

(Translation)

**Minutes of the Annual General Meeting Shareholders for 2008
of
ITV Public Company Limited**

Date, Time and Place

The Meeting is convened on Thursday April 10, 2008 at 14.00 p.m. at Auditorium Room, 9 floor, Shinawatra Tower 3, Viphavadi Rungsit Road, Kwaeng Chatuchak, Khet Chatuchak, Bangkok.

Director Who Attend the Meeting.

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| 1. Mr.Somkid Wangcherdchuwong | Director and Chairman of the Board of Directors. |
| 2. Mr.Nittimon Jungsiri | Vice Chairman of the Board of Directors. |
| 3. Mr.Sumetee Intranu | Director. |
| 4. Mr.Somboon Wongvanich | Director. |
| 5. Mrs.Ratanaporn Nammontree | Director. |
| 6. Mr.Vichakoraput Rattanaichai | Director and Secretary of the Board of Directors. |

Director Who Absent the Meeting.

-None-

The Convention of the Meeting

The Division of Secretary of The Company informed the Meeting that the Annual General Meeting of Shareholder for 2008 was held in accordance with the resolution of the meeting of Board of Directors No.1/2008 on February 20, 2008 to consider the matters stated in the Notice of Shareholder's meeting which it has already sent to the Shareholders by the registered mail in advance. In order to determine the Shareholders' entitlement to attend the Meeting, the Company has closed the share register book from March 20, 2008 at 12.00 Noon, until the Meeting is adjourned.

The Division of Secretary of The Company further explained the voting practice to the Meeting as follows:

1. The Shareholders and proxies will have received the ballot at the registration point before the meeting started.
2. The voting procedure will be one share shall be one vote for voting in the Shareholder Meeting.
3. In case of disagreed or abstained in any agenda, the Shareholders are required to put correct mark in the box together with their signatures in the ballot. The Shareholder shall submit to the Company's officer for counting for the votes of each agenda
4. The voting result of each agenda will be shown to the Shareholders on the projection screen, the Shareholder need to put the correct mark correctly otherwise the vote will be voided.

Afterwards, the meeting was informed that there were 187 Shareholders and proxies presented at the meeting, holding together 657,271,089 shares or 54.47 percent of the total issued of the Company amounting to 1,206,697,400 shares. The said Shareholders were more than 25 persons and hold shares more than one-third of the total number of shares sold of the company as defined in Article 33 of Association of the Company constituted the quorum.

In this meeting, there were Khun Paisarn Boonsirisukpong , the Company's auditor year 2007 from Price Waterhouse Cooper ABAS Co.,Ltd. and Khun Yaowaroj Klinboon, the law external consultant from White and Case (Thailand) Co.,Ltd. who will check the voting to be proceed in accordance with the law and company regulations. Moreover the Company has invited Khun Narin Ausanawarong, the law consultant from Independent Law Office Company Co.,Ltd. Who will report the disputes of the Company with the PMO. Mr.Jirayut Choayam financial advisor from Semico Securities (Public) Co.,Ltd, who will report the rehabilitation plan and procedures for rectifying the cause of delisting the company.

The Chairman informed the meeting that there were Shareholders attending the meeting constituted the quorum and then declared the Meeting opened and proceeded to conduct the Meeting in accordance with the following agenda as specified in the Notice given to the Shareholders.

Agenda 1 Certified the Minutes of the 2007 Annual General Meeting of Shareholders, held on April 23, 2007

The Chairman proposed the Annual General Meeting of Shareholders 2007 Convened on April 23,2007 in enclosure 1 of the invitation letter sent to the Shareholders, since there is no question raised by the Shareholders, the Chairman then proposed the meeting to cast their votes.

After consideration the meeting passed a resolution certifying the said minutes as proposed in all respects with 657,575,089 Approved votes or 99.98% ; 6,000 Disagreed votes or 0.00 % and 95,000 Abstained votes or 0.02% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 2 To Approve the Balance Sheet, Profit and Loss Statements and Cash Flow Statements of the Year 2007 Ended December 31, 2007 with auditor certified.

Khun Somboon Vongvanich ,had reported the Company operating result year 2007 as specified in the Annual report 2007 in the notice given to the Shareholders.

The Shareholders had viewed the Company financial statement after the termination of concession agreement by having increased loss Baht 100 million per quarter. The secretary division had informed since Q2-Q4,2007 (3 quarters)the company interest income Baht 45 million, administrative expense Baht 32 million, interest expense Baht 12 million, profit before allowance concession fee interest 15% amount Baht 1 million, after deducted the allowance concession fee 15% amount Baht 301 million, The company will loss Baht 300 million. The allowance of the concession fee have not paid in actual, only recorded in accounting standard method .This amount will be actual paid or not depend on the final decision of the court.

After consideration the meeting passed a resolution approved the 2007 balance sheets, statement of income, and cash flow statements ended December 31, 2007 as proposed in all respects with 657,160,089 Approved votes or 99.98% ; 11,000 Disagreed votes or 0.00 % and 100,000 Abstained votes or 0.02% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 3 To Approve the omission of the distribution of dividends for the fiscal year 2007

The Chairman proposed the Meeting that as to the Board of Directors Meeting resolved that the Company is deemed appropriated to not pay dividend for the year 2007 since as of December 31, 2007 the Company had accumulated losses in the amount of Baht 8,025,899,798 (Baht Eight Billion, Twenty Five Million, Eight Hundred and Ninety Nine Thousand, Seven Hundred and Ninety Eight Only) in compliance with Article 42 of the Articles of Association of the Company stated that Dividends shall not be paid other than out of profits. If the company still has an accumulated loss, no dividends shall be distributed. Therefore, the Company cannot pay dividends for the Year 2007.

The Chairman then proposed the Meeting to cast their votes to Approve the Matter on Non-Dividend Distribution for the Fiscal Year 2007.

After consideration the meeting passed a resolution certifying the said minutes as proposed in all respects with 657,263,089 Approved votes or 99.98% ; 16,000 Disagreed votes or 0.00 % and 95,000 Abstained votes or 0.02% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 4 To Approve the Appointment of the Auditors and Determine the Audit Fee for 2008

The Chairman informed the Meeting that on the process of selection the Company's auditor for the year 2008 and determine the Audit Fee , the Company has invited 2 auditors firms to propose the scope of work and auditor fee namely KPMG Phoomchai Audit Co., Ltd. "KPMG" and PricewaterhouseCoopers ABAS Limited "PWC".

As compared on the scope of works and the proposed fee between KPMG and PWC, the Board of Directors then recommend to appoint KPMG rendering the service of auditing since the proposed audit fee less than the amount proposed by PWC. The name list of the auditors is as follows:

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| 1. Mr. Supot Singhasaneh | CPA (Thailand) No. 2826 |
| 2. Mr. Winid Silamongkol | CPA (Thailand) No. 3378 |
| 3. Ms. Somboon Supasiripinyo | CPA (Thailand) No. 3731 |
| 4. Mr. Charoen Phosamritleart | CPA (Thailand) No. 4068 |

Any one being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, KPMG is authorized to identify on other Certified Public Accountant with KPMG to carry out the work with .The Audit fee of the financial statements for 2008 amounting to Baht 580,000 including the Audit fee of a quarterly financial statement . The amount of the 2008 Audit Fee is decreased 22% from the 2007 Audit Fee which is Baht 750,000.

The Appointed Auditors have no gain benefits on the Company/ Subsidy / Major Shareholders or concerned persons, the compared audit fee as specified in the distributed report.

The Shareholders have raised a question to appoint the auditors and auditor fee, then the Chairman has explained to follow the law and the auditor fee been compared with other certified auditors of Securities and Exchange Commission (SEC).

After consideration the meeting passed a resolution appointed of the Auditors and determine the Audit Fee for 2008 as proposed in all respects with 657,056,989 Approved votes or 99.95% ; 270,100 Disagreed votes or 0.04 % and 47,000 Abstained votes or 0.01% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 5 To Consider the Election of New Directors in Place of Those Retiring by Rotation for 2008.

Before this agenda was considered, Mr. Nittimon Jungsiri and Mr.Sumetee Intranu was temporary absent from the Meeting since they were deemed gain benefits on this agenda.

The Chairman then proposed the Meeting that according to the Clause 15 of Articles of Association of the Company stating that at every Annual General Meeting Shareholders, one-third of the directors shall retire. However, such retired director may be re-elected. In 2008, the 2 retired directors are as follows:

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| 1. Mr. Nittimon Jungsiri | Vice Chairman of the Board of Directors. |
| 2. Mr. Sumetee Intranu | Director, Independent Director and Audit Committee |

Details of age, ratio of shares hold in the Company, education, working experience and records of number of meeting be attended as well as contribution to the Company of each director as appeared in the Invitation Letter sent to Shareholders. Provided that the Shareholders Meeting must pass a resolution to approve the issuance and offering of the warrants with the majority vote of the Shareholders attending the Meeting and having the right vote.

1. Mr. Nittimon Jungsiri

After consideration, the Meeting passed a resolution approving the election of new directors in place of those retiring by rotation as proposed in all respects with the majority vote of 657,080,689 Approved votes or 99.96%; 6,000 Disagreed Votes or 0.00% ; 287,400 Abstained Vote or 0.04% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

2. Mr. Sumetee Intranu

After consideration, the Meeting passed a resolution approving the election of new directors in place of those retiring by rotation as proposed in all respects with the majority vote of 657,136,689 Approved votes or 99.96%; 6,000 Disagreed Votes or 0.00% ; 237,400 Abstained Vote or 0.04% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 6 To Determine Directors' Remuneration for the Year 2008.

The Chairman proposed the Meeting that as to the Board of Directors Meeting resolved that the directors' remuneration for the year 2008 has been approved by the Remuneration Committee, comparing to the same industrial as follows:

Director shall receive monthly remuneration as follows:

1. The Chairman of the Company shall receive remuneration of Baht 80,000 per month.
2. The Vice Chairman of the Company shall receive remuneration of Baht 70,000 per month.
3. Other Director shall receive remuneration of Baht 50,000 per month.

Before the Meeting cast their votes, the Shareholder viewed that Directors' remuneration as proposed was suitable to the current status of the Company.

The Chairman then proposed the Meeting to cast their votes.

After consideration, the Meeting unanimously passed a resolution approving the determination of Directors' Remuneration for the year 2008 as proposed in all respects with the majority vote of 652,067,289 Approved votes or 99.18% ; 4,990,800 Disagreed Vote or 0.76% ; and 368,000 Abstained vote or 0.06% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 7 To Consider and Certify the Company's Operating Results for 2007

Agenda 7.1 To Consider and Certify the Progress of the case between The Company and the PMO

Mr.Narin Ausanawarong, the Company Law Consultant and the Company Authorized Lawyer had reported the Progress of the case between The Company and The Office of the Permanent Secretary, the Prime Minister's Office (the PMO) in the following issues :

- On January 4, 2007 The Company had submitted the arbitration institution dispute No.1/2550 (prior to the termination of the concession agreement) seeking the ruling on the fine for the adjustment of the broadcasting schedule and the interest on the difference of the minimum concession fee.
- On March 7,2007 The PMO had terminated the Concession Agreement ended 24.00 p.m. on March 7,2007.
- On March 30,2007 The PMO filed the complaint with the Central Administrative Court for the Black Case No.640/2007 demanded the Company to pay the PMO the following debts :
- The difference of the minimum concession fee in the amount of Baht 2,887 million (calculating from the date of the rendering of the arbitral award to March 7,2007)

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- The interest on the difference of the minimum concession fee amount Baht 562 million.
 - The fine for the adjustment of the broadcasting schedule in the amount of Baht 97,760 million (calculating from April 1,2004 until December 13, 2007)
 - The claim for the payment of the value of the non-delivered assets in the amount of Baht 656 million together with the interest at the rate of 7.5% per annum of the value thereof commencing from the filing date until all payments are satisfied, the total amount of the debts claimed by PMO in this complaint is approximately Baht 101,865 million
 - May 8,2007 The Company filed the complaint with the Administrative Court for the Black Case No.910/2007 regarding the PMO failure to submit the forth paragraph of Clause 5 to the Cabinet was the wrong duty of the PMO. The Company claimed the PMO to indemnify all damages amount Baht 119,252 million.
 - May 9,2007 The Company submitted the Arbitrator institution dispute No.46/2007 with regard to PMO's illegally terminating the concession agreement in breach of the concession agreement and against the law. The Company demand the PMO to allow the Company to operate UHF system broadcasting station and/or in case the PMO could not return the concession agreement, the company demand the PMO to indemnify the Company totally Baht 21,814 million
 - October 29,2007 The company submitted the petition with the Central administrative Court for urgent protection since the act of public television will be effective before the court verdict between Company and the PMO disputes which is under consideration of Arbitration
 - October 30,2007 The Central Administrative Court rejected the Company petition since the act of public television is under the legislation assembly not the Administrative Court and the disputes are under the consideration of the Arbitration.
 - November 14,2007 The Supreme Administrative Court have a verdict as following:
 1. Appointment of Mr.Vitch Jeerapat as an Arbitrator of the PMO with respect to the dispute of the Thai Arbitration Institution in the black case No.1/2550 refer to the dispute regarding the penalty, the remaining concession fee and the interest in the dispute.
 2. The Supreme Administrative Court rejected the Company petition black case No.910/2550 as The company filed the complaint the PMO not submitting second paragraph section 5 to the Cabinet before signature signed and case expired.
 - On December19,2007 The Supreme Administrative Court had dismissal of the black case No.640/2550 which the PMO demand the Company to pay debt Baht

101,865 million. The dispute No.1/2550 refer to debt of interest of the concession fee and the payment of the value of the non delivered assets. The dispute No.46/2550 the PMO's illegally terminating the concession agreement. Both disputes are proceeding under the consideration of Arbitration institution.

- January 15,2008 the act of public broadcast and television announced in a government gazette will be effective since January 15,2008.
- March 3,2008 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.
- March 7,2008 The Company appointed Mr.Pongthep Thepkajana as the Company Arbitrator for those 2 case.
- Currently, both black case No.1/2550 and black case No.46/2550 are under the consideration of the Arbitration institution.

The law consultant informed the meeting that the consideration of the Arbitration will take not more than 1 year 6 months. However it depends on the evidence of the Arbitration

The Shareholder had viewed about the Company damages if there have the Arbitration verdict. The Chairman had explained the disputes between the Company and the PMO are not in the court but under the consideration of the Arbitration. The Company required the PMO to indemnify for both case. Either The Company or the PMO have to indemnify according to the verdict.

The Shareholder had viewed if the Arbitration had a verdict, whether the PMO could file the complaint with the Administration Court or not. The Company law consultant have explained that if the final verdict of the Arbitration had a conflict with other law, the PMO could submit the case with Administrative Court further.

The Shareholder had viewed whether it will have a criminal court case with concerned persons or not. The company law consultant will submit a criminal court case with concerned persons within May,2008

The Chairman then proposed the Meeting to cast their votes.

After consideration, the Meeting passed a resolution approving the Certified the 2007 company's operating results regarding the progress of dispute between the Company and the PMO as proposed in all respects with the majority vote of 657,547,089 Approved votes or 99.19% ; 4,990,800 Disagreed Vote or 0.76% ; and 368,000 Abstained vote or 0.06% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 7.2 To Consider and Certify the Company's Operating Results for 2007.

Mr. Nittimon Jungsiri, Vice Chairman of the Board of Directors, to propose the Meeting to consider the Company's operating results for 2007 as appeared on the Annual

Reports end of December 31, 2007 in Enclosure 2 of the Invitation Letter sent to Shareholders.

After consideration, the Meeting passed a resolution certifying the said Company's operating results for 2007 as proposed in all respects with 657,562,689 Approved votes or 99.98% ; 6,000 Disagreed vote or 0.00%; 107,400 Abstained Vote or 0.02% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 8 Notification of the guidelines and procedures for rectifying the cause of delisting the company.

The representative of Semico Securities Co.,Ltd. As a company financial advisor had reported the procedure of the rehabilitation play of the Company for the exclusion from being delisted.

The financial advisor had concluded the reasons the company stock was suspension according to the termination of the Concession agreement ,ceasing its broadcasting business using UHF system since March 7,2007 and the PMO demanding the Company to pay concession fine broadcasting schedule adjustment fine and asset delivered approximately Baht 100,000 million. On March 9,2007 the SET announced and put a sign NC (Non-Compliance) and SP (Suspension) until the Company had procedures for rectifying the cause of delisting the company.

The Company financial statement end March 31,2007 the Company needed to record the allowance for impairment of concession asset in the amount of Baht 1,900 million, the allowance for the difference of concession fee , interest approximately Baht 400 million and the negative Shareholders equity Q1,2007 Baht 2,166.60 million.

The procedures for rectifying the cause of delisting the Company are as following.

1. The Company and the financial advisor are preparing the rehabilitation plan which will be proposed to the Shareholders for approval. The time period is approximately 6 months – 1 year.
2. Follow up the rehabilitation plan and notify the progress to SET every 3 month. The time period is not determined depend on the Company operating result.
3. Notification for rectifying the cause of delisting as the Company followed up under SET ruling. Moreover the Company had notified the SET for removing SP. The time period is approximately 1 month.

The criteria of SET for the exclusion from being delisted.

1. The Shareholders equity is more than 0
2. The Company has to generate an accumulated profit in the net three consecutive quarters or in one year
3. The Company has a firmly financial and operation result.

However the SET will consider the Company recent financial statement with auditor certified. The Company is required to follow up the rehabilitation plan within 2 years (since March 9,2007 – March 8,2009) if not The SET will delist the Company stock from main trading board to Non-performing group and the Company still required to pay the SET annual fee as in main trading board. The Company. If the Company could follow up the rehabilitation plan, the SET will allow the Company to be traded in main board.

The financial advisor had concluded the current Company situation as follows.

1. Since the disputes between the Company and the PMO had not on the final , the Company need to record the allowance of concession fee interest approximately Baht 400 million and the Company will have net loss consecutive Baht 400 million until the disputes on the final
2. The allowance of the difference of the concession fee will increased company net loss consecutive and negative Shareholder equity every year.
3. The Company has cash approximately Baht 2,000 million and debts of financial institution approximately Baht 200 million

The Company had proposed procedures for the Shareholders consideration as following.

Procedures	Advantage	Disadvantage
1. Acquire a new business	<ul style="list-style-type: none"> -Money invested may less than take over a business -The company stock will be traded in main board if a new business has a good growth 	<ul style="list-style-type: none"> - New business has a high risk and take a long time since lack of manpower and customer base - If the Company loss from the disputes with the PMO, company asset may be decreased from investing and high loss that the company could not pay debt.
2. Take over the existing business	<ul style="list-style-type: none"> -Low risk since the existing business has know-how and customer base -Take over the required qualification business and deal is on final, the company stock will be traded in main board. 	<ul style="list-style-type: none"> - It's quite difficult to takeover a business for low price since the buyer need to pay the seller a premium - If the takeover business has a operating result loss and the Company loss from the disputes with the PMO, the new business share be sold by auction - Risk from disputes with the PMO
3. Invest in mutual fund	<ul style="list-style-type: none"> -Flexible administration -Sizing invest fund according to investor demand -Changing the investment policy according to situation 	<ul style="list-style-type: none"> - Risk from investment return that the Company cash may be decreased. - Risk from disputes with the PMO

The Shareholders had proposed the company 1. Asking for a frequency for new TV channel from The National Telecommunications Commission 2. Debt Negotiation with the government 3. Collecting at least 10,000 names for rectify the Public Television Act.

The Directors ,financial advisor and law consultant will take as considered for the feasibility ,advantage and disadvantage.

The Shareholders had viewed the Company financial statement by explaining the income and expense excluded the allowance of concession fee which have not been paid since the termination of concession agreement. The secretary division had informed since

Q2-Q4,2007 the company interest income Baht 45 million, operating expense Baht 32 million, interest paid Baht 12 million, profit before allowance concession fee interest 15% amount Baht 1 million, after deducted the allowance concession fee 15% amount Baht 301 million, The company will loss Baht 300 million. The allowance of the concession fee have not paid in actual, only recorded in accounting standard .This amount will be actual paid or not depend on the final decision of the court.

When there was no more Shareholders propose any query, the Meeting will consider the next agenda.

Agenda 9 **To consider any other business, if any.**

The Chairman informed the Meeting that the agendas as stated in the Notice were all considered and asked the Meeting whether there were other matters to be considered or any further questions.

The Shareholder then proposed the Meeting to add more agenda, the Division of Secretary of the Company had informed that as to add more agenda other than that stated in the Notice of Shareholder's meeting, the meeting was required to be approved by the Shareholders holding shares collectively amounting not less than one-third of the total number of shares sold according to the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535.

After consideration, the Meeting passed a resolution approving the Company to add more agenda as proposed in all respect with the vote more than one-third of the total number of shares sold of 655,448,689 or 54.32%; to add more agenda to Consider and Appoint the New Director.

Agenda 10 **Approved the new additional director of the Company and the Company shall consist of 7 directors.**

The Chairman proposed the Meeting for approval the appointment of 1 additional Director and the Company shall consist of 7 directors for this agenda.

After consideration, the Meeting passed a resolution approving the appointment of 1 additional Directors and The Company will have total 7 Directors as proposed in all respects with 656,187,889 Approved votes or 99.77%, 1,289,100 Disagreed Vote or 0.20% and 199,100 Abstained vote or 0.03% of the total shares held by the Shareholders attending the Meeting and having the right to vote.

Agenda 11 **Approved the appointment the new additional director of the Company**

After consideration , the Meeting passed a resolution approving the appointment of 1 additional Directors and The Company will have total 7 Directors Company. The Shareholders had proposed Mr.Wuttiporn Diawpanich as the new additional director of the Company

The Chairman proposed the Meeting for approval the appointment of Mr.Wuthiporn Diewpanich as an additional new Director.

Before this agenda was voted, Khun Yaowaroj Klinboon, the external Company law consultant had viewed the meeting in compliance with Article 107(1) of the Articles of Public Company, this agenda must be approved by majority Shareholders attending the Meeting and having the right to vote.

After consideration, the Meeting passed a resolution approving the appointment of Mr.Wuthiporn Diewpanich as a new company Director. As proposed in all respects with the majority vote of 18,773,143 Approved votes or 98.83% and 221,000 Disagreed Vote or 1.17% ; and 638,711,846 Abstained vote of the total shares held by the Shareholders attending the Meeting and having the right to vote.

When there was no Shareholders propose any query, the Chairman thanked the Shareholders to attend the Annual General Meeting Shareholders for the Year 2008. The Chairman declared the Meeting closed.

However, after the commencement of the Meeting, more Shareholders registered for the Meeting. At the time that the registration was closed, there were 205 Shareholders and proxies presented at the meeting, holding together 657,676,089 shares or 54.50 percent of the total issued shares of the Company amounting to 1,206,697,400 shares.

The Meeting was adjourned at 16.30 p.m.

Signed____(Signature)_____Chairman of the Meeting
(Mr. Somkid Wangcherdchuwong)

Signed____(Signature)_____Secretary of the Board of Directors.
(Mr. Vichakoraput Rattanaichai)