Annual Report 2019

ITV Public Company Limited

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Remark: Investor can find more information on the website: www.itv.co.th

1. Information of the Company and its Subsidiary

1.1 General Information of the Company

Company Name	:	**ITV Public Company Limited**
Nature of Business	:	The Company used to operate a UHF radio and television broadcasting station under a joint operating contract and a Built Build-Transfer-Operation operating agreement signed with the Office of the Permanent Secretary to the Prime Minister's Office (the "PMO") on 3 July 1995, for a period of thirty years ending 3 July 2025. The station was named "ITV broadcasting station".
Current Status	:	As at midnight (12.00 p.m.) of 7 March 2007, the Company was compelled to cease its business operation of the ITV broadcasting station due to the cancellation of the operating agreement by the PMO. On 24 July 2014, the Board of Governors of the Stock Exchange of Thailand resolved to delist the Company's common stock until further notice.
Head Office	:	349 SJ Infinite One Business Complex, 30th Floor, Vibhavadi-Rangsit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900
Company Registration No.	:	0107541000042
Company's Homepage	:	www.itv.co.th
Telephone	:	(66) 2118 6967, (66) 2118 6938
Facsimile	:	(66) 2118 6943
Registered Capital	:	7,800,000,000 baht
Issued & Paid-up Capital	:	6,033,487,000 baht
Par Value	:	5 baht

1.2 General Information of the Company's Subsidiary

Company Name	:	**Artware Media Company Limited**
Nature of Business	:	Rental of radio and television program production equipment, production of radio and television programs, sales/purchase of movie licenses, organization of marketing activities and campaigns
Current Status	:	Not in operation
Head Office	:	349 SJ Infinite One Business Complex, 30th Floor, Vibhavadi-Rangsit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900
Company Registration No.	:	0105545118984
Telephone	:	(66) 2118 6967, (66) 2118 6938
Facsimile	:	(66) 2118 6943
Registered Capital	:	25,000,000 baht
Issued & Paid-up Capital	:	25,000,000 baht
Par Value	:	100 baht
Share Ownership by ITV	:	99.99% of the company's paid-up capital

1.3 Shareholders

1.3.1 The top 10 shareholders of ITV Plc. as of 15 March 2019, the latest date the share registration book was closed by Thailand Securities Depository Co., Ltd. is shown in the table below.

No.	List of Shareholders	No. of Shares	Percentage of Shareholding
1	Intouch Holdings Public Company Limited	638,602,846	52.92
2	GOLDMAN SACHS & CO	52,220,694	4.33
3	Mr. Narit Jiaarpa	26,628,000	2.21
4	NORTRUST NOMINEES LTD-CL AC	23,117,100	1.92
5	Thailand Securities Depository Company Limited	17,482,400	1.45
6	UOB KAY HIAN (HONGKONG) LIMITED-Client Account	14,785,990	1.23
7	Saeng Enterprise Corporation Company Limited	10,000,000	0.83
8	Mr. Vinai Klongprakij	8,171,300	0.68
9	Mr. Prasert Lorhaviboonsap	7,060,000	0.59
10	UOB KAY HIAN PRIVATE LIMITED	6,895,000	0.57

1.3.2 The major shareholders which, in practice, have influenced to the set of Company's management policy or operation is Intouch Holdings Public Company Limited, and its major shareholders holding an aggregate number of shares greater than five percent of the total voting rights are shown in the table below.

Name (1)	No. of shares	Percentage of investment
SINGTEL GLOBAL INVESTMENT PTE LTD (2)	673,348,264	21.00
THAI NVDR COMPANY LIMITED (3)	532,380,897	16.60
THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	320,283,660	9.99

Remarks:

(1) The latest record date of Intouch Holdings Public Company Limited as of 20 August 2019 prepared by Thailand Securities Depository Co., Ltd. (Registrar)

(2) Singtel Global Investment Pte. Ltd. is an indirect subsidiary of Singapore Telecommunications Ltd., of which Temasek Holdings Pte. Ltd. holds 49.81%. (Source: Singapore Telecommunications Ltd.'s Annual Report for 2019.)

(3) The investor information of Thai NVDR Company Limited is shown in the website www.set.or.th

1.4 Dividend Policy

The Company does not plan to pay out dividend due to the fact as of December 31, 2019 the Company's financial statements still showed an accumulated loss of Baht 7,506,630,418 in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Article 42 starting that prohibit the Company to payout dividends from other types other than net profit.

2. Information of the Board of Directors

Name-Surname:	**Mr. Somkid Wangcherdchuwong** (Appointed as a director on 19 February 2007 and reappointed for the fifth time on 5 April 2018)
Position:	Chairman of the Board and Authorized Director
Age:	62
Shareholding:	None
Relationship with Director and Management	None
Highest Education:	Barrister-at-law, Thai Bar under The Royal Patronage Bachelor of Laws, Chulalongkorn University Director Accreditation Program 50/2006
Work Experience:	
2007 - present	Chairman of the Board and Authorized Director of ITV Plc.
1996 - present	Attorney-at-law, Suwat Somkid Law Office
1991 -1995	Attorney-at-law, Udomwattana Law Office
1989 -1990	Attorney-at-law, Dr. Surabodee Sattabut Law & Bussiness Office
1982 -1988	Attorney-at-law, Vikery, Prapon, Pramuan & Sutee Law Office
1980 - 1981	Attorney-at-law, Kriengsak & Sanya Law Office
Illegal record in the past 10 years	None

Name-Surname:	**Mr. Supoch Vathitphund** (Appointed as a director on 10 November 2017)
Position:	Vice Chairman of the Board and Authorized Director
Age:	70
Shareholding:	None
Relationship with Director and Management	None
Highest Education:	Bachelor of Laws, Thammasat University
Work Experience:	
2017 – present	Vice Chairman of the Board and Authorized Director of ITV Plc.
1997 – 2010	Vice-President Legal of Advance Info Service Plc.
1995 – 1997	Legal Manager and legal execution of Shinwattra Computer and Communications Plc.
1981 - 1994	Lawyer of Thammasarn law office
Illegal record in the past 10 years	None

Name-Surname:	**Mr. Somboon Wongwanich** (Appointed as a director on 15 May 2007 and reappointed for the sixth time on 4 April 2019)
Position:	Director and Board Secretary
Age:	52
Shareholding:	None
Relationship with Director and Management	None
Highest Education:	Master's Degree in Financial Accounting, Chulalongkorn University Director Accreditation Program 75/2008
Work Experience:	
2007 – present	Director of ITV Plc.
2007 – 2014	Independent Director and Member of the Audit Committee, ITV Plc.
2005 – 2006	Finance Director, Boon Rawd Trading International Co., Ltd.
2003 – 2005	Freelance Consultant and Accountant
1999 – 2003	Assistant General Manager, L.T.U. Apparels Co., Ltd.
1998 - 1999	Financial Controller, Fatima Broadcasting International Co., Ltd.
Illegal record in the past 10 years	None

Name-Surname:	**Mrs. Rattanaporn Nammontri** (Appointed as a director on 23 April 2007 and reappointed for the sixth time on 4 April 2019)
Position:	Director and Authorized Director
Age:	54
Shareholding:	0.0575 %
Relationship with Director and Management	None
Highest Education:	Master of Business Administration (MBA), Kasetsart University Director Accreditation Program 75/2008
Work Experience:	
2007 – present	Director and Authorized Director of ITV Plc.
2015 – present	Managing Partner of Nathai Phokkasap Limited Partnership
2005 – 2015	Director of K.R. Infotech Co., Ltd.
Illegal record in the past 10 years	None

Name-Surname:	**Mr. Wuttiporn Diawpanich** (Appointed as a director on 10 April 2008 and reappointed for the fifth time on 5 April 2018)
Position:	Director
Age:	67
Shareholding:	0.0124 %
Relationship with Director and Management	None
Highest Education:	Master's Degree in Financial Accounting, Chulalongkorn University Director Accreditation Program 75/2008
Work Experience:	
2008 - present	Director of ITV Plc.
2002 - present	Savant Member of the Thai Consumer Protection Committee
1997 – present	Chairman of the Consumer Rights Association Director of V. Comtech Co., Ltd.
1991 – present	Chairman & board committee member of the Telecommunications Association of Thailand under Royal Patronage
1987 - 1997	Director & General Manager, Worajak International Co., Ltd.
1984 - 1987	Marketing Manager, Jebsen & Jessen (Thailand) Co., Ltd.
1981 - 1984	Marketing Manager, Zimedarby (Thailand) Co., Ltd.
1979 - 1981	Sales Manager, B. Grim & Go Partnership
Illegal record in the past 10 years	None

3. Securities held by Directors

Name List	Position	ITV Plc.				Artware Media Co., Ltd.			
		Number of Ordinary Shares				*Number of Ordinary Shares*			
		31 Dec 2018	Change during 2019		31 Dec 2019	31 Dec 2018	Change during 2019		31 Dec 2019
			Increase	Decrease			Increase	Decrease	
1. Mr. Somkid Wangcherdchuwong	Chairman of the Board	-	-	-	-	-	-	-	-
2. Mr. Supoch Vathitphund	Vice Chairman of the Board	-	-	-	-	-	-	-	-
3. Mr. Somboon Wongwanich	Director and Board Secretary	-	-	-	-	-	-	-	-
4. Mrs. Rattanaporn Nammontri	Director	694,000	-	-	694,000	-	-	-	-
5. Mr. Wuttiporn Diawpanich	Director	150,000	-	-	150,000	-	-	-	-

4. Board Meetings

In 2019, the board attended the Annual General Meeting and Board of Directors' meeting is shown in the table below.

Name	2019 Annual General Meeting	No. of Board's meetings attended/Total meetings held
1. Mr. Somkid Wangcherdchuwong	Yes	4/4
2. Mr. Supoch Vathitphund	Yes	3/4
3. Mr. Somboon Wongwanich	Yes	4/4
4. Mrs. Ratanaporn Nammontri	Yes	4/4
5. Mr. Wuttiporn Diawpanich	Yes	4/4

5. Directors' Remuneration

The directors were paid the following amounts in the year 2019:

List of Directors	Position	Remuneration for 2019 (baht)
1. Mr. Somkid Wangcherdchuwong	Chairman	960,000
2. Mr. Supoch Vathitphund	Vice-Chairman	840,000
3. Mr. Somboon Wongwanich	Director	600,000
4. Mrs. Ratanaporn Nammontri	Director	600,000
5. Mr. Wuttiporn Diawpanich	Director	600,000
Total		**3,600,000**

6. Risk Factors and Milestones

ITV Plc. (ITV), formerly known as Siam Infotainment Co. Ltd. (SIC), was founded on **9 May 1995** with an initial registered capital of 250 million baht, which was increased to 1,000 million baht in the same year. Siam TV and Communication Group (STCG), led by Siam Commercial Bank Plc. (SCB), was granted approval by the Office of the Permanent Secretary to the Prime Minister's Office (the PMO) to operate a broadcasting station under *The Operating Agreement Using the UHF (Ultra High Frequency) System* (the "OA") for a period of 30 years. Official broadcasting commenced on **1 July 1996**, and SIC changed its name to ITV in 1998. The significant changes and developments in the Company's business operations and management in the past are described below.

1995 STCG, led by SCB, was approved by the PMO to operate the new broadcasting station using the UHF system. STCG then founded SIC to enter into the OA on **3 July 1995**.

1996 SIC set up the broadcasting station and began the official service on **1 July 1996**.

1997 SIC installed additional signaling stations at Nation Tower on Bangna-Trad Road and Sindhorn Tower, covering service areas in the Bangkok Metropolitan Area.

1998 SIC had a total of 36 signaling stations, which could provide broadcasting service coverage for only certain provinces in central, north-eastern, eastern and southern parts of Thailand. SIC became a public company to comply with the OA and changed its name to ITV on **20 October 1998**.

1999 ITV installed a signaling station at Baiyok Tower 2, with maximum transmission power of 1,000 kilowatts, which could provide broadcasting services within a radius of 100 kilometers that covered the Bangkok Metropolitan Area as well as provinces in the central region.

2000 The Cabinet passed a resolution approving an amendment to the OA regarding the restrictions on share transfer to align it with the *"Public Limited Companies Act, B.E. 2535 (1992)"?* and a regulation imposed by the Stock Exchange of Thailand. The amended OA regarding the restrictions on share transfer and the extension of the first payment was signed on **25 April 2000**. Between the dates that the Company was established and the amended OA was signed, there were several changes in the Company's shareholding structure and directors.

Later in **June 2000**, ITV undertook capital restructuring by issuing 55 million new shares at a par value of 10 baht per share, resulting in a capital increase of 550 million baht. SCB and SHIN Corporation Plc. (now Intouch Holdings Plc. or "INTOUCH") injected 288.71 million baht and 261.29 million baht, respectively. The paid-up capital was thus increased to 1,550 million baht. However, this was followed by a capital decrease, which reduced the paid-up capital to 387.5 million baht.

On 18 September 2000, ITV increased its registered capital from 387.5 million to 4,500 million baht, of which the paid-up capital amounted to 4,250 million baht. In November 2000, the newly issued shares were sold to SCB and INTOUCH at 8.7692 baht per share, increasing each company's capital portion by 464.15 million baht and 420.1 million baht, respectively. In December 2000, another tranche of newly issued shares were sold to SCB and INTOUCH at 8.7692 baht per share, increasing each company's capital portion by 1,526.73 million baht and 976.11 million baht, respectively. The total paid-up capital was thus increased to 4,250 million baht.

On 1 September 2000, the ITV broadcasting station extended its airtime to 24 hours. Moreover, in 2000, ITV set up 4 additional signaling stations. Together with its network of 36 main signaling stations, there were in total 40 signaling stations, which could cover 97% of all viewers in Thailand.

2001 **On 13 November 2001**, INTOUCH agreed to purchase "SCB's entire holding in ITV, amounting to 106,250,000 ordinary shares at 10.6573 baht per share. INTOUCH also conducted a tender offer for ITV's ordinary shares held by other investors at the same price. As a result, INTOUCH became the largest shareholder. Later in Extraordinary General Meeting of Shareholders No.1/2001,a resolution was passed to reduce the par value of ITV's shares from 10 to 5 baht per share, which increased the number of shares to 1,200 million, of which 850 million were paid-up shares.

2002 **From 27 February to 1 March 2002**, ITV held a public offering to sell 300 million shares at 6 baht per share. On 13 March 2002, ITV was listed on the Stock Exchange of Thailand with a paid-up capital of 5,750 million baht.

On 11 November 2002, ITV founded a subsidiary named Art Ware Media Co., Ltd. (AM) with a paid-up capital of 1 million baht, consisting of 10,000 shares at a par value of 100 baht per share. AM was established to operate a business related to the rental of equipment used in the production of radio & TV programs and movies, the trading of movie copyrights, and the hosting of various marketing activities. ITV was the majority shareholder of AM with a stake of 99.93%.

2003 **On 16 January 2003**, ITV increased the capital of AM from 1 million to 20 million baht, consisting of 200,000 shares at a par value of 100 baht per share. ITV was still the largest shareholder with a stake of 99.99%.

On 1 February 2003, ITV moved its office and studio from SCB Park Plaza to Shinawatra Tower 3, which had more working space, in preparation for business expansion.

On 26 February 2003, ITV's board of directors approved the issuance of 60 million new shares at a par value of 5 baht per share, totaling 300 million baht, in preparation for the exercise of the rights under warrants allocated to the Company's directors and employees (ESOP Project). As a result, the registered capital increased from 1,200 million shares, valued at 6,000 million baht, to 1,260 million shares valued at 6,300 million baht.

On 16 December 2003, ITV's board of directors approved an increase in the Company's registered capital to 7,800 million baht, equivalent to 1,560 million shares at a par value of 5 baht per share. The proposed new share issue consisted of 300 million new ordinary shares, which were specifically allocated to two strategic partners, namely Mr. Tripop Limpapat and Kantana Group Plc. ("Kantana"), in the amount of 150 million shares each at a price of 10 baht per share, totaling the amount of 3,000 million baht.

However, the successful execution of this capital increase depended upon the outcome of due diligence conducted at ITV. "Kantana had stated that, if it purchased its portion of shares, it and the Kaljaruek Family would agree not to produce or provide any programs for other TV Broadcasting stations, except for their former programs produced for Channel 7 and broadcasting stations in other countries.

2004 **On 19 January 2004**, Extraordinary General Meeting of Shareholders No. 1/2004 approved the resolution of ITV's board for a private placement of newly issued shares to the aforementioned strategic partners.

On 30 January 2004, the Arbitration Tribunal ruled that the PMO shall indemnify ITV for a breach of the fourth paragraph of Clause 5 in the OA, which resulted in consequential damages. The ruling is summarized below.

- The PMO shall compensate ITV for damages in the amount of 20 million baht.
- The payment under the first paragraph of Clause 5 of the OA shall be decreased by reducing the minimum operating fee to 230 million baht per year and the payment rate to 6.5% of the revenues prior to the deduction of any expenses and taxes. The payment shall be the higher amount between the payment rate of 6.5% of the revenues prior to the deduction of any expenses and taxes and the minimum operating fee commencing from 3 July 2002.
- The PMO shall return 570 million baht out of the 800 million baht minimum operating fee paid by ITV, which was the condition set during the arbitration hearing on 3 July 2003.
- ITV shall be able to broadcast during prime time hours from 7.00 pm to 9.30 pm without being restricted to only broadcasting news, documentaries and socially beneficial programs. Nonetheless, ITV shall broadcast news and useful programs for at least 50% of its total airtime, subject to the regulations specified by the government authority applicable to general broadcasting stations.

2005 **On 31 October 2005**, Mr. Tripop Limpapat and Kantana failed to fulfill their obligations under the memorandum of understanding dated November 26, 2004, in regard to the capital increase through the private placement of the Company's shares that had been approved by the shareholders' meeting on 19 January 2004. However, both strategic partners continued to produce TV programs for ITV.

On 22 December 2005, ITV's board of directors passed a resolution to approve the establishment of a new joint venture named Media Connex Co., Ltd. ("MC") with a registered capital of 50 million baht, consisting of 5 million shares at a par value of 10 baht per share. The main objective of MC was to provide advertising and content production services specifically via mobile phones. The co-investors comprised ITV, CA Mobile Limited (CAM) and Mitsui & Co., Ltd. (Mitsui), the last two from Japan, with investment portions of 60%, 25% and 15%, respectively. MC was registered in January 2006. This joint venture aimed to utilize the existing resources of ITV to expand the business in collaboration with strong strategic partners from Japan, who had expertise in new technology and marketing techniques for advertising through mobile phones.

2006 **On 23 January 2006**, ITV acknowledged the sale of ordinary shares of INTOUCH, its major shareholder holding 52.93% of ITV's paid up capital. A group of INTOUCH's major shareholders sold their shares to Cedar Holdings Co., Ltd. ("Cedar") and Aspen Holdings Co., Ltd. (Aspen"). However, Cedar and Aspen received a waiver from the Securities and

Exchange Commission ("SEC") so they did not have to make a tender offer to purchase all of ITV's securities as specified in Article 8 of SEC Notification No. GorJor. 53/2545 re: chain principle. The Tender Offer Sub-Committee of the SEC considered that Cedar and Aspen did not have attention to acquire ITV's securities and ITV was an insignificant asset of INTOUCH.

On 9 May 2006, the Central Administrative Court rendered its judgment to revoke the whole arbitral award dated 30 January 2004.

On 7 June 2006, ITV filed an appeal to the Supreme Administrative Court for judgment regarding the breach of the fourth paragraph of Clause 5 of the OA by the PMO affecting damage to ITV and requesting PMO to remedy this situation.

On 13 December 2006, the Supreme Administrative Court rendered its judgment to revoke the whole arbitral award dated 30 January 2004 with the consideration that the fourth paragraph of Clause 5 of OA had not been submitted to the Cabinet for approval so this paragraph had become invalid. ITV had to comply with the first paragraph of Clause 5 of the OA regarding its payment to the PMO i.e. the minimum operating fee of 1,000 million baht a year or 44% of revenue, whichever is higher. ITV also had to follow the program content ratio specified in the first paragraph of Clause 11 in the OA by scheduling at least 70% of its airtime for news, documentary, and beneficial information programs, and only broadcasting these programs during the prime time slot from 7 to 9.30 pm. ITV complied with this condition from14 December 2006.

On 14 December 2006, the PMO sent ITV a written notice requesting ITV to undertake the following:

1. To adjust its programming to comply with Clause 11 in the OA;

2. To pay the difference between the minimum operating fee under the OA in the amount of 670 million baht for the 9th service year (the 7th installment), 770 million baht for the 10th service year (the 8th installment) and 770 million baht for the 11th service year (the 9th installment), totaling 2,210 million baht, plus interest at 15% per annum. The interest shall be calculated daily based on the number of late payment days;

3. To pay the fine at the rate of 10% of the operating fee that the PMO shall receive each year, pro rata to every day that ITV failed to broadcast programs in accordance with the first paragraph of Clause 11 of the OA, during the period 1 April 2004 to 13 December 2006. The PMO demanded a total amount of 97,760 million baht. (ITV adjusted its programming from 14 December 2006 to comply with the ruling of the Supreme Administrative Court)

   The PMO also stated that if ITV failed to make the aforementioned payment within 45 days of receiving this notice (dated 15 December 2006), it would proceed in accordance with the provisions for non-compliance in the OA and under the relevant laws.

On 21 December 2006, ITV sent a written reply to the PMO, raising the following issues:

1. ITV had adjusting its programming in accordance with Clause 11 in the OA from 14 December 2006;

2. ITV had not failed to pay the operating fee as alleged. ITV had paid the amount of 230 million baht for the annual operating fee in accordance with the arbitral award. Which bound both parties under Clause 15 in the OA. Therefore, ITV was not liable to pay the interest on the operating fee from the date that the Arbitration tribunal rendered its award to the date that the Supreme Administrative Court handed down its ruling.

3. ITV disagreed with the PMO over the fine payment of 97,760 million bath within 45 days after the notice given for the following reasons:

   3.1 ITV had not breached the OA. ITV complied with Clause 15 of the OA, which states that "The arbitral award of the tribunal shall be final and binding on both parties", along with the last paragraph of Clause 30 of the regulation of the court of justice andthe second paragraph of Section 70 of Act on establishment of Administrative Courts and Administrative Court procedure B.E. 2542 (1999). Therefore, ITV had complied with the OA and the relevant law;

   3.2 To be consistent with the process of bringing the dispute to arbitration tribunal as mentioned in Clause 3.1 of the OA, if ITV breaches the OA, the PMO should only have the right to terminate it after the dispute resolution is final.

   3.3 The Administrative Court had published "Administrative News" No. 78/2549 dated 13 December 2006, which mentioned the ruling of the Supreme Administrative Court on ITV case. One of the statements specified that "In the case of the fine, both parties shall discuss the matter; if they cannot come to an agreement, the matter shall be handled as specified in the OA the specification in the OA";

   3.4 The interest and the fine arising out of the adjustment of the programming are still under dispute. This dispute should not be handled by the Administrative Court, therefore, if the parties to the OA cannot come to an agreement, the dispute shall be submitted to arbitration in accordance with Clause 15 of the OA which stated that "If there is any dispute or conflict arising out of the OA between the PMO and the contractor (ITV), both parties agree to appoint the arbitration tribunal to hear the dispute and the arbitral award shall be final and binding on both parties.

   ITV and its legal counsel believe that the calculation of the fine arising out of the adjustment of the broadcasting programs employed by the PMO did not complied with the objective of the OA. If ITV is likely to be subject to such fine, the amount of such fine per day shall not exceed 274,000 baht not 100 million baht as claimed by the PMO. Therefore, notwithstanding the nature of the matter, if the fine is to be charged starting from the date that ITV complied with the arbitration award to the date that the Supreme Administrative Court rendered its judgment as claimed by the PMO (from 1 April 2004 to 31 December 2006), the calculation of the fine for such period shall not exceed the amount of 268 million baht not 97,760 million baht as calculated and claimed by the PMO as a cause of termination.

   With regard to the case that the PMO asked for the interest on the difference of the minimum operating fee, ITV and its legal counsel view that, during the period that ITV complied with the arbitration award, ITV had no duty to pay and did not fail to make the payment of such minimum operating fee as ITV had already paid the yearly minimum operating fee for the amount of 230 million baht in accordance with the arbitration award binding both parties. According to Clause 15 of the OA, during the period that the arbitration award is still in full force, ITV had never failed to make the payment of the operating fee and/or make the late payment of the operating fee to the PMO. Moreover, the PMO had never sought the court's protection to excuse the PMO from performing in accordance with the arbitration award during such period. Accordingly, ITV has no duty to pay the interest on the difference of the minimum operating fee while the PMO has no right to claim for such interest during the period that the arbitration award was still in full force and binding under the law. In addition, the judgment of the Central Administrative Court which revoked the arbitration award was not yet effective as the appeal was filed to the Supreme Administrative Court and the Supreme Administrative Court's judgment was not yet rendered.

On 20 December 2006, MC's main shareholders were changed from having 3 shareholders to 2 shareholders i.e. ITV and Mitsui with the shareholding portions of 60% and 40%, respectively.

2007 **On 4 January 2007**, ITV submitted the dispute regarding the fine arising out of the adjustment of the broadcasting programs and the interest on the difference of the minimum operating fee to the arbitration institution in the black case No. 1/2550. With regard to the difference of the minimum operating fee for the amount of 2,210 million baht, as ITV views that it is important to compromise so that the performance under the OA is smoothen and to avoid the PMO terminating the OA which will affect ITV's business, ITV decided to propose the settlement offer to make 2,210 million baht payment under various scenarios with the condition that the PMO must agree to use the arbitration proceeding on the issues of both the fine and the interest. The PMO declined such offer in the meeting on 31 January 2007.

On 2 February 2007, ITV submitted the letter to the Prime Minister seeking justice by proposing the PMO to accept the payment of the difference of the minimum operating fee in the amount of 2,210 million baht and that the arbitration proceeding should be used regarding the fine and the interest according to Clause 15 of the OA.

On 13 February 2007, the PMO once again submitted the letter officially declining the Company's proposal. As such, ITV has no obligation to the PMO in connection with such proposal according to Section 357 of the Civil and Commercial Code. Later on, the Central Administrative Court ordered the dismissal of the black case No. 640/2550 dated 22 June 2007. The Central Administrative Court analyzed the issue claimed by the PMO that ITV admitted that it owed to the PMO the difference of the minimum operating fee in the amount of 2,210 million baht together with the interest by stating that it is unacceptable to claim that ITV accepted that it owed such debt to the PMO because such proposal presented many alternatives to settle the dispute which should be subject to the arbitration proceeding in accordance with the OA.

On 20 February 2007, ITV submitted the petition to the Central Administrative Court requesting the Court to issue an interim protection measure or method to temporarily ease the damages of ITV as well as to urgently consider the following 2 matters:

1. ITV requested the Central Administrative Court to prevent the PMO from exercising its right to terminate the OA by claiming that ITV fails to pay the fine for the adjustment of the broadcasting programs and the interest on the difference of the minimum operating fee of approximately 100,000 million baht until the final award is rendered by the arbitration tribunal;

2. ITV requested the Central Administrative Court to set the period that ITV shall make the payment to the PMO for the difference of the minimum operating fee in the amount of 2,210 million baht within 30 days after the date that the court issues an order on this issue.

On 21 February 2007, the Central Administrative Court rejected the petition submitted by ITV giving the reason that if the PMO wishes to exercise the right to terminate the OA and ITV views that such right is illegally exercised, ITV should be able to claim damages from such termination. With regard to the PMO's request that ITV pay the fine and the interest as well as ITV's request that the Court sets the period for ITV to make such payment to the PMO for the difference of the minimum operating fee in the amount of 2,210 million baht within 30 days after the date that the Court orders this issue, the Court views that they are issues to be negotiated between ITV and the PMO. If ITV feels that it should not pay or would like to negotiate for the payment of such debt, ITV could follow the procedures specified in the OA and legal proceedings. Accordingly, there is no reasonable ground for the Court to order an interim protection to protect ITV's benefit. Such order of the Court shall be final and cannot be appealed.

On 7 March 2007, the PMO sent the notice to terminate the OA and informed ITV to pay the debt and deliver to the PMO the assets that ITV uses in operating the business under the OA within the period specified by the PMO in accordance with the Cabinet's resolution on 6 March 2007 (12.00 pm of 7 March 2007). Such termination caused ITV to cease its broadcasting business using the UHF system since then.

On 28 March 2007, ITV submitted the letter to the PMO denying that the termination of the OA and the request made by the PMO demanding ITV to pay the debt for approximately 100,000 million baht were in compliance with the law and the OA as ITV did not commit any breach of the OA and did not agree on the illegal termination of the OA. The PMO's termination of OA caused damages to ITV's business and thus the PMO shall be liable to ITV. ITV reserved its right to continue with the further legal proceedings.

On 30 March 2007, the PMO filed the petition with the Central Administrative Court in the black case No. 640/2550 requesting ITV to pay the difference of the minimum operating fee for the amount of 2,210 million baht, the 12th installment of the operating fee for the amount of 677 million baht (starting from the date the arbitration award was issued to 7 March 2007), 15% interest rate on the difference of the minimum operating fee for the amount of 562 million baht (starting from the date the arbitration award was issued to 30 March 2007), the fine for the adjustment of the broadcasting programs for the amount of 97,760 million baht and the value of the non-delivered assets for the amount of 656 million baht together with the interest at the rate of 7.5% per annum on the value of the non-delivered assets commencing from the filing date until all payments are satisfied. The value of the non-delivered assets is a new issue that has never been raised by the PMO. The total amount of the debt claimed in this petition was 101,865 million baht.

On 24 April 2007, ITV filed the petition with the Central Administrative Court requesting the Court to appoint an arbitrator on behalf of the PMO and to force the PMO to follow the arbitration proceeding in accordance with the OA.

On 8 May 2007, ITV filed the complaint to the Central Administrative Court in the black case No. 910/2550 in the event that the PMO failed to propose Article 5 paragraph 4 to the Cabinet for approval thus caused damages to ITV. The compensation amount requested by ITV was 119,252 million baht.

On 9 May 2007, ITV submitted the dispute to the arbitration institute in the black case No. 46/2550 seeking arbitration award on the issues relating to the PMO's exercise of the right to terminate the OA being against the law and the condition of the OA and the PMO's illegal request for ITV to pay for the difference of the minimum operating fee, the interest and the fine on the value of the non-delivered assets. Accordingly, ITV requested the PMO to pay a compensation in the amount of 21,814 million baht as well as allow ITV to resume its operation in the broadcasting station using the UHF system until the expiration of the OA.

On 16 May 2007, ITV submitted a motion requesting permission to amend its dispute petition which filed on 9 May 2007, by replacing with the new petition.

On 30 May 2007, the Central Administrative court ordered the dismissal of the black case No. 910/2550 filed by ITV in which the PMO failed to propose Article 5 paragraph 4 to the Cabinet for approval. The reason for such dismissal was due to the expiry by law of the case, more than 10 years old (the OA was effective since 3 July 1995).

On 22 June 2007, the Central Administrative Court ordered the dismissal of the black case No. 640/2550 filed by the PMO requesting ITV to pay for the claimed debt, including the difference of the minimum operating fee, 15% interest rate on the difference of the minimum operating fee, the fine for the adjustment of the broadcasting programs and the value of the non-delivered assets, which equaled to 101,865 million baht in order to allow both counterparties to use the arbitration proceeding as specified in the OA.

On 10 July 2007, the Central Administrative Court appointed Mr. Vich Jeerapat as the PMO's arbitrator to hear the arbitration institute dispute with the black case No. 1/2550 and ordered the PMO to follow the arbitration proceeding with regards to the dispute on the fine, the difference of the minimum operating fee and the interest in the case thereof.

On 11 July 2007, ITV appealed to the Supreme Administrative Court for the Central Administrative Court's order to dismiss the black case No. 910/2550 because of its expiry (the black case No.910/2550 was filed by ITV in which the PMO failed to propose Article 5 paragraph 4 to the Cabinet for approval causing ITV's damages).

On 24 July 2007, the PMO appealed the Central Administrative Court's order to the Supreme Administrative Court and filed the petition requesting for an interim protection in ceasing the arbitration proceeding while waiting for the Supreme Administrative Court's order.

On 17 August 2007, the PMO appealed to the Supreme Administrative Court the Central Administrative Court's order to appoint Mr. Vich Jeerapat as its arbitrator in the arbitration institute dispute with the black case No. 1/2550. The PMO also appealed against the arbitration award to follow the arbitration proceeding with regard to the dispute on the fine, the difference of the minimum operating fee and the interest in the case thereof.

On 29 October 2007, ITV filed the petition requesting the Central Administrative Court to order an interim protection in order to prevent the implementation of the draft of the Public Broadcasting of Sound and Pictures Organization of Thailand Act (PBA) before the final judgment on ITV's case is rendered. The Cabinet resolved to approve in principle the draft of the PBA on 24 April 2007 and proposed to the National Legislative Assembly (NLA) on 31 October 2007. ITV provided the reason in its petition that if the draft of the PBA is approved and becomes in effective as the law, it will affect the arbitration award and the Administrative Court's judgment on the dispute or the claim between ITV and the PMO, which will be rendered after 31 October 2007, regarding one of ITV's claims requesting the PMO to compensate for the damages and allow ITV to continue to operate its broadcasting business using the UHF system under the same frequency and network equipment assets until completing the full term of the OA. The same terms under the OA will be nullified as all assets, rights and obligations of ITV will become the government's assets in accordance with Section 56 of the draft of the PBA. Accordingly, ITV requested that the Central Administrative Court hold an urgent hearing and ordered the cessation or find an immediate measure which will cease the operation or the proposing of such draft to the NLA as the Court deemed appropriate until the case is final or until the Central Administrative Court will order otherwise.

On 30 October 2007, the Central Administrative Court rejected ITV's petition requesting an interim protection giving the reason that the consideration of such draft is the duty of the members of the NLA i.e. the power given by the Constitution of Thailand not the administrative power. Therefore, there is no ground for the Administrative Court to order the cessation of the operation of the NLA. In addition, the dispute is currently under the consideration of the tribunal so that there is no reasonable ground for the Court to order an interim protection as requested by ITV.

On 31 October 2007, the draft of the PBA was approved by the NLA and is now being prepared for the publication in the Royal Gazette to be effective as the law.

On 14 November 2007, the Supreme Administrative Court reaffirmed the Central Administrative Court's order in appointing Mr. Vich Jeerapat as the PMO's arbitrator in the dispute of the arbitration institution with the black case No. 1/2550. Consequently, the dispute relating to the fine, the difference of the minimum operating fee and the interest under the black case no. 1/2550 shall be proceeded under the arbitration proceeding. The Supreme Administrative Court also reaffirmed the Central Administrative Court's order in dismissing the case No. 910/2550 due to its expiry. The petition on such case was filed by ITV against the PMO on the invalidity of Article 5 paragraph 4, which the PMO failed to propose to the cabinet for approval before signing the OA.

On 19 December 2007, the Supreme Administrative Court reaffirmed the Central Administrative Court's order in dismissing the case No. 640/2550 filed by the PMO requesting ITV to pay the claimed debts for the amount of Baht 101,865 million. Accordingly, the dispute regarding the debt obligations comprising of the fine, the difference of the minimum operating fee, the interest and the value of the non-delivered assets as well as the illegal termination under the dispute No. 1/2550 and 46/2550 shall proceed under the arbitration proceeding.

2008 **On 15 January 2008**, the PBA was enacted and published in the Royal Gazette. The enactment of this Act makes any tribunal judgments or any Supreme Administrative Court's orders on ITV's legal requests to resume the UHF television broadcast operation for the remaining operation period which occurred after 15 January 2008 become ineffective because ITV's relevant assets, rights, duties and obligations with respect to the OA will become the government's possessions as prescribed under Clause 56 of such Act. Nevertheless, the Company still has other ongoing legal cases against the PMO for settlement of damages in form of cash or other compensation methods, all of which are pending for the Court's decisions.

On 2 April 2008, ITV's board of directors passed a resolution approving MC to decrease three fourths of the registered capital for the total amount of 37.5 million baht from 50 million baht (fully paid-up) to 12.5 million baht by decreasing the number of shares from 5,000,000 shares to 1,250,000 shares at the same par value of 10 baht per share.

On 30 October 2008, the PMO submitted the petition No. Kor 9/2551 for an interim protection form the Central Administrative Court requesting the Court to prohibit ITV from owning or taking any legal action on the lands in Choompuang District, Nakorn Ratchasima Province and Phen District, Udornthani Province with title deed No. 25168 and 29554 prior to the final judgment of the black case No. 46/2550. Moreover, the Court was requested to submit the notice to temporarily prohibit the land officers in both Nakorn Ratchasima and Udornthani provinces from any registration of rights and legal action on such lands before the final judgment. With reference to the second paragraph of Clause 1.1. of the OA, "lands, buildings, operating equipment and other assets which ITV has procured or acquired or possessed for its broadcasting business before or after the agreement signing date have to be transferred to the PMO

on the day that such assets are completely installed and operated or firstly acquired but no later than the operating date. Accordingly, the PMO shall agree to provide rights and duties to possess and use the aforementioned assets to ITV for its broadcasting business in according to the OA."

On 3 September 2008, ITV's board of directors resolved to cease the operations of MC.

On 25 November 2008, ITV opposed to the petition No.Kor 9/2551 providing that the PMO was the one who terminated the OA before completing the agreement term whereas ITV did not act in breach. Such termination was in fact intended to seize and possess ITV's broadcasting station to seek benefits, as the PMO's intention was wrongful given illegal termination. As deemed that the PMO was the party in breach resulting from illegal termination, both parties shall return to the same position in accordance with Section 391 of the Civil and Commercial Code as if they did not enter into the agreement since the beginning thus the PMO could not claim or rely on conditions, arrangement and details in the OA in which the PMO exercised the right to terminate and thereby enforced ITV to perform according to the OA. In addition, the OA also did not have the exception that prohibits the return to the same position following the termination of the agreement. As such, the PMO could not refer to the terminated agreement and request another party to follow accordingly.

On 25 December 2008, the Central Administrative Court ordered an interim protection that prohibited ITV from any legal action on the lands in Choompuang District, Nakorn Ratchasima Province.

2009 **On 29 June 2009**, the Supreme Administrative Court reaffirmed the Central Administrative Court's ordered an interim protection that prohibited ITV from any legal action on the lands in Choompuang District, Nakorn Ratchasima Province.

On 4 June 2009, the Stock Exchange of Thailand (SET) had withdrawn ITV shares from the trading board and moved to non-performing group (NPG). However as ITV still maintains its status as a listed company, it has to comply with the SET's regulations. In accordance with the reviewed financial statements for the first quarter, ended 31 March 2009, equity of the Company was below zero and the Company incurred net operating losses for two consecutive years.

2010 **On 10 June 2010**, the Company paid deposited for Arbitrator commission of the black case no. 46/2550 for the amount of 5,412,839.79 baht according to the capital which each party claimed by calculation from capital base which the Company claimed for 21,814,198,932 baht. For black case No.1/2550, there was no capital and therefore, deposited for Arbitrator commission at the minimum rate which was 20,000 baht per time was made. The Company deposited 5 times with total 100,000 baht.

2011 **On 9 September 2011**, the Central Administrative Court ruled for the black case Kor 7/2554 and red case Kor 7/2554 to prohibit the Company to do any juristic act on the land, title deed no. 25168, Ban That Sub-district, Pen District, Udonthani and also ruled to Udonthani Land Officer not to register anything on the said title deed until arbitrator finally judged for the arbitration the black case no.46/2550.

On 24 November 2011, the Company speeded up the lawsuit judgment to Arbitration Institute and disputed that Arbitration Institute would permit time extension for deposition insurance of arbitration because the PMO intended to postpone the time to deposit insurance for 23 times that lasted for over than 2 years. Consequently, there was no reason to extend the time once again.

On 2 December 2011, the PMO filed the petition to delay the deposited for Arbitrator commission (the 24th extension) by referring to the letter to extend the deposit insurance (the 23rd extension) – Nor Ror 1306/7334 dated 22 September 2011 which the PMO extended the time to arbitrators' fee for another 60 days from 28 September 2011 but did not take note the consent letter from Arbitration Institute and to be informed by coordinating with prosecutor of this case and was informed not to know this permission ruling. The PMO internally coordinated with PBA which was responsible by the act for supporting the expenses of arbitration case of the Company. The Company and the PMO was informed PBA was considering to allocate the budget to deposited for Arbitrator commission and commission of arbitration during the arbitration process to extend the said fees and expenses for another 60 days from due date because it was a lot of money.

On 21 December 2011, Arbitration Institute made appointment the litigants to reconcile for the final agreement by proposing both parties to consider which was to delay the proceed of the black case no. 1/2550 so as to wait for the judgment of the black case no. 46/2550 because it related with the black case no. 46/2550 and the black case no.

46/2550 had the details which covered interpretation of the fine for the black case no. 1/2550. Additionally, consolidating two cases were difficult to do so. Disputing about the deposited for Arbitrator commission remained. Both parties did not wish to revoke the dispute black case no. 1/2550. Moreover, so as to leave the case no. 46/2550 to be continuously proceeded, it was proposed to both parties to consider deposited for Arbitrator commission for the Black case no. 46/2550 at 10,000,000 baht for each party. Meantime, the Company deposited for Arbitrator commission for the dispute of the black case no. 46/2550 since 10 June 2010 for 5,412,839.79 baht (calculation from capital which each party claimed by calculating from the capital base which the Company claimed for 21,814,198,932 baht) and the remaining deposited for Arbitrator commission was 4,587,160.21 baht.

On the same date, the Company filed the appeal for the red case no. Kor.7/2554 to the Supreme Administrative Court in the case that the Central Administrative Court ruled the provisional measure to prohibit the Company to do any legal action on the land, title deed no. 25168, Ban That Sub-district, Pen District, Udonthani until Arbitrator had final sentence of the black case no. 46/2550.

On 30 December 2011, the PMO issued a letter to delay the proceed with the black case no. 1/2550 so as to wait for the result of the black case no. 46/2550 as Arbitration Institute proposed.

2012 **On 17 January 2012**, according to the Thai Arbitration Institute proposed, the Company issued a letter to delay the proceed of the black case no. 1/2550 and wait for the award of the black case no. 46/2550. Later on, the Thai Arbitration Institute issued an order to delay the process of the black case no.1/2550. On the same day, PMO deposited for Arbitrator commission at 100,000 baht for the black case no. 1/2550 and 10,000,000 baht for the black case no. 46/2550, including the commission of arbitrator cases at 15,000 baht each.

On 20 January 2012, According to the order of Thai Arbitration Institute, the Company deposited additional for Arbitrator commission of the black case no. 46/2550 at 4,587,160.21 baht, totaling 10,000,000 baht.

On 13 September 2012, Thai Arbitration Institute sent the letter to the Company and The PMO informing background and information of Arbitrators for both parties. The letter said that if the Company or the PMO intend to protest the qualifications of the Arbitrator of the other side, the opposed notice must be submitted to Thai Arbitration Institute within the set period. On 28 November 2012, the Company submitted the petition to Thai Arbitration Institute to notify that the Company did not protest against the qualifications of the Arbitrator from the PMO's side. Therefore, Thai Arbitration Institute informed to the Arbitrators from both sides to acknowledge and take further proceeding.

2013 **On 27 May 2013**, arbitration commission for both parties selected and appointed the person as the Chairman of Arbitrator according to the rules of Thai Arbitration Institute and with the same satisfaction. Thai Arbitration Institute approached someone and he accepted to be the Chairman of Arbitrator. His curriculum vitae was attached for registration and was informed to both parties. If either party raised any objection, the reason for this objection could be submitted within 15 days.

On 12 June 2013, authorized prosecutor from the Office of PMO's extended the time to consider whether the objection for appointment the Chairman of Arbitrator would be made. Thai Arbitration Institute approved this extension for 15 days.

On 28 June 2013, authorized prosecutor from the Office of PMO's stated that The Office of the Permanent Secretary the Office of PMO's did not have any objection but the right for the future if reason for the objection was found.

On 19 August 2013, authorized prosecutor from the Office of PMO's submitted petition to the Arbitration Institute that there were not enough data and facts as per curriculum vitae and then required additional information of Chairman of Arbitrator.

On 20 September 2013, the Chairman of Arbitrator clarified additional information as per authorized prosecutor from the Office of PMO's inquired. In conclusion, the Chairman of Arbitrator, his spouse and son did not hold the Company's share and / or had any relationship with the company of the claimant.

On 8 October 2013, the Arbitrator of the claimant declared facts and additional information as per the request from authorized prosecutor from the Office of PMO's to reconsider whether there was the objection of the Arbitrator from the Company.

On 16 October 2013, the Company requested for justice to rush the proceeding of the dispute no. 46/2550 to the Attorney-General because the dispute was submitted since 2007 up to present, totally more than 6 years but this dispute has not been to the proceeding stage. Therefore, the Company claimed to the authorized prosecutor from the Office of PMO's to proceed so that the final rule can be commenced and finalized as specified by law.

On 28 December 2013, Alternative Dispute, Thai Arbitration Institute sent the letter informing that on 6 December 2013, PMO submitted the letter protesting the Company's Chairman of Arbitrator and Arbitrator for proceeding Arbitration at this stage and also requested appointment the new Arbitrator according to the stage and legal procedure.

2014 **On 14 January 2014**, the Company received the letter from Alternative Dispute informing that on 6 January 2014, the Chairman of Arbitrator and the Company's Arbitrator resigned from the position of Chairman of Arbitrator for dispute between the Company and PMO.

On 22 January 2014, the Company received the letter from Alternative Dispute, Thai Arbitration Institute that on 15 January 2014, the Company's Arbitrator resigned from the position of Arbitrator for the dispute between the Company and PMO. Alternative Dispute, Thai Arbitration Institute commanded the Company to appoint new Arbitrator to substitute the previous Arbitrator who just resigned.

On 21 March 2014, ITV has appointed new arbitrator.

On 8 July 2014, Thai Arbitration Institute sent a letter to ITV informing that on 26 June 2014, PMO did not object the appointment of ITV's arbitrator but PMO would reserve its objection right in the future if any relevant reasons will be found.

On 8 August 2014, ITV submitted a motion to ask for a progress due to the dispute was submitted since 2007 up to present, totally more than 7 years but this dispute has not been to the proceeding stage. Therefore, ITV requested Thai Arbitration Institute to reiterate the authorized prosecutor from the PMO's to proceed as rapidly as possible for the purpose of the interest of justice.

On 12 September 2014, the Arbitration commission for both parties selected the person as the Chairman of Arbitrator by approached Mr. Sombat Deoisres and he accepted to be the Chairman of Arbitrator.

On 12 December 2014, Mr. Sombat Deoisres has officially been appointed as the Chairman of Arbitrator. The arbitral tribunal therefore assigned issues of dispute and burden of proof, stated the Arbitration procedure, and scheduled the dates for the witnesses' testimony of both parties in year 2015.

2015 **On 2 March 2015,** ITV submitted a motion to withdraw the Black case No. 1/2550 due to the dispute matters of the Black case No. 46/2550 have covered to the dispute matter by the Black case No.1/2550, therefore, it is not necessary to proceed the Black case No. 1/2550. Moreover, ITV also has requested for the refund of Arbitrator commission. Thai Arbitration Institute has ordered that in case PMO wishes to object the withdrawal, PMO must submit an objection within 15 days, otherwise, it will be deemed that PMO does not object and Thai Arbitration Institute will issue further order.

On 1 May 2015, PMO submitted an objection against ITV's petition to request for withdrawal of the Black case no.1/2550 by giving a reason that it may negatively affect to the Black case no.46/2550 because PMO's Statement of Counterclaim which has been submitted in the Black case no. 46/2550 argued that the ITV's submission of Black case no.46/2550 is a repetition of Black case no. 1/2550 and it is an issue of disputes as indicated to be considered by the Arbitral Tribunal.

During the period from 1 May 2015 to 15 September 2015, for the dispute of the black case no. 46/2550, there were investigations of witnesses of ITV and PMO by the Arbitral Tribunal.

On 17 August 2015, ITV deposited for additional Arbitrator commission of 10,000 baht as Arbitration Institute's request for the dispute of the black case no. 46/2550.

On 15 September 2015, the process of investigation of the dispute of the black case no. 46/2550 was completed.

On 10 November 2015, ITV and PMO submitted presented their closing statement for the dispute of the black case no. 46/2550.

2016 **On 1 February 2016,** ITV received a copy of arbitration award in the black case no.46.2550 (the red case no.1/2559) rendered by Arbitration Tribunal on 14 January 2016. The significant issues of the arbitration award are as follows:

- The termination of PMO is unlawful.
- PMO shall compensate to ITV by paying the damages in the total amount of 2,890,345,205.48 baht.
- Since the arbitration award to reduce the operating fee was revoked by the Supreme Administrative Court, ITV has to pay the unpaid difference of the operating fee of 2,886,712,328.77 baht with the late interest of 3,632,876.77 baht (from 4 March 2007 to 7 March 2007) to PMO. The total amount is 2,890,345,205.48 baht.
- ITV and PMO are obligated to pay the equal amount of 2,890,345,205.48 baht to each other, the obligations therefore could be set-off. In this regard, ITV and PMO shall release each other from the obligations.

On 29 April 2016, PMO submitted a petition to Central Administrative Court for revocation of the Arbitration award in the Black case no. 46/2550 (the Red case no.1/2559).

On 2 November 2016, the CAC has accepted the petition for consideration, the Black Case no. 620/2559.

2017 **On 31 March 2017,** Arbitration Institute sent a notice to ITV requesting for the remaining Arbitrator commission in the Black case no. 1/2550, in amount of 7,900,000 baht.

On 8 May 2017, ITV submitted a motion to Arbitration Institute declaring that ITV does not wish to deposit any expense and insists not to continue the Black case no.1/2550 anymore.

On 9 May 2017, ITV submitted an answer against PMO's petition to Central Administrative Court in the Black case no. 620/2559.

On 21 September 2017, PMO submitted an objection against ITV's answer to Central Administrative Court in the Black case no. 620/2559

2018 **On 5 February 2018,** ITV submitted additional answer against PMO's petition to Central Administrative Court in the Black case no. 620/2559.

In June 2018, PMO sent a letter to Arbitration Institute requesting their order to hold down the Black case no. 1/2550 until the final judgment of Black case no. 620/2559.

On 4 October 2018, PMO submitted a letter to the Arbitration Institute requesting for holding down the Black case no. 1/2550 until the final judgment of Black case no. 620/2559

On 18 October 2018, The Central Administrative Court ordered in the Black case no. 1466/2561 (red case no. 2104/2561) to appoint a person as ITV's arbitrator for the Black case no. 1/2550 without request of ITV. It is caused by the Arbitration Institute's order to PMO submitting a petition to a court which has jurisdiction (the Central Administrative Court) to request for appointment of ITV's arbitrator on behalf of ITV without notification to ITV and ITV had no chance to submit any objection before the court's consideration.

On 31 October 2018, ITV received Arbitration Institute's order to hold down the Black case no. 1/2550 until the final judgment of Black case no. 620/2559.

On 14 November 2018, ITV submitted an objection against the appoint ITV's arbitrator to the Arbitration Institute but the Arbitration Institute informed that ITV's objection will be propose to the Arbitration tribunal after completion of Arbitration tribunal's appointment

On 21 November 2018, ITV submitted an appeal against the Central Administrative Court's order to appoint a person as ITV's arbitrator in the Black case no. 1466/2561 (red case no. 2104/2561) to the Supreme Administrative Court.

2019 **On 25 September 2019,** the Supreme Administrative Court rendered a verdict for the Black case no. 1466/2561 (red case no. 2104/2561) to reverse the Central Administrative Court's order which had appointed a person as ITV's arbitrator by dismissal of PMO's petition with a reason that the Black case no. 1/2550 is not a dispute proposing to the Arbitration Tribunal under laws, therefore, there is no circumstance to appoint ITV's arbitrator.

On 3 October 2019, ITV submitted a petition to the Arbitration Institute requesting for disposal of the Black case no. 1/2550 by referring to the Supreme Administrative Court's verdict of the Black case no. 1466/2561 (red case no. 2104/2561).

On 8 October 2019, the Arbitration Institute ordered to dispose the Black case no. 1/2550

At the present, ITV therefore has only the black case no. 620/2559 which is still pending for and in consideration of the Central Administrative Court.

7. Related-Party Transactions

Please find the Note 5 to the financial statement (Related Parties)

8. Report of the Independent Certified Public Accountants

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS
ITV PUBLIC COMPANY LIMITED

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of ITV Public Company Limited and its subsidiaries (the "Group") and the separate financial statements of ITV Public Company Limited (the "Company"), which comprise the consolidated and separate statements of financial position as at December 31, 2019, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated and separate financial statements because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph. We have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the aforementioned financial statements.

Basis for Disclaimer of Opinion

As described in Note 2 (d) and 18, from the verdict of the Supreme Administrative Court, the Company had accrued the provision for unpaid operating agreement fee and interest at Baht 2,890 million since 2006 and continues to have disputes with the Office of the Permanent Secretary of the Office of the Prime Minister ("PMO"). On January 14, 2016, the Arbitration had the award on the claim between the Company and PMO for whether termination of the Operating Agreement was legal or not and damages arising from termination of the Operating Agreement. Consequently, the Company had reduced its liability in this regard. PMO filed a petition for such Arbitration's award to the Central Administrative Court ("CAC") where CAC has accepted the petition and the case is under the CAC's procedures. In addition, the Company has been in the arbitral proceeding regarding the unpaid operating agreement fee including interest, penalty arising from the alteration of television programming. If the verdict was not favorable to the Company, it may cast significant doubt on ITV's ability to continue as a going concern. We have not been able to obtain sufficient audit evidence in concluding the outcome of those disputes to provide a basis for an audit opinion on the aforementioned financial statements from the aforementioned material uncertainty.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our responsibility is to conduct an audit of the Company's Consolidated and Separate financial statements in accordance with TSAs and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these Consolidated and Separate financial statements.

We are independent of the Group and the Company in accordance with the requirements of the Code of Ethics for Professional Accountants determined by the Federation of Accounting Professions that are relevant to the audit of the Consolidated and Separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Dr. Suphamit Techamontrikul
Certified Public Accountant (Thailand)
Registration No. 3356
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

BANGKOK
February 21, 2020

9. Financial Statements and Notes to the Financial Statements

ITV PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2019

Unit : Baht

		Consolidated financial statements		Separate financial statements	
		As at 31 December	As at 31 December	As at 31 December	As at 31 December
	Notes	2019	2018	2019	2018
Assets					
Current assets					
Cash and cash equivalents	*5*	3,926,892	5,307,127	1,384,649	2,332,943
Current investments	*6*	1,246,501,555	1,218,153,060	1,254,440,194	1,226,543,723
Other receivables	*4, 7*	6,257,201	6,490,483	63,662	237,432
Total current assets		**1,256,685,648**	**1,229,950,670**	**1,255,888,505**	**1,229,114,098**
Non-current assets					
Investment in a subsidiary	*8*	-	-	599,829	644,367
Equipment	*9*	248	1,795	248	1,795
Deferred tax asset	*11*	-	212,414	-	212,414
Total non-current assets		**248**	**214,209**	**600,077**	**858,576**
Total assets		**1,256,685,896**	**1,230,164,879**	**1,256,488,582**	**1,229,972,674**
Liabilities and equity					
Current liabilities					
Provision for unpaid operating agreement fee and interest	*18*	2,890,345,205	2,890,345,205	2,890,345,205	2,890,345,205
Other payables	*10*	1,125,840	1,385,271	928,527	1,193,066
Income tax payable		1,578,148	2,109,851	1,578,147	2,109,851
Total current liabilities		**2,893,049,193**	**2,893,840,327**	**2,892,851,879**	**2,893,648,122**
Non-current liabilities					
Deferred tax liability	*11*	2,215,416	-	2,215,416	-
Total non-current liabilities		**2,215,416**	-	**2,215,416**	-
Total liabilities		**2,895,264,609**	**2,893,840,327**	**2,895,067,295**	**2,893,648,122**
Capital deficiency					
Share capital	*12*				
Authorised share capital		7,800,000,000	7,800,000,000	7,800,000,000	7,800,000,000
Issued and paid-up share capital		6,033,487,000	6,033,487,000	6,033,487,000	6,033,487,000
Deficiency on share capital	*12*	(174,296,959)	(174,296,959)	(174,296,959)	(174,296,959)
Deficit		(7,506,630,418)	(7,522,015,831)	(7,506,630,418)	(7,522,015,831)
Other components of equity		8,861,664	(849,658)	8,861,664	(849,658)
Total capital deficiency		**(1,638,578,713)**	**(1,663,675,448)**	**(1,638,578,713)**	**(1,663,675,448)**
Total liabilities net of capital deficiency		**1,256,685,896**	**1,230,164,879**	**1,256,488,582**	**1,229,972,674**

The accompanying notes are an integral part of these financial statements.

ITV PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2019

Unit : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2019	2018	2019	2018
Revenues					
Return on investment and interest income		28,588,058	31,752,729	27,968,508	31,125,520
Other incomes		110,764	-	110,764	-
Total revenues		**28,698,822**	**31,752,729**	**28,079,272**	**31,125,520**
Expenses					
Administrative expenses	*14*	5,789,589	5,954,071	5,126,135	5,281,477
Directors' remuneration	*4*	3,600,000	3,600,000	3,600,000	3,600,000
Total expenses		**9,389,589**	**9,554,071**	**8,726,135**	**8,881,477**
Share of loss of investments in a subsidiary	*8*	-	-	(44,538)	(45,645)
Profit before financial costs		**19,309,233**	**22,198,658**	**19,308,599**	**22,198,398**
Financial costs		(3,809)	(3,160)	(3,175)	(2,900)
Profit before income tax expense		**19,305,424**	**22,195,498**	**19,305,424**	**22,195,498**
Income tax expense	*15*	(3,920,011)	(4,448,229)	(3,920,011)	(4,448,229)
Profit for the year		**15,385,413**	**17,747,269**	**15,385,413**	**17,747,269**
Basic earnings per share	*16*	**0.01**	**0.01**	**0.01**	**0.01**
Other comprehensive income					
Components of other comprehensive income					
that will be reclassified to profit or loss					
Gains (losses) on remeasuring investments held as available for sale					
Profit during the year		40,118,541	19,951,113	40,118,541	19,951,113
Reclassification of profit, recognised in the statements of income		(27,979,389)	(31,073,223)	(27,979,389)	(31,073,223)
Gains (losses) on remeasuring investments held as available for sale before income tax		12,139,152	(11,122,110)	12,139,152	(11,122,110)
Income tax on other comprehensive income	*11*	(2,427,830)	2,224,422	(2,427,830)	2,224,422
Gains (losses) on remeasuring investments held as available for sale, net of income tax		9,711,322	(8,897,688)	9,711,322	(8,897,688)
Other comprehensive income for the year, net of income tax		**9,711,322**	**(8,897,688)**	**9,711,322**	**(8,897,688)**
Total comprehensive income for the year		**25,096,735**	**8,849,581**	**25,096,735**	**8,849,581**

The accompanying notes are an integral part of these financial statements.

ITV PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

Unit : Baht

	Consolidated financial statements					
				Other components of equity		
	Issued and paid-up share capital	Deficiency on share capital	Deficit	Fair value changes in available-for-sale investments	Total other components of equity	Total equity
For the year ended 31 December 2018						
Opening balance at 1 January 2018	**6,033,487,000**	**(174,296,959)**	**(7,539,763,100)**	**8,048,030**	**8,048,030**	**(1,672,525,029)**
Comprehensive income for the year						
Profit for the year	-	-	17,747,269	-	-	17,747,269
Other comprehensive income						
Components of other comprehensive income that will be reclassified to profit or loss	-	-	-	(8,897,688)	(8,897,688)	(8,897,688)
Total comprehensive income for the year	-	-	**17,747,269**	**(8,897,688)**	**(8,897,688)**	**8,849,581**
Balance at 31 December 2018	**6,033,487,000**	**(174,296,959)**	**(7,522,015,831)**	**(849,658)**	**(849,658)**	**(1,663,675,448)**
For the year ended 31 December 2019						
Opening balance at 1 January 2019	**6,033,487,000**	**(174,296,959)**	**(7,522,015,831)**	**(849,658)**	**(849,658)**	**(1,663,675,448)**
Comprehensive income for the year						
Profit for the year	-	-	15,385,413	-	-	15,385,413
Other comprehensive income						
Components of other comprehensive income that will be reclassified to profit or loss	-	-	-	9,711,322	9,711,322	9,711,322
Total comprehensive income for the year	**-**	**-**	**15,385,413**	**9,711,322**	**9,711,322**	**25,096,735**
Balance at 31 December 2019	**6,033,487,000**	**(174,296,959)**	**(7,506,630,418)**	**8,861,664**	**8,861,664**	**(1,638,578,713)**

The accompanying notes are an integral part of these financial statements.

ITV PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

Unit : Baht

	Separate financial statements					
				Other components of equity		
	Issued and paid-up share capital	Deficiency on share capital	Deficit	Fair value changes in available-for-sale investments	Total other components of equity	Total equity
For the year ended 31 December 2018						
Opening balance at 1 January 2018	**6,033,487,000**	**(174,296,959)**	**(7,539,763,100)**	**8,048,030**	**8,048,030**	**(1,672,525,029)**
Comprehensive income for the year						
Profit for the year	-	-	17,747,269	-	-	17,747,269
Other comprehensive income						
Components of other comprehensive income that will be reclassified to profit or loss	-	-	-	(8,897,688)	(8,897,688)	(8,897,688)
Total comprehensive income for the year	-	-	**17,747,269**	**(8,897,688)**	**(8,897,688)**	**8,849,581**
Balance at 31 December 2018	**6,033,487,000**	**(174,296,959)**	**(7,522,015,831)**	**(849,658)**	**(849,658)**	**(1,663,675,448)**
For the year ended 31 December 2019						
Opening balance at 1 January 2019	**6,033,487,000**	**(174,296,959)**	**(7,522,015,831)**	**(849,658)**	**(849,658)**	**(1,663,675,448)**
Comprehensive income for the year						
Profit for the year	-	-	15,385,413	-	-	15,385,413
Other comprehensive income						
Components of other comprehensive income that will be reclassified to profit or loss	-	-	-	9,711,322	9,711,322	9,711,322
Total comprehensive income for the year	-	-	**15,385,413**	**9,711,322**	**9,711,322**	**25,096,735**
Balance at 31 December 2019	**6,033,487,000**	**(174,296,959)**	**(7,506,630,418)**	**8,861,664**	**8,861,664**	**(1,638,578,713)**

The accompanying notes are an integral part of these financial statements.

ITV PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2019

Unit : Baht

		Consolidated financial statements		Separate financial statements	
	Notes	2019	2018	2019	2018
Cash flows from operating activities					
Profit for the year		15,385,413	17,747,269	15,385,413	17,747,269
Adjustments for					
Depreciation	*9*	1,547	1,547	1,547	1,547
Return on investment and interest income		(28,588,058)	(31,752,729)	(27,968,508)	(31,125,520)
Share of loss of investments in a subsidiary	*8*	-	-	44,538	45,645
Income tax expense	*15*	3,920,011	4,448,229	3,920,011	4,448,229
		(9,281,087)	(9,555,684)	(8,616,999)	(8,882,830)
Changes in operating assets and liabilities					
Other receivables		174,985	(171,882)	173,770	(171,869)
Other non-current assets		-	63,963	-	63,963
Other payables		(259,430)	(1,934,243)	(264,539)	(1,922,812)
Return on investment and interest received		28,646,355	33,796,979	27,968,508	31,125,520
Income tax paid		(4,451,715)	(4,692,142)	(4,451,715)	(4,692,142)
Net cash from operating activities		**14,829,108**	**17,506,991**	**14,809,025**	**15,519,830**
Cash flows from investing activities					
Withdrawal of debt securities		-	-	12,000,000	12,500,000
Increase in debt securities		(16,209,343)	(20,299,816)	(27,757,319)	(30,773,795)
Net cash used in investing activities		**(16,209,343)**	**(20,299,816)**	**(15,757,319)**	**(18,273,795)**
Net decrease in cash and cash equivalents		**(1,380,235)**	**(2,792,825)**	**(948,294)**	**(2,753,965)**
Cash and cash equivalents at 1 January		5,307,127	8,099,952	2,332,943	5,086,908
Cash and cash equivalents at 31 December	*5*	**3,926,892**	**5,307,127**	**1,384,649**	**2,332,943**

The accompanying notes are an integral part of these financial statements.

ITV Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

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ITV Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

1 General information

ITV Public Company Limited (the "Company") is a public limited company and is incorporated and domiciled in Thailand. The registered office is at the 30th floor, SJ Infinite One Business Complex, 349 Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok, 10900.

The parent company during the financial year was Intouch Holdings Public Company Limited ,which is incorporated in Thailand and held 52.92% shareholding as at 31 December 2019 *(31 December 2018: 52.92%).*

The Company had been listed on the Stock Exchange of Thailand ("SET") from 13 March 2002. On 18 July 2014, the Board of Governors of the SET resolved to delist the common stocks of the Company from the SET since 24 July 2014 onwards.

The Company used to operate a television broadcasting station under a UHF radio-television broadcasting agreement ("Operating Agreement") provided by the Office of the Permanent Secretary of the Office of the Prime Minister ("PMO"), media advertising and production of TV program. The Company's Operating Agreement was revoked on 7 March 2007. Therefore, the Company ceased its operations.

Detail of the Company's subsidiary is as follows:

Name	Type of business	Country of incorporation	Ownership interest	
			31 December 2019	31 December 2018
Artware Media Company Limited ("Artware")	Principal business was the lease of electric billboard, arranging related marketing events and TV production (At present, the company ceased its operation)	Thailand	99.99	99.99

2 Basis of preparation of the financial statements

(a) Statement of compliance

The financial statements and format are prepared in accordance with Thai Financial Reporting Standards ("TFRS") including related interpretations and guidelines promulgated by the Federation of Accounting Professions ("FAP"); and applicable rules and regulations at the Securities and Exchange Commission. The format of presentation of the financial statements is not significantly different from the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statements".

The Company has adopted the new and revised TFRSs that are announced by the FAP and become effective for the financial statements for the period beginning on or after 1 January 2019 onwards. Those TFRSs have no material impact on the presentation and/or disclosure in the current year financial statements.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except as stated in the accounting policies.

(c) Use of estimates and judgements

The preparation of financial statements in conformity with TFRS requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and assumptions are based on historical experience and various other factors, including assessment of the potential impact on the Company's operations and financial position. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised prospectively.

Information about significant areas of estimates and critical assumptions in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Note	Significant estimates and assumptions
6, 7, 8 and 9	Measurement of the recoverable amounts of each asset or cash-generating units such as past experience, future expectations of customer payments, price and the economic or industrial at that point of time.
8	Assessment of controls over investee company.
9	Estimation of useful lives of property and equipment.
8 and 9	Impairment tests – key assumptions underlying recoverable amounts such as expected cash inflow, discount rate and the economic or industrial at that point of time.
11	Assumption on future taxable profit to utilize deferred tax assets.
17	Assumptions used to measure fair value of financial instruments for non-observable assets or liabilities such as discount rate.
18	Recognition and measurement of provisions and contingent liabilities such as assumptions used to assess probability that the Company's resources will be required to settle and discount rate.

(d) Financial status

As at 31 December 2019, the Company's current liabilities exceed its current assets by an amount of Baht 1,637 million and deficit in excess of its share capital by an amount of Baht 1,639 million *(31 December 2018 the Company's current liabilities exceed its current assets by an amount of Baht 1,664 million and deficit in excess of its share capital by an amount of Baht 1,664 million)*.

The Company's disputes that were claimed by the PMO to pay for the unpaid operating agreement fee and the interest on the total unpaid operating agreement fee including the penalty arising from the alteration of television programming which the Company has followed the arbitral proceeding of the Black Case No. 46/2550 was ruled on 14 January 2016. The Arbitration's award has been summarised and disclosed in Note 18 to the financial statements.

(e) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest thousand unless otherwise stated.

3 Significant accounting policies

The accounting policies set out below have been applied constantly to all periods presented in these financial statements.

(a) Basis of consolidation

The consolidated financial statements relate to the Company, its subsidiary and the current investment in fixed income security through private funds.

Subsidiary

Subsidiary is an entity controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of a subsidiary and investment in current investment in fixed income security through private funds are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The accounting policies of subsidiary are to align with the policies adopted by the Company.

Losses applicable to non-controlling interests in a subsidiary are allocated to non - controlling interests even if doing so causes the non- controlling interests to have a deficit balance.

Loss of control

Upon the loss of control, the Company derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(b) Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses market observable data. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(c) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits held at banks.

(d) Other receivables

Other receivables are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(e) Investments

Investments in a subsidiary

Investments in a subsidiary in the separate financial statements of the Company are accounted for using the equity method.

Investments in debt securities

Debt securities are classified as available-for-sale investments and are subsequent to initial recognition, by using reference rates from the quoted prices at the close of business on the reporting date, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised directly in equity. Impairment losses and foreign exchange differences are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

(f) Equipment

Equipment is stated at cost less accumulated depreciation and impairment losses.

Depreciation

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each part of an item of equipment. The estimated useful lives are as follows:

Office equipment	5 years

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(g) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognised in the statements of income.
When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in the statements of income even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in the statements of income is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in the statements of income.

(h) Other payables

Other payables are stated at cost.

(i) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(j) Revenue

Return on investment and interest income is recognised in profit or loss as it accrues.

(k) Finance costs

Finance costs comprise bank charge, interest expense on borrowings, unwinding of the discount on provisions and contingent consideration, losses on disposal of available-for-sale financial assets, and fair value losses on financial assets at fair value through profit or loss, impairment losses recognised on financial assets (other than trade receivables) are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective rate interest method.

(l) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred taxes are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date.

Deferred tax

Deferred tax is provided, using the liability method, on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes using tax rates substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profit will be available against which the asset can be utilised. Deferred tax assets are reduced to the amount at which the related tax benefit will be realised.

4 Related parties

The Group is controlled by Intouch Holdings Public Company Limited. ("INTOUCH"), incorporated in Thailand, which owns 52.92% of the Company's shares as at 31 December 2019 *(31 December 2018: 52.92%)*. The remaining 47.08% of the shares *(31 December 2018: 47.08%)* are widely held.

Transactions related to the Group within the Intouch Group, such as subsidiaries, associates, management, and related parties are recognised as related party transactions to the Group.

During the year, the Group entered into a number of transactions with its parent company and related companies, the terms of which were negotiated on an arm's length basis in the ordinary course of business and according to normal trade conditions.

Significant transactions for the years ended 31 December 2019 and 2018 with related parties were as follows:

Unit: Thousand Baht

	Consolidated financial statements		**Separate financial statements**	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Revenue				
Related parties under common control				
Interest income	895	-	895	-
Services and rental expenses				
Parent				
Management fee	2,568	2,400	2,568	2,400
Rental & service fees	176	168	176	168
	2,744	**2,568**	**2,744**	**2,568**
Short-term benefit				
Directors' remuneration	3,600	3,600	3,600	3,600

Balances with related parties were as follows:

Unit: Thousand Baht

	Consolidated financial statements		**Separate financial statements**	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Other receivable				
Related parties under common control	200	-	200	-
Current investment in debenture through private funds, managed by independent fund manager				
Related parties under common control	38,788	-	38,788	-

Directors' remuneration represents monthly allowance, which is paid to chairman of the board, vice president of board, and non-executive directors as approved by the Annual General Meeting of shareholders of the Company.

Commitments and other agreements with related parties

As at 31 December 2019, the significant commitments with related parties are as follows:

1. The Company entered into a contract with parent company, under which parent company committed to provide services on legal, corporate governance, accounting & tax and general administration for three years with an option to renew one year each. The parties have the right to terminate the agreement by giving at least three-month advance written notice. As at 31 December 2019, the Company committed to pay parent company for services in respect of the agreements at approximately Baht 2.4 million in the consolidated financial statements and in the separate financial statements (*31 December 2018: Baht 2.4 million*).

2. The Company entered into an agreement with parent company, under which parent company agreed to share some area for the Company to operate its business, and charge rental expense. This Agreement shall remain in effect until either party has written notice of termination one-month advance. As at 31 December 2019, the Company committed to pay parent company for rental in respect of the agreements at approximately Baht 0.2 million in the consolidated financial statements and in the separate financial statements (*31 December 2018: Baht 0.2 million*).

5 Cash and cash equivalents

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Cash on hand	8	8	8	8
Cash at banks - saving accounts	3,919	5,299	1,377	2,325
Total	**3,927**	**5,307**	**1,385**	**2,333**

The weighted average effective interest rate of savings deposits was 0.25% per annum *(2018: 0.33% per annum)* in the consolidated financial statements and 0.23% per annum *(2018: 0.31% per annum)* in the separate financial statements.

6 Current investments

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Debt securities available for sale	1,235,425	1,219,215	1,243,363	1,227,606
Unrealised gain (loss) on securities available for sale	11,077	(1,062)	11,077	(1,062)
Total	**1,246,502**	**1,218,153**	**1,254,440**	**1,226,544**

The return on investments for the year 2019 was 2.06% *(2018: 1.99%)*.

The Company has hired two security institutions to manage portfolio of investments as describe in Note 19 (c).

7 Other receivables

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Interest receivables	6,183	6,243	-	-
Value added tax refundable	10	241	-	231
Prepaid expenses and others	64	6	64	6
Total	**6,257**	**6,490**	**64**	**237**

8 Investment in a subsidiary

	Unit: Thousand Baht Separate financial statements	
	2019	2018
At 1 January	644	690
Share of loss - equity method	(44)	(46)
At 31 December	**600**	**644**

Investment in a subsidiary as at 31 December 2019 and 2018 were as follows:

	Separate financial statements							
	Ownership interest		Paid-up share capital		Cost method		Equity method	
	1 December 2019	1 December 2018	1 December 2019	1 December 2018	1 December 2019	1 December 2018	1 December 2019	1 December 2018
	(%)		*(thousand Baht)*		*(thousand Baht)*		*(thousand Baht)*	
Artware	99.99	99.99	25,000	25,000	25,000	25,000	600	644
Less impairment					(24,400)	(24,356)	-	-
Net					**600**	**644**	**600**	**644**

9 Equipment

	Unit: Thousand Baht Consolidated and separate financial statements
	Office equipment
Cost	
At 1 January 2018	8
At 31 December 2018	**8**
Accumulated depreciation	
At 1 January 2018	(5)
Depreciation charge for the year	(1)
At 31 December 2018	**(6)**
Net book value	
At 31 December 2018	**2**
Cost	
At 1 January 2019	8
At 31 December 2019	**8**
Accumulated depreciation	
At 1 January 2019	(6)
Depreciation charge for the year	(2)
At 31 December 2019	**(8)**
Net book value	
At 31 December 2019	**-**

10 Other payables

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Accrued legal and business consulting fees	436	698	436	698
Accrued audit fee	501	501	455	455
Accrued fund management and custodian fee	152	146	-	-
Others	37	40	38	40
Total	**1,126**	**1,385**	**929**	**1,193**

11 Deferred tax

Deferred tax asset and liability are as follows:

Unit: Thousand Baht

	Consolidated and separate financial statements	
	31 December 2019	31 December 2018
Deferred tax asset	-	212
Deferred tax liability	2,215	-
Total	**2,215**	**212**

Deferred income tax is calculated on temporary differences under the statements of financial position using asset and liability method.

The movements in deferred tax, without taking into consideration the offsetting of balances within the same tax jurisdiction, are comprised of fair value changes in available-for-sale investment which are as follows:

Unit: Thousand Baht

	Consolidated and separate financial statements
Deferred tax asset	
At 1 January 2018	(2,012)
Recognised in other comprehensive income	2,224
At 31 December 2018	**212**

Unit: Thousand Baht

	Consolidated and separate financial statements
Deferred tax liability	
At 1 January 2019	212
Recognised in other comprehensive income	(2,427)
At 31 December 2019	**(2,215)**

12 Share capital and deficiency on share capital

	Consolidated and separate financial statements				
	Number of registered share capital *(thousand shares)*	Issued and Paid-up *(thousand shares)*	Ordinary shares *(thousand Baht)*	Deficiency On share capital *(thousand Baht)*	Total *(thousand Baht)*
At 31 December 2018	**1,560,000**	**1,206,697**	**6,033,487**	**(174,297)**	**5,859,190**
At 31 December 2019	**1,560,000**	**1,206,697**	**6,033,487**	**(174,297)**	**5,859,190**

As at 31 December 2019, the total authorised number of ordinary shares was 1,560 million shares *(2018: 1,560 million shares)* with a par value of Baht 5 per share *(2018: Baht 5 per share)*.

13 Significant non-controlling interests

The Company has no significant non-controlling interests because of the Company's investments in a subsidiary and investment in debt securities through private funds, which is managed by independent fund manager, holding 99.99% and 100%, respectively.

14 Administrative expenses

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
For the year ended 31 December	2019	2018	2019	2018
Legal and business consulting fee	2,937	3,118	2,937	3,118
Expenses relating to annual general meeting	855	882	855	882
Fund management and custodian fee	617	624	-	-
Audit fee	501	501	455	455
Others	880	829	879	826
Total	**5,790**	**5,954**	**5,126**	**5,281**

15 Income tax

The income tax recognised in profit or loss for the years ended 31 December 2019 and 2018 differ from the amount that would arise using the basic tax rate as follows:

Unit: Thousand Baht

	Consolidated financial statements		Separate financial statements	
For the year ended 31 December	2019	2018	2019	2018
Profit before income tax	19,305	22,195	19,305	22,195
Tax rate (%)	20	20	20	20
The result of the accounting profit multiplied by the income tax rate	3,861	4,439	3,861	4,439
Effect of the non-deductible tax income or tax expense and expense recognised in the different period between accounting and tax	59	9	59	9
Income tax recognised in profit or loss	**3,920**	**4,448**	**3,920**	**4,448**
Average effective tax rate (%)	20.3	20.0	20.3	20.0

Income taxes recognised in other comprehensive income are as follows:

Unit: Thousand Baht

	Consolidated and separate financial statements		
	Unrealised gain on available-for-sale investments		
	Before tax	Income tax expense	After tax
For the year ended 31 December 2018	(1,062)	212	(850)
For the year ended 31 December 2019	11,077	(2,215)	8,862

Corporate income tax rate

The Group has applied tax rate of 20% in measuring deferred tax assets and liabilities as at 31 December 2019 and 2018.

16 Basic earnings per share

The calculations of basic earnings per share for the years ended 31 December 2019 and 2018 were based on the loss for the years attributable to equity holders of the Company and the number of ordinary shares outstanding during the year as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Profit for the year *(thousand Baht)*	15,385	17,747	15,385	17,747
Number of ordinary shares outstanding *(thousand shares)*	1,206,697	1,206,697	1,206,697	1,206,697
Basic earnings per share *(Baht per share)*	**0.01**	**0.01**	**0.01**	**0.01**

17 Financial instruments

As at 31 December 2019 and 2018, the Group has the following risks relating to significant financial instruments as follows:

Fair values

The carrying amounts of the following financial assets and financial liabilities approximate their fair value: cash and cash equivalent, other receivables, provision for unpaid operating agreement fee and interest, other payables and income tax payable are assumed to approximate their fair value due to the short maturities of these instruments.

Financial assets and liabilities measured at fair value as follows:

Unit: Thousand Baht

	Consolidated financial statements				
	Carrying amount	Fair value			
		Level 1	Level 2	Level 3	Total
As at 31 December 2018					
Current assets					
Debt securities available-for-sale	1,218,153	-	1,218,153	-	1,218,153
As at 31 December 2019					
Current assets					
Debt securities available-for-sale	1,246,502	-	1,246,502	-	1,246,502

The Group determines Level 2 fair values for marketable debt securities available-for-sale have been determined based on quoted selling prices from the Thai Bond Market Association at the close of the business on the reporting date.

18 Significant commitments, disputes and litigation

18.1 Commitments from the Operating Agreement before the Agreement revoked (Effective date 7 March 2007)

On 7 March 2007, the Company received the letter of termination of the Operating Agreement from the PMO. This caused the following disputes that are currently under the process of consideration;

1. **A case in which the Company is the plaintiff**, the arbitration institution dispute No. 46/2550, regarding to the PMO's unduly termination of the Operating Agreement which was wrongfully performed in breach of the Operating Agreement and against the law, including the arbitration institution dispute Black Case No. 1/2550 on 4 January 2007 which disputes payment of the program penalty fee and interest approximately totaling Baht 100,000 million. On 28 July 2016, the Black Case No. 1/2550 was entered into the process of appointing arbitration panel and will be under the consideration of arbitration proceeding.

2. **A case in which the Company is the defendant** whereby the PMO demanded that the Company make the payment of the program penalty, the unpaid operating fee, interest and the undelivered value of assets, approximately totaling Baht 100,000 million to Supreme Administrative Court, the Black Case No. 640/2550. Later, on 19 December 2007, the Supreme Administrative Court (SAC) upheld the verdict of the Central Administrative Court (CAC) for the dismissal of the aforesaid case in order to allow the parties to Operating Agreement to use the arbitration proceeding for the Cases No. 1/2550 and No. 46/2550.

However, on 14 January 2016, the Black Case No. 46/2550 was ruled; the Arbitration's award is summarised in Note 18.2 to the financial statements.

18.2 The dispute and litigation between the Company and the PMO relating to the Operating Agreement

a) Sequence of significant events of the dispute between the Company and the PMO

On 30 January 2004, the arbitration award granted by the arbitration panel on the dispute between the Company and the PMO in accordance with the Operating Agreement can be summarised as follows;

1. The PMO shall indemnify the Company in the amount of Baht 20 million.
2. The Operating Agreement fee to be paid shall be reduced and adjusted by reducing the fee to 6.5% (from the original rate of 44%) of gross revenue or the minimum guarantee of Baht 230 million (reduced and adjusted from the original Operating Agreement of the 8th year of Baht 800 million, the 9th year of Baht 900 million, and the 10th - 30th year of Baht 1,000 million each year), whichever is higher, starting from 3 July 2002 onward.
3. The PMO shall return parts of the minimum guarantee of Baht 800 million paid by the Company subject to conditions during the arbitration proceedings on 3 July 2003. The amount to be returned is Baht 570 million.
4. The Company is eligible to broadcast its television programmes during the prime time (7.00 p.m. - 9.30 p.m.) without being restricted to news, documentaries and social benefit items. The Company must, however, broadcast news, documentaries and social benefit programmes for not less than 50% of its total airtime, subject to the rules and regulations issued by governmental agencies applicable in general to all television stations.

On 27 April 2004, the PMO filed the complaint with the CAC for setting aside the arbitral award granted by the arbitration panel.

On 9 May 2006, the CAC handed down its ruling revoking the arbitration award.

On 7 June 2006, the Company filed an appeal to the SAC.

On 13 December 2006, the SAC ruled to uphold the judgment of the CAC regarding revocation of the arbitral award dated 30 January 2004. As a consequence of that ruling, the Company has to follow the previous terms and conditions as specified in the Operating Agreement on the following;

1. The Company is required to change its television programs to be in line with Clause 11 of the Operating Agreement which covers the combination of news, documentaries and social benefit programs which shall not be less than 70% of total air-time, and all programs broadcasted during the prime time (7.00 p.m. - 9.30 p.m.), have to be these kinds of programs.

2. The Company is required to follow Clause 5 (the Operating Agreement fee to be rate of 44% and the minimum guarantee of Baht 1,000 million per year) of the Operating Agreement in respect of payment of Operating Agreement fee to the PMO.

On 14 December 2006, the PMO issued a letter dated 14 December 2006 claiming that;

1. The Company is required to alter the television programming in order to comply with Clause 11 of the agreement for the operation.

2. The Company is required to pay the unpaid Operating Agreement fee totaling Baht 2,210 million, for the 9th operating year (the Seventh Payment) in the amount of Baht 670 million, the 10th operating year (the Eighth Payment) in the amount of Baht 770 million and the 11th operating year (the Ninth Payment) in the amount of Baht 770 million plus 15% interest per annum on the unpaid Operating Agreement fee, calculated on a daily basis from the date the payment become overdue.

3. The Company is required to pay the penalty fee in accordance with Clause 11, second paragraph, of the Operating Agreement from 1 April 2004 to 13 December 2006 at the rate of 10% of the annual Operating Agreement fee, calculated on a daily basis from the date the payment become overdue. As the Company had not scheduled programs following Clause 11, first paragraph, the penalty fee for breach determined by the PMO is in the amount of Baht 97,760 million (The Company changed its programming schedule following the SAC's judgment on 14 December 2006).

The PMO demanded that all payments must be paid within 45 days of the receipt of such notice (received on 15 December 2006). In the event that the Company fails to repay such amount within the allocated period of time, the PMO will have to act in accordance with the terms of the Operating Agreement and any relevant law.

On 21 December 2006, the Company sent a letter to the PMO which is summarised as follows;

1. The Company has altered the television programming in compliance with Clause 11 of the Operating Agreement since 14 December 2006.

2. The Company was not in default for the payment of the Operating Agreement fee since the Operating Agreement fee amounting to Baht 230 million was paid to the PMO in accordance with the arbitral award. Since the arbitral award was bound to both parties under Clause 15 of the Operating Agreement, the Company had no liability on interest of the Operating Agreement fee during the period that the arbitral award was granted until the Supreme Administrative Court's judgment was handed down.

3. The Company disagreed with the PMO on the issue of the penalty fee amounting to Baht 97,760 million with the 45 days payment period as follows;

    3.1 The Company has not breached the Operating Agreement because the Company has complied with Clause 15 of the Operating Agreement which states that "The arbitral award shall be bound to both parties.", the last paragraph in Clause 30 of the Arbitration rules of Judiciary Office and the second paragraph of Section 70 of Act on Establishment of Administrative Courts and Administrative Court Procedure, B.E. 2542. Consequently, the alteration of television programming from 1 April 2004 to 13 December 2006 (the date that the SAC's judgment was handed down) has duly complied with the Operating Agreement and law.

    3.2 In order to comply with the arbitration proceeding as stated in section 3.1, if it is apparent that the Company breaches the Operating Agreement, the PMO shall be entitled to terminate the Operating Agreement if the process of settlement of dispute becomes final.

    3.3 The SAC gazette No. 78/2549 dated 13 December 2006 stated that "Regarding the matter of the penalty, the parties have to resolve these themselves, and if the dispute cannot be resolved, the statement of claims is required to be filed in accordance with the procedure defined in the Operating Agreement".

    3.4 The issue of interest and the penalty incurred from the alteration of television programming had not been finalised since it was not an issue raised for consideration by the SAC. Therefore, if the parties had any controversy thereon and it cannot be resolved, the statement of claims shall then enter into arbitration proceeding in accordance with Clause 15 of the Operating Agreement stating that "If any dispute or controversy arises in connection with this Operating Agreement, both parties shall agree to submit the said dispute for arbitration, and the Arbitration Committee's award shall be final and binding".

The Company and its legal consultant viewed that the calculation of the penalty of the PMO was not in compliance with the objective of the Operating Agreement. The penalty should be calculated at Baht 274,000 per day as a maximum amount, not Baht 100 million per day as stated by the PMO. However, if the penalty fees are charged, the penalty for the period from 1 April 2004 to 13 December 2006 should be Baht 268 million, not Baht 97,760 million as claimed to be paid and led to cancellation of agreement by the PMO.

With regard to the interest on the unpaid Operating Agreement fee claimed by the PMO, the Company and its legal consultant is of the opinion that during the period that the Company complied with the arbitral award, the Company neither had a liability to settle the debt nor was at default to pay the Operating Agreement fee since the Operating Agreement fee of Baht 230 million was paid in accordance with the arbitral award. The arbitral award become binding on both parties under Clause 15 at the time it comes into force, since the Company was not at default in the payment of the Operating Agreement fee or makes the delay payment. In addition, the PMO has not requested provisional remedial measures from the Court to order the Company not to comply with the arbitral award in such period of time. Consequently, the Company has no liability for the interest of the Operating Agreement fee and the PMO has no right to claim for the unpaid Operating Agreement fee during the period that the arbitral award was valid and the judgment of the CAC was not enforceable during the period that the appeal was submitted to the SAC.

On 4 January 2007, referring to the penalty for alteration of television programming and interest of overdue Operating Agreement fee, the Company filed the statement of claim, Black Case No. 1/2550, to the Arbitration Institute. With regard to Operating Agreement fee in the amount of Baht 2,210 million, the Company has the opinion that in order to comply with the Operating Agreement and to compromise with the PMO not to terminate the Operating Agreement affecting The Company's business. The Company proposed that the PMO to pay the amount of Baht 2,210 million with the condition that the PMO shall enter into the arbitration proceeding seeking the arbitral award on the penalty fee and interest of the Operating Agreement fee. Nevertheless, the PMO did not accept the said proposal on 31 January 2007.

On 2 February 2007, the Company submitted a letter to the Prime Minister appealing for justice and proposing that the PMO accept the Operating Agreement fee in the amount of Baht 2,210 million and enter into the arbitral proceedings on the issue of the penalty fee and interest.

On 13 February 2007, the PMO did not accept the said proposal. As a result, the Company's proposal shall not be enforceable from the date that the PMO rejected the Company's proposal in writing and the Company had no onward liability on its proposal onward in accordance with Section 357 of the Civil Code. Thereafter, the CAC made an order striking out the case, Black Case No. 640/2550 dated 22 June 2007 from the Case List. The Court ruled that the PMO's claim stating that the Company accepted the unpaid debts of Baht 2,210 million cannot be viewed as the Company accepting liability because it was an option proposed by the Company which it had not become final, and thus considered as a dispute to be entered into arbitration proceedings.

On 20 February 2007, the Company issued a complaint to prescribe provisional remedial measures, and a complaint of compelling urgency was filed with the CAC. The matters are as follows;

1. The Company requested the CAC to rule that the right to terminate the Operating Agreement of the PMO will be revoked during the period that the penalty fee was incurred from the change of television programming, and interest of the unpaid Operating Agreement fee of approximately Baht 100,000 million will not be paid until the arbitral award is granted and the dispute becomes finalised.
2. The Company requested the CAC to specify the grace period to make the payment of the unpaid Operating Agreement fee amounting to Baht 2,210 million within 30 days of the date of the receipt of the Court order.

On 21 February 2007, the CAC ordered the rejection of the complaint to prescribe provisional remedial measures and the complaint of compelling urgency. The Court ruled that in the case of the PMO's right of termination of Operating Agreement, the Company was entitled to claim for damages arising from such termination if the Company viewed that such termination was incorrect. In respect of the fact that the PMO requested the Company to pay the penalty fee and interest of the Operating Agreement fee as well as requested the Court demanding the Company to pay the Operating Agreement fee amount of Baht 2,210 million to the PMO within 30 days from the date that the Court had granted the order, the Court opined that it was the case that such issues shall be mutually negotiated between the Company and the PMO. If the Company viewed that the Company should not be bound to pay or requested to provide debt settlement, the Company was eligible to process under the Operating Agreement and legal proceeding. Therefore, the Court did not deem it necessary to prescribe provisional remedial measures to the Company during the time that such process was being made. The order of the CAC shall be deemed final and cannot be further appealed.

On 7 March 2007, the letter of revocation of the Operating Agreement was sent by the PMO requesting the Company to repay the debt and return all operational assets under the Operating Agreement back to the PMO within the period specified by the PMO in accordance with the Cabinet resolution passed on 6 March 2007. Such termination caused the Company to cease carrying on the business of the UHF television broadcasting station.

On 28 March 2007, the Company sent a letter to the PMO disputing the termination of the Operating Agreement exercised by the PMO demanding that the Company pay the debts of approximately Baht 100,000 million as it was not in compliance with the law and terms of agreement. The reason is that the Company has not breached the Operating Agreement and disagreed with the said revocation. The termination of the Operating Agreement harmed the Company's business operations which shall be the responsibility of the PMO, and the Company reserved its right on any further legal action against the PMO.

On 30 March 2007, the PMO requested the CAC in the Black Case No. 640/2550 to order the Company to pay unpaid Operating Agreement fee of Baht 2,210 million, the 12th Operating Agreement fee of Baht 677 million (counted from the date the arbitration panel judged the arbitral award to 7 March 2007), interest of overdue Operating Agreement fee of Baht 562 million (counted from the date the arbitration panel judged the arbitral award to the date of requesting of the order, 30 March 2007), adjusting of television program fee of Baht 97,760 million, and the undelivered value of assets under Operating Agreement of Baht 656 million with 7.5% of the interest of the undelivered value of assets counted from the requested date until the Company repays in full. The undelivered value of assets fee is a new issue that the PMO has previously not raised. The aggregated amount is Baht 101,865 million.

On 8 May 2007, the Company filed against the PMO for the complaint to the CAC in the Black Case No. 910/2550 requesting the PMO to pay the compensation in the amount of Baht 119,252 million in respect of Article 5 pa.4 which has not been approved by cabinet caused the Company's damages.

On 9 May 2007, the Company filed the statement of claim, Black Case No. 46/2550, with the Arbitration Institute seeking an arbitral award granted by the arbitration panel to rule that the Operating Agreement terminated by the PMO was not in accordance with law and the terms of Agreement, the PMO 's claim for the Company for payment of the Operating Agreement fee (fraction), interest, penalty fee and value of undelivered assets was incorrect, and compensation shall be paid to the Company by the PMO.

On 30 May 2007, the CAC ordered the dismissal of the Black Case No. 910/2550 filed by the Company in respect of Article 5 pa.4 which has not been approved by cabinet caused the Company's damages. The reason for the dismissal of the case was its expiry by law (10 years).

On 22 June 2007, the CAC passed an order striking out Black Case No. 640/2550 in which the PMO demanded the Company to pay the Operating Agreement fee, interest, penalty fee and value of undelivered assets from the Case List, so that the parties of the Operating Agreement shall enter into arbitration proceedings as specified in the Operating Agreement.

On 11 July 2007, the Company appealed to the SAC for the CAC's order to dismiss Black Case No. 910/2550 because of its expiry. (The Black Case No. 910/2550 was the issue that the Company filed the dispute against the PMO in respect of Article 5 pa.4 which has not been approved by cabinet caused the Company's damages and claim to be paid for damages from the PMO in the amount of Baht 119,252 million).

On 24 July 2007, the PMO filed appeal against the verdict of the CAC (of the First Instance) with the SAC regarding revocation of Black Case No. 640/2550 by the CAC. In addition, the PMO also issued a complaint to prescribe provisional remedial measures in order to stop arbitration proceedings and await for order of the SAC.

On 29 October 2007, the Company filed a complaint to prescribe the provisional remedial measures to the CAC to prescribe provisional remedial measures and the complaint in the case of compelling urgency filed. The complaint was to request the Court to order that the Public Television Bill shall not become effective. The said Bill was approved in principle by the Cabinet and shall be brought to be considered by rules to drop the draft bill on the Thai Public Television Broadcasting Station Act ("TPBS") which was approved by the Cabinet on 24 April 2007 and shall be submitted to the National Legislative Assembly ("NLA") on 31 October 2007. The Company contested that if the Bill is approved and becomes enforceable, neither the award granted by the Arbitration Committee nor the judgment given by the Administrative Court on the dispute or case arisen between the Company and the PMO after 31 October 2007, which one of the claims that the Company claimed against the PMO to indemnify for damages and/or grant the Company of the operating right to re-operate the UHF Broadcasting Television Station for the remaining period as specified in the Operating Agreement, shall not be effective for final approval before its effective announcement. The reason is that all business including rights, obligations, assets, budget, debt, frequency rights and encumbrance of the Company shall be transferred to the government subject to Section 57, Transitory Provisions of the Bill. Consequently, the Company then requested the CAC to commence urgent proceedings and rule that the Bill shall not be brought for the NLA' s consideration in accordance with any method that the Court shall deem appropriate until the case becomes final or the Court passes other judgment.

On 30 October 2007, the CAC rejected the complaint clarifying that the approval process of the Bill taken by the NLA is a legislative power under the Constitutional Law, and is not acting as an administrative power, therefore, the Court is unable to make an order forbidding the undertaking of the NLA to cancel the aforesaid complaint of the Company for the reason that NLA is not the Administrative Government agency, but acted as a State Legislative Assembly Council Authority for which the Administrative court has no access right to prohibit its bill approval process. In addition, since the said disputes are currently on the account of the Arbitration Committee or the court is on the process of consideration of the Company cases, the CAC then be deemed unable to prescribe the provisional remedial measures as per the Company's complaint. The Administrative court remedial measures shall not be appropriate in the meantime.

On 31 October 2007, the said bill was approved by the NLA and its effective date shall be announced by the government gazette at a later stage. Nevertheless, the other claims of the Company which required the PMO to indemnify for damages by paying the damages amount will remain valid if in case the court rules in favor of the Company in the existing lawsuits.

On 14 November 2007, the SAC reaffirmed the CAC's order in dismissing the Black Case No. 910/2550 due to its expiry (10 years). Such case was filed by the Company requesting the PMO to pay the amount of Baht 119,252 million regarding the invalidity of Article 5 pa.4 due to the PMO did not propose to the cabinet for approval caused the Company's damage.

On 19 December 2007, the SAC upheld the CAC's verdict for the dismissal of the referenced case in order to allow the parties to the Operating Agreement to use the arbitration proceeding. Accordingly, that the Company submitted the arbitration institution dispute No. 1/2550 to the arbitration institution on 4 January 2007, (prior to the termination of the Operating Agreement) seeking the ruling on the fine for the adjustment of the broadcasting schedule and the interest on the difference of the minimum Operating Agreement fee, and the arbitration institution dispute No. 46/2550 on 9 May 2007, (after the termination of the Operating Agreement) with regard to PMO's illegally terminating the Agreement for the Operation in breach of the Operating Agreement and against the law, and both disputes are currently under the consideration of the arbitration institution, the arbitration proceeding shall continue.

On 15 January 2008, the State Legislative Assemble Council Authority announced Thai Public Television Broadcasting Station Act ("TPBS") effective date by law being 15 January 2008. The Bill was approved and becomes enforceable, and neither the award granted by the Arbitration Committee nor the judgment given by the Administrative Court on the dispute or case arising between the Company and the PMO, for which one of the claims the Company made against the PMO to indemnify for damages and/or grant the Company of the Operating right to re-operate the UHF Broadcasting Television Station for the remaining period as specified in the Operating Agreement, shall not be effective for final approval before its effective announcement. The reason is that all business including rights, obligations, assets, budget, debt, frequency rights and encumbrance of the Company shall be transferred to the government subject to Section 57, Transitory Provisions of the Act. Nevertheless, the other claims of the Company made to the PMO to indemnify for damages by paying such damages amount still be valid if the court rules in favour of the Company lawsuit cases.

On 3 March 2008, the Company filed the complaint with the Arbitration Institution for including Black Case No.1/2550 and Black Case No.46/2550 as one case which is under the consideration of the Arbitration Institution.

On 7 March 2008, the Company Arbitrator for those 2 cases is approved.

On 10 June 2010, the Company deposited Baht 5,412,839.79 which computed from the Company claim amount of Baht 21,814,198,932 for the Black Case No. 46/2550, For the Black Case No. 1/2550, the Company had deposited Baht 20,000 which is a minimum amount set for the case without disputed amount claim and the Company deposited five time of such amount totaling Baht 100,000.

On 24 November 2011, the Company expedited the arbitral proceedings to the Thai Arbitration Institute by objecting to the allowance given to PMO to extend the deposit period. After 23 times of postponement in the last two years, the Company viewed that PMO intended to postpone the arbitral proceedings and there is no reason to extend anymore.

On 2 December 2011, PMO filed the petition requesting to postpone the deposit (the 24th extension) by referring to the 23rd letter – Nor Ror 1306/7334, dated 22 September 2011. PMO request for another 60 days started from 28 September 2011.

On 21 December 2011, the Thai Arbitration Institute had made appointment to both litigants for negotiation. The resolution was to postpone the arbitral proceedings of the case No. 1/2550 and initiating the proceedings of case No. 46/2550 first. The Arbitration Institute ordered the parties to make a deposit for fee; expense and commission of arbitrators of approximately Baht 10 million and the parties had made such deposit.

On 30 December 2011, PMO sent a letter to the Thai Arbitration Institute requesting to postpone the arbitral proceedings of the case No. 1/2550 and initiating the proceedings of case No. 46/2550.

On 17 January 2012, according to the Thai Arbitration Institute proposal, the Company issued a letter to delay the proceeding of the Black Case No. 1/2550 and wait for the award of the Black Case No. 46/2550. Later on, the Thai Arbitration Institute issued an order to delay the process of the Black Case No. 1/2550. On the same day, PMO deposited for Arbitrator commission at Baht 100,000 for the Black Case No. 1/2550 and Baht 10,000,000 for the Black Case No. 46/2550, including the expenditure of both cases at Baht 15,000 each.

On 20 January 2012, according to the order of Thai Arbitration Institute, the Company deposited additional for Arbitrator commission of the Black Case No. 46/2550 at Baht 4,587,160.21, totaling Baht 10 million.

On 13 September 2012, the Arbitration Institute sent the letter to the Company and PMO informing background and information of Arbitrators for both parties. The letter said that if ITV and PMO intend to protest the qualifications of the Arbitrator of the other side, the opposed notice must be submitted to The Arbitration Institute within the set period. On 28 November 2012, the Company submitted the petition to Thai Arbitration Institute to notify that ITV did not protest against the qualifications of the Arbitrator from the Office of PMO's side. Therefore, The Arbitration Institute informed to the Arbitrators from both sides to acknowledge and take further proceeding.

On 27 May 2013, Arbitration commission for both parties selected and appointed the person as the Chairman of Arbitrator according to the rules of Thai Arbitration Institute and with the same satisfaction. Thai Arbitration Institute approached someone and he accepted to be the Chairman of Arbitrator. His curriculum vita was attached for registration and was informed to both parties. If either party raised any objection, the reason for this objection could be submitted within 15 days.

On 12 June 2013, authorised prosecutor from the Office of PMO extended the time to consider whether the objection for appointment the Chairman of Arbitrator would be made. Thai Arbitration Institute approved this extension for 15 days.

On 28 June 2013, authorised prosecutor from the Office of PMO stated that The Office of the Permanent Secretary the Office of PMO's did not have any objection but reserved the right for the future if reason for the objection was found.

On 19 August 2013, authorised prosecutor from the Office of PMO submitted petition to The Arbitration Institute that there were not enough data and facts as per curriculum vitae and then required additional information of Chairman of Arbitrator.

On 20 September 2013, the Chairman of Arbitrator clarified additional information as per authorised prosecutor from the Office of PMO's inquired. In conclusion, the Chairman of Arbitrator, his spouse and son did not hold the Company's share and / or had any relationship with the Company of the claimant.

On 8 October 2013, the Arbitrator of the claimant declared facts and additional information as per the request from authorized prosecutor from the Office of PMO to reconsider whether there was the objection of the Arbitrator from the Company.

On 16 October 2013, the Company requested for justice to rush the proceeding of the dispute No. 46/2550 to the Attorney-General because the dispute was submitted since 2007 up to present, totally more than 6 years but this dispute has not been to the proceeding stage. Therefore, the Company claimed to the authorised prosecutor from the Office of PMO to proceed so that the final rule can be commenced and finalised as specified by law.

On 28 December 2013, Alternative Dispute, Thai Arbitration Institute sent the letter informing that on 6 December 2013, PMO submitted the letter protesting the Company's Chairman of Arbitrator and Arbitrator for proceeding Arbitration at this stage and also requested appointment the new Arbitrator according to the stage and legal procedure.

On 14 January 2014, the Company received the letter from Alternative Dispute informing that on 6 January 2014, the Chairman of Arbitrator and the Company's Arbitrator resigned from the position of Chairman of Arbitrator for dispute between the Company and PMO.

On 22 January 2014, the Company received the letter from Alternative Dispute, Thai Arbitration Institute that on 15 January 2014, the Company's Arbitrator resigned from the position of Arbitrator for the dispute between the Company and PMO. Alternative Dispute, Thai Arbitration Institute commanded the Company to appoint new Arbitrator to substitute the previous Arbitrator who just resigned.

On 21 March 2014, the Company nominated Kamonchai Rattanasakaowong, Ph.D and adjunct professor, as it's the Company arbitrator. The PMO had the right to object to this nomination within 30 days of receiving written notification from the Alternative Dispute Resolution Office. However, the PMO requested two extension to the objection period.

On 20 May 2014, the PMO asked for 30-day extension, and the Arbitration Institute extended the period until 11 June 2014.

On 10 June 2014, the prosecutor of the PMO submitted a letter to the Arbitration Institute requesting a 30-day extension, which was granted on 26 June 2014 until 11 July 2014.

On 8 July 2014, the Arbitration Institute informed the Company that it had received a letter from the PMO, dated 26 June 2014, stating that there was no objection to the Company's arbitrator. However, the PMO reserved the right to raise an objection later. The Arbitration Institute had asked the Company's arbitrator to nominate three candidates for chairman of the panel by 15 August 2014. In order to ensure that this appointment is transparent and fair, the Company's attorney will list all new candidates.

On 8 August 2014, the Company submitted a motion to ask for progress due to the dispute was submitted since 2007, totally more than 7 years but this dispute has not been to the proceeding stage. Therefore, the Company requested Thai Arbitration Institute to reiterate the authorised prosecutor from the PMO to proceed as rapidly as possible for the purpose of the interest of justice.

On 12 September 2014, the Arbitration commission for both parties selected the person as the Chairman of Arbitrator and the person accepted to be the Chairman of Arbitrator.

On 12 December 2014, the Arbitration commission has already appointed the Chairman of Arbitrator officially. The arbitral tribunal therefore assigned issues of dispute and burden of proof, stated the Arbitration procedure, and scheduled the dates for the witnesses' testimony of both parties in year 2015.

On 2 March 2015, the Company filed a petition to withdraw the dispute 1/2550. The reason was because the issue of the dispute 46/2550 has covered the dispute 1/2550 and the dispute 1/2550 was occurred before the PMO revoked the operating agreement. Thus, it is not necessary to further process the dispute 1/2550. Regarding this, had requested for a special order to return arbitration fees. The Arbitration Institute had an order that if the PMO disagreed, the objection would be filed within 15 days or otherwise the process would be continued.

On 3 April 2015, the PMO submitted a letter to extend 30 days to file an objection petition to withdraw the dispute 1/2550.

On 1 May 2015, the prosecutor of the PMO raised an objection to the withdrawal of the dispute Case Number 1/2550. The Company had taken evidence of the dispute Case Number 46/2550 having a total of six witnesses, which was ended on 12 June 2015.

On 19 June 2015, the prosecutor of the PMO began to take evidence on the dispute Case Number 46/2550 having a total of eight witnesses, which was ended on 15 September 2015.

On 15 September 2015, the taking of evidence for the dispute Case Number 46/2550 was finished.

On 10 November 2015, the Company and PMO filed closing statements for the dispute Case Number 46/2550 to the Arbitration Institute.

On 1 February 2016, the Company received a copy of the Arbitration's award, the Case Number Red 1/2559, which was ruled on 14 January 2016 in regard of the Black Case No. 46/2550 between the Company and PMO with the claim for whether termination of the Operating Agreement was legal or not and damages arising from termination of the Operating Agreement, the outcomes are as follows:

1. Termination of the Operating Agreement ordered by the PMO is unlawful.
2. The PMO has to pay Baht 2,890 million to the Company for damages.
3. As per the order of the Supreme Administrative Court on 13 December 2006 to withdraw the ruling of the arbitration institute dated 30 January 2004, the Company has to pay the operating fee according to the rate specified in the original contract, which total amount until now is Baht 2,890 million for the unpaid operating fee shortfall and interest thereon.

The Company and PMO have duty to pay to each other at Baht 2,890 million of which it can be offset then no outstanding debt between both parties. For other disputes raised by the Company and the PMO, those are dismissed.

On 29 April 2016, the PMO filed a petition for the Case Number Red 1/2559 to the CAC.

On 28 July 2016, the Black Case No. 1/2550 was entered into the process of appointing arbitration panel and will be under the consideration of arbitration proceeding.

On 2 November 2016, the CAC accepted the petition, the Case Number Red 1/2559, the Black Case No. 620/2559.

On 8 May 2017, the Company filed a petition to the Arbitration Office to inform that the Company did not want to make a deposit and did not want to proceed with the dispute No. 1/2550.

On 9 May 2017, ITV filed an answer against the PMO's petition, the Black Case No. 620/2559, to the CAC.

On 21 September 2017, the PMO office filed an objection to the CAC against the Black Case No. 620/2559.

On 5 February 2018, the Company submitted additional answer against PMO's petition to the CAC in the Black Case No. 620/2559.

On 24 July 2018, the PMO's office filed a petition to the CAC requesting to appoint an arbitrator on behalf of the Company for the Black Case No. 1/2550 according to the Arbitration Institute's order that PMO must file a petition to the court which has jurisdiction over such appointment, as the Black Case No. 1466/2561.

On 25 October 2018, the Company received an order to appoint a person to be an arbitrator of Company for the Black Case No. 1/2550 rendered by the CAC dated on 18 October 2018.

On 31 October 2018, the Company received the Arbitration Institute's order to hold down the Black Case No. 1/2550 until the final judgment of the Black Case No. 620/2559.

On 14 November 2018, the Company submitted an objection against the appoint ITV's arbitrator to the Arbitration Institute but the Arbitration Institute informed that ITV's objection will be proposed for consideration after completion of Arbitration tribunal's appointment.

On 21 November 2018, the Company submitted an appeal against the CAC's order to appoint person as the Company's arbitrator in the Black Case No. 1466/2561 (the Red Case No. 2104/2561) to the SAC.

On 25 September 2019, the SAC rendered a verdict to reverse the CAC's decision on the Red Case No. 2104/2561, which ordered to appoint a person as ITV's arbitrator for the Black Case No.1/2550, by dismissal of PMO's petition and adjudicated that the Black Case No. 1/2550 was not a case under the arbitration process, thus, there is no need for the process of appointing arbitration. On 8 October 2019, the Arbitration Institute ordered the dispose of the Black Case No. 1/2550.

At present, the Black Case No. 620/2559 is currently pending and in consideration of the CAC.

b) The recording on the dispute and litigation between the Company and the PMO

On 1 February 2016, the Company received a copy of the Arbitration's award, which was ruled on 14 January 2016. The summarised is disclosed in Note 18.2 (a) to the financial statements.

The ruling is final, either party can submit a petition to the court having jurisdiction over the case to reconsider the arbitral award. On 29 April 2016, the PMO filed a petition to the CAC who has accepted the petition for consideration as the Black Case No. 620/2559. At present, the case is under the CAC's procedure.

During 2016, the Company reconsidered the provision for unpaid operating fee and interest and received independent legal opinion received in July 2016, the amount of the said provision recognised in the financial statements exceeded the total that must be paid to the PMO as order by the Arbitration's award. Besides, the Arbitration's order is considered by the Company as the best estimation for accounting recognition. Thus, the Company had adjusted such provision to Baht 2,890 million since July 2016.

19 Significant agreements with the third parties

a) On 10 July 2012, the Company entered into a contract with a company for legal advice. The Company is committed to pay legal advisory fee of Baht 5 million. The Company paid the fee of Baht 5 million as of 31 December 2019 *(31 December 2018: Baht 4.74 million)*.

b) On 4 August 2016, the Company entered into a contract with a company for legal advice and lawyer. The Company is committed to pay legal advisory and lawyer fee for the Black Case No. 620/2559 of Baht 1 million. As of 31 December 2019, the Company paid the fee of Baht 0.85 million *(31 December 2018: Baht 0.85 million)*, the remaining will be paid as the progress of the case.

c) On 1 January 2015, the Company entered into contracts with two other assets management companies and other bank to manage bond investment according to the Company policy and for bond investment deposition, respectively. The contracts have a term of one year and shall be automatically renewed for another one year. The Company will pay the management fee annually of net asset calculated daily and will pay the deposition service fee annually of net asset of last working day of week and last day of month by weekly calculated. The asset management companies will deduct the fee from fund quarterly and the bank will deduct the fee from fund quarterly. Both parties have the rights to terminate the agreement by 60 days advance notice.

20. TFRS announced in the Royal Gazette but not yet effective

On 21 September 2018 and 15 March 2019, the FAP announced 6 TFRSs which have been announced in the Royal Gazette and become effective for the financial periods beginning on or after 1 January 2020, onwards, as follows:

TAS	**Topic**
TAS 32	Financial Instruments: Presentation

TFRS	**Topic**
TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TFRS 16	Leases

TFRIC	**Topic**
TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

On 24 September 2019, the FAP has announced 46 TFRSs which have been announced in the Royal Gazette and become effective for the financial periods beginning on or after 1 January 2020, onwards. The TFRSs have been revised to align with international financial reporting standards which are mainly on words and vocabulary, interpretation and accounting practice guidelines.

However, at present, the Company has not adopted these standards, as the reporting dates are not yet effective. The management expects to adopt and apply these TFRSs in accordance with the FAP's announcement when they become effective. The management is in the process to assess the potential impact of these TFRSs on the Company's financial statements in the period of initial application.

21 Approval of financial statements

These financial statements were authorised for issue by the Board of directors on 21 February 2020.