



Invitation Letter for Annual General Meeting of Shareholders
For 2009

ITV Public Company Limited

On April 9, 2009

At 9.30 a.m.

At the Auditorium, Shinawatra Tower 3, 9th Floor,
1010 Viphavadi Rangsit Road, Chatuchak, Bangkok

Tel. 02-791-1795-6

Fax. 02-791-1797



(Translation)

Registered No.0107541000042

ITV-BD 001/2009

March 6, 2009

Subject: Notice of the Invitation of the 2009 Annual General Meeting of Shareholders.

To: The Shareholders of ITV Public Company Limited

- Enclosures:
1. A copy of the Minutes of the Annual General Meeting of Shareholders for 2008 held on April 10, 2008;
 2. The 2008 Annual Report of the Board of Directors of ITV including the Balance Sheets and Income Statements and Cash Flow Statements for the year ended December 31, 2008;
 3. The general profile of the Directors who are retired by Rotation and proposed to be re-elected as the Directors of the Company;
 4. Definition and Qualifications of the Independent Directors and information of the Independent Directors of the Company;
 5. The Company's operating results regarding the progress of dispute between the Company and The Prime Minister's Office (PMO);
 6. The Company's Articles of Association concerning the Annual General Meeting of Shareholders;
 7. Notes on documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting;
 8. Procedures for attending of the 2009 Annual General Meeting of Shareholders;
 9. Map of the Place of the Annual General Meeting of Shareholders be held;
 10. Barcode Registration Form;
 11. Proxy Form B specified by Department of Business Development, Ministry of Commerce. (The shareholders could download a Proxy Form A and C from the Company website).

This Notice is hereby given by the Board of Directors of ITV Public Company Limited ("**the Company**") that The Annual General Meeting of Shareholders for 2009 of ITV Public Company Limited shall be held on April 9, 2009 at 9.30 a.m. at the Auditorium, 9th floor, Shinawatra Tower 3, Viphavadee Rangsit Road, Chatuchak, Bangkok Metropolis, the agendas are as follows:

ITV PUBLIC COMPANY LIMITED

1010 อาคารอินทราทาวเวอร์ 3 ถ.วิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 โทรศัพท์ +66 (0) 2791-1000 โทรสาร +66 (0) 2791-1010
1010 Shinawatra Tower III, Viphavadi Rangsit Rd., Chatuchak, Chatuchak, Bangkok 10900 THAILAND Tel : +66 (0) 2791-1000 Fax : +66 (0) 2791-1010



Agenda 1: To Consider and Certify the Minutes of the 2008 Annual General Shareholders' Meeting Convened on April 10, 2008.

Background: The 2008 Annual General Shareholders' Meeting has been set up on April 10, 2008 by prepared the report and submitted to SET within 14 days since the Shareholders' Meeting date included distribute in the Company website www.itv.co.th and submitted to the Ministry of Commerce within timeline of law.

The Board's Opinion:

The Minute of the 2008 Annual General Shareholders' Meeting as April 10, 2008 was accurately recorded as appear on the Enclosure 1, consequently, It is therefore appropriated for the Meeting to approve the Minutes of such meeting.

Agenda 2: To Approve the Balance Sheets, Income Statements and Cash Flow Statements for the year 2008 ended December 31, 2008 which have been audited by the Auditor.

Background: According to the 1982 Public Company Limited Act, which required the Company to prepare year ended Balance Sheets and Income Statement audited by the Auditor and presented the Shareholders Meeting to approve.

The Board's Opinion:

Shareholders should approve the Balance Sheets and Income Statements and Cash Flow Statements for the year ended December 31, 2008 which have been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors has also endorsed the financial statements as appeared on the Annual Report as the Enclosure 2.

Agenda 3: To approve the omission of dividend distribution for the year 2008

Background: The Company has a dividend distribution policy by considering financial statement not less than 40 % of net profit after tax if no other necessary reason. The dividend distribution will not affect to the normal operating of the Company.

The Board's Opinion:

As The Company has incurred accumulated loss as of December 31, 2008 amounting of Baht 8,471 million, hence, according to the law, the Company can not announce a dividend distribution accordingly.



Agenda 4:

To approve the Appointment of the Auditors and determine the Audit fee for the fiscal year 2009

Background: According to the 1982 Public Company Limited Act which require the Shareholders Meeting to appoint the Auditors and the audit fee of the Company every year.

The Board's Opinion:

Shareholders should approve appointment of the following auditors from KPMG Phoomchai Audit Limited as the Company's external auditors for the fiscal year 2009:

1. Mr.Supot Singhasaneh Certified Public Accountant License No.2826 or
2. Mr.Winid Silamongkol Certified Public Accountant License No.3378 or
3. Ms.Somboon Supasiripinyo Certified Public Accountant License No.3371 or
4. Mr.Charoen Phosamritlert Certified Public Accountant License No.4068

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The 1st auditor must sign in the Company financial statement for 1 year since 2008 and the 2nd, 3rd and 4th auditor have never signed in the Company financial statement. In the event that none of these auditors is available, KPMG Phoomchai Audit Limited is authorized to delegate another one of its certified public accountants to conduct the audit. Presently, KPMG Phoomchai is also the auditor of Artware media Co., Ltd. which is the Company subsidiary. The detail of audit remuneration and other service fee are as following;

Audit Fee	Year 2009 (year as offered)	Year 2008
Audit Fee	580,000	580,000
Other service fee	-	-

The Year 2009 audit fee was fixed at Baht 580,000 as it was the same rate of last year. The Company expected not having any other remuneration of other services from KPMG. The above audit company and auditors have neither conflict or interest with the Company, subsidiary, major shareholders or related persons. For the past year, the Company have never received any services from the company where mentioned auditors worked for.



Agenda 5: To Consider the Election of New Directors in place of those retired by rotation for the year 2009

Background: According to the Company Article No.15, required the one third of directors retired by rotation in the Company Annual Shareholders meeting. In this year 2009 shareholders meeting, there are 3 directors will be retired as following;

- | | |
|----------------------------------|--|
| 1. Mr. Somkid Wangcherdchuwong | Chairman of the Board of Directors |
| 2. Mr. Vichakoraput Rattanaichai | Director, Independent Director and Chairman of the Audit Committee |
| 3. Mr. Somboon Wongwanich | Director, Independent Director and Member of the Audit Committee |

The Board's Opinion:

The Board with the exception of the directors concerned, agreed to propose that Shareholders should re-elected all the three directors who are due to retire by rotation. The Board's opinion was base on the fact that these directors have the necessary qualification required under the Public Company Act B.E. 2535 as well as experience of the Company's business which will enable them to develop and improve the Company's prospect.

According to the Company Article No.14, defined the election of new directors by majority voted.

Detail 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 are appeared in *the Enclosure 3*. Moreover, the Company has defined the qualification of independent director which more strictly than *The Stock Exchange of Thailand* and *The Securities Exchange Commission* requirement as appeared in *the Enclosure 4*.

Agenda 6: To Determine the Directors' remuneration for the fiscal year 2009

Background: According to the Company Article No.20 required the Company directors have the rights to receive the remuneration as defined by the shareholders meeting.

The Board's Opinion:

Shareholders should approve the directors' remuneration package for the year 2009 as proposed by the Board of directors as it was the same rate as last year.

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.



Agenda 7: To Consider and Certify the Company's Operating Results for 2008

7.1. The Company's operating results regarding the progress of dispute between the Company and the PMO.

The Board's Opinion:

It is appropriated that the Company's operating results regarding the progress of dispute between the Company and the PMO should be acknowledged and certify as appear on the Enclosure 5.

7.2. The Company's operating results of the year 2008 as specify in the Annual report.

The Board's Opinion:

Shareholders should Certified the Company's operating result of the year 2008 as specify in the Annual report as appeared on the Enclosure 2.

Agenda 8: Matters to be informed: The Company's operating results regarding the progress of the Company's rehabilitation plan for rectifying the cause of delisting the Company.

Agenda 9: To consider other matters (if any)

The Shareholder register book for the right to entitled to attend the Annual General Shareholders Meeting for the year 2009 shall be recorded as of March 18, 2009. Also, March 19, 2009 shall be the book-closing date on which the shareholders are listed as specified in Section 225 of the Securities and Exchange Act.

The Company would like to invite the shareholders to attend the Annual General Shareholders Meeting for the year 2009 on Thursday April 9, 2009 at 9.30 a.m. at the Auditorium, 9th floor, Shinawatra Tower 3, Viphavadee Rangsit Road, Chatuchak, Bangkok Metropolis, the Company will open for registration since 08.00 a.m.

If a shareholders who assigned a person to attend and vote in the meeting, please choose one type of Proxy Form. The Company has attached the Proxy Form B as appeared on the Enclosure 11 the shareholders could download the Proxy Form A or B or C (Form C used for foreign investor and appointed Custodian who is in Thailand) from www.itv.co.th.



In case of the shareholders could not attend the Annual General Shareholders Meeting for the year 2009, the shareholders could give a Proxy to the Company's independent director. The detail of independent directors as appeared on the Enclosure 4 which attached with the Letter of invitation and vote in the shareholders meeting.

Please kindly attend the meeting on the date, time and place specified.

Yours sincerely,

-Signed-

Mr. Somkid Wangcherdchuwong

Director

ITV Public Company Limited