



Invitation Letter for

**Annual General Meeting
of Shareholders for 2018
ITV Public Company Limited**

On Thursday the 5th of April 2018 at 9.30 a.m.

At the Auditorium of C asean Center



10th floor, CW Tower

(Formerly known as Cyber World Tower),

No. 90 Ratchadapisek Road, Huai Khwang, Bangkok

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

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The Company has disclosed all the documents pertaining to the 2018 Annual General Meeting of Shareholders on its website at: www.itv.co.th



Registration No 0107541000042

March 2, 2018

Subject: Invitation to the 2018 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 2018 shall be held **on Thursday the 5th of April 2018, at 9.30 a.m.** (registration opens at 8.00 a.m.), at the Auditorium of C asean Center, 10th floor of CW Tower (Formerly known as Cyber World 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 2017, held on April 28, 2017

Purpose and Rationale: The Annual General Meeting of Shareholders for 2017 was held on April 28, 2017 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 2017 was held on April 28, 2017, 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, 2017

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, 2017, 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	
	2017	2016	2017	2016
Total assets	1,226	1,201	1,225	1,201
Total liabilities	2,898	2,894	2,898	2,894
Total revenue	31	30	31	29
Profit for the year	17	3,882	17	3,882
Profit per share (baht / share)	0.01	3.22	0.01	3.22

The Company's financial statements are shown in *Enclosure 2* of the Annual Report for 2017.

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 2017

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 7,539,763,100 baht as of December 31, 2017, the Board has proposed that no dividend be declared for the year 2017.

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 2018

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 2018:

- | | |
|---------------------------------|-------------------------|
| 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 2018. The 2018 audit fees for the Company should not exceed 455,000 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 2018

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 2018, the following two directors will retire by rotation:

Name of Directors	Positions
1. Mr. Somkid Wangcherdchuwong	<ul style="list-style-type: none"> - Chairman of the Board of Directors - Authorized Director
2. Mr. Wuttiorn Diawpanich	<ul style="list-style-type: none"> - 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. Somkid Wangcherdchuwong and Mr. Wuttiorn 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 shareholding, educational background, work experience and board-meeting attendance are shown in Enclosure 2, under Section 2: "Information of the Board of Directors" (p.4-6), Section 3: "Securities 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 2018

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 2018 at the same amount as the year 2017, 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 2017, the total directors' remuneration was 3,439,000 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 consider and approve the amendment to Article 29 of the Company's Articles of Association

Purpose and Rationale: To consider an amendment to Article 29 of the Company's Articles of Association to align it with Section 100 of the Public Limited Companies Act, B.E.2535, in accordance with a directive from the Head of the National Council for Peace and Order (No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation) dated April 4, 2017.

The Board's Opinion: The Board has agreed to submit the amendment to Article 29 of the Company's Articles of Association for approval at the Annual General Meeting of Shareholders for approval. The details are provided below.

Current Version

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.

Amended Version

Article 29. The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meeting.

The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. One or more shareholders holding shares altogether at not less than ten percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders at any time but they shall give express subjects and reasons for such request in the said letter. In such case, the

Board of Directors shall arrange for the Meeting of Shareholders to be held within 45 days from the date of receipt of such request from the shareholders.

In case the board of directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as provide by Article 32, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Item No. 8 To acknowledge the Company's operating results in the year 2017

8.1 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 2017, as shown in *Enclosure 2* under Section 7: "Risk Factors and Milestones" (p. 10-23).

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 7 "Risk Factors and Milestones"*.

8.2 The Company's operating results for 2017 as disclosed in the annual report

Purpose and Rationale: The Company has summarized its operating results in 2017, along with the significant changes that occurred during the year, in the Annual Report for 2017.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results for 2017 as disclosed in *Enclosure 2* (Annual Report for 2017)

8.3 To acknowledge the report on the consideration of the Company's seeking for investment options and alternatives to do the Company's business

Purposes and Rationale: After reporting to the shareholders on the consideration of the Company's operating after receiving the arbitration award at the 2017 Annual General Meeting of Shareholders, the Company has considered of the seeking for investment options and alternatives to do the Company's business and summarized the result of consideration of Company's alternative investments to continue business doing in the Annual Report for 2017.

The Board's Opinion: The Board has agreed to report on the consideration of the Company's seeking for investment options and alternatives to do the Company's business, as shown in the section 6 "Report on the consideration of alternative investments to continue doing business" (p. 9) which are provided in *Enclosure 2*.

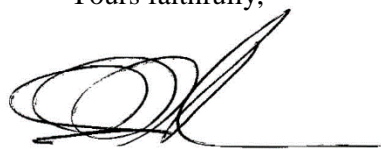
Item No. 9 Other business (if any)

The Company's share registration book will be closed on Thursday the 15th of March 2018 until the completion of the Annual General Meeting of Shareholders for 2018. All shareholders are invited to attend the Annual General Meeting of Shareholders for 2018 on Thursday the 5th of April 2018 at 9.30 a.m. at the Auditorium of C asean Center, 10th floor, CW Tower (Formerly known as Cyber World 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 proxy to the Company within Friday the 30th of March 2018, addressed to the Company Secretary, ITV Plc, No. 349 SJ Infinite One Busines Complex, 30th floor, Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900, Thailand.

Yours faithfully,



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 2018 and all related documents through the Company's website (www.itv.co.th) from March 16, 2018 under "Invitation Letter for Annual General Meeting".

**Minutes of the 2017 Annual General Meeting of Shareholders
ITV Public Company Limited
Registration No. 0107541000042
Friday, April 28, 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, Huai khwang, Bangkok

ITV (Public) Company Limited ("Company") closed its share registration book on April 7, 2017 to determine the right to attend and vote in the meeting. There were 9,376 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. Wuttiporn	Diawpanich	Director

Directors Absent from the Meeting

-No-

Company's Auditor Representative Present in the Meeting

Mr. Wee Sujarit, Auditor Representative of Deloitte Touche Tohmatsu Jaiyos Company Limited

External Legal Advisor Present to Observe Voting Procedures in the Meeting

Ms. Pathumporn Somboonpoonpol, Weerawong, Chinnavat & Partners Ltd.

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 Company applies the voting method 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 2016 had already been distributed to all shareholders together with the letter of invitation to 2017 Annual General Meeting of Shareholders.

The Company's officer informed the Meeting that there were 33 shareholders present in person and 21 persons by proxy, totaling 54 persons attending the meeting, representing 647,808,268 shares or equivalent to 53.6844% 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 open the 2017 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 (“Chairman”) 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 2016 Annual General Meeting of Shareholders held on April 5, 2016**

The Chairman proposed the Meeting to adopt the 2016 Minutes of the Annual General Meeting of Shareholders, held on April 5, 2016, which the Board of Directors considered that the minutes of meeting had been correctly recorded. 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 Shareholders’ 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 2016 Minutes of the Annual General Meeting of Shareholders, held on April 5, 2016, but none of the shareholders proposed any inquiries.

The Chairman then asked the Meeting to adopt the 2016 Minutes of the Annual General Meeting of Shareholders. Such agenda must be approved by a majority of the shareholders attending the meeting and casting their votes.

Resolution The Meeting had considered and resolved to adopt the 2016 Minutes of the Annual General Meeting of Shareholders, held on April 5, 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	642,854,268	99.9969
Disapproved	20,000	0.0031
Abstained	3,106,000	-
Void Ballot	-	-

There were 64 shareholders voting for this agenda item.

Agenda 2 To consider and approve the 2016 Financial Statements for the year ended December 31, 2016

The Chairman assigned Mr. Somboon Wongwanich, the director, to present the 2016 financial statements for the year ended December 31, 2016 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 2016 financial statements for the year ended December 31, 2016, which had been audited and signed by the Company's auditor, Dr. Suppamit Techamontrikul, the certified public accountant No.3356 of Deloitte Touche Tohmatsu Jaiyos Company Limited. All the details were shown in the page 28-74 of the Company's Annual Report for 2016, 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 2016 financial statements for the year ended December 31, 2016. Mr. Somboon Wongwanich clarified and reported operating results of the Company as follows;

Separate income statement of the Company The total revenue from investment of the Company for the year 2016 was 29.4 million Baht. Compared to the revenue from investment for the year 2015 of 44 million Baht, it was decreased by 14.57 million Baht, or accounting for 33%. The reason was the decrease of return rate in the market, resulting to the decreased return of the Company in this year. It decreased by 14.57 million Baht compared to the year 2015, or accounting for 2.1% per year.

The expenses of the Company for the year 2016 amounted to 10.1 million Baht, consisting of the administrative expenses of 6.46 million Baht and the remuneration of directors of 3.8 million Baht, decreased by 7 million Baht or 41% from the previous year. The main reason was that, at the beginning of the year 2016, there was the final decision of the arbitration, causing the legal consultant fee of the Company to decrease. The remuneration of directors for the year 2016 decreased from the year 2015 by 300,000 Baht because 2 directors resigned and the Company had not appointed new directors to replace. Therefore, the Company's profits from operation in 2016 were 19.3 million Baht. After deducting corporate income tax expenses of 4.1 million Baht, the Company had the net profit before interest estimate on differences in an amount of 15.2 million Baht.

After the final decision of the arbitration, the Company considered and discussed with the auditor and the legal consultant. They agreed that the previous interest estimate set by the Company was higher than the final decision of the arbitration. Therefore, the Company performed the reversing entries, causing the Company to have the net profit of 3,881.7million Baht, or equivalent to the profit of 3.22 Baht per share.

Operating results of personal fund Regarding the operating results of personal fund that the Company employed the fund management company to temporarily invest on behalf of the Company, the total amount of invested asset of the Company was 1,194.3 million Baht, divided into the investment port value as of December 31, 2016, managed by Kasikorn Asset Management Company ("Kasikorn Asset"), in an amount of 807.1 million Baht, and the investment port value managed by MFC Asset Management Company ("MFC Asset") in an amount of 387.2 million Baht. The return that the Company gained from the asset management of Kasikorn Asset was 16.2 million Baht, equivalent to 2.03 per year. The return that the Company gained from the asset management of MFC Asset was 8.3 million Baht, equivalent to 2.16 per year. In the meantime, the reference rate or Benchmark was at 1.83% per year. The total return for the year 2016 was 24.5 million Baht, or accounting for 2.05% per year.

Company's statement of financial position The cash and cash equivalents of the Company for the year ended 2016 was about 5.5 million Baht. The temporary investment was approximately 1,194.3 million Baht and other assets were 0.9 million Baht, which were the investment of the Company's subsidiary, Artware Media Company Limited, in an amount of 800,000 Baht. As a result, the Company has the total asset as of year ended 2016 in an amount of 1,200.7 million Baht.

Regarding the liabilities of the Company in 2016, they consisted of the reserve for accrued operation licensing fee on differences for the year 2004 until the year 2006 and the accrued operation licensing fee for the year 2006 until the year 2007, which were still in the same amount. However, for the interest of the operation licensing fee from December 14, 2016 onwards, the Company performed the reversing entries by adjusting the amount of 3,866.5 million Baht so the interest of the operation licensing fee amounted to 3.6 million Baht. In addition, the Company had the accrued corporate income tax in an amount of 1.3 million Baht and other accrued expenses and liabilities in an amount of 2.2 million Baht. In summary, the total liabilities of the Company were 2,893.8 million Baht, decreased from the year 2015.

For the shareholders' equity, the Company's issued and paid-up capital was the same amount as that of the year 2015. According to the reversing entries on the interest of the operation licensing fee, the total accumulated loss of the Company decreased by 3,881.7 million Baht. The balance of loss was 7,556.9 million Baht. The Company had other components of the shareholders' equity which was the positive amount due to the fair value estimation of temporary investment. Therefore, there was additional profit of 4.6 million Baht. The accumulated loss of the Company was higher than the cost in an amount of 1,693.1 million Baht. The total liabilities and shareholder's equity were 1,200.7 million Baht.

Due to the statement of financial position and operating results of the Company as reported to the Meeting, the Company's auditor prepared the Auditor's Report without expressing opinions on the Company's financial statements for the year ended December 31, 2016. The reason was the significant uncertainty regarding the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office ("PMO") in the Central Administrative Court which there was no settlement.

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

Name	Suggestions/Inquiries
Wanida Thanyawit	<ul style="list-style-type: none"> Asking about the approach of the Company for investment in other forms in the future.
Chairman	<ul style="list-style-type: none"> It shall be reported in Agenda 7.3.

The Chairman then asked the Meeting to consider and approve the 2016 financial statements for the year ended December 31, 2016. Such agenda must be approved by a majority of the shareholders attending the meeting and casting their votes.

Resolution The Meeting considered and resolved to approve the 2016 financial statements for the year ended December 31, 2016, 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	650,172,168	99.9961
Disapproved	25,100	0.0039
Abstained	2,971,000	-
Void Ballot	-	-

There were 66 shareholders voting for this agenda item.

Agenda 3 To consider and approve the omission of dividend distribution for the operating results of the year 2016

The Chairman reported that, according to the Board of Directors' Meeting No. 1/2560, there was the resolution agreeing that the Company deemed appropriate to suspend the dividend payout for 2016 since the Company's separate financial statements for the year ended December 31, 2016 had accumulated loss of 7,556.90 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 2016 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 2016, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve the omission of dividend distribution for the operating results of the year 2016. Such agenda must be approved 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 2016, 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	650,261,668	99.9969
Disapproved	20,000	0.0031
Abstained	2,971,100	-
Void Ballot	2,000	-

There were 72 shareholders voting for this agenda item.

Agenda 4 To consider and approve the appointment of auditors and determine the Auditor's fees for the fiscal year 2017

The Chairman informed the Meeting that this agenda related to the appointment of auditors and determination of auditor's fees for the fiscal year 2017. To comply 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 2017.

At the Meeting of Board of Directors No. 1/2560, the Board passed the resolution to propose the Shareholders' Meeting to consider and approve the appointment of Deloitte Touche Tohmatsu Jaiyos Company Limited ("Deloitte") to be the audit office of the Company for the year 2017 with the following auditors;

- | | |
|-----------------------------------|-------------------------|
| 1. Dr. Suphamit Techamontrikul | CPA (Thailand) No. 3356 |
| 2. Mr. Permsak Wongpatcharapakorn | CPA (Thailand) No. 3427 |
| 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 2017, it was determined in an amount of not exceeding 450,000 Baht, which was the same amount of the audit fee of the year 2016. However, 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 2017 (Year as offered)	Year 2016
Audit Fee	450,000	450,000
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 2017, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve the appointment of auditors and determination of audit fee for the year 2017. This 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 appointment of the Company's auditors and determination of audit fee for the year 2017, 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	650,396,268	99.9942
Disapproved	38,000	0.0058
Abstained	2,991,100	-
Void Ballot	2,000	-

There were 75 shareholders voting for this agenda item.

Agenda 5 **To consider and elect directors to replace those retiring by rotation for the year 2017**

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 consisted of 5 directors. At the 2017 Annual General Shareholder's Meeting, these two directors listed below must retire by rotation;

Name of Director	Positions
1. Mr. Nittimon Hastindra Na Ayudhya	- Vice Chairman of the Board of Directors - Authorized Director
2. Mrs. Rattaporn Nammontri	- Director - Authorized Director

The Board of Directors, with the exception of the members who had a conflict of interest, 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. Nittimon Hastindra Na Ayudhya and Mrs. Rattaporn Nammontri, 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 2016 and also distributed to the shareholders together with the letter of invitation as per the Attachment 2 in the Section 2, Re: Brief Details of Board of Directors (Page 4 and 5), Section 3, Table of Shareholding of Directors in the Company and its Affiliates, and Section 4, Re: Meeting of Board of Directors (Page 7 and 8).

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 2017, 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. This item 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. 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	650,718,268	99.9235
Disapproved	498,000	0.0765
Abstained	3,101,100	-
Void Ballot	20,000	-

There were 79 shareholders voting for this agenda item.

5.2 Proposing the Meeting to consider and approve the reelection of Mrs. Rattanaorn Nammontri 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 Mrs. Rattanaorn Nammontri 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	647,215,768	99.3645
Disapproved	4,139,500	0.6355
Abstained	2,969,300	-
Void Ballot	21,700	-

There were 81 shareholders voting for this agenda item.

Agenda 6 **To consider and approve the remuneration of the Board of Directors for the year 2017**

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 consider and determine the remuneration of the Board of Directors for the year 2017 as follows;

Position	Monthly Remuneration
Chairman of the Board of Directors	80,000 Baht (Eighty thousand Baht only)
Vice Chairman of the Board of Directors	70,000 Baht (Seventy thousand Baht only)
External directors who are not the Chairman and Vice Chairman of the Board of Directors	50,000 Baht (Fifty thousand Baht only)

Directors shall not receive a meeting allowance in the Board of Directors' Meeting and the rate of such remuneration was in the same rate as that of the year 2007 until the year 2016.

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 2017, 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 2017, 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 2017, 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	645,677,168	98.7491
Disapproved	208,100	0.0318

Resolution	Vote (1 Share = 1 Vote)	% of shareholders attending the meeting and casting their votes
Abstained	7,971,000	1.2191
Void Ballot	490,000	-

There were 81 shareholders voting for this agenda item

Agenda 7 To consider and acknowledge the Company's operating results for the year 2016

Agenda 7.1. Operation regarding the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office

The Chairman assigned Mr. Narin Usanawarong, 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 2017 until now to the Shareholders' Meeting.

Mr. Narin Usanawarong reported to the Meeting that currently the Company had 2 cases.

1. Undecided case No. 1/2550

This case was in the arbitration level which the Company filed the dispute on fines illegally claimed by PMO. There was no damage claims on this case. It occurred before the Company was terminated the operation contract. Currently, the Company has filed the request for withdrawing this case to the Arbitration Institute, but PMO disagreed with such withdrawal. Therefore, the Arbitration Institute ordered to present both requests to the arbitral tribunal for taking consideration, but the Company was submitting the request for extending period of arbitrator nomination. Accordingly, the consideration process has not been operated now. It is necessary to appoint the arbitrator of the Company first.

2. Undecided Case No. 620/2559

It is the case at the Central Administrative Court. According to the undecided case No.46/2550 (Decided case No. 1/2559) which the arbitral tribunal had the final decision stating that the contract of PMO was terminated illegally and PMO was determined to pay compensation to the Company in the amount of 2,890,345,205.48 Baht and the Company paid the difference of concession fee arising from the withdrawal of the final decision of the arbitral tribunal of the Supreme Administrative Court, the Company had to pay the concession fee at the same rate as specified in the contract, accrued concession fee, and delayed interests, totaling in an amount of 2,890,345,205.48 Baht. This amount was equal when deducting liabilities of each other. Therefore, the Company and PMO no longer had liabilities paid to each other. Plus, other requests of both parties shall be terminated.

On April 29, 2016, PMO filed the request to the Administrative Court. It was the undecided case No. 620/2559 to request the Administrative Court to repeal such final decision of the arbitral tribunal. Currently, the Company is preparing the replication for submitting to the court within May 10, 2017, and the case is now under the consideration of the Central Administrative Court.

Chairman The Chairman offered the opportunity to the Meeting to inquire this matter, but none of the shareholders proposed any inquiries.

Item No. 7.2 Company's operating results for the year 2017 as detailed in the Company's annual report

The Chairman assigned Mr. Nittimon Hastindra Na Ayudhya, the Vice Chairman of the Board, to report the Company's operating results for the year ended December 31, 2016 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, 2016, but none of the shareholders proposed any inquiries.

Agenda 7.3 Consideration of approach for activity operation after receiving the final decision from the arbitral tribunal

The Chairman informed the Meeting that the Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to acknowledge the consideration of approach for activity operation after receiving the final decision from the arbitral tribunal.

The final decision of the arbitral tribunal for the undecided case No. 46/2550 (Decided case No. 1/2559) on January 14, 2016, judged that the Office of the Permanent Secretary, the Prime Minister's Office illegally terminated the contract of operating the TV and radio station with UHF broadcasting system. The Board of Directors employed Hunton & Williams LLP to study and plan the appropriate investment structure of the Company.

To allow the Shareholders' Meeting to understand and acknowledge the operating details of the Board in the previous period, such details shall be reported in sequence as follows;

At the end of April, 2016 The Company received the opinions of the legal consultant stating that the Company could operate the investment that was not against the law. It has specific risks on operating results and status of investing activities.

During May until August, 2016 The Board considered and analyzed the appropriate investment structure of the Company to find the investment structure that will cause the highest benefits to shareholders in various form.

November, 2016 Summarized the investment structure by Artware Media Company Limited, which is the affiliate, will be the investor in approaches and investment framework that the Company had studied and set

January, 2017 Received the business offer from the target company which operates TV digital station, requiring the increase of registered capital by allowing the Company to hold 49% of shares in the limit of approximately 300 million Baht

Board of Directors' Meeting No. 1/2560 on February 10, 2017 The Management of the Company aimed to present and explain the business plan and strategies of the Company to the Board of Directors' Meeting.

Board of Directors' Meeting No. 2/2560 on March 8, 2017 The Board of Directors had the meeting to make the decision on the business offers of the target company. After the discussion by carefully analyzing the market condition, competition, advantages and disadvantages of the investment according to the offer of the target company, the resolution was passed unanimously that the Company could not accept the business offer of the target company. The reasons were as follows;

1. Digital TV station business is very competitive. Only leading entrepreneurs in the market can earn the profits.
2. There are uncertainties in forecasting revenues of the target company which assumptions cannot be explained and there is no adequate supporting evidence to believe that the target company will grow and generate revenue as forecasted.
3. There is concern on investment management because the target company focuses on investing money as the working capital of the Company, which may not solve the problems of the Company in long term.
4. The target company has liabilities in the high level. It is not possible that if the Company accepts such business offer and make the investment, the target company will be able to manage the investment and recover the business in a short period.

In addition, to make the Company's investment operation clear, the Board of Directors considered and determined the concrete direction of investment of the Company. There was the resolution to set the framework of the investment as follows;

- **Size of investment:** Maximum of investment limit is 1,000 million Baht.
- **Target business:** Technology, Media and Telecommunication (TMT) business because it is the business group corresponds with the policy of economic forwarding of the government and the Company is one of the Intuch groups which is expert in TMT. The Company considered that it is beneficial to business opportunities.

- **Investment Proportion:** The proportion was not set but the investment will be made in the business that already operates only.

However, the Company will select and appoint the reliable and well-known investment consulting company to give consultants on searching the target company and performing other necessary operations, such as analysis of competency and investment, study of appropriate investment model details, and operations relating to procedures and coordination with external agencies for conducting due diligence.

Currently, the Company is in the process of negotiating and selecting the investment consultant. Once the investment consultant is appointed, the target business will be searched subsequently.

Chairman The Chairman offered the opportunity to the Meeting to inquire about this matter and the shareholders raised the issues as follows;

Name	Suggestions/Inquiries
Atthakorn Worakitthamrong, the proxy of Mrs. Suwimon Worakitthamrong	<ul style="list-style-type: none"> ▪ The Company should propose 2-3 target companies to consider at the Shareholders' Meeting. ▪ In case the Company invests in purchasing shares in other activities and earns profits, can the Company pay the dividend of such profits to the shareholders?
Somkid (Chairman)	As stated to the Meeting that there was a target company giving the business offer to the Company, but such offer was not passed because it was the business with high risk and there were other significant reasons as reported. Therefore, it was necessary for the Company to have reliable and professional investment consultant to assist in this matter. Once the investment consultant is already appointed, the target business will be searched subsequently.

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 10.30 a.m.

.....-(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 2017

ITV PUBLIC COMPANY LIMITED

Information on Auditors' profile for the year 2018

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 2018 Annual General Meeting of Shareholders on Thursday the 5th of April 2018 at 9.30 a.m. at the Auditorium of C asean Center, 10th floor, CW Tower (Formerly known as Cyber World 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 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 2017 (P.4-6) 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 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 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 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 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 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., Thursday the 5th of April 2018 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.

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.

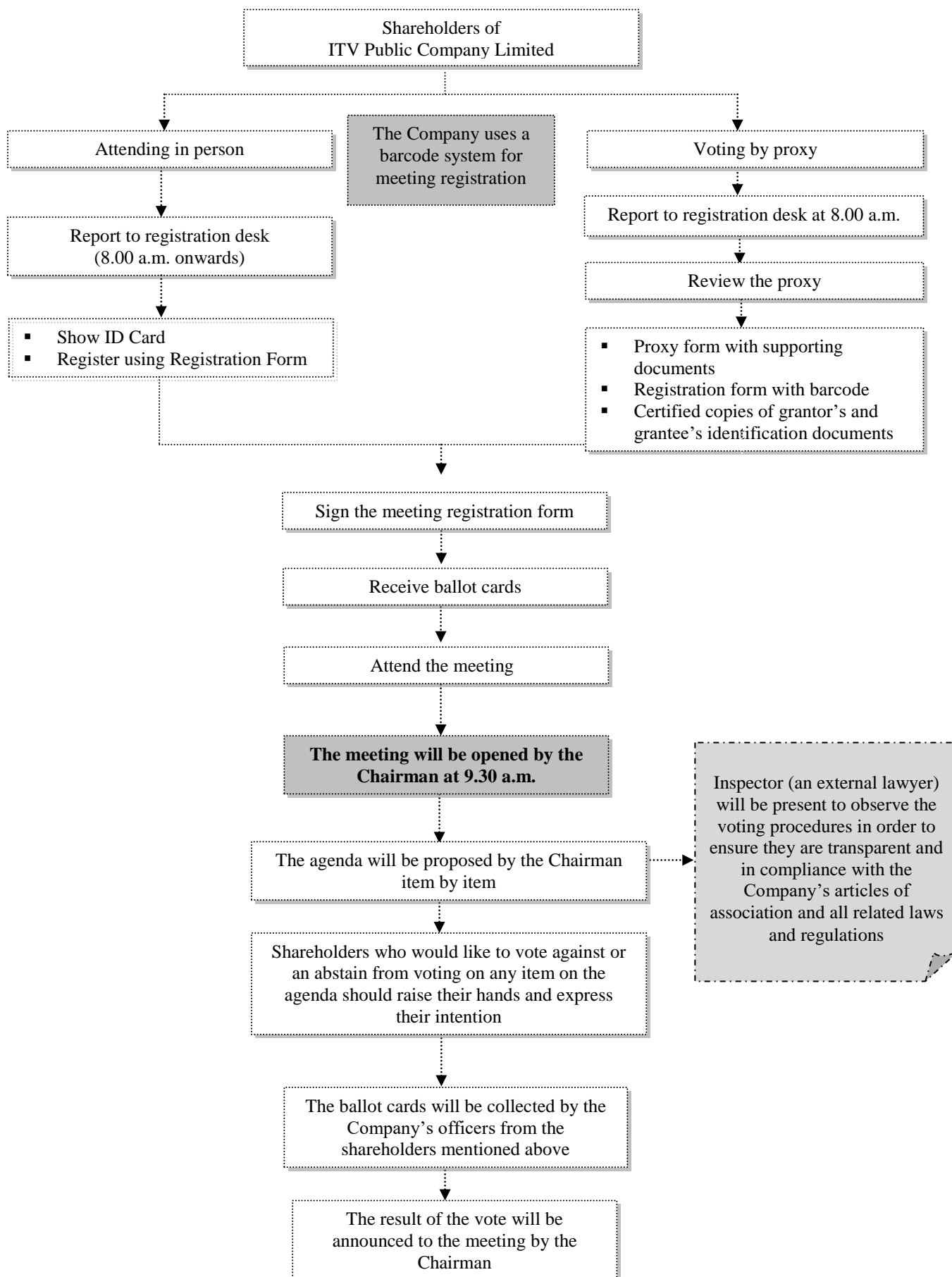
6. Appointment of the auditors

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 2018 Annual General Meeting of Shareholders

ITV Public Company Limited

Thursday the 5th of April 2018




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

at CW Tower (Cyber World 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*)



 **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