



JKN Global Media

บริษัท เจเคเอ็น โกลบอล มีเดีย จำกัด (มหาชน)

Invitation to Annual General Meeting of Shareholders

Friday 26, April, 2019 at 14.30 hours

**At Surasak Room 2 – 3, 11th Floor,
Eastin Grand Hotel Sathorn, Bangkok,
No. 33/1, South Sathorn Road,
Yannawa, Sathorn, Bangkok 10120**

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In order to facilitate the registration process, shareholders or proxy holder to attend the meeting shall bring the invitation letter, registration form or proxy form and identification card or document issued by the government to confirm their participation in the meeting.

No. JKNGB-003-03/2019

March 25, 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders
Attention: Shareholders
JKN Global Media Public Company Limited

Enclosures: 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 dated September 24, 2018
2. 2018 Annual Report (in QR-Code format)
3. Name list and profiles of the directors who are retiring by rotation and being nominated for re-election for another term
4. Definition of Independent Directors
5. 2019 Directors' Remuneration and Bonus for Directors
6. Scope of Authority of Subcommittee
7. 2019 Auditors' Remuneration
8. Proxy Form (Proxy Form A and Proxy Form B)
9. Profile of independent directors (Supporting the appointment of shareholders' proxy)
10. Guideline for registration, appointment of proxy, documents and evidences to be presented by the attendees on the meeting date
11. Company's Articles of Association relating to the General Meeting of Shareholders'
12. Map of the meeting's venue

Following the Board of Directors' Meeting No. 1/2019 of JKN Global Media Public Company Limited (the "Company") held on February 27, 2019 has passed a resolution to approve the 2019 Annual General Meeting of Shareholders to be convened, which will be held on Friday, April 26, 2019 at 14.30 hours at Surasak Room 2 – 3, 11th Floor, Eastin Grand Hotel Sathorn, Bangkok, No. 33/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 to consider the agendas as follows:

Agenda 1 To acknowledge the Minutes of the Extraordinary Meeting of Shareholders No. 1/2018 dated September 24, 2018

Fact and Rationale: The Extraordinary General Meeting of Shareholders No. 1/2018 was held on September 24, 2018 and the Company has prepared the Minutes of Extraordinary General Meeting of Shareholders No. 1/2018 to be submitted to The Stock Exchange of Thailand's Website within 14 days after such meeting.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the minutes of Extraordinary General Meeting of Shareholders No. 1/2018 dated September 24, 2018 to the 2019 Annual General Meeting of Shareholders for certification as set out under Enclosure 1.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 2 To consider and acknowledge the Company's operational results for the Year 2018

Fact and Rationale: The Company has summarized the operational result occurred during the year 2018 in the 2018 Annual Report which were distributed with the notice calling the Meeting with the details appear in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the Annual Report and the Company's operating results for the year 2018 to the 2019 Annual General Meeting of Shareholders for acknowledgement.

Votes for approval: This agenda item is for acknowledgement, and therefore no votes shall be casted.

Agenda 3 To consider approving the financial statements for the year 2018 ended December 31, 2018

Fact and Rationale: To comply with the Public Company Act, the Company is required to arrange to have the balance sheet at the end of the Company's fiscal year reviewed and audited by the Audit Committee and the approved auditors proposed to shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company's financial statements for the year ended December 31, 2018 has been reviewed and audited by the Audit Committee and the approved auditors as well as approved by the Board of Director with the details appear in [Enclosure 2](#).

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the financial statements for the year ended December 31, 2018 which has been reviewed by the Audit Committee, audited by the auditor and approved by Board of Directors to the 2019 Annual General Meeting of Shareholders for approval.

Votes for approval: This agenda item is for acknowledgement, and therefore no votes shall be casted.

Agenda 4 To consider approving the declaration of dividend for the operational results for the year 2018 and the allocation of legal reserve

Fact and Rationale: The Company has its dividend payment policy at the rate of not less than 40 percent of the adjusted net profits, excluding the profits/losses from the currency exchange rate which is not yet occurred based on the Company's consolidated financial statement after deducted by the legal reserves. However, the dividend payment is subjected to the investment plan, conditions and limitations as stipulated in the loan agreement and other relevant agreements (if any) as well as operational result and other relevant matters as the Board of Director may consider and amend such dividend payment policy from time to time to be appropriate for the necessity and growth for the Company's investment in the future as well as necessity of capital investment and the cash flow, in which the payment of dividend will not excess accrued profit and be in accordance with the law. Nevertheless, the Board of Director may consider annual dividends, subject to the approval of the Shareholders' Meeting unless the interim dividends which the Board of Directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so and inform the next Shareholders' Meeting for acknowledgement.

According to Section 115 and 116 of the Public Company Act B.E. 2535 (including its amendments) (the "Public Company Act") and Clause 54 and 55 of the Company's Articles of Association require the Company to pay dividends from its profit only and not to pay dividends other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. The company is required to set aside at least five (5) percent of its net annual profit as a legal reserve until it reaches ten (10) percent of the Company's registered capital.

The Company deemed it appropriate to propose the payment of the dividend for the operational results for the year 2018 by cash at the rate of THB 0.17 per share totally THB 91,800,000 or 41.23% of the net profit from the Company's separate financial statements after corporate income tax, excluding unrealized exchange gain or loss, and after reserves, according to the Company's dividend payment policy. The Dividend payable comparing with the previous year are as follows:

Details of Dividend Payment	Year 2018 (Proposed Year)	Year 2017 (The Previous Year)
1. Net Profit ^{/1} (Baht)	222,627,598.00	187,982,604.00
2. Number of Shares (Share)	540,000,000	0
3. Total Dividend per Share (Baht : Share)	0.17	0.00
4. Total Dividend Paid (Baht)	91,800,000.00	0.00
5. Dividend Payout ratio per Net Profit ^{/1}	41.23% according to the Company's dividend	0.00%

Remark ^{/1} The Net Profit according to the Company's dividend payment policy.
(The net profit from the Company's separate financial statements after corporate income tax, excluding

In the year 2018, the Company has its net profits from its financial statement in the amount of 227,682,177 Baht and from the consolidated financial statement in amount of 231,533,026 Baht. The Company, therefore, has allocated the net profits to be the legal reserve in the amount of 11,576,651 Baht, equivalent to not less than 5 percent of its net annual profit prescribed by law and the Company's Articles of Association.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the 2019 Annual General Meeting of Shareholders to consider approving the declaration of dividend for the operational results for the year 2018, and to consider approving the allocation of net profits as legal reserve, as follows:

1. Dividend shall be declared for the Company's operational results for the year ended December 31, 2018 out of the net profit from the Company's separate financial statements after corporate income tax, excluding unrealized exchange gain or loss, and after reserves, at the rate of THB 0.17 per share, which shall be due and payable on Thursday, May 23, 2019, and schedule Tuesday, March 19, 2019 as the record date to determine the list of shareholders entitled to receive the dividend.

2. The Company has allocated a certain amount of the annual net profit as legal reserve in the amount of THB 11,576,651 or representing at least 5 percent of the annual net profit from the Company's separate financial statements for the year 2018.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 5 To consider approving the election of directors to replace the directors due to retire by rotation.

Fact and Rationale: The Company has made available the opportunity for the shareholders to nominate the person with suitable qualifications to be considered and elected as the director in advance during 12 December 2018 to 31 January 2019 by publicizing for the shareholders' acknowledgement through the Company's website. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as the director.

The Nomination and Remuneration Committee (excluding the interested members) has considered the recruitment and selection of the personnel, who are deserved to be nominated as the Board of Directors of year 2019, by taking into account the best interest of the Company's operation. According to Section 71 of the Public Companies Act and the Company's Articles of Association Clause 20 require at every Annual General Meeting of Shareholders, 1/3 of all directors are due to retire by rotation, If the number of directors cannot be divided exactly

into three parts, directors in a number closest to one-third shall retire. The directors vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate. A director who vacates office under this section may be re-elected. In this 2019 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 3 directors:

Name	Position
Mr. Preecha Boonyakida	Independent Director, Member of the Audit Committee and Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee
Mr. Jakkaphong Jakrajutatip	Director, Member of the Nomination and Remuneration Committee, Chairman of the Executive Committee
Ms. Pimauma Jakrajutatip	Director, Member of the Executive Committee

In this regard, the Nomination and Remuneration Committee considered the qualifications, knowledge and experiences of such three retiring directors in various prospects, the Nomination and Remuneration Committee determined that such three retiring directors are versatile, full of experience and expertise which will support the Company's business operation. In addition, such three directors are not forbidden and also meet the qualifications of directors required under the Public Company Limited Act (including its amendments) and the Securities and Stock Exchanges Act B.E. 2535 (including its amendments) including any related notifications. It is deemed appropriate to re-elect 3 directors who shall be retired by rotation to resume their positions for another term. The details of list of directors and the biographies of the directors who are retiring by rotation and nominated for re-appointment appear in [Enclosure 3](#)

The definition of the independent director which in line with the minimum requirements of the Stock Exchange Commission and Stock Exchange appear in [Enclosure 4](#)

Opinion of the Board of Directors: The Board of Directors (excluding the interested members) considered as proposed by the Nomination and Remuneration Committee and opined that the aforementioned 3 directors are the persons with knowledges, competencies, expertise of the Board of Directors (Board Skill Matrix) possessing fine working experiences and profiles with leadership, broad vision. It is therefore deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders to re-elect 1. Mr. Preecha Boonyakida; 2. Mr. Jakkaphong Jakrajutatip and; 3. Mr. Pimauma Jakrajutatip to resume under their previous positions for another term.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 6 To consider fixing the remuneration for directors and meeting allowances for directors for the year 2019 and bonus for directors.

Fact and Rationale: The Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2019 and bonus for directors appear in [Enclosure 5](#) and [Enclosure 6](#) by comparing with the information of remunerative payment of the other listed companies within the same type of business including the appropriation of the business expansion, in which the directors and sub-committees' remunerations for year 2018 are shown in 2018 Annual Report.

Opinion of the Board of Directors: The Board of Directors considered by the consideration of the Nomination and Remuneration Committee in connection with the appropriateness of directors and sub-committees'

remunerations and bonus for directors, it is deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the directors and sub-committees' remuneration of the year 2019 and bonus for directors.

Votes for approval: A resolution on this agenda item shall be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Agenda 8 To consider approving the appointment of the auditor and the audit fee for the year 2019

Fact and Rationale: Section 120 of the Public Limited Companies Act B.E. 2535 (1992) require the Annual General Meeting of Shareholders to consider the appointment of auditor and to determine the auditor's fee of the Company at every year. The former auditor may be re-appointed and according to Section 121, the auditor shall not be a Director, staff, employee, or person holding any position in the company. Thus, the appointment of the auditor shall be held.

The Audit Committee has considered to appoint the auditor based on the performances, experiences with the standards which are generally accepted on an international level. It is proposed that Mr. Kritsada Lerdwana Certified Public Accountant No. 4958 and/or; Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 and/or; Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313 from EY Office Ltd. shall be the Company's auditor as appear in Enclosure 7 with the auditor's fee for financial statement year 2019, quarterly financial statements and consolidate financial statement in the amount of 2,340,000 Baht which is 70,000 higher than the previous year. However, the aforementioned amount is not included other related costs such as the document fees, publishing fees, transportation/accommodation fees and Non Audit Service Fee that may occur from the business acquisition or the actual cost during the year or even the business expansion in future.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve Mr. Kritsada Ledwana Certified Public Accountant No. 4958 and/or; Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 and/or; Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313 from EY Office Ltd. to be the Company's auditor with the auditor's fee for financial statement year 2019, quarterly financial statements and consolidate financial statement in the amount of 2,340,000 Baht which is 70,000 higher than the previous year as proposed by Nomination and Remuneration Committee.

The Board of Directors of each subsidiaries have also appointed EY Office Ltd. (the same audit firm) to be the auditor for year 2019 with the auditor's fee for the financial statement and the quarterly financial statements for 4 companies in total amount of 830,000 Baht which is 100,000 Baht higher than year 2018.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 9 Other matters (if any)

Fact and Rational: According to Section 105, Paragraph 2 of the Public Limited Companies Act B.E. 2535 (as amended), the shareholders may propose the shareholders' meeting to consider matters other than those proposed in the notice calling for the meeting if such shareholders hold shares not less than one-third of the Company's total issued shares.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to contain this agenda to give shareholders an opportunity to propose the Shareholders' Meeting to consider matters other than those proposed in the notice calling for the meeting.

The Company has made available the opportunity for the shareholders to propose the additional agenda through the Company's website. Upon the lapse of such period, it appeared that no shareholder has proposed any additional agenda.

The Company, hereby, invites the Shareholders to attend the 2019 Annual General Meeting of Shareholders at the above mention date, time, and venue. The Company has scheduled the date to determine the names of the shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders on March 19, 2019 (Record Date). In this regard, the Company will arrange the registration and documents submission at the venue on the meeting date from 13.00 hours onwards.

In order to accelerate and facilitate the resitration process, the Company has also publicized the notice of 2019 Annual General Meeting of Shareholders together with the supplementary documents such as 2018 annual report, proxy form a, form b and form c and other relevant documents on the Company's website (www.jknglobal.com) since March 25, 2019.

In case that the shareholders are able to attend the meeting, please bring your identification card to show, the Shareholder, who is unable to attend yourself and wishes to appoint a representative to attend and vote at the meeting on his/her behalf, please completed and duly executed the enclosed proxy (form A or B only) as appears in Enclosure 8 affix stamp 20 Baht as well as attach documents or evidence presenting the shareholders status who entitled to attend the meeting and deliver to the meeting prior to the meeting commencing. In this regard, the Company request you to deliver such Proxy to the Company before Friday, April 19, 2019

While for the foreign shareholders who has appointed a Custodian as the share depository and keeper, please use Proxy Form a, b or c. (Form C can be obtained from the Company Secretary or download such form from www.jknglobal.com) The Company hereby suggest to use Proxy Form b.


Shareholders wish to appoint the Company's independent director as a proxy to attend the meeting and vote on their behalves, the shareholder can appoint a proxy by using Proxy Form for the Company's independent director, 1) Adm. Apichart Pengsritong; 2) Mr. Surachai Chompoopaisorn; or 3) Mr. Preecha Boonyakida, whose the name list and details appear in Enclosure 9, to attend the meeting and vote on the shareholders' behalves.

The shareholders are requested to study the Guideline for registration, appointment of proxy, documents and evidences to be presented by the attendees on the meeting date, the details of which appear in Enclosure 10. For your convenience, please bring the Registration Form with barcode on the date of Meeting.

Shareholders may send enquiries to the Board of Directors or Subcommittee to Company Secretary through the Company's website www.jknglobal.com or by sending a mail to 45/14, JKN Gallery Salaya Building Moo 1, Songkanong Sub-District, Sam Phran District Nakhon Pathom 73210 or email to ir@jknglobal.com

The Company has prepared the 2018 Annual Report (in QR-Code format) and delivered the same to shareholders. However, if any shareholder wishes to request for the 2018 Annual Report (in printed format), Please contact investment relation department at 0-2482-2273-4 # 20 or ir@jknglobal.com accordingly.

Sincerely yours,



(Admiral Apichart Pengsritong)
Chairman of the Board