



บริษัท เจเคเอ็น โกลบอล มีเดีย จำกัด (มหาชน)
JKN GLOBAL MEDIA PUBLIC COMPANY LIMITED
อาคารเจเคเอ็น แกลเลอรี ศาลายา
เลขที่ 45/14 หมู่ 1 ตำบลทรงคนอง อำเภอสามพราน จังหวัดนครปฐม 73210
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(Translation)

No. JKNGB-002-10/2021

29 October 2021

Subject: Notification of the details of the copyrighted content purchase (between 1 July – 30 September 2021) under the budget approved by the general meeting of shareholders

Attention: The President
The Stock Exchange of Thailand

Enclosure: Information Memorandum Concerning Entry Into Acquisition of Assets by JKN Global Media Public Company Limited and its subsidiaries

According to the 2021 Annual General Meeting of Shareholders (the “**Meeting**”) of JKN Global Media Public Company Limited (the “**Company**”) was on held on 30 April 2021 at 14.30 hours through the electronic meeting (E-AGM) format in accordance with criteria specified in the laws regarding electronic meeting (E-AGM) broadcast from the headquarter of the Company at JKN Gallery Salaya Building No. 45/14 Moo 1 Songkanong Sub-District, Sam Phran District, Nakhon Pathom Province 73210. The Meeting resolved, by a majority votes of the total votes of all shareholders present at the Meeting and casting their votes, to approve the budget to purchase the copyrighted content of the Company's content for the year 2021 in the amount of not exceeding THB 1,200,000,000 which will purchase from a person who is not a connected person of the Company. In this regard, the copyrighted content purchasing is considered as acquisition of assets which less than 50 percent of gross value of reward calculated from the Company's consolidated financial statements as of 31 December 2020 (the “**Approved budget**”) with the plan to use the budget as follows:

| Classified by Category | Amount (Million THB) |
|--|----------------------|
| 01 Asian Fantasy, a copyrighted contend in the category of series, drama, and movie from the Asia countries. | 800.00 |
| 02 Hollywood Hits, a copyrighted contend in the category of series and movie mostly from the United States. | 300.00 |
| 03 Kids Inspired, a copyrighted contend in the category of cartoon from abroad which targeted mainly to young audience. | 50.00 |
| 04 I Magic the project, a copyrighted contend in the category of nature documentary, historical documentary and world famous personal biographical documentary | 50.00 |
| Total | 1,200.00 |
| Classified by Country | Amount (Million THB) |
| Domestic, purchased the copyrighted contend for sell in Thailand | 400.00 |
| Foreign Countries, purchased the copyrighted contend for sell abroad. | 800.00 |
| Total | 1,200.00 |

In the case that the Company purchase the copyrighted content under the Approved budget, the Company shall disclose the information to notify the shareholders of the Company via SET Link accordingly.

However, in the case that the Company purchase the copyrighted content in the amount exceeding the Approved budget, the Company shall follow the rule and regulation regarding the acquisition and disposition and will consider the transaction size and propose to the Board of Directors and/or the shareholders' meeting of the Company for approval including disclose information in accordance with the announcement on the acquisition and disposition of assets of listed companies according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 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 and Disposition of Material Assets**”).

However, due to the trend in copyrighted content demand has changed. Therefore, the company is necessary to reclassify the copyrighted content under the approved budget limit as follows.

| | As proposed to the AGM | After reclassification |
|---|---------------------------|------------------------|
| Classified by Category | Amount (Million THB) | Amount (Million THB) |
| 01 Asian Fantasy, a copyrighted contend in the category of series, drama, and movie from the Asia countries. | 800.00 | 850.00 |
| 02 Hollywood Hits, a copyrighted contend in the category of series and movie mostly from the United States. | 300.00 | 325.00 |
| 03 Kids Inspired, a copyrighted contend in the category of cartoon from abroad which targeted mainly to young audience. | 50.00 | 0.00 |
| 04 I Magic the project, a copyrighted contend in the category of nature documentary, historical documentary and world famous personal biographical documentary. | 50.00 | 25.00 |
| Total | 1,200.00 | 1,200.00 |
| Classified by Country | Amount (Million THB) | Amount (Million THB) |
| Domestic, purchased the copyrighted contend for sell in Thailand. | 400.00 | 448.50 |
| Foreign Countries, purchased the copyrighted contend for sell abroad. | 800.00 | 751.50 |
| Total | 1,200.00 | 1,200.00 |

In this regard, the company has purchased the copyrighted content under the approved budget between 1 July – 30 September 2021, which is not considered a connected transaction of the company according to the announcement of the connected transaction, the details are as follows :

| | | (Million THB) | | | |
|---------------------------|-------------------|-----------------------------|--|--|---------------------|
| | | The Budget after adjustment | Spending Amount 1 January – 30 June 2021 | Spending Amount 1 July – 30 September 2021 | Remaining Amount |
| Classified by Category | 01 Asian Fantasy | 850.00 | 437.66 | 412.15 | 0.20 |
| | 02 Hollywood Hits | 325.00 | 202.99 | 67.83 | 54.18 |
| | 03 Kids Inspired | - | - | - | - |
| | 04 I Magic the | 25.00 | - | - | 25.00 |
| | Total | 1,200.00 | 640.64 | 479.98 | 79.38 |
| Classified by Country | Domestic | 448.50 | 260.02 | 188.10 | 0.38 |
| | Foreign Countries | 751.50 | 380.62 | 291.88 | 79.00 |
| | Total | 1,200.00 | 640.64 | 479.98 | 79.38 |

Please refer to further details in the Information Memorandum Concerning Entry Into Acquisition of Assets by JKN Global Media Public Company Limited and its subsidiaries (Enclosure).

Please be informed accordingly.

Very truly yours,

(Mr. Jakkaphong Jakrajutapit)

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

**Information Memorandum Concerning Entry Into Acquisition of Assets
by JKN Global Media Public Company Limited and its subsidiaries**

The 2021 Annual General Meeting of Shareholders of JKN Global Media Public Company Limited (the “Company”) was on held on 30 April 2021 resolved to approve the budget to purchase the copyrighted content of the Company's content for the year 2021 in the amount of not exceeding THB 1,200,000,000 which will purchase from a person who is not a connected person of the Company. In this regard, the copyrighted content purchasing is considered as acquisition of assets which less than 50 percent of gross value of reward calculated from the Company's consolidated financial statements as of 31 December 2020 (the “Approved budget”) with the plan to use the budget as follows:

| Classified by Category | Amount (Million THB) |
|---|-----------------------------|
| 01 Asian Fantasy, a copyrighted contend in the category of series, drama, and movie from the Asia countries. | 800.00 |
| 02 Hollywood Hits, a copyrighted contend in the category of series and movie mostly from the United States. | 300.00 |
| 03 Kids Inspired, a copyrighted contend in the category of cartoon from abroad which targeted mainly to young audience. | 50.00 |
| 04 I Magic the project, a copyrighted contend in the category of nature documentary, historical documentary and world famous personal biographical documentary. | 50.00 |
| Total | 1,200.00 |
| Classified by Country | Amount (Million THB) |
| Domestic, purchased the copyrighted contend for sell in Thailand. | 400.00 |
| Foreign Countries, purchased the copyrighted contend for sell abroad. | 800.00 |
| Total | 1,200.00 |

In the case that the Company purchase the copyrighted content under the Approved budget, the Company shall disclose the information to notify the shareholders of the Company via SET Link accordingly.

However, due to the trend in copyrighted content demand has changed. Therefore, the company is necessary to reclassify the type of copyrighted content under the approved budget limit as follows.

| | As proposed to the AGM | After reclassification |
|---|---------------------------|------------------------|
| Classified by Category | Amount (Million THB) | Amount (Million THB) |
| 01 Asian Fantasy, a copyrighted contend in the category of series, drama, and movie from the Asia countries. | 800.00 | 850.00 |
| 02 Hollywood Hits, a copyrighted contend in the category of series and movie mostly from the United States. | 300.00 | 325.00 |
| 03 Kids Inspired, a copyrighted contend in the category of cartoon from abroad which targeted mainly to young audience. | 50.00 | 0.00 |
| 04 I Magic the project, a copyrighted contend in the category of nature documentary, historical documentary and world famous personal biographical documentary. | 50.00 | 25.00 |
| Total | 1,200.00 | 1,200.00 |
| Classified by Country | Amount (Million THB) | Amount (Million THB) |
| Domestic, purchased the copyrighted contend for sell in Thailand. | 400.00 | 448.50 |
| Foreign Countries, purchased the copyrighted contend for sell abroad. | 800.00 | 751.50 |
| Total | 1,200.00 | 1,200.00 |

In this regard, during the period of 1 July – 30 September 2021, the Company has purchased content copyrights under the Approved budget. Therefore, the Company would like to disclose information about the acquisition of significant assets in accordance with the Notification on Acquisition or Disposition of Significant Assets.

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

1. Date of the Transaction

The Company has entered into contracts to purchase copyrighted content from the company that owns the copyrighted content as follow :

| No. | Contract Date | Buyer | Seller | Category | Country | Total Amount (THB)* July-September 2021 |
|-----|----------------|--|--|-------------------|---|--|
| 1 | July 2021 | JKN Global Media Public Company Limited | India-Cast Media Distribution Private Limited. | 01 Asian Fantasy | Vietnam | 13,457,812.50 |
| 2 | July 2021 | | India-Cast Media Distribution Private Limited. | 01 Asian Fantasy | United Arab Emirates | 24,459,372.00 |
| 3 | August 2021 | | A company that is not connected person of the company #1** | 01 Asian Fantasy | All countries except Thailand, China, Myanmar, Cambodia, Vietnam, Malaysia | 98,000,000.00 |
| 4 | August 2021 | | CBS Studios International Ltd. | 02 Hollywood Hits | Thailand | 25,595,580.00 |
| 5 | September 2021 | | CBS Paramount Asia Group Limited | 02 Hollywood Hits | United Arab Emirates | 42,235,200.00 |
| 6 | July 2021 | JKN Best Life Co.,Ltd. | A company that is not connected person of the company #2** | 01 Asian Fantasy | All countries except Thailand, China, Myanmar, Cambodia, Vietnam, Malaysia, Singapore, Indonesia, South Korea | 59,875,000.00 |
| 7 | July 2021 | | A company that is not connected person of the company #2** | 01 Asian Fantasy | All countries except Thailand, China, Myanmar, Cambodia, Vietnam, Malaysia, Singapore, Indonesia, South Korea | 53,855,000.00 |
| 8 | August 2021 | | A company that is not connected person of the company #2** | 01 Asian Fantasy | Thailand | 162,500,000.00 |

* Calculate the exchange rate as of the contract date.

479,977,964.50

** Can not disclose the name because it affects the trading conditions.

2. Related Parties and Relationship with the Company

| | |
|-------------------------------|--|
| Buyer | JKN Global Media Public Company Limited JKN Best Life Co.,Ltd. |
| Seller | <ol style="list-style-type: none"> 1. India-Cast Media Distribution Private Limited 2. A Company that is not connected person of the company #1 3. CBS Studios International Ltd. 4. CBS Paramount Asia Group Limited 5. A Company that is not connected person of the company #2 |
| Relationship with the Company | All 5 sellers are not connected persons of the Company |

3. General Description of the Transactions

The 2021 Annual General Meeting of Shareholders of the Company resolved to approve the budget to purchase the copyrighted content for the year 2021 in the amount of not exceeding THB 1,200,000,000. The company will purchase the copyrighted content from the companies that owns the copyrighted content who are not connected person of the Company to use in the Company's main business In the manner of gradual purchase contracts according to the number of hours of each title continuously throughout the year under the Approved budget and bring the copyrighted content which purchased to sell to customers which must be produced as a finished product It goes through localization processes (such as translating scripts, putting voice overs, putting in background music, etc.) before delivering to customers.

The company will purchase the copyrighted content from the companies that owns the copyrighted content who are not connected person of the Company to use in the Company's main business In the manner of gradual purchase contracts according to the number of hours of each title continuously throughout the year under the Approved budget and sell it to customers which must be produced as a finished product through localization processes (such as translating scripts, dubbing, inserting soundtrack, etc.) before delivering to customers.

4. Details of Acquired Assets

| | |
|-----------------------|---|
| Type of Assets | Copyrighted content for distribution through various channels |
| Agreed Purchase Price | THB 479,977,964.50 |

5. Total Value of Consideration and Payment Method

The company will pay the copyrighted content amount of THB 479,977,964.50 to all 5 seller companies in cash.

6. Total Value of Acquired or Disposed Assets

Copyrighted content for distribution through various channels in various countries, with a period of use between 5-7 years from the date the company receives copyrighted content from the company that owns it.

7. Basis of Determination of the Value of Consideration

The determination of the value of consideration is based on negotiation between the parties. The Company uses business expertise and experience to consider by considering the attractiveness, value, and profitability of copyrighted content.

8. Expected Benefits to the Company

The Company's core business is to manage and distribute copyrighted content. The purchase of copyrighted content is a normal business practice of the Company. to obtain content and bring it through the localization process into finished goods for delivery to customers who mostly own content broadcasting platforms. The Company's finished products are in demand and accepted by customers because the content is interesting and suitable for the audience. The company conducts marketing activities with the audience thus creating a group of fans and able to create eyeball for customers, it also has a lower cost than customers producing content themselves. Therefore, it can generate good returns for the company.

9. Source of Funds

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

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

None

11. Opinion of Board of Directors on Entry Into Transaction

The Board of Directors carefully considered and opined that purchase the copyrighted content is an important transaction for the Company's core business. The budget limit for the year 2021 of THB 1,200,000,000 is an appropriate amount for the company's business growth goals and deemed it appropriate to propose the 2021 Annual General Meeting of Shareholders to consider and approve the said budget by allowing the management to manage the use of the budget due to their experience and expertise in selecting, negotiating and generating appropriate returns for the company.

12. Opinion of Audit Committee and/or Company Directors Differing From Opinion Found in Item 11

None