



Invitation Letter for Annual General Meeting of Shareholders for 2017

ITV Public Company Limited

On Friday the 28th of April 2017 at 9.30 a.m.

At the Auditorium of C asean Center



10th floor, Cyber World Tower (CW Tower),

No. 90 Ratchadapisek Road, Huai Khwang, Bangkok

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

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Registration No 0107541000042

March 1, 2017

Subject: Invitation to the 2017 Annual General Meeting of Shareholders

To: All Shareholders of ITV Public Company Limited

Notice is hereby given by the Board of Directors (“the Board”) of ITV Plc. (“the Company” or “ITV”) that the Annual General Meeting of Shareholders for 2017 shall be held **on Friday the 28th of April 2017, at 9.30 a.m.** (registration opens at 8.00 a.m.), at the Auditorium of C asean Center, 10th floor of Cyber World Tower (CW Tower), 90 Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok. The agenda is as follows:

Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2016, held on April 5, 2016

Purpose and Rationale: The Annual General Meeting of Shareholders for 2016 was held on April 5, 2016 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 2016 was held on April 5, 2016, 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 December 31, 2016

Purpose 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 independent auditor, and submit these to the shareholders’ meeting for approval.

The Board’s Opinion: The Board has agreed to present the Company’s financial statements for the year ended December 31, 2016, which have been audited by the external auditor, to the shareholders’ meeting for approval. A summary of the Company’s financial status and operating results is shown in the table below.

Selected Information from the Company's Financial Statements

Unit: million baht

Description	Consolidated Financial Statements		The Company's Financial Statements	
	2016	2015	2016	2015
Total assets	1,201	1,200	1,201	1,200
Total liabilities	2,894	6,771	2,894	6,770
Total revenue	30	45	29	44
Profit (loss) for the year	3,882	(411)	3,882	(411)
Profit (loss) per share (baht / share)	3.22	(0.34)	3.22	(0.34)

The Company's financial statements are shown in *Enclosure 2* of the Annual Report for 2016.

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 the omission of a dividend payment for the year 2016

Purpose and Rationale: Article 42 of the Company's Articles of Association states that the Company can only pay a dividend out of net profit.

The Board's Opinion: As the Company has incurred accumulated losses amounting to 7,556,903,459 baht as of December 31, 2016, the Board has proposed that no dividend be declared for the year 2016.

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 fix the audit fees for the year 2017

Purpose 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 resolved to propose 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 2017:

- | | |
|---------------------------------|-------------------------|
| 1. Dr. Suphamit Techamontrikul | CPA (Thailand) No. 3356 |
| 2. Mr. Permsak Wongpatcharakorn | 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 2017. The 2017 audit fees for the Company should not exceed 450,000 baht. (The audit fees in the previous year were approved at 450,000 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 2017

Purpose and Rationale: According to the *Public Limited Companies Act, B.E. 2535* and Article 15 of the Company's Articles of Association, one-third of all the directors must retire by rotation on the date of each annual general meeting of shareholders. Therefore, at the Annual General Meeting of Shareholders for 2017, the following two directors will retire by rotation:

Name of Director	Positions held
1. Mr. Nittimon Hastindra Na Ayudhya	<ul style="list-style-type: none"> - Vice-Chairman of the Board of Directors - Authorized Director
2. Mrs. Ratanaporn Nammontri	<ul style="list-style-type: none"> - Director - Authorized Director

The Board's Opinion: The Board, with the exception of the directors with a conflict of interest in this matter, has considered the qualifications, knowledge, competency, experience and performance of each director due to retire by rotation, and recommended that the shareholders' meeting approve the reappointment of Mr. Nittimon Hastindra Na Ayudhya and Mrs. Ratanaporn Nammontri 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 shareholding, educational background, work experience and board-meeting attendance are shown in *Enclosure 2*, under Section 2: "Information of the Board of Directors" (p.4), Section 3: "Changes in The Number of Original Shares in the Company and Its Subsidiary Held by Directors" (p.7), and Section 4: "Board Meetings" (p.8).

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 for the Company's Board of Directors in 2017

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

The Board's opinion: After considering this matter, the Board proposed that the shareholders' meeting approve the directors' remuneration for 2017 at the same amount as the year 2016, in the form of the following monthly retainers:

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

During 2016, the total directors' remuneration was 3,600,000 baht. The details are shown in Enclosure 2, under Section 5: "Directors' Remuneration" (p.8).

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

Item No. 7: To acknowledge the Company's operating results in the year 2016

7.1 The proceeding of the dispute between the Company and the PMO

Purpose and Rationale: The Company has summarized the progress of its disputes with the PMO along with the significant changes that occurred during the year 2016, as shown in Enclosure 2 under Section 6: "Developments and Significant Changes" (pp. 9-22).

The Board's Opinion: It is appropriated that the proceeding of dispute between the Company and the PMO should be acknowledged and certified as shown in Enclosure 2, under Section 6 "Developments and Significant Changes".

7.2 The Company's operating results for 2016 as disclosed in the annual report

Purpose and Rationale: The Company has summarized its operating results in 2016, along with the significant changes that occurred during the year, in the Annual Report for 2016.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results for 2016 as disclosed in Enclosure 2 (Annual Report for 2016).

7.3 Consideration of the Company's operating after receiving the arbitration award

Purposes and Rationale: After receiving the arbitration award rendered by the Arbitration Tribunal, the Company has proceeded and considered about business operation of the company.

The Board's Opinion: The Board has agreed to present the consideration of the Company's business operation to the shareholders.

Item No. 8 Other business (if any)

The Company's share registration book will be closed on April 7, 2017 until the completion of the Annual General Meeting of Shareholders for 2017. All shareholders are invited to attend the Annual General Meeting of Shareholders for year 2017 on Friday the 28th of April 2017 at 9.30 a.m. at the Auditorium of C asean Center, 10th floor, Cyber World Tower (CW Tower), No.90 Ratchadapisek Road, Huai Khwang District, Bangkok 10310, 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 you can download either Proxy Form A, Proxy Form B, or Proxy Form 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 mail the shareholder's power of attorney to the Company by the April 20, 2017, addressed to the Company Secretary, ITV Plc, Shinawatra Tower 3, 6th Floor, 1010 Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900.

Yours faithfully,

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

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 2017 and all related documents through the Company's website (www.itv.co.th) from April 3, 2017 under "Invitation Letter for Annual General Meeting".

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Minutes of the 2016 Annual General Meeting of Shareholders
ITV Public Company Limited
Registration No. 0107541000042
Tuesday, April 5, 2016 at 09.30 hrs.
 at the Auditorium Meeting Room, 9th Floor, Shinawatra Tower III,
 Vibhavadi Rangsit Road, Chatuchak, Bangkok

ITV Public Company Limited ("Company") closed its share registration book on March 15, 2016 to determine the right to attend and vote in the meeting. There were 9,460 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. Prathumporn Somboonpoonpol, 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

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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 2015 had already been distributed to all shareholders together with the letter of invitation to 2016 Annual General Meeting of Shareholders.

Then, the Company's officer informed the Meeting that there were altogether 105 shareholders attending the meeting, including 60 shareholders present in person and 45 shareholders attended by proxies, representing 648,493,809 shares or equivalent to 53.7412% of the Company's total paid-up shares of 1,206,697,400. 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 commence the 2016 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.

Agenda 1 To consider and adopt the Minutes of the 2015 Annual General Meeting of Shareholders held on April 24, 2015

The Chairman proposed the Meeting to approve the 2015 Minutes of the Annual General Meeting of Shareholders, held on April 24, 2015. The Board of Directors has considered that the minutes of meeting had been correctly recorded. The Company has submitted the copy of such minutes of meeting together with the letter or 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 23 pages.

Chairman The Chairman asked the shareholders if there were any questions relating to the 2015 Minutes of the Annual General Meeting of Shareholders, held on April 24, 2015. There were shareholders making inquiries as following:

Name	Suggestions / Inquiries
Mr. Sakchai Sakulsreemontri	The Company should prepare annual report in hard copy and submit to shareholders. In addition, he questioned that the Company has already prepared annual report but refused to distribute the annual report to the shareholders because it did not want shareholders to raise questions in the AGM.

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Name	Suggestions / Inquiries
Chairman	The Company has already submitted annual report in the CD format to shareholders. Moreover, the Company did not have many transactions. Hence, there were no reasons for the Company to hide information in the annual report from shareholders. Nevertheless, the Company has acknowledged the shareholder's recommendation and would conduct further consideration.

Chairman The Chairman then further informed the shareholders that normally the Company would provide an opportunity for them to propose the agenda or express their opinions on the minutes of meeting before approving such minutes. As a result, in the next meeting, all shareholders were invited to read and express their opinion on the 2016 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 consider approving the 2015 Minutes of the Annual General Meeting of Shareholders. This agenda has to be determined by a majority of the shareholders attending the meeting and casting their votes.

Resolution The Meeting had considered and resolved to approve the 2015 Minutes of the Annual General Meeting of Shareholders, held on April 24, 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	651,655,007	99.9394
Disapproved	395,102	0.0605
Abstained	3,166,300	-
Voided ballot	15,000	-

There were 126 shareholders voting for this agenda.

Agenda 2 **To consider and approve the Financial Statements for the year ended December 31, 2015 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, 2015 to the Meeting

Mr. Somboon Wongwanich then informed the Meeting that, in order to comply with the Public Companies Act, B.E. 2535, requiring the Company to

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prepare the balance sheet and income statement for the fiscal year ended which had been audited by an auditor, and submit them to the shareholder's meeting for approval. Accordingly, the Board of Directors had agreed to propose the Meeting of Shareholders to approve the financial statements for the year ended December 31, 2015, which had been audited and signed by Mr. Vinich Silamongkol, the certified public accountant No.3378 of KPMG Phoomchai Audit Company Limited. All the details were shown in the page 28-75 of the Company's Annual Report for 2015 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, 2015.

In addition, Mr. Somboon Wongwanich explained the Company's operating results as following

Separate Financial Statement of the Company. The Company earned returns on investment in 2015 of 44 million baht when comparing with returns on investment in 2014 of 42 million baht. The average rate of return was 3.83 percent, while the benchmark was at 2.85 percent. Therefore, this year the Company has posted returns on investment higher than 2014 by 2 million baht or 4.8 percent.

The Company reported administrative expenses of 17 million baht consisting of Business consultant fee of 11 million baht, remuneration of the Company's Board of Directors of 3.8 million baht, costs of organizing the AGM of Shareholders of 1.1 million baht and Auditor fee of 0.45 million baht. The expenses decreased by about 6 million Baht from 2014 resulting from decrease in remuneration of the Company's Board of Directors of 900,000 baht as two directors had resigned and the Company did not appoint new directors to replace their positions. Furthermore, the Company has been delisted from the Stock Exchange of Thailand (SET). Therefore, the Company did not have to bear listing fee of 1.7 million baht and other expenses. Nonetheless, the Company has to bear tax expenses of about 4 million baht which was equaled to 2014. Therefore, the Company posted Profit before deducting the reserve for differences of operating fee and interest of 23 million baht. After deducting this amount from the income from operation, the Company reported net loss of 410 million baht, or 0.34 baht per share, decrease 4 million baht from 2014 or 0.01 baht per share.

The statement of financial position. At the end of 2015, the Company has cash and cash equivalents of 11 million baht, decreased 4 million baht from the previous year. At the end of 2015, the Company has temporary investments, including cash investment in government bond, fixed income securities, of 1,187 million baht, increased 33 million baht from 2014. The Fair market price of net investment value of the Company on December 31, 2015 has increased because the Company earned rate of return higher than the market rate. In addition, in 2015, the Company did not request for VAT refund from the Revenue Department as the Company has already received the refund in 2015 in the amount of 5 million baht.

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Furthermore, the Company has short-term investment of 1 million baht, including 0.88 million baht investment in Artware Media Co., Ltd., subsidiary of the Company, insurance premium of 20,000 baht and deposit and security money of 60,000 baht. Therefore, for the year ended December 31, 2015, the Company has total assets of 1,199 million baht.

In 2015, the Company's liabilities consisted of accrued reserve for differences of operating fee from 2004 to 2006 of 2,210 million baht, accrued differences of operating fee from 2006 to 2007 of 681 million baht and interest on differences of operating fee from December 14, 2016 of 3,865 million baht. The Company has recorded the reserve according to the generally accepted accounting principles of realizing liabilities that may be incurred. In addition, the Company has accrued corporate income tax payable of 3 million baht and accrued expenses and other liabilities of 11 million baht, including accrued business consultation fee of 7.63 million baht, accrued auditor fee of 170,000 baht and deferred income taxes of 2.1 million baht. The Company has total liabilities of 6,770 million baht, increased 437 million baht from 2014 due to increase in reserve for interest on differences of operating fee of 433 million from 2014.

Regarding owner's equity statement, the Company has issued and paid-up capital of 6,033 million baht, discounted negative stock value of 174 million baht and accumulated loss of 11,439 million baht. Meanwhile, the Company has other element of owner's equity with positive value of 9 million baht. Therefore, the Company has accumulated loss exceeding the capital of 5,571 million baht. The total liabilities and owner's equity was 1,199 million baht, increased by 24 million baht.

Considering the Company's financial statement and operating results, 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 5,569 million baht and accumulated loss exceeding the capital of 5,571 million baht.
2. The dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office (PMO).

The Company's auditor has not expressed opinions on the Company's financial statements for 10 consecutive years (2006-2015).

Regarding to the operating result of investment management operated by the fund, the Company has hired Kasikorn Securities Public Co., Ltd (KSecurities) and MFC Asset Management PCL (MFC) to manage the Company's short-term investment in 2015. As at December 31, 2015, the total investment portfolio of the Company was 1,187 million baht, consisting of investment portfolio under management of KSecurities and MFC of 801 million baht and 386.4 million baht respectively. The rate of return from both investment portfolios was 3.83 percent. Meanwhile, the benchmark was at 2.85 percent.

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Therefore, performances of both fund management companies were satisfactory as they could generate rate of return higher than the reference rate of nearly 1 percent (approximately 0.9 percent). Thus, when comparing with the interest policy announced in 2015, from January to February at 2.00 percent, and March at 1.75 percent, and from April to December at 1.57 percent, the rate of returns from short-term investment was higher than the interest rate policy and average rate of returns of two-year government bond in 2015.

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

Name	Suggestions / Inquiries
Mr. Hungchai Akkawasakul	<ul style="list-style-type: none"> ▪ Asked whether the Company has representative from small shareholders to be directors of the Company and which director is an Independent Director; ▪ Asked which director is an Independent Director (Mr. Somboon, Independent Director, revealed himself.) and asked the amount of cash and investment in funds of the Company; ▪ Asked whether the Company has any alternative investments.
Mrs. Rattanaporn	(Revealed herself as Director who represented the small shareholders)
Mr. Somboon	<p>(Revealed himself as Independent Director and answered the questions as follows)</p> <ul style="list-style-type: none"> ▪ Presently, the Company has cash of about 1,200 million baht, consisting of investment in fund under management of securities companies of 1,187 million baht. After that, the Company would use a part of the interest earned from the investment to pay for all administrative expenses of the Company, including business consultant fees and auditor fee. As a result, the Company has maintained its cash balance. ▪ The Board of Directors and advisors as well as related parties have discussed about alternative investment approaches for the maximum benefits of the shareholders. If shareholders have come into contact with directors of the Company, they would learn that the Company is considering on the issue continuously.
Mr. Sakchai Sakulsreemontri	As auditor has not expressed opinions on the Company's financial statements, did it mean that

(Translation)

Name	Suggestions / Inquiries
	the KPMG Phoomchai Audit Company Limited (KPMG) can no longer be auditor of the Company? If the Company did not solve the issue, did it mean that shareholders would not be able to attend the AGM?
Mr. Sukit (Auditor of KPMG)	<ul style="list-style-type: none"> ▪ Normally, the Auditor Report would display report and opinion according to the account standard. The reason that the auditor has not expressed opinions on the Company's financial statements for many years was because the Company has been involving in a lawsuit. Hence, the amount debts under the lawsuit were uncertain. This was essential part of the Company's financial statements. ▪ In the next auditing, whoever the auditor is, if the situation of the Company was unchanged, the auditor may consider no to express opinions on the Company's financial statements. On the other hand, if there is a change in the situation, the auditor may change his/her opinion. There is no regulation or accounting standard which prescribed that the auditor needed to be changed if he/she did not express opinions on the Company's financial statements.
Mr. Somboon	The Company's auditor has not been expressing opinions on the Company's financial statements for several years. Nonetheless, this year, the companies under Intouch Holdings Public Company Limited proposed to change auditors because they have been using the same auditors for a long time. Therefore, the request to change auditors of the Company was not because of their refuse to express opinion.
Mr. Hungchai Akkawasakul	<ul style="list-style-type: none"> ▪ Small shareholders suggested that the Company should use its cash flow to do business with stability; ▪ Suggested that the Company should use local auditor as the Company financial statement was not complicated; ▪ Requested the Company to coordinate with small shareholders whenever there was Board of Directors' meeting and proposed that the Company should set up work shop for discussion.

(Translation)

Name	Suggestions / Inquiries
Mrs. Rattanaorn	Explained that, as a director representing small shareholders, she has been following up with the lawsuit of the Company and carrying out duties of the directors continuously as well as proposing suggestions to the Board of Directors. However, presently, there are other risk factors which would need to be clarified. She was confident that the issue would not affect the interests of small shareholders. Therefore, the Company was not able to issue letter to clarify the matter to shareholders. In the past, if shareholders have any inquiries or questions, they would contact the Company for information.

The Chairman then asked the Meeting to consider approving the Company's financial statements for the year ended December, 31 2015. The agenda 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 2015 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	651,939,936	99.8455
Disapproved	1,008,302	0.1544
Abstained	3,181,300	-
Voided ballot	15,000	-

There were 145 shareholders voting for this agenda.

Agenda 3**To consider and approve no dividend distribution for the operating results of the year 2015**

The Chairman reported that, according to the Board of Directors' Meeting No. 1/2016, there was the resolution agreeing that the Company deemed appropriate to suspend the dividend payout for 2015 since the Company's separate financial statements for the year ended December 31, 2015 had accumulated loss of 11,438 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

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dividend payment to the shareholders for the operating results of the year 2015 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 2015, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to vote on the agenda on the omission of dividend distribution for the operating results of the year 2015, 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 omission of dividend distribution for the operating results of 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	652,645,736	99.9784
Disapproved	140,502	0.0215
Abstained	3,343,300	-
Voided ballot	15,000	-

There were 145 shareholders voting for this agenda.

Agenda 4 **To consider and approve the appointment of the Company's external auditors and to fix audit fees for the year 2016**

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.

In the Board of Directors' Meeting No. 1 /2016, the Board has resolved to propose to the Shareholders' Meeting to approve the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. ("Deloitte") to replace KPMG Phoomchai Audit Limited ("KPMG") to be the Company's auditor for the year 2016 for rotation. As the Company has been using service of KPMG for 9 consecutive fiscal years since 2008. In this regard, Deloitte is one of the top four leading auditing firms which provide international accounting standard. The firm is one of the four leading international audit firms with expertise in auditing and reasonable audit fee rate. The Board of



(Translation)

Directors had proposed the Shareholders' Meeting to approve the appointment of the following auditors

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

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

Regarding to the audit fee of the Company in 2016, it was determined in an amount of not exceeding 450,000 baht, which decreased from the year 2015 which has approved amount of not exceeding 500,000 baht. 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.

Unit: Baht

Audit Fee and Other Services	Year 2016 (Year as offered)	Year 2015
Audit Fee	450,000	500,000
Other Services	-	-

Chairman The Chairman offered the opportunity to the shareholders to inquire about the approval of the appointment of auditors and determination of audit fee for the year 2016. There were shareholders making inquiries as following:

Name	Suggestions / Inquiries
Mr. Attakorn Vorkijthamrong (Proxy of Mrs. Suvimol Vorkijthamrong)	As the Company was not being listed in the Stock Exchange of Thailand (SET), the Company does not need to comply with the regulations of the SET. In addition, presently, the Company has not conducted any business operation. Therefore, he suggested that the Company should reduce the audit fee.
Chairman	The audit fee for 2016 as proposed to the shareholders' meeting was special rate which offered to the Company because it is under the under Intouch Holdings Public Company Limited. The rate was in aligned with standard rate of leading auditor. Moreover, the Company has already negotiated with the auditing firm to obtain the best rate.

(Translation)

The Chairman then asked the Meeting to consider and approve the agenda on appointment of the Company's external auditors and to fix audit fees for the year 2016 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 appointment of the Company's auditors and determination of audit fee for the year 2016, 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	652,722,638	99.9239
Disapproved	496,502	0.0760
Abstained	3,081,300	-
Voided ballot	15,000	-

There were 152 shareholders voting for this agenda.

Agenda 5**To consider and approve the appointment of directors to replace those who will retire by rotation in 2016**

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. Currently, the Company comprises of 5 directors. In 2016 Annual General Shareholder's Meeting, these two directors listed below are due to be retired by rotation:

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

The Board, 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 election process must be in accordance with Article 15 of the Company's Articles of Association.

Details of each director's age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are shown in the

(Translation)

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.

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 2016, but none of the shareholders raised any inquiries.

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. The agenda had to be determined by a majority vote of the shareholders attending the meeting and casting their votes as follows;

5.1 Proposing the Meeting to consider and approve the reelection of Mr. Somboon Wongwanich 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. Somboon Wongwanich 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	653,375,638	99.9949
Disapproved	32,702	0.0050
Abstained	3,058,300	-
Voided ballot	-	-

There were 154 shareholders voting for this agenda.

5.2 Proposing the Meeting to consider and approve the reelection of Mr. Wuttiporn Diawpanich 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. Wuttiporn Diawpanich 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	649,807,138	99.4488
Disapproved	3,601,202	0.5511
Abstained	3,058,300	-
Voided ballot	-	-

There were 154 shareholders voting for this agenda.

(Translation)

Agenda 6 To consider and approve the remuneration of the Company's Board of Directors in 2016

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. The Board of Directors proposed the shareholders' meeting to fix the remuneration of the Company's directors for the year 2016 as follows:

Position	Monthly Remuneration
Chairman of the Board	80,000 Baht (Eighty Thousand Baht Only)
Vice Chairman of the Board	70,000 Baht (Seventy Thousand Baht Only)
External directors which is not Chairman of the Board nor Vice Chairman of the Board	50,000 Baht (Fifty Thousand Baht Only)

All the directors shall not receive a meeting allowance in the Board of Directors' Meeting. The remuneration rate was equal to the rate stipulated from 2007 to 2015.

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 2016, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve the remuneration of the Board of Directors for the year 2016, 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 2016, 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	649,152,009	98.8636
Disapproved	3,954,831	0.6023
Abstained	3,506,300	0.5339
Voided ballot	-	-

There were 158 shareholders voting for this agenda.

(Translation)

Agenda 7 To acknowledge the Company's operating results for 2015**Agenda 7.1 The Company's operating results regarding the progress of dispute between the Company and the PMO**

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 2015 to the Shareholders' Meeting.

Mr. Warathorn Wongsawangsi reported to the meeting that, currently, the Company has 2 lawsuits under the consideration the Arbitration Committee. The first case, Black Case No. 1/2550, the Company defended that the penalty of 100,000 million baht claimed by the PMO is illegitimate and is not subject to be penalized. In addition, the case occurred before the Company's contract was terminated. In this regard, the Company has considered to withdraw the case. Nonetheless, the case is still under consideration of the Arbitration Committee.

For the second case, Black Case No. 46/2550, the Company's contract was illegally terminated. After the Company had been defending the case for a long time, on February 1, 2016, the Company received copy of final judgment of the Arbitration Committee ruling that the PMO's decision to terminate the contract was illegal and requested that the PMO pay compensation of 2,890,345,205.48 baht to the Company. Nonetheless, as the Company had obligations to repay differences on concession fees and accrued concession fees. Previously, the Company had won the case to pay less concession fees in the Arbitration proceedings. However, Administrative Court and Supreme Administrative Court later revoked the ruling of the Arbitration Committee. As a result, the Company has to bear the concession rate stipulated in the old contract of 2,890,345,205.48 baht including interest payable. The amount was equal to the compensations requested by the Arbitration Committee for PMO to pay the Company. Therefore, after the settlement, the Company and PMO do not have any debt obligations toward one another. In addition, the other requests held by both parties are suspended.

According to the fact, the Company has proposed disputes to the Arbitration Committee and claimed for twenty thousand million baht compensation from the PMO and requested that the company be able to operate television station with the remaining period prescribed in the contract. However, after enforcement of Thai Public Broadcasting Service Act, BE 2551 (2008), the Company cannot legitimately obtain concession for operating the television station. Therefore, the Arbitration Committee ruled that the PMO should pay compensation to the Company by considering damages incurred to the Company including damages from laying off employees, penalties stipulated in the contract of suretyship, opportunity loss from unable to use assets invested by the Company according to the concession contract.

(Translation)

Nonetheless, the Company and PMO may file petition to revoke the ruling to the Administrative Court within 90 days since receipt of the notification of the ruling (May 2, 2016) and provided reasons for revoking the ruling according to the law. Nevertheless, the Court may not consider or involve in the ruling of the Arbitration Committee due to legal restrictions.

In this regard, the Company's legal advisors reckoned that there are possibilities that the PMO would file petition to revoke the ruling of the Arbitration Committee to the Administrative Court. Nonetheless, there would be restrictions on reasons for revoking the ruling as mentioned above. Currently, the Company is still weighing the pros and cons to decide whether the Company should request the Administrative Court to revoke the ruling. It was because revoking the ruling would result in having to rerun the Arbitration procedure from the beginning again. Thus, Mr. Warathorn Wongsawangisiri ended his report on the progress of dispute between the Company and the PMO.

Chairman The Chairman offered the opportunity to the shareholders to inquire about the agenda. There were shareholders making inquiries as following:

Name	Suggestions / Inquiries
Ms. Wanida Thanyawuthi	<ul style="list-style-type: none"> ▪ If neither party filed objection to the Administrative Court, does it mean that the Company will not be able to claim for additional compensations? ▪ Requested the Company to explain accrued differences on concession fee.
Chairman	If neither party file objection to the Administrative Court, the case is deemed as final and both the PMO and the Company would have to comply with the ruling.
Mr. Warathorn	Regarding the differences on concession fee incurred from the concession fee which the Company had not paid to the PMO as the Company complied with the ruling of the Arbitration Committee in 2004 which ruled in favor of the Company and allowed the Company to pay concession fee in smaller amount from over thousand million baht to only 230 million baht. However, the ruling of the Black Case No. 46/2550 stipulated that the Company had the obligations to pay differences on concession fee since 2004 according to the contract as the ruling of the Arbitration Committee in 2004 was revoked by the Administrative Court.
Ms. Wanida Thanyawuthi	What is the Company's plan to utilize the cash it has on hand?

(Translation)

Name	Suggestions / Inquiries
Mr. Warathorn	If the case was still unsettled, the Company would have to consider legal risk before it decided to conduct any business.
Mr. Virat Klongprakij	The other listed companies, which have dispute with government organizations, can still maintain their business operation. Why the Company was disallowed to operate its business. If the Company filed petition to the Administrative Court, the process would take even longer. Hence, the Company should consider running business operation without having to wait for the case to be final.
Mr. Warathorn	As the debt value in the dispute is higher than the value of the Company and impose significant impact on the Company's financial status, the Company would have to thoroughly consider pros and cons before making any investment so as not to lose shareholders' assets and comply with the laws.
Chairman	<p>The Company has already exerted its best effort to study investment opportunity and alternatives and selection of financial consultant. Nonetheless, after the witness investigation on September 15, 2015 and studying the report and opinions from the legal advisors, the Company decided to postpone its plan to conduct alternative investment. It was because if the ruling was favorable to the Company, this would contribute to positive financial statement and provide more investment opportunities for the Company to consider and for utmost benefits of the shareholders.</p> <p>However, after the ruling, the Company still had to wait to observe the PMO's decision in the next step. At the same time, the Company was considering its next move in the lawsuit. After everything is clear, the Company would consider in the investment opportunity. The Company would have to thoroughly consider all the factors and situations in each scenario before making any investment in order to protect maximum benefit of the shareholders.</p>
Mr. Attakorn Vorkijthamrong (Proxy of Mrs. Suvimol Vorkijthamrong)	As the Company was delisted from the Stock Exchange of Thailand (SET), there were less restrictions. The Company should utilize the cash on hand.



(Translation)

Name	Suggestions / Inquiries
Chairman	There may be less restrictions which the Company had already explained to the shareholders in the 2015 AGM of Shareholders.
Mrs. Jiraporn Lesthanapol	Will the Company be able to take legal action against the SET for suspended trading of its stocks?
Chairman	The Company does not have the right to take legal action on this issue as the trading suspension implemented by the SET comply with the legal procedures.

Agenda 7.2 The Company's operating results of year 2015 as provided in the 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, 2015 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, 2015, but none of the shareholders proposed any inquiries.

When there was no other agenda to be 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 11.20 hrs.

.....- (Signed) -.....
(Mr. Somkid Wangcherdchuwong)
Chairman of the Meeting

.....- (Signed) -.....
(Ms. Jitsopa Purakhom)
Minute Recorder

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 agenda.

Annual Report 2016

ITV PUBLIC COMPANY LIMITED

Information on Auditors' profile for the year 2017

1. Dr. Suphamit Techamontrikul (CPA No. 3356)

Current position

- Audit Partner

Academic Qualification/ Professional affiliations

- 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)

Experiences

- Audit Partner - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
- 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



2. Mr. Permsak Wongpatcharapakorn (CPA No. 3427)

Current position

- Audit Leader and Company's Director
- Audit Partner

Academic Qualification

- Post-Graduate Diploma in Auditing, Chulalongkorn University
- Bachelor Degree in Accountancy, Chulalongkorn University

Experiences

- Audit Leader and Company's Director - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
- Audit Partner - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
- Certified Public Accountant, Thailand
- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand
- Member, Federation of Accounting Professions (FAP), Thailand
- Member of the Auditing Standard Committee, Institute of Certified Accountants and Auditors of Thailand during 1997 -2005



3. Mr. Chavala Tienpasertkij (CPA No. 4301)

Current position

- Audit Partner

Academic Qualification

- Master of Management, Mahidol University
- Master of Accountancy, Chulalongkorn University
- Bachelor of Accountancy (Honors), Bangkok University

Experiences

- Audit Partner - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
- 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
- Subsidiary Committee of the Accounting Standard Setting Body, Federation of Accounting Professions (FAP), Thailand during 2012 - 2013



Explanation of documents to identify shareholders or their proxies who are eligible to attend the meeting and vote

The Company shall convene the 2017 Annual General Meeting of Shareholders on Friday the 28th of April 2017 at 9.30 a.m. at the Auditorium of C asean Center, 10th floor, Cyber World Tower (CW Tower), No. 90 Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok. In this connection, the Company shall proceed registration 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 an announcement re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company, therefore, has prepared three proxy forms and attached Proxy Form B (Specific Voting Appointment) as shown in the enclosure 4 for shareholders who cannot attend the Meeting and a proxy may be appointed to the other person or any director.

In the event shareholder wishes more Proxy Forms (Proxy Form A (General Appointment), Proxy Form B (Specific Voting Appointment) or Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand), please download from the Company Website: www.itv.co.th In all cases, please bring the Barcode Registration Form as shown in the enclosure 9 on the date of Meeting.

2. Proxy

Shareholder who unable to attend the Meeting may appoint a person as your Proxy according to the following procedures:

1. Complete **only one of above Proxy Forms** as follows:
 - 1.1 General Shareholder shall select one of either Form A or Form B.
 - 1.2 Shareholders listed in the share register book as Foreign Investors (who appointed the Custodian in Thailand to supervise their shares) can select one of three Proxy Forms (Form A, Form B or Form C).
2. Authorize a person who is *sui juris* as you wish or director as shown in the Annual Report for 2016 (P.4) to attend and vote at the Meeting on your behalf by specifying the name details of a person to be your Proxy
3. Affix the 20 Baht of stamp duty with specifying the date of Proxy Form across such stamp duty.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder has to authorize the Proxy to cast the votes only for all the shares held by it. Authorization of vote less than the total number of holding shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

3. Documents to be produced prior to the Meeting**Person**

1. Personal attendance: ID Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please also bring the Barcode Registration Form as shown in the enclosure 9 on the date of the Meeting
2. Proxy:
 - Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
 - copy of ID Card, Civil Servant or Driving License duly certified by shareholder;
 - copy of ID Card, Civil Servant or Driving License duly certified by proxy together with original thereof at point of registration.

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 9 on the date of the Meeting.

Juristic Person

1. Personal attendance by director
 - any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
 - copy of a company certificate (issued no later than 3 months) 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).

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 9 on the date of the Meeting.

2. Proxy:
 - any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder and proxy;
 - copy of a company certificate (issued no later than 3 months) 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.

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 9 on the date of the Meeting.

3. Custodian appointed as depositary by foreign investors
 - 3.1 documents as under juristic person 1 and 2 shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C);
 - 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.

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 9 on the date of the Meeting. If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

4. Registration

The Company shall proceed with registration two hours prior to the Meeting time or from 8.00 a.m., Friday the 28th of April 2017 at the venue with a map attached to the Notice.

5. 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 2017, 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.

6. Procedures on Casting 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.

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.

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 in relation to 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:

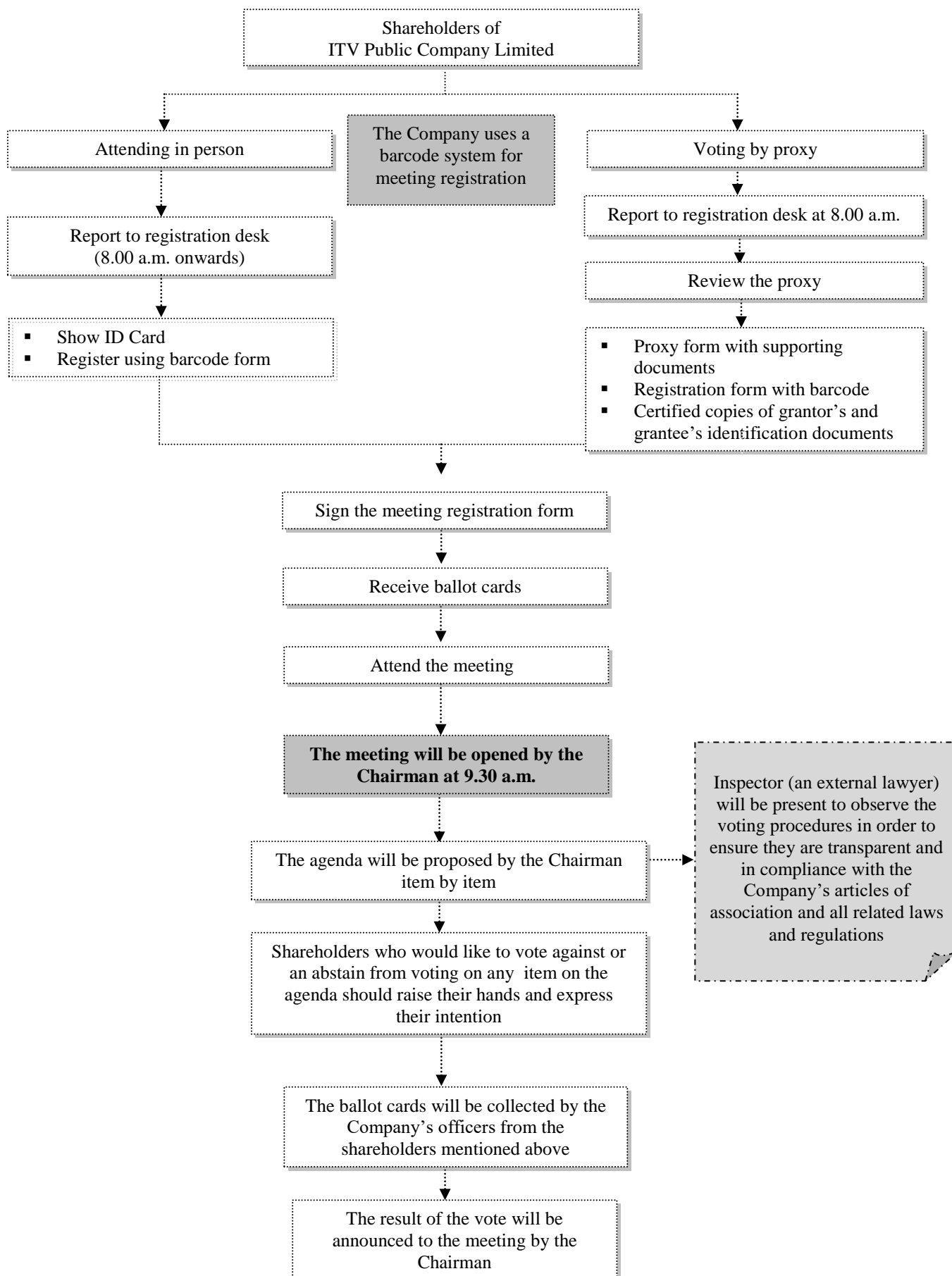
- (1) the sale or transfer of the whole or important parts of the business of the company to other persons;
- (2) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (3) the making, amending or terminating of contracts with respect to the granting 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 the Annual General Meeting of Shareholders for 2017

ITV Public Company Limited Friday the 28th of April 2017




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

at Cyber World Tower (CW Tower) business • arts • culture

Venue : At the Auditorium of C asean Center, Cyber World Tower (CW Tower), 10th floor, No. 90 Ratchadapisek Road, Hwai Khwang, Bangkok TEL: 02-785-9999 *(Please use the elevators in C asean ZONE only as the elevators in Tower A cannot reach the venue.)*



 **MRT:** Thailand Cultural Center station, Exit 1. You will see the Thai Life Assurance Company building across the road in front of you. Turn right and walk about 500 metres until you come to Cyber World Tower, which is located across the road from The Street Ratchada Shopping Mall. Please use Cyber World's footbridge to reach the 2nd floor of the tower (approximately 5 minutes' walk from the station).

 **BTS:** Connect to Sukhumvit MRT station at BTS Asoke station, Exit 3.

 **Bus:** 36ⁿ, 73, 73ⁿ, 122, 136, 137, 157, 163, 179, 185, 206, 514, 517 & 529. Get off at The Street Ratchada Shopping Mall (Thian Ruam Mit), Big C supermarket.

 **Private car:** Car parking is available on the 8th floor of CW Tower