall pay the rental fees to the rent which amounts to Baht 204,000, the value of the connected transaction between the Company and the Lessor over the past six months represents the total value of Baht 54,442,056 or is equivalent to 2.92 percent of the value of the Company's net tangible assets (NTA) is calculated from the reviewed quarterly financial statements of the Company ending June 30, 2021. 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 assets or services, the Company is obliged to disclose such information to the Stock Exchange of Thailand and obtain approval for such transaction from the Board of Directors.
Reasons and Justifications for the Transaction	: To provide the company's executives with vehicles
Interested Directors	: Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present at the meeting nor offered any opinion on this agenda.
Opinion of the Board of Directors	: The execution of such related party transaction with JKN Landmark Co., Ltd., as the owner of the mentioned car, for use as the executive car, is justifiable. This is upon consideration of the rental service fee per month, it is considered more worthy than purchasing the cars as the company would not have to deal with the depreciation costs, maintenance cost, insurance cost, and taxation cost. Furthermore, the rental fee is quite low when compared to the market rates and it is the same rates as those under the existing service agreement (term from April 1, 2021 – March 31, 2022).

		This has been 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.

3. Building 2 Lease and Service Agreement (Supplement)

Transaction Date	:	Within December 31,2021
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 shareholder a director and management of the Company. 1.2 is a major shareholder and a director of the Lessor which holds 70 percent of shares. 2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) 2.1 is a director and management of the Company 2.2 is a major shareholder of the Lessor which holds 30 percent of shares ¹⁾
Nature of Transaction	:	The Company 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 (Building2), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210 3) Leased area : 273.85 sq.m. For use as the Company's office and business premises. 4) Rates of Rent : Rent Baht 400/sq.m./month and Common and public utility fees Baht 277/sq.m./month Fees Total Baht 677/sq.m./month

	<p>(Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building, security guard fee and cleaning staffs fee)</p> <p>5) Lease Term : 1 year and 4 months from April 1, 2022 to July 31, 2023 (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 matter on behalf of the Company until completion, including but not limited to negotiations, amendment of the contents in the draft agreement and signing the agreements.</p>
Type and Total Value of Transaction	<p>: This is a real property lease for not over 3 years. Upon valuation of the value of the related party transaction throughout the term of the agreement, the Company shall pay for the lease to the Lessor which amounts to Baht 2,966,343, the value of the related party transaction between the Company and the Lessor over the past six months represents approximately Baht 54,442,056 or is equivalent to 2.92 percent of the value of the Company's net tangible assets (NTA) is calculated from the reviewed quarterly financial statements of the Company ending June 30, 2021. 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 assets or services, the Company is obliged to disclose such information to the Stock Exchange of Thailand and obtain approval for such transaction from the Board of Directors.</p>
Reasons and Justifications for the Transaction	<p>: Renewing the lease of the property (3-5th floor, part of Building 2) with a purpose of being the company's office space and business premises. Note that the rates of rent and common fees are the same as the current ongoing contract.</p>
Interested Directors	<p>: Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present at the meeting nor offered any opinion on this agenda.</p>
Opinion of the Board of Directors	<p>: The execution of such transaction is for use as a workspace of the staffs. The Company necessary to operate the business continually. The leased area is close to the current office of the Company which makes it convenient and agile to manage. In addition, the Company's employees mostly have special expertise and knowledge in the organization due to working experiences with the Company for a</p>

	<p>while which is familiar with the area and current location of the Company. The surrounded area of the Company has no office building which has enough area. In addition, the building can enhance the Company's good image and the location is very convenient.</p> <p>Pricing is considered and agreed between the Company and the leasers. The Company cannot show that there are general trading conditions. The leaser maintains the current contracted rental rate and the common fee which is 400 /square meter per month which is considered a normal rental rate that is suitable for the location on the side of the road and the overall appearance and condition of the building. Regarding the common and utilities fee at the rate of THB 277 /square meter per month, which is the rate that includes water, electricity, security, parking, elevators by cable inside the building Office furniture. The new contract will include the security guard fee and cleaning staff fees as well. Therefore, this transaction is deemed justifiable.</p>
<p>Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors</p>	<p>: Same as the Board of Directors.</p>

4. Building 2 Lease and Service Agreement (for Studio Construction)

Transaction Date	: Within December 31,2021
Related Parties	: Lessee/Customer is JKN Global Media Public Company Limited (the "Company"). Lessor/Service Provider is JKN Landmark Co., Ltd. (the "Lessor").
Relationships	: <ul style="list-style-type: none"> 1) Mr. Jakkaphong Jakrajutatip <ul style="list-style-type: none"> 1.1 is a shareholder, a director and management of the Company. 1.2 is a major shareholder and a director of the Lessor which holding 70 percent of shares 2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) <ul style="list-style-type: none"> 2.1 is a director and management of the Company 2.2 is a major shareholder of the Lessor which holding 30 percent of shares1)

Nature of Transaction	<p>: The Subsidiary takes on short-term lease of real property and receives services, as follows:</p> <ol style="list-style-type: none"> 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. <p>With the purpose of being Company's office and business premises.</p> <ol style="list-style-type: none"> 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 <p>(Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building , security guard fee and cleaning staffs fee)</p> <ol style="list-style-type: none"> 5) Lease Term : 1 year and 3 months from May 1, 2022 to July 31, 2023 (which may be extended for 3 years each) <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 agreements.</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 1,523,250 the value of the related party transaction between the Company and the Lessor over the past six months represents approximately Baht 54,442,056 or is equivalent to 2.92 percent of the value of the Company's net tangible assets (NTA) is calculated from the reviewed quarterly financial statements of the Company ending June 30, 2021. 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 assets or services, the Company is obliged to disclose such</p>

		information to the Stock Exchange of Thailand and obtain approval for such transaction from the Board of Directors.
Reasons and Justifications for the Transaction	:	Renewing the lease of the property (1st floor, Building 2) with a purpose of being the company's office space and business premises provided that the rates of rent and common fees are the same as the current ongoing contract.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present at the meeting nor offered any opinion on this agenda.
Opinion of the Board of Directors	:	<p>The execution of such transaction is for use as a filming studio. The Company necessary to operate the business continually. The leased area is close to the current office of the Company which makes it convenient and agile to manage. In addition, the Company's employees mostly have special expertise and knowledge in the organization due to working experiences with the Company for a while which is familiar with the area and current location of the Company. The surrounded area of the Company has no office building which has enough area. In addition, the building can enhance the Company's good image and the location is very convenient.</p> <p>Pricing is considered and agreed between the Company and the leasers. The Company cannot show that there are general trading conditions. The leaser maintains the current contracted rental rate and the common fee which is 400 /square meter per month which is considered a normal rental rate that is suitable for the location on the side of the road and the overall appearance and condition of the building. Regarding the common and utilities fee at the rate of THB 277 /square meter per month, which is the rate that includes water, electricity, security, parking, elevators by cable inside the building Office furniture. The new contract will include the security guard fee and cleaning staff fees as well. Therefore, this transaction is deemed justifiable.</p>
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. Renewal of Lease agreement and New Building Service 3 (2nd floor to use as workspace of the staffs)

Transaction Date	:	Within December 31,2021
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 shareholder a director and management of the Company. 1.2 is a major shareholder and a director of the Lessor which holding 70 percent of shares. 2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) 2.1 is a director and management of the Company 2.2 is a major shareholder of the Lessor which holding 30 percent of shares
Nature of Transaction	:	The Company 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 3), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210 3) Leased area : 254.00 sq.m. For use as head office and business premise. 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, security guard fee and cleaning staffs fee) 5) Lease Term : 1 year and 3 months from May 1, 2022 to July 31, 2023 (which may be extended for 3 years each) 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.
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 2,579,370 the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 54,442,056 or is equivalent to 2.92 percent of the value of the Company's net tangible assets (NTA) is calculated from the reviewed quarterly financial statements of the Company ending June 30, 2021. 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 assets or services, the Company is obliged to disclose such information to the Stock Exchange of Thailand and obtain approval for such transaction from the Board of Directors.
Reasons and Justifications for the Transaction	:	Renewing the lease of the property (2nd floor, Building 3) with a purpose of being the company's office space and business premises provided that the rates of rent and common fees are the same as the current ongoing contract.
Interested Directors	:	Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip who neither were present at the meeting nor offered any opinion on this agenda.
Opinion of the Board of Directors	:	<p>The execution of such transaction is for use as a working space of the staffs. The Company necessary to operate the business continually. The leased area is close to the current office of the Company which makes it convenient and agile to manage. In addition, the Company's employees mostly have special expertise and knowledge in the organization due to working experiences with the Company for a while which is familiar with the area and current location of the Company. The surrounded area of the Company has no office building which has enough area. In addition, the building can enhance the Company's good image and the location is very convenient.</p> <p>Pricing is considered and agreed between the Company and the leasers. The Company cannot show that there are general trading conditions. The leaser maintains the current contracted rental rate and the common fee which is 400 /square meter per month which is considered a normal rental rate that is suitable for the location on the side of the road and the overall appearance and condition of the building. Regarding the common and utilities fee at the rate of THB 277</p>

		/square meter per month, which is the rate that includes water, electricity, security, parking, elevators by cable inside the building Office furniture. The new contract will include the security guard fee and cleaning staff fees as well. Therefore, 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.

6. Renewal of 1st Floor of Building 3 Lease and Service Agreement (Meeting room)

Transaction Date	:	Within December 31,2021
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 shareholder a director and management of the Company. 1.2 is a major shareholder and a director of the Lessor which holding 70 percent of shares. 2) Ms. Pimauma Jakrajutatip (younger sister of Mr. Jakkaphong Jakrajutatip) 2.1 is a director and management of the Company 2.2 is a major shareholder of the Lessor which holding 30 percent of shares
Nature of Transaction	:	The Company 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 3), Tambon Song Khanong, Amphoe Sam Phran, Nakhon Pathom Province 73210 3) Leased area : 254.00 sq.m. For use as head office and business premise. 4) Rates of Rent : Rent Baht 400/sq.m./month

	<p>and Common Common and public utility fees Baht 277/sq.m./month</p> <p>Fees Total Baht 677/sq.m./month</p> <p>(Common and public utility fees include water supply, power supply, security system, parking, passenger lifts in the building, security guard fee and cleaning staffs fee)</p> <p>5) Lease Term : 1 year and 3 months from May 1, 2022 to July 31, 2023 (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 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 2,579,370 the value of the connected transaction between the Company and the Lessor over the past six months represents approximately Baht 54,442,056 or is equivalent to 2.92 percent of the value of the Company's net tangible assets (NTA) is calculated from the reviewed quarterly financial statements of the Company ending June 30, 2021. 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 assets or services, the Company is obliged to disclose such information to the Stock Exchange of Thailand.</p>
Reasons and Justifications for the Transaction	<p>: Renewing the lease of the property (1st floor, Building 3) with a purpose of being the company's office space and business premises provided that the rates of rent and common fees are the same as the current ongoing contract.</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 transaction is for use as a meeting rooms. The Company necessary to operate the business continually. The leased area is close to the current office of the Company which makes it convenient and agile to manage. In addition, the Company's employees mostly have special expertise and knowledge</p>

	<p>in the organization due to working experiences with the Company for a while which is familiar with the area and current location of the Company. The surrounded area of the Company has no office building which has enough area. In addition, the building can enhance the Company's good image and the location is very convenient.</p> <p>Pricing is considered and agreed between the Company and the leasers. The Company cannot show that there are general trading conditions. The leaser maintains the current contracted rental rate and the common fee which is 400 /square meter per month which is considered a normal rental rate that is suitable for the location on the side of the road and the overall appearance and condition of the building. Regarding the common and utilities fee at the rate of THB 277 /square meter per month, which is the rate that includes water, electricity, security, parking, elevators by cable inside the building Office furniture. The new contract will include the security guard fee and cleaning staff fees as well. Therefore, this transaction is deemed justifiable.</p>
<p>Opinion of the Audit Committee and/or its members which differs from the Company's Board of Directors</p>	<p>: Same as the Board of Directors.</p>