

Minutes of Extraordinary General Meeting of Shareholders No.1/2018

JKN Global Media Public Company Limited

Time and Place

The Meeting was held on 24 September 2018 at 10.30 hrs. at Pinklao Hall, 3rd Floor, S.D. Avenue Hotel, No. 94 Borommarat Chachonnani Road, Bang Bamru Subdistrict, Bang Phlat District, Bangkok 10700.

Opening of the Meeting

Ms. Warisnalin Suphasanan, the Company Secretary (the “**Company Secretary**”) introduced the Directors, executives of JKN Global Media Public Company Limited (the “**Company**”) and lawyers attending the Meeting as follows:

Directors

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| 1. | Admiral Apichart Pengsritong | Independent Director, Chairman of the Board of Director and Chairman of the Audit Committee |
| 2. | Mr. Surachai Chompoopaisorn | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 3. | Mrs. Titiya Pongpanwatana | Independent Director, Member of the Audit Committee and Member of the Risk Management Committee |
| 4. | Mr. Jakkaphong Jakrajutatip | Director, Chairman of the Executive Committee, Member of the Nomination and Remuneration Committee, Chief Executive Officer and Managing Director (Acting) |
| 5. | Ms. Pimauma Jakrajutatip | Director, Executive Director and Chief Administrative Officer |
| 6. | Ms. Pitsamai Likhithumouy | Director, Executive Director, Member of the Risk Management Committee and Deputy Managing Director |
| 7. | Ms. Kamolrat Mongkolkrut | Director, Executive Director and Chief Sales Officer |

Note: The percentage of Directors attending the Meeting is 77.78 of the total number of directors.

Directors who are not attend the meeting

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| 1. | Mr. Preecha Boonyakida | Independent Director, Member of the Audit Committee, Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee |
| 2. | Mr. Chinapat Visuttiapat | Director, Executive Director and Chief Sales Officer |

Executives

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| 1. | Mr. Teeraphat Petporee | Chief Financial Officer |
| 2. | Mr. Banpot Chawangorn | Chief Investment Officer |
| 3. | Mr. Piyalak Rakpratanporn | Chief Marketing Officer |

Legal Advisors from Kudun and Partners Limited:

1. Miss Poonsook Pornpathananagoon Legal Advisor, inspecting the Meeting for transparency and
2. Miss Nattaya Tantirangsi Representative, inspecting the vote counting and Meeting procedures are transparent, legal and in accordance with the Company's articles of association.

Independent Agent as Vote Counter

OJ International Co., Ltd.

The Company Secretary introduced Admiral Apichart Pengsritong, the Chairman of the Board of Directors as the Chairman of the Meeting (the “**Chairman**”) and presented the details of the Meeting and vote counting procedures as follows:

1. Shareholders may only vote on each agenda item by voting on the ballot received from the registration.
2. In voting, one share is equivalent to one vote. The vote for each item on the agenda will be counted as per the number of votes indicated in the ballot submitted by the shareholders in the meeting and/or proxy form upon registration.
3. In voting of each agenda item, the Company will ask for the resolution from the Meeting. To accelerate the Meeting procedure, shareholders present in person who object, disagree or abstain from voting are required to raise their hands and submit their ballots to the ballot collecting staff can obtain the ballot. In counting votes, the Company shall use a barcode system approach where information will be read from the barcodes on the ballots, the disapproval and abstained votes will be deducted from the total votes of the shareholders attending the meeting.
4. Shareholders who have not raised their hands will be deemed to resolve to approve the matter as proposed to the Meeting for consideration. Except for those acting as proxies to the shareholders (Form B) who have already indicated their votes for each agenda item in the proxy statement, the Company has already counted the votes from the proxy statement for your convenience.
5. If a shareholder wishes to leave before the Meeting finishes, the shareholder shall return the ballot card to an officer. Otherwise, it will be counted as approval for that agenda item and any remaining agenda items.
6. Any ballot with the following conditions shall be regarded as an invalid ballot:
 - 1) A ballot of an agenda item other than the agenda item being voted on
 - 2) A ballot with no mark
 - 3) A ballot with several marks (split of votes is allowed for the shareholder having appointed custodians.)
 - 4) A damaged ballot with unclear voting intention by shareholders
7. During the end of each agenda item before voting, the shareholders may ask questions concerning the proposed agenda item and before asking, the shareholders were asked to announce their name and surname and whether they were attending in person or by proxy to be recorded in the minutes. In the case where any questions or comments are irrelevant to such particular agenda, such questions and comments shall be presented to the Company in the question-and-answer session after the Meeting.
8. After the vote counting for each agenda item, the Company will announce the voting results as approval, disapproval, abstention, or invalid ballots as a percentage of total votes.
9. Shareholders or proxy holders will be requested to sign their names on the ballots prior leaving the Meeting to be collected as a record.

After the Meeting had acknowledged and agreed with the Meeting procedures and vote counting as described above, the Company Secretary informed the Meeting that 41 shareholders attended the Meeting in person, and 1,118 attended by proxy, totaling 1,159 shareholders, holding 450,234,648 shares, equivalent to 83.3768% of the total issued shares of 540,000,000 shares; therefore, a quorum was duly constituted according to the Articles of Association of the Company. The Chairman declared the Meeting open and then conducted the Meeting according to the following agenda items:

Agenda Item No. 1 To acknowledge and certify the minutes of 2018 Annual General Meeting of Shareholders, held on April 25, 2018

The Chairman informed the Meeting that the Company had convened the 2018 Annual General Meeting of Shareholders on 25 April 2018. The Chairman assigned the Company Secretary to provide a summary to the Meeting.

The Company Secretary informed the Meeting that the Company has publicized such minutes through the SET portal and on the Company's website within 14 days after such meeting. The details of the said minutes are set out in Enclosure 1 which has been sent to the shareholders. The Board of Directors view that the recording information of such Minutes are true and complete; therefore, the Board of Directors had proposed to the Shareholders to certify the Minutes of 2018 Annual General Meeting of Shareholders.

The Chairman gave the Meeting an opportunity to raise additional questions.

A Shareholder asked the Company why there is a substantial increase in the number of shareholders attending the Meeting in person and by proxy between the 2018 Annual General Meeting where only 147 shareholders attended, and this Meeting where 1,159 shareholders attended. The Company Secretary informed the Meeting that for this Meeting, 1,118 shareholders were attending by proxy through a security company's private fund.

No shareholders raised any questions. The Chairman, therefore, proposed that the Meeting consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders, held on 25 April 2018.

Resolution: The Meeting unanimously resolved to endorse the Minutes of the 2018 Annual General Meeting of Shareholders, held on 25 April 2018, as follows:

The shareholders attending this agenda was totally

Voting	No. of Votes (1 Share per 1 Vote)	Percentage of the Total Votes of Present Shareholders Who Cast Their Votes
Approved	450,265,350 votes	equivalent to 100.0000
Disapproved	- votes	equivalent to -
Abstained	- votes	equivalent to -
Voided Ballot	- votes	equivalent to -
		100.0000

- Remarks**
1. The resolution for this agenda item requires a simple majority votes from the shareholder attending the Meeting and casting their votes
 2. Four more shareholders attended the Meeting for this agenda item. The total shareholders attending the Meeting for this agenda item was 1,163 shareholders, where 45 attended in person and 1,118 attended by proxy, representing 450,265,350 shares.

Agenda Item No.2 To consider and approve on expanding credit line of issuance and offering of the debenture[s] from the previous credit line of not exceeding THB 1,200 million to be new credit line of not exceeding THB 1,500 million, at any moment in time.

The Company Secretary informed the Meeting that according to the 2018 Annual General Meeting of Shareholders held on April 25, 2018 passed the resolution approving Agenda Item No.13 (“Resolution of Approving the Issuance of the Existing Debentures”) of the expanding of the limit amount of issuance and offer for sale of the Company’s debentures from not exceeding THB 800 million to THB 1,200 million as well as to add the purpose of fund utilization from the issuance and offering of the debentures. In the event that any repurchasing and redemption cause a decrease of outstanding principal, the Company is able to issue and offer for sale additional debentures and/or issue and offer debentures in place of the existing debentures which have been redeemed within such limit amount.

At the date of this Extraordinary General Meeting, the Company has issued and offered for sale two series of debentures which have not been redeemed in the total amount of THB 610 million and there is the available amount for issuance and offer for sale of debentures in the total amount of THB 590 million. Therefore, in order to facilitate the Company’s capital investment, business expansion, increase in financial flexibility and debt-paying ability, the Company is required to seek additional source of funds.

The Board of Directors deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the expanding of limit amount of issuance and offer for sale of the Company’s debentures in an additional amount of not exceeding THB 300 million. When comprising such additional limit amount with the limit amount previously approved, the total value of principle of the unredeemed debentures shall not exceed THB 1,500 million, at any moment in time whereby of redeemed debentures or the debentures which become due, shall be considered as the available limit amount which the Company can issue and offer for sale (Revolving Principal Basis). The details of the issuance and offer for sale of the Company’s debentures are as follows:

Type	All types of debentures; the name-registered debentures, the bearer debentures, the secured debenture or unsecured debentures, the debentures with or without debentureholders’ representative, depending on the suitability of the market situation at each time of issuance or offer for sale of debentures.
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Limit Amount	<p>Expanding limit amount of the issuance and offer for sale of the Company's debentures in additional amount of not exceeding THB 300 million. However, when comprising such additional limit amount being expanded with the limit amount previously approved, the total value of principle of the unredeemed debentures shall not exceed 1,500 Million Baht, at any moment in time (or in an equivalent amount in another currency at each time of issuance or offer for sale as the Company deems appropriate). In this regard, if there is any redemption or repurchase of debentures in any cases which result in a decrease of the outstanding principal of debentures, the Company may use the available limit amount therefrom to issue and offer for sale additional debentures, subject to the total limit amount being approved.</p> <p>In case for the issuance of debentures for refinancing the current debentures (issuance of new debentures to pay and/or replace the current debentures), the principal of current debentures, which will be redeemed on the same date as the date of issuance and offer for sale of new debentures for such refinancing of the current debentures, shall not be considered as a part of the total value of debentures' principal which are not yet redeemed in the course of calculating the limit amount of the debentures which the Company can issue and offer for sale.</p>
Currency	Offer for sale in Baht currency or other currency at each time of issuance or offer for sale as the Company deems appropriate.
Interest rate	Dependent on the market situation at each time of issuance or offer for sale of debentures.
Term	Dependent on the market situation at each time of issuance or offer for sale of debentures. The Company may or may not be entitled to redeem the debentures prior to the maturity date.
Offer for Sale	The debentures may be offered for sale in full limit amount at one time or on a periodic basis by offering for sale domestically and/or internationally to the general investors and/or the investors on a private placement basis and/or high net-worth investors and/or the institutional investors, as the Company deems appropriate and subject to the necessity of the Company's use of funds. The Company may issue and offer for sale of debentures in replace of the debentures which previously issued and offered for sale.

Objectives	To use for the Company's investment expansion, loan repayment, payment of account payable, redemption of bills of exchange, working capital for its business operation including the procurement and purchase of copyright of movie or entertaining media or other purposes according to the Company's objectives and/or in ordinary course of its business operation as well as payment for Company's taxes.
Secondary Market	The Company may register the issued and offered debentures to The Thai Bond Market Association or other secondary market as deemed appropriate.

In addition, the authorized directors and Mr. Jakkaphong Jakrajutatip or Ms. Pimauma Jakrajutatip (either on of them without the Company's seal affixed) and/or any person(s) appointed by the authorized directors or Mr. Jakkaphong Jakrajutatip or Ms. Pimauma Jakrajutatip are authorized to determine the conditions and other details necessary and/or related to the issuance and offer for sale of the debentures as deemed appropriate and to perform any action necessary for and related for such issuance and offering of the debentures to be in compliance with requirements of the relevant laws, to register debentures with the Thai Bond Market Association or any other secondary markets as deemed appropriate, to request for approval, to disclose information and to perform any action with the relevant agencies, to appoint advisors or persons relating to the issuance and offer for sale of debentures, to enter into and amend relevant documents and agreements, including to perform such other actions for the accomplishment of the issuance and offer for sale of the debentures (including but not limited to, to authorize any person(s) as their attorney, representative or agent to perform any action as specified above).

The Chairman gave the Meeting an opportunity to raise additional questions.

Mr. Anu Wongsarnkij, a shareholder, asked of the reason for the increase of the limit of the issuance and offering of debentures from THB 1,200 million to THB 1,500 million, timeframe of the issuance and offering of the debentures that have been approved, the Company's liquidity, return from the proceeds from the debentures, debt to equity ratio in the case where debentures are issued and offered in full limit.

Mr. Teeraphat Petporee, the Chief Financial Officer ("CFO"), inform the Meeting that such increase of limit is reserved for the core investments of the Company in relation to content business. In 2018 – 2019, the Company has plans for new projects, i.e. 5 – 6 projects of the Company's own production of content, where the budget is set at THB 600-700 million. Such projects will not be run concurrently, but will be subject to timeframe and certain conditions, in order to reduce risks. Internal rate of return ("IRR") of each project is aimed at 30%.

Regarding the debt to equity ratio, the CFO informed the Meeting that the Company shall manage its finances by obtaining funds from appropriate sources. The Company will consider issuing and offering long-term or short-term debentures, depending on its necessity, appropriateness and liquidity in such particular period. In case full limit is used, the debt to equity ratio would be at 1.2.

Mr. Jakkaphong Jakrajutatip, the Chief Executive Officer and Managing Director, further added that the Company realized, even prior to the IPO, that it shall be the owner of the content. From his overseas travelling experience, he understood what kind of content Asians and people in other countries wanted to see. Being owner of content would enable the Company to sell it to domestic and global markets without sharing its revenue to other vendors. The fact that Channel 3 assigned that the Company sell Thai soap operas to the overseas markets due to the expertise of the Company's personnel in sales, marketing and global networking had brought the Company success, even though we only started such project last June. This was blue-ocean market. Although producing content required a great deal of investments, it shall not exceed the existing limits that we had. Since the Company had sold a great deal of content domestically, the Company was equipped with the transmission of content. The investments in content production shall start with entering into contracts with domestic customers to increase cash flows, in terms of deposits. As a results, we might not use the limit of debenture issuance and offering approved this time. However, an approval to increase in limit was necessary in the case where immediate funds were needed for content production, in the case where the Company had closed a deal with its customers. In this way, the Company would not lose an opportunity to earn revenues or wait for other sources of funds, which could be prolonged and the Company might not receive funds in time.

Miss Poonsook Pornpathananagoon, the legal advisor, added that the request for additional limit of the issuance and offering of debentures has no limit as to when the debentures would be issued and offered.

Mr. Anu Wongsarnkij, a shareholder, further asked about the Company's investments in real estate and construction of a gallery.

Mr. Jakkaphong Jakrajutatip, the Chief Executive Officer and Managing Director, informed the Meeting that the Company did not invest in the real estate and gallery projects. The Company only rented them at a reasonable price.

Mr. Anu Wongsarnkij, a shareholder, asked about the ratio between domestic and overseas revenues.

Mr. Jakkaphong Jakrajutatip, the Chief Executive Officer and Managing Director, informed the Meeting that, currently, domestic revenues remained unchanged, while in the future, revenues from overseas, because each channel tended to reduce its production of content and to purchase content, where ratings were higher and cheaper. Currently, overseas markets were blue-ocean markets, where only a few films were sold.

Mr. Anu Wongsarnkij, a shareholder, asked how the Company would be this year due to the Company's high expenses and a great deal of content that was introduced.

Mr. Jakkaphong Jakrajutatip, the Chief Executive Officer and Managing Director, informed the Meeting that it had been necessary for the Company to build its brand. The money spent would be rather be treated as investments, which created returns, and not expenses which would not. Such investments would maintain JKN as being a superbrand. It was also expected that marketing investments shall lessen due to people's increased recognition of the brand. The use of the existing equipment, methods, techniques and knowhow would save time in training the existing vendors. At the same time, the Company could sell more content due to increase in ratings; therefore, operating result of the Company would be higher.

Mr. Thanapoom Poombanjert, a shareholder, asked why there was only one filing of the Company's debentures, JKN207A, on the website of the Office of the Securities and Exchange Commission, while he knew that there were 2 lots of existing debentures.

Mr. Teeraphat Petporee, the CFO, informed the Meeting that the details of the issuance of debentures in the Company's financial statements were accurate. On the ThaiBMA's website, both debentures No. JKN18DA and JKN207A were published. However, since JKN18DA was issued to less than 10 specific investors, no filing was required, according to the requirements of the Office of the Securities and Exchange Commission.

Miss Warin Pongtirasuwan, a shareholder, asked whether there was a limit to the debt to equity ratio, now that the Company's is 0.44.

Mr. Teeraphat Petporee, the CFO, informed the Meeting that the Company did not limit its debt to equity ratio, but it would seek funds depending on appropriateness and expected return. If there was a project that the Company could profit where the IRR (minus all expenses and financial costs) was appropriate, the Company would consider investing in such project.

No shareholders raised any questions. The Chairman, therefore, proposed that the Meeting consider and approve this agenda item.

Resolution:

The Meeting unanimously resolved to approve the expansion of credit line of issuance and offering of the debentures as requested, as follows:

Voting	No. of Votes (1 Share per 1 Vote)		Percentage of the Total Votes of the Shareholders Present and Entitled to Vote.	
Approved	450,335,997	votes	equivalent to	100.0000
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Voided Ballot	-	votes	equivalent to	-
				100.0000

- Remarks** 1. The resolution for this agenda item requires at least three-fourths of the shareholders present and entitled to vote.
2. Seven more shareholders attended the Meeting for this agenda item. The total shareholders attending the Meeting for this agenda item was 1,170 shareholders, where 52 attended in person and 1,118 attended by proxy, representing 450,335,997 shares.

Agenda Item No.3 Other matters (if any)

No shareholders presented the Meeting with any additional agenda, the Chairman concluded the Extraordinary Meeting of Shareholders No. 1/2018.

The Meeting was concluded at 12.15 pm.



(Adm. Apichart Pengsitong)

Chairman of the Board