



บริษัท เจเคเอ็น โกลบอล กรุ๊ป จำกัด (มหาชน)
JKN GLOBAL GROUP PUBLIC COMPANY LIMITED
อาคารเจเคเอ็น เอ็มไพร์ เลขที่ 818 หมู่ที่ 2 ตำบลสำโรงเหนือ
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- Translation -

No. JKNGB-001-11/2022

4 November 2022

Subject: Notification of the copyrighted content purchase under the annual budget
To: The President
The Stock Exchange of Thailand
Enclosure: Information Memorandum Concerning Entry Into Acquisition of Assets by JKN Global Group Public Company Limited and its subsidiaries

According to the Board of Directors Meeting No. 8/2021 which was held on 15 December 2021 approved the budget to purchase the copyrighted content of the Company and the Company's subsidiaries for the year 2022 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.

On 3 November 2022 the company has sign the purchased of the copyrighted content agreement in the amount of THB 504,390,568.74, based on calculation of transaction size of such acquisition of asset according to the Notification of Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 dated 29 October 2004 ("**Notifications on Asset Acquisition or Disposal**"), the highest transaction size of the asset acquisition is equivalent to 5.64% according to the value of consideration method according to the Company's consolidated financial statements for the period ended 30 June 2022 which is the latest financial statements approved by the Board of Directors and audited by the certified public accountant. During the past 6 months prior to the entry into this transaction, the Company had another acquisition of other assets with the transaction size of 12.54%. Thus, after including the size of other asset acquisition transactions during 6 months prior to the entry into this transaction, the total asset acquisition transaction size is 18.18%.

This asset acquisition transaction is considered as a acquisition of assets, type 2 where the value of such acquisition equals to 15% or higher but lower than 50% of which the Company is required to disclose information regarding the acquisition of assets of the Company to the Stock Exchange of Thailand (the "SET") immediately upon the entry into the transaction and to provide the information memorandum regarding the acquisition of assets of the Company to the shareholders within 21 days following the date of disclosure of this asset acquisition transaction to the SET. It will be delivered along with the report and disclosure of the acquisition of Miss Universe Organization including related licensing as disclosed to the SET already on 26 October 2022.

In addition, such acquisition is not considered an entry into the transaction with the Company's connected person. Thus, it is not regarded as the connected transaction pursuant to Notification of the Capital Market Advisory 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 and Acts of Listed Companies on Connected Transactions B.E. 2546 (2003).

Please be informed accordingly.

Yours sincerely,

(Mr. Jakkaphong Jakrajutatip)
Chief Executive Officer and Managing Director
Authorized Discloser

Information Memorandum Concerning Entry Into Acquisition of Assets (Copyrighted content)
by JKN Global Group Public Company Limited and its subsidiaries

According to the Board of Directors Meeting No. 8/2021 which was held on 15 December 2021 approved the budget to purchase the copyrighted content of the Company and the Company's subsidiaries for the year 2022 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.

On 3 November 2022 the company has entered into contracts to purchase copyrighted content in the amount of THB 504,390,568.74, based on calculation of transaction size of such acquisition of asset according to the Notification of Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 dated 29 October 2004 ("**Notifications on Asset Acquisition or Disposal**"), the highest transaction size of the asset acquisition is equivalent to 5.64% according to the value of consideration method according to the Company's consolidated financial statements for the period ended 30 June 2022 which is the latest financial statements approved by the Board of Directors and audited by the certified public accountant. During the past 6 months prior to the entry into this transaction, the Company had another acquisition of other assets with the transaction size of 12.54%. Thus, after including the size of other asset acquisition transactions during 6 months prior to the entry into this transaction, the total asset acquisition transaction size is 18.18%.

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Material information of the transaction is as set out below.

1. Date/ Month/ Year of the transaction

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

No.	Buyer	Seller	Category	Country	Total Amount (THB)*
1	JKN Global Group Public Company Limited	Asia Today Singapore Pte Limited	01 Asian Fantasy: Indian Modern	Cambodia, Myanmar	25,655,284.38
2		STAR INDIA PTE.LTD.	01 Asian Fantasy: Indian Custom	Thailand	19,856,095.62
3		Colors India-Cast Company Pte.Ltd.	01 Asian Fantasy: Indian Custom	Thailand	52,133,054.43
4		Asia Today Singapore Pte Limited	01 Asian Fantasy: Indian Modern	Thailand, Laos	28,429,891.34
5		NBC Universal King Pte Limited	02 Hollywood Hits: Hollywood Movie	Thailand	34,018,235.05
6		OFF THE FENCE MEDIA PTE LTD	02 Hollywood Hits: Hollywood Movie	Cambodia, Laos, Myanmar	31,954,422.86
7		BLUE ANT INTERNATIONAL LIMITED	05 I-Magic The Project: Magic Earth	Vietnam	7,633,160.84
8		SPE NETWORKS (Sony Columbia)	02 Hollywood Hits: Hollywood Movie	Thailand	43,994,435.31
9		CBS Studio International	02 Hollywood Hits: Hollywood Movie	Cambodia, Laos, Myanmar	65,065,644.27
10		CBS Studio International	02 Hollywood Hits: Hollywood Movie	Thailand	36,816,205.91
11		NBC Universal King Pte Limited	02 Hollywood Hits: Hollywood Movie	Cambodia, Laos, Myanmar	28,492,575.00
12		TVF Intl Content Pte Ltd	02 Hollywood Hits: Hollywood Movie	Cambodia, Laos, Myanmar	38,188,598.27
13		BLUE ANT INTERNATIONAL LIMITED	05 I-Magic The Project: Magic Earth	Brunei, Malaysia	12,721,934.74
14		TVF Intl Content Pte Ltd	02 Hollywood Hits: Hollywood Movie	South Korea	36,719,806.03
15		OFF THE FENCE MEDIA PTE LTD	02 Hollywood Hits: Hollywood Movie	South Korea	19,811,742.17
16		BLUE ANT INTERNATIONAL LIMITED	05 I-Magic The Project: Magic Earth	Hongkong, Taiwan	13,570,063.72
17		BLUE ANT INTERNATIONAL LIMITED	05 I-Magic The Project: Magic Earth	South Korea	9,329,418.81

* Calculate the exchange rate as of the contract date.

504,390,568.74

2. Related Parties and Relationship with the Company

Buyer	JKN Global Group Public Company Limited
Seller	<ol style="list-style-type: none"> 1. Asia Today Singapore Pte Limited 2. STAR INDIA PTE.LTD. 3. Colors India-Cast Company Pte.Ltd. 4. NBC Universal King Pte Limited 5. OFF THE FENCE MEDIA PTE LTD 6. BLUE ANT INTERNATIONAL LIMITED 7. SPE NETWORKS (Sony Columbia) 8. CBS Studio International 9. TVF Intl Content Pte Ltd (TVF Ltd)
Relationship with the Company	All 9 sellers are not connected persons of the Company

3. General Description of the Transactions

The Board of Directors Meeting No. 8/2021 which was held on 15 December 2021 approved the budget to purchase the copyrighted content of the Company and the Company's subsidiaries for the year 2022. 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.

This asset acquisition transaction is an acquisition of asset according to the Notification of Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 dated 29 October 2004 (as amended) of which the calculation of transaction size is based on the reviewed financial statements for the period ended 30 June 2022 of the Company and its Subsidiaries

The details of the calculation of transaction size of each method are as follows:

	Method	Transaction Size
1.	Net tangible assets method	Unable to calculate this method because the Company purchase copyrighted content
2.	Net profit method	Unable to calculate this method because the Company purchase copyrighted content
3.	Consideration method	$\frac{\text{THB } 504,390,568.74 \times 100}{\text{THB } 8,947,361,649.32} = 5.64\%$
4.	Value of newly issued shares as consideration method	Unable to calculate this method as the Company does not issue any shares as consideration for the acquisition of this asset.

4. Details of Acquired Assets

Type of Assets	Copyrighted content for distribution through various channels
Agreed Purchase Price	THB 504,390,568.74

5. Total Value of Consideration and Payment Method

The company will pay the copyrighted content fee of THB 504,390,568.74 to the 9 sellers companies in cash according to the credit terms that the Company agreed with each seller on the date that the Company receives copyrighted content from the company that owns it .

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's working capital.

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 is an appropriate amount for the company's business growth goals 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