



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-001-02/2022

3 February 2022

Subject: Notification of the details of the copyrighted content purchase (between 1 October – 31 December 2021) under the approved budget for the year 2021

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 (the “**approved budget**”) which will purchase from a person who is not a connected person of the Company.

In additional, the Board of Directors Meeting No. 6/2021 which was held on 10 November 2021 approved the Company and the Company's subsidiary to increase the budget to purchase the copyrighted content for the year 2021 from the approved budget by the 2021 Annual General Meeting of Shareholders in the amount of THB 200,000,000 **totalling the amount of not exceeding THB 1,400,000,000** which will purchase from a person who is not a connected person of the Company and approved authorizing the management department to manage the budget because of their experience and expertise to decide, negotiate in order to generate reasonable returns to the Company. In the case of the purchasing of the copyrighted content under the budget, the Company will disclose the information to SET via Set Link in each quarters as previously disclosed. As of 10 November 2021 the Company and the Company's subsidiary have total amount remaining is THB 279.38 million in accordance with the disclosed of information to the SET on 11 November 2021.

In this regard, the company has purchased the copyrighted content between 1 October – 31 December 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)			
		Total Annual Budget of 2021	Amount spent 1 January – 30 September 2021	Amount spent 1 October – 31 December 2021	Remaining Amount
Classified by Category	01 Asian Fantasy	898.00	849.80	76.36	-28.17
	02 Hollywood Hits	354.00	270.82	81.89	1.29
	03 Kids Inspired	-	-	-	-
	04 I Magic the project	148.00	-	77.30	70.70
	Total	1,400.00	1,120.62	235.55	43.83
Classified by Country	Domestic	448.50	448.12	62.66	-62.28
	Foreign Countries	951.50	672.50	172.89	106.11
	Total	1,400.00	1,120.62	235.55	43.83

Please consider 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 (the “approved budget”) in the amount of not exceeding THB 1,200,000,000 and the Board of Directors Meeting No. 6/2021 which was held on 10 November 2021 approved the Company and the Company’s subsidiary to increase the budget to purchase the copyrighted content for the year 2021 from the approved budget by the 2021 Annual General Meeting of Shareholders in the amount of THB 200,000,000, totalling not exceeding THB 1,400,000,000 which will purchase from a person who is not a connected person of the Company 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.	898.00
02 Hollywood Hits, a copyrighted contend in the category of series and movie mostly from the United States.	354.00
03 Kids Inspired, a copyrighted contend in the category of cartoon from abroad which targeted mainly to young audience.	-
04 I Magic the project, a copyrighted contend in the category of nature documentary, historical documentary and world famous personal biographical documentary.	148.00
Total	1,400.00
Classified by Country	Amount (Million THB)
Domestic, purchased the copyrighted contend for sell in Thailand.	448.50
Foreign Countries, purchased the copyrighted contend for sell abroad.	951.50
Total	1,400.00

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.

In this regard, during the period of 1 October – 31 December 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.

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)* October-December 2021
1	October 2021	JKN Global Media Public Company Limited	Asia Today Singapore Pte Limited	01 Asian Fantasy	Vietnam	9,233,268.15
2	October 2021		Asia Today Singapore Pte Limited	01 Asian Fantasy	United Arab Emirates	11,200,735.50
3	October 2021		TVF Intl Content Pte Ltd (TVF Ltd)	05 I-Magic The Project	Cambodia, Loas, Myanmar	14,641,828.00
4	October 2021		Asia Today Singapore Pte Limited	01 Asian Fantasy	Malaysia, Brunei	12,747,204.00
5	October 2021		CBS Studios International Ltd.	02 Hollywood Hits	Cambodia, Loas, Myanmar	29,152,656.00
6	October 2021		CBS Studios International Ltd.	02 Hollywood Hits	Vietnam	21,069,195.00
7	November 2021		ORF-Enterprise GmbH & Co KG	05 I-Magic The Project	Thailand	784,063.50
8	December 2021		India-Cast Media Distribution Private Limited	01 Asian Fantasy	Cambodia, Loas, Myanmar	25,024,500.00
9	December 2021		SPE NETWORKS (Sony Columbia)	02 Hollywood Hits	South Korea	31,667,817.50
10	December 2021		Asia Today Singapore Pte Limited	01 Asian Fantasy	Egypt, South Africa	7,854,000.00
11	December 2021		Asia Today Singapore Pte Limited	01 Asian Fantasy	Sri Lanka	10,303,146.00
12	December 2021		TVF Intl Content Pte Ltd (TVF Ltd)	05 I-Magic The Project	Thailand	15,174,000.00
13	December 2021	JKN Best Life Co.,Ltd.	A company that is not connected person of the company **	05 I-Magic The Project	Thailand	46,700,000.00

* Calculate the exchange rate as of the contract date.

235,552,413.65

** 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. Asia Today Singapore Pte Limited 2. TVF Intl Content Pte Ltd (TVF Ltd) 3. CBS Studios International Ltd. 4. ORF-Enterprise GmbH & Co KG 5. India-Cast Media Distribution Private Limited 6. SPE NETWORKS (Sony Columbia) 7. A company that is not connected person of the company
Relationship with the Company	All 7 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 and the Board of Directors Meeting No. 6/2021 which was held on 10 November 2021 approved the Company and the Company's subsidiary to increase the budget to purchase the copyrighted content for the year 2021 from the approved budget by the 2021 Annual General Meeting of Shareholders in the amount of THB 200,000,000, totalling not exceeding THB 1,400,000,000. 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 235,552,413.65

5. Total Value of Consideration and Payment Method

The company will pay the copyrighted content amount of THB 235,552,413.65 to all 7 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. In addition, in order to provide sufficient budget for purchase the copyrighted content to sale to the customers in the B2B and to broadcast in television station under the operation of the Company's subsidiary, the Board of Directors Meeting No. 6/2021 which was held on 10 November 2021 approved

the Company and the Company's subsidiary to increase the budget to purchase the copyrighted content for the year 2021 from the approved budget by the 2021 Annual General Meeting of Shareholders in the amount of THB 200,000,000, totalling not exceeding THB 1,400,000,000 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