



**Invitation Letter for Annual General
Meeting of Shareholders for 2016**

ITV Public Company Limited

On Tuesday 5 April 2016 at 9.30 a.m.

At Auditorium, Shinawatra Tower 3, 9th floor,

No. 1010 Viphavadi Rangsit Road, Chatuchak, Bangkok

****The Company does not provide meeting souvenir ****

Invitation Letter for the 2016 Annual General Meeting of Shareholders

Supporting documents in relation to the agenda of the meeting

	Enclosure
• A Copy of the Minutes of the Annual General Meeting of Shareholders for 2015, held on 24 April 2015 <i>(For Item No.1)</i>	1
• The Annual Report of year 2015 <i>(For Item Nos. 2, 5, 6, 7.1 and 7.2)</i>	2
• Information on auditors' profile <i>(For Item No. 4)</i>	3

Supporting documents for attending the 2016 Annual General Meeting of Shareholders

• Proxy Form B (Specific Voting Appointment)..... <i>In the event shareholder wishes to apply Proxy Form A (General Appointment) and Proxy Form C (for only foreign shareholders as registered in the registration book who have custodian in Thailand), both Forms can be downloaded from the Company's website www.itv.co.th</i>	4
• Explanation of documents to identify shareholders or their proxies who are eligible to attend the meeting and vote	5
• The Company's Articles of Association in relation to the Annual General Meeting of Shareholders	6
• Procedures for attending the meeting	7
• A map showing the venue of the meeting	8
• Barcode Registration Form	9

The Company has disclosed all the documents pertaining to the 2016 Annual General Meeting of Shareholders on its website at: (www.itv.co.th)

(Translation)

Registration No 0107541000042

1 March 2016

Subject Invitation to the 2016 Annual General Meeting of Shareholders

To All Shareholders of the ITV Public Company Limited

Notice is hereby given by the Board of Directors (“the Board”) of ITV Plc. (“the Company” or “ITV”) that the 2016 Annual General Meeting of Shareholders shall be held **on Tuesday 5 April 2016 at 9.30 a.m.** (registration opens at 8.00 a.m.) at the Auditorium, Shinawatra Tower 3, 9th floor, No.1010 Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok. The agendas are as follows:

Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2015, held on 24 April 2015.

Purposes and Rationale: The Annual General Meeting of Shareholders for 2015 was held on 24 April 2015 and the Minutes were prepared, publicly disclosed on the Company’s website (www.itv.co.th), and submitted to the Ministry of Commerce within the time period required by law.

The Board’s Opinion: The Board has recommended that the Minutes of the Annual General Meeting of Shareholders for 2015 was held on 24 April 2015, be adopted because they were accurately recorded as shown in Enclosure 1.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item No. 2 To Consider and approve the financial statements for the year ended 31 December 2015 which have been audited by the Auditor.

Purposes and Rationale: According to the *Public Limited Companies Act, B.E 2535*, the Company must prepare a balance sheet and a profit and loss account at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

The Board's Opinion: The Board has agreed to present the Company's audited financial statements for the year ended 31 December 2015, which have been audited by the auditor, to the shareholders' meeting for approval. A summary of the Company's significant financial status and operating results is shown in the table below.

Selected Information from the Company's Financial Statements

Unit: Baht million

Description	Consolidated Financial Statements		The Company's Financial Statements	
	2015	2014	2015	2014
Total assets	1,200	1,175	1,200	1,175
Total liabilities	6,771	6,333	6,770	6,333
Total revenue	45	43	44	42
Loss for the year	(411)	(419)	(411)	(419)
Loss per share (baht / share)	(0.34)	(0.35)	(0.34)	(0.35)

The Company's financial statements are shown in *Enclosure 2* (Annual Report for 2015).

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item No. 3 To approve for no dividend will be declared and paid for the year 2015

Purposes and Rationale: The Company's Articles of Association Article 42 stating that the Company is prohibited to pay dividend other than out of net profit.

The Board's Opinion: As the Company has incurred accumulated loss as of 31 December 2015 amounting of Baht 11,438,602,783, hence, the Company has proposed that the shareholders' meeting approve for no dividend will be declared and paid for the year 2015.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item No. 4 To consider and approve the appointment of the Company's external auditors and to fix audit fees for the year 2016

Purposes and Rationale: According to Section 120 of the *Public Limited Companies Act, B.E. 2535*, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders.

The Board's Opinion: The Board has agreed with the proposal of management department and proposed that the shareholders' meeting approve the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. ("Deloitte") as the Company's external auditors, and fix the audit fees for the year 2016. Details are as follows:

- | | |
|-----------------------------------|-------------------------|
| 1. Mr. Suphamit Techamontrikul | CPA (Thailand) No. 3356 |
| 2. Mr. Permsak Wongpatcharapakorn | CPA (Thailand) No. 3427 |
| 3. Mr. Chavala Tienpasertkij | CPA (Thailand) No. 4301 |

Each auditor's profile is shown in *Enclosure 3*. Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

In addition, Deloitte has been nominated as the external audit firm for the Company's subsidiary in 2016. The 2016 audit fees for the Company should not exceed 450,000 baht. (The audit fees in the previous year were approved at 500,000 baht.)

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item No. 5 To consider and approve the appointment of directors to replace those who will retire by rotation in 2016

Purposes and Rationale: According to the *Public Limited Companies Act, B.E. 2535* and Clause 15 in the Company’s Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Meeting of Shareholders. Therefore, for the 2016 Annual General Meeting of Shareholders, there are two directors retiring by rotation in 2016 as listed below;

Name of Director	Positions held
1. Mr. Somboon Wongwanich	- Director
2. Mr. Wuttiporn Diawpanich	- Director

The Board’s Opinion: The Board, with the exception of the directors with special interests on this item, with the exception of the directors with special interests on this item, has considered the qualifications, knowledge, competency, experience and performance of each director due to retire by rotation and recommended and proposed that the shareholders’ meeting approve the reappointment of Mr. Somboon Wongwanich and Mr. Wuttiporn Diawpanich to the same positions for another term of office. The directors proposed for reappointment meet all the requirements stipulated in the *Public Limited Companies Act, B.E. 2535*. Details of each director’s age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are shown in the section 2 “Information of the Board of Directors” (page 4), the section 3 “Change in the Original Shares of Company and Subsidiary held by Directors” (page 7), and the section 4 “Board of Directors’ Meeting” (page 8) which are provided in Enclosure 2

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes in accordance with Article 14 of the Company’s Articles of Association.

Item No. 6 To consider and approve the remuneration of the Company's Board of Directors in 2016

Purposes and Rationale: According to Clause 20 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration for their performance from the Company as fixed by the shareholders' meeting.

The Board's opinion: After the Board's consideration, the Board has approved that the shareholders' meeting approve the remuneration of the Company's Board of Directors in 2016, in the form of a monthly retainer as the remuneration policy and rate for the year 2015 which are as follows;

- 1) The Chairman of the Board shall receive a monthly retainer of 80,000 baht but shall not receive a meeting fee.
- 2) The Vice Chairman of the Board shall receive a monthly retainer of 70,000 baht but shall not receive a meeting fee.
- 3) Directors shall receive a monthly retainer of 50,000 baht, but shall not receive a meeting fee.

The Board has agreed proposed that the shareholders' meeting approve the Board of Directors' remuneration for 2016 as stated.

During 2015, the total directors' remuneration was 3,900,000 baht. The details are shown in the section 5 "Directors' Remuneration" (page 8) which is provided in Enclosure 2.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the meeting.

Item No. 7: To acknowledge the Company's operating results for 2015.

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

Purposes and Rationale: The Company has summarized the operating results regarding the progress of disputes between the Company and the PMO for 2015 along with the significant changes that occurred during the year *as appeared in the section 6 "Developments and Significant Changes" (page 9-23) which is provided in the Enclosure 2 (Annual Report for 2015).*

The Board's Opinion: It is appropriated that the Company's operating results regarding the progress of disputes between the Company and the PMO should be acknowledged and certified as *appeared in the section 6 "Developments and Significant Changes"*

7.2. The Company's operating results of year 2015 as provided in the annual report.

Purposes and Rationale: The Company has summarized the operating results for 2015 along with the significant changes that occurred during the year in the Annual Report for 2015.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results for 2015 as provided in *Enclosure 2* (Annual Report for 2015).

Item No. 8 Others business (if any)

The Company's share registration book will be closed on 15 March 2016 until the completion of the Annual General Meeting of Shareholders for 2016. All shareholders are invited to attend the Annual General Meeting of Shareholders for year 2016 on Tuesday, 5th April 2016 at 9.30 a.m. at Auditorium, Shinawatra Tower 3 , 9th floor, No. 1010 Viphavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok, Thailand, the registration will open at 8.00 a.m.

Any shareholder who is unable to attend the shareholders' meeting and wishes to appoint a proxy to attend the shareholders' meeting and vote on his or her behalf must complete either *Proxy Form A, B or C* which *Form B* can be found in Enclosure 4, or download either Proxy Form A, B, or C (*Proxy Form C* is for foreign shareholder as registered in the registration book who have custodian in Thailand.) from the Company's website at www.itv.co.th.

Please kindly send the shareholder's power of attorney by 28 March 2016, by mail addressed to the Company Secretary, ITV Public Company Limited, Shinawatra Tower 3, 1010 Shinawatra Tower 3, 6th Floor, Viphavadi-Rangsit Road, Chatuchak, Bangkok 10900, Thailand.

Yours faithfully,

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

Mr. Somkid Wangcherdchuwong
Chairman of the Board of Directors
ITV Public Company Limited

NOTE: All shareholders can access the notice of the Annual General Meeting of Shareholders for 2016 and all related documents at the Company's website (www.itv.co.th) from 16 March 2016 under "Invitation Letter Annual General Meeting".

Minutes of the 2015 Annual General Meeting of Shareholders
ITV (Public) Company Limited
Registration No. 0107541000042
Friday, April 24, 2015 at 09.30 AM.

at the Auditorium Meeting Room, 9th Floor, Shinawatra Tower III,
 Viphavadi Rangsit Road, Chatuchak, Bangkok

ITV (Public) Company Limited ("Company") closed its share registration book on April 3, 2015 to determine the right to attend and vote in the meeting. There were 9,453 shareholders on the date of closing the share registration, holding a combined total of 1,206,697,400 shares.

Directors Present in the Meeting

- | | |
|--------------------------------------|---|
| 1. Mr. Somkid Wangcherdchuwong | Chairman of the Board of Directors |
| 2. Mr. Nittimon Hastindra Na Ayudhya | Vice-Chairman of the Board of Directors |
| 3. Mr. Somboon Wongwanich | Director |
| 4. Mrs. Rattanaporn Nammontri | Director |
| 5. Mr. Wutthiporn Diawpanich | Director |

Directors Absent from the Meeting

-No-

Company's Auditor Present in the Meeting

Mr. Sukit Vongthavaravat, Auditor of KPMG Phoomchai Audit Company Limited

External Legal Advisor Present to Observe Voting Procedures in the Meeting

Ms. Natthida Pranutnorapal, Weerawong, Chinnavat & Peangpanor Company Limited



Preliminary Notification by Company's Officer

1. The ballot cards were distributed to shareholders attending the meeting in person and proxies authorized to vote in the meeting at the registration desk prior to the meeting.
2. The agenda item will be considered based on the order of agenda specified in the letter of invitation. Information will be proposed in each agenda item and the shareholders would be asked to raise any questions they might have or express their opinions before voting on each item. In case shareholders need to ask questions or express their opinions, they have to raise their hands and state their full name and last name. However, in case of proxy, each proxy has to inform the Meeting of the shareholder's name who he or she represented before expressing an opinion or casting a vote.
3. Each shareholder was entitled to one vote for each share he or she held.
4. The method of voting was based on one vote per share. In case shareholders disagree or wish to abstain from voting on any agenda item, such shareholder should mark in either the disapproval or abstention box and sign in the ballots before it was collected by the Company's officers for calculating the number of votes of each agenda item. The Company will deduct these votes of disapproval or abstention from the total eligible votes in the meeting in order to determine the number of approval votes. As no objection was raised or comments made by the shareholders, it was deemed that the meeting agreed to this method of voting.
5. The voting result of each agenda item will be displayed on the screen in the meeting room. Any ballots which had not been clearly marked would be deemed void.

The Company's Annual Report for the Year 2014 had already been distributed to all shareholders together with the letter of invitation to 2015 Annual General Meeting of Shareholders.

The Company's officer informed the Meeting that there were 146 shareholders present in person and by proxy, representing 700,407,170 shares or equivalent to 58.0433% of the Company's total paid-up shares of 1,206,697,400. The number of proxies attending the meeting was represented to 63 shareholders, holding 691,779,141 shares or 57.3283% of the Company's total shares. The total number of shareholders and proxies present represented no less than one-third of the Company's total paid-up shares, thereby constituting a quorum according to Article 33 of the Company's Articles of Association. The Company's officer then invited the Chairman of the Board to open the 2015 Annual General Meeting of Shareholders to consider matters listed in the meeting agenda.

Preliminary Proceedings

Mr. Somkid Wangcherdchuwong, the Chairman of the Board, presided over the meeting and declared the meeting duly convened to consider the following matters according to the meeting agenda.

Item No. 1 To consider and adopt the Minutes of the 2014 Annual General Meeting of Shareholders held on March 25, 2014

The Chairman proposed the Meeting to adopt the 2014 Minutes of the Annual General Meeting of Shareholders, held on March 25, 2014. The Chairman informed the Meeting that the minutes of meeting had been prepared and sent to the Stock Exchange of Thailand within 14 days from the date of the meeting, publicly disclosed on the Company's website and submitted to the Ministry of Commerce within the period specified by law. As the Board of Directors considered that the minutes of meeting had been correctly recorded, the Chairman requested the Meeting to consider and approve such minutes. The Company had submitted the



copy of such minutes of meeting together with the letter of invitation to all shareholders as shown in Attachment 1 prior to this meeting. The Chairman notified the Meeting to consider and approve each page of the minutes of meeting, totaling 22 pages.

Chairman The Chairman asked the shareholders if there were any questions relating to the 2014 Minutes of the Annual General Meeting of Shareholders, held on March 25, 2014, but none of the shareholders proposed any inquiries.

The Chairman then informed the shareholders that normally the Company would provide an opportunity for them to propose the agenda item or express their opinions on the minutes of meeting before adopting such minutes. As a result, in the next meeting, all shareholders were invited to read and express their opinion on the 2015 Minutes of the Annual General Meeting of Shareholders on the Company's website.

The Company reserved the right to amend or append additional information in the minutes of meeting which must be implemented under the scope and process of that meeting.

The Chairman then asked the Meeting to vote on this item which had to be determined by a majority of the shareholders attending the meeting and casting their votes.

Resolution The Meeting had considered and resolved to adopt the 2014 Minutes of the Annual General Meeting of Shareholders, held on March 25, 2014, as proposed by the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

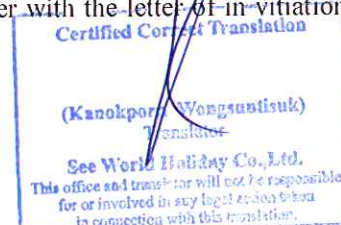
Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	642,526,846	93.0390
Disapproved	48,072,994	6.9610
Abstained	3,012,301	-

There were 114 shareholders voting for this agenda item.

Item No. 2 To consider and approve the Financial Statements for the year ended December 31, 2014 which have been audited by the Auditor

The Chairman assigned Mr.Somboon Wongwanich, the director, to present the financial statements for the year ended December 31, 2014 to the Meeting.

Mr.Somboon Wongwanich then informed the Meeting that, to comply with the Public Companies Act, B.E. 2535, requiring the Company to prepare the balance sheet and income statement for the fiscal year ended which had been audited by an auditor, and submit them to the shareholders' meeting for approval. Accordingly, the Board of Directors had agreed to propose them to the Meeting of Shareholders for approving the financial statements for the year ended December 31, 2014, which had been audited and signed by Mr. Supot Singhasaneh, the certified public accountant No.2826 of KPMG Phoomchai Audit Company Limited. All the details were shown in the page 31-70 of the Company's Annual Report for 2014, which had been submitted to all shareholders together with the letter of invitation as



per Attachment 2. The shareholders were asked to consider and approve the financial statements for the year ended December 31, 2014.

According to the operating results in 2014, in the statement of comprehensive income, the total revenue of the Company was 42 million Baht similar to 2013, resulting from the return of the investment in bonds amounted to 41.67 million Baht and other revenues of approximately 0.33 million Baht similar to 2013. The return of investment in bonds in 2014 increased from the previous year by 0.49 million Baht since the return rate of the market was high. The administrative expenses amounted to 23 million Baht, decreased by 8.85 million Baht or 28% from the previous year. The main reason was that the Company did not renew the contract of management employment when it was terminated. In addition, the Company did not operate any businesses since there was dispute significantly affecting the financial position of the Company. As a result, the Company had the expenses as necessary based on the business circumstances, such as lawyer fee, court fee, fund management fee, cost of security management and custody, office administrative expenses, reserve for interest on differences.

In 2014, the Company had the tax profit although there was the accounting loss. This was because the reserve for interest on differences was not considered to the expenses. In addition, the accumulated loss which can be used for tax benefits was expired, resulting in the expense for corporate income tax of approximately 4 million Baht. The profit before deducting the reserve for differences of operating fee and interest was around 15 million Baht for this year. When combining the reserve for differences of operating fee and interest amounted 433 million Baht, the Company had net loss of 418 million Baht.

Regarding to the statement of financial position, the total asset of the Company was 1,175 million Baht, increased by 25 million Baht or 2% from the end of 2013. 98% of the total asset was investment in bonds. The liabilities increased by 438 million Baht or 7% from the previous year because the Company recorded the reserve for interest on differences increased by 433 million Baht, which derived from the differences of operating fee from 2004 to 2007 according to the judgment of the Supreme Administrative Court. Therefore, the Company's total liabilities were 6,333 million Baht. For the shareholders' equity, it was in deficit to the amount of 5,158 million Baht, increased by 413 million Baht.

Regarding to the statement of cash flow, the Company gained cash from the withdrawal of deposit's interest in an amount of 25 million Baht. The cash flow paid of 21 million Baht derived from cost of operation amounted to 19 million Baht and the expense for half-year corporate income tax of 2 million Baht. As a result, as of December 31, 2014, the Company's cash and cash equivalents increased by 4 million Baht from the beginning of the year, resulting in the Company's cash balance amounted to 15 million Baht as of December 31, 2014.

Regarding to the operating result of investment management operated by the fund executives from the beginning of the year 2014, TISCO Asset Management Company Limited managed the investment of 765 million Baht and Siam Commercial Bank Asset Management Company Limited managed the investment of 367 million Baht, totaling 1,132 million Baht. In 2014, the withdrawal of investment was 25 million Baht for the purpose of using as the current capital of the Company. However, both Asset Management Company Limited could make the return of 47 million Baht for the Company. The return managed by TISCO Asset



Management Company Limited was at the average rate of 4.13, higher than the referred return rate in the market of 1.56%. The return managed by Siam Commercial Bank Asset Management Company Limited was at the average rate of 3.87, higher than the referred return rate in the market of 1.3%.

The Company's auditor had prepared the auditor's report without expressing opinion on the financial statements due to significant uncertainty relating to;

1. The Company's current liabilities were higher than the current assets and its accumulated loss exceeding the capital was 5,158 million Baht.
2. Capabilities in business continuity

Due to the current liabilities higher than the current assets, accumulated loss exceeding the capital, and uncertainty on capabilities in business continuity and auditor refusing to express opinions on the Company's financial statements (The Company's auditor has not express opinions on the Company's financial statements for 9 consecutive years (2006-2014)), the Stock Exchange of Thailand removed the Company's securities from the main board and moved he Company's securities to Non-Performing Group since 2009. The Stock Exchange of Thailand marked "NC" (Non-Compliance) and "SP" (Suspension) from the date of receiving the financial statements (February 28, 2007). Therefore, the Company was considered to be repealed from the listed company according to the regulation of the Stock Exchange of Thailand. The Company was unable to settle the repeal issue with in the specified period, so on July 18, 2014, the Securities and Exchange Commission of Thailand issued the notification to repeal the ordinary shares of the Company from the registered securities from July 24, 2014 onwards.

Chairman

The Chairman then asked the meeting if there were questions and the shareholders raised the issues as follows;

Name	Suggestions/Inquiries
Wanida Thanyawit	Apart from the investment in the Company of fund management executives, is the Company able to operate or earn revenue from other channels?
Somboon	Previously, the Company was listed in the Stock Exchange of Thailand and several operations required the report to the Stock Exchange of Thailand. Therefore, its operations needed the management of fund executives and the fund would be invested in competent bonds for gaining profits which were higher than those of the bank's fixed deposit. However, the Company had to comply with procedures under the rules of the Stock Exchange of Thailand.



Chairman	Previously, the Company operated the media business. When the Company had the dispute with Thailand Convention & Exhibition Bureau, the Company's assets and radio channel were seized so its operation couldn't be carried on. However, after the repeal of securities from the stock exchange, the Company considered opportunities and suitability of operation and these matters would be reported to the shareholders in the agenda item No.8.
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The Chairman then asked the Meeting to vote on this item which had to be determined by a majority of the shareholders attending the meeting and casting their votes.

Resolution The Meeting considered and resolved to approve the consolidated and separate financial statements for the year ended December, 31 2014 as proposed by the Chairman, by a majority vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	648,011,846	93.0938
Disapproved	48,072,994	6.9037
Abstained	3,032,301-	-

There were 126 shareholders voting for this agenda item.

Item No. 3 To consider and approve the omission of dividend distribution for the operating results of the year 2014

The Chairman reported that, according to the Board of Directors' Meeting No. 1/2558, there was the resolution agreeing that the Company deemed appropriate to suspend the dividend payout for 2014 since the Company's separate financial statements for the year ended December 31, 2014 had accumulated loss of 11,028 million Baht. Pursuant to the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's Articles of Association, it is stated that dividends shall not be paid other than out of profits. Thus, it was proposed to the Meeting to approve the omission of dividend payment to the shareholders for the operating results of the year 2014 in this Annual General Meeting of Shareholders.

Chairman The Chairman offered the opportunity to the Meeting to inquire about the omission of dividend distribution for the operating results of the year 2014, but none of the shareholders raised any inquiries.



The Chairman then asked the Meeting to vote on this item which had to be determined by a majority of the shareholders attending the meeting and casting their votes and inquired the shareholders before considering this matter whether any shareholders wished to vote on disapproval or abstain from voting in the ballots. If so, they should raise their hands and then the Company's officer would collect the ballots and count the votes. The votes would be counted only for approval and disapproval only. The abstention ballots would not be counted in the voting base.

Resolution

The Meeting considered and resolved to approve the omission of dividend distribution for the operating results of the year 2014, as proposed by the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows;

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	648,290,846	93.0963
Disapproved	48,074,994	6.9037
Abstained	3,032,301	-

There were 128 shareholders voting for this agenda item.

Item No. 4 To consider and approve the appointment of auditors and determine the Auditor's fees for the fiscal year 2015

The Chairman informed the Meeting that this item related to the appointment of auditors and determination of auditor's fees for the fiscal year 2015 in accordance with Section 120 of the Public Limited Companies Act, B.E. 2535, requiring the Annual General Meeting of Shareholders to consider and approve the appointment of auditors and determine the annual Auditor's fees. The Chairman then presented details to the Meeting for approving the appointment of the Company's auditors and determining the auditors' remuneration for the year 2015.

The Board of Directors had considered and selected KPMG Phoomchai Audit Limited ("KPMG"), to be the Company's auditor firm for the year 2015. This was the reappointment for the 8 consecutive fiscal years from 2008 to 2014. Mr. Supot Singhasaneh has been the auditor of the Company since 2013, responsible for reviewing or auditing and expressing an opinion on the Company's financial statements for 2 fiscal years. KPMG is one of the four leading international audit firms with expertise in auditing, reasonable audit fee rate and good performance in the previous year. The details relating to background and work experiences of each auditor were as shown in Attachment 3.

The Board of Directors had proposed the Shareholders' Meeting to approve the reappointment of the following auditors from KPMG to be the Company's auditor for the year 2015;

1. Mr. Supot Singhasaneh Certified Public Accountant No.2826
2. Mr. Winid Silamongkol Certified Public Accountant No.3378



3. Ms.Somboon upasiripinyo Certified Public Accountant No.3731
4. Mr.Charoen Phosamritlert Certified Public Accountant No.4068

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

In addition, KPMG has been reappointed to be the auditor firm for all the Company's subsidiaries for the year 2015. The abovementioned auditors are completely independent from or do not have any relationships or interests with the Company, its executives, its major shareholders or any individuals related to such persons. In the previous year, the Company didn't receive other services from KPMG. Regarding to the audit fee of the Company in 2015, it was determined in an amount of not exceeding 500,000 Baht (Five Hundred Thousand Baht Only), decreased by 48,000 Baht (Forty Eight Thousand Baht Only) from the previous year, since the Company had not to prepare and submit the interim financial statement to the Stock Exchange of Thailand. The details are shown in the table below.

Unit:Baht

Audit Fee and Other Services	Year 2015 (Year as offered)	Year 2014
Audit Fee	500,000	548,000
Other Services	-	-

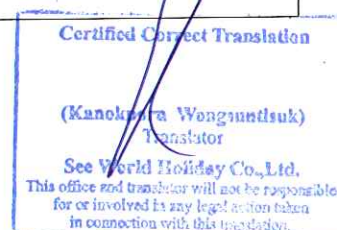
Chairman The Chairman offered the opportunity to the Meeting to inquire about the approval of the appointment of auditors and determination of audit fee for the year 2015, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve this item which had to be determined by a majority of the shareholders attending the meeting and casting their votes and inquired the shareholders before considering this matter whether any shareholders wished to vote on disapproval or abstain from voting in the ballots. If so, they should raise their hands and then the Company's officer would collect the ballots and count the votes. The votes would be counted only for approval and disapproval only. The abstention ballots would not be counted in the voting base.

Resolution The Meeting considered and resolved to approve the appointment of the Company's auditors and determination of audit fee for the year 2015, as proposed by the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	648,327,846	93.0945
Disapproved	48,090,994	6.9055
Abstained	3,012,301	-

8 of 17.



There were 129 shareholders voting for this agenda item.

Item No. 5 To consider and elect directors to replace those retiring by rotation for the year 2015

The Chairman reported to the Meeting that, according to the Public Limited Companies Act, B.E.2535 and Article 15 of the Company's Articles of Association, it is stipulated that one-third of the total number of the directors must retire by rotation on the date of each Annual General Shareholders' Meeting and shall be elected to assume the same position.

Previously, the Company consisted of 7 directors. On February 16, 2015, Mr. Wichakornphut Ratanavichian and Mr. Sumetee Intranu submitted the letter of resignation from the director position, specifying the effective date of resignation on March 31, 2015. The Company had not appointed new directors to replace those resigning. Currently, the Company comprises of 5 directors. In 2015 Annual General Shareholder's Meeting, these two directors listed below are due to retire by rotation;

Name of Director	Positions held
1. Mr. Somkid Wangcherdchuwong	- Chairman of the Board of Directors - Authorized Director
2. Mr. Nittimon Hastindra Na Ayudhya	- Vice Chairman of the Board of Directors - Authorized Director

The Board of Directors, with the exception of the members who had a conflict of interest, agreed with the opinion of the Board of Directors, excluding the members pertaining interests, and considered each candidate's qualifications, educational background, competency, experience, integrity, ethics, and performance in director position. It was agreed to propose the Shareholders' Meeting to approve the reelection of these 2 directors retiring by rotation namely, Mr. Somkid Wangcherdchuwong and Mr. Nittimon Hastindra Na Ayudhya to assume the same position for another term of office. The election process must be in accordance with Article 15 of the Company's Articles of Association. Each director's personal details including age, shareholding proportion, educational background, work experience, and Boards' Meeting attendance record were shown in the Company's annual report for the year 2014 and also distributed to the shareholders together with the letter of invitation as per the Attachment 2, Page 4-9.

Chairman The Chairman offered the opportunity to the shareholders to inquire about the election of directors to replace those retiring by rotation for the year 2015, and the shareholders in the Meeting raised the issues as follows;



Name	Suggestions/Inquiries
Mr. Thavorn Opaskaruna	Is there new business operated in this year?
Chairman	This matter will be reported in the agenda item No.8.
Mr. Thavorn Opaskaruna	Is the number of the Company's director too excessive? Is it possible to reduce the number of the directors in order to decrease the Company's expenses?
Chairman	Previously, there were 7 directors. When 2 directors resigned, the Company did not appoint any directors to replace and remained 2 directors who were the representative of minority shareholders, since the Company needed minority shareholders to acknowledge the operations of the Board of Directors. In addition, the law stipulates that a public limited company shall be comprised of at least 5 directors.
Mr. Thavorn Opaskaruna	In case shareholders nominate a director, is it possible to establish this matter as the agenda item and use the resolution and vote of the shareholders' Meeting?
Chairman	It is impossible because it is an unfair practice to shareholders absent from the Meeting. Plus, to change the number of director must be in accordance with the law.

The Chairman then asked the Meeting to consider and approve the reelection of directors retiring by rotation to assume the same position for another term of office. This item had to be determined by a majority vote of the shareholders attending the meeting and casting their votes as follows;

1. Proposing the Meeting to consider and approve the reelection of Mr. Somkid Wangcherdchuwong to be the Company's director and assume the same position for another term of office

Resolution The Meeting considered and resolved to approve the reelection of Mr. Somkid Wangcherdchuwong to be the Company's director and assume the same position for another term of office with the following votes;

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	648,374,846	93.0919
Disapproved	48,113,994	6.9081
Abstained	3,032,301	-



There were 131 shareholders voting for this agenda item.

2. Proposing the Meeting to consider and approve the reelection of Mr. Nittimon Hastindra Na Ayudhya to be the Company's director and assume the same position for another term of office

Resolution

The Meeting considered and resolved to approve the reelection of Mr. Nittimon Hastindra Na Ayudhya to be the Company's director and assume the same position for another term of office with the following votes;

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	648,378,846	93.0925
Disapproved	48,109,994	6.9075
Abstained	3,032,301	-

There were 131 shareholders voting for this agenda item.

Item No. 6 To consider and approve the remuneration of the Board of Directors for the year 2015

The Chairman informed the Meeting that, according to Article 20 of the Company's Articles of Association, the Company's directors were eligible to receive remuneration for performing their duties from the Company in the form of salary, meeting allowance, allowance, and bonus.

The Board of Directors considered the directors' remuneration in accordance with the Company's operating results, each director's responsibility and performance, in order to motivate and retain qualified directors. The Board of Directors agreed to fix the remuneration of the Company's directors for the year 2015 in a form of monthly remuneration as follows:

- The Chairman of the Board shall receive only a monthly remuneration of 80,000 Baht (Eighty Thousand Baht Only) and shall not receive a meeting allowance in the Board of Directors' Meeting.
- The Vice Chairman of the Board shall receive only a monthly remuneration of 70,000 Baht (Seventy Thousand Baht Only) and shall not receive a meeting allowance in the Board of Directors' Meeting.
- Directors shall receive a monthly remuneration of 50,000 Baht (Fifty Thousand Baht Only) and shall not receive a meeting allowance in the Board of Directors' Meeting.

In 2014, the Company paid the directors' remuneration amounting to 4,800,000 Baht (Four Million Eight Hundred Thousand Baht Only). The details are also shown in the Company's Annual Report for the year 2014 which was distributed to all shareholders together with the letter of invitation, as per Attachment 2 under the section of Remuneration of the Board of Directors (Page 9).



Chairman The Chairman offered the opportunity to the Meeting to inquire about the approval of the remuneration of the Board of Directors for the year 2015, and the shareholders in the Meeting raised the issues as follows;

Name	Suggestions/Inquiries
Mr. Virat Klongprakit	Regarding to the minority shareholder stating that the Company is unable to reduce the number of directors, is it possible to reduce the remuneration of the Board of Directors?
Chairman	Yes, it can be done by asking for the resolution in the meeting whether this matter is approved, disapproved or abstained

Chairman The Chairman then asked the Meeting to consider and approve the remuneration of the Board of Directors for the year 2015, which had to be determined by not less than two-thirds of the total vote held by the shareholders attending the meeting

Resolution The Meeting considered and resolved to approve the remuneration of the Board of Directors for the year 2015, as proposed by the Chairman, by not less than two-thirds of the total vote held by the shareholders attending the meeting as follows:

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Approved	647,819,846	93.6075
Disapproved	48,700,994	6.9619
Abstained	3,012,301	0.4306

There were 132 shareholders voting for this agenda item

Item No. 7 To consider and acknowledge the Company's operating results for the year 2014

Item No 7.1. To consider and acknowledge the operation regarding the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office

The Chairman assigned Mr. Warathorn Wongsawangsi, the Company's authorized reprehensive lawyer, to report the Company's operation regarding the dispute between the Company and the Office of the Permanent Secretary, the Prime Minister's Office for the year 2014 to the Shareholders' Meeting. All the details were shown in the Company's Annual Report, as per Attachment 2, which the Company had completely distributed to all shareholders together with the letter of invitation.

Chairman The Chairman offered the opportunity to the Meeting to inquire about the operation regarding the dispute between the Company and the Office of the Permanent Secretary, the Prime



Minister's Office, and the shareholders in the Meeting raised the issues which can be summarized as follows;

Name	Suggestions/Inquiries
Mr. Virat Klongprakit	Does the withdrawal of the black case No. 1/2550 cause the cancellation of penalty claimed by PMO?
Chairman	The black case No. 1/2550 is the interpretation of the penalty before the Company was terminated the concession contract as the penalty of 100,000 million Baht claimed by the PMO. However, the black case No. 46/2550 is the case that the Company was terminated the contract and the Company filed the lawsuit because such contract termination of PMO was illegal and the damages of 20,000 million Baht was claimed. Therefore, whether PMO is entitled to claim the penalty of 100,000 million Baht belongs to the black case No. 46/2550. The Company also defended that PMO was not eligible to claim the penalty of 100,000 million Baht. When the defence is appeared in the black case No. 46/2550, the Company also requests for the withdrawal of the black case No. 1/2550.
Nittaya Boomiran	<ol style="list-style-type: none"> 1. When will the Company's lawsuit be ended? 2. How much is the remuneration of lawyer because the Company has not operated the business now?
Chairman	Regarding to the Company's lawsuits, the representative lawyer already clarified to the Meeting. It is estimated that they will be completed within 2015. For the remuneration of lawyer, the report was made to the Meeting in the agenda item No.2.
Mr. Thavorn Opaskaruna	In case of the withdrawal of the black case No. 1/2550, if the Company loses the black case No. 46/2550 according to the arbitrator judgment, is it possible that the Company will file the case again?
Chairman	The Company cannot file the case again because this issue is already in the black case No. 46/2550.
Mr. Adisak Cheunchom	Is it possible to postpone the witness investigation?
Chairman	The witness investigation had been appointed for both parties. Anyone can postpone the appointment but it must be completed within the specified period. It is estimated that the result will come out by the end of this year.



Mr. Adisak Cheunchom	What will happen if the Company loses the lawsuit? What if the Company wins or ties the lawsuit?
Chairman	I cannot answer this question.
Mr. Virat Klongprakit	Does the Company already submit the request for the withdrawal of the black case No. 1/2550 or PMO disagrees with this issue?
Company's Representative Lawyer	The Company already filed the request for the withdrawal of the black case No. 1/2550. Normally, the arbitrator will ask for the opinion of litigant first. Now PMO requests for extending the period of considering the submission of defence.

Item No. 7.2 Company's operating results for the year 2014 as detailed in the Company's annual report

The Chairman assigned Mr. Nittimon Hastindra Na Ayudhya, Vice Chairman of the Board, to report the Company's operating results for the year ended December 31, 2014 to the Shareholders' Meeting. The details were provided in the Annual Report, as per Attachment 2, which the Company had completely distributed to all shareholders together with the letter of invitation.

Chairman The Chairman offered the opportunity to the Meeting to inquire about the Company's operating results for the year ended December 31, 2014, but none of the shareholders proposed any inquiries.

Item No. 8 To consider other matters

To consider and acknowledge the Company's investment approach

The Meeting proposed the Meeting to consider and acknowledge the Company's investment approach. As the Company had studied after the Company's securities were repealed from the Stock Exchange of Thailand, the Board of Directors discussed and passed the resolution unanimously to hire Hunton and Williams (Thailand) Company Limited for studying the appropriate investment approach in order to be an option for the Company's shareholders.

According to the study, the Board of Directors found that the investment with share swap by excising the pre-emptive right was the appropriate option. The Chairman assigned Ms. Manida Zimmerman, legal advisor of Hunton and Williams (Thailand) Company Limited to explain the investment and report the operation progress to the Shareholders' Meeting as follows;

Manida According to the current circumstance of the Company, the Company ceased the business operation due to the termination of contract and now the Company's cash is approximately 1,150 million Baht. Later, the Securities and Exchange Commission of Thailand passed the resolution to repeal the Company's ordinary shares from the registered securities, which is effective from July 24, 2014 onwards.



The investment approach is under the condition that the Company still has the legal justiciable controversy. The Company is suggested to apply cash to increase the capital for Artware Media Company Limited, its subsidiary holding almost 100% of shares, so that this company will be able to acquire the business of other companies listed in the Stock Exchange of Thailand. If the Company is able to select the target company, the basic negotiation will be taken place and financial due diligence will be prepared with the existing shareholders of the target company.

When the shareholding proportion is agreed, the Board of Directors will proposed this matter to the shareholders for considering and approve the capital increase by cash for Artware Media Company Limited, so that this company will be able to acquire the business of other companies listed in the Stock Exchange of Thailand. Artware Media Company Limited then becomes the shareholder of the company listed in the Stock Exchange of Thailand and can swap the share in such stock exchange with the Company's shares. The Company's shareholders will also become the shareholders of the target company.

However, such investment approach still has an issue on tax. The Company attempts to seek for the most economy investment structure to shareholders. Since the Company does not a company listed in the stock exchange, shareholders will not receive the right on tax exemption for profit arising from such share swap.

The Company has studied both potential advantages and disadvantages so this matter requires the resolution of the Shareholders' Meeting and must be approved by a majority of the shareholders as stipulated by laws. In addition, it is required appointing the financial advisor and requesting for the approval of the Securities and Exchanges Commission of Thailand as a special case.

Officer

The Company's officer offered the opportunity to the Meeting to ask questions and the shareholders in the Meeting raised the issues which can be summarized as follows;

Name	Suggestions/Inquiries
Mr. Thavorn Opaskaruna	What type of business does the target company operate?
Ms. Manida Zimmerman	It cannot explain now because it is under the operating process. The target company must be willing to sell its shares.
Mr. Thavorn Opaskaruna	What type of business does Artware Media Company Limited operate currently?
Ms. Manida Zimmerman	No business operation currently
Mr. Thavorn Opaskaruna	What is the goal of the Company, i.e., operating communication business or alternative energy business?
Ms. Manida Zimmerman	It cannot answer now. It is necessary to find the target company first. After selecting the target company and assessing right and appropriate prices, the Company will present all information to the shareholders for



Name	Suggestions/Inquiries
	considering and making a decision prior to the operation.
Chairman	The working group needs an opportunity to work for this matter completely and then all questions will be clarified. The commercial business requires time for study carefully by considering capital, personnel, business condition and financial status.
Mr. Adisak Cheunchom	Expressed his delight that the Board of Directors explain and clarify the Company's investment approach
Malee Lerdkhunsri	If ITV wins the lawsuit, could the Company return to the stock exchange?
Ms. Manida Zimmerman	To enter into the Stock Exchange of Thailand requires considering the conditions of the SET, stipulating that any companies wishing to be listed in the Stock Exchange of Thailand shall be the company with the business operation and income form the business operation for a period of at least 3 years. As a result, if the Company would like to be listed in the Stock Exchange of Thailand again, it must have the business which can provide the financial statements with the profit for the period of 3 years and then the Company will be able to apply the registration in the Stock Exchange of Thailand again.
Mr. Virat Klongprakit	Why does the Company not select the approach of shareholder dividend distribution?
Ms. Manida Zimmerman	ITV is not in the status that will be able to pay the dividend. It is the legal limitation.
Somchai Chuangcharoenchai	If ITV wins the lawsuit and gains money, do its shares still remain? Is it possible to take Thai PBS to be ITV like in the past?
Chairman	Thai PBS cannot be taken to be ITV.
Mr. Adisak Cheunchom	Thank you the Company for clarifying the business plan and the operation progress to all shareholders
Chairman	Thank you and welcome
Air Chief Marshal Sobsan Shinnapong	Commented that government entities should assist shareholders as they are affected severely
Chairman	Thank you for the comment



Name	Suggestions/Inquiries
One Shareholder	When is this investment project estimated to be completed?
Ms. Manida Zimmerman	Currently it is in the process of selecting financial advisor who will be responsible for selecting target companies. It has to take time for a while.
Nittaya Boonniran	Is it possible to avoid share swap but wait for the dividend from the lawsuit winning instead?
Ms. Manida Zimmerman	It is possible. This is an appropriate approach in case of winning the lawsuit and receiving damages compensation. However, it needs to be approved from the resolution of the Shareholders' Meeting.
Nittaya Boonniran	Are there any expenses if ITV loses the lawsuit? What kind of liabilities shown in the financial statements is? Why are such liabilities not collected? Who is the creditor?
Somboon Wongwanich	The total liabilities of ITV are 6,300 million Baht. It is the accounting estimation according to the accounting conservatism principle. Therefore, it is set as a reserve in case ITV loses the lawsuit.

Chairman There was no other business proposed to the Meeting for consideration. The Chairman of the Meeting expressed his sincere thanks to all shareholders attending the meeting. The meeting was adjourned at 11.15 AM.

.....-(signed)-

(Mr. Somkid Wangcherdchuwong)

Chairman of the Meeting

.....-(signed)-

(Ms. Jitsopa Purakhom)

Minute Taker

Remark: As some of the shareholders arrived at the meeting after it had begun or left early, the number of shareholders attending the meeting both in person and by proxies may vary in each item.



Annual Report 2015

ITV PUBLIC COMPANY LIMITED

Information on Auditors' profile	
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Name-Surname	Dr. Suphamit Techamontrikul
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Age (years)	55
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Education/Professional affiliations	<ul style="list-style-type: none"> • D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand • M.B.A.; Middle Tennessee State University, U.S.A. • M.S. (Accounting); Middle Tennessee State University, U.S.A. • B.Acc., Chulalongkorn University, Thailand • Certified Public Accountant (CPA), Thailand • Certified Internal Auditor (CIA) • Certified Risk Management Assurance (CRMA) 3356
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Certified Public Accountant (Thailand) Registration Number Office	<p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Rajanakarn Building 25th, 26th and 28th floor, No. 3, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 6765700 Fax: 02 6765768</p>
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Work experience in the last 5 years	<ul style="list-style-type: none"> • 1998 – Present Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
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Professional experience	<ul style="list-style-type: none"> • Certified Public Accountant, Thailand • Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand • Committee of Accounting Standard Setting Body, the Federation of Accounting Professions • Committee of Accounting Standard Setting in Comptroller General's Department, the Ministry of Finance • Committee of Internal Audit System Development in Comptroller General's Department, the Ministry of Finance • Sub-Committee of the Ethics Code Setting, the Federation of Accounting Professions
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Present	
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Other interests, not included in the Company's external auditors' service of the Company, parent company, subsidiaries, affiliates or any legal entities that are in conflict, may affect the ability of the external auditor to perform independently.	-None-
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Information on Auditors' profile

Name-Surname	Permsak Wongpatcharapakorn	
Age (years)	56	
Education	<ul style="list-style-type: none"> • Post-Graduate Diploma in Auditing, Chulalongkorn University • Bachelor Degree in Accountancy, Chulalongkorn University 	
Certified Public Accountant (Thailand) Registration Number	3427	
Office	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Rajanakarn Building 25 th , 26 th and 28 th floor, No. 3, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 6765700 Fax: 02 6765768	

Work experience in the last 5 years

- 2006 – Present Audit Leader and Company's Director
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- 1998 – Present Audit Partner
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.


Professional experience

- 2005-Present
 - Certified Public Accountant, Thailand
 - Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand
 - Member, Federation of Accounting Professions (FAP), Thailand

- 1997-2005 Member of the Auditing Standard Committee,
Institute of Certified Accountants and Auditors of
Thailand

Other interests, not included in the Company's external auditors' service of the Company, parent company, subsidiaries, affiliates or any legal entities that are in conflict, may affect the ability of the external auditor to perform independently. -None-

Information on Auditors' profile

Name-Surname	Chavala Tienpasertkij	
Age (years)	47	
Education	<ul style="list-style-type: none"> • Master of Management, Mahidol University • Master of Accountancy, Chulalongkorn University • Bachelor of Accountancy (Honors), Bangkok University 	
Certified Public Accountant (Thailand) Registration Number	4301	
Office	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Rajanakarn Building 25 th , 26 th and 28 th floor, No. 3, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 6765700 Fax: 02 6765768	
Work experience in the last 5 years		
<ul style="list-style-type: none"> • 2008 – Present 	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	
Professional experience		
<ul style="list-style-type: none"> • Present 	<ul style="list-style-type: none"> • Certified Public Accountant, Thailand • Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand • Member, Federation of Accounting Professions (FAP), Thailand • Audit Development leader • Guest speaker of the Federal Accounting Professions at Thai government institutions 	
Other interests, not included in the Company's external auditors' service of the Company, parent company, subsidiaries, affiliates or any legal entities that are in conflict, may affect the ability of the external auditor to perform independently.	-None-	

Explanation of documents and evidence to identify shareholders and their proxies who are eligible to register, attend and vote at the Meeting

Whereas the Company shall convene the 2016 Annual General Meeting of Shareholders on Tuesday 5 April 2016 at 9.30 a.m. at the Auditorium, at Shinawatra Tower 3, 9th floor, No. 1010 Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok. In this connection, the Company shall proceed with a Barcode system so as to promote transparency, fairness and benefits for shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

1. Proxy Form

The Department of Business Development, the Ministry of Commerce issued a notification re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company has therefore prepared a proxy form for shareholders who cannot attend the Meeting. A proxy may be any independent director.

- 1.1 The Company attaches to the Notice a Proxy Form B. which prescribes certain particulars. (*Enclosure 4*)
- 1.2 In the event shareholder wishes to apply a Proxy Form A. being a simple proxy form, or Proxy Form C. for foreign investors appointing custodians as depositary, both Forms can be downloaded from the Company's Website www.itv.co.th.
- 1.3 Please kindly bring the Barcode Registration Form (Enclosure 9) attached herewith on the date of Meeting.

Shareholders may apply either Form A or B while foreign investors appointing custodians as depositary in Thailand can select Form A, B or C.

Please affix the 20 Baht of stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

2. Documents to be produced prior to the Meeting

Person

1. Attendance in person: the showing of a valid identification document issued by competent authorities i.e. ID Card, Civil Servant Card, or Driving License with name and/or surname change certificate (if any) is(are) required. Please bring the Barcode Registration Form attached hereto (Enclosure 9) on the date of Meeting.
2. Proxy:
 - any Proxy Form duly filled in and signed by shareholder and proxy;
 - copies of ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;
 - copy of ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

In the event shareholder wishes to apply Proxy Form A, please bring the Barcode Registration Form attached hereto (Enclosure 9) on the date of Meeting for your convenience in registration.

Juristic Entity

1. Attendance by representative of shareholder (director)

- any Proxy Form duly filled in and signed by shareholder and proxy;
- copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
- copy(ies) of ID Card or others issued by competent authorities duly certified by such director(s).

In the event shareholder wishes to apply Proxy Form A, please bring the Barcode Registration Form attached hereto (Enclosure 9) on the date of Meeting for your convenience in registration.

2. Proxy

- any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy;
- copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- copy(ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;
- copies of ID Card or others issued by competent authorities to proxy duly certified together with originals thereof at point of registration.

Remark: Copy of juristic shareholder's company certificate established in Thailand means a copy of company's affidavit issued not later than 30 days, by the Department of Business Development, Ministry of Commerce, Thailand.

In the event shareholder wishes to apply Proxy Form A, please bring the Barcode Registration Form attached hereto (Enclosure 9) on the date of Meeting for your convenience in registration.

3. Custodian appointed as depositary by foreign investors

- 3.1 documents as under juristic entity 1 and 2 shall be prepared;
- 3.2 in the event custodian has been authorized to sign on proxy, the following documents shall be produced:
 - a power of attorney appointing such custodian to sign on proxy;
 - a confirmation letter that signatory has been licensed to engage in custodian business.

In the event shareholder wishes to apply Proxy A or C, please bring the Barcode Registration Form attached hereto (Enclosure 9) on the date of Meeting for your convenience in registration.

If an original document is not made in English, please attach the English translation duly certified by director(s) of such juristic entity.

3. Registration

The Company shall proceed with registration not less than 1 hour 30 minutes prior to the Meeting or from 8.00 a.m., Tuesday 5 April 2016 at the venue with a map attached to the Notice.

4. Casting Votes Criteria

General agenda

1. A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.
2. Proxy:
 - 2.1 For specific voting appointment, Proxy shall cast a vote only as specified in the Proxy; non-compliance of direction shall not constitute a valid vote by shareholders. Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder
 - 2.2 For general appointment, In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue (other than those specified on the Proxy) or there would be any amendment or addition in facts, then proxy shall have discretion to consider and vote as appropriate.

Director agenda

According to Article 14 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

1. Every shareholder shall have one vote for each share of which he is the holder;
2. Each shareholder may exercise all the votes he has under 1. above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.
3. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

According to the AGM guidelines for According to the AGM guidelines for good governance, on the item no. 5, To consider and approve the appointment of directors to replace those who will retire by rotation in 2016, the Company's officers collected all ballots from the shareholders (whether it specifies approve, disapprove or abstain) to calculate the votes. All ballots were collected by the Company's officers in order to conclude the resolution.

5. Procedures on Casting Votes

Chairman of the Meeting or officer shall explain casting vote: one share per one vote under the following procedures:

1. Chairman shall ask the Meeting to cast vote on each agenda as to agreement, disagreement or abstention. A vote shall be cast by shareholder or proxy on one opinion only (except in case of custodian by which Proxy allows).

2. Votes shall be counted only by shareholders who disagree or abstain from votes as specified in the ballots distributed by officers of the Company at time of registration so that such ballots shall be summed up and deducted from all votes by shareholders attending the Meeting, and that the remainder counted as agreement on such agenda.

6. Counting and Announcing the Votes

Chairman of the Meeting or officer shall explain casting vote procedure before commencement of the Meeting. Officers of the Company shall count and sum up votes on each agenda based on a Barcode duly affixed. Results on each agenda shall be announced before the Meeting is ended.

The Company will arrange to have the inspector (who is an external legal counsel) for examine procedures on casting vote in the Meeting to ensure our transparency and compliance with the laws and Company's articles of association.

The Company's Articles of Association concerning the Annual General Meeting of Shareholders

1. The qualifications of the Company's directors , appointment procedure , and directors retired by rotation.

Article 13 The Company's directors consist of at least 5 directors. These directors hold or do not hold the Company's shares. However, half of total directors must reside in the kingdom.

Article 14 The appointment of the Company's directors can be made by the Company's General Meeting of Shareholders as per following rules and procedures :-

- (1) One share has one vote.
- (2) Appointment of directors can be either for only one single candidate or for several candidates depending on the consideration of Shareholders' Meeting as appropriated. For voting either for one single candidate or for several candidates, each candidate whom shareholders vote for will gain the votes from shareholders as total numbers of shares being held by those shareholders as per (1) and those shareholders cannot separately their votes for only the specific candidate more or less.
- (3) The candidates who gain the most votes respectively will be appointed as directors as the same numbers of the Company's directors that the Company should have or should be appointed at that time. In the case that candidate who is appointed at the next sequence gain the same votes and there are more than the numbers of the directors the Company should have or should be appointed at that time, the Chairman will finally decide.

Article 15. In every Annual General Meeting of Shareholders, one - thirds of directors of the current directors are retired by rotation. If numbers of directors retired by rotation cannot be exactly counted as one-thirds, the closet numbers of one-thirds must be applied.

Retirement of the directors as per paragraph 1 of the first year and the second year can be made by drawing. For later years, the directors who serve the longest period must retire. In the meantime, if there are several directors serving the same period more than the numbers of directors who must retire at that time, the said directors must be retired by drawing. The directors who are retired by this reason may be able to be re-appointed as directors .

2. Calling of Shareholders Meeting

Article 29 The board of the directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholder within four month of the last day of the fiscal year of the company. Shareholder meeting other than the one shall be call extraordinary general meeting.

The board of the directors may call an extraordinary general meeting of shareholder any time the board consider it expedient to do so.

Shareholder holding shares amounting to not less than one-fifth of the total number of shareholder numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

Article 31 In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place , date , time , agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter to be propose to the meeting with reasonable detail by indicating clearly whether it is the matter propose for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholder and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

3. Granting Proxy to attend the shareholder meeting

Article 32 Shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf by issuing the letter in accordance with the form as defined by the registrar. The proxies shall submit the letter to the President or the person defined by the President at the meeting before the proxies.

4. The Quorum

Article 33 In order to constitute a quorum, there shall be shareholder and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholder and in either case such shareholder shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

At any shareholder meeting, if one hour has pass since the time specified for the meeting and the number of shareholder attending the meeting is still inadequate for a quorum. If such meeting was not called as a result of a request by the shareholder, the meeting shall be called once aging and notice calling such meeting shall be delivered to shareholder not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 34 The chairman of the board shall be the chairman of shareholder meeting. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholder present at the meeting shall elect one shareholder to be the chairman of the meeting.

5. Voting

Article 35 The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meeting and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting my pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholder present at the meeting.

Article 36 Unless otherwise stipulated by these articles, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

In the follow events, a vote of not less than three quarters of the total number of vote of shareholder who attend the meeting and have the right to vote:

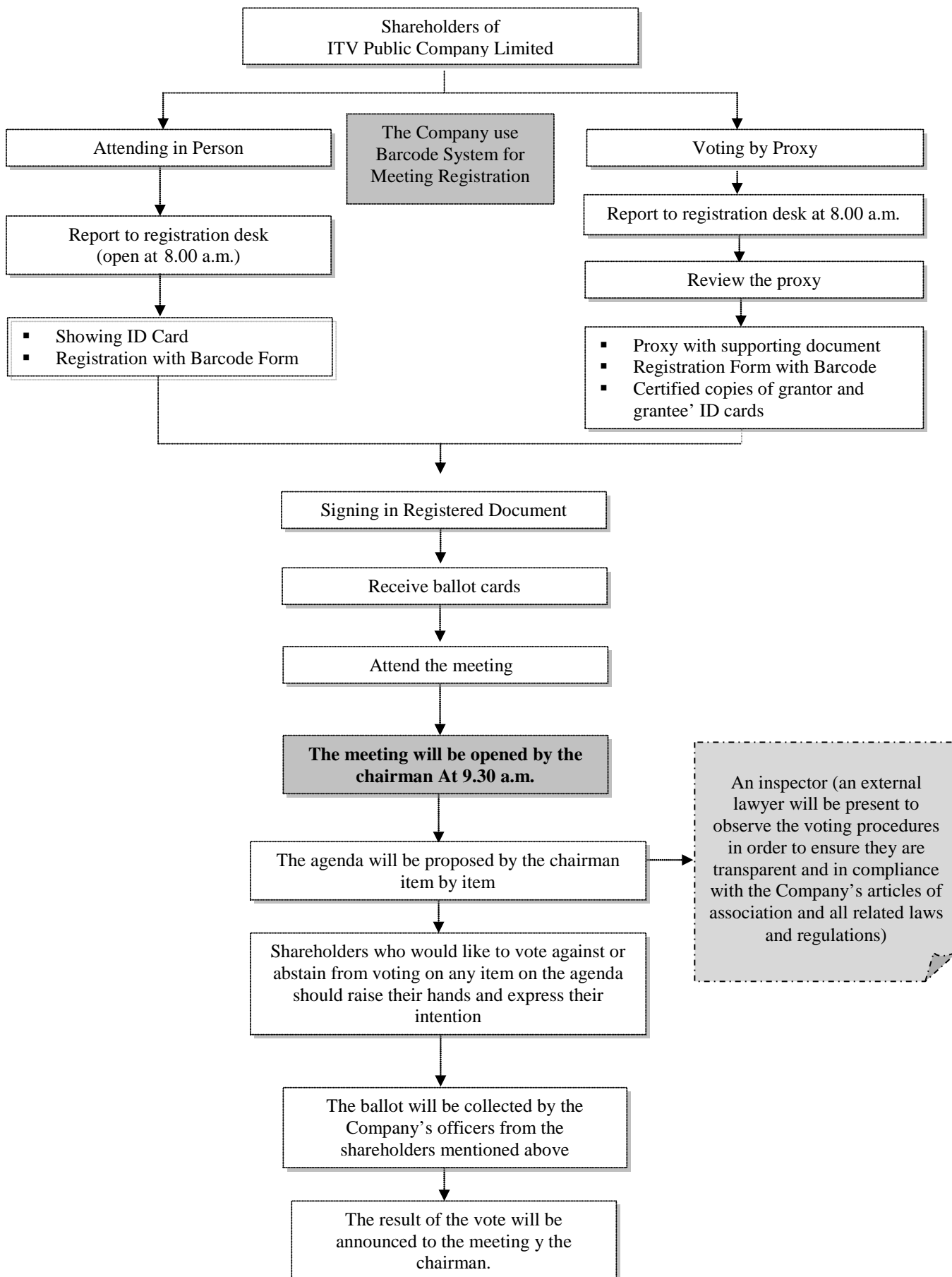
- (1) the sale or transfer of the whole or important parts of the business of the company to other persons;
- (2) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (3) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

6. Appointment of the auditors

Article 46 The Annual General Meeting of Shareholders appoint the auditors and consider the audit fees of the Company every year. Appointment the Company's auditors can be the same auditors.

Procedures for attending of the 2016 Annual General Meeting of Shareholder

ITV Public Company Limited On Tuesday 5 April 2016



**Please return the ballot for every item on the agenda to the Company's officers when the meeting is finished.*

Shinawatra Tower 3 Vibhavadee-Rangsit Road

Venue At the Auditorium , ,Shinawatra Tower 3, 9th floor, 1010 Viphavadi-Rangsit Road, Chatuchak, Bangkok TEL: 02-949-2999



สายรถเมลิที่ผ่านถนนวิภาวดีรังสิต ได้แก่ สาย 3, ปอ.3, 29, 52, 69, ปอ.69, 187, ปอ.187, 191, ปอ.191, 134, ปอ.134, ปอ.510, ปอ.555

สายรถเมลิที่ผ่านถนนพหลโยธิน ได้แก่ สาย 24, 26, ปอ.26, 34, ปอ.34, ปอ.39, ปอ.42, 59, ปอ.59, 63, ปอ.63, 104, ปอ.104, 107, ปอ. 107, 108, 129, ปอ.129, 188, 503, ปอ.503, ปอ.513 (ทางด่วน), ปอ.524, ปอ.528, ปอ.545